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Jinny Davis, John Williams, Nate Williams, Jim Vanderpol, Don Myers To:

From: Susan Paris Lewis

Date: June 19, 1981

Gleichman Proposal Re:

Following discussions with each of you, among others, and our discussions at the June meeting of the Board of Trustees, I described to Pamela Gleichman the action of the Board as a whole (i.e., the approval of the concept), and the gamut of reservations and unresolved issues raised by individual trustees. I also asked her to let me know the last possible date the Board might conclude its deliberations and still meet the filing requirements of the August Farmers Home Administration pool. After consultation with the FHA and the Vermont State Housing Authority, Ms. Gleichman reported that she and her staff could prepare the documents required to compete for the August pool if the Board came to an affirmative decision by July 10.

Therefore, I have called a meeting of the Board of Trustees on Thursday, July 9 at 11 o'clock in New York.

Preparatory to that meeting, each of you has indicated a willingness to contribute to the drafting of the best, most thorough report possible, given such a compressed timetable. Outlined below are those issues on which I hope your report will focus.

Zoned 1. Alternate uses (both College and private) of the College's land and resources. Please consider the College's needs for open space, for a modest recreational facility and for possible expansion of the library. Assume that neither the College's size nor its mission will change materially during your planning horizon. Please consider categories of private development possibilities including residential single-family, residential condominium, residential government-supported, commercial, and light industry. Also consider alternative sites, both for the College's space and building needs and those of any private development projects. (Nate and Jinny, will you take the lead on this section of the report?)

2. State and local restrictions and inhibitions. The Board needs your assessment of the Act 250, municipal water and related hurdles associated with the categories of development considered in item one. (Nate and John, will you take the lead on this section?)



(The next items relate specifically to the Gleichman proposal.)

- 3. The structure of the deal.

 Is a lease possible, desirable or especially advantageous? How would you structure reasonable option and easement conditions? Is the price per acre fair? Is the pay-out schedule reliable? (John, this would be your baby once you have received a draft option agreement from Mr. Shelley Friedman, Ms. Gleichman's attorney.)
- Aside from references, the best approach to this section is probably a site visit to Ms. Gleichman's three projects in the Dixfield-Rumford, Maine area. (Jim, will you arrange a chartered plane from Bennington? A preferred date is June 29 or 30 because John Everetts, of Advest, Inc., who would be selling the equity shares of the project, will be in Maine closing on another Gleichman project; he would be available for any discussions on the equity part of the financing.)
- Mhat arrangements and agreements should the College make to assure design collaboration? Peter Steffian, Ms. Gleichman's architect, and Ms. Gleichman herself might be consulted on how to structure an effective working relationship. (Jinny, and anyone else who visits Maine, you would be especially helpful on this.)
- 6. Tenancy and ongoing management and maintenance of the project.

 Please explore the possibility that some percentage of the tenancy can be directed toward academics, artists, former college faculty and staff, or other categories of individuals who also meet the income, age and/or handicapped eligibility requirements. What safeguards can be established to assure good management and proper maintenance of the project over time? (Jim, would you take the lead here, since you have a related oversight responsibility for the College plant?)

Finally, your report might enhance the Board's deliberations if it provided summary of the advantages and disadvantages of the Gleichman concept, isolating those issues requiring particular Board attention.

Were the likelihood of the future availability of FHA funds not in serious doubt, I would not have been inclined to press the Board for as thorough a review of this concept as is possible in such a short period of time. I particularly recognize the pressure this timetable puts on your efforts. But, should the Board decide no - either on the merits or out of uncertainty - I will feel more confident that it did not, for lack of trying, deprive the College of a very good opportunity.

My deep and warm thanks to each of you for your generosity of time and interest. Regardless of the outcome, the College and its Board will be much better served by your informed counsel.

Please keep me posted on your progress and don't hesitate to call on me if there is any way that I can help.

SPL:sar

cc: J.S. Murphy, President
Members of the Board of Trustees