

SECOND AMENDMENT
to
Land Disposition and Development Agreement (LDA)

This Second Amendment to Land Disposition and Development Agreement (“Second Amendment”) amends and is intended to be made an integral part of the Land Disposition and Development Agreement (the “LDA”) executed September 30, 2019, by and between the *City of Dover, New Hampshire* (through and including the Dover Housing Authority (the “DHA”)), by and through the City’s duly authorized City Manager, having a business address of 288 Central Avenue, Dover, New Hampshire 03820 (the “City of Dover” or the “City”), and *CPI Management, LLC*, a Massachusetts limited liability company with an address of c/o Cathartes, 100 Summer Street, 16th Floor, Boston, Massachusetts 02108 (together with its successors and assigns, the “Developer” and together with the City, the “Parties”).

1. Recitals

Section 5.03-c of the LDA included a June 1, 2020 deadline by which the Developer shall submit an updated Concept Plan for CWDAC’s approval. CWDAC has determined that the original deadline was not realistic given the additional discussions that needed to take place between the Developer and CWDAC and due to the inability of CWDAC and its sub-committee to hold in person meetings due to the State of New Hampshire Emergency Order #16 Pursuant to Executive Order 2020-04. The Parties have agreed to amend the deadline set forth in the LDA and hereby memorialize same within this Second Amendment.

2. Legal Authority

This Second Amendment was discussed by the CWDAC’s Phase 2 Concept Plan Sub-committee and the Developer at a meeting on March 10, 2020. The Sub-committee agreed that the deadline should be extended until March 31, 2021. The CWDAC voted unanimously on June 16, 2020 to approve the proposed amendment to Section 5.03-c. of the LDA to revise the date for the Developer to submit an updated Concept Plan for CWDAC’s approval from June 1, 2020 to March 31, 2021; see Minutes attached as Exhibit 1. At its June 23, 2020 meeting, the DHA adopted Resolution No. 2020-06-23-05, attached as Exhibit 2.

Amendments to the LDA are specifically authorized by Section 10.09 of the LDA.

The Parties have executed a Term Sheet dated January 29, 2019 (the “Term Sheet”) which has been executed by the parties and has been approved by CWDAC, the Board of Directors of the DHA, and the Dover City Council as evidenced by City of Dover City Council Resolution No. R—2019.02.27—028 attached hereto as Exhibit 3 (the “Authorizing Resolution”)

The Authorizing Resolution authorized the City Manager of the City of Dover to negotiate, finalize, and execute the Development Agreement on behalf of the City on terms and conditions consistent with the terms and conditions set forth in the Term Sheet and to sign all necessary documents to effectuate the purposes of the Term Sheet and the Development Agreement.

The Dover City Manager is authorized to sign this amendment as specified above.

3. Amendment

Section 5.03-c of the LDA is hereby amended as follows:

"c. Updated Concept Plan. The Developer shall submit an updated Concept Plan for CWDAC's approval no later than ~~June 1, 2020~~ **March 31, 2021.**"

4. Remaining LDA Terms

The undersigned acknowledge that all terms and conditions of the LDA not inconsistent with the above amendment remain in full force and effect.

IN WITNESS WHEREOF, the undersigned execute this Second Amendment this _____ day of July, 2020.

Wright Albert
Witness

CPI Management LLC
By: [Signature]
Jeffrey Johnston, Its President
Duly Authorized
Dated: July 1, 2020

[Signature]
Witness
Joann M. Rust

Dover Housing Authority
By: [Signature]
Allan Krans, Its Executive Director
Duly Authorized
Dated: July 14, 2020

[Signature]
Witness

City of Dover, New Hampshire
By: [Signature]
J. Michael Joyal, Jr. Its City Manager
Duly Authorized
Dated: 7/18/20, 2020

LIST OF EXHIBITS

- | | |
|-----------|---|
| Exhibit 1 | CWDAC Minutes of June 16, 2020 |
| Exhibit 2 | DHA Resolution No. 2020-06-23-05 |
| Exhibit 3 | City of Dover Resolution No. R—2019.02.27—028 |

Exhibit 1 CWDAC Minutes of June 16, 2020



CITY OF DOVER

COCHECHO WATERFRONT DEVELOPMENT ADVISORY COMMITTEE – MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Council Chambers, City Hall, 288 Central Ave, Dover NH 03820**
Meeting Date: **Tuesday, June 16, 2020**
Meeting Time: **5:30 PM**

PRESENT: Dana Lynch (Chair), Norm Fracassa (Vice Chair), Beth Fischer, Kim Schuman, Kyle Pimental, Otis Perry, Dane Drasher, Sean Fitzgerald, Jack Mettee, Dennis Ciotti

EX-OFFICIO: Michael Joyal (City Manager)

STAFF: Steve Bird – City Planner

OTHERS: Jeff Johnston, Cathartes

1. Call to Order and Roll Call at 5:30 pm

2. Election of Officers (Chair and Vice Chair) for 2020

Lynch agreed to continue as Chair and Fracassa agreed to continue as Vice Chair.

Motion: Fitzgerald moved, and Perry seconded to approve Lynch as Chair and Fracassa as Vice Chair of the Committee. Vote: U/A

3. Approval of Minutes from January 21, 2020

Motion: Perry moved to approve the minutes of January 21, 2020; Drasher seconded. Vote U/A

Jack Mettee joined the meeting at this time.

4. Citizen's Forum: None

5. Changes to the Agenda: None

6. Correspondence: None; Bird noted four members have been reappointed to the committee for three-year terms: Matt Cox, Kim Schuman, Carla Goodknight and Sean Fitzgerald.

7. Old Business: None

8. New Business

A. Report from Phase 2 Concept Plan Sub-Committee

Fitzgerald gave a report from the meeting in May with Cathartes highlighting some concerns they had about the soil. Committee members were given copies of the minutes of that meeting for review.

B. Discussion and Possible Vote on Amendment to Development Agreement: extension of deadline for submission of updated concept plan to CWDAC from 6/1/20 to 3/31/21

Bird reported since the term sheet was signed, much information has been discovered such as soil and other issues. Since more research will be needed to solve some issues, it was discussed prior to COVID19 to extend the deadline. Now there have also been delays and no sub-committee meetings due to the virus so the above recommendation is now requested. The date is configured around the expected approval date for the RAP and won't affect the overall timeline of Phase 2.

Bird explained the anticipated timeline regarding the RAP.

Jeff Johnston gave a quick update on the big picture of the soil issues.

Motion: Perry moved to recommend to the Dover Housing Authority the approval of the LDA amendment to grant the extension to March 31, 2021 for submission of updated concept plan. Fitzgerald seconded. Vote: U/A



CITY OF DOVER

COCHECHO WATERFRONT DEVELOPMENT ADVISORY COMMITTEE – MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Council Chambers, City Hall, 288 Central Ave, Dover NH 03820**
Meeting Date: **Tuesday, June 16, 2020**
Meeting Time: **5:30 PM**

C. Report on Status of Environmental Permitting

- Bird stated COVID19 has had an effect on the permitting process.
- The DES wetlands permit application was submitted October 30th. DES has 75 days to review and ask for more information or approve the permit. More information has been requested. Dover has requested and received an extension until July 8th to supply that information. Horsley Witten has been making revisions to address those issues. Mitigation is the main issue. One method is to have the City put conservation restrictions on parcels of City-Owned land. About 6-8 parcels have been submitted to the State, but they have not been accepted. The other method is to make a payment based on a formula for the project. The fee would be about \$142,000. They are asking the State if they can do a combination of land conservation and payment.
- Bird updated the committee on the Alteration of Terrain permit. Dover received a letter from the State on March 15, 2020 requesting more information on ten items. A response to that was submitted on April 10, 2020. DES submitted comments back on May 12th. The response has been prepared and intends to be submitted this week along with updated plans.
- Blasting occurred in February and March and Severino has been crushing the rocks. They have about five more weeks of crushing to go. The final grade of the sites will be designed, and the work will begin in mid-July. A final round of blasting will need to occur at that time as well. The blasting was stopped in March due to the fish run in the river restrictions at that time of year.
- Remedial Action Plan: Cathartes performed sub-surface investigations throughout 2019 and contamination was found and reported. More investigation was needed, and the work was done in May. A report will be compiled and sent on to the State with the findings. Two circular brick structures were found about three feet down. One of these was the source of the petroleum-type contamination. The samples are at the lab and the results will be included in the report.

The RAP document had to be amended to account for this finding. Cathartes signed off on the updated document in May. The RAP should be submitted to DES very soon. The original timetable was 12-18 months for the RAP to be approved after submission but since the City has been in contact with DES that timetable can hopefully be shortened a bit.

- Phase I Site Plan: Cathartes worked on this plan and submitted it to the Planning Board on January 31st. On February 20th, the City held a Technical Review Committee of the plan and provided feedback. There will be a second Technical Review. COVID has slowed the progress over the last few months. There was a call held on June 3rd to discuss the compatibility of the Phase I Site Plan with the construction plans Horsley Witten has for the reconstruction of River St.
9. **Committee Member Comments:** Bird noted the meeting schedule is being looked into whether all meetings will be occurring in this room or moving into additional rooms. He will update when and where next meeting will occur.

10. Adjournment

Motion: Perry moved, and Fischer seconded to adjourn at 6:15 pm. All in favor

Exhibit 2 DHA Resolution No. 2020-06-23-05

RESOLUTION NO. 2020-06-23-05

WHEREAS, the Cochecho Waterfront Development Advisory Committee (CWDAC) Land Disposition and Development Agreement, Section 5.03c states the Developer, CPI Management, LLC, submit an updated Concept Plan for CWDAC's approval by June 1 2020; and

WHEREAS, the Developer is working through certain design changes with CWDAC; and

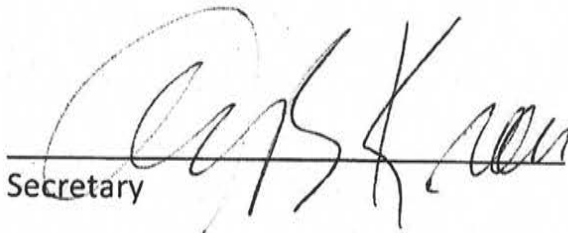
WHEREAS, the amendment is a request for an extension of the deadline to March 31, 2021; and

WHEREAS, CWDAC voted to recommend that DHA approve the LDA amendment at their meeting on June 23, 2020; and

NOW, THEREFORE, BE IT RESOLVED, by the Commissioners of the Dover Housing Authority that the Executive Director has full authority to sign an approval for the amendment on behalf of the Dover Housing Authority

Above is a true and correct copy of the resolution passed by the Commissioners of the Dover Housing Authority at their regular meeting June 23, 2020.

Secretary

A handwritten signature in black ink, appearing to read "C. B. K. Row", is written over a horizontal line. The signature is cursive and somewhat stylized.

7(e)

Exhibit 3 City of Dover Resolution No. R—2019.02.27—028



CITY OF DOVER

CITY OF DOVER - RESOLUTION

Agenda Item#: 12.C.1.

Resolution Number: **R – 2019.02.27 – 028**
Resolution Re: **Acceptance of Term Sheet between the City of Dover through the Dover Housing Authority and CPI Management, LLC**

WHEREAS: The City of Dover is committed to development as part of its economic development goals and objectives in order to create a vibrant city; and

WHEREAS: The City is the owner of property located at 31 River Street, known as Tax Map 22, Lot 1, consisting of 29.19 acres along the Cocheco River and is interested in redeveloping the property to the highest and best use; and

WHEREAS: Via Resolutions R-2007.05.23-064 and R-2015.03.25-28, both attached hereto and incorporated herein, the City Council has reaffirmed its commitment to working with the Dover Housing Authority (“DHA”) and the Cocheco Waterfront Development Advisory Committee (“CWDAC”) toward the redevelopment of the property; and

WHEREAS: Following a lengthy planning and request for qualification process, CWDAC selected CPI Management, LLC as the developer most qualified to develop the property in accordance with CWDAC’s vision and guidelines; and

WHEREAS: The City and Developer have drafted a Term Sheet, attached hereto and incorporate herein, containing the key elements of a Development Agreement including, but not limited to, transfer of the property, project phasing, and public improvements.

NOW THEREFORE, BE IT RESOLVED BY THE MAYOR AND DOVER CITY COUNCIL THAT:

The City Council approves the Term Sheet between the City and the Developer and authorizes the City Manager to sign the Term Sheet.

AND BE IT FURTHER RESOLVED THAT:

The City Manager, working in conjunction with the DHA and CWDAC, is authorized to negotiate and finalize a Development Agreement with CPI Management, LLC consistent with the terms and conditions of the Term Sheet regarding the redevelopment of the property at 31 River Street, Tax Map 22, Lot 1, and to sign all necessary documents to effectuate the purposes of the Term Sheet and the Development Agreement, including but not limited to documents to be recorded with the Registry of Deeds, such as deed(s) and/or easement(s).

AND BE IT FURTHER RESOLVED THAT:

The City Manager is authorized to pursue subdivision of the property as necessary and appropriate and may transfer the property, or subdivided portions thereof, consistent with the provisions of the Term Sheet and the Development Agreement.

REFER TO A PUBLIC HEARING



CITY OF DOVER

CITY OF DOVER - RESOLUTION

Agenda Item#: 12.C.1.

Resolution Number: **R – 2019.02.27 – 028**
Resolution Re: **Acceptance of Term Sheet between the City of Dover through the Dover Housing Authority and CPI Management, LLC**

AUTHORIZATION

Approved as to Funding: Daniel R. Lynch
Finance Director

Sponsored by: Mayor Karen Weston
By Request

Approved as to Legal Form and Compliance: Anthony Blenkinsop
City Attorney

Recorded by: Sue Mistretta
City Clerk

DOCUMENT HISTORY:

First Reading Date: 02/27/2019	Public Hearing Date: 03/13/2019
Approved Date: 03/13/2019	Effective Date: 03/13/2019

DOCUMENT ACTIONS:

Deputy Mayor Carrier moved for its adoption; seconded by Councilor Shanahan. City Planner Bird gave an overview of the Resolution and Term Sheet to the Council. Roll Call Vote: 8/0.

VOTING RECORD		
Date of Vote: 03/13/2019	YES	NO
Mayor Karen Weston	X	
Deputy Mayor Robert Carrier, At Large	X	
Councilor Michelle Muffett-Lipinski, Ward 1	X	
Councilor Dennis Ciotti, Ward 2	X	
Councilor Deborah Thibodeaux, Ward 3	X	
Councilor Marcia Gasses, Ward 4	X	
Councilor Dennis Shanahan, Ward 5	X	
Councilor Matthew Keane, Ward 6	Absent	
Councilor Lindsey Williams, At Large	X	
Total Votes:	8	0
Resolution does pass.		



CITY OF DOVER

CITY OF DOVER - RESOLUTION

Agenda Item#: 12.C.1.

Resolution Number: **R – 2019.02.27 – 028**
Resolution Re: **Acceptance of Term Sheet between the City of Dover through the Dover Housing Authority and CPI Management, LLC**

RESOLUTION BACKGROUND MATERIAL:

The City of Dover through and including the DHA is negotiating a Development Agreement with CPI Management, LLC for the redevelopment of the waterfront property. The City intends to finance all or a portion of the Public Improvement using tax increment financing (currently authorized up to \$6,600,000.00). The property will be redeveloped in a manner consistent with the City's Master Plan, and consistent with a pro-diverse economic development policy endorsed by the Dover Business and Industrial Development Authority and Planning Board.

The Term Sheet was approved by CWDAC on January 29, 2019 and the DHA on February 19, 2019.

See City Council Resolutions R-2007.05.23-064 and R-2015.03.25-28 attached.

See attached draft Term Sheet.