

**FIRST AMENDMENT**  
to  
**Land Disposition and Development Agreement (LDA)**

This First Amendment to Land Disposition and Development Agreement (“First 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 of the LDA included a December 31, 2019 deadline by which the Developer shall file a Site Plan Application with the Dover Planning Board for the construction of Phase I of the Project. The Developer has since discovered that it requires additional time to prepare and file the aforesaid Site Plan Application. The Parties have agreed to amend the deadline set forth in the LDA and hereby memorialize same within this First Amedment.

**2. Legal Authority**

This First Amendment was proposed by the Developer’s letter dated December 10, 2019 to the Cochecho Waterfront Development Advisory Committee (CWDAC), attached as Exhibit 1. The CWDAC voted unanimously on December 17, 2019 to approve the proposed amendment to Section 5.03-a. of the LDA to revise the date for filing a Site Plan Application with the Dover Planing Board for the construction of Phase I of the Project from December 31, 2019 to January 31, 2020; see Minutes attached as Exhibit 2. At its December 20, 2019 meeting, the DHA adopted Resolution 2019-12-20-05, attached as Exhibit 3.

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 4 (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**

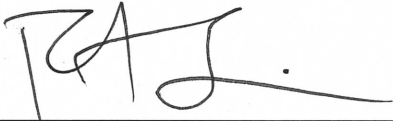
Section 5.03-a of the LDA Is hereby amended as follows:

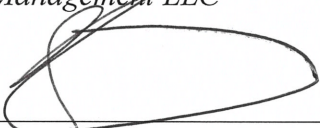
“a. *Phase I Site Plan.* The Developer shall file a Site Plan Application with the Dover Planning Board for the construction of Phase I of the Project as shown on the Concept Plan on or before ~~December 31, 2019~~ **January 31, 2020**. The Developer shall commence construction of Phase I no later than April 5, 2021 subject to the conditions precedent set forth in Exhibit F hereto.”

**4. Remaining LDA Terms**

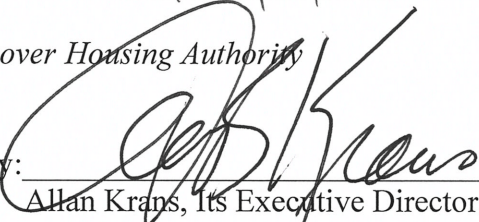
The undersigned acknowledge that all terms and conditions of the LDA not inconsistent with the above amendment remain in full force and effect.

IN WITNESS WHEREOF, the undersigned execute this First Amendment this \_\_\_\_\_ day of January, 2020.

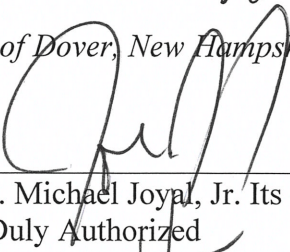
  
\_\_\_\_\_  
Witness

*CPI Management LLC*  
By:   
\_\_\_\_\_  
Jeffrey Johnston, Its President  
Duly Authorized  
Dated: January 7, 2020

  
\_\_\_\_\_  
Witness

*Dover Housing Authority*  
By:   
\_\_\_\_\_  
Allan Krans, Its Executive Director  
Duly Authorized  
Dated: 1/13, 2020

  
\_\_\_\_\_  
Witness

*City of Dover, New Hampshire*  
By:   
\_\_\_\_\_  
J. Michael Joyal, Jr. Its City Manager  
Duly Authorized  
Dated: 1/15, 2020

## **LIST OF EXHIBITS**

- Exhibit 1 Developer's Letter dated December 10, 2019
- Exhibit 2 CWDAC Minutes of December 17, 2019
- Exhibit 3 DHA Resolution 2019-12-20-05
- Exhibit 4 City of Dover Resolution No. R—2019.02.27—028

**Exhibit 1 Developer's Letter dated December 10, 2019**



**Letter**

To: Cochecho Waterfront Development Advisory Committee (CWDAC)  
From: CPI Management, LLC  
Date: 12/10/2019  
Re: Land Disposition and Development Agreement - Extension Request Amendment

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Mr. Dana Lynch, CWDAC Chair,

Per Section 5.03a of the Land Disposition and Development Agreement, the Developer shall file a Site Plan Application with the Dover Planning Board by December 31<sup>st</sup>, 2019. As we are still working through certain design changes with CWDAC, we would like to request an extension of this deadline to January 31<sup>st</sup>, 2020. Per Section 10.09, please allow this letter to serve as our written request for an amendment to the Development Agreement.

Sincerely,

A handwritten signature in black ink, appearing to read "RS", with a long horizontal flourish extending to the right.

Rob Simmons  
On behalf of CPI Management, LLC

**Exhibit 2 CWDAC Minutes of December 17, 2019**





**CITY OF DOVER**

## **COCHECHO WATERFRONT DEVELOPMENT ADVISORY COMMITTEE – MINUTES**

Meeting Type: **Regular Meeting**  
Meeting Location: **McConnell Center, Room 305, 61 Locust Street, Dover, NH**  
Meeting Date: **Tuesday, December 17, 2019**  
Meeting Time: **5:30 PM**

**PRESENT:** Dana Lynch (Chair), Norm Fracassa (Vice Chair), Matt Cox, Beth Fischer, Kim Schuman, Otis Perry, Dane Drasher, Sean Fitzgerald, Carla Goodknight

**EX-OFFICIO:** Michael Joyal (City Manager)

**STAFF:** Steve Bird – City Planner, Gary Bannon- Recreation Director

**OTHERS:** None

1. **Call to Order at 5:30 pm**
2. **Approval of Minutes from September 24, 2019**

**Motion:** Perry moved to approve the minutes of September 24, 2019, Fitzgerald seconded. Vote U/A

3. **Citizen's Forum:** None
4. **Changes to the Agenda:** None
5. **Correspondence:** None
6. **Old Business:** None
7. **New Business**

### **A. Report from Site Plan Review Sub-committee on Phase I Site Plan by Cathartes**

Lynch noted the committee has met four times. They have reviewed architectural plans.

Goodknight went into more detail. The site plan has two proposed buildings with parking. They are residential with one having commercial on the ground floor. The committee is working with the team to break up the mass of the structures in different ways. The committee wants the structures to be solar-ready. The design should be modern enough to be current, but also tie in with the historic nature of the area.

Lynch stated the next architectural submission will be due prior to the January 14<sup>th</sup> meeting. The design team will make a presentation at that meeting. If all goes well, the sub-committee would vote to make a favorable recommendation to the full committee at the next meeting on January 21<sup>st</sup> and the full committee could vote for the design team to move forward to submit to the City for technical review.



CITY OF DOVER

## COCHECHO WATERFRONT DEVELOPMENT ADVISORY COMMITTEE – MINUTES

Meeting Type: **Regular Meeting**  
Meeting Location: **McConnell Center, Room 305, 61 Locust Street, Dover, NH**  
Meeting Date: **Tuesday, December 17, 2019**  
Meeting Time: **5:30 PM**

### **B. Discussion and Possible Vote on Request for Amendment to Development Agreement: 1-month extension of deadline to 1/31/20 for filing phase 1 site plan with Planning Board**

Lynch said the LDA requires Cathartes to make a submission of the site plan to the City by December 31<sup>st</sup>. This one month time extension will allow the sub-committee time to wrap up their work and allow the full committee to take a vote at the January meeting

**Motion:** Perry moved to grant the request for a 1-month extension to January 31, 2020 for Cathartes to file the site plan with the Planning Board. Drasher seconded. Vote: U/A

### **C. Update on Expanded Bluff Removal Contract with Severino Trucking**

Bird reported the City Council approved a resolution to approve a change order to the contract with Severino to complete some additional bluff removal. He explained the original plans and the change and why additional space is needed for layout of buildings and parking.

The City has to amend their alteration of terrain permit with the state. That amendment has been prepared and submitted. Once the state approves it, blasting can begin in January. Abutters will be notified prior to blasting.

### **D. Report on Status of Environmental Permitting**

- Bird stated the DES wetlands permit application was submitted October 30<sup>th</sup>. DES has 75 days to review and ask for more information or approve the permit.
- On December 9<sup>th</sup> the DES wetlands permit and the CUP associated to the wetland impacts were presented to the Dover Conservation Commission by Ellie Baker of Horsley Witten. They voted to endorse the applications. The state will be informed of that.
- Remedial action plan final draft has just been submitted to the City staff for review. We will send it to Cathartes for review as well. It will be submitted to the state as soon as possible after those reviews.
- Subdivision plan: the parcel needs to be divided into a waterfront park, street rights-of-way need to be established, the pump station needs to be on its own lot and the remaining lots to be conveyed to the developer. The initial subdivision plan has been shared with the developer. That subdivision plan is to be presented to the Planning Board as part of the site plan presented by Cathartes.

8. **Committee Member Comments:** None

9. **Adjournment**

**Motion:** Perry moved, and Fischer seconded to adjourn at 5:53 pm. All in favor



**Exhibit 3 DHA Resolution 2019-12-20-05**

**RESOLUTION NO. 2019-12-20-05**

WHEREAS, the Cochecho Waterfront Development Advisory Committee (CWDAC) Land Disposition and Development Agreement, Section 5.03a states the Developer, CPI Management, LLC, shall file a Site Plan Application with the Dover Planning Board by December 31, 2019; and

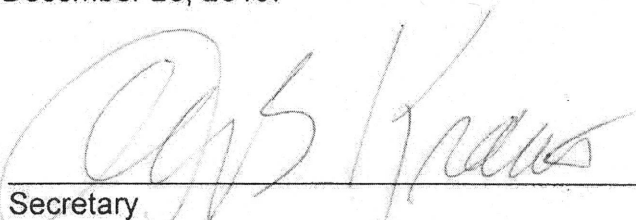
WHEREAS, the Developer is working through certain design changes with CWDAC; and

WHEREAS, the Developer has provided a letter to CWDAC, per Section 10.09, to request an amendment; and

WHEREAS, the amendment is a request for an extension of the deadline to January 31, 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 extension on behalf of the Dover Housing Authority

Above is a true and correct copy of the resolution passed by the Board of Commissioners at their regular meeting December 20, 2019.

  
Secretary

**7(e)**

**Exhibit 4 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.