



Town of Windham

Town Offices
8 School Road
Windham, Maine

Meeting Minutes - Draft

Town Council

Tuesday, December 8, 2020

6:30 PM

Virtual Meeting via Zoom.

To Join the meeting remotely use this link: <https://us02web.zoom.us/j/85041198324> or
you may call 1-646-558-8656 and enter meeting ID: 850 4119 8324.

I. Roll Call of Members.

Present: 6 - David Nadeau, Tim Nangle, David Douglass, Jarrod Maxfield, Mark Morrison and Brett Jones

Absent: 1 - Nicholas Kalogerakis

II. Pledge of Allegiance.

Council Chair Nadeau led the Pledge of Allegiance.

III. Minutes to be Approved:

CD 20-200 To approve the Minutes of the November 24, 2020 Council meeting.

Attachments: Minutes-Town Council-11-24-2020

A motion was made by Councilor Douglass, seconded by Council Chair Maxfield, that the Minutes be approved. The motion carried by the following vote:

In Favor: 6 - Councilor Nadeau, Vice Chair Nangle, Councilor Douglass, Council Chair Maxfield, Councilor Morrison and Councilor Jones

IV. Public Participation.

None.

V. Councilors' Comments.

Councilor Maxfield gave a big shout out from himself and most of the town to Linda Brooks of the Parks & Rec Department, the First Responders - EMS, Police & Fire Departments who came out and did the Holiday Parade around the town. It was great and there was so much positive feedback, it was new and exciting. He thinks it will probably have to become an annual event.

Councilor Nadeau made a motion to reconsider Order 20-152: To authorize the borrowing of an amount not to exceed \$4,960,554 by the Town of Windham (the "Town") by the issuance of one or more general obligation bonds, which general obligations bonds will pay all or a portion of the costs of the design, construction, improvement, expansion, repair and equipping of the police and fire station located at 375 Gray Road and related development of the site; repair of sidewalks on Route 35; repair, improvement and repaving of portions of Brand Road; design, acquisition, installation, upgrade,

improvement and maintenance of traffic lights; and the acquisition of an ambulance, dump truck and pickup truck; and costs of issuance of the bonds, with the details of such borrowing determined by the Council. Second by Councilor Maxfield.

Manager Tibbetts said he was asked that the Council approve this motion to reconsider for a discussion on the maximum bond interest rates so we can have our bonding agent Joe Cuetara and Bonnie McLintock share their insights and how the bond would function so we would have better clarification on the pros and cons of the current changes that have been made and how we might be able to improve our options as that goes into the market.

Vote to reconsider:

In Favor: Maxfield, Jones, Morrison, Douglass, Nadeau

Opposed: Nangle

20-152

To authorize the borrowing of an amount not to exceed \$4,960,554 by the Town of Windham (the "Town") by the issuance of one or more general obligation bonds, which general obligation bonds will pay all or a portion of the costs of the design, construction, improvement, expansion, repair and equipping of the police and fire station located at 375 Gray Road and related development of the site; repair of sidewalks on Route 35; repair, improvement and repaving of portions of Brand Road; design, acquisition, installation, upgrade, improvement and maintenance of traffic lights; and the acquisition of an ambulance, dump truck and pickup truck; and costs of issuance of the bonds, with the details of such borrowing determined by the Council.

For the Council's reference, Moors & Cabot, Inc. is acting as the Town's municipal advisor for the issuance of the bonds.

Attachments: 20-152 Cover Sheet

Bond Order 16235914_1

Council Presentation 20-1208

Town of Windham Maine Chronology and Distribution List

Warrant FY21

Manager Tibbetts explained that at the last meeting there was a bond order for our agent to go out and issue the bonds. In that bond order there was a setting of the range for what the interest rates could be, and in the bond order it was up to 4%. The Council had discussed it and had lowered the number from 4% down to 2.5%. This is an umbrella bond that goes out with five or six different items in it, and there will be different rates that will be coming in.

After the Council had voted on this, he had a conversation with our bonding agent, and he thought there would be some challenges with issuing our bond by lowering that rate; we might not get the right number of people purchasing the bonds and that is why it has been brought back, so they can have a discussion on this.

Joe Cuetara from Moors and Cabot noted that the order that was passed on 11/24/2020 was 2.25% not 2.5% as the Manager stated. Mr. Cuetara said he is a municipal advisor, and he said we can take his advice or not, but one thing he can guarantee on interest

rates is they will go up and they will go down, what he can't tell you is when. Joe had the Manager help him with a slide presentation. (See attached)

He said here is where we stand, if you do not want 4% as the ceiling, then he would ask for at least 3% because if the issue comes in at 2.32%, or 2.41%, hopefully 1.9%, then great. If you stay at the 2.25%, which is so lean, that if the issue came in at 2.26%, we would not have financing. He said he can only give advice, he will do the best job he can, as charged by the Council, and they will sell it out for competitive sale in the middle of January.

Councilors Nangle, Morrison, Maxfield and Jones had questions for Mr. Cuetara. Bonnie Martinolich of Preti Flaherty clarified two points that Joe made in his presentation. She said there is more than one bond, and there will be a list, but the total amount will not exceed the amount in the Warrant or bond order.

Councilor Maxfield made a motion to 20-152 to strike the language that was amended to 20-152, and return to the original language of Order 20-152, second by Councilor Douglass.

The bonds will be sold on Tuesday, January 12, 2021 at 11:00 a.m.

A motion was made by Councilor Nadeau, seconded by Council Chair Maxfield, that the Order be approved as amended. The motion carried by the following vote:

- In Favor:** 4 - Councilor Nadeau, Councilor Douglass, Council Chair Maxfield and Councilor Morrison
- Opposed:** 2 - Vice Chair Nangle and Councilor Jones
- Absent:** 1 - Councilor Kalogerakis

VI. PUBLIC HEARINGS.

VII. CONSENT AGENDA.

VIII. UNFINISHED BUSINESS & GENERAL ORDERS.

20-257 To authorize the Town Manager to proceed with the Portland Water District engineering, design, and cost analysis expenditures not to exceed \$961,000 and take necessary action to finalize the agreement.

Attachments: 20-257 Cover Sheet

Memo B Tibbetts PWD Engineering Solution

2020NorthWindhamWWTF bat

4.1 OPS COM Selection of Professional Engineering Services

MOU Town of Windham 200609 PWD

Manager Tibbetts said we had 5 members from the Portland Water District joining us. Louise Douglas, who is Windham's representative, and she is also the Chair of the Portland Water District. Along with her was Chris Crovo, Carrie Lewis, Paul Rodriguez, Scott Firmin, along with town employees Tom Bartell and Mark Arienti.

Manager Tibbetts gave a brief explanation and slide presentation. He explained that several months ago we had entered into an agreement with Portland Water District to look at, potentially, putting sewer into the North Windham area. We came up with an agreement that allowed the town to explore that option and to go out to bid for finding an engineering company, and to get a pricing on what that engineering would be to design a system for North Windham using the best technology and maintaining and finding the best costs solution.

The second part of the agreement was to go through, if the Council decided to move forward with that option, and do all that design and engineering work and come back and get a final cost on the full system for a solution in North Windham. Barry said we are following the steps below.

Step 1. The Town established an agreement with Portland Water District.

Step 2. Identify and retain an engineering company to determine the feasibility, engineering, analysis design system, implementation and cost of implementation. We are currently in Step 2.

Step 3. Once we have all the information from Step 2, we will be able to make an informed decision, and we would put this back out for a town Referendum for approval, and talk about the different options for funding.

Step 4. Would be the actual implementation of that.

The Manager said in 2012 the town looked at how to put in a waste water system for the Town of Windham. Just to run the collection pipe from North Windham down to Westbrook was \$38,000,000 (at that time) and now it is probably \$55,000,000. The voters did not want to spend that kind of money on a system. The idea was set aside. In 2014 the community had a Waste Water Advisory Committee who started to look at different options, and in 2015 the Town procured some services from a couple of different engineering companies to better understand the nitrogen levels that were being put back into the ground and what the long-term ramifications would be, along with trying to find those disposal sites. In 2019 some different technologies came forward that brought this whole discussion back to the table.

Tom Bartell gave a presentation on some of the advantages as to why we want to consider a sewer solution.

Mark Arienti gave a slide presentation. (See attached)

The Manager said with how we pay for it one of the options we would have is, we could fund the \$961,000 through PWD through their sewer assessment fees. This would go into a separate account under the sewer assessment fees that would pay for the engineering study to be done. There is two ways to pay back the \$961,000. The expenses would be paid through the assessment fees for the area if the sewer project goes in place, and whatever residential and commercial accounts that would be created in North Windham, those fees would be used to repay the \$961,000, along with the bond issue for the whole project.

If we decide at the end of the study the project is just too expensive and the community does not want to do it, we would still owe the \$961,000 to PWD, and we could pay that over five years and we would pay that out of our TIF fund. There is a TIF in North Windham that specifically addresses the exploratory aspects of putting a sewer in and

paying for a sewer. Ideally what we are looking to do is move forward and request PWD to award the contract to Tighe & Bond; they would procure them and the study would begin. It will take about 10-12 months to go through the whole study. This time next year we would have some exact numbers and all the details we'd need to figure out the total cost for bonding. We would still be 3-4 years out before you would technically be able to flush a toilet in North Windham and have it go into a system.

He said in our agreement we had two escape hatches, this is the first escape hatch to stop the project. It says we don't want to do any studies, we don't want to go any farther, we are done, now sewer in North Windham.

If we do this, we do the study, spend the money, we get the results back and they are positive like we think they are going to be, we present it to the voters.

Councilors Douglass, Maxfield, Morrison, Nadeau gave their reasons for why they were in favor of moving this forward.

A motion was made by Council Chair Maxfield, seconded by Councilor Douglass, that the Order be approved. The motion carried by the following vote:

In Favor: 6 - Councilor Nadeau, Vice Chair Nangle, Councilor Douglass, Council Chair Maxfield, Councilor Morrison and Councilor Jones

20-168

To approve a purchase and sale agreement for the former South Windham Fire Station located at 8 Main Street and authorize the Town Manager to further authorize the Town Manager to take any other action related thereto to finalize the action.

Attachments: 20-168 Cover Sheet

Memo B Tibbetts Former SWFS Reuse Award

SWFS Reuse Redevelopment MOU final

PSA - South Windham Fire Station v2

Great Falls Construction RFP Development Submission Former S. Windham Fire Station_redacted

Warrant FY21 Article 21

Former South Windham Fire Station Redevelopment RFP

Manager Tibbetts said they gave them two options, and they chose option number two. A draft of the agreement was sent to the Council and there were a couple more minor changes.

He started by giving some history - in January of last year the Council discussed looking at the fire station and see what could be done with it. They looked at different options, and in early July the town put out an RFP to see if they could find a developer who would be interested in reusing and redeveloping the South Windham Fire Station, to use a vehicle to lead the charge in redevelopment in that area. They received two bids, a committee was put together and they interviewed with them, and they went through what their proposals were and what some of the options would be for fitting into that location. At the end of the committee's review they recommended to work with Great Falls Construction, potentially, do a project there. They then met with Great Falls over the next few weeks and had discussions with the Council on the sale of that parcel. What was proposed was to put in a restaurant and tavern house. Barry showed a picture of the new building.

The Manager said this will be a commercial development and they are looking at creating a TIF on a couple of parcels in that area. They can create a TIF there and capture that incremental tax valuation that will happen, and then use that for further development for sidewalks, pedestrian lighting and begin to change the look of South Windham.

Under the purchase and sale agreement with them he received some comments from John, the President of Great Falls Construction who has put the concept forward to do that. The purchase price would be \$75,000 at closing, total price would be \$125,000. The \$50,000 due and payable five years out, that could be secured by a note, which would be paid over the next five years at 2%, that was option two. The other was just the straight \$125,000; they went for the second option because they really wanted to have more money to put into the success of the tavern to help the parties they will bring in to operate the facility. There are some date changes as well to allow for some flexibility.

One thing that came up was an to have an ES1, Environmental Survey 1 completed and to look at what ever those remediation efforts might be. One thing that was raised was if there was any oil on the concrete they would like to have it taken care of correctly or any materials stored there would be removed, this was added to the contract. The town will do a survey on the property and they want to use that survey as it goes through Planning. They also have a Clawback clause in this agreement that basically says should the buyer decide to sell the property within six years and they sell it and make a profit at it, they would still be able to receive another \$50,000 towards the purchase price.

The Manager said this is his language in the agreement and he recommends they go back to our Attorney crystallize the final language. After some Council discussion it was decided that they postpone the vote.

Councilor Nadeau made a motion to postpone to December 22, 2020, second by Councilor Morrison.

Vote to p.p.

In Favor: Morrison, Nangle, Maxfield, Jones, Douglass, Nadeau

Absent: Kalogerakis

A motion was made by Vice Chair Nangle, seconded by Councilor Douglass, that the Order be postponed to the next meeting of December 22, 2020. The motion carried by the following vote:

In Favor: 6 - Councilor Nadeau, Vice Chair Nangle, Councilor Douglass, Council Chair Maxfield, Councilor Morrison and Councilor Jones

Absent: 1 - Councilor Kalogerakis

IX. Council Correspondence.

Councilor Nadeau said there was a resignation on the Planning Board.

CD 20-202 Committee/Board Resignations.

Attachments: Windham Board Resignations

X. Town Manager's Report.

Manager Tibbetts said we had many great comments on the parade from people around town. He thanked staff for putting that together. He complimented the town's plowing

crew. We had some folks retire and some move on to different jobs but we got the roads done and things went really well.

He said they will track those building permits and you will see it every month on how that is working on the Growth Ordinance.

CD 20-204 Town Manager's Report Information.

Attachments: Growth Permit Tracker 12.4.2020

XI. Committee Reports.

A. Council Subcommittees.

1. Appointments Committee.

Councilor Maxfield said they are scheduling folks.

2. Finance Committee.

No report.

B. Other Committees.

1. Long Range Planning Committee.

Councilor Nadeau said they are finalizing Windham Center's Growth Plans and getting ready to take it to the public.

2. Parks & Recreation Advisory Committee.

Councilor Nangle said they will meet next week.

3. Windham Economic Development Corporation

No report.

4. Highland Lake Leadership Team.

No report.

5. Natural Resources Advisory Committee.

No report.

6. Public Easement Advisory Committee.

No report.

7. Public Dirt Road Sub-Committee.

No report.

XII. Discussion Items.

**Note: Minutes are not taken for discussion items.*

CD 20-201 Revaluation of Real Estate.

Attachments: Memo B Tibbetts Statistical Revaluation
Memo E Trepanier Windham Reval 2021
Windham Revaluation 2021 RFP

CD 20-198 New Tax Increment Financing District for South Windham.

Attachments: Memo B Tibbetts New TIF District for S Windham
South Windham TIF Opportunities

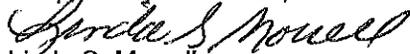
XIII. Agendas & Scheduling.

XIV. ADJOURN.

A motion was made by Council Chair Maxfield, seconded by Councilor Morrison, that they be adjourned. The motion carried by the following vote at 9:23 p.m.:

In Favor: 6 - Councilor Nadeau, Vice Chair Nangle, Councilor Douglass, Council Chair Maxfield, Councilor Morrison and Councilor Jones

Respectfully submitted,



Linda S. Morrell
Town Clerk, CCM