

MINUTES
FREEPORT TOWN COUNCIL MEETING #05-20
FREEPORT TOWN HALL COUNCIL CHAMBERS
TUESDAY, FEBRUARY 25, 2020

6:30 p.m.

<u>ROLL CALL OF MEMBERS:</u>	PRESENT	ABSENT	EXCUSED
John Egan, 38 Curtis Road (Chair)			x
Eric Horne, 62 Pine Street	x		
Henry Lawrence, 93 Hunter Road	x		
Daniel Piltch, 25 Quarry Lane	x		
Douglas Reighley, 2 Harbor Ridge Road	x		
Sarah Tracy, 2 Pettengil Road	x		
Tawni Whitney, 56 Baldwin Road (Vice Chair)	x		

Vice Chair Whitney called the meeting to order at 6:30 p.m. and advised that Chair Egan is excused this evening.

FIRST ORDER OF BUSINESS: Pledge of Allegiance

Everyone stood and recited the Pledge.

SECOND ORDER OF BUSINESS: To waive the reading of the minutes of Meeting #03-20 held on February 4, 2020 and to accept the minutes as printed.

MOVED AND SECONDED: To waive the reading of the minutes of Meeting #03-20 held on February 4, 2020 and to accept the minutes as printed. (Reighley & Horne) **VOTE:**
(6 Ayes) (1 Excused) (0 Nays)

THIRD ORDER OF BUSINESS: Announcements

Vice Chair Whitney announced:

- **Absentee ballots are available** for the March 3, 2020 Presidential Primary and Referendum Election. Please contact the Clerk's Office for information regarding requesting a ballot. Sample ballots are available for viewing on the town's website as well as at the Town Clerk's Office.
- **HOMESTEAD EXEMPTION REMINDER**
Under this law, homeowners are eligible for up to a \$25,000 reduction in their permanent residence's property valuation. If you have owned a home in Maine for 12 months prior to April first, you may apply for this program. You only need to apply for this exemption once. Other exemptions include the Veteran's Exemption and the Blind exemption. Forms are available at the Tax Assessor's office or on the town's website at www.freeportmaine.com.
- **AARP is providing free Tax Preparation assistance** for low-moderate income households, and those 60 years and older at the Freeport Community Center. This year you do not need to make an appointment as AARP is taking walk-in appointments only. AARP volunteers will be at the Freeport

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Community Center on Wednesday mornings from 8:30 a.m. – 11:30 a.m. through April 15th. If you want to find other AARP tax assistance sites, call 1-888-227-7669 or visit www.aarp.org/taxaide.

FOURTH ORDER OF BUSINESS: Information Exchange

Councilor Reighley advised that the Ordinance Committee met on February 12th and has been working to create an ordinance for Short-term Rentals which is a work in progress and will continue to be a work in progress. They will be bringing forth to Council at the next meeting a request for a public hearing for the Winslow Park seasonal camp regulation change and also a change in the Towing Ordinance.

Vice Chair Whitney explained that she attended the FEDC meeting this morning and talked about prioritizing the agenda to include a coordinated calendar which will be business to business as it starts to help fill the blanks where they are to keep active folks coming to Freeport. They also discussed exploring downtown residential development and figuring out where the various areas for development are.

Vice Chair Whitney displayed a 5-gallon decorated bucket and explained that if anyone needs sand, we have a Sand Bucket Brigade decorated by the Freeport High School Interactive Team for age-friendly Freeport/Pownal. There is a number for folks to call to have the bucket replaced and there is also a cover to keep the sand dry. If anyone needs a bucket of sand delivered to their house, they can call 774 212-0269.

FIFTH ORDER OF BUSINESS: Town Manager’s Report

Mr. Joseph reported:

TOWN OF FREEPORT POSTED ROADS-EFFECTIVE FEBRUARY 18, 2020

“Road posting season” began February 18, 2020, and will continue until either May 1, 2020, or when the weather indicates that the postings can be safely lifted. A full list of all posted roads is available on the Town’s website at www.freeportmaine.com – All heavy vehicles are required to attain a permit to operate on a posted road in Freeport regardless of temperature.

Local roads are posted annually during the time of year when freeze/thaw cycles occur (otherwise known as “frost heave” season!) During this time of year, the road sub-base is softer, and more susceptible to damage from heavy loads. Posting roads to heavy truck traffic helps lengthen the lifespan of a road, reducing the frequency of reconstructions. This in turn saves tax dollars that would otherwise be needed for road reconstruction. Please note that regular delivery trucks such as fuel and garbage pickup are exempt under State law from these postings.

This list is subject to change without notice. For current information or questions contact the Public Works Department (865-4461).

CLYNK bags supporting local non-profits available

Pick up CLYNK bags to support Freeport non-profit clubs and organizations at the Freeport

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Recycling Center or the Town Hall (Town Manager's Counter). CLYNK bags are now available to support the Freeport Field Hockey Team.

To use a CLYNK bag requires just two steps – once you've grabbed a bag from your favorite local non-profit organization, all you have to do is BAG IT – Fill your green CLYNK bag with redeemable containers, and DROP IT – Bring it to the local CLYNK redemption containers. Nearby drop locations are available at Hannaford in Yarmouth and Topsham.

If you are a Freeport non-profit organization or club and would like us to make your CLYNK bags available, contact Suzanne at the Transfer Station (sduplissis@freeportmaine.com) or Johanna at the Town Hall (jhanselman@freeportmaine.com).

Recycling Facility Inspection Results

We would like to recognize the staff at the Freeport Recycling Facility for the results of their recent annual inspection. Maine DEP conducted their regular Transfer Station inspection. The Department did not identify any deficiencies or corrective measures during their inspection. We are told that this is a very rare occurrence, which rarely, if ever, occurs at other facilities in the State. This is a testimony to the hard work and attention to detail from our staff that manage such a clean facility. Their behind-the-scenes hard work makes the Town look good compared to our peers! He thanked Suzanne and Josh for doing such a great job out there.

Councilor Horne asked if compost bins are still available for sale at cost to residents. Mr. Joseph did not know but offered to look at that and get an answer. He did know that the compost is available every spring until it runs out.

MAINE DOT Incident Detour Routes – I-295

We have received many inquiries recently regarding the lettered “emergency route” signage at the Exit 20 and 22 intersections. These signs have been set up by Maine DOT along the I-295 corridor from Portland to Topsham to indicate pre-planned emergency detours for incidents on I-295 that would require closing the highway. If it becomes necessary to close a section of highway, a temporary sign will be set up at the exist, indicating the closure and instructing traffic which lettered emergency route to use to bypass the closed section of I-295. Each detour is letter coded, single letters for northbound, double letters for southbound; consisting of white letters on a green background. On the Interstate, a folding sign will be positioned at the exit, and when unfolded, will direct traffic to follow the emergency route. This sign will have black letters on a pink background.

SIXTH ORDER OF BUSINESS: Public Comment Period – (30 Minutes) (Non-Agenda Items Only)

MOVED AND SECONDED: To open the Public Comment Period. (Reighley & Horne) **VOTE:** (6 Ayes) (1 Excused-Egan) (0 Nays)

Maura Pillsbury, Freeport resident pointed out the upcoming presidential primary and ballot referendum on March 3rd. Question #1 is related to Maine's new vaccine law. As a school board member and as a concerned parent she urged Freeport voters to become informed and vote on this issue. They do not need

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to be a member of any particular party to vote. She voted “NO” because she feels it is the best way to protect the health of our children.

MOVED AND SECONDED: To close the Public Comment Period. (Reighley & Lawrence)
VOTE: (6 Ayes) (1 Excused-Egan) (0 Nays)

SEVENTH ORDER OF BUSINESS: To take action on the following items of business as read by the Council Chairperson:

ITEM # 29-20 To consider action relative to adopting the February 25, 2020 Consent Agenda.

BE IT ORDERED: That February 25, 2020 Consent Agenda be adopted. (Reighley & Horne) **VOTE:** (6 Ayes) (1 Excused-Egan) (0 Nays)

ITEM # 30-20 To consider action relative to a new Special Amusement Permit for Athena’s Cantina, 491 US Route 1, Unit 10. PUBLIC HEARING

MOVED AND SECONDED: to open the public hearing. (Lawrence & Reighley) **VOTE:** (6 Ayes) (1 Excused-Egan) (0 Nays)

There were no public comments provided.

MOVED AND SECONDED: to close the public hearing. (Lawrence & Reighley) **VOTE:** (6 Ayes) (1 Excused-Egan) (0 Nays)

BE IT ORDERED: That a new Special Amusement Permit for Athena’s Cantina be approved. (Whitney & Reighley. **VOTE:** (6 Ayes) (1 Excused-Egan) (0 Nays)

ITEM # 31-20 To consider action relative to a Tax Increment Finance (TIF) request from L.L.Bean, Inc. PUBLIC HEARING

Vice Chair Whitney explained that before opening the public hearing, we’ve asked the following for brief 5-10 minute presentations:

- An overview of the TIF process from Keith McBride, Executive Director of FEDC.
- Stormwater presentation by Adam Bliss, Town Engineer
- L.L. Bean Staff to present updates, clarifications from the public input session two weeks ago.

Keith McBride displayed a map and explained that we are talking about five parcels of property owned by L.L. Bean and he pointed out where they exist. They will be included in the TIF. At the bottom is the existing original assessed value generating about ½ million dollars a year in taxation and will continue to flow to the General Fund. The green is General Fund revenue. He pointed out everything above a line and explained that it is new revenue generated from the investment that the company is intending to make very early on in the first couple of years of the TIF. The orange area is the money coming out of that to pay for the proposed credit enhancement agreement and that is a portion of the increased revenue that is generated because of that incremental increase in value. Everything in blue would be what flows to the Town’s TIF development fund for other priorities and other Municipal uses. In this scenario, we are

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assuming a capture of only 90% of the increment. The green stripe at the top represents 10% of this increment which will also go to the General Fund. He mentioned that we talked about this before and he does not want to continue to go on and on about it. He noted that the number could change and it could be 100% capture or could be less. We could manipulate these numbers so that we are capturing less here and there or returning more to the General Fund or capturing more in a TIF Development Fund. As of yet, they haven't gotten any direction that this needs to be drastically altered. For demonstration purposes, he is keeping things as is but that is what this TIF looks like if we are going to put it into the same context of the graphics he showed the Council before. This is how they project this TIF would financially perform. He explained the process this project has followed. He feels the Council will see some additional information in more detail tonight as a result of some of the questions and some of the comments heard at an information session. He mentioned that they have this on a timeframe shooting for a possible final Council vote on March 17. Whether that is practical or feasible, he doesn't know yet but he has not received any instruction that we need to alter that schedule. He feels it is feasible and do-able and starting very soon they will start with deeper and more detailed negotiations in discussion about the proposal both on the credit enhancement agreement side (the orange piece) that L.L. Bean will talk about the public benefits that they will be providing in exchange for that pursuant to the Town's policies and also on the Town's development fund side. He is confident the public will give a lot of feedback tonight on some things they would like the Council to include.

There could be a Council meeting/deliberation/direction session which is another chance for the Council to weigh in. It was pointed out to him that the Council hasn't had a chance to weigh in yet. The Council is looking forward to hearing from the public before it weighs in and that is why tonight is so critical. At the very least, at the March 3rd meeting we need to set the public hearing for March 17 because there would be another public hearing on the final TIF documents in the final proposal on that date. If that is the case and the deadline for getting all that completed is by March 9th, that would be posted on the internet and made available to the public to review in advance of that March 17th meeting. That is a rough schedule on how we need to get there from here. There is a lot to be done but he doesn't feel it is impossible. In order to drive this process forward, we have these two categories that are distinct. We are talking about TIF funds both coming from the incremental increase in value because of investment. We are just allocating them in different places. One piece would go towards the credit enhancement agreement to L.L. Bean and one piece of it would go to a TIF Development Fund. In order to iron out what we will be doing with that credit enhancement agreement, we need to talk about the public benefits that are proposed and their ask. We need to make sure that the public benefits they are proposing to bring in that credit enhancement agreement are equal or greater than the value of their ask. It is an important conclusion for the Council to come to. Before the meeting on March 17, FEDC will be giving the Council their Findings of Fact and will be telling the Council that we find that this has value. They will give their opinion on a lot of these issues but it is the Council's decision and is something that you should be thinking about now.

The idea of rate of speed and repayment, they are projecting total payoff of the credit enhancement to happen in fiscal year 2040. That is based on 90% of captured value going towards paying it off. It could be sooner if we are capturing 100% or it could be later if we are paying at a lower rate. There is more value in L.L. Bean to be paid off sooner and there may be more value for the Town to start accruing money in their development fund sooner if that credit enhancement agreement gets paid off.

If we are going to move on that, the roles of who is doing what and how and what our goals are going forward is also going to be a critical piece of this to keep things moving. He is continuing to play the facilitator role here. They are starting to form opinions and feel strongly about this TIF one way or another. He is really interested to hear what the public has to say as well as the Council's comments.

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Councilor Tracy asked Mr. McBride to explain what the value would be going into the TIF Development Fund from the time that the TIF is enacted until approximately fiscal year 2040 or 2041. What is that per year that goes into the Town Development side. Mr. McBride was not 100% sure and did not want to guess. He noted that this is a loose projection and the dollar amounts in total at the end of it, his projections line up well with what L.L. Bean has already said. This bucket being a \$10M credit enhancement and this bucket being about \$15M after 30 years for the Town's usage. It is not a lot. The bulk of the Town's Development Fund accrual happens once this obligation is paid off. He offered to run to his office and get the answer and will bring it back.

Jean Sanders of L.L. Bean replied that the blue stripe grows a little bit each year but at the beginning of the TIF program, it is about \$30,000 and towards the end of it, it ranges up to about \$90,000 about fiscal year 2041. At that point all the money is returned to the Town and it is about \$1M a year to start and brings it up to \$1.3M towards the end. Mr. McBride advised that these numbers sound right to him.

Adam Bliss, Town Engineer provided a broad overview of stormwater and stormwater management. He offered to answer basic questions about the who, what, where, when and why of stormwater management. He provided a fact sheet about Concord Gully Brook to the Council as well as members of the public. He explained that Concord Gully Brook is a watershed, that is a land area from which water drains internally and outlets at Porter's Landing, also known as Allen's Pond. The problem is that the stream in the Concord Gully Brook Watershed does not meet Maine DEP water quality standards. We have severe embankment erosion within that stream. Our stormwater discharges to the Harraseeket River and to Casco Bay. We have water quality standards that we have to meet. We also have a Municipal Stormwater Discharge Permit we want to comply with and every five years we negotiate this permit with the DEP and come up with an agreed list of things we will do but there is a cost to that. We want to demonstrate that Freeport is a leader in our social, environmental and economic sustainability goals.

Freeport is not the only town with urban impaired streams but it would be nice to get recognition that Freeport cares about its resources because those resources attract people to raise a family, establish a business and spend quality time. We want to prevent further water quality decline by addressing the problem. In goals and strategies, we can restore the watershed by mimicking the pre-development hydrology by installing plantings within parking lot islands, we can install subsurface stormwater detention systems underneath the parking lots. We want to restore the streams and associated habitat. We want to develop a chloride management plan to not cause black ice and risk injury but also not degrade the stream. We should look at site development standards as they relate to the downtown village because we have parking lots that one day he envisions will consist of mixed uses. We know there is a bacteria source and we want to investigate that and take care of it. With public/private partnerships, he cannot think of a better partner in this than L.L. Bean and applauds them for stepping up and reaching out to us and beginning that relationship. Community outreach and education is important as well which is why he provided the fact sheets so people can take this material home, read it and understand it and think about why it is important to them as well.

We want to monitor the restoration progress so we can measure the progress and also go back to DEP and de-list Concord Gully Brook from their list. We would also like to leverage grant funding with local contributions. We have been successful in two grant awards and we are in process of design and bidding out capital projects for 2020. We want to maintain and rehabilitate our existing assets. We want to maintain our infrastructure and treat it like an asset rather than install it and forget about it.

We have begun by developing a watershed management plan in 2015 that was a stakeholder process involving Maine DOT, Maine DEP, L.L.Bean, Rod Regier, Albert Presgraves, the Town Manager, various departments, etc. It is really an inventory of the watershed. We want to look at an aquatic

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management plan. Part of the Phase 2 grant that we are currently working under has a chloride component to it and it could involve ordinance changes, etc. One major project we are doing this summer is the West Street culvert replacement. It drains the entire downtown village into a 36- inch pipe. He has identified some projects as part of the grant such as facility improvements here at Town Hall, a project on Depot Street at the Train Station and the RV parking lot. Future projects could include subsurface detention under the pavement which could hold back water, etc. The Council will hear about some of these best management practices in L.L. Bean's presentation in a few minutes. He had other slides to show. He encouraged a site walk through Concord Gully Brook.

Councilor Tracy noted that the Council has budgeted every year a significant amount of money for watershed restoration and asked Mr. Bliss what budget it is in. He advised that it comes under Comprehensive Town Improvements and it was funded for three years in a row now, initially at \$25,000, \$75,000 and then \$50,000. He successfully applied for grants to leverage about a 50% match to the local contribution. Mr. Joseph mentioned that the Council will see \$50,000 in this year's Capital budget as an ask. Councilor Tracy mentioned that if the goal is to make sure we comply with the standards so we don't have an enforcement action, if that was the standard, did Mr. Bliss have a sense of what needs to be done at that level. Mr. Bliss advised that first and foremost, we comply with our Municipal Stormwater Permit and show progress, and we have been doing that, to restore Concord Gully Brook. We applied to DEP for these grant funds and they awarded two phases two different years and that demonstrates progress. If we do nothing, it is the worst thing we could do.

Councilor Reighley advised that there is \$50,000 this year in our budget and asked Mr. Bliss how much money L.L.Bean's is proposing to provide for the restoration of Concord Brook. Dave Lockman of L.L. Bean advised that a portion of their proposal includes a \$500,000 contribution to the Town to prioritize between Adam and other subject matter experts so that there is another ½ million dollars in there for stream bank restoration outside of their property. Mr. Joseph advised that he and the Finance Director have included \$50,000 over the next five years of the Five-Year Plan for the Capital Program. The total watershed plan is about \$4M estimated to complete the plan in today's dollars. It is a big round number.

With the level of the proposal included in Bean's Credit Enhancement Agreement, Councilor Tracy understood that \$500,000 would be perforated for the Town to use as it sees fit from watershed management and \$8.5M would be for Bean's best management practices in its footprint. She asked that for what the Town needs to do for the watershed, can Mr. Bliss estimate what that does for our getting this watershed delisted. Does it significantly reduce the timeframe or is it that the Town has so much more else to do that the timeframe stays roughly the same. Mr. Bliss advised that he would start by saying it checks off a number of boxes of potential projects listed in the watershed management plan. The disclaimer to that is that the watershed management plan does not capture every potential site. It captures 20 potential sites including stream and site restorations. It is difficult to predict whether that timeline shortens but he has to believe it does. He doesn't know if it will cut it in half or cuts off five years. He needs to see more information and it would be fair to give L.L. Bean time to work with their consultant and come up with a plan. We are not there and it is part of the \$8.5M related to their future phasing projects.

Councilor Horne mentioned that we have this town problem and it would be helpful for him to know what percentage of our town problem would be addressed by the Bean credit enhancement agreement. Vice Chair Whitney suggested saving this part for the deliberations.

Dave Lockman of L.L. Bean advised that they have met with the Council a number of times and also held a public hearing a few weeks ago trying to gather input from the Town. They plan to provide some additional information based on previous conversations and the forum they held with the Town. When

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they developed their list of public benefits, it went back as far as 2015 conversations until now that helped them formulate their list of benefits they felt would bring tribute to this process. He introduced Jean Sanders. She noted that everyone knows that they are here tonight to talk about a \$10M TIF request out of the \$25M in new tax that Keith talked about. They identified several aspects of their project they believe will have public benefit. Her goal tonight is to clarify which of the public benefits are covered by the TIF in the proposal and which are outside the TIF.

The first question is what public benefits from the project are being done with no TIF reimbursement? There are three. Currently they are doing stormwater improvements on their campus and spending about \$2M right now. Secondly, they are building a conference center with 900 seats and plan to open it up to the public down the road once it is ready. That plan includes about \$500,000 they are spending on the design features to allow public access. Finally, they will be donating \$25,000 to the Freeport Little League in the spring to more or less relocate the field that was on their campus. In total, they are spending \$5,025,000 that they are not asking for any TIF reimbursement for.

The next question is what does the TIF cover? She advised that it is a \$10M TIF. \$500,000 has been set aside for public trails. The company would be attempting to connect trails between Pine Street and West Street. There are three parcels they do not own but the rest they do. The goal would be to connect the trails and provide some public trails. The bulk of the \$10M is for stormwater and Dave will go into a lot more detail. She highlighted that out of the \$9.5M being requested for stormwater, \$500,000 is for design work that has not yet been done. \$500,000 is for the stream bank restoration and \$8.5M would be an allowance for the company on best management practices to employ on their campus to improve the stormwater treatment. We are talking about porous asphalt subsurface stormwater treatment, etc. This totals \$10M. They have heard concern that the stormwater design has not yet been done and this is true. The company is not going to spend \$500,000 on a design if the TIF doesn't go forward. If it doesn't go forward, the stormwater work will be scaled back dramatically and that money would essentially be throw away work and is too much money to risk. That is the reality.

The next question is what happens if the Town decides to not pursue a TIF? She advised that there would be change to the \$5M being spent right now. The \$2M in stormwater work happening now will still happen. They will still build the Conference Center and will still make the donation to the Little League. If we don't have the TIF, the company will still make improvements to the stormwater on the campus in the final phase but the TIF question will drive the scope and it will be scaled back dramatically. Rather than spending \$9.5M on additional stormwater improvements, they would be looking at spending \$1M in additional stormwater improvements.

Mr. Lockman displayed visuals showing an overview of their site and explained what is being done regardless of the TIF beyond DEP compliance. They feel that their base plan does make sizeable improvements on their site but with this TIF they would be able to effectively treat their whole site.

Vice Chair Whitney explained that this is a public hearing and since there is such a large crowd, we are going to try to limit comments to three minutes. There should be no cheering, clapping or booing. Mr. Joseph explained that speakers are free to talk about anything related to this project but what we will be asking the Council tonight is deliberation on three questions: TIF overall, good or bad, support it or not, credit enhancement agreement which is the list of projects Bean is proposing in the \$10M cost of those projects as a payment to Bean out of the TIF funds, if you have comments on that and also other projects that could be included. This is an opportunity to try to get input from the public for the Council to formulate the starting point.

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Note: The Town Council is accepting public input on the proposed TIF District. The Council expects to deliberate on the proposal, but does not plan to take action on the proposal at this meeting.

MOVED AND SECONDED: to open the public hearing. (Reighley & Horne)
VOTE: (6 Ayes) (1 Excused-Egan) (0 Nays)

Rod Regier of South Street thanked L.L. Bean for beginning to flesh this out because one of the problems at the beginning is that we really did not know what we are talking about. There are still a lot of questions to deal with. We need to explain to the public why 90% of potential new tax revenue would be diverted to this project. He supports this TIF in the general concept. He totally supports watershed restoration work. His property abuts L.L. Bean's property and there is probably about a mile of Concord Gully Brook and its tributaries that go through his property and in the 40 years he has been there, he can certainly eyeball and amplify what Adam described earlier that there is runoff. The earlier regulations that Bean's was honoring were not adequate. Bean's has been a good corporate neighbor and never shy about paying for environmental protection but the earlier standards do not recognize storm flow and that is what we are dealing with right now. It is a real problem and it has taken decades for the degradation to happen and decades for it to be restored. What we are talking about is a really good down payment for this work. He hopes there is some recognition of other capital needs coming up such as bridge crossings and the access to downtown which are important for downtown vitality. The design for the bridges is imminent and if we don't deal with it now, we won't be able to address it again for generations. He hopes it becomes part of the discussion also.

Andy Spaulding of South Street and Chair of the Active Living Committee, had comments focused on the larger critical near-term opportunity Rod was referring to at the end of his comments that are only a small part of the proposed TIF and it would specifically be the proposed trail. He explained the town improvements that have been completed. There are still some things they feel they need to do that are critical such as safe routes to school for our kids, the ability to commute to work or the grocery store or recreation areas on foot or bike and to increase opportunities for eco-tourism for people to come to town on bikes, foot or for races, etc. Major projects coming down the pike are the Mallett Bridge replacement, Desert Road Bridge replacement and the Cousins River Bridge replacement as well as a significant effort and interest to move the East Coast Greenway through town connecting Yarmouth to Brunswick. The Pine Street Trail that has been identified as part of this TIF is an exciting project to him as well as a lot of people in town. It could be a centerpiece of an effort to connect our town and that project along with others he mentioned have the potential to powerfully impact the health of our residents and enhance Freeport as a great place to live, work and visit. He sees great potential from the TIF but urged the Council to consider the opportunity cost. This is a chance to make a long-term structural change and recommends the Council consider a more-broad reaching set of community benefits either in this TIF or in another funding mechanism.

Adam Nappi supports the TIF and the Credit Enhancement Agreement. He wanted to reiterate that L.L. Bean has been a corporate citizen in good standing in Freeport for many years and its retail operations have anchored our commercial success in the commercial district. They have contributed to countless local and civic charities and we are fortunate to house their international, corporate and administrative teams in Freeport. As outlined by L.L. Bean, this will primarily help Concord Gully become a non-impaired stream and enhance trail systems, a new baseball field and other items outlined. In the big picture, this community is in a partnership with L.L. Bean. L.L. Bean is investing in our community and our community needs to invest in L.L. Bean so he asked the Council to support the TIF and the Credit Enhancement Agreement and give the Town Manager the ability to negotiate with L.L. Bean directly and report back to you for a second public hearing.

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Fred Palmer advised that he and John Paterson have an idea the Council will consider funding. They are proposing that Freeport establish a scholarship fund for students graduating from Freeport High School by setting aside \$1M as seed money from the L. L. Bean TIF. They would like to see that half of the money come out of the first \$10M chunk and the other half come from the money that flows to the town in the development fund. Such funds would be donated to a private, not for profit organization that would manage, invest and award the funds. The awards would be made in consultation with the High School Guidance Department.

John Paterson of Flying Point Road advised that he worked with Fred Palmer on this proposal. Every year speakers stand up at graduations and tell students that they are the future and have an opportunity to change the world. These students have no capacity to do what is expected of them. Our society talks about the need for higher education but the problem is these kids cannot afford it. The scholarships awarded are simply not enough to make the difference for a student that doesn't have the where-with-all to go to college. There is a rare opportunity here to make a real difference to prime the pump from this TIF to create a meaningful scholarship fund to make a difference in the lives of a lot of kids. Our responsibility to these kids doesn't end when they graduate from high school. He explained what has been done in other communities. It requires a change in the geometry of the form that Keith gave you and a different way of thinking about it. The Council could do it little by little with the TIF Development Fund but won't generate enough money for 20 or 30 years to really make a difference. A million dollars would only generate about \$50,000 a year but it would be a start. He asked the Council to think about doing something really unusual with this money and craft this TIF in an entirely different way.

Kate Rosenfeld, a member of the Sustainability Advisory Board explained that they have two recommendations related to this discussion. One is part of their efforts to maintain and expand Freeport's tree canopy and recommend that as many trees as possible be preserved on their campus, particularly the older mature trees along Route One. If trees must be removed, they recommend replacing them. Second, they would like to see funds contributed to bike lanes and sidewalks particularly those that connect the 295 bridges and specifically the bike and pedestrian lanes that cross the Desert Road bridge that will connect the L.L. Bean campuses and also encourage pedestrian and bike use for Freeport residents.

Valy Steverlynyck of Pine Street was more cautious in the embracement of the TIF. She would like the Council to be very cautious of the fact that a lot of things the community has been asking for are not things that can be included in this TIF. When the Council looks at the credit enhancement agreement and the Development Fund, please be conscious of the fact that if we decide to put all of our tax money that is deferred to projects that qualify for the TIF, we are liable to leave out some of the other projects that do not qualify. Things like a skating rink, town square, or a playground would not qualify. She supports the TIF and agrees that L.L. Bean has been a good corporate neighbor but she wants to be sure that anything that goes into the credit enhancement agreement is a great benefit to both the town and the residents as well as the applicant.

Katrina VanDusen of Birch Point Road and Executive Director of the Freeport Conservation Trust. FCT owns over 500 acres of conservation land in Freeport and holds conservation easements on another 1,000 acres. They have restored many miles of public trails throughout town. L.L. Bean is offering the Concord Brook Trail as one of the community benefits in the TIF proposal. She is excited that L.L. Bean wants to work with us to build this trail. She explained how this came about. Now there is a possibility that this will be a thru trail, which is exciting. The idea has been dormant for several years because L.L. Bean owns maybe two-thirds of the land the trail will cross. Now that they are interested, we can get started on the more detailed plans for the trail. Depending upon the route, the trail could cross as few as three other properties and the trail is already in place on one of those. She feels confident it can be worked out and we will also plan for long-term stewardship of this trail. It is in the Active Living Plan and has been

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vettted already. She feels this trail would be a huge asset for the community and we should take advantage of L.L. Bean's interest and work to make it happen now. They would be pleased to partner with the town, L.L. Bean and other organizations and landowners to make it happen.

Todd Coffin of Maple Avenue complimented Adam for his great presentation on the Concord Brook watershed. It helped clarify the issues for him and many others. He is an environmental scientist and in his view the restoration of the Brook and stormwater management is not an option, it is an obligation and a long-term project. It is the kind of project amenable to iterative improvements and iterative investments in stormwater management. He suggested asking the question, "Are there shorter-term priorities that are better leveraged in the TIF or other tax investments from the improvements L.L. Bean is investing in the tax revenue that the Town will receive." We have heard great ideas already and he wanted to echo Rod's point about the bridge replacement improvement projects at Desert Road and Mallett Drive. Freeport will be asked to be a planning partner and most likely a financial partner in those improvement projects to some degree. They are once in 50 year plus opportunities for the Town to leverage resources and provide careful planning to make sure those bridge replacements really meet the needs of the community in terms of East/West Freeport connectivity and access in terms of pedestrian/bike safety and in terms of improved bridge aesthetics. Freeport really needs and craves beautiful gateway projects. If we don't make those investments the replacements will largely be like they are today.

Stephanie Ouellette of 2 Hummingbird Lane explained that she just left 2027 where L.L. Bean was one of the partners participating in a United Way conversation and were thanked by the Town of Freeport and FCS for being such a wonderful partner. She uses the trail all the time to get from West Street to the Maine Beer Company for a convenient beer and then she walks home. She does not know if the Town and L.L. Bean have considered working with other partnerships such as Maine Beer Company. As a foster parent she feels it would be great to have stroller accessibility. She wonders what the plan is. She encouraged the Council to ask for a plan and to encourage them to be creative and encourage them to work with other partners who could offset costs and think more ambitiously for those trails.

Jake Donnelley of Pownal Road wanted to emphasize the opportunity cost portion of this and retail is definitely changing. No one has brought up the argument that Freeport needs to make changes to stay relevant. The points about the bridges coming up are big things we need to do and if they don't look pretty, why are people going to come here. We have done a good job making sure the signage downtown is fresh. People come to shop but what else can they do. Can they put their boat in at Winslow Park or Wolfe's Neck? A connected Freeport will be a big thing going forward and finding a way to introduce that and keep that will be important.

MOVED AND SECONDED: to close the public hearing. (Reighley & Horne)
VOTE: (6 Ayes) (1 Excused-Egan) (0 Nays)

Vice Chair Whitney thanked everyone for their participation tonight. She explained that the Council will discuss what it heard and everyone is welcome to stay and listen. She pointed out that the Council will have at least one more public hearing on this proposal before it is acted on. Mr. Joseph noted that nothing will be approved or denied this evening. He, staff, FDC and the Town Attorney need guidance. It will go forward but we will need to start talking with Bean and coming up with drafts. They need to be in a final form but they don't need to be exact. They need to be put out to the public so the public can react at this formal public hearing and the Council can make any changes based on what they hear before anything is adopted. If we are going forward, which he is assuming we are, unless you tell us otherwise, we will start talking immediately on this because there is a timing question here. The Council might tell him to focus on a different time or different timeframe. That is on the table as well. In terms of big

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picture things that need to be included in the credit enhancement agreement if we negotiate that. Are the items suggested satisfactory or are there major changes the Council wants to see for him to start talking with Bean's staff about details before the next Council meeting. He asked if there are items the Council wants them to start developing for the Town and Bean's does not need to approve these, but items for a TIF development plan, a separate amount of money. It would essentially be he, Keith and Greg working on that to put something together with other Town staff to bring to the Council for the public to react to. We have not done that so what we saw tonight is the level of discussion we have had formally. This is the most current information we have. We need details and put them on paper quickly unless told otherwise. He is looking for direction.

Councilor Tracy understands right now that the TIF footprint is the premises of Bean property and we have talked about another bucket side from the Credit Enhancement Agreement which we are calling the Town Development Fund which has captured TIF monies over time. In order for projects that are elsewhere in town to be able to access those town development funds, does the footprint of the TIF need to be expanded and does the Council need to address that at all. Mr. Joseph did not believe so but they have to be specified in the Development Program. Town Attorney Im agreed that the TIF Statute allows a fair amount of development outside the district itself.

Councilor Horne asked if the Council has the ability to change the geometry of the orange to any degree we want and talk about some of these other priorities he is hearing from the community. He is not sure if they would be considered in the orange part or blue. Mr. Joseph advised that it is ultimately the Council's call but it is a two-party discussion and our L.L. Bean partners will have to agree as well as to the parameters of the Credit Enhancement Agreement or it doesn't happen. They obviously have costs associated with doing work up front and then getting paid back later. That will be in the negotiation and we will be talking about that soon. If the Council feels strongly that the geometry of those shapes should be changed, now is the time to give him the feedback. We do need to be realistic that what they proposed counts on being paid back. Some compromise might be possible. Councilor Horne pointed out that he is feeling rushed. To now digest this immediately and give Mr. Joseph a list of what we think he should be negotiating on, he is personally feeling back on his heels.

Councilor Reighley asked how much money is available to us each year as it stands right now? We have people that want to spend lots of money. Mr. Joseph advised that the district will generate approximately \$23-25M over thirty years. If it was granted this year it would be zero and slightly more than zero. In 3-5 years, we would start to see their construction roll into the valuation. If the geometry stays the same, \$30,000 a year in the early part accelerating to year 40 around \$90,000 a year and at that point the Credit Enhancement Agreement expires and it sounds like the blue section would get \$1M-\$1.3M a year thereafter. What we don't know is under the geometry proposed, what does Bean's get per year under the Credit Enhancement Agreement.

Jean Sanders explained that we are talking about a 90/10 split. 90% captured value of the increased value of the development goes into the TIF and 10% goes into the General Fund each year. That 10% of the non-captured tax would start out at about \$10,000 a year and would bring you up to about \$150,000 over the life of the TIF. The captured tax would be split 90% to L.L. Bean and 10% to the Town Development Fund. When you add the non-captured tax and the captured tax the Town would get, it would start by getting about \$20,000 in year 2 and ramp up in year 10 to about \$130,000. In year 20 it is about \$200,000 and by the time the Credit Enhancement Agreement would be fully paid to L.L. Bean, it would be more like \$1.4.

Councilor Tracy understands that if we accept the proposed geometry the money available for more general projects the Town decides on, it starts out in the early years about \$30,000 a year accelerating to

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about \$90,000 in fiscal year 40 or 41 and when the Credit Enhancement Agreement gets paid off, all the captured value goes to the blue which is the Town Development Fund and it is more like \$1M to \$1.4M a year. For the orange which is the Credit Enhancement Fund, the projects that Bean has proposed, if we accept what is proposed, what is the amount of money that is in fiscal year 5 versus fiscal year 40.

Ms. Sanders noted that by 2024 when the project is fully built, at that point the amount that would be returned to L.L. Bean would be about \$300,000 a year. They would be paying the \$10M up front to get the work done and in year 4, they would start receiving about \$300,000 a year which would increase with inflation over time and would be paid back roughly over twenty years.

Councilor Tracy asked if we would like for Bean to invest in those projects long term but we have other priorities such as the bridges that are going to be done we think within the next 5-7 years and if we structure it this way, there is not much money available for those kinds of projects. If we still buy into the \$9M for stormwater restoration but we can't frontload it as asked, what mechanisms does Bean have available other than just decreasing the overall amount that is spent to pay for those projects and get paid back over a longer period of time. Ms. Sanders explained that the two mechanisms are not to spend as much but keep the reimbursement at the same amount to cover some of that delay in repayment. This is effectively an interest-free loan to the Town for the work being done or keeping the spending the same and asking for a higher TIF reimbursement to be paid on the back end. She noted that there is still an uncovered cost to the company of a couple of million dollars that they would not get reimbursed for. It is all negotiable. Mr. Joseph advised that on our end we have tools like bonding in advance of revenues that would be available but there is a cost to that.

Councilor Lawrence is okay with going ahead with this but he is not comfortable with coming up with all the wording to cover all the things we want to do so maybe that is a workshop we need to do in the next week. Mr. Joseph pointed out that the most important question for both staff, Bean's and representatives in the room to hear is the schedule and timing. We need that answer so we can plan going forward with them and what is the timeframe you are looking at and what information do we need to prepare and get to you. The schedule is important, as well as do we go forward or not.

Councilor Reighley is in favor of going forward with this and if we do our homework, we can stay on the schedule Keith laid out but we may have to ask for more materials we can read to bring us up to speed. He wants a hard copy.

Councilor Horne asked the Council to pretend that we haven't decided what is in the Credit Enhancement Agreement. Is it possible to open it up and say this is connectivity for our Town and it is an interest for everyone here, including L.L. Bean so stream restoration has not really come up in a clamor. From where he sits, stream restoration is an obligation and sounds like a long-term thing. Connectivity is something we have heard about a lot over the last ten years. He asked if there is a way to fashion a Credit Enhancement Agreement where there is truly is synergy in a way but there may be other things residents feel are higher level value. He would like to revisit the Credit Enhancement Agreement and try to revisit that.

Mr. Joseph explained that they will be doing a project and building on their site and the economies of scale to get things done where it might be more affordable to do them while they are permitting and open. The trail connection is a little outside of what they are proposing and would be done through their construction phase. It makes the most sense for those components to be in the blue bucket. It is the same bucket of money but which pocket it comes out of at this point.

Councilor Piltch feels that the Council has questions and has modifications it would like to see, we might need a little bit of extra time but it won't drag on to the end of the summer. The recommendation we will

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get from FEDC is not coming until March 17th which is when we are having that second public hearing and the tentative vote proposed. He asked if there is anyway to get that in advance. Mr. McBride agreed and explained that he was waiting to get public feedback as well before making decisions. He will have recommendations on how this can have an economic development impact and findings on how the TIF can improve some of those issues. He will put together language and will work with the Town Attorney to ensure that what he is writing doesn't run against State Statute but is broad enough to encapsulate what we are hearing tonight. He listed some of the options that are available in this proposal.

Councilor Piltch would like to see the recommendations and have some time to absorb and digest them. He would prefer to not have FEDC's Findings of Fact on the same night of the Council vote. Mr. McBride encouraged a March 3rd discussion. Ms. Sanders pointed out by law there is a ten-day notification period before they ask the Council to vote on something, they have to have the proposal pretty much agreed upon and available for public inspection. Mr. McBride agreed that it is correct. Attorney Im advised that when the public hearing is noticed, the finalized documents need to be available.

Councilor Piltch noted that if the Council decides on a Credit Enhancement Agreement in a certain amount and down the road it turns out that the stormwater improvements do not need to be as expensive as we originally thought, does that change the shape of the Credit Enhancement Agreement and can we write it in such a way that if it doesn't need to be that much money, everybody is happy. Mr. Joseph mentioned that if we put in \$9M and we only spent \$2M, it is not like the \$7M goes away. There is room for deliberation but the spirit is there. Councilor Piltch feels it would be unpopular and a missed opportunity if we were to proceed and say we will get more trails in 20 years when we have more blue money to spend on trails. He doesn't feel that is the spirit.

Mr. Joseph asked if anybody has a problem where L.L. Bean has asked for \$10M in that shape, if we say bring the geometry down and they say it will cost us money to essentially front that money and there is a lost opportunity cost. Is anyone opposed to us going back and negotiating with them for a higher amount and what it would look like if we front loaded more blue money?

Councilor Horne asked if there is a middle ground on the Credit Enhancement itself where the outlay for Bean's is smaller but we have a larger wedge of the Development Fund to get at the more pressing issues and needs of the community. Councilor Reighley feels that in all the negotiation that will take place, whatever we do should be in the best interest of the citizens of this community. That should be paramount first and it is our constituency that we are representing. In the financing, this brings in the thought of bonding.

Councilor Lawrence noted that this project gives us an opportunity to get something done that is not one of those glamorous projects. He doesn't think anyone says, "Hey, we need to fix Frost Gully. The State says we need to do it and environmentally this is something we need to do and is something we can fix in a timely manner. Breaking into the Credit Enhancement Agreement to get all the nice things we want is really in the spirit of what this project is now. What we do with the blue and all that, he thinks we really need to come up with what we can do with these funds. It sounds like we can open it up to a lot more projects.

Councilor Pitch noted that at the end of the 30-year period, we have \$15M that will accrue to our TIF Development Fund that today we are going to earmark about what we want to do with that money. He asked if that amount should be lowered and will the citizens 25 years from now thank us for making their property taxes lower because we made that money available to the General Fund as opposed to earmarking it for projects that we think we want to be doing in 25 years. It is a lot of money to set aside.

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Mr. Joseph advised that he had a conversation with the Council Chair yesterday. His ultimate guidance in that conversation was the Development Fund should not capture 100% of everything. If there are \$15M worth of projects that are not being done out there, let's make it \$15M that are priority. If it is \$5M, let's make it \$5M or a little bit more. Where the timing is, we need to discuss. Different people feel that there will be more or fewer projects in that blue portion and everyone has a different opinion on that. It doesn't need to be made before we implement the TIF and there is the ability to go back and amend that amount down at any time. The Council can amend it up as well in the future but there is some State sign-off on that. He does not expect the Council to have answers to important questions tonight. At some point the Council will have to make the decision if we go forward.

Councilor Tracy advised that she supports the whole TIF. It is a wonderful opportunity for both Bean's and the Town and we are fortunate that Bean's has decided to stay and they continue to be a good partner. She supports the overall structure of the TIF where 90% is captured and 10% is given to the General Fund. It is important to have a percentage that goes into the tax base but leaves enough captured TIF revenue to make some real positive change. We can make sure it is used wisely and have a true upper reporting function such that it is used wisely by Bean's and also wisely by the Town. If it is not used within a certain time period, maybe it goes back to the General Fund and it doesn't have to be the full 40 years. We have a use it or lose it kind of approach. She would be open to something like that.

With respect to the relationship between the Credit Enhancement Agreement and the Town Development Fund, she thinks the relationship needs to be significantly modified. There is very little money in the early years going to the Town Development Fund and she is mindful that some of these opportunities are time sensitive. The bridge restructuring projects will be coming around in the next 3-7 years and personally she is open to bonding if we need to, she would rather not structure it so we have to bond. We have been proud of the fact that we don't bond, we plan and we don't borrow and repay later. She recognizes that it is an acceptable funding mechanism and if we get there after significant negotiations we reach an impasse where we can't come to some agreement that would allow us to have enough money to do some of those projects through the Town Development Fund, we can talk about it then. Her direction to the Town Manager, FEDC and the Town Attorney would be to see if we can find a way to have enough money in the Town Development Fund in the early years to have some impact. She thinks of this as a partnership and maybe it is a 50/50 kind of thing for a while or if there is a specific need that Bean's needs something more and has to spike and favor the Credit Enhancement Agreement, fine, but let's start hopefully with the premise that it is more equally related. She understands Jean's point that Bean's has to lay out more money up front and that time-valued money has a cost. Her response is that she is not sure we need to do \$8.5M worth of stream restoration. She thinks we can accomplish a good stream restoration that is less ambitious in scope in the Credit Enhancement Agreement. She feels we can find a middle ground where we are showing progress and in good faith working towards restoring the stream but that is a long-term project and we have a lot of other community priorities. She is not sure we have to do that relative to the other priorities this Town has. She does not feel Bean's needs to feel the brunt of that readjustment of the relationship but maybe it is just that the overall scope can be brought down and what is the middle ground. Those are her general comments. She is concerned about timing at this point. She is committed to doing her homework, meeting on March 3rd and coming prepared. If she has any questions after this meeting, she will put them in writing so they can be communicated to FEDC or Bean's or whoever needs them. Her feedback on timing is that she wants to do this right and not be so rushed that we don't structure this appropriately. This is a big deal and if we need to take a couple more weeks, she may be asking for that. At this point, it is full steam ahead and the Town Manager, FEDC and the Town Attorney should tell us if they are being so rushed that the quality of their analysis or their product is being compromised. She does not support that. We should be taking the time we need while still moving forward in good faith.

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Vice Chair Whitney advised that she also supports the TIF and thanked FEDC, L.L. Bean and our Town Manager for taking all this information. They worked really hard and the work is going to begin tomorrow.

Mr. Joseph asked about timing. We have to notice a public hearing on the 17th and we have to notice that hearing on the agenda for next Tuesday. He asked for heads to nod if we put that off two weeks, do we keep the four weeks, do we keep the hearing scheduled on the 17th and decide that on the meeting on the 3rd? He does not want to confuse the public. The agenda goes out in two days.

Councilor Reighley noted that it is a motion to set a date for a public hearing on this item and if we vote not in favor of it, the motion will fail that night and we will schedule it the next time. If we don't feel we are ready, that is the way we should vote. Mr. Joseph is hearing that if we hit a bump, we are not talking in terms of 3 months or longer. We are talking about a minimum amount of time to get comfortable with the bump and get over it and get the information and put it on the next agenda.

Councilor Tracy pointed out that one area that she has not heard a lot about is the revitalization of the downtown area. It is becoming visible that a change is going on and she would be curious to know what FEDC's ideas are about potential use of the Town's Development Fund to spur some economic development other than residential experience which she feels is really important. She would encourage FEDC to think about all the work that has been done over the past year and feed in and feather in some recommendations associated with that work that the Town can consider mindful that the actual TIF language might end up being very broad for the Town Development Fund purposes to capture everything but more to open our minds on what is possible with these funds. As we are thinking about what the relationship is between the Town Development Fund and the Credit Enhancement Agreement, we have a full picture of what we can do. Mr. McBride noted that this is something that is forefront in their minds and shared their ideas. He will be glad to bring more information to the Council either on the 3rd or before that. He will send out an e-mail with some comments on what they are planning to do in the next year.

Mr. Joseph suggested including Economic Development as a possible one-line in the TIF Development Program.

ITEM # 32-20 To consider action relative to setting a public hearing for March 17, 2020 to consider the addition of Section 617 "Municipal Tree Task Force" to the Freeport Administrative Code.

BE IT ORDERED: That a Public Hearing be scheduled for March 17, 2020 at 6:30 pm in the Freeport Town Hall Council Chambers to discuss amending the Administrative Code

BE IT FURTHER ORDERED: That copies be distributed equally between the Town Clerk's Office, the Town Manager's Office and the Freeport Community Library for inspection by citizens during normal business hours and the notice be placed on Freeport's local cable channel and the Town's website. (Piltch & Reighley) **VOTE:** (6 Ayes) (1 Excused-Egan) (0 Nays)

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ITEM # 33-20 To consider action relative to a Use of Town Property request by Tinkergarten for use of Leon Gorman Park.

BE IT ORDERED: That the Use of Town Property request by Tinkergarten be approved pending receipt of proof of insurance. (Horne & Reighley)

Mr. Joseph explained what they have done in the past running a Pre-K Program in the wooded area where the trails are to explore the outdoors. It includes the grassy area but it is not exclusive to the area and there is plenty of room for people to use the park.

VOTE: (6 Ayes) (1 Excused-Egan) (0 Nays)

ITEM # 34-20 To consider action relative to amending the Town Council Meeting Schedule for 2020.

BE IT ORDERED: That the 2020 Town Council Meeting Schedule be amended to add a March 24, 2020 Workshop. (Tracy & Reighley)

VOTE: (6 Ayes) (1 Excused-Egan) (0 Nays)

MOVED AND SECONDED: To adjourn at 9:05 p.m. (Reighley & Lawrence)

VOTE: (6 Ayes) (1 Excused-Egan) (0 Nays)

Respectfully submitted,

Sharon Coffin, Council Secretary