

Clerk

**SPECIAL  
TOWN COUNCIL MEETING #17-2002**

**JULY 2, 2002 - 7:00 P.M.  
TOWN COUNCIL CHAMBERS**

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**SUMMARY AGENDA**

**ITEM #135-2002** To consider action relative to the use of \$750,000 in bond proceeds for the development of a community center at the Eastland Shoe Complex on Park Street. (Public Hearing)

**ITEM #131-2002** Tabled June 25, 2002.

To consider action relative to conducting a public opinion poll on the potential use of the \$750,000 in bond proceeds to develop a community center at the Eastland Shoe property on Park Street.

**Adjourn.**



**SPECIAL COUNCIL MEETING  
AGENDA  
FREEPORT TOWN COUNCIL MEETING #17-2002  
TOWN HALL COUNCIL CHAMBERS  
JULY 2, 2002 – 7:00 P.M.**

**FROM:** Dale C. Olmstead, Jr.

**TO:** Robert Stevens, Chairperson, Porters Landing  
John Arsenault, Vice Chairperson, Prout Road  
Kenneth Mann, Mann Road  
David Soley, Arnold Road  
Eileen Lowell, So. Freeport Road  
Rod Regier, South Street  
Susan Campbell, Hunter Road

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**ITEM #135-2002** To consider action relative to the use of \$750,000 in bond proceeds for the development of a community center at the Eastland Shoe Complex on Park Street. (Public Hearing)

**MOTION:** That the Public Hearing be opened.

**MOTION:** That the Public Hearing be closed.

**BE IT FURTHER ORDERED:** That the contract for the sale of commercial real estate between the Town of Freeport and Eastland Shoe for property located at 5 Park Street which includes four parcels of land, assessor's tax map 13, lots 41, 60, 63 and 67, be approved.

**BE IT FURTHER ORDERED:** That the Town Manager be authorized to sign all documents on behalf of the Town of Freeport.

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**ITEM #131-2002** Tabled June 25, 2002

To consider action relative to conducting a public opinion poll on the potential use of the \$750,000 in bond proceeds to develop a community center at the Eastland Shoe property on Park Street.

**BE IT ORDERED:** That a public opinion poll be conducted by secret ballot on July 24, 2002 from 7:00 a.m. to 8:00 p.m. in the Town Hall Council Chambers on the proposed use of \$750,000 in bond proceeds approved at the November 2001 election for the construction of a community center at the Eastland Shoe building on Park Street.

**BE IT FURTHER ORDERED:** That notice of the public opinion poll be provided to all local newspapers, placed on local cable Channel 7 and on the Town website and posted at the usual places throughout the community.

Adjourn.



**MINUTES**  
**COUNCIL MEETING #17-2002**  
**FREEPORT TOWN HALL COUNCIL CHAMBERS**  
**JULY 2, 2002 – 6:00 P.M.**

<b><u>CHAIRPERSON'S CALL TO ORDER</u></b>	<b><u>Present</u></b>	<b><u>Absent</u></b>	<b><u>Excused</u></b>
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Robert Stevens, Chairperson  
Porters Landing

x

John Arsenault, Vice Chairperson  
Prout Road

x

David Soley  
Arnold Road

x

Susan Campbell  
Hunter Road

x

Rod Regier  
South Freeport Road

x

Kenneth Mann  
Mann Road

x

Eileen Lowell  
South Freeport Road

x

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ITEM #135-2002 To consider action relative to the use of \$750,000 in bond proceeds for the development of a community center at the Eastland Shoe Complex on Park Street. (Public Hearing)

Chair Stevens provided a brief description of the building—there are 53,000 sq. ft on the first and second floors and 34,000 sq. ft. in the basement, much of it is uninsulated. There is a new furnace and boiler. There are four lots. The Town Council got involved when it was approached by the Coalition and FCS. The original asking price was \$1.5mm but an agreement has been reached to purchase it for \$900,000. \$10,000 would need to be put down and the balance due at closing. If the Town is to purchase it, the closing will occur by September 12, 2002. It became apparent that an environmental study needs to be done and plans put together showing the layout. Volunteers could help figure out how to renovate this and look at potential revenue sources—how can we pay for this. 30 days will not allow enough time to get all the facts to present to the citizens at another public hearing before proceeding. The broker arranged with the seller to give us 45 days for the studies and do due diligence and give people a chance to think about it. The DeLorme building is no longer a feasible option for a community center. FCS is going to sell the DeLorme building.

The potential uses for the property are a community center and possible offices for the School Administrative Offices that are located at the West Street location. The Town could provide a referendum in the fall to see if there is support for leasing the current Town Hall and moving the Town offices to the Eastland location. The Community Center envisions using 22,000 square feet of the Eastland space. It may be possible to have two of the lots become part of a local business district. Discussions are taking place with the Nappi family about locating a grocery store at this location. Possible revenue sources are community center fund raising, possible sale of the West Street building purchased by the School Department, sale of parking lots to parties that might want to build on them, possible lease payments on the current Town Hall if residents agree to leasing it.

Tours will be conducted on two Saturdays or a Saturday and Sunday for interested citizens. This will be confirmed later. Environmental and building inspections of the property need to be conducted. Space needs for potential occupants need to be determined. Costs for renovations, continued discussion with the Nappies. Going forward with creating a local business district may require zone changes, funding for extending School Street to Bow Street. A public hearing will be needed to hear back all this information. The Town will also have to provide an opinion poll to determine support or lack of support for allocating the \$750,000 bond proceeds to purchase the Eastland property. We have to determine whether we are satisfied with the inspections and the feasibility inspections to proceed to a closing or not. If we decided we are not interested in the purchase and give notice, the earnest money will be returned. If we proceed to closing and then for some reason we do not close, we lose our \$10,000 earnest money. A number of residents are volunteering their expertise to assist the Town. We have hired an environmental consultant and someone to prepare a building plan. The Coalition is contributing \$10,000 towards the due diligence costs. If for any reason the building will not work as a community center and the Town sells the property at a loss, the Coalition has agreed to make up the first \$100,000 of the loss with any additional loss made up from the bond proceeds. The Council has until tomorrow at noon to decide to accept the contract or not and this is the purpose of the public hearing.

**MOVED AND SECONDED:** That the Public Hearing be opened. (Arsenault & Campbell) (7 Ayes).

Chair Stevens explained that members of the public should come to the podium and introduce themselves. He asked that they try to limit their comments to 5 minutes or less.

The following people shared their views, visions, goals and fears:

Ed Bradley, President of the Coalition, Pat Gile of Freeport Elders, Elaine Wilmot, Jean Cusinow, Steve Day, Allie McCormick of Flying Point Road, Chester Goggin of Whispering Pines Drive, Beth Findlayson of FCS, Josh Sandberg, Rick White of Pleasant Hill Road, John Nappi of South Freeport Road, Jeanie Miskell, Ned Menalio, new resident, Betsy Dean, Coalition member, Ken Guimond of Spar Cove, Matt Collins of South Street, Julie Fraser, George Briggs of Lower Mast Landing Road, Steve Day, Jr., Ann Webber, Tom Crotty of Route One, Ken Murphy of Lower Flying Point, Dave Packman of Maquoit Drive, Randall Thomas of Byram Drive, Phil Kerber of Merganser Way, Eric Pandora of Bow Street, Robert Blackstone of Torrey Hill Road, Dr. Merritt Armstrong of Bow Street, Peter Bogle of Park Street, Scott Poulin of Baker Road, Tom Houdak of Park Street, Rich DeGrandpre of Beech Hill Road, Jason Donohue of Dennison Avenue, Alan Caron, Harry Blumenthal, President of the FCS Board and Yarmouth resident.

Councilor Mann read a letter from Russell Baker, Sr. into the record. Councilor Regier read letters into the record from Jonathan Robinson and Laura Girr from Bow Street. Chair Stevens received e-mails from Laurel Robertson, David Webster, Pat Nash, Ken and Ann Nye Stephanie Cormier Terry Miskell, Barbara Wilson, Gail Senese, Mary Ellen Carew. Chair Stevens noted letters received from Betsy Ruff and Sally Amory.

Keith McGrew of 19 Holbrook Street urged the Council to look at the property.

Councilor Mann noted that it is his opinion that when the voters voted the \$750,000 for referendum to "construct a community center" it was not the intent to purchase a building called Eastland Shoe with its surrounding property to move the Town Hall to or to move the West Street facility to or lease commercial space in or have a community center. There is a difference of opinion between the Town's law firm and Councilor Mann.

**MOVED AND SECONDED:** That the Public Hearing be closed (Arsenault & Campbell)  
(7 Ayes).

Chair Stevens suggested the following amendment to the Ordinance the Council is considering adopting:

**MOVED AND SECONDED:** To amend the Ordinance to read "subject to a 45 day feasibility period"(Stevens & Arsenault) **VOICE VOTE:** (7 Ayes).

**THE TOWN OF FREEPORT HEREBY ORDAINS:** That the Town enter into a contract for the purchase of the Eastland Shoe properties for \$900,000 with an earnest money deposit of \$10,000 and subject to a 45 day feasibility period. (Arsenault & Regier)

Councilor Mann pointed out that he feels the Council is making an offer for this property which has already been signed by the seller, so the Council is doing more than studying the building. On the issue of studying the building, reasonable people would do some studying of a house or building before they would put \$10,000 in a purchase and sale agreement. They would know if the building needs to be torn down, whether it should be condemned and they would know how much the demolition would cost. These are things people would do in their personal lives before making an offer on a building. There is a lot of agreement in the Town that people would like to have a community center. Proof of that was in the vote where they were willing to provide \$750,000 of tax money. He recalled the process of acquiring playing fields in Town and what led to a stable playing field. There are a lot of very dedicated and strong advocates for a community center. They wanted to purchase the DeLorme building and now they want to purchase Eastland Shoe. He personally does not feel that the Town needs to move the Town Hall or the West Street offices. No one from the School Department has approached the Council on this issue. They were strong advocates of purchasing that building and no one has come forward and said it doesn't work for them. He strongly suggests doing a comprehensive study of Town-owned property to see what is owned. There is already a library centrally located with parking and handicap accesses. A \$750,000 addition to the Library for a community center would go a long way. He is not prepared to vote for this contract.

Councilor Regier noted that he has been contacted by many people with questions, suspicions, anger. He has had his own nightmares about this issue. He explained the assets being received from the Bartol Library. He shares the interest in the opportunities for this site but will look realistically at the capacities and costs involved. This is the point for due diligence. If it doesn't pass due diligence, it will be the end of it.

Councilor Campbell has been flooded with phone calls and appreciates them. There is overwhelming support for a community center at some point somewhere. It is a wonderful concept. She has also heard concern about the change of the use of the \$750,000 from renovations to the actual purchase of the property and the long-term implications of not just owning a building like Eastland but whether to tear it down, renovate or sell a portion of it. People are very concerned about the impact on their taxes. The reality is that many of the residents will not be able to continue to live here if the Town doesn't curb its spending. People have expressed interest in capturing a sense of community in the Town's center. She has been losing sleep on how to come down on this issue. If the contract goes forward, she commits to working very diligently to get all of the information for the public to help

them make an informed decision. At this time she will not vote on the contract. She thanked the public for coming out on this hot night to share their views.

Councilor Lowell noted that there are two sides here and a middle as well. People want to investigate the property but don't want the Council investing their tax dollars in this project. She feels it would not harm anyone to look at this proposal but it has great potential.

Councilor Arsenault echoed what Councilor Lowell stated and added that it is consistent with what the Comprehensive Plan has been asking for to provide an alternative access in and out of the community and add services in the core of the community.

**MOVED AND SECONDED:** To change the word "building" to "properties" in the proposed Ordinance. (Stevens & Mann) **VOICE VOTE** (6Ayes) (1 Abstention—Soley).

Chair Stevens explained that like Rich DeGrandpre, he is "on the fence". It is worth looking at but if it can't be put together without raising taxes, he will not vote in favor of it. He explained the timing and there are no secrets involved. He would suggest that a committee of three work with the Town Manager to do due diligence.

**ROLL CALL VOTE:** (4 Ayes—Regier, Stevens, Lowell, Arsenault, (2 Nays—Mann & Campbell) (Recused—Soley).

**MOVED AND SECONDED:** To move an item not on the printed agenda. (Arsenault & Campbell) (6Ayes) (1 Abstention—Soley).

**BE IT ORDERED:** That the Town Manager be authorized to sign all documents on behalf of the Town of Freeport. (Arsenault & Campbell) **ROLL CALL VOTE:** (6 Ayes) (1 Recused—Soley).

**MOVED AND SECONDED:** To move an item not on the printed agenda. (Arsenault & Campbell) (6Ayes) (1 Abstention—Soley).

**BE IT ORDERED:** To set up a committee of Councilors Regier, Campbell and Stevens to work with the Town Manager on coordination of due diligence. (Stevens & Arsenault)  
**ROLL CALL VOTE:** (6 Ayes) (1 Recused—Soley).

Chair Stevens advised that tours have been scheduled on July 20 and July 27 at 10 a.m. and 2 p.m. People will have to stay in groups as they are guided around the building.

A public hearing will need to be scheduled on July 31 where the results of the due diligence will be presented. Opinion poll ballots will be mailed out to arrive on July 31. The opinion poll can take place over the next week and the ballots will be brought in by voters through August 7 indicating whether they would support allocating the \$750,000 bond money to the purchase of the Eastland Shoe building. The Council can have a meeting on August 13 with the results of the opinion poll, and decide, based upon due diligence and the feasibility study, whether or not to move ahead.

The money for the opinion poll will be taken from Miscellaneous and Contingency. Written instructions will be included with the opinion poll.



**MOVED AND SECONDED:** To hold a Council Meeting/Public Hearing on July 30 followed by an opinion poll conducted between July 31 and August 7. The Council will meet on August 13. (Stevens & Arsenault)

Shut-ins will be able to call the Town Clerk's office and Town employees will arrange to go out and pick up the vote.

**ROLL CALL VOTE:** (7 Ayes).

Chair Stevens advised that the committee and some volunteers working on due diligence will begin as early as tomorrow morning at 8 a.m. Two proposals from engineers have been received to provide the environmental services for the Council to review tonight. On building plans, there is no contract to look at tonight. The Coalition is willing to use some of its due diligence money to get started on this. If a contract is needed, it will have to be brought back to the Council.

John Tewhey from Tewhey Associates had a proposal as far as due diligence as far as the environment is concerned for members of the Council to review.

Councilor Mann asked if public notice has been given for tomorrow's meeting and Chair Stevens advised that it has not.

Chair Stevens noted that the Council also has a proposal from Stratex Strategic Consulting and Woodward & Curran. Councilor Mann pointed out that the proposals are higher than \$10,000. Chair Stevens mentioned that Mr. Nappi has offered \$10,000 with no strings attached if the Council is comfortable using that money, it will have enough. Discussion followed on taking the money from the Miscellaneous and Contingency and replace it when the money comes in.

**MOVED AND SECONDED:** To move an item not on the printed agenda. (Soley & Arsenault) (7 Ayes).

**MOVED AND SECONDED:** That the Town Council authorize spending up to \$14,400 to enter into a contract with an environmental consultant for an environment site assessment either with Stratex LLC or Tewhey Associates and Woodward & Curran, or any other and the Town Manager is authorized to execute one of those agreements with the advice of the three-person committee consisting of Councilors Stevens, Campbell & Regier with money funded by the Community Coalition Corp. and the balance from the Contingency fund at this time. (Stevens & Arsenault) **ROLL CALL VOTE:** (7 Ayes).

Councilor Soley suggested inviting Mr. Bradley, Mr. Nappi and the broker to tomorrow's meeting. Chair Stevens noted that the meeting is open to the public and Peter Quesada, and someone from Orcutt is planning on attending.

Councilor Soley asked about the plans. Chair Stevens is confident that they can be done with the money provided by the Coalition and Mr. Nappi. He noted that the time frame is tight and there is a lot to do.

**MOVED AND SECONDED:** That the Town Council authorize the Town Manager to enter into other contracts up to \$5,500. (Soley & Arsenault). **ROLL CALL VOTE:** (7 Ayes).

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Councilor Campbell alerted the public that a kiosk is planned at the Town Hall and the Library where information will be posted as it becomes available. It is hoped that the information can be put on the website as well as Channel 7. The effort is to get as much information in the hands of the public so they will have a chance to review it before the night of the public hearing.

Councilor Soley suggested alerting the owners of the Eastland Shoe that this information will be distributed as a courtesy.

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Adjournment

**MOVED AND SECONDED:** To adjourn at 10:20 p.m. (Councilors Arsenault & Regier)  
(7 Ayes)

Respectfully Submitted,

*Sharon Coffin*

Sharon Coffin  
Council Secretary

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July 2, 2002

Mr. Dale Olmstead, Town Manager  
Town of Freeport  
30 Main Street  
Freeport, Maine 04032-1209

RE: Proposal for Phase I/II Environmental Site Assessment  
Eastland Shoe Property

Dear Mr. Olmstead:

Stratex, LLC (Stratex) is pleased to provide you with a proposal to conduct a Phase I and II Environmental Site Assessment (ESA) at the Eastland Shoe property in Freeport. The purpose of this assessment would be to identify potential environmental liabilities on the property before being purchased by the Town.

#### QUALIFICATIONS AND EXPERIENCE

Stratex is a small firm with offices in Augusta and Portland consisting of senior-level engineering and environmental consultants. Stratex was formed in 1998 and is led by its President, Bob Gerber who has over 27 years of experience in technically and politically challenging projects both locally and internationally. Bob was formerly the owner of one of Maine's oldest environmental consulting firms (R.G. Gerber, Inc) and is a long-time citizen of Freeport. Bob is very familiar with the Eastland facility and has worked for the Town on many projects. Keith Taylor, located in the Augusta office, has 16 years experience in conducting environmental assessment projects.

Keith Taylor will act as project manager for this work. Keith holds a Masters Degree in Geology, is a Maine-Certified Geologist, and has conducted hundreds of Phase I and II ESAs and contaminant assessments in Maine. Properties assessed have included factories, mills, farmland, gasoline stations, apartment buildings, and timberlands. Stratex will subcontract field activities (drilling, asbestos surveys, laboratory analyses, etc.) to qualified firms that Stratex has worked with for years. Keith will manage these subcontractors closely and will prepare all documents related to the project.

With this experience, Stratex is very well qualified to provide the Town with the appropriate level of due diligence at a reasonable cost.

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### SCOPE OF WORK

Stratex proposes to complete a combined Phase I and II ESA. Because Phase II activities (i.e., sampling) will be completed regardless of the results of the Phase I work, the work scope for the Phase I ESA will be slightly reduced from the full requirements of the ASTM Phase I ESA Standard.

#### Task 1: Phase I ESA

The purpose of the Phase I ESA will be collect background information on the property that may indicate conditions or activities that may represent an environmental liability. Information sources will include government records as well as facility employees. With these data, Stratex will develop an investigative approach for collecting samples under Phase II. Stratex will complete the following tasks under Phase I:

1.A. Review Existing Records/Reports: Stratex will review existing records or reports on the property such as real estate appraisals, environmental reports, and any other information that may be available.

1.B. Government Records Reviews: Stratex will complete computer database searches of government environmental records at a fixed radius surrounding the property. This database search will include all available State and Federal records. The purpose of this search will be to efficiently identify known environmental releases on or adjacent to the property that may represent an environmental liability. Based on the results of the database search, Stratex will visit the Maine Department of Environmental Protection office in Augusta to review specific reports or spills listed in the database search that appear to represent a threat.

1.C. Interviews and Site Visit: Stratex will interview individuals familiar with the property's use such as the plant manager or owner. The primary purpose of the interviews will be to confirm historical and current uses of hazardous substances or petroleum products. Stratex will complete a site visit to observe site conditions and select locations for subsurface investigations, if necessary.

#### Task 2: Phase II ESA

Based on the results of the Phase I work, Stratex will develop and implement a sampling plan for identifying hazardous substance/petroleum releases or hazardous building materials that may be present. The number of samples and level of effort on a particular type of hazardous will depend on the results of the Phase I work. However, for cost estimating purposes, Stratex is providing likely sampling scenarios as summarized below:

2.A. Subsurface Investigations: Stratex will use geoprobe technology to advance soil borings at the facility. These borings will address known or potential releases to the subsurface as identified during the Phase I work. Likely targets include existing or former underground storage tanks, dry wells, or dump areas. The borings will be advanced until the water table or refusal is reached. Continuous soil samples will be collected as well as a water sample from the bottom. Selected samples will be submitted to an environmental laboratory for analysis. The

Mr. Dale Olmstead

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analytical parameters will depend on the results of the Phase I work, but will likely include volatile organic compounds (VOCs) and heavy metals.

If no evidence of subsurface contamination is identified from the Phase I work, only 3 borings will be advanced and sampled to confirm ground water quality. If one or more potential release sites are identified from the Phase I work, then up to 6 borings will be completed with up to 8 soil and/or ground water samples. It is assumed that all borings will be completed within one day.

**2.B. Suspect Asbestos Containing Materials (ACM) Survey:** A survey of the building will be completed by a Maine-licensed Asbestos Inspector to identify suspect ACM. The purpose of this survey will be to generally identify ACM such as pipe insulation, boiler wrap, or ceiling and floor tiles. State regulations require an exhaustive sampling (3 samples per suspect material) to definitively prove that all suspect materials are not ACM. This type of survey is usually conducted prior to demolition of a building so that the ACM can be removed beforehand, and can involve hundreds of samples and considerable expense. We do not recommend this approach.

Our approach will be to focus on ACM that represents an obvious risk to the reuse of the building. Examples include ACM that is in poor condition or that is easily accessible or will probably need to be removed during renovations. The survey will include all reasonably accessible locations. We assume that 25 samples of ACM will be collected for analysis.

**2.C. Lead-Based Paint (LBP) Survey:** Stratex will supervise the completion of a LBP survey of the building. The survey will be based on field measurements of lead content using a State-approved X-Ray fluorescence meter. The survey will include measurements from representative painted surfaces to determine the lead levels and extent of LBP.

**2.D. Radon Gas Survey:** Stratex will complete a radon gas survey of the building using passive radon-absorbing devices. Although a radon gas problem is unlikely in an industrial facility, this information will be used to determine whether a problem with airborne radon gas exists.

### **Task 3: Report and Meeting Attendance**

Stratex will prepare a Phase I/II ESA report to the Town with the following information:

- Assessment methods and results
- Data tables of laboratory results
- Site plans showing sample locations
- Interpretations and recommendations
- General cost estimates of remedial actions, if necessary.

This report will be prepared so that the key facts are summarized in an executive summary, yet will still include all technical data and supporting information. Stratex will also be available to attend one meeting to discuss the results and interpretations.

Mr. Dale Olmstead  
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### SCHEDULE AND COST

It is our understanding that the Town needs the work completed within 30 days of authorization. Stratex is prepared to meet this schedule.

We estimate the following costs to complete this project:

Task 1: Phase I ESA .....	\$1,600
Task 2: Phase II ESA .....	\$10,000
Task 3: Report and Meeting Attendance .....	\$2,500

Estimated Total = \$14,100

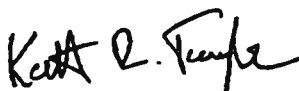
Because the cost of the Phase I work is easily constrained, we are offering this task on a lump sum basis. However, the scope of work for the Phase II work will be highly dependent on the results of the Phase I work. For example, costs will be reduced if only three soil boring are necessary, or if suspect ACM is limited. On the other hand, the full estimated cost may be needed if evidence of extensive subsurface contamination is found. The report cost will similarly be affected by the extent of Phase II work. Therefore, Tasks 2 and 3 are presented as estimates that would be billed on a time and material basis. If it appeared that additional tasks and funds were required to adequately assess the property, Stratex would discuss the situation with the Town before proceeding.

This work will be performed in accordance with the Contract General Conditions, a copy of which is attached to and made a part of this agreement. Although Stratex is a subsidiary of the law firm Bernstein, Shur, Sawyer & Nelson (BSSN), Stratex is not a law firm. Therefore, its work on the Client's behalf does not create an attorney-client relationship between the Client and Stratex, and communications with Stratex are not protected by any privileges.

Furthermore, BSSN is currently representing Eastland Shoe in legal matters. While Eastland has given Stratex approval to complete this work for the Town, and we believe that our work for the Town would not represent a conflict of interest for BSSN or Stratex, in order to avoid any later misunderstanding we request that the Town indicate its consent to BSSN continuing to represent Eastland Shoe.

If this proposal is acceptable, and if the Town consents to BSSN's present and future representation of Eastland, please sign in the space below. As soon as we receive signed your confirmation, we will immediately start work on this project. In the meantime, feel free to contact Keith in Augusta at 623-1596 or Bob at 774-1200 in Portland if you have any questions.

Sincerely,  
STRATEX, LLC



Keith R. Taylor, C.G.

Mr. Dale Olmstead  
July 2, 2002  
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*KKT for*  
Robert G. Gerber, President

Attachment: Contract General Conditions

Seen and agreed to by:

\_\_\_\_\_  
For the Town of Freeport, ME

\_\_\_\_\_  
Date

## CONTRACT GENERAL CONDITIONS

***Stratex, LLC, is the Consultant. Town of Freeport is the Client.***

### ***RELATIONSHIP OF STRATEX, LLC, TO BERNSTEIN, SHUR, SAWYER & NELSON***

Stratex, LLC (the "Consultant"), is affiliated with the law firm of Bernstein Shur Sawyer & Nelson (BSSN). Stratex is a separate legal company and is not engaged in the practice of law and does not provide legal services unless these services are provided by BSSN. No attorney - client privilege exists between Stratex and you, and your relation with Stratex does not create any client relation or any other business relation with BSSN which may now or in the future undertake matters on your behalf or adverse to you.

### **RIGHT OF ENTRY, LOCATION SURVEYS, UTILITIES**

Client will provide for the Consultant's right to enter property in which the Client has an interest in order for Consultant to do its work. In the conduct of its work, the Consultant will take reasonable precautions to avoid damage to property, subterranean structures or utilities. The Client agrees to hold the Consultant harmless for any damages to subterranean structures that are not called to the Consultant's attention or not correctly shown on plans furnished to the Consultant.

### **INVOICES, TERMS, AND CHARGES**

Consultant will submit monthly invoices to the Client for ongoing work, or a final invoice at the termination of its work. These invoices will show the charges for professional fees and reimbursable expenses, except where the contract is based on a fixed price. Unless otherwise set forth in the scope of work, payments are due from the Client to the Consultant 30 days net. Reimbursable expenses such as long distance telephone and travel will be billed at cost and sub-consultant fees will be billed at cost times 1.1 when the contract is not based on a fixed fee. STRATEX may suspend its work and the Client will have no recourse for consequential damages if payment is not made in a timely manner.

### **OWNERSHIP AND CONFIDENTIALITY OF DOCUMENTS**

All reports, boring logs, field data, field notes, laboratory test data, calculations, estimates and other documents prepared by the Consultant will remain the property of the Consultant as instruments of service. All documents, reports, plans, disclosures, and other information of any nature and description and obtained by Consultant in the performance of the services will be strictly confidential and will not be disclosed to any third party, except as may be necessary in order to perform the Consultant's services or except as required by law, in which case Consultant will inform the Client in advance. The Consultant will retain its files on this matter for a period of six years. The Client may have copies of all file materials after payment of normal and customary copying fees.

### **DISPUTES**

All claims, disputes or controversies arising out of or in relation to the interpretation, or enforcement of this Agreement will be decided by a final and binding arbitration in accordance with the Maine Uniform Arbitration Act, 14 MRSA 5927 et seq., and the AAA Construction Industry Dispute Resolution Procedures (revised to Jan. 1, 1999). If any dispute cannot be mediated and must be settled by arbitration, both parties to this Agreement shall have the right of discovery.



### STANDARD OF CARE

The Consultant will conduct services under this Agreement in a manner that is consistent with the level of care and skill ordinarily exercised by members of the profession currently practicing in the same locality at the same time under similar conditions. No other representation, express or implied and no warranty or guarantee is included or intended in this Agreement or in any report, opinion, document or otherwise.

### CORPORATE STATUS OF STRATEX, LLC

STRATEX, LLC, is a limited liability company and the Client agrees that any claim made by the Client against STRATEX, LLC, in the execution or performance of this agreement, and acting within the scope of the engagement, will be made solely against STRATEX, LLC, and not against any employee.

### INDEMNIFICATION

Consultant agrees to hold harmless and indemnify Client from and against liability, including the cost of defense, arising from Consultant's negligent performance of the work, subject to a limitation of liability of \$250,000. The Client will indemnify the Consultant against all claims for injury, loss or damage resulting from any act, omission or negligence of Client, Client's agents, or persons authorized by Client to participate on the project. This indemnity agreement will include indemnity against all costs, expenses and liabilities (including legal fees in defense or pursuit of rights under this indemnity) incurred in the connection with any such injury, loss, damage, or any such claim.

### BIOLOGICAL POLLUTANTS

Consultant's scope of work does not include the investigation or detection of the presence of any Biological Pollutants in or around any structure. Client agrees that Consultant will have no liability for any claim regarding bodily injury or property damage alleged to arise from or be caused by the presence of or exposure to any Biological Pollutants in or around any structure. In addition, Client will defend, indemnify, and hold harmless Consultant from any third party claim for damages alleged to arise from or be caused by the presence of or exposure to any Biological Pollutants in or around any structure, except for damages arising from or caused by Consultant's sole negligence. The term "Biological Pollutants" includes, but is not limited to, molds, fungi, spores, bacteria, and viruses, and the byproducts of any such biological organisms.

### TERMINATION

This Agreement may be terminated by either party upon seven (7) calendar days written notice in the event of failure of the other party to perform in accordance with the terms hereof. In the event of termination, the Consultant will be paid for services performed up to the termination notice date plus reasonable termination expenses.

### GOVERNING LAWS

Unless otherwise specified in an addendum, the law of the State of Maine will govern the validity of this Agreement, its interpretation and performance, and remedies for contract breach or any other claims related to this Agreement.



*Trans tax doc.*  
*Morally + Ethically Bankrupt Transfer of Property*

I first must say that I am not happy about, or comfortable with, the council for putting me in a position of having to come out against this proposal. I feel that the deals have been struck before the public has had a chance to react. I feel that any public opinion poll will be unrepresentative and nothing but a facade for the council to stand behind and deflect the criticism from those deleteriously affected by the development or whose taxes are raised when the true costs of this project are brought to light. I do not like to speak against a proposal that may benefit social and community organizations whose missions I support. The public does not know the scope of the proposed plans because only the powerful and interested few were invited to the executive session.

I do not think that the proposed use is the highest and best use for this property. The buildings, with the exception of the old Town Hall building because it is rated a class "A" historical structure, are teardowns. I do not think that the town has the willingness to put forth the millions of dollars necessary to make this project work. Much has been made of the \$30,000/100,000 or whatnot, which was "instantly raised" for the DeLorme project. But, depending on what part of the debate you look at, that was less than one per cent of the money needed to make that project work. Barring the arrival on the scene of a deep-pocketed philanthropist, the taxpayers will be asked for more monies.

I have a problem with the town taking all the risk for a project that in the end will benefit or subsidize a private business owner if such subsidies are not equally available to others who don't have powerful friends on the council.

Neighbors are already talking about where the new road will go, what is to be rezoned, who has what property or an option to buy, etc. Is this speculation? Yes. What else is there? People affected by this have not been included in the process. If there is a rezoning, what happens to the currently non-conforming structure? Does it revert back to residential or become a satellite warehouse with the accompanying traffic for a new retail business? These are questions that have not been publicly answered.

Granted the area is a growth area, but do we need keep doing things that make people, residents, feel they need to mortgage themselves to the hilt, move to sprawl divisions, and speed through the village on their way out of town to get to the high paying job on time? Shouldn't all of the village and growth areas be within design review? Shouldn't we hold those who wish to redefine and impact the residential village to a higher standard? Do we have the tools in place to do this? Given the way this is shaping up, I am not confident that the council cares about village residents or has their best interests in mind on this deal. Given the lack of an articulated vision, I don't think it is fair for the council to follow through with this plan.

*Access to town*



**Dale Olmstead**

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**From:** "David C. Webster" <mear4al@saturn.caps.maine.edu>  
**To:** <res@curthax.com>  
**Cc:** "Daedalus" <info@ddgweb.com>  
**Sent:** Monday, July 01, 2002 3:11 PM  
**Subject:** Eastland

Dear Bob,

I am writing because I may not be able to return to Freeport for the meeting on July 2 regarding the Community Center .

I wish you to know that my wife and I are completely in support of the idea of moving the community center and other services to the old Eastland Shoe. This is a great idea that will help to provide Freeport with a center for community that has been lost due to the transition on Main Street. The old Delorme building idea has been replaced by a better idea.

I have read that there is some concern by several council members regarding the use of the dollars the town voted for last fall. I commend them for their concern. However, I believe, in fact, people were not voting for a building but for an idea. The idea of creating community through a community center. I ask that they, you and all the council take a leadership stand - support this opportunity. It is the better idea. Our council must be sensitive to the community and also take the lead when times require it.

Thank you,  
David C. Webster  
7 Lavers Pond Road  
So Freeport, Me  
865-4311

cc: Elizabeth Guffy - (Elizabeth, please use this as you will in support of this effort - in a sense a proxy if we do not make it back. Thank you)

7/1/2002



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**Dale Olmstead**

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**From:** "Bob STEVENS" <RES@curthax.com>  
**To:** <Nash5581@aol.com>  
**Cc:** <dolmstead@freeportmaine.com>  
**Sent:** Tuesday, July 02, 2002 8:21 AM  
**Subject:** Re: Community Center

Thanks for your thoughts Pat.  
Bob Stevens

>>> <Nash5581@aol.com> 07/01/02 04:42PM >>>

Dear Bob,

I am all for the creation of the community center at Eastland and I am also all for the expansion of Bow Street Market. We need to keep this local gem thriving!  
Pat Nash

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7/2/2002



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**Dale Olmstead**

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**From:** "Bob STEVENS" <RES@curthax.com>  
**To:** <knye@usm.maine.edu>  
**Cc:** <dolmstead@freeportmaine.com>  
**Sent:** Tuesday, July 02, 2002 8:22 AM  
**Subject:** Re: Freeport Community Cneter

I'll let people know. Thanks.

>>> Ken Nye <knye@usm.maine.edu> 07/01/02 05:41PM >>>  
Dear Bob,

We will be unable to attend your meeting tomorrow night, but would like to voice our support of the purchase of the Eastland Shoe facility for the probable use as the new Freeport Community Center.

Sincerely,  
Ken and Ann Nye

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7/2/2002



**Dale Olmstead**

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**From:** "Bob STEVENS" <RES@curthax.com>  
**To:** <themiskells@ghi.net>  
**Cc:** <dolmstead@freeportmaine.com>  
**Sent:** Tuesday, July 02, 2002 8:23 AM  
**Subject:** Re: upcoming meeting

Thanks for you input Terry.

>>> Terry & Judy Miskell <themiskells@ghi.net> 07/02/02 12:14AM >>>  
Hi there,

Sorry I won't be able to attend the meeting tomorrow night but I want to express my support for the purchase of the Eastland Shoe building for the proposed purposes.

Terry Miskell

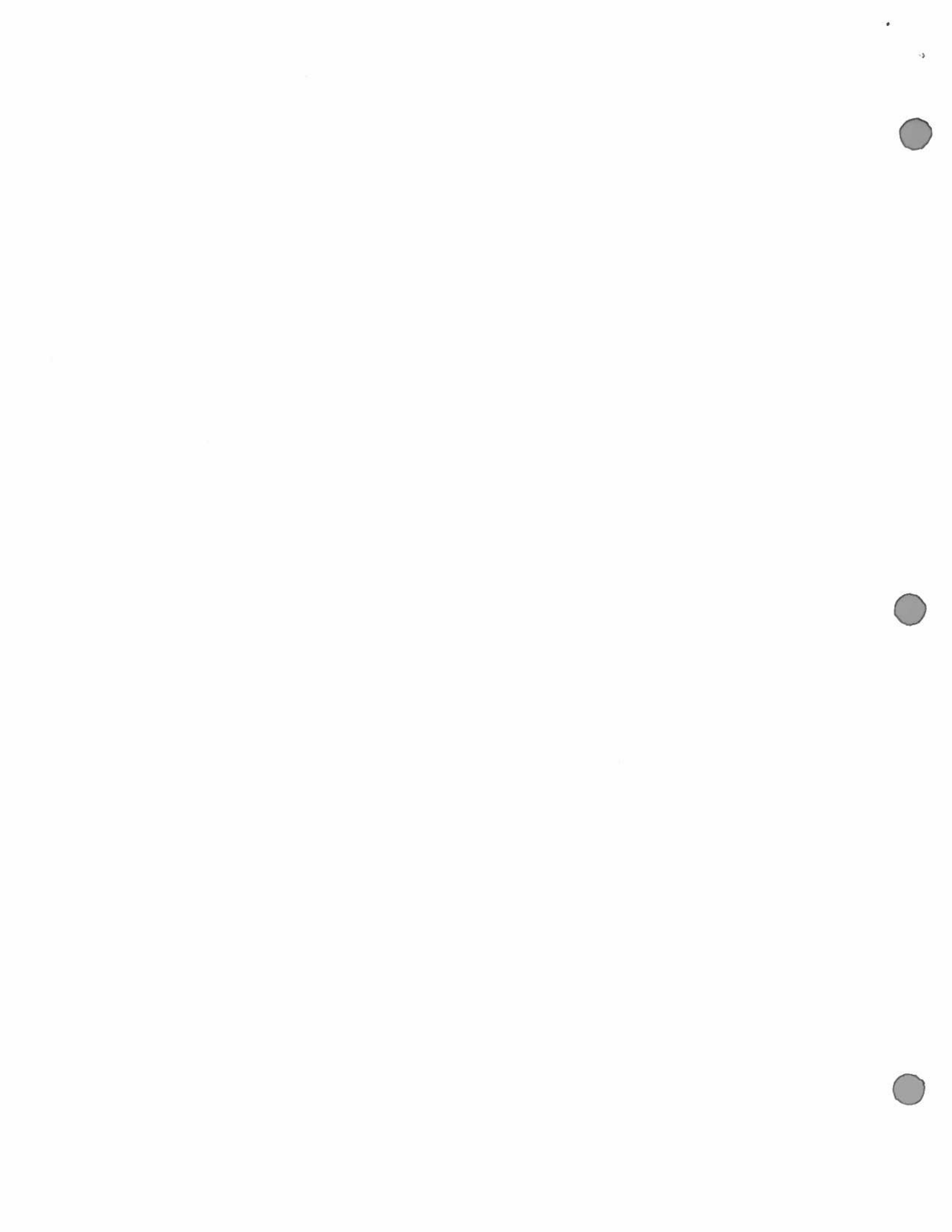
\*\*\*\*\*

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**Dale Olmstead**

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**From:** "Bob STEVENS" <RES@curthax.com>  
**To:** <jscormier@msn.com>  
**Cc:** <dolmstead@freeportmaine.com>  
**Sent:** Tuesday, July 02, 2002 10:18 AM  
**Subject:** Re: Public hearing

Thanks Stephanie.

>>> "Joseph Cormier" <jscormier@msn.com> 07/02/02 10:05AM >>>

Please note that neither Joe nor I will be able to attend this evening's (July 2) public hearing regarding the purchase of the Eastland Shoe Co. building for use as a community center as well as space for the town hall, school administrative offices, and other town and group meetings. However we are both in favor of this purchase.  
Stephanie Cormier

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7/2/2002



**Dale Olmstead**

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**From:** "Bob STEVENS" <RES@curthax.com>  
**To:** <bewilson@clinic.net>  
**Cc:** <dolmstead@freeportmaine.com>  
**Sent:** Tuesday, July 02, 2002 11:09 AM  
**Subject:** Re: Eastland Project

Thanks Barbara

>>> "bewilson" <bewilson@clinic.net> 07/02/02 10:59AM >>>

I am a member of the Freeport Elders Association and a member of the Board of Directors of the Freeport Elders Association.

I support the Town Council's decision to go ahead and evaluate the Eastland building.

I also support the Eastland project if it passes.

Barbara E. Wilson

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7/2/2002





**Dale Olmstead**

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**From:** "Bob STEVENS" <RES@curthax.com>  
**To:** <aseaview@hotmail.com>  
**Cc:** <dolmstead@freeportmaine.com>  
**Sent:** Tuesday, July 02, 2002 10:44 AM  
**Subject:** Re: Eastland

Thanks Gail

If you have any difficulty opening the attachment,  
 please contact my secretary, Ava, at (207) 774-9000,  
 email address: [ava@curthax.com](mailto:ava@curthax.com)

>>> "gail senese" <aseaview@hotmail.com> 07/02/02 10:19AM >>>

Hi Bob,

I am leaving right after work for a quick trip to CT and won't be able to attend tonight's council meeting. Since I won't be there, I want to again express Freeport Community Education's support of the Eastland option. I think we need to go forward with this idea. The need and desire of the community for a center has already been demonstrated. The downtown location should be even more effective than the DeLorme site.

Looking ahead to next steps, our program looks forward to having members of the community tour the building and be given the opportunity to capture the vision of the possibilities the site offers.

Thank you Bob for taking the lead with this.

Gail Senese  
 Freeport Community Education

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7/2/2002



**Dale Olmstead**

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**From:** "Bob STEVENS" <RES@curthax.com>  
**To:** <baylaurel0201@yahoo.com>  
**Cc:** <dolmstead@freeportmaine.com>  
**Sent:** Tuesday, July 02, 2002 2:56 PM  
**Subject:** Re: Community Center

Thank you Laurel for your fantastic letter.

>>> Laurel Robertson <baylaurel0201@yahoo.com> 07/02/02 02:33PM >>>

Hello -

I am writing to add my name as a supporter of the Community Center project, and the consideration of purchasing the Eastland Shoe building.

I cannot be at the town meeting tonight, as I will be at a rehearsal for the Freeport Community Theater's production of GODSPELL.

Our town could benefit greatly from having a large community center that would bring community programs together under one roof. How wonderful it would be to rehearse for a show in a location that promotes inclusion. Potentially disenfranchised youth, or lonely elders, or an isolated adult experiencing the stress of poverty might find new friends and hopeful projects such as volunteering in the theater or at the food pantry, simply by stumbling through the doors of the center.

Some people worry about how tax dollars are spent, and about potential increases, but I wonder how we can afford not to go forward with a project that can only promote longterm savings. Money spent upfront to prevent problems such as poverty, social isolation, domestic violence, teen criminality, and the abuse and neglect of children and elders, has been proven to save society money (in less medical bills, less need for drastic interventions, better employment performance, less law enforcement and legal intervention, and more productivity). Studies from Baylor University, among others, have shown that cultivating the arts in children's lives and also in adult's lives, improves and/or heals brain development and functioning (and promotes healing of emotional disorders). Money spent on art programs correlates with a decrease in expenditures on rehabilitation, law enforcement, emergency services, and general assistance. Our children and families need more opportunity for creative expression and appreciation. This is one argument for the inclusion of a theater space in the community center.

The other, and in my opinion the most compelling

argument for the inclusion of a performance space, is that our town could easily bring in a lot of money via this space. Local and nationally recognized performers could be brought in for profit, as well as for fund raising. How often do we hear the complaint about Freeport lacking entertainment at night? Friends and neighbors flock to Portland and even Bath to listen to a band in a nightclub or a coffee house; go out dancing, attend the theater.

I see endless possibilities in adding the arts to this endeavor. Sure, I personally am invested in having a better community performing space. But this is because I know, first hand, how much community theater has contributed to my life. I wouldn't volunteer so much of my time if it weren't a unifying and satisfying experience. I have seen children and adults literally change their lives because of the community they found in working on a stage set, or running the lights for a show, or risking to show any talent they have been too isolated to recognize in themselves. Instead of tightening up and expecting that a performance space would cost us too much, I believe we must consider the many ways it could enrich us, including monetarily.

Very Truly, Laurel Robertson

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Do You Yahoo!?

Sign up for SBC Yahoo! Dial - First Month Free

<http://sbc.yahoo.com>

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**Dale Olmstead**

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**From:** "Bob STEVENS" <RES@curthax.com>  
**To:** <Maryellen.Carew@att.net>  
**Cc:** <dolmstead@freeportmaine.com>  
**Sent:** Tuesday, July 02, 2002 2:26 PM  
**Subject:** Re: explore community center at Eastland property

What a great letter Maryellen!

>>> <Maryellen.Carew@att.net> 07/02/02 12:17PM >>>

Dear Bob,

I won't be able to attend tonight's hearing, but wanted to send a quick note to encourage you and the other members of the council to proceed with whatever it takes to explore the Eastland property for Freeport's community center.

In addition to the space available being sufficient for the interested groups, I'm also intrigued with reclaiming this site - with all its history - as the way to give us a chance to come full circle as a community.

Whether or not the retail industry rebounds and continues to be a strong presence in our town, we residents and citizens still want Freeport to be a strong community with a sense of place, a sense of history, and a sense of future. A community center in this location can (and I hope, will) play a large role in giving us all that.

I think in the long run we risk more by saying 'no' to such an opportunity than the perceived risk of spending on further exploration. Please give this your support.

As always, thanks for listening,  
 Maryellen Carew

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Rud,

6-26-02  
Pleasantville  
Island Falls, Me  
0474

Pardon the primitive stationery, but here at camp in the deep & no stock woods we just didn't fiddle out with the nicer things!

Persuant to our phone conversation this morning, and relevant to Freeport's possible purchase of the Eastland Shoe building — the following.

If memory serves — and it weakens yearly — a portion of that building was once owned by the Town, School — Town Hall ???

Having been active and vocal in the building process for the Freeport Community Library, I feel like an expert on these deals.

Also, being always optimistic, I see nothing but good for the town to own that property. Sure there will be argument about \$, about who gets what space, about why those stupid council people got us into this, and on and on and on.

The truth will out — it will be a winner for all of us!!  
Jonathan C. Robinson

*[Faint handwritten notes, possibly bleed-through from the reverse side.]*

1571

[illegible]



July 1, 2002

Dear Mr. Regier,

I cannot attend this week's public hearing but I wanted to let you know that I support exploring the potential use of the Eastland Shoe building as a community center. Although I am concerned about cleanup of the chemicals used in the shoemaking process and with the expense of renovating the building, I understand that there will be a thorough investigation as to these costs before a purchase is made.

I do not support the idea of purchasing the building and immediately selling part of the land associated with it. I believe it limits the town's options should the community center plans fall through. If we don't have the means to purchase the building independently, I think the town should walk away. That piece of land could always be sold later.

In these uncertain economic times, I think the town should proceed cautiously.

Sincerely,

  
Laura Girr  
Bow St. Resident



Untitled  
Concerning the buying of the Eastland Shoe building

This building may look good from the outside but looks aren't everything. I've worked in shoe shops for a good part of my life. The shop runs rampant with rats and mice. The cellar has a major water problem in the spring and fall, when the rains come. The electric wiring would have to be done completely over. The water has to be filtered in order to drink it. I think the Eastland Shoe Building should be looked at real close before putting so much of our tax dollars into a place that is not safe for the public to use. The building has been added onto at least three times. It is situated in an intersection that I believe could be very dangerous. For my money, I think the Delorme Building is a much better and safer place for the town to buy. I am not in favor of buying the Eastland Shoe Building at all.

I read in the paper that it could cost us \$1.5 million dollars, just to purchase the Eastland Shoe Building. That amount does not take into consideration, the many thousands of dollars it will cost to renovate it. You want to put a new town hall in this building if you purchase it. Did you not hear the public, when you wanted to build it approximately 2 years ago. We said NO!!!! This is just another way for some members on the council to try and sneak it in through the back door, again.

You are trying to say you want to create a new village, where Eastland Shoe is, for the people of Freeport but I say this is pure hogwash. You took our town village away, when you allowed the beautiful old homes in town to be sold to the highest bidder, for commercial purposes, to lure in the tourist trade and shove us back into the far corners of the town, under the guise of low, low taxes. Well, the town officials got what they wanted and what did we, the remaining residents get?? Higher taxes and still higher taxes and on top of that, another reevaluation and even higher taxes coming in the fall. Do you think we got the better of the deal?? I think not. The only reason you say you want a village for us, is so you can get what you want and then, as always you will go back on your word. If the people of Freeport cannot see this, after all the past deals gone bad, then we as a town, are hopelessly lost.

I ask you, the town council, to please rethink this plan that most of you on the council want, and do what's right for the majority of the people of Freeport and not what will benefit you. Thank you,

Russell Baker, Sr

phone # 865-2366

