TOWN OF EAST HADDAM
Board of Finance
Special Meeting Minutes
November 17, 2021
Municipal Office Complex
Meeting Rooms 1 and 2
Via Zoom and YouTube Live

CALL TO ORDER

Mrs. Gionta called the Board of Finance meeting to order at 7:01 pm.
Mrs. Haines called the Board of Selectmen meeting to order at 7:00 pm.

The Pledge of Allegiance was recited.

In attendance:

Board of Finance Members:
- Tracey Gionta, Chairman
- Bruce Dutch Secretary
- Joseph Corbett
- Todd Gelston
- Harvey Thomas
- Rebecca Whatley

Board of Selectmen Members:
- Irene Haines, First Selectman
- Erik Dill
- Theresa Govert (virtually)

Others present:
- Cindy Varricchio, Finance Director
- Linda Zemienieski, Executive Manager
- Attorney Richard Roberts, Halloran and Sage
- And several members of the public

JOINT MEETING WITH BOARD OF SELECTMEN REGARDING EAST HADDAM VILLAGE REVITALIZATION PROJECT

A. Discussion of Village Project and Potential Resolutions

Mrs. Haines provided background information regarding the East Haddam Village Revitalization Committee's (EHVRC) recommendation to move forward on the Centerbridge Group (CBG) development proposal for 1 and 7 Main Street. She read the following proposed Board of Selectmen resolution to the attendees for discussion:

"RESOLVED, that the East Haddam Board of Selectmen does hereby recommend that the potential sale of the real property at 1 & 7 Main Street, East Haddam to Centerbridge Group, LLC be submitted to the voters at a town meeting to be held on Wednesday, December 1, 2021 at 8:00pm in the Municipal Office Complex and adjourned town meeting referendum to be conducted on Tuesday, December 14, 2021, in the Municipal Office Complex with the question to be discussed and voted on to be in the following form:

"Shall the town of East Haddam sell the real property located at 1 & 7 Main Street, East Haddam to Centerbridge Group, LLC, which satisfied the requirements of the town's Request for Developer's proposal on May 20, 2020, subject to (i) the creation or designation of a redevelopment agency or development agency pursuant to applicable statutes to, among other things, coordinate with the town's Boards and Commissions to approve a redevelopment and/or development plan and development agreement for the subject property, assist with obtaining approvals from State of CT agencies such as DOT, negotiate any development incentives, review and approve any off-site improvements and assist with funding thereof and (ii) the negotiation by such agency and the Board of Selectmen of an acceptable purchase and sale agreement and the satisfaction of all closing conditions thereunder?

"RESOLVED, further that the East Haddam Board of Selectmen does hereby authorize and direct the Town Clerk, in consultant with the Town Attorney, to prepare an explanatory text for such referendum as provided in CGS 9-369b.

"BE IT FURTHER RESOLVED, that the voters at the Town Meeting shall determine whether the polls shall be open at six o'clock a.m. to conduct the referendum on December 14, 2021 and this resolution is hereby added to the agenda of such meeting."

Mrs. Haines then opened the meeting to the Board Members for discussion of said resolution.

Atty. Roberts responded to several questions raised by Mr. Thomas. He explained the difference between a Redevelopment Agency and a Development Agency and confirmed that the proposed referendum is the only public vote that would be held on the Centerbridge project because the Agency (Redevelopment or Development) established by an affirmative vote would negotiate and manage the project and, although citizens would have opportunities to provide input at public Board and Commission meetings reviewing the project plans, the Agency's decisions would be final. Mr. Thomas stated that he feels a Redevelopment Agency should be established before a referendum on the sale of the property. Atty. Roberts confirmed that, based on the proposed referendum question, the sale of 1 and 7 Main Street would be contingent on the appropriate Agency (Redevelopment or Development) being established; however, the Agency would not be required to act on existing proposal and there could be no purchase/sale agreement made with Centerbridge Group unless the Agency recommended it.

There was a general discussion regarding the scope of the area to be considered by a Redevelopment/ Development Agency. Mr. Thomas suggested amending the resolution to be clear that any Redevelopment/Development Agency coordinate its efforts with the Goodspeed organization. He strongly encouraged the Town hire an expert consultant to perform an independent market analysis regarding the viability of project, including a financial review of developers, traffic

analysis, etc. He stated that it would also be helpful to have specific information on what costs the Town will bear regarding the project and, if any tax abatements are proffered, when the Town will see a positive return on its tax rolls.

In response to a question from Mrs. Gionta regarding further clarification of the differences between a Redevelopment Agency and a Development Agency, Atty. Roberts advised that, according to state statutes, a Redevelopment Agency has a threshold requirement that it oversees the development of properties that have blighted/substandard conditions; however, a Development Agency has no such threshold requirement. He noted that the determination of blighted/substandard conditions is subjective. Atty. Roberts further stated that the financial recommendations of a Redevelopment Agency are subject to approval at a Town Meeting, while the financial recommendations of a Development Agency are subject to approval by the municipalities governing body (i.e. the Board of Selectmen).

Atty. Roberts responded to a question from Mr. Corbett stating that an affirmative vote on the proposed referendum does not authorize the Board of Selectmen to negotiate a sale of 1 and 7 Main Street, rather it gives them authorization to move forward to establish a framework/process that may lead to a sales agreement and development plan subject to the approval of the appropriate Boards and Commissions which would include additional public input.

Mr. Dutch stated that, although he doesn't share the vision of the current development proposal, he does support moving the process forward and giving the public a vote on the issue.

In response to a question raised by Ms. Whatley regarding how the Town might be expected to assist the developer in funding the project, Atty. Roberts confirmed that the expense of the Centerbridge project would be borne by the developer; however, the Town might be asked to support any state grant applications the developer submits, provide tax abatements, issue bonds (with the public's approval), and/or agree to take responsibility for some off-site improvements to complement the development.

Mr. Gelston stated that Village area needs to be improved; however, he would like to have more specific information regarding the benefits to the Town and its residents of selling 1 and 7 Main Street to the Centerbridge Group for development and whether selling the property will bring any additional obligations that will burden the Town. He expressed concern about what he felt was a lack of specifics in the proposed redevelopment plan. Mr. Gelston stated that he supports the idea of establishing a Redevelopment Agency but would like to have a clear understanding of its charge. In response to a question from Mr. Gelston, Atty. Roberts confirmed that Centerbridge Group would not acquire the property until the proposed Redevelopment Agency approves a development plan.

In response to a question raised by Mrs. Gionta, Mrs. Haines confirmed that the Centerbridge Group would not acquire ownership of the property until they have received approval of their plans and permits from all the appropriate Town and state agencies.

Mrs. Gionta noted that the Board of Finance had set aside $100,000 in the 2021-2022 budget to fund an economic impact study of the proposed redevelopment project; however, the funding was cut from the budget to help achieve a zero-mill rate increase. She stated that she strongly supports reallocating the funds in the 2022-2023 budget. Mrs. Gionta reviewed the timeline of the proposed

resolution and noted that the referendum question is to sell 1 and 7 Main Street subject to the creation of an agency who will negotiate a purchase/sale agreement. Atty. Roberts confirmed that the referendum question establishes no obligation to the Centerbridge Group.

In response to a question from Mr. Thomas regarding the timeline for establishing an appropriate agency to oversee future development of the Village area, Mrs. Haines confirmed that the Board of Selectmen is holding off on having a resolution drafted to create a Development/Redevelopment Agency until the public votes on the referendum question under discussion.

Mr. Corbett recognized the many years of work done by EHVRC to attract developers for the 1 and 7 Main Street site and noted that the Centerbridge Group had met the requirements of the Town's Requests for Qualifications and Proposal. In response to a question from Mr. Corbett, Atty. Roberts described several ways Town could move forward if the Centerbridge Group withdraws its proposal.

Mr. Dutch and Ms. Whatley stated they were not in favor of spending $100,000 on a feasibility study but felt that the Town should move forward with a referendum to give the voters a voice.

Mr. Gelston felt it would be a worthwhile investment to do a feasibility study to provide more specific information on the proposed project. He further stated that he feels the proposed referendum question is too complex and should be more straightforward. He suggested the question should be focused on asking citizens if the Town should create an appropriate agency to oversee the development of the Village. Mr. Gelston reiterated, however, that a draft a charge for a Redevelopment Agency must be created prior to the referendum so that citizens could know the extent of what they are voting on.

Mrs. Gionta concurred that it's time to give the citizens an opportunity to vote on this issue but added that, in her opinion, regardless of how the vote goes, a Redevelopment Agency should be established.

Mr. Dill stated that the EHVRC has fulfilled its charge and made its recommendation and now the Boards of Selectmen and Finance need to act on the Committee's recommendation. He stated he is in favor of moving forward and giving the taxpayers a vote.

In response to questions raised by Ms. Govert, Atty. Roberts: (1) confirmed that the proposed draft resolution would not negate the ability of the Planning and Zoning Commission, or other Boards and Commissions, to assess reasonable technical consultant fees incurred during their review of the project, (2) that the Board of Selectmen and/or a Town established Redevelopment/Development Agency will negotiate the purchase price of the 1 and 7 Main Street property; (3) it is his opinion that the property, and the surrounding Village area, meets the threshold requirement of blighted property to qualify for the establishment of a Redevelopment Agency, (4) the responsibility of a Redevelopment Agency does not have to be confined to 1&7 Main Street, and (5) he confirmed that the Town can still create a Redevelopment Agency if the proposed referendum fails.

B. Public Comment

The following public comments were discussed at the meeting:

- John Wolter, Town resident and Chairman of the Goodspeed Board of Directors, stated that he supports the proposed project but feels it has a high risk of failure if it does not have adequate oversight by the Town. He expressed strong support for the creation of a Redevelopment Agency and he encouraged the Boards to limit the referendum to the creation of same. Mr. Wolter reviewed the potential impact of the proposed development project on the Town's tax rolls and stated he would like Centerbridge to submit a financing plan.

- Mark Thiede, Town resident and owner of 2 Wrasslin' Cats Coffee Shop, stated that he is in support of development in the Village; however, expressed his concern about the lack of information regarding the current proposal, including how an increase in traffic will be addressed. He stated that he supports establishing a Redevelopment Agency for the Village area.

- Randy Dill, Town resident and Acting Chairman of EHVRC, reviewed the history of the Village Revitalization Committee work and noted that, over ten years there had been a complete lack of response to several RFQs. He stated that the consistent feedback from developers was that the property is too small to invest in and that the Centerbridge Group was the only developer to come forward.

  Mr. Dill advised that the proposed project will be modified during the plan reviews by numerous Town Boards and Commissions, during which the public will have opportunities to continue to provide input. He expressed his concern that Centerbridge Group will walk away from the project if there is no forward motion by the Town and emphasized that he does not anticipate success in finding another developer. Mr. Dill reviewed the commitment of CBG for the cost of the environmental clean-up of the site and for the development of the property and said he strongly supports giving the citizens an opportunity to vote on this issue.

- Amalia Shatiel, Town resident, stated she feels the resolution has too many parts, is confusing and, consequently, has a high chance of failing. She stated that she supports establishing a Redevelopment Agency because she wants the public to continue to have the opportunity to influence the potential development of the property. She also encouraged the Board of Finance to move forward with the recommendation to fund a Redevelopment Agency it can hire experts to complete a technical/financial feasibility study of the impact of Centerbridge Group's proposal on traffic, parking, water availability, etc., before asking the citizens to vote on creating a contractual relationship. Ms. Shatiel stated that she believes the Town could develop the site with local talent.

- Dick Everett, Town resident, questioned the value of expert opinions and discussed the poor results of 1960's redevelopment of Moodus. He stated that it is his opinion that the Centerbridge Group will build houses rather than develop retail properties.

- Laurel White, Town resident, stated she supports the opinions expressed by Mr. Thomas and Mr. Gelston and expressed her concern about including the potential for both a Development & Redevelopment Agency in the referendum question. She stated that she supports the establishment of a Redevelopment Agency over a Development Agency.

Ms. White also stated that she is a member of the East Haddam Village Alliance and noted that the Alliance is not opposed to development of the Village, but is in favor of a well thought out, cohesive plan for the area. She expressed concern that Mr. Riley will not make any changes to Centerbridge's plan based on citizen input and she feels that their proposal will result in loss of the Town's iconic view of the Goodspeed Opera House. Ms. White suggested CBG shift the location of its proposal to Moodus which could better accommodate the scope of such a project. She agreed that a technical and fiscal feasibility study is needed as a first step.

- Charlotte Gelston, Town resident, expressed her opinion that the current economy does not support the type of retail shops proposed in the CBG plan and stated that there is a need to have a realistic plan that is feasible in the long run. She encouraged the Board of Selectmen to change the referendum question to only ask if citizens want a Redevelopment Agency established for the Village area.

- John Olin, Town resident, suggested capitalizing on material and human resources of the Town and stated he supports the creation of a Redevelopment Agency.

Mrs. Haines read the following comments that were submitted electronically:

- From Ilene Coman,

"Most residents don't know how important the meeting is tonight since nobody knew about this agenda a week ago. It wasn't in the EH News last Thursday so townspeople have no idea and have no idea to go tonight and/or to write letters to the BOS.

"It would be the most important change to the town in recent history, probably in our lifetime. Yet this has been snuck into the agenda last minute. It is disrespectful to the residents to handle things this way.

There was no notice In last week's EH News or in the legal notices that this would be discussed at the BOS meeting tonight, or that the vote would be Dec. 14th. In an Oct article, Rob Smith talked about a tentative date of December 21st but in no way laid it out as definite for several reasons. Jeff Riley talked about having the vote in January or February in the same newspaper, which at least made more sense. There are so many pertinent questions that residents have had that were never answered. What it seems to come down to is that if voters agree to selling the land to Centerbridge, it will only be then that they will come up with an actual plan and our questions MAY finally be answered...or not. But then we will have absolutely no say then.

"Having this issue suddenly appear at this meeting and pushing for a December 14th vote is no way for our new Board of Selectmen to start their term. There is no reason for rushing the issue and the referendum. The Redevelopment Agency wasn't even mentioned once by Irene Haines in the CT Examiner interview. All she talked about is not wanting to have the vote on December 21st, during the holiday. But December 21st was never a set date. There were reservations about it when it was discussed in the EH News on October 21st. Using the tentative December 21st date as a reason to rush the vote to December 14th isn't a real excuse. There is no reason why it can't be planned for next year AFTER the Redevelopment

Agency completes its work and AFTER Centerbridge answers the questions that residents have asked but never had answered.

"I just found out about the $6 -$7 millions of dollars the town is supposed to put into and around the SBL project. I'm sure that many residents have no idea about this either. Remember how angry some residents were about the budget, blaming Rob Smith and wanting to see line item by line item. Here, we know nothing about the millions of dollars expected of us, what it goes to, and how on earth we will pay for it. How will that affect our property taxes and budgets? What sacrifices will we have to make?

"I want to know about the plans for traffic, about their request for tax abatement, about what we will be paying $7 million for and how we can pay for that.

"Please stop this run-away train. If you believe in the SBL, let the Redevelopment Agency do its work, let the residents get answers, and then schedule the referendum vote at that time next year. Thank you"

- From Marilyn Gleeson:

  "Why did you decide to include a Development Agency which would allow the BoS to do all the voting? Why not allow the Town to vote and go forward with a Redevelopment Agency which would allow the Town to vote on the Redevelopment Plan?"

  "Redevelopment Agency's specifically deal with brownfields as part of their blight description. Does a development agency include those?" Atty. Roberts stated that it probably could.

  In response to a question raised by Mrs. Gionta, Atty. Roberts advised that if the referendum, as drafted, passes and the Town ultimately chooses to not go forward with its contractual agreement with CBG, the grounds for breach of contract would be based on failure to negotiate in good faith and/or reneging on the parameters of the yet to be drafted contract with CBG.

- Jeff Wolter, reviewed the typical process for creating a purchase/sale agreement which would include protections for both the seller and the buyer.

C. Village Project Board of Selectmen Resolution

Ms. Govert expressed her disappointment that Board members did not have more time to review the proposed referendum question. In response to a question from Ms. Govert, Atty. Roberts confirmed that referendum questions he has drafted for other towns do not typically link a sale condition to the creation of a Redevelopment Agency. He advised that such referendum questions are usually quite specific and tied to a purchase/sale agreement that has already been negotiated. He stated that the question being considered for East Haddam's proposed referendum evolved based on a desire to advance the issue to the voters in a timely manner and to include sufficient detail so that it did not seem it was asking for a "blank check" for the Board of Selectmen.

Mr. Thomas asked whether it is the intention of the Board of Selectmen to establish a Redevelopment or Development Agency even if (a) the applicable resolutions are not passed at tonight's meeting, or (b) if the resolutions are approved at tonight's meeting but the referendum fails to pass. Mrs. Haines advised that if the Boards of Selectmen and Finance do not approve their respective resolutions at tonight's meeting, the Board of Selectmen will consider an alternative referendum question to present to the voters since the EHVRC has completed its charge and the next step is move their recommendation forward to the citizens for a vote.

Motion made by Mr. Dill to adopt the resolution read into the minutes under agenda item 3A "Discussion of Village Project and Potential Resolutions".

The Board members discussed the language of the resolution as previously read into the record by Mrs. Haines and whether to move it forward. Atty. Roberts responded to several questions from the meeting participants. There was a general consensus that favored the establishment of a Redevelopment Agency over a Development Agency and there was additional discussion regarding same.

Mr. Dill withdrew his motion to adopt the resolution read into the minutes under agenda item 3A "Discussion of Village Project and Potential Resolutions".

Motion made by Mrs. Haines to table the discussion of the Board of Selectmen's Village Project Resolution and revisit it in January 2022. The motion was seconded by Mr. Dill and it was unanimously approved. Motion carried.

Mrs. Haines thanked the public for participating in the discussion and encouraged them to visit the Town's website and review a link to the most recent proposal from the Centerbridge Group which addresses many of the questions/concerns raised by the taxpayers.

D. <u>Village Project Board of Finance Resolution</u>

Motion made by Mr. Dutch to table the discussion of the Board of Finance's Village Project Resolution and revisit it in January 2022. Mr. Gelston seconded the motion and it was unanimously approved. Motion carried.

<u>ADJOURNMENT</u>

Motion made by Mr. Dutch to adjourn at 9:49 pm. Ms. Whatley seconded the motion and it was unanimously approved. Motion carried.

Respectfully submitted,
/s/
Bruce Dutch
Secretary