



**LEBANON AIRPORT-TECH PARK TIF ADVISORY
BOARD
NOVEMBER 6, 2023 - 5:00 PM
MEETING ROOM 1, CITY HALL OR
REMOTE VIA VIRTUAL PLATFORM
LEBANONNH.GOV/LIVE**

1. Call to Order

- A. The November 6, 2023 Lebanon Airport-Tech Park TIF Advisory Board Meeting is hereby called to order.

2. Approval of Minutes

- A. June 14, 2023

3. New Business

- A. Review and make recommendation to the City Council regarding the development agreement for the construction of the new road
- B. Make recommendation to the City Council to amend the TIF development plan to include the new road project
- C. Ethics Workshop

4. Other Business

5. Adjournment

Meetings are open for in-person and remote attendance. Members of the public that wish to attend remotely may do so by going to LebanonNH.gov/Live where you will find instructions on how to enter the meeting. Members of the public will be able to participate and ask questions through the City's virtual platform or by phone. Please note: Should technical difficulties occur during the meeting that disrupts virtual or phone connection(s), the meeting will continue without remote access capabilities.



MINUTES
LEBANON AIRPORT-TECH PARK TIF
ADVISORY BOARD
Wednesday, June 14, 2023 – 5:00PM
Meeting Room 1, City Hall or
REMOTE VIA VIRTUAL PLATFORM
LebanonNH.gov/LIVE

- 1. CALL TO ORDER:** The June 14, 2023 Lebanon Airport-Tech Park TIF Advisory Board Meeting was called to order. Present on the Board; Councilor Chris Simon, Kelly Caron and Tracy Hutchins of the UVBA. Staff present; City Manager Shaun Mulholland, Deputy City Manager David Brooks participated remotely. Pamela Moreau representing DEW Construction which is the owner of the property.
- 2. APPROVAL OF MINUTES**
 - July 12, 2022 MOTION by Kelly to approve the minutes, second by Chris. Motion approved unanimously.
- 3. NEW BUSINESS**
 - A. Discussion and Vote to Recommend Expansion of the TIF District.

MOTION by Kelly, second by Chris the Lebanon Airport, Tech Park TIF District Advisory Board hereby supports and recommends approval to the City Council of the proposed amendment to the Lebanon Airport Park-Tech Park District boundary to include the southernmost 220 feet of the right of way of Technology Drive adjacent to the existing TIF District. Motion passed unanimously.
 - B. Discuss and approve a recommendation for the 2024 operating budget.

MOTION by Kelly to recommend the TIF budget as presented, second by Chris. Passed unanimously.
- 4. OTHER BUSINESS**
- 5. ADJOURNMENT.** MOTION to adjourn the meeting by Kelly, second by Chris. Meeting was adjourned.

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DEVELOPMENT AGREEMENT

This Development Agreement (“**Agreement**”) is executed as of this ____ day of _____, 2023 (the “**Effective Date**”), by the City of Lebanon, New Hampshire (the “**City**”) and Upper Valley Technology Park, LLC (the “**Owner**”).

RECITALS

- A. The Owner recently subdivided a certain parcel of land located in the City of Lebanon, County of Grafton, State of New Hampshire, known as Tax Parcel 131-3 and more particularly described in that certain Warranty Deed dated November 26, 2008 and recorded in the Grafton County Registry of Deeds (the “**Registry**”) at Book 3567, Page 964 (except and excluding as described in Warranty Deed dated February 21, 2018 and recorded in said Registry at Book 4346, Page 97, the “**Property**”).
- B. The Property received approval for a 3-lot subdivision as described in a Notice of Action issued by the City of Lebanon Planning Board on May 8, 2023 and recorded in the Registry at Book 4805, Page 272, and as shown on a plan entitled “Subdivision Plat for Upper Valley Tech Park LLC Planned Unit Development,” prepared by Latitudes Land Surveying, dated April 6, 2023, project no: 22015, recorded in the Registry as Plan #16673 (“**Plat**”).
- C. The Owner owns the lot labeled on the Plat as PUD Lot 3 (“**PUD Lot 3**”), which is accessed by approximately 48.89 feet of frontage on an unimproved portion of Technology Drive, a public way.
- D. PUD Lot 3 and the applicable portions of Technology Drive are located within the Lebanon Airport-Tech Park Tax Increment Financing District (as amended through the date hereof, the “**TIF District**”), which was established by unanimous resolution of the Lebanon City Council on November 6, 2019 (the “**Original TIF Resolution**”) and amended by unanimous resolution of the Lebanon City Council on August 2, 2023 (the “**Amending TIF Resolution**” and collectively with the “**Original TIF Resolution**”, the “**TIF Resolutions**”).
- E. The development of PUD Lot 3 requires that improvements be made to the unimproved portion of Technology Drive, namely, the extension of the paved portion of Technology Drive together with sidewalk (if any), water, sewer, and other utility and drainage infrastructure, to the property line of PUD Lot 3 (all such improvements collectively, the “**Extension**”).
- F. The City desires that the Extension be constructed as a public way to aid in the commercial development of the City.
- G. Pursuant to the Original TIF Resolutions, the Lebanon City Council designated the City Manager as “district administrator” (as defined in New Hampshire RSA 162-K:2, IV) for the TIF District, with the powers set forth in RSA 162-K:13, which powers include the power to enter into contracts for construction of several facilities or portions thereof authorized under RSA Chapter 162-K, including the Extension.
- H. Pursuant to the Original TIF Resolution and Ordinance No. 2019-18 adopted by the Lebanon City Council on November 20, 2019, the Lebanon City Council established the “Lebanon

Airport – Tech Park TIF Advisory Board” (the “**Board**”) as the advisory board for the TIF District under RSA Chapter 162-K:14.

- I. The Board, as the advisory board for the TIF District, has reviewed this Agreement and recommended that it be approved by the City Council and entered into by the City.
- J. The development of PUD Lot 3 will require site plan review with the Planning Board, at which time the Extension will be further discussed in relation to the rest of the project then under consideration by the said Planning Board.

NOW THEREFORE, in consideration of the foregoing premises, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the City and the Owner agree as follows:

1. The mechanism for the Owner to construct the Extension is an Excavation Permit, which is governed by the 2019 City of Lebanon Excavation Permit Regulations (Permit Conditions and Construction Requirements). Further, the roadway will be constructed in accordance with standards for City roadways with approval of the City Engineer. The City will contract with a third party engineer to provide oversight of the project which will be paid for by the Owner as part of the Costs. The Owner agrees to follow the procedures set forth therein, as then in effect. Upon receipt of an Excavation Permit, the Owner may, in its sole discretion, construct the Extension. However, the Extension must be substantially completed no later than December 31, 2030. The City may agree to an extension of the time period for substantial completion of construction of the Extension. As of the Effective Date, the parties currently estimate that the cost to construct the Extension would not exceed Three Hundred Thousand Dollars (\$300,000.00), notwithstanding that such costs may exceed that amount at the time of actual construction.
2. The City agrees to pay and reimburse the Owner for the cost of the work to construct the Extension (the “**Work**”), including without limitation costs of or otherwise associated with new public roadway, sidewalk, water, sewer, and/or drainage infrastructure; placement of private utility distribution lines underground; expansion or replacement of public utility infrastructure; improvements to public streetscape and lighting, seasonal and permanent landscaping; third party engineering oversight and inspection, and maintenance and administrative costs (collectively, “**Costs**”). Said reimbursement shall be paid pursuant to paragraph 3 below from TIF revenues generated by PUD Lot 3 that are paid to the City (“**PUD Lot 3 TIF Funds**”).
3. Upon completion of the Work and acceptance of applicable portions of the Work by the Director of Public Works for the City, the Owner shall (a) transfer any and all of the Owner’s right, title and/or interest, if any, in and to the Extension to the City and (b) submit an Invoice to the City, with supporting documents as reasonably required by the City, to demonstrate the actual Costs incurred by the Owner with respect to the Extension. The City agrees to reimburse the Owner for the Costs of the Work from PUD Lot 3 TIF Funds. The City will pay and reimburse to the Owner annually the full amount (100%) of PUD Lot 3 TIF Funds paid to the City until the agreed upon Costs are fully reimbursed to the Owner.

4. While any Costs remain unreimbursed to the Owner, the City agrees (a) that it will not use, and will not pledge, encumber or further allocate PUD Lot 3 TIF Funds for or to any purpose other than the reimbursement of such Costs under this Agreement, and (b) that it will not modify, amend, repeal or dissolve the TIF District in any manner that would adversely affect or delay the City's ability to reimburse the Costs.
5. As soon as practical, but in any event prior to the commencement of the Work, the City shall amend the Development Program for the TIF District to include specific reference that the Extension constitutes a public facility that may be constructed in the TIF District.
6. The rights and obligations of the Owner, and each of the Owner's successors and/or assigns with respect to PUD Lot 3 (collectively with the Owner, a "**PUD Lot 3 Owner**"), may be assigned to any subsequent owner of PUD Lot 3 without the need for any consent or approval by the City. Upon assignment, all of the rights and obligations of a PUD Lot 3 Owner shall be transferred to the assignee/successor PUD Lot 3 Owner and the assignor shall have no further obligation to perform any actions or any right to receive any benefits under this Agreement. The City agrees to execute and deliver an acknowledgement of any such assignment in form and substance reasonably satisfactory to the assignee/successor PUD Lot 3 Owner.
7. This Agreement shall be governed by and construed under the laws of the State of New Hampshire. This Agreement represents the entire understanding of the City and the Owner related to the subject of this Agreement, and may only be amended by a written agreement signed by both parties. All prior agreements, representations, negotiations and understandings of the parties hereto, oral or written express or implied, are hereby superseded and merged herein. If any provision or term of this Agreement as applied to either party or to any circumstances shall be adjudged by a court of competent jurisdiction to be void or unenforceable for any reason, the same shall in no way affect (to the maximum extent permissible by law) any other term or provision of this Agreement, the application of any such term or provision under circumstances different from those adjudicated by the court, or the validity or enforceability of the Agreement as a whole. This Agreement may be executed in a number of identical counterparts and delivered by exchange of facsimile signatures or by exchange of PDF signatures by email.

IN WITNESS WHEREOF, the undersigned has caused this Agreement to be signed by its duly authorized representatives, as of the day and year first above written.

SIGNATURE PAGE FOLLOWS

UPPER VALLEY TECHNOLOGY PARK, LLC

By: _____
Printed Name: _____
Title: _____

STATE OF _____)
COUNTY OF _____)

On this _____ day of _____, 20____, before me, a notary public, personally appeared _____, the _____ of the _____ [the _____ of _____], a _____, named in the foregoing instrument and acknowledged said instrument on behalf of the _____.

Notary Public

CITY OF LEBANON

By: _____
Printed Name: _____
Title: _____

STATE OF _____)
COUNTY OF _____)

On this _____ day of _____, 20____, before me, a notary public, personally appeared _____, the _____ of the _____ [the _____ of _____], a _____, named in the foregoing instrument and acknowledged said instrument on behalf of the _____.

Notary Public

Date approved:

Lebanon Airport - Tech Park TIF District Development Program

Addendum #1

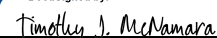
This addendum constitutes a revision to the development plan related to the expansion of boundary of the TIF district approved by the City Council on August 2, 2023 to include approximately 220 feet of the unconstructed southernmost portion of Technology Dr. located on City property. The purpose of this amendment on August 2, 2023 was to allow roadway access to Tax Parcel 131-3 for development purposes.

This addendum is an addition to the **“Public Facilities to be constructed”** section of the original development program adopted on November 6, 2019. This addendum adds the construction of approximately 220 feet of roadway from the present terminus of the southern most paved portion of Technology Dr. over City property located in the right of way to the intersection of the property boundary of Tax Parcel 131-3. This addition includes the construction of the roadway extension and related drainage, sewer, water, sidewalk, lighting, and any other related infrastructure.



City of Lebanon
New Hampshire

CITY COUNCIL POLICY
ETHICS AND CONFLICT-OF-INTEREST FOR
ELECTED AND APPOINTED CITY OFFICIALS

<i>Policy Number</i>	<i>Effective Date</i>	<i>Last Revision</i>	<i>Page No.</i>
CC-108 <i>Formally 12-02-C</i>	05/02/2012	08/04/2021	Page 1 of 6
<i>Approved by:</i>	City Council	<small>DocuSigned by:</small>  <small>F08A405F81504ED...</small>	

Section 1.0: PURPOSE

This policy is to set forth standards of ethical conduct to assist elected and appointed City officials when they are in the performance of their duties, so as to maintain and enhance a tradition of responsible and effective public service. As such, the City of Lebanon expects our elected and appointed City officials to:

- Act in the best interest of the City and not for any private or personal gain.
- Disclose any potential conflicts of interest— personal or pecuniary—in City matters that come before them for action.
- Recuse themselves from decision-making if they have a conflict of interest.
- Be honest, independent, impartial, and responsible in their actions.
- Make decisions and policies through the proper channels and procedures of government.
- Openly conduct the public’s business, unless legally confidential under New Hampshire statute (RSA 91-A:3), in a respectful and civil atmosphere with due care, competence, and diligence.

Section 2.0: SCOPE

This policy applies to all City officials elected by the voters or appointed by the City Council.

Section 3.0: DEFINITIONS

Elected and Appointed City Official – City Councilors and Members of City Boards, Committees, and Commissions, when acting in a position other than as a member of the general public.

Body - A formal group of elected or appointed municipal officials, such as the City Council and any City Board, Committee, or Commission.



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Conflict of Interest – A situation or circumstance in which one’s personal or pecuniary interest has the potential to interfere with the proper exercise of one’s public duty, particularly when deliberating or voting as a member of the City Council or any City Board, Committee or Commission. That interest must be “immediate, definite and capable of demonstration; not remote, uncertain, contingent or speculative” (*Atherton v. Concord*, 109 N.H. 164 (1968)).

Pecuniary Interest – Any private financial advantage (whether in the form of money, property, commercial or other interest), the primary significance of which is economic gain from the outcome of one’s official actions. Financial advantage applicable to the public at large, such as reduced taxes or increased general prosperity, does not constitute a pecuniary interest, for the purpose of this Ethics and Conflict-of-Interest Policy.

Personal Interest – Any direct benefit or non-financial interest in the outcome of a matter, when such benefit or interest could influence one’s official actions. Examples of direct personal benefit include family (by blood or marriage), employment, and/or business relationships that would bias one’s official decision-making against the public interest. Official interest as a function of one’s elected or appointed position does not constitute a personal interest, for the purpose of this Ethics and Conflict-of-Interest Policy.

Recuse – To remove or excuse oneself from participating in an official action due to an actual or potential conflict of interest. Recusal means removing oneself completely from all further participation as a public official in the matter in question. Elected or appointed City officials who are recused shall immediately leave the table of deliberation and sit in the audience with the other members of the general public. Recused officials shall not participate in further discussions unless they clearly state for the record that they are doing so only as a member of the general public.

Section 4.0: POLICY DETAIL



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The proper operation of democratic government requires that elected and appointed public officials be independent, impartial, and responsible to the people; that government decisions and public policy be made through the proper channels of governmental structure; that public office not be used for personal gain; and that the public have confidence in the integrity of its government officials to perform their duties free from private influence upon the public interest.

Section 5.0: PROCEDURES

1. Elected and appointed City officials shall avoid conflicts of interest and shall strive to recognize them.
2. When an elected or appointed City official recognizes a conflict of interest, he or she shall publicly disclose the reason(s) for the conflict at the earliest possible opportunity and shall recuse himself or herself from any and all official activity on the matter to which the conflict pertains.

When an uncertainty arises as to whether an elected or appointed City official has a conflict of interest in a particular circumstance, the body shall, at the request of that official or of another member of that body, vote on the question. Such vote shall be advisory and non-binding. Any member of the public may voice an objection to a body officials' participation, setting forth specific reasons, and may also request such a vote, but such a request shall be non-binding. Any such request or objection shall be made either prior to or at the commencement of the body's discussion or public hearing on that matter, or at such later time as the facts claimed to warrant disqualification first become known. No vote on disqualification shall be taken if the body's official steps down voluntarily.

The mayor, chair or presiding officer of the meeting shall ensure that the reason(s) for recusal are clearly stated (as stated by the member in person) and are recorded into the minutes of the meeting. Members of the Planning Board, Zoning Board of Adjustment, Building



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Code Board of Appeals, and Heritage Commission are further bound by the provisions of New Hampshire RSA 673:14.

3. Elected and appointed City officials shall not directly or indirectly solicit gifts, nor accept or receive any gift (whether money, services, loans, travel, entertainment, hospitality, equipment, premises or in some other form), under circumstances in which it could be reasonably inferred that the gift was intended to influence them in the performance of their duties or was intended as a reward for any recommendation or decision on their part.
4. Elected and appointed City officials shall not disclose nor improperly use confidential information obtained in the course of their official duties.
5. Elected and appointed City officials shall not use City letterhead or stationery for any purpose other than official City business. Under the City Charter, official City business is determined by formal action of the City Council and not by individual City Councilors. Members of Boards, Committees, and Commissions may use City letterhead only for purposes approved by their respective Board, Committee, or Commission.
6. Elected and appointed City officials shall not speak on behalf of their respective Council, Board, Committee, or Commission unless authorized to do so by said Council, Board, Committee, or Commission. Individual members speaking publicly shall clearly state that they are speaking only as an individual and not on behalf of the Council, Board, Committee, or Commission.
7. No member of the City Council, nor any member of a Board, Committee, or Commission, shall appear before his or her own public body on behalf of the private interests of third parties.

5.1 Distribution



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The City Clerk shall be responsible for providing a copy of this Ethics and Conflict-of-Interest Policy to all elected and appointed City officials, as defined in this Policy, upon its issuance and upon the subsequent appointment or re-appointment of any said official. The City Clerk shall have each elected and appointed City official sign a statement that he or she has read this Policy and shall comply with all requirements set forth in this Policy. This signed statement shall be available for public review.

5.2 Complaints

Complaints shall be addressed by the City Council in a manner to be determined by the body in accordance with the provisions of ADM-126.1. Boards, Committees, and Commissions are expected to govern themselves. If the complaint cannot be resolved at that level, it may be brought to the City Council for resolution.

The City Council shall consider compliance with this Ethics and Conflict-of-Interest Policy during the reappointment process for members of Boards, Committees, and Commissions.

Section 6.0: REFERENCES

1. ADM-126.1 Complaints & Investigations Policy
2. NH RSA 673:14 Disqualification of Member
3. NH RSA 95:1 Public Officials barred from certain private dealings
4. NH RSA 640:2 Bribery in official and political matters
5. NH RSA 640:3 Improper Influence
6. NH RSA 640:4 Compensation for Past Action
7. NH RSA 640:5 Gifts to Public Servants
8. NH RSA 640:6 Compensation for Services
9. NH RSA 640:7 Purchase of Public Office
10. City of Lebanon, Charter C419:20 Dealings of Council with City.
11. City of Lebanon, Charter C419:29 Non-Interference by the Council.
12. City of Lebanon, Charter C419:62 Disqualification of Councilor, Board Member or Employee.
13. City of Lebanon, Charter C419:63 Private Use of Public Property.



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14. NH RSA 49-C:33 Optional Provisions: Limitations, Section I(c).

Section 7.0: POLICY & PROCEDURE REVISION HISTORY

	Section	Revisions	Date
Original Adoption		Initially adopted 12-02-C	5/2/2012
Amendment		Reformatted, references added, renumbered	8/4/2021