

# Middlefield Economic Development Commission

## Regular Meeting

January 12, 2012

### Minutes

(Not approved at time of filing)

1. Call to order

Chuck Kreitler called the meeting to order. Present are Mike Waller, Chuck Kreitler, Cheryl Pizzo, Bill Warner and Seb Aresco. Also present is First Selectman Jon Brayshaw and Board of Finance member Lucy Petrella.

2. Agenda (:58)

**A motion was made to approve the agenda; the motion was seconded and approved by all voting members.**

3. Meeting Minutes (1:07)

November 10, 2011

Cheryl Pizzo noted there was a motion made on page two to make changes as agreed, however she did not think they had made any changes.

**A motion was made to approve the minutes; the motion was seconded and approved by all voting members.**

4. Hubbard Street Property (2:20)

Chuck Kreitler noted there was an email from the town attorney, Ken Antin, and asked the commission members to review for discussion at the next meeting. Jon Brayshaw urged the commission to move on this as the original proposal was brought to the town in June of the previous year. Cheryl Pizzo noted her support for Ken Antin's response which validated the concerns she had. One speaker noted the business terms are up to the commission, not the town attorney. In response to a question, Jon Brayshaw indicated the bond terms are negotiated with regard to the road work and in the past they have had the town engineer provide a figure of what the bond amount should be. Seb Aresco asked if there are concerns about having the interested party go to a lending institution, to which Jon Brayshaw explained this was a proposal brought forward and it would allow the developer to put his money toward the property. It was noted this also allows the town to retain control over the property if the developer fails rather than a bank foreclosing.

Commission members discussed various potential scenarios of how this proposal can work. Seb Aresco suggested they review the developer's assets to be sure he can do this or have him submit his financial information to the Finance Director for his review.

Jon Brayshaw provided information regarding tax abatement for the commission to review over the next month and Chuck Kreitler stated he would look into his finances as requested.

**A motion was made to request proposed buyer to submit financial statements to the satisfactory of the Board of Selectmen by the end of January 2012.** Board members discussed the history of the property with Jon Brayshaw who supports changing the zone of the property but noted there are issues with DECD about what they can do with the property. Cheryl Pizzo noted they will need to look into the issues of sewers on the property. There were concerns about the water quality on the property and their impact on residential uses. Board members discussed various other possibilities for the property.

Board members discussed how they want to continue with OR&L. Commission members agreed they need to move this along to the Board of Selectmen.

5. Powder Ridge update (48:33)

Chuck Kreitler noted that the Economic Development Commission would like to be more involved with the Powder Ridge property. Jon Brayshaw explained that once Alpine left the deal, one of the members, Mr. Sabatino, has expressed interest in the property with other backers. Jon Brayshaw noted any plans will have skiing as a priority, but there will be other activities. He noted there are other people interested in the property as well. To discuss this further it was agreed to enter into executive session.

**A motion was made to enter into executive session; this motion was seconded and approved.**

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# Middlefield Economic Development Commission

# Special Meeting February 9, 2012

## Minutes

(Not approved at time of filing)

### 1. Call to order

Chuck Kreitler called the meeting to order at 7:21pm; present are Chuck Kreitler, Cheryl Pizzo and Seb Aresco. Also present is Brett Eagleson from OR&L Commercial Realty.

### 2. Agenda (:35)

**A motion was made by Cheryl Pizzo to approve the agenda as presented; this motion was seconded and approved by all voting members.**

### 3. Minutes (:48)

January 12, 2012

It was noted that after the executive session was ended the regular meeting was resumed and then adjourned- there was no additional business discussed.

**A motion was made by Cheryl Pizzo to approve the minutes as amended; this motion was seconded and approved by all voting members.**

### 4. Hubbard Street property update (1:25)

Brett Eagleson noted that they have been talking with Steve McClarty a principal of Coastline who has made a proposal to purchase the property. A draft agreement had been created and reviewed by the town attorney, and then returned to Mr. McClarty. Mr. Eagleson reported that Mr. McClarty had issues regarding the timing of the approvals, the down payment and the interest jumping up to 10%. Mr. McClarty had indicated that he was taking a lot of risk and putting up a lot of money, value in capital, and has suggested allowing him to pursue the permits, to do the engineering, install the road and drainage, and Middlefield can retain ownership; and as the lots sell Middlefield gets 100% of the proceeds once it its \$500,000 ownership then transfers and Mr. McClarty is free to sell the remaining lots.

Chuck Kreitler has asked that Mr. McClarty provide that proposal in writing for the commission's consideration. Brett Eagleson stated that he would have that done, and have the proposal then sent to the town attorney for review.

In response to a question, it was suggested the cost of the road is approximately \$500,000. Commission members discussed the financial capacity of Mr. McClarty and reviewed certain documents. It was noted that his finances are primarily in capital as his funds are not liquid at the moment. Commissioners reviewed the land lot release proposal and discussed some of the history as well as the limitation from Zygo.

It was agreed they would further discuss this at the next meeting, scheduled for March 8.

### 5. Powder Ridge update (17:57)

Chuck Kreitler reported that the First Selectman has said they are close to signing a letter of intent with the Brownstone Group but until that is signed they will not disclose any terms. Chuck Kreitler has advised the First Selectman that the Economic Development Commission wants to be involved and be kept up to date with the information and be allowed to provide input.

### 6. Miscellaneous (19:00)

Commission members discussed other sites in town including 1 Lorraine Terrace, the hotel on Route 66, and the surrounding area.

Commission members questioned what the current value of Powder Ridge is, noting that the different deals discussed over the years has encompassed different pieces of the property.

**A motion was made by Seb Aresco to get an updated appraisal from the company that did the initial appraisal for Powder Ridge property. Economic Development Commission believes the initial appraisal was \$3 million. This motion was seconded by Cheryl Pizzo and approved by all voting members.**

7. Adjourn

**A motion was made to adjourn at 7:52 pm; this motion was seconded and approved by all voting members.**

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## Middlefield Economic Development Commission

### March 8, 2012 meeting

### Minutes

(Not approved at time of filing)

1. Call to order

Chuck Kreitler called the meeting to order at 7:10 pm. Present are Cheryl Pizzo, Mike Waller, Seb Aresco, Chuck Kreitler and Bill Warner. Also present is Steve McClarity from Coastland and Brett Eagleson from OR&L.

2. Agenda (28)

**A motion was made by Seb Aresco to approve the agenda; this motion was seconded by Cheryl Pizzo and approved by all voting members.**

3. Minutes (:37)

**A motion was made to approve the minutes as presented; this motion was seconded and approved by all voting members.**

4. Coastal Proposal (1:33)

Chuck Kreitler noted that at the last meeting they discussed the Coastal proposal and had requested that they provide a proposal to the EDC, regarding the lot release.

Mr. McClarity stated that he sees wasted funds in the document as well as his being penalized for not selling within a certain time period. He noted with that he is not interested, and did not expect to be able to sell within the time frame suggested. Mr. McClarity discussed the road construction that will need to be accomplished. He provided documents for the commissioners to review. It was noted the road will be put in on the low side, leaving all the lots on the high side. He noted he had a soil scientist that has worked with the town's engineer and would prefer using the same engineer in order to all be on the same team.

He noted rather than tax abatement, if the town retains ownership until the lot is sold there would be no taxes owed until then, and the town would continue to retain ownership until they had been paid the \$500,000. In response to a question, he stated that in terms of liability, he would carry his own insurance.

The question of who would pay the real estate commission was discussed, noting the town is not in a position to do so. Brett Eagleson indicated he did not want the real estate commission to be the reason this did not go through, and would be willing to work with the buyer and the town.

It was suggested they would need to determine what a minimum lot price would be. Mr. McClarity indicated there would be information coming from his attorney. Mr. McClarity stated he would be contacting the town engineer to begin discussions regarding the needed roadway. It was stated the town did not want this property developed, and they are paying a premium for that right. Cheryl Pizzo stated if they were going to take that kind of loss, they should consider retaining ownership of the land and leasing it to Brownstone.

Chuck Kreitler stated that Brownstone currently leases the property in Portland and they pay a percentage of revenue to the town plus personal property tax on all the equipment. Chuck Kreitler stated he would like to know if this was considered. Seb Aresco said if they did that they would need to create a corporate shield for liability.

Regarding the LOI Seb Aresco said he would like to see a better deal, he would like to see open space, and more compromise.

Cheryl Pizzo reported that when Mr. Hayes first approached the town he asked to lease the property, but the first selectman said no, and she would like to see that considered.

Mike Waller noted this has been going on for a long time and this commission should decide if they support this, with reservation, or they do not.

In response to a question, it was noted that there is an interested buyer in the front parcel.

It was stated if the town sells the property within the four years ending December 2012, it will have to pay Middlefield Holdings \$225,000. But if the sale does not go through by then, Middlefield Holdings is owed nothing. It was questioned if they lease it, would that still apply.

Seb Aresco reported on concerns he heard from another citizen about what would happen if they have to foreclose on the property, noting that could go on for a long time at an expense to the town. They should consider a way to avoid that possibility.

Cheryl Pizzo stated she wanted to make a motion based on criteria set forth by the town that the firm could either purchase or lease Powder Ridge Ski area, and with the present deal on the table the EDC would like to explore a more equitable, and possibly lease deal. Also that Chuck Kreitler, chairman, will discuss the issue with the first selectman. Cheryl Pizzo agreed rather than make a motion, she would make that request informally to ask Chuck Kreitler to discuss with the first selectman a lease agreement.

It was suggested to meet sooner than a month from now and invite Mr. Hayes to come in to discuss the issue. Chuck Kreitler stated he would look into holding a special meeting.

## 5. Miscellaneous (1:11:11)

One member noted there are Welcome To Middlefield signs being installed by the Lions Club in two places on Route 66. Commissioners were pleased with the idea.

**A motion was made that Chuck Kreitler would discuss with the first selectman the placement of the Welcome To Middlefield Signs. This motion was seconded and approved by all voting members.**

Seb Aresco stated that this commission is under the arm of the town of Middlefield and that they are protected by the town insurance for any defamation of character or anything we say that may be off color here because they are dealing primarily with a lot of outside people. He stated this was about personal injury, and if they get into a heated debate and say things in the wrong way, Seb Aresco indicated they should get the approval from the first selectman that this commission is protected under the insurance, and asked Chuck Kreitler to discuss this with the selectman.

Cheryl Pizzo asked for a determination on whether or not the town charter allows the town to take a mortgage back on a property it owns.

6. Adjourn

**A motion was made to adjourn at 8:29; this motion was seconded and approved by all voting members.**

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## Middlefield Economic Development Commission

Regular Meeting April 5, 2012

### Minutes

(Not approved at time of filing)

1. Call to order

Chuck Kreitler called the meeting to order. Present are Cheryl Pizzo, Seb Aresco and Chuck Kreitler. Also present is Sean Hayes of Brownstone Exploration and Mary Dickerson consultant to the town of Portland for economic development.

2. Approval of agenda (:51)

**A motion was made to approve the agenda as presented; this motion was seconded and approved by all voting members.**

3. Minutes (1:09)

March 8, 2012

**A motion was made to approve the minutes to the March 8, 2012 meeting minutes. This motion was seconded and approved by all voting members.**

4. Hubbard Street (1:38)

Chuck Kreitler noted he has not received any information from Steve McCleary and Coastal, but Brett Eagleson is following up on this.

5. Brownstone Exploration (1:58)

Chuck Kreitler noted he was present for a previous meeting with Brownstone at the Lyman School and stated that there were questions about leasing versus buying issue.

Sean Hayes went over his idea for the property, noting it is a three phase restoration and expansion. He explained how he intends to restore the lodge including commercial areas as well as a dining area with a fire place to have a place for adults and their family's to hang out. He explained the lodge will be center piece and they will continue to add and design around that over time.

He used maps and drawings to indicate parking areas, skiing areas, tubing areas and other features of the property including a heated pool that will be open all year long. He described his plans for the spa area and the restaurant. He noted that as there is not a lot of vertical height at Powder Ridge he will be focusing on terrain park skiing, with snowboards and more. He explained some of the hotel rooms will be converted to day rooms.

In response to a question regarding the abundance of water, Mr. Hayes explained how he intends to capture the water that currently runs off in a different direction, also he intends to not use snow to make the features. He indicated which chair lifts he will be restoring, and explained he will restore the bunny slope and the tubes.

Commission members discussed his ability to make snow- he explained that he has experts in the field to manage this.

Commission members discussed the possibility of leasing the property. Mr. Hayes stated that he would not put any capital money in the property for a lease of any length of time. He stated that he will not get the first skier down the hill without an investment of nearly \$5 million. He stated there is not an investor in the world who will invest that into a piece of property they do not own. He noted the property is in huge distress and everyone else who has looked at it has walked away, and it is not worth \$1 million. Once they get skiing started it will have some value, but it will take \$4 to \$5 million to get skiing started. He noted this is not at all like Portland.

Board members, Sean Hayes and Mary Dickerson discussed the deal Brownstone has with Portland, explaining how it was not something that would work with Powder Ridge. Ms. Dickerson explained that the investment needed in Portland was not at all comparable to what is needed at Powder Ridge. She explained how beneficial the program has been in Portland. She emphasized that Brownstone can get it done.

Mr. Hayes described some of the infrastructure needed at Portland, for example, one of the main attractions is cliff diving- for that he had to clear a place at the top of the cliff. He noted the zip line is another huge attraction- and the costs to install it were minimal. He noted that at Powder Ridge there will be millions and millions of dollars needed just to open up, and for several years there will need to be more money invested.

Seb Aresco noted when the residents voted for the bond for this property, it included a certain amount of open space along with a ski area. He noted that there are townspeople that want skiing, and there are some that want to see open space. He noted that the EDC did not know if Brownstone has the financial power to pull this off, and asked for reassurance.

In response to a request for more open space than is currently being proposed, Sean Hayes said it is land locked land, and there just is no way to give more, and by definition, the ski slope is open land. Sean Hayes noted that the townspeople voted 9 to 1 for a deal just like this. It was noted there were less than 300 people voting for both the referendum and for the previous deal. Sean Hayes noted the deal with the open space allocation was the only one, the other deals did not include it.

Cheryl Pizzo explained this may be a red flag with the townspeople, noting the public only voted on the referendum and the one deal that did include the open space.

With regard to the lease versus buy, Sean Hayes noted any deal has to be a fair and balance deal. In Portland he does not pay property taxes, but in Middlefield from day one he will owe \$30,000 in taxes, will put \$5 million into it, and the property taxes will increase. He noted the costs of improvements he puts in the Portland facility are minimal compared to what he will have to put in this property. He stated the town will end up with more tax dollars than they would for any lease. Sean Hayes stated his capability under a lease would be zero and he will not do that. With the sale of the land he has the capability. It was stated the town has hired a forensic accounting and his capability will be verified as it was in Portland.

To clarify a comment, Sean Hayes stated when he came into this situation he was thinking of a lease, but when he looked at it, and evaluated the capital requirements the lease idea was out the window.

Mary Dickerson noted that in Portland has not yet recouped the \$1 million they had to put into the park as well. She noted what they get in the percentage of gate receipts far exceeds what they would have gotten in property taxes. She noted while they have not gotten the \$1 million they put in, what they have gotten is new businesses development, job potential, and growth. She talked about the advantages with this attraction in Portland in their commercial areas as well as employment opportunities.

It was stated it was the selectman's responsibility to review the financial report from the forensic accountant. Seb Aresco expressed an interest in knowing if the accounting firm will put its full support behind it rather than a simple report.

Sean Hayes noted there have been many people looking at this parcel, and he acknowledged the risk, noting the lack of snow this year, and stated that it is the synergy he has with Brownstone in Portland that will make this work for him alone.

Cheryl Pizzo discussed the DECD grant noting the requirements for capital expenditures of \$2 million over the next two years. She asked if there would be a bond put up for that because the town is responsible, not Brownstone, for that. Sean Hayes acknowledged the town's responsibility, and explained they are negotiating those terms for inclusion in the contract and intend to change that.

In response to a direct question, Sean Hayes stated with only 115 acres this project is not feasible. He explained there is a strip of 10 acres being given to the DECD. Cheryl Pizzo indicated there was supposed to be 130 acres for open space according to town. Sean Hayes stated that once the town retains the 22 acres, which can be kept open space by the town, there is not a lot of land left that will not be used. Cheryl Pizzo stated a sales point for Mr. Hayes would be that the town would be able to maintain its open space, which they thought they were buying when they voted to spend the \$2.8 million. Sean Hayes noted he has heard opposing opinions in that regard. He stated that lease versus buy, there is no difference because of the capital infrastructure he would retain as property- but it helps him to have investors by owning the property.

In response to another question, Sean Hayes noted there will be summer activities on the property and indicated some ideas include mountain biking trails, the pool, the restaurant, and other activities, however, 70% of the business will come from the winter use.

Cheryl Pizzo noted that original meeting where Mr. Hayes discussed an interest in leasing- Mr. Hayes stated that is not an option now. He emphasized the potential for these two facilities to bring in people to Middlefield and Portland and what the impact on the communities could be.

Chuck Kreitler noted he understood the desire of commissioners to reconcile this deal with prior deals, but did not think it was the EDC charge. He noted also the financial due diligence is the selectman's responsibility.

Seb Aresco noted during the original negotiations for the bond, it was clear that 115 acres would be the ski area and the other land would be open space. He noted once Middlefield Holdings is paid off, it becomes a very discounted price, at 17% of what the town paid for it.

It was stated if they use only the 115 acres for the ski area, there won't be access to the open space area.

Cheryl Pizzo provided information regarding the referendum and stated that people who voted thought with that purchase they would preserve the ski area and gain open space. She said it is a critical component and they are giving up the open space. It was stated that it will still be open space, but the town will not own it. Cheryl Pizzo noted in the documents provided that it was only 115 acres for the ski area. She noted the early termination clause with Middlefield Holdings requires a payment if they sell before December.

Commissioners discussed whether these issues are the EDC or BOS responsibility.

Cheryl Pizzo provided a copy of the lease from the Town of Portland and provided an overview of the lease and discussed the various benefits to Middlefield if they had a similar lease.

Seb Aresco noted Mr. Hayes comment that he asked the selectman to call him when there was no one else to buy the property- and questioned how the selectmen determined there were no other interested persons.

Chuck Kreitler noted there will be an open house at the Brownstone Exploration and Discovery Park in Portland on April 21, from noon to 2 pm and all are welcome. There will be a meeting on May 6 at Powder Ridge from noon to 3 pm. and on April 10, Mr. Hayes will meet with people in the auditorium of the community center from 6 to 8 pm.

Chuck Krietler stated they are covered by the errors and omissions policy. Seb Aresco stated he was more concerned about the personal injury side of it, as well as any type of announcement, and had concerns if someone were to say something slanderous or an invasion of privacy. He questioned if they are then covered under the town's umbrella. Chuck Kreitler indicated he believed they are, and suggested Seb Aresco talk to Joe Geruch.

6. Adjourn

**A motion was made to adjourn at 8:42; this motion was seconded and approved by all voting members.**

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# Middlefield Economic Development Commission

## Regular Meeting

May 3, 2012

Minutes

(Not approved at time of filing)

1. Call to order

Chuck Kreitler called the meeting to order at 7:05 pm. Present are Cheryl Pizzo, Seb Aresco and Chuck Kreitler.

2. Agenda (:48)

It was noted that the agenda should state May 3, not May 5.

**A motion was made to approve the agenda; this motion was seconded and approved by all voting members.**

3. Meeting Minutes for April 5, 2012(:55)

It was noted that where it discusses the town's umbrella, it should state the town's insurance. It was agreed to table this until the next meeting as there were items to correct.

4. Hubbard Street property update (2:38)

Chuck Kreitler reported that Brett Eagleson has not been able to contact Steve McClarity. Chuck Kreitler noted that there is a soccer club, represented by a realtor, who have expressed interest in the property to create soccer field, with the eventual intention to create an indoor soccer facility. Mr. Brayshaw was unsure that was an appropriate use as well as the potential tax revenue and suggested other properties, such a the Kolman farm, behind the Red Dog, as well as the field behind Victory Church. Joe Geruch has contacted the DECD regarding the STEAP grant who advised they would work with the town for that use.

Chuck Kreitler stated he would follow up to determine if Mr. McClarity was still interested.

5. Powder Ridge update (8:36)



Chuck Kreitler reported that there have been several open houses and opportunities to meet with Mr. Hayes. Seb Aresco reported on his recent visit to the Brownstone property in Portland. He noted he did not see a lot of capital investment. Seb Aresco noted it will take Mr. Hayes about 67 years of tax paying to Middlefield in order to pay the town back what it borrowed. He noted this business will not help the economic base in the town. Commission members discussed the benefits, noting that aside from bringing back skiing to Middlefield there is little financial benefit.

Seb Aresco noted concern that the financial information is not being made known to this board or the Board of Finance. Cheryl Pizzo noted the EDC is not utilized as they should be, and are not kept informed of these issues. Seb Aresco noted that selectman Burgess also has not seen the financial information. Seb Aresco noted his reluctance to recommend this deal without having any information.

Cheryl Pizzo noted concerns about town having to return the \$500,000 DECD grant if Mr. Hayes defaults. She noted concerns about how the town has to pay Middlefield holdings - and indicated there is no copy of that lease agreement at the town hall.

Chuck Kreitler agreed he would go back to Jon Brayshaw to explain the commission's difficulty to recommend without information regarding tax benefits, protections, jobs, financial information from Brownstone, etc.

Seb Aresco noted Mr. Hayes plan regarding capturing the runoff and stated he would like to see some evidence of how that will work. Cheryl Pizzo noted that Mr. Hayes has indicated his emphasis will not be on downhill skiing, and expressed concern that it will not be what the proponents of skiing think it will be.

Seb Aresco felt the EDC goal is to promote the community and generate a tax revenue, and from what he has seen this is not going to do that. He suggested they make a motion that at this time the EDC is not supportive of this. Chuck Kreitler recommended that he be able to speak to Mr. Brayshaw about the concerns before the EDC makes a motion.

Cheryl Pizzo noted the town will not see any money from the sale of this property until year three, as the first years' goes to Middlefield Holdings. She noted that the town bought the note from Middlefield Holdings for \$2.75 million and Middlefield Holdings purchased it for \$2 million.

Chuck Kreitler stated he would speak to Mr. Brayshaw about all the concerns.

It was noted that to wait 7 months will save the town a great deal of money. Cheryl Pizzo noted there is also a plan to have third party businesses on the property-which is the same as being sub let, and will be a cash-cow for Brownstone, but questioned how the town will benefit as it will be paying. She stated with the information she has could not support this as it does not make financial sense for the town.

## 6. Adjourn

**A motion was made to adjourn at 7:40, this motion was seconded and approved by all voting members.**

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# Middlefield Economic Development Commission

## Regular Meeting

June 7, 2012

Minutes

(Not approved at time of filing)

## 1. Call to order

Chuck Kreitler called the meeting to order. Present are Chuck Kreitler, Mike Waller, Bill Warner and Seb Aresco.

2. Agenda (:22)

**A motion was made to approve the agenda as presented; this motion was seconded and approved by all voting members.**

3. Approval of meeting minutes (:33)

It was noted that one commissioner had an issue with concerning the April 5 minutes.

Seb Aresco noted with regard to the May minutes, there was a statement made by him that it would not have any impact the economy. He clarified by saying that what he was talking about the law of diminishing returns, and if you buy a piece of equipment for \$100,000 but then find out you could have bought it for \$25,000, then you will not get the return on your investment. He stated that perhaps sometimes he forgets he is not sitting in front of an economics class, and noted if they buy high and then sell low, yes, people will come into town, they will buy apples, eggs, hamburgers etc, but from the town's perspective he questioned if they would get their return on equity if there is a big disparity between what was paid and what it was sold for.

**A motion was made to approve the April and May 2012 meeting minutes; this motion was seconded and approved by all voting members.**

4. Hubbard Street update (3:02)

Chuck Kreitler reported that he met in executive session with the selectmen, and Brett Eagleson regarding the soccer club group from Wallingford, who are interested in purchasing the entire property, not just the 70%. He reported those negotiations are on-going. Mr. Kreitler stated if he hears any additional information, he will forward it in an email to the commissioners.

5. Grand opening Golf School (3:46)

Chuck Kreitler reported the grand opening of the golf center is Saturday, June 16, from 10:30 am to 4 pm.

Mike Waller noted that everyone will be welcome.

6. Powder Ridge Update (4:51)

Chuck Kreitler noted the town is continuing to draft a contract with Brownstone and the EDC will be allowed to review it once completed. Chuck Kreitler reported that commissioner Cheryl Pizzo had met with the accounting firm that is doing the financial report. Chuck Kreitler noted what is being prepared is not in fact a forensic audit. He noted any information he receives will be forwarded on to other commissioners.

7. Presentation by Ken Leavitt (6:15)

Mr. Leavitt provided visual information for the commission to review. He noted he is troubled by the current proceedings regarding Powder Ridge. Mr. Leavitt introduced Paul, one of his key investors who is interested in his proposal.

Mr. Leavitt presented a lengthy presentation of images to the board explaining how the site was while he managed it. He explained that Alpine's plans to run the site had include snow machines that had already been used on the site. Mr. Leavitt noted the problems were short winter seasons, wild weather

seasons, narrow margins, southern facing, old infrastructure - the opportunities included accessible central location, scenic, and the town wanting it to happen.

Mr. Leavitt's stated what is being proposed is a plan addressing the needs including the removal of the buildings. He noted an artificial surface makes sense in this application, noting its use in Europe. He noted it is best used in focused areas such as a terrain park. Mr. Leavitt explained his original plan was to operate a water park, update the resort and run it as a year round operation. However, they did not complete their project and spent over \$3 million on permit applications and ended up without the funds to continue.

Mr. Leavitt provided financial information for the business over the years while he ran it. He stated his plan is to add things to create a four season resort, four-season skiing and tubing, tree top adventures, small hotel such as bed and breakfast, and more for the future. He explained how he would accomplish some of these features, noting with the artificial surface no grooming would be required and experience will be necessary. Mr. Leavitt shared additional images showing his plan.

Mr. Leavitt provided information on the business he is involved with in Massachusetts including zip lines. He noted his plan for Powder Ridge would also include a new restaurant and provided additional information on that. He noted he would not want to connect to the sewer line and had plans to address the septic needs for the whole site that were ecologically friendly. His plan showed an expansion to the pond with a connection to the lake. He noted there would be tax generating time shares on the properties and then indicated which things he would do first. He went over the time frame he has for the various aspects.

Mr. Leavitt noted he has a lot of experience with the property and knows the market, and would like to implement his plan here, but if not, he will go somewhere else.

Paul Kane, from western Massachusetts explained that he used to buy companies and turn them around. He explained how he met up with Mr. Leavitt and how they came to work together. He asked the commission if they thought this was a viable plan.

Chuck Kreitler stated he felt it was viable, but the town is currently negotiating with another party for sale of the property, but if that fell through, this could be a possibility. In response to a question, it was said the selectmen feels they are 95% done with the contract concerning Brownstone out of Portland and then it will go to the townspeople for a vote.

Paul Kane asked what would stop the deal- It was explained the town meeting is the critical piece, however the last deal was approved at town meeting and the buyer backed out within the 90 day due diligence period. Commission member discussed various reasons they backed out including cold feet, power struggles and residents who simply wished to see Ken Leavitt fail.

Ken Leavitt explained he would like to pursue this project, in his own town, but if that is not to be, he will take it elsewhere.

Paul Kane explained the project would be easy to do, but if there are opponents to Ken Leavitt's failure, that is a difficult obstacle and asked the commission what the thought the odds were.

Bill Warner noted that this is a little late, and this appears to be a good project- but he did not see any reason not to go forward with Sean Hayes as they are, and he suggested they wait to see what happens with the Brownstone deal.

Christine Leavitt asked if there was a contract signed. It was stated the contract is being drafted, and there is a letter of intent. She asked, if there is not a contract, is this not open to other people to present something to allow the people of Middlefield to know there is another choice.

Commission members noted they are pretty far along in the process to stop in order to entertain other ideas, and the letter of intent indicates the town is negotiating with only Sean Hayes to make a contract.

Christine Leavitt noted there seems to be some frustration from the townspeople regarding the way this is being handled by the first selectman. She noted she has concerns about the executive session and the lack of public involvement.

Ken Leavitt stated he did not think proper due diligence was being done on either side. He noted the business in Portland is very different than what he is proposing for Powder Ridge, and Mr. Leavitt noted it would take much more than \$2 million to run.

Commission members and the Leavitts discussed the role of the EDC. It was noted ultimately the EDC is an advisory board to the selectman and its within his authority to negotiate. Commission members discussed advising the selectmen of this proposal.

Ken Leavitt stated he went to Jon Brayshaw eight months ago with a plan and when Alpine backed out, he never contacted him to discuss it.

Commission members discussed some of the history surrounding other interested potential buyers.

8. Miscellaneous (46:21)

Chuck Kreitler noted the fiscal year ends with June, and if there is no activity he will cancel the July meeting and they will meet again in September, and asked that they consider electing a new chairman.

9. Adjourn (46:50)

**A motion was made to adjourn; this motion was seconded and approved by all voting members.**

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## Middlefield Economic Development Commission

### Special Meeting

July 24, 2012

### Minutes

(Not approved at time of Filing)

1. Call to order

Chuck Kreitler called the meeting to order. Present are members Mike Waller, Bill Warner, Cheryl Pizzo and Chuck Kreitler. Also present is Sean Hayes from Brownstone and Town Attorney Ken Antin.

2. Agenda (:45)

**A motion was made to approve the agenda; this motion was seconded and approved by all voting members.**

3. Minutes (1:05)

June 2012

Cheryl Pizzo noted that it had been stated she had met with the financial firm that did the audit, however, that was not correct.

**A motion was made to approve the minutes of the June 2012, meeting as amended. This motion was seconded and approved by all voting members**

4. Hubbard Street property update (1:54)

Chuck Kreitler stated that he received word from the realtor that the soccer group in Wallingford is pursuing the property and the realtor will continue to provide updates.

5. Powder Ridge Sale (2:29)

Sean Hayes of Brownstone Exploration provided a presentation based on what he is proposing for the property. He provided information regarding the skiing industry using slides/photos/maps/drawings. He explained he will consider this an extension of his already successful adventure business in Portland, and that is what will make it work. He went over his plans, noting he intends to create an adventure sports park that has something for every member of the family. He went over some of the particulars of the restoration as well as his new items using drawings and maps.

Mr. Hayes noted there is a minimum requirement of a \$2 million investment, but he believes it will be over \$3 million. Regarding financing Mr. Hayes noted Brownstone is standing good, and its primary investors have agreed to put in over \$1.5 million and new investors will provide an additional \$600,000 bringing the total over the required \$2 million. He explained that Brownstone is in a good position to secure loans and there are other interested potential investors.

Mr. Hayes explained the synergy between Brownstone and Powder Ridge and how will they will work together and how well the customer base will utilize both facilities. He noted there will be a lot of sharing of assets as well as staff, but they will be still be hiring 160 people for the season plus additional full time staff. He explained how he wants to make this area the adventure sports capital of New England with these two facilities.

Mr. Hayes stated that leasing is not an option, noting the opening costs are going to be in the millions of dollars, unlike the much smaller investment in Portland. He noted the benefits to Middlefield in selling over leasing. Regarding a business plan, Mr. Hayes noted he has already disclosed more to the town than he is comfortable with and there will be more at the public hearing. He explained that there is more to this than the business plan, it is who is doing it, the synergy between the two facilities. He noted that the financial firm in Florida has provided a resounding yes regarding their ability. He stated in the next 24 hour he will provide a community information packet that explains the results of the analysis.

In response to a question Mr. Hayes stated if they get the bank financing, the town will be paid off. He explained that Brownstone will be securing the loan, as well as the three primary owners of Brownstone, who are he and his brothers.

Cheryl Pizzo asked if the business plan has been shared with the DECD as she heard they are waiting for that and financial information and that the funding is on hold. Mr. Hayes stated he has not, and it is his understanding that the DECD is waiting only for the signatures on the agreement and the town meeting approval. Ms. Pizzo indicated there had been information in the paper according to Matt Lesser it was on hold. Mr. Hayes stated he spoke with Matt Lesser today.

In response to questions about what the next steps are town attorney Ken Antin explained the following day the BOS will go over the confidential financial report from the CPA. Based on that meeting they will decide if they will call a BOS meeting to set a date for the public hearing. After that there will have to be a town meeting to vote on the agreement. It was noted at town meeting could follow the public hearing that same night, and it would save time. Mr. Hayes had indicated he would like to get

to work on the property by end of August. It was noted the closing will take place within three weeks of town meeting approval.

Cheryl Pizzo stated that within the document she felt there were things that will cause a burden to the tax payers. She asked why at the beginning the DECD was going to give the town money to pay back Middlefield Holdings but that was then deleted in February 2011. Attorney Antin noted that would have been before Alpine, and it may have been deleted because Alpine was unsure if they wanted that grant. Attorney Antin explained there is an agreement with Middlefield Holdings to extend the due date of the town's payment. Cheryl Pizzo stated if they hold off on the closing it will be \$200,000 back to the taxpayers instead of Middlefield Holdings. Attorney Antin explained the buyer needs to get started this year if the town wants him to get skiing started by 2014. He noted that Middlefield Holdings did not have to sell the property back to the town and therefore treated the town well and the town should treat them well.

Cheryl Pizzo asked about the lease with Middlefield Holdings. Bill Warner noted that did not pertain and it was a negotiation with the BOS, and does not pertain to the EDC. He noted this commission is to consider the proposal being brought forward, not to try to renegotiate.

A speaker commented about economic development for the town.

Cheryl Pizzo said the problem is that they were not part of this. Bill Warner stated that it was done through completely legal executives sessions allowed by state statutes, which is how a deal gets negotiated.

Attorney Antin stated they had a deal last year that was approved resoundingly by a 9-1 vote at the town meeting. What the selectmen have attempted to do is refer to that deal as the gold standard and they attempted as much as possible to retain that. Had they been starting from scratch they may have involved more boards, but with the overwhelming approval of the town for the last deal that seemed prudent.

Cheryl Pizzo stated there are variations from the Alpine deal and one important one is exhibit I regarding the feasibility of skiing. Attorney Antin stated it was in the Alpine agreement.

Attorney Antin noted the contracts are not the same, but they are similar in most relevant aspects.

Cheryl Pizzo stated after removing the 20 acres, she questioned why they are doing a first right of refusal. Attorney Antin explained it is not giving the property away or nullifying the fact that the town has that property. He stated if he were an owner putting millions of dollars into a property he would like some opportunity to purchase that if there was a potential for another buyer to somehow undermine his business.

Bill Warner noted he did not see a downside for the town in that. Cheryl Pizzo noted there was other language about non competing businesses. Mr. Warner noted it just allows Mr. Hayes an opportunity.

Cheryl Pizzo, noting DECD, mentioned exhibit K, and stated that it seems to take out of of the two criteria, which were skiing and the \$2 million. She stated exhibit K says there is no longer an agreement about the skiing and they will give over the \$500,000 as long as there is a \$2 million investment.

Attorney Antin noted that the DECD does not require 10 years of skiing- they only require that there be downhill skiing as of a certain date. Attorney Antin noted that the maximum safety for the town would be that there will be no DECD money given out until Mr. Hayes company fulfills both conditions, the \$2 million of improvements and the down hill skiing. Mr. Hayes had pointed out he needs the \$500,000 to put in the downhill skiing and Mr. Hayes has agreed to put in the \$2 million before he even asks for the downhill skiing and has agreed to indemnify the town's potential liability for the downhill

skiing by including it in the performance guarantee. Attorney Antin felt that was an acceptable degree of risk to the town given the potential benefit. He explained the DECD objective is to get a successful business on that property- and the DECD has bent over backwards to work with the town and has supported the town's criteria for their grant.

It was agreed wholeheartedly by Attorney Antin and Bill Warner that the indemnification was to protect the town. Board members further discussed this issue.

Mr. Hayes stated that Brownstone is putting everything it has behind this project and if downhill skiing fails, it won't be just Powder Ridge. This indemnification guarantees this facility, and puts the money up for it.

Bill Warner noted his support for this creation of a unique enterprise, and believed this will make Middlefield stand out as a unique small town in New England. Bill Warner stated that he has gone over the agreement and it is clear to him that Middlefield can not own this property, or even maintain it, it is a huge liability to the town and to close quickly is important. He noted Sean Hayes in an entrepreneur with a proven track record who is committed to this market and will do an outstanding job.

Mike Waller questioned if the agreement the BOS will be considering next week is essentially the same as what was approved by the town by a 9-1 margin. Attorney Antin noted there is the 20 acre piece of property removed, there is different ways to securing the obligations of the buyer, but substantially it is the same agreement.

Bill Warner stated that the difference between Sean Hayes and Alpine is night and day- and he noted he was impressed very much with Sean Hayes. He said they could move forward with a real proven entrepreneur who can do what is important to the town of Middlefield.

Attorney Antin stated he was part of both negotiations and from his perspective Mr. Hayes has been a fixture in the town since the inception of this proposal. Attorney Antin said he knew more about Mr. Hayes finances by a factor of 10 or 100 over what he knew of Alpine's. Attorney Antin said it was his opinion that Mr. Hayes is a far superior buyer to Alpine.

Chuck Kreitler noted Mr. Hayes is a local person who developed an idea at Brownstone and he thought the same may happen at Powder Ridge. He stated he had been recently at Powder Ridge and said if they are going to do something there, they need to do it really quick. He said the bank financing is terrific, and knowing that he is putting up not only Brownstone but his personal guarantee as well as his brothers' on the line for this. He said this will benefit the town tremendously.

Bill Warner noted the property as it is right now is a liability and they need to move quickly, suggesting the town meeting at the same time as the public hearing in order to get this to the voters. He stated this will create a lot of jobs for the community and there will be a tax benefit that will increase as the property is improved, and he will be taxed forever.

Cheryl Pizzo said her questions come from someone being cautious for the community, noting they went through this with Alpine the last time. She stated they have not seen any financial information yet. In response to a question she stated she felt there were some financial burden that could come if it does not go in the proper direction.

Mike Waller stated it would be helpful if the BOS knew where the EDC stands on this issue.

Cheryl Pizzo read from a document provided by Seb Aresco who could not attend. The letter indicated several points regarding this deal which Mr. Aresco was not in favor of including the sale price being far below market value; that the land will be gone forever; and issues with the first right of refusal.

Marianne Corona noted the town will have to pay \$225,000 to Middlefield Holdings, and that is a lot of money. She said they are not getting a lot of money for this property, and noted that the most Ken

Leavitt ever paid in taxes was about \$35,000. Marianne Corona noted the town could keep the property long enough not to have to pay that money Middlefield Holdings.

A speaker asked Attorney Antin if in previous sales agreements didn't the town have the right to buy the property back if the project didn't work. Attorney Antin stated there was something like that, but the town would have had to pay for all the improvements made on the property, which would have added to the price. He noted it was not in the town's best interest to get the property back as it was difficult to sell, difficult to do things with, difficult and expensive to maintain. He noted if the first mortgage is not paid the town can foreclose. It was noted that anyone buying this property will be subject to the development restrictions, as well as various other use restrictions.

The speaker stated that that the 20 acre parcel removed from the Powder Ridge Parcel would not carry those restrictions. She stated that the people of Middlefield were not allowed to ask those questions and get answers. She voiced her support for Cheryl Pizzo and others who ask questions. She said it was the EDC duty to see the financial information on this, and to see where the true backing is coming from. She said she did not know if there was a conspiracy, and the first selectman has an affiliation with Middlefield Holdings.

Board members stated this had nothing to do with economic development as the town charter is clear on who negotiates deals and who sees the financial information.

The speaker stated that Cheryl Pizzo has valid questions and they should be addressed. She said that Attorney Antin seemed frustrated with her questions because he has heard them over and over. She and board members debated the relevance.

It was noted the speaker was Christine Leavitt.

Jim Brown read portions from page 9 of the agreement regarding the DECD grant, noting that it appears the First Selectman must release the funds after conditions are met, but it seems to indicate the first selectmen could release the funds prior to that.

Jon Brayshaw explained they deal with grants often and finance director Joe Geruch polices those matters.

Jim Brown read from page 13 which noted only what is written in the agreement is valid, not any oral promises. He noted Mr. Hayes plan is not in the agreement either.

Ellen Waff noted DECD requires that the town administer the grant, and as treasurer of the town she will be keeping her eye on it as well and the parties are fully cognizant of the criteria before the funds will be released.

Mr. Brown noted that no where it states they can not release the money unless the criteria is met.

Ellen Waff noted the town is paying every year on the bond for Powder Ridge, and once it is purchased, what they will be paying for are the development rights. She noted also the town has spent several thousand dollars on plywood.

Marianne Corona noted every year the town will pay \$280,000 per year, and the town has spend all the funds from the bond.

In response to Jim Brown's question, Attorney Antin stated that when he drafted the document he preferred to retain latitude for his client. He noted there may be circumstances when the BOS would want the ability to release the funds.

Jim Brown asked how is the town protected if Brownstone can not deliver, but the state says they did not meet the agreement. Attorney Antin explained that is what the indemnification is for. Mr. Brown said part of the problem is protecting the town from getting into lawsuits in the future.

Mary Johnson asked if the town would have to sue Mr. Hayes to get him to indemnify the town and pay back the state if they so desired. - Attorney Antin stated that would be a remedy.



Mr. Hayes explained that has nothing to with him, but the trust between the town and their first selectman.

Jim Brown discussed the amount of money, jobs and traffic coming in, but no one ever talks about the cost of having any business in town, especially this one. He noted he reviews the past legal fees, including when owners wanted to do new activities so consultants had to be hired as well as attorneys, etc, and all of that cost a lot of money. He noted there will be attorney fees generated by the act of having this business in town. He also noted the 100,000 people coming in that will cause wear and tear on the roads, trash will be thrown out, there will be increased patrolmen, there will be a turning lane and a light down at Powder Hill and Baileyville road. He stated as a property owner he could not see this would be a plus for his property value. He stated the assessments of the properties along that road may have to go down, which may cost the town. He stated all these things are negative economically.

Marianne Corona stated that they have gone from a pristine open space to an adventure park which is a significant change of what was sold to the townspeople. She stated it was a winter activity and now it will be a 12 month activity, and the number of people attending will have an impact. She said she is not opposed, but it is a change. She noted in Portland the town owns the land. She noted his focus will be on 20 year olds, and that is a change too. She said she was not speaking negatively but the EDC needs to consider the costs and whether the townspeople want to make that change.

Mr. Hayes stated he has been an open book about this, and has disclosed more about his plan than he has ever done with any other deal he has done. He stated the whole premise of his business plan is to provide something for the entire family. He stated his business is based around families, not based around 20 year olds. He said he has been speaking for weeks and weeks that it is about creating something for everyone to do. He stated the entire restoration plan is about downhill skiing, snowboarding and freestyle skiing- all skiing. Mr. Hayes said again that he sees this as a winter facility, not 12 months a year. 70% of his customers will be winter-based customers as he does not want to pull away from his summer business. He said some of the activities will correlate and spread into summer.

Marianne Corona discussed the financial issues of various types of skiing, and stated that what people in town worked toward was open space and skiing- and she did not see any open space. She continued to explain that its just different than what was agreed to by the townspeople.

Cheryl Pizzo asked if they were going to vote, and if so, could she vote by proxy for Seb Aresco. She was advised no.

**A motion was made by Bill Warner that the EDC endorses the agreement for sale between the town of Middlefield and Powder Ridge Mountain Park Resorts LLC as written with the condition that section 9, letter A be satisfied. This motion was seconded by Mike Waller. Chuck Kreitler, Bill Warner and Mike Waller voted in favor. Cheryl Pizzo voted in opposition.**

Chuck Kreitler explained he would draft a letter and allow each member to review before submitting to the BOS which will be required for the Public Hearing.

Jon Brayshaw stated he would advise Mr. Kreitler of the information received by the CPA.

## 6. Adjourn

**A motion was made to adjourn at 8:41; this motion was seconded and approved by all voting members.**

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**Middlefield Economic Development Commission**

Regular Meeting September 6, 2012

## Minutes

(Not approved at time of filing)

### 1. Call to order

Chuck Kreitler called the meeting to order. Present are Mike Waller, Chuck Kreitler and Cheryl Pizzo. Bill Warner arrived immediately after the approval of the agenda.

### 2. Agenda (:27)

**A motion was made to approve the agenda as presented; this motion was seconded and approved by all voting members.**

### 3. Approval of Minutes (1:04)

July 2012 special meeting

Chuck Kreitler noted in the minutes he said he would write a letter of endorsement of Brownstone to the BOS, but he did not do that.

**A motion was made to accept the minutes as filed; this motion was seconded and approved by all voting members.**

### 4. Powder Hill updated (2:01)

Chuck Kreitler noted the closing will be Thursday, Sept 13 at 4 pm and a celebration dinner from 5-7 and everyone in town is invited.

Cheryl Pizzo stated that she found the meeting in July very upsetting and felt blindsided by it because she thought they were going to discuss it as a group, not a presentation with an audience. She had wanted to go through the contract and make some recommendations. She did not feel they served the community in the best capacity they could have as the EDC because they did not have anything to consider, not even the audit. She questioned what was their criteria for saying they endorsed it in good faith.

Chuck Kreitler stated the due diligence is the responsibility of the selectmen not this commission's to go through it. It was their job to evaluate what they see on the surface, and this was a local man who was successful, and while the details of the contract could be argued. Chuck Kreitler felt if this deal didn't go through the whole place would have to be demolished at a big expense to the town. He felt it was worth the price to have this man come in to see what he could do with it, having to put \$5 million into it. He also noted without the development rights and the nicest 20 acres removed, \$700,000 was not a bad price.

Cheryl Pizzo noted she abstained on recommending the Alpine deal was that they were waiting for the financial due diligence. She said if they are going to represent economic development to the community, it should be in the best interest of the community, and this commission should have something to support that and they had nothing except verbal information.

Chuck Kreitler noted the study done by the independent people in Florida.

Cheryl Pizzo stated that was not financial-and they had been told they would get a forensic audit and in fact there was no audit ever done.

Cheryl Pizzo read a document for the record, stating it was what was received from the auditor.

"As stated in the engagement letter the procedures we perform are limited to those you determine would be in the best interest to meet your informational needs and will not disclose errors, fraud or illegal acts that may exist. We did not independently verify the information gathered and therefore our work was limited to information provided by the buyer. The procedures performed do not constitute an audit,

review or compilation of information provided. And we, therefore cannot express any conclusion or provide any other form of assurance on the completeness or accurateness of that information.”

Cheryl Pizzo stated they received this after the fact and this commission rubber-stamped it again.

Chuck Kreitler disagreed and noted as an accountant himself, the firm met with the BOS in executive session where he was certain there was a much more candid discussion about what they did. Chuck Kreitler stated even if they did an audit they may not find fraud or irregularities.

Cheryl Pizzo stated the deal said there must be \$2 million available to close and to this day this commission does not have that information.

Chuck Kreitler said that was the selectman’s job to do that, they are responsible for the due diligence.

Cheryl Pizzo stated her problem was that they represented to the community that this is good economic development and they don’t know that because they have nothing documented.

Bill Warner said it is not the EDC job to scrutinize the deal in terms of the financial aspect. He noted they need to ask if business and community members going to benefit from this, will the tax base benefit. It is not the EDC to scrutinize a contract negotiated by someone else. He noted that all the issues brought up by those in opposition may have been discussed and dealt with in executive session while negotiating the contract. The job of the EDC was to ask what would benefit the taxpayers going forward- not to renegotiate or criticize the deal.

Cheryl Pizzo said they signed over land they once owned for \$100,000, and they should make sure the ducks are in a row, but they do not have anything to show that.

Bill Warner said this is EDC, and they need to ask is it a benefit for the town to have Sean Hayes own and develop that? He said he did not think anyone was opposed to that.

Mike Waller noted the people voted, end of story.

Cheryl Pizzo said you don’t do economic development at any cost- and that is what they have done by rubber stamping this.

Bill Warner objected to that, saying the majority of this commission made a decision that this was a good deal for the town from an economic development prospective. He noted all the opposition talked about was in the contract- which is not Economic Development. Economic development is going forward, will it create jobs? will it create economic activity in this town? That is what the majority of the EDC voted for, and did not see a value in rehashing this.

Cheryl Pizzo said it was because they got this information after the fact - that is why she thought it was pertinent, because they did not have that information when they voted.

Mike Waller noted the disclaimer she is referring to is a typical disclaimer, and his experience has been even written reports come with that kind of disclaimer.

Cheryl Pizzo stated that was their written report.

Mike Waller stated it did not mean the audit was lacking, only that as a profession organization they have certain levels of support- and the letter indicates a second level stating that things look acceptable.

Cheryl Pizzo disagreed stating that she spoke to several people who do this who say if there is nothing in writing then you have nothing.

##### 5. Hubbard Street update (14:21)

Chuck Kreitler noted there has been no contact from the people/broker in Wallingford regarding this property. Chuck Kreitler stated he would discuss with Jon Brayshaw whether or not to continue with OR&L.

Bill Warner heard there may be other interest.

6. Route 66 (15:41)

Chuck Kreitler reported that there has been no activity on Route 66 according to Jon Brayshaw. Bill Warner hear that there had been interest from Target. Cheryl Pizzo asked if they could contact them to discuss it. It was noted that the sewer line would be an issue.

Mike Waller questioned which area should be the priority- Hubbard Street or Route 66, and suggested another meeting like they did under the tent last year to see what the climate is?

Cheryl Pizzo said it was a good idea but they should approach it in a different manner so that people don't feel threatened to give up their land. Members agreed they need to find a way to make it good for everyone.

Bill Warner noted sewers are going to be an issue, and they need to question what is the priority. He noted that P&Z is updating the Plan of Development and suggested they take an active role in creating an economic development strategy.

Chuck Kreitler noted a document authored by former selectman Charlie Augur, and noted that Jon Brayshaw asked that they review it and possibly update it. Chuck Kreitler stated he would get copies to the other members to review.

Bill Warner noted the steps he has taken in Middletown in this regard, explaining that they have a listing of uses they do not allow, such as adult industries, and suggested they consider something like that for Middlefield. Creating a plan will give them something to review against for future businesses.

7. Adjourn

**A motion was made to adjourn at 7:32, this motion was seconded and approved by all voting members.**

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