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**Agreement for Professional Planning Assistance
For Amendments to the Zoning Ordinance**

In support of the NH 111 Corridor & Wall Street Connector Feasibility Study

This agreement is entered into between the Town of Windham, hereinafter called the TOWN and the Rockingham Planning Commission, hereinafter called the COMMISSION, whose address is 156 Water Street, Exeter, New Hampshire on _____, 20__.

WHEREAS, the TOWN requires qualified and cost effective planning assistance with respect to preparing zoning ordinance amendments geared toward implementing the results of recent community land use studies, including the 2005 Master Plan; the 2008 Village Center Master Plan; the 2009 the CTAP Community Assessment; 2010 CTAP Road Map; and most notably the NH 111 Corridor & Wall Street Connector Feasibility Study

WHEREAS, the COMMISSION has programmed planning funds in the MPO Unified Planning Work Program, Section 104 for Local Technical Assistance through the Federal Highway Administration;

WHEREAS, the requested assistance qualifies under the RPC UPWP local technical assistance program which will fund up to 50% of the cost of the project, and the NHDOT has approved the proposed project scope as eligible for reimbursement under the UPWP;

WHEREAS, the COMMISSION has the necessary skills and capacity to satisfactorily perform such planning assistance.

NOW THEREFORE, the TOWN and the COMMISSION do mutually agree as follows:

1. That the COMMISSION will be retained by the TOWN on a contractual basis to assist in the creation amendments to the zoning ordinance more completely detailed in **Appendix A** hereto. The effective date of the Agreement shall be the date specified above.
2. The Town of Windham shall contribute local matching funds toward the costs of the service rendered pursuant to this Agreement up to a maximum total of \$2,500 (this total representing fifty percent of the project cost). Payment shall be made by the Town to the Commission according to the following schedule:

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2.1 \$1,500.00 payable on April 1, 2012.

2.2 \$1,000.00 payable upon satisfactory completion of the project.

The payment by the Town of in accordance to this section shall be the only and the complete reimbursement payable to the COMMISSION by the TOWN for all expenses, of whatever nature, incurred by the Commission in the performance hereof.

3. Commission Services

The COMMISSION shall complete the Project to the satisfaction of the TOWN no later than the Termination Date set forth in Section 6 of this Agreement.

4. Title to Complete Project; Copyright

The TOWN and the COMMISSION shall have all right, title, and interest in and to the Project and to all reports, maps, analyses, and other documents and materials prepared for this Project, including the right of re-publication. All final products shall be freely available for access by the public and shall be in the public domain.

5. Contingent Nature of Project

The execution of this project is contingent on NHDOT authorization of the project agreement scope and reimbursements. Shall this authorization be withheld for any reason, the project will be terminated and all unexpended funds paid by the TOWN to the COMMISSION shall be returned, together with all completed or draft products prepared prior to termination.

5. Interest of the Commission

The COMMISSION represents that the COMMISSION has no interest and covenants, that the COMMISSION will not acquire any interest, direct or indirect, which would conflict in any manner or degree with the performance of the services and duties hereunder. The COMMISSION further covenants that no person having any such interest shall be employed in the performance of this Agreement.

6. Project Period

The Project shall commence on the date of approval of this Agreement by the COMMISSION and the TOWN together. The Project shall terminate upon completion of the "Services to be Performed" as outlined in **Appendix A**, with all Tasks being completed not later than **January 30, 2013** (hereinafter referred to as the "Termination Date") unless otherwise

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mutually agreed upon.

7. Declaration of Default

If, through any cause, the COMMISSION or the TOWN shall fail to fulfill in a timely and proper manner any or all of their respective obligations under their Agreement, either party may declare this Agreement in default by sending written notice to such effect to the other party at the address set forth above, five (5) days prior to the date set forth in such notice for discontinuance of the work. Such notice of discontinuance shall not relieve either party from its obligations incurred prior to such notice.

8. Changes

The TOWN may, from time to time, require changes in the Scope of Services to be performed hereunder by the COMMISSION, as outlined in **Appendix A** of this Agreement. Such changes which are mutually agreed upon by the TOWN and the COMMISSION together, shall be incorporated in written amendments to this contract.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year first above written.

In the Presence of:

For TOWN OF WINDHAM:

ATTEST

Chairman, Board of Selectmen

In the Presence of:

For
ROCKINGHAM PLANNING COMMISSION:

ATTEST

Cliff Sinnott, Executive Director

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APPENDIX A
SERVICES TO BE PERFORMED

Planning Services for the Town of Windham

RE: Zoning ordinance amendments in support of the NH 111 Corridor & Wall Street Connector Feasibility Study

Project Description

1. The project will entail assisting the community in the preparation of zoning ordinance amendments that will assist in implementing the “Village Center Recommendations” of the recently completed Wall Street Study NH 111 Corridor & Wall Street Connector Feasibility Study. This scenario requires a strong transportation / land use link in order to be successful. Zoning Ordinance amendments technical assistance would be provided through this work plan. RPC staff will work with the Windham Community Development Department and a subcommittee established by the Town for this project to develop the following zoning ordinance provisions that would strengthen the connection between the new village district and the transportation network servicing it. The objective will be bring forward a set of zoning amendments necessary to facilitate the development of the village center for consideration the 2013 Windham Town Meeting.

Project work Tasks

1. Assist in establish the project subcommittee and hold initial scoping meetings to: (1) verify that the village center development based on the ‘Rural Oasis’ concept plan put forward in the NH 111/Wall St. Corridor/Feasibility Study is aligned with community goals and modify the concept as needed; (2) determine the physical extent of the district and relationship with the existing Village Center District; and, determine and prioritize the zoning ordinance amendments necessary to support this district.
2. Prepare new zoning district boundary descriptions and create maps displaying the new village zoning district and a proposed road/street layout.
3. Appropriate density allowances will be developed for the district taking into account absence of sewer capabilities. Density formulas may be developed with the potential for shared water and or/shared on-site wastewater disposal. The use of small community wastewater facilities may also be incorporated.
4. Proposed zoning provisions will be developed that may include the following elements:
 - a. Setback and lot dimension standards
 - b. Permitted uses
 - c. Parking and access standards

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- d. Pedestrian design standards
 - e. Site design and architectural standards
 - f. Signage standards
5. RPC staff will assist the Windham Community Development Department with up to three Planning Board presentations as requested.
 6. RPC staff will coordinate with Department staff for scheduling and posting all subcommittee meetings, distribution of all draft material, and retaining copies of all work for public inspection.

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