NPAC Corporation DRAFT

Minutes, December 1, 2025

Attendance: Rich Lannan, Deb Novotny, Lisa Bissonnette, Wiliam Barry, Marylou Blaisdell
Quorum confirmed

NPAC Shareholder Annual Meeting - Meeting called to order at 8:00 a.m. room 208 city hall, Nashua, NH.

- Affirm officers and directors for 2026, to serve until the next annual meeting. President, Rich Lannan, Treasurer, Deb Novotny, Secretary, Marylou Blaisdell. Motion by William Barry to accept slate, second by Lisa Bissonnette. Unanimous approval.

Meeting adjourned at 8:10 a.m.

NPAC Board of Directors Meeting – Quorum confirmed, meeting called to order at 810 a.m.

- Motion to accept minutes of June 2025, motion by William Barry, second by Deb Novotny. Unanimous approval.
- Slate of officers presented Rich Lannan, President, Deb Novotny, Marylou Blaisdell, motion to accept by William Barry, second by Lisa Bissonnette. Unanimous .
- Financials (see attached) motion to accept with amendment of date to November 2025.Motion to accept, Marylou Blaisdell, second William Barry, Unanimous approval.
- At 2026 annual meeting, discuss a special meeting in 2026 to prepare for 2027 winding business by 2027 of NPAC.
- Motion by William Barry and second by Marylou Blaisdel to attach to minutes the NPAC CORP.'S STATUS CONFERENCE STATEMENT , Laurie A. Ortolano v. City of Nashua. Unanimously approved.
- Motion to request McLane, Middleton review bylaws of NPAC. Motion by Deb Novonty, seconded by Lisa Bissonnette. Unanimous approval.

Meeting Adjourned by 8:30 a.m. – attachments 1)financials 2)legal documents

AGENDA

Meeting of the Shareholders and Annual Meeting of the Board of Directors

December 1, 2025 8:00 a.m. Room 208 City Hall

Call to Order   Richard Lannan, President

Quorum Confirmed, Marylou Blaisdell Secretary

Shareholder Meeting Agenda

Call to Order - Richard Lannan

Other Business

Adjourn

Board of Directors Meeting Agenda

Call to order   Richard Lannan, President

Quorum Confirmed   Marylou Blaisdell, Secretary

Approve of Minutes of June 25, 2025 meeting

Approve Financials, Debbie Novotny, Treasurer

Review of status of court case with Ortolano

Discuss amending bylaws

Other Business

Adjourn

NPAC CORP 11/30/2025	Total
INCOME	
Rental Income	$ 250,000.00
Supplemental Income	$ 156,661.00
Interest Income	$ 1,086.79
	$ -
Total Income	**$ 407,747.79**
	$ -
EXPENSE	$ -
Distribution to Shareholder (201 Main RE)	$ 300,000.00
Real Estate Taxes	$ 156,661.00
Interest Expense	$ 57,072.51
Loan Servicing and Compliance Fee	$ 43,728.00
Accounting fee	$ 10,345.00
Attorney & Consultant Fee	$ -
State Taxes	$ 3,000.00
Total Expense	**$ 570,806.51**
NOI	$ (163,058.72)

STATE OF NEW HAMPSHIRE
SUPERIOR COURT
HILLSBOROUGH COUNTY, NORTHERN DISTRICT

Laurie Ortolano, Petitioner, Pro Se

v.

NPAC Corp., Defendant

Docket No. 226-2023-cv-00251

MOTION FOR RELIEF TO COMPLY WITH SUPREME COURT MANDATE

Now comes Laurie Ortolano, Petitioner, pro se, respectfully requesting that this Honorable Court comply with the May 29, 2025 Order of the New Hampshire Supreme Court directing this Court to conduct a *government-function test* to determine whether NPAC Corp. is subject to the Right-to-Know Law, RSA 91-A.

I. INTRODUCTION AND PROCEDURAL BACKGROUND

This motion seeks enforcement of a clear Supreme Court mandate. The issue before this Court is not whether NPAC Corp. now wishes to operate under RSA 91-A, but whether, at the time of the original Right-to-Know request, NPAC Corp. was performing a governmental function and was therefore subject to the law.

On June 4, 2023, Petitioner filed a Right-to-Know petition seeking access to records from NPAC Corp., a private company formed by the City of Nashua and Mascoma Bank to secure federal funds through a New Market Tax Credit (NMTC) financing arrangement.

On September 11, 2023, the Superior Court South held a hearing and issued an Order on December 20, 2023, granting the City and NPAC Corp's. Motion to Dismiss and Denying the Petitioner's Motion to Amend. The Court relied on NPAC Corp. argument that the 2008 overhaul of the RTK Law, where public bodies and public agencies were redefined, did not include for-profit corporations, only non-profit corporations.

On December 20, 2023, the Court dismissed the petition, accepting NPAC's argument that as a for-profit corporation, it was not subject to RSA 91-A, based on the 2008 RSA 91-A overhaul. Petitioner appealed. On May 29, 2025, the New Hampshire Supreme Court reversed and remanded, directing this Court to perform the *government-function test* to determine whether NPAC Corp. was performing a governmental function and therefore subject to the Right-to-Know Law. That test was not abrogated by the 2008 statutory changes in RSA 91-A:1-a, VI(e).

Despite that clear directive, NPAC now seeks to have this case dismissed as moot based on its post-appeal decision to "voluntarily operate" under RSA 91-A. That approach would effectively erase the Supreme Court's order and deprive the public of a binding judicial finding.

II. SUPREME COURT MANDATE AND ISSUE ON REMAND

On May 29, 2025, the New Hampshire Supreme Court issued its decision in *Ortolano v. City of Nashua*, No. 2024-0181, vacating the dismissal of NPAC Corp. and remanding this case "for application of the government-function test." The Court's directive was clear: the trial court must determine whether NPAC Corp. was performing a governmental function and therefore subject to RSA 91-A. The Court did **not** authorize reconsideration of mootness or acceptance of voluntary compliance as a substitute for findings.

A. Scope of the Mandate

Under Supreme Court Rule 24, a mandate is the authoritative order commanding the lower court to act "in accordance with the judgment and opinion of the Supreme Court." Once issued, the lower court's duty is ministerial—it must execute the order precisely as written.

As Judge Schulman recently explained in another remanded matter (July 31, 2025 hearing transcript):

> *"Once the mandate is issued, [the Supreme Court has] completed their job and they've sent it back to us, and we cannot tinker around with their judgment or mandate. Our job is … to do what they said."*

Attorney Bolton agreed at that hearing that "the Superior Court is supposed to adhere to the mandate of the Supreme Court."

That principle governs here. The Supreme Court's May 29 order requires this Court to perform the government-function analysis; NPAC's later concession cannot undo a binding appellate directive.

B. Authority Requiring Strict Compliance with the Mandate

Recent precedent confirms that trial courts must adhere strictly to remand instructions. In *Contoocook Valley School District v. State*, 2025 N.H. 29, ¶¶10, 28, the Supreme Court observed that on remand "the trial court performed precisely the mixed legal and factual inquiry that we directed it to undertake." Likewise, in *State v. Fitzgerald*, 2022 N.H. 9, ¶8, the Court held that actions taken on remand are valid only when "within the mandate."

By contrast, disregarding the mandate, such as by declaring the case moot, would exceed the trial court's authority and undermine the finality of the Supreme Court's judgment.

C. Present Non-Compliance with the Mandate

At the September 22, 2025 status conference, this Court acknowledged the May 29 remand but expressed uncertainty about whether the government-function test still needed to be applied:

> *"I don't think the issue of analyzing the government-function test … I mean, they've already conceded that, under that test, 91-A, that they would come under 91-A. So I guess the question is what relief is still necessary at this point." (Tr. 10:14-18.)*

and

> *"Where they're conceding the ultimate issue … if there's no contested issue, I'm not sure where this goes other than a resolution." (Tr. 18:23-19:2.)*

Respectfully, those statements reflect a misunderstanding of the Supreme Court's order. The question is **not** whether NPAC now agrees to comply with RSA 91-A, but whether it was performing a governmental function at the time of the request, a factual and legal determination the Supreme Court required this Court to make.

The same duty applies here as in the *Contoocook Valley* remand: the trial court must conduct the fact-finding and legal analysis outlined by the Supreme Court and issue written findings accordingly. Until that occurs, the Supreme Court's mandate remains unfulfilled.

III. FACTUAL BACKGROUND

The Supreme Court opinion identified the pertinent facts as follows:

> *"In 2018, the City approved a bond resolution to construct a performing arts center (the center). Complications with the financing arose and, in order to take advantage of a federal tax credit, the City formed two non-profit corporations (the 201 corporations). In 2020, an additional corporation, NPAC, was formed as a private, for-profit corporation to aid in the federal tax credit process. NPAC is wholly owned by one of the 201 corporations, 201 Main Street Real Estate Corporation (201 Real Estate), which is in turn owned by the City. The plaintiff requested 'all NPAC public records' related to the center and NPAC responded that '[a]s a private corporation' it was 'not subject to RSA 91-A.' The plaintiff subsequently filed a complaint against the defendants seeking access to public*

*records pursuant to RSA chapter 91-A." (*Ortolano v. City of Nashua*, No. 2024-0181, slip op. at 2 (N.H. May 29 2025)).*

Those findings establish that NPAC and the City of Nashua are inextricably linked operationally, financially, and functionally. The City created and controls NPAC and its two related entities, 201 Main Street Real Estate Corp. and 201 Main Street Financing Corp., to execute a public construction project funded by taxpayers. The City approved the corporations' bylaws, appointed their boards, and financed their activities.

On December 17, 2020, the City closed the New Market Tax Credit (NMTC) financing through Mascoma Bank, obtaining approximately $9.55 million in loans, including $2.5 million in federal tax-credit funding toward the $25 million project. Although structured as a private transaction, nearly all project costs are borne by taxpayers: the City pays rent to NPAC Corp., services the loan through 201 Main Street Financing, and covers NPAC's legal expenses and insurance.

This NMTC arrangement was designed to "unwind" after seven years, ending in December 2027, when the tax credits are fully realized and the corporations dissolve. Without judicial oversight, the public records of this taxpayer-funded venture risk being lost. Ensuring their retention and accessibility under **RSA 33-A** and **RSA 91-A** is therefore essential to uphold transparency and preserve the public's right to know.

IV. ARGUMENT

A. Mootness Does Not Apply

NPAC's post-litigation announcement that it will "voluntarily operate" under RSA 91-A does not moot this case. The New Hampshire Supreme Court's May 29, 2025 mandate requires this Court to apply the government-function test and make findings; voluntary, after-the-fact compliance is not a substitute for judicial fact-finding.

1. **The Mandate Controls.**

The Supreme Court remanded "for application of the government-function test." The issue on remand is whether NPAC (and related entities) were performing a governmental function <u>at the time of the requests</u>. That mixed question of law and fact remains live and must be decided.

2. **Voluntary Compliance Cannot Moot Judicial Review.**

Mootness does not arise merely because a public body releases records after suit is filed. See RSA 91-A:8, I (authorizing findings on unlawfulness and bad faith). Allowing post-suit production to defeat review would invite agencies to withhold records until sued and then evade precedent by "curing" at the eleventh hour.

3. **NPAC Did Not Seek Relief From the Issuing Court.**

If NPAC believed its new position mooted the appeal, its remedy was to seek **reconsideration or vacatur** from the Supreme Court. It did not. This Court cannot alter or ignore the mandate; only the issuing court can.

4. **The Record Shows Unlawful Refusals (Not Openness).**

Petitioner's requests targeted core government-function communications and were denied:

- **Mar. 24, 2023:** Emails between City officials and NPAC/201 entities. President Lannan replied NPAC was "not subject to RSA 91-A" and would "speak with his boards." No action or board discussion followed.
- **Apr. 28, 2023:** Attorney Steadman reiterated non-coverage and proposed conditional production only if Petitioner agreed to make **no further requests**, an unlawful condition.

Later trickle-production via the City or affiliates, years after the requests and only following the Supreme Court remand, does not cure these refusals or eliminate the need for findings.

The Court should reject mootness and proceed to apply the government-function test, making written findings on (i) coverage under RSA 91-A and (ii) whether the refusals were unlawful or in bad faith under RSA 91-A:8, I.

B. Judicial Fact-Finding and Durable Precedent Are Essential

The Supreme Court's May 29, 2025 mandate requires this Court to apply the government-function test and issue factual findings on the relationship among NPAC Corp., its affiliates, and the City of Nashua.

Voluntary compliance cannot substitute for judicial determination. Only a written decision applying the test will satisfy the mandate and provide precedent to guide municipalities, private lenders, and the public in future Right-to-Know disputes.

The Court's findings here serve a broader constitutional purpose. They will ensure that public-private partnerships cannot evade transparency through corporate design and that taxpayer-funded entities performing governmental work remain accountable under RSA 91-A and Part I, Article 8 of the New Hampshire Constitution.

Without such findings, municipalities could repeat the same structural approach, forming nonprofit or for-profit corporations, funded with public money but labeled "private" to conduct public business beyond public view.

This risk is not hypothetical. City officials have publicly indicated plans to pursue additional projects using the same New Market Tax Credit (NMTC) structure employed for the Nashua Performing Arts Center and/or Public-Private Partnerships. (See

Attachment A, B). A clear ruling here will provide binding guidance to prevent recurrence of secrecy in future NMTC or hybrid-entity developments.

The public interest in durable precedent is reinforced by the scale of resources already expended for this RTK Petition: approximately **$1 million** in taxpayer funds, including approximately **$600,000** paid to outside counsel representing NPAC and its related corporations. These are not routine litigation costs; they reflect a concerted effort to restrict public oversight of a taxpayer-financed project.

By making formal findings under the government-function test, this Court will both enforce the Supreme Court's directive and protect the constitutional right of citizens to know how their funds are used.

A written decision will deter future misuse of hybrid corporate structures and reaffirm that open-government principles cannot be waived or mooted through convenience or after-the-fact compliance.

Conversely, dismissal as moot would signal that transparency obligations can be avoided through strategic timing, undermining both the Supreme Court's authority and public confidence in the integrity of municipal governance.

C. Public Interest and Future Risk of Repetition

This case also falls within the "capable of repetition, yet evading review" exception. City leadership has publicly indicated an intent to use additional NMTC/public-private structures for future projects. Without a ruling applying the government-function test here, the same playbook, creating corporations to carry out taxpayer-funded municipal projects while claiming private status, will recur, and entities will again attempt to avoid RSA 91-A by later asserting "voluntary" compliance.

Part I, Article 8 of the New Hampshire Constitution requires that government be "open, accountable, responsive, and accessible." A written decision applying the government-function test now will provide controlling guidance to municipalities and affiliates, prevent repetition of secrecy in future NMTC or hybrid-entity projects, and vindicate the public's right to know.

D. Declaratory and Injunctive Relief Are Still Necessary

NPAC's statement that it will amend its bylaws and "forthwith abide by RSA 91-A" is prospective and revocable. The Court should therefore issue a declaratory judgment and injunctive order confirming that NPAC is a public body under RSA 91-A and setting clear compliance terms:

- Require NPAC and its affiliates to train board members on records access and retention.
- Require coordination with the City for public posting and preservation under RSA 33-A.
- Require sworn affidavits on completeness of record searches and production.

Only such an order will prevent recurrence and ensure transparency through the 2027 unwind.

E. Bad Faith and Noncompliance

Petitioner clarifies that the allegations of bad faith in the Petition were directed both to the *institutional conduct* of NPAC Corporation and to the *individual officers and agents* acting on its behalf. The Petition expressly alleged that "the Mayor, City's Legal Office and NPAC Board's actions were in bad faith, deceitful, and done to conceal," and that the City and NPAC "violated the letter, intent, and spirit of RSA 91-A." While the specific request for penalties under RSA 91-A:8, IV referenced President Lannan and Attorney Leonard by name, those designations were representative of the corporate and municipal actors through whom NPAC Corporation carried out its conduct. Accordingly, the Court may properly find that NPAC Corporation, acting through its officers and board, engaged in bad-faith violations of RSA 91-A, even if the statutory monetary penalty is limited to the natural persons responsible.

NPAC's own filings reveal continuing resistance to compliance. Counsel sought assurances that Petitioner would make "no more requests" and cited litigation burdens—a position inconsistent with good-faith public access. These actions justify factual inquiry into whether NPAC knowingly and purposefully violated RSA 91-A.

V. REQUEST FOR EVIDENTIARY HEARING

During the September 22, 2025 status conference, Attorney Foster, on behalf of NPAC Corp., acknowledged the complexity of this case and the necessity of fact-finding to apply the government-function test. He stated:

> *MR. FOSTER: "One of our reasons for conceding it is that we did not see this matter being able to be decided by summary judgment, because we do think it's a close call as to whether it would be covered by the government function test. We're also mindful of the New Hampshire Supreme Court around 91-A issues, which they have a — they look at them with a very critical eye, and more often than not, so. We thought it would take a full trial to go through and make the decision. But we also thought it made sense to concede it."*

T17:L22–25; T18:L1–6.

A focused evidentiary hearing, rather than a full trial, would sufficiently satisfy the Supreme Court's remand "for the trial court to apply the "government function" test in the first instance". Such a hearing would satisfy the mandate from the Supreme Court.

A brief, targeted evidentiary hearing (or review of a paper record, if the Court prefers) would allow the Court to enter written findings that NPAC performs a governmental function and is a "public body" under RSA 91-A.

The hearing should address the following:

1. **The relationship among NPAC, its affiliates, and the City of Nashua,** including control over board appointments, bylaw changes, and finances.
2. **The extent of record exchanges and oversight,** including whether City staff or legal counsel maintain or control NPAC's communications and documents.
3. **Training and compliance practices,** including whether NPAC board members understand their obligations under RSA 91-A and RSA 33-A.
4. **A cooperative framework for public access,** including the adoption of a Memorandum of Understanding designating the City as NPAC's third-party agent for posting meeting notices and records on the City's website, consistent with the Municipal Records Retention Act (RSA 33-A).

Finally, the Court should ensure that when the NMTC arrangement "unwinds" in December 2027, all NPAC records remain preserved in a City repository for permanent public access. Such findings and directives would both fulfill the Supreme Court's mandate and establish lasting procedures to ensure transparency in future municipal-corporate ventures.

VI. Good-Faith Effort to Resolve Through Joint Stipulation

Following the Supreme Court's remand, Petitioner undertook a good-faith effort to resolve this matter cooperatively and avoid the need for an evidentiary hearing. On October 20, 2025, Petitioner transmitted to Attorney Foster, counsel for NPAC Corp., a **DRAFT** *Joint Stipulation and Proposed Order Implementing Supreme Court Remand.* The draft incorporated the factual findings and legal framework set forth in the Supreme Court's May 29 mandate and proposed that the parties jointly acknowledge NPAC Corp.'s performance of a governmental function and its continuing obligations under RSA 91-A.

When no response was received, Petitioner resent a revised draft on October 29, 2025, again inviting discussion or revisions. As of this filing, no reply or counter-proposal has been received.

Petitioner emphasizes that the attached draft stipulation (marked "**DRAFT – WITHOUT PREJUDICE"**) was provided solely to facilitate compliance with the Supreme Court's mandate. It is not a binding agreement and should not be treated as a final stipulation or waiver of any claims or issues. Petitioner continues to maintain all rights and positions stated in this Motion for Relief.

Prior to the Supreme Court appeal, Petitioner and Attorney Foster maintained a professional and constructive working relationship. Since the remand, however, communication has become strained, and efforts to engage in dialogue about resolving this matter have not yielded results.

In light of the absence of cooperation, Petitioner believes the most appropriate course is for this Court to hold the evidentiary hearing previously requested to apply the government-function test as required by the Supreme Court's mandate. The attached draft stipulation is submitted only to demonstrate that Petitioner made a genuine, good-faith attempt to resolve the matter efficiently and consistent with judicial economy. (Attachment C)

VII. CONCLUSION AND RELIEF REQUESTED

The Supreme Court mandated that this Court determine whether NPAC performs a governmental function, not to accept a post-appeal concession that avoids that determination. Judicial fact-finding, not voluntary compliance, is required to enforce the rule of law and protect the public's right to transparency.

WHEREFORE, Petitioner respectfully requests that this Court:

1. Apply the Supreme Court's remand and make findings under the government-function test;
2. Enter declaratory and injunctive orders confirming that NPAC Corp. is subject to RSA 91-A, with defined compliance obligations;

3. Adjudicate the adequacy of NPAC's past record searches and any bad-faith or knowing violations; and
4. Retain jurisdiction to enforce compliance and ensure future transparency.

Respectfully submitted,

Nov. 4, 2025

/s/Laurie Ortolano
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CERTIFICATE OF SERVICE

I hereby certify that a copy of the Motion for Relief has this day been forwarded through the Court's electronic filing system to NPAC Corp. and to all counsel of record.

/s/Laurie Ortolano
Laurie Ortolano

Attachment A

PLANNING AND ECONOMIC DEVELOPMENT COMMITTEE

AUGUST 16, 2022

A meeting of the Planning and Economic Development Committee was held Tuesday, August 16, 2022, at 7:10 p.m. in the Aldermanic Chamber.

The roll call was taken with 5 members of the Planning and Economic Development Committee present:

Alderman-at-Large Melbourne Moran, Jr. Chairman
Alderman-at-Large Michael B. O'Brien, Sr., Vice-Chair
Alderman June M. Caron
Alderman-at-Large Ben Clemons
Alderman Derek Thibeault

Also in Attendance:

Alderman-at-Large Lori Wilshire
Alderman Patricia Klee
Alderman Ernest A. Jette
Alderman Tyler Gouveia
Alderman Alex Comeau
Tim Cummings, Economic Development Director
Rich Lannan, President, Nashua Performing Arts Center

ROLL CALL

PUBLIC COMMENT

Alderman Moran

I'm going to open up the Public Comment if there is anyone here from the Public that would like to comment on anything being acted upon tonight. We are essentially going to be just listening to and having discussion from Director Cummings on the Performing Arts Center and the Elm Street Middle School. Seeing no one. Director Cummings?

DISCUSSION

- Update on Performing Arts Center

Tim Cummings, Economic Development Director

Thank you Mr. Chair. If I may I'd like to start with the Performing Arts Center status update and with us this evening we have Rich Lannan, President of NPAC Corp., and he's actually going to give the more technical update on the project.

As Mr. Lannan is getting situated, I just want to say it's been about a year since I provided an update to this body. So it's great to be back here. We have kept this project on track and I am pleased with where we are and I'll let Mr. Lannan go into more details on that. Before we do that, I thought it would actually behoove us to kind of go back to the way the deal was structured. I say that because over the last few weeks, I've been hearing some chatter out in the community that made me say I think some people don't necessarily the fundamental tenants of how the deal was structured. We have presented this slide to this body on numerous occasions. So members of the Board of Aldermen who have been here for a while probably recall seeing this but in addition to some of the community conversations I've been hearing, I figure the newer members of the Board of Aldermen who may be with us this evening may be the first time that they're really seeing this and it will help orientate them.

So if I may Mr. Chair not directly status update on the current project but I think it goes to the fundamental tenants. So what this slide shows is how we structured the New Market Tax Credit. I don't have a laser pointer but I'll kind of walk you through it. Hopefully you can all see it. So the New Market Tax Credit was a major component of the financing plan for the $25 million Performing Art Center project. I say $25 million, that's the total project cost. That is all the money that is going towards this project. I've heard over the weeks that we're at $30 million plus for this project. I don't know where those numbers are coming from. No additional bonded debtedness from the City has been authorized. We are at $25 million and we didn't even put all $25 million in. As noted, the New Market Tax Credit and Nashua Community Arts contributed significant capital to that $25 million figure.

Unidentified Female Speaker

We'll do it at the end.

Chairman Moran

We'll do it at the end again. I had public comment at the beginning. I just want to explain this so there's no confusion for the public. You didn't come up at that time but then you had a question and I allowed you to come up out of order. Director Cummings then answered your question right after.

Unidentified Speaker

I thought that public comment had to do with the previous session?

Chairman Moran

I see. So you save your questions. I'll make sure Director Cummings sticks around to answer them. How's that?

Unidentified Speaker

That's fine. Well I want everybody to hear the answers.

Tim Cummings, Economic Development Director

Okay. So if I may Mr. Chair. Again Tim Cummings, Director of Economic Development. I have been working my way through the feasibility study and the analysis of the Elm Street Middle School as I mentioned. This is a project that's been before the Infrastructure Committee a couple of times. I'm glad to be here before you and the Planning and Economic Development Committee to talk a little bit about this project as more community engagement and consensus is necessary that will hopefully result in a product that everyone will be proud of.

So the City procured Marvel Architects six or so months ago to start the planning study for the Elm Street Middle School. For those of you who may or may not know and this is really for the viewing audience at home, the Elm Street Middle School will be turned back to the City of Nashua sometime in spring/summer of 2024. So the question then arises what is the City of Nashua going to do with this building and more specifically the land area that it encompasses. I have been charged with trying to help develop that consensus and hopefully more forward with the plan that is actionable that will put this land and potentially building in productive use sometime post 2024.

So again just a quick reorientation. We had a couple community meetings March, July. We did some surveys. So you have a second survey that's up on the website right now. I actually had a conversation with Alderman Comeau earlier today that he pointed out that there might be some trouble - technical difficulties with the survey. So we worked through that and we are going live with our second outreach effort for surveys and solicitations to the community. This will be up for quite a few months where we will we'll be looking for further input. Based off of what we presented at the July 11th Infrastructure Committee meeting and community meeting that we had.

And so I'm just going to quickly run through what was shown there at this meeting basically to help orientate the conversation. I'm going to keep my comments brief this evening because we really want to open it up to you all to hear your thoughts, your comments, and continue the engagement that will hopefully lead towards a development strategy that we can all be proud of. So with that being said, obviously it's the historic building. This is the nine or so acres in its totality and the Keefe Auditorium which I know is near and dear to a lot of people's hearts and is a subject to a lot of conversation as to what we should and shouldn't do. Ultimately whatever this community decides is going to drive the development potential and development decisions and strategies for this other what I would say is eightish or seven to eightish acres. So again, Keefe Auditorium, the historic school building, this whole area that's outlined in blue is just over 9 acres.

So we're in the community engagement exercise right here. We're going to continue along this timeline. Originally, I had this project scoped out where we would be wrapping this project up sometime in September. With my hope, we would issue an RFP and move forward more with the discussion about what type of development or what type of outcomes we would like to see. It's clear to me after the initial community engagement that we need to study this a little bit more, we need to continue engaging with the community a little bit more so we're not moving this project along as quickly as originally conceived. I think that that's probably welcomed as we still need to arrive at a consensus that hopefully everyone will be amendable to.

So this just kind of outlines some of the engagement activities that have taken place so far. So besides the community meetings, we did some pop-ups. There was a road race at Holman Stadium. There was solicitation at the Shaw's, which is the local grocery store right across the street. Really tried to engage the public to get their feedback and get a sense as to what it is that the community is interested in. It's interesting because we've heard all various types of ideas and concepts used. Ultimately what was kind of developed as an idea that seemed to resonate with the most people was the idea of low rise development, multi-family type of apartments, maybe condominiums not to rule that out but what I refer to as low-rise type of building structure on this nine acres is what seems to be the consensus from the community at this point in time.

So then the Keefe Auditorium, again, we've got to continue looking at that and studying this. Something to note, we've been studying the usage of the Keefe Auditorium. Something that I want to make sure everyone is aware of is the amount of times that it's being used like in the school vis a vie if it was in the private sector hands or vis a vie if it was in the City of Nashua's hands, it has limited opportunities right now. That's just what we're finding from a data perspective but by no means does that mean that there couldn't be more usage, but it's just something that we should be aware of is how it's currently being used right now. Again, just some more thought process on the Keefe.

Based off of the feedback and some design principles of making sure we balance the development, we create a vibrant place, fostering community, and hopefully having an expanded positive impact on the community. The question is do you maintain the existing structure and when I say the existing structure I'm referring to the historic elements of the building along with the Keefe. Do you maintain just the Keefe and do new development, or do you knock the Keefe down and do all new development, or leave it as green open space? That is something that could be contemplated as well and something that we haven't heard a lot of outside of the community but we have definitely heard that type of commentary from within the Board of Aldermen and we know that within the horseshoe here, there seems to be some sentiments but that doesn't gain as much traction outside of the horseshoe here. I only note that from the feedback that we've been getting from engaging the community.

So we've been looking at some differing type of development styles, you know, again trying to preserve the Keefe, maintain the Keefe only, preserve the historic structure, or all new development. Then with the idea of all new development, who says that you couldn't leave some part of it as green open space. So these are some of the ideas that are being tossed around. Again, these are just more visual aides to help give you a sense as to what can be contemplated on the nine acres. By no means are we suggesting any type of development occur out of these three strategies. This is more of a tool to, again, elicit feedback and engagement from the community.

You can basically get a sense as to how this is laid out and what some of the trade-offs are. One of the trade-offs that may or may not be acceptable to the community is either reintroducing or not reintroducing the street grid. So understanding how you might be able to potentially connect and continue on through that street grid and how you'd like to do it is a big design principal that's something that you should think about. If you know this development, you wouldn't be able to continue on all the way through. But those are the types of high-level design concepts that are being contemplated right now. Again in this one you can see just basically one access point.

We looked at parking and obviously parking is a big driver of the conversation and how it can be handled making sure that we're keeping that very much cognizant in our mind. The idea maybe there's an idea of building a parking structure that is wrapped by a liner of apartments or housing of some sort. It's not uncommon these days to see something like that. Again, this would be privately driven. I'm not suggesting that this would be a new public parking lot, or parking garage, or parking structure but it would be a way of introducing more parking supply to the community.

So once you look at this, you can kind of get a sense of the strengths and the weaknesses, what you want more of, what you want less of. What this did was it helped those that we've been engaging kind of get a sense of what they like and what they didn't like. What they may want more and what they may want less of. So when we did the community engagement, we broke out into break out rooms and we solicited that type of feedback in small group sessions. I'm going to stop my comments now in case that this body here wants to ask any questions before I continue on.

<u>Chairman Moran</u>

Alderwoman Wilshire?

<u>Alderman Wilshire</u>

Thank you. Can you tell me how big the Bronstein area is? How big is that property?

Tim Cummings, Economic Development Director

Let's see. That's a good question.

Alderman Wilshire

I'm just curious if it's bigger than the Elm Street or maybe a little smaller.

Tim Cummings, Economic Development Director

I think it's a little smaller. I'm guessing it's about 4 acres but I'm going to double check that. So it's 4 acres - 4.18 acres.

Alderman Wilshire

Thank you.

Chairman Moran

Where Elm Street is after my recent crash course in zoning, you could build up to like 10 stories in that area technically? Not to say that a developer would do that but.

Tim Cummings, Economic Development Director

That's not what we're hearing from the community. They're looking for what's referred to as mid-rise but let's see what the zoning says because I'm not sure that this area is actually as zoned as dense as that. So this is "C" which is commercial urban residence. It is not, just by a hair, the zoning you are referring to is this one right here. So we'd have to move this property boundary line to like right there to do what you talked about but that zoning analysis will come about as we continue with the feasibility study. I suspect before we do any type of RFP, there will be recommendations in the study that will suggest that zoning changes and what the land use right regulations are will be articulated and it's up to this body to decide whether you want to move in that direction or not. That's to get the type of development that will be previewed in that planning document.

Chairman Moran

I just want to clarify. Is there a cost associated with this right now for the City because I've heard a lot of people reach out to me about it potentially costing $30 million to maintain the Keefe?

Tim Cummings, Economic Development Director

So I'll get to that. Happy to get to that but did you want to continue conversation on density and uses or do you want me to go right to the Keefe conversation?

Chairman Moran

Anyone else on density?

Alderman Clemons

Yeah. I guess I'll reserve my comments because I think I'd like to hear more. I have an opinion on that but I'd like to hear more first.

Chairman Moran

Alderman Comeau?

Alderman Comeau

Yes thank you. Just about the density to what Director Cummings was saying. There doesn't seem to be a whole lot of support from the people that I've been talking to about high-rise development. Low to mid-rise development seems to be the consensus for what people want to see for housing in that area. They don't want to see sky scrapers, or ten story buildings, or anything like that.

Chairman Moran

I just want to clarify. I wasn't implying that we would do that. I was recently meeting with Director Sullivan about zoning in the City and was surprised on how many areas you can actually go up to like 10 stories.

Alderman Comeau

It was one of the few areas that people to actually agree.

Chairman Moran

That and one particular point. That's good. Any other questions on zoning before we move onto cost?

Tim Cummings, Economic Development Director

Okay so moving on and talking about probably the subject that is of much interest to everyone. So I had an initial cost estimate done by Harvey which before I pull it up I'm going to note that this cost estimate was done under certain baseline assumptions, including that the auditorium would be a stand-alone building and it would be market ready type conditions. Additional study is necessary so everyone understands. By no means what I'm saying here is the end result but the beginning of the conversation and I hope as I get more direction, we'll be able to refine this and I'll be able to better discuss with you what the costs are. This is a jumping off point. Really we need to get a sense as to what type of strategies you'd like to have from a development perspective so we can value engineer the costs and that's what basically this paragraph says right here. Depending on what you'd like to do because everything is about trade-offs, we can get a better sense of the cost estimate. I've heard a lot about this cost estimate and so it's up on the website. I hope folks will go and look at it.

I misspoke once early on when I referred to it being Fitzemeyer and Tocci's recollection or recommendation that $10 million would be for HVAC. I wasn't as accurate as it could be so I made one change on July 11th to make sure it was noted that what actually Fitzemeyer and Tocci said specifically is baseline you need to spend about $10 million on MEP and FP which HVAC is included in that but this is a little bit more robust of a category to include mechanicals, electrical, plumbing and fire protection. HVAC being one of those components. And again as a stand-alone building to bring it up to a market level condition, remind you the auditorium I do not believe has air-conditioning today. At a minimum, you're going to need to spend $10 million. Our architects are recommending must haves – bathrooms, an MEP closet in addition. Now that addition they recommend 13,000 square feet. Could that be more? Could that be less? Could you do it more efficiently? Yes but they're saying for just the start of a conversation 13,000 square foot addition is necessary. That will give you that lobby space that is not included in the current Keefe but necessary to have, again, a market functioning type of auditorium.

Now the Harvey numbers as presented is just under $17 million. I'm saying let's call it $18 million and those numbers exclude some very important cost items that go into a total project cost number. I had found that we focus on the hard construction cost numbers here and then sometimes forget that there are additional soft costs that go into a project. I wouldn't want to misrepresent anything and I wouldn't want anyone to be surprised so this $18 million hard construction cost you would still need to include a 10% owners contingency. I'm suggesting escalation of at least through 2024 you may want to do it through 2025, that I guess is a little debatable but a design fee so architectural design fee to do something with the building. You're going to need to have another 10%. Other soft costs that are not design fee related that go into just development of about 20% and then an estimating or design contingency which is standard practice when you're starting a project this early on at 15%. That is how you arrive at that $30 million figure and that is just…

Chairman Moran

Alderman Clemons and Alderman Jette?

Alderman Clemons

So now this is assuming that you tear down the rest of the building, correct?

Tim Cummings, Economic Development Director

Correct.

Alderman Clemons

I would imagine that would be cost savings if the building wasn't torn down in the sense that you could use some of the space that's already built and already there for some of these things that would be looking to add on. Is that correct?

Tim Cummings, Economic Development Director

If I may? Yeah, I'm going to say yes with a caveat. So it's not as straight forward as that. In theory, yes. If you were to keep the existing building with the auditorium together and you use it only for what it's currently used as and defined in the building code as an educational use, then yes you could avoid a lot of this cost. Now the question is, is there a market for an educational-type use? When I say an educational-type use, I'm not talking about a school. It could be more creative like a private sector preschool could take a portion of the building, the YMCA, the Boys & Girls Club, recreational type uses. You could look to use the building in that way but you couldn't be able to put apartments in the building. That would be changing the building code use. If you did that, you would trigger not necessarily all these upgrades by you'd be triggering a lot of them and you'd still need to do that if you were to change the use of the building.

Alderman Clemons

Follow up. So I guess what I imagined here, do you know is the building a steel structure or no?

Tim Cummings, Economic Development Director

No.

Alderman Clemons

It's not. Okay. So that's why it's problematic most likely. My thought of this is that you know we don't need the Taj Mahal, right? So what we need is the Keefe Auditorium. So I understand that there are things that we might want in there but my thought of this is we need to figure out a way to make this work that works for the constituents of the City who want the Keefe, myself included, to stay and balance that out with what we can do on the building as far as the private development side goes.

Tim Cummings, Economic Development Director

So if I may Mr. Chair? So one of the strategies I've been thinking about to do that is issuing an RFI to the community or a request for information and solicit the community to see if there is an appetite for a strategic partner to come in and maybe operator the building as an educational use and if maybe they would be willing to program it knowing that we would have the Keefe, understanding that we would want to use the Keefe. I can't tell you today that there isn't someone out there but I also don't know. That's why I'm thinking we extend this community engagement period. We give some time to study this further. We issue the RFI. We solicit the market and we see if there is a strategic partnership that's out there where maybe there is an organization, a third part entity that will come in and say we have this need and we could use the existing structure. We're not going to get the tax revenue. There'll be trade-offs. We're not going to be able to get the type of development that maybe we're talking about in these slides but you'd preserve the Keefe at a much more economical price.

Alderman Clemons

So I don't think you're following what I'm saying here. Whether we tear the building down that's around the Keefe or not, I think the idea is that there has to be a way to develop this at a lower cost in that $30 million that you have up there. I just truly believe that that is the case. Now whether or not that means that we come up with a developer that we give away - the property as opposed to selling it to bring down the cost and then we take revenue after the fact or if that means that somebody like Spectacle would want to come in and use that or something of that nature. Or it could be that there is a developer that wants a piece of the action on that theater. So that's where I'm going with. I'm not looking to continue to use that as an educational facility. What I'm looking for is an alternative that basically says we have the Keefe Auditorium as it stands. We need to add things like maybe upgrade the bathrooms or something like that. There's all those buildings that are in the back of the Keefe. We could use those for whatever mechanical things we need in there but keep the structure the way it is at a very low cost and do whatever we want with the rest of the property. That's what I'm looking for. I'm not looking to do anything different than what you're saying in any of those slides. I'm looking at it in a different way.

Tim Cummings, Economic Development Director

So if I may? So that's the type of direction I'm looking for. If there's enough consensus by this body that you want to go in that direction, there's some innovative financing schemes that we could adopt. I would welcome that conversation. I'm more than happy to try to move the project along in that direction. Some of it is going to be complicated. Some of it's going to be controversial. We're going to be talking about potentially a New Market Tax Credit again. We're going to be talking about what is referred to as "project specific TIFs". Not uncommon. Other parts of the country do it but we could create some innovative financing plans to be able to do exactly what you're doing. One of the things that you might want to be looking at is looking to house it with a 501(c)3 that actually could get foundation type grants that the City of Nashua would be precluded from because of we're a municipal corporation and foundations don't typically give to municipal corporations but if you were to transfer that asset to a 501(c)3, that would be more attractive to that type of donation. That's the type of conversation we're going to need to have if it's the pleasure of the group.

Alderman Clemons

One last quick. That is exactly the strategy that I would like to see happen because I believe that theater holds a lot of value in this City. I also think we need to balance out to the taxpayers and justify to them the cost of keeping it. I think if it means that we have another convoluted structure or whatever it is, I'm okay with that. Unfortunately that's the world we live and that's the way we have to do business. So if it means that's going to save the taxpayers $15 million, or $10 million, or something like that to keep the structure, then I think it's something that's worthwhile. If it's complicated, then you know what it is what it is. So that's my thoughts on it.

Chairman Moran

Alderman Jette thank you for being so patient.

Alderman Jette

Thank you. So I've got a few questions but first of all what is the MEP/FP?

Tim Cummings, Economic Development Director

Mechanical, electrical, plumbing and fire protection. Typically it's referred to as HVAC. You know it's your heating, it's your air-conditioning, it's your plumbing. It's more. It's your plumbing, it's your electrical, and in this case your fire protection.

Alderman Jette

Okay. And an MEP closet is just a room to house that?

Tim Cummings, Economic Development Director

Your mechanicals, yeah, which for those of you who don't know the existing conditions is all the mechanicals are housed in another portion of the building. Depending on what you do in separating, you're going to need to carry that forward if you want to have the Keefe. You're going to need to accommodate it in some way.

Alderman Jette

So thank you for answering that. So my thinking is that I think the Keefe does have a lot of value and is certainly valued by a lot of people. I think before we make a decision, I think continuing seeking out opinions of people and getting input is very valuable. I want to make sure that there is a need and a demand for the Keefe. If there is, I'm all in favor of keeping it but I don't want the Keefe as it is.

Tim Cummings, Economic Development Director

Can I ask a question? When you say "demand", can you clarify what you mean by who's the demand? Do you mean demand by whom"?

Attachment B

Nashua
NEW HAMPSHIRE'S GATE CITY

Bid Number:	RFP0742-121525
Bid Title:	A Public Private Partnership Development Opportunity for the Riverfront Public Library
Category:	City
Status:	Open

Description:

The City of Nashua aims to attract creative and innovative proposals from developers and other stakeholders that could provide a comprehensive solution to fund and implement the necessary improvements to the library, but also address additional Imagine Nashua goals for downtown like housing, additional parking, etc. The City is open to ideas for how to use the included parcels more efficiently and effectively.

Publication Date/Time:

10/23/2025 4:00 PM

Closing Date/Time:

12/15/2025 3:00 PM

Related Documents:

0742-121525_RFP Library Development Request for proposals

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Attachment C

STATE OF NEW HAMPSHIRE
SUPERIOR COURT
HILLSBOROUGH COUNTY, NORTHERN DISTRICT

Docket No. 226-2023-CV-00251

Laurie Ortolano,
Petitioner

v.

NPAC Corp.,
Respondent

JOINT STIPULATION AND PROPOSED ORDER IMPLEMENTING SUPREME COURT REMAND

WHEREAS,

1. The New Hampshire Supreme Court, in Ortolano v. City of Nashua & NPAC Corp., No. 2024-0181 (May 29 2025), vacated the dismissal of NPAC Corp. and remanded “for application of the government-function test” to determine whether NPAC Corp. is performing a governmental function thereby subject to the Right-to-Know Law, RSA ch. 91-A;

2. NPAC Corp. was created as a private, for-profit New Hampshire corporation wholly owned by 201 Main Street Real Estate Corporation, a non-profit public entity owned and controlled by the City of Nashua. NPAC’s purpose was to manage the financing, construction, and operation of the Nashua Performing Arts Center through the federal New Market Tax Credit (NMTC) program, utilizing public bond proceeds and taxpayer funds;

3. [Supreme Court Factual Determinations.] As the New Hampshire Supreme Court found in Ortolano v. City of Nashua & NPAC Corp., No. 2024-0181, ¶ 2 (May 29 2025):

> “The pertinent facts are as follows. In 2018, the City approved a bond resolution to construct a performing arts center (the center). Complications with the financing arose and, in order to take

> advantage of a federal tax credit, the City formed two non-profit corporations (the 201 corporations). In 2020, an additional corporation, NPAC, was formed as a private, for-profit corporation to aid in the federal tax credit process. NPAC is wholly owned by one of the 201 corporations, 201 Main Street Real Estate Corporation (201 Real Estate), which is in turn owned by the City. The plaintiff requested 'all NPAC public records' related to the center and NPAC responded that '[a]s a private corporation' it was 'not subject to RSA 91-A.' The plaintiff subsequently filed a complaint against the defendants seeking access to public records pursuant to RSA chapter 91-A."

The parties acknowledge that these factual findings were determined by the Supreme Court and form the binding factual foundation for this stipulation and NPAC Corp.'s continuing obligations under RSA 91-A.

4. Although organized as a private, for-profit entity, NPAC Corp. has at all times performed governmental and public functions on behalf of the City of Nashua, including holding title to the publicly financed facility, managing project funds, and facilitating the City's economic-development objectives;

5. NPAC Corp. and the Petitioner recognize the public interest in transparency and accountability for entities created, funded, or controlled by municipalities to perform governmental or quasi-governmental functions;

6. The parties desire to resolve this matter in a manner consistent with the Supreme Court's mandate and to preserve public access to all records associated with the Performing Arts Center project held by NPAC Corp.

NOW, THEREFORE, the Parties stipulate and agree as follows:

1. <u>Acknowledgment of Governmental Function.</u>

NPAC Corp. acknowledges that, although organized as a private, for-profit corporation, it performs essential governmental and public functions on behalf of the City of Nashua in connection with the financing, construction, and operation of the Nashua Performing Arts Center. Accordingly, NPAC Corp. is and shall remain subject to the disclosure, access, and retention requirements of the Right-to-Know Law, RSA 91-A.

A. Acknowledgment of Public Body Status.

NPAC Corp. acknowledges that NPAC Corp., 201 Main Street Real Estate Corporation, and 201 Main Street Financing Corporation each constitute a *public body* within the meaning of RSA 91-A:1-a, VI(e) because they were created, owned, and controlled by the City of Nashua to carry out municipal functions using public funds.

B. Performance of Government Function.

NPAC Corp. further acknowledges that it conducted public business and performed an essential governmental function in financing, constructing, and operating the Nashua Performing Arts Center on behalf of the City of Nashua.

C. Records Subject to Disclosure.

NPAC Corp. acknowledges that its records constitute public records under RSA 91-A and affirms that it will comply fully with the disclosure, response-time, and access requirements of that statute.

1. City Notice and Acknowledgment of Custodial Undertakings.
   Within 30 days of entry of this Order, NPAC Corp. shall (a) serve a copy on the City of Nashua (Office of Corporation Counsel and City Clerk), and (b) file with the Court a City-executed Acknowledgment of Custodial Undertakings, in which the City acknowledges that upon NPAC Corp.'s dissolution or earlier transfer set forth in §4, below, the City will accept custody of NPAC's governmental records and preserve them consistent with RSA 33-A and RSA 91-A for continued public access. The Court invites (but does not require) the City to sign the Acknowledgment. If the City declines to sign, this Order remains fully effective and NPAC's duty to transfer is unchanged.

D. Possession, Custody, or Control (Affiliates and City).

NPAC Corp. acknowledges and agrees that the term "governmental records" under RSA 91-A:1-a, III includes records in the possession, custody, or control of NPAC Corp. and of any affiliate or agent acting for NPAC Corp. in connection with the Nashua Center for the Arts, including but not limited to 201 Main Street Real Estate Corporation and 201 Main

Street Financing Corporation, and that records held by the City of Nashua that document NPAC Corp.'s performance of governmental functions are likewise subject to inspection and copying under RSA 91-A. This stipulation does not limit any independent obligations the City already has under RSA 91-A. (See SC Order reciting the ownership chain and City creation of the "201 corporations.")

2. Future Entities Created or Funded by the City.
NPAC Corp. agrees that any successor, affiliate, or other entity hereafter created or funded by the City of Nashua to perform substantially similar public functions shall likewise be subject to RSA 91-A, applying the same functional criteria recognized in *Professional Firefighters of N.H. v. HealthTrust, Inc.*, 151 N.H. 501 (2004) and the cases following it.

A. Reservation of Bad-Faith Claims.
Petitioner Laurie Ortolano expressly reserves all claims and remedies concerning alleged bad-faith or knowing violations of RSA 91-A by NPAC Corp. and by any persons acting as its officers, directors, employees, or agents, including but not limited to relief authorized under RSA 91-A:8, IV. This stipulation shall not operate as a waiver or settlement of those claims. Nothing herein waives Petitioner's right to seek findings under RSA 91-A:8 regarding knowing or bad-faith violations by NPAC or its agents; those issues are preserved for separate motion and order after the compliance showings above.

3. Implementation of Supreme Court Mandate.
The parties jointly request that this Court approve and enter this Stipulation as an Order implementing the Supreme Court's May 29 2025 mandate, thereby resolving the remanded issue concerning NPAC Corp.'s status under RSA 91-A.

4. Records Transfer and Successor Custody (Dissolution/Restructuring).
Upon dissolution or restructuring of NPAC Corp. or the expiration of the NMTC compliance period, NPAC shall transfer all governmental records (including emails, texts, messaging-app content, cloud files, metadata, and attachments) to the City of Nashua, City Clerk as successor custodian, and file a certification of transfer. NPAC shall also file board resolutions of NPAC and the 201 entities authorizing the transfer and acknowledging continued availability for public inspection under RSA 91-A and retention under RSA 33-A.

5. Mootness and Outstanding Records.
The parties agree that mootness does not apply to this proceeding. NPAC Corp. shall cooperate in resolving all outstanding record-access matters referenced in the original petition, and this stipulation shall not be construed to limit the Court's authority to address any remaining compliance or production issues under RSA 91-A.

Respectfully Submitted,

/s/Laurie Ortolano
Laurie Ortolano, Pro Se
41 Berkeley Street | Nashua, NH 03064
laurieortolano@gmail.com | 603-930-2853
Date: ______Oct 29_______ 2025

NPAC Corp.
By its Attorney,

/s/Joseph Foster, Esq.
Joseph Foster, Esq.
McLane Middleton, P.A.
900 Elm Street, 10th Floor
Manchester, NH 03101
Date: ________________ 2025

PROPOSED ORDER

Having reviewed the parties' Joint Stipulation, the Court finds it consistent with the New Hampshire Supreme Court's May 29 2025 mandate. It is SO ORDERED that NPAC Corp., having performed a governmental function on behalf of the City of Nashua, is subject to RSA 91-A and shall comply with the record-retention and custody terms set forth herein.

Date: ________________ 2025

Honorable Amy B. Messer

Hillsborough Superior Court North