

SECTION 400 – ZONING DISTRICTS

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401 Districts Enumerated

To implement the provisions of this Ordinance, the Town of Windham is hereby divided into the following Districts:

- A. Shoreland Zoning (*See Chapter 199 from the Code of the Town of Windham*)
 - 1. Resource Protection District (RP)
 - 2. General Shoreland Development District (GD)
 - 3. Limited Residential-Recreation District (LR)
 - 4. Stream Protection District (SP)

- B. Zoning Districts
 - 1. Farm District (F)
 - 2. Farm-Residential District (FR)
 - 3. Light-Density Residential District (RL)
 - 4. Medium Density Residential District (RM)
 - 5. Commercial District I (C1)
 - 6. Commercial District II (C2)
 - 7. Commercial District III (C3)
 - 8. Industrial District (I)
 - 9. Enterprise Development District (ED)
 - 10. Village Commercial (VC)

- C. Overlay Districts
 - 1. Aquifer Protection Overlay District Zone A (APA)
 - 2. Aquifer Protection Overlay District Zone B (APB)
 - 3. Manufactured Housing Park Overlay District (MHPO)
 - 4. Roosevelt Trail Business and Professional Office Overlay Zone
 - 5. Retirement Community and Care Facility Overlay District (RCCFO)

- D. Contract Zones
 - 1. Village at Little Falls Contract Zone (VLF)
 - 2. Windham Center Contract Zone (WCC)
 - 3. Amendment to Windham Contract Zoning Agreement between RKR LLC, and the Town of Windham (WCC)

402 Location of districts; Zoning Map

- A. District Location. The districts identified in Section 401 are located and bounded as shown on the Official Land Use District Map, entitled "Land Use Map of Windham, Maine", dated May 25, 1976, as amended from time to time, and on file in the office of the Municipal Clerk. Said map is hereby incorporated in and made part of this chapter.

- B. Official Land Use Map. Shall be filed in the Office of the Municipal Clerk. Copies of the Land Use Map may be filed in the Assessing, Code Enforcement, or Planning Departments.

403 Uncertain Boundary Locations

- A. Where uncertainty exists with respect to the boundaries of the various districts as shown on the Land Use Map, the following rules shall apply:
1. Boundaries indicated as approximately following the center lines of streets, highways, or alleys shall be construed to be following such center lines.
 2. Boundaries indicated as approximately following well established lot lines shall be construed as following such lot lines.
 3. Boundaries indicated as approximately following municipal lines shall be construed as following municipal limits.
 4. Boundaries indicated as following railroad, power, or pipelines shall be construed as following such lines.
 5. Boundaries indicated as following shorelines shall be construed as following such shorelines and, in the event of natural change in the shoreline, shall be construed as moving with the actual shoreline; boundaries indicated as approximately following the center line of streams, rivers, canals, lakes or other bodies of water shall be construed as following such center lines.
 6. Boundaries on the Land Use Map indicated as being parallel to, or extensions of, features indicated in Subsections 1. through 5., above, shall be determined by the scale of the map.
 7. Where physical features existing on the ground are at variance with those shown on the Land Use Map, or other circumstances not covered by Subsections 1. through 5., above, the Board of Appeals shall interpret the district boundaries.

404 Division of Lots by Districts

- A. Where a land use district boundary line divides a lot or parcel of land of the same ownership the following standards shall apply:
1. The regulations applicable to the less restricted portion of the lot may not be extended more than fifty (50) feet into the more restricted portion of the lot. However,
 2. Extension of the regulations applicable to the less restricted portion of the lot may be extended more than fifty (50) feet subject to approval by the Board of Appeals. The Board of Appeals shall use the standards for a variance in Section 1106 in making its decision.

405 Shoreland Zoning Districts

The following zoning districts shall be governed by the provisions of the Town of Windham Shoreland Zoning Ordinance.

- A. Resource Protection District (RP)
- B. General Development District (GD)
- C. Limited Residential District (LR)
- D. Stream Protection District (SP)

406 Zoning Districts**A. Farm District (F)****1. Intent**

The Farm district is intended primarily for rural and residential land uses. Development is restricted in order to protect farmlands, woodlands, open space, wildlife habitat and scenic areas.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Farm District as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Agriculture, Piggery
- Agriculture, Poultry Facility
- Building, Accessory
- Campground, Commercial
- Campground, Personal
- Cemetery
- Child Care, Family Home
- Dwelling, Single-Family Detached
- Dwelling, Two-Family
- Dwelling, Multifamily
- Forestry
- Golf Course
- Home Occupation 1
- Home Occupation 2
- Kennel, Minor
- Mineral Extraction
- Place of Worship
- Public Building
- Research Laboratory
- Retail Sales, Nursery
- Riding Stable
- Sawmill, Permanent
- Sawmill, Temporary
- Service Business, Landscaping
- Shipping Container
- Use, Accessory
- Wireless Telecommunications Tower and Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Assisted Living Facility
- Bed and Breakfast Inn
- Boarding Home for Sheltered Care
- Kennel, Major
- Medical Office
- Nursing Home
- Public Utility Facility

- Recreation Facility, Indoor
- Recreation Facility, Outdoor
- Retail Sales, Convenience
- Rooming House

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Farm District:

- (a) Minimum Lot Size:
 - (1) Standard (Non-Cluster) 80,000 s.f.
 - (2) Cluster Subdivision:
 - (a) All Subdivision lots connected to public water 30,000 s.f.
 - (b) Subdivision served by wells or a private system 30,000 s.f.
 - (3) Rooming House 4 acres
- (b) Maximum Lot Size:
 - (1) Cluster Subdivision 50,000 s.f.
 - (2) Cluster Subdivision: one (1) lot within subdivision 60,000 s.f.
- (c) Net Residential Density: 60,000 s.f.
- (d) Minimum Frontage:
 - (1) Standard (Non cluster) 200 ft.
 - (2) Cluster Subdivision 100 ft.
 - (3) Cluster Subdivision, where frontage is entirely on cul-de-sac 50 ft.
- (e) Minimum Front Setback:
 - (1) Standard (Non cluster) 40 ft.
 - (i) The minimum front Setback of a lot may be reduced to the average setback distance of the existing buildings located on the lots to either side of said lot.
 - (2) Cluster subdivision 25 ft.
 - (3) Non-Residential Use: Minimum Landscaped Buffer Strip 15 ft.
- (f) Minimum Side Setback:
 - (1) Standard (Non cluster) 10 ft.
 - (2) Cluster Subdivision: 10 ft.
- (g) Minimum Rear Setback:
 - (1) Standard (Non cluster): 10 ft.
 - (2) Cluster Subdivision: 10 ft.

- | | |
|--|----------|
| (h) Maximum Building Height: | 35 ft. |
| (1) Agriculture, Public Buildings, Church Steeples | No Limit |
| (i) Maximum Building Coverage: | 25% |

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Farm District:

- (a) Automobile Repair Services in existence prior to August 7, 2014.
 - (1) All repair operations shall be conducted inside an enclosed building.
 - (2) No more than three vehicles shall be serviced or stored on the property at any one time.
 - (3) Hours of operation shall be Monday through Saturday from 8:00 A.M. to 5:00 P.M.
- (b) Cluster Subdivision. (*See Sec. 900 Subdivision Review*)
 - (1) Cluster subdivisions shall only be permitted on lots with a minimum of 5 acres of gross land area.
 - (2) Cluster subdivisions are eligible for a density bonus of 20% to be applied after the Net Residential Density calculation, if the subdivision open space meets the criteria in Section 911.K.4.e.2.
- (c) Curb Cuts. See “Curb Cuts and Driveway Openings” in Section 500 Performance Standards for standards applicable to the Farm District
- (d) Dwelling, Two-Family and Dwelling, Multifamily. These uses shall only be allowed for the conversion of an existing dwelling or accessory building that was in existence prior to May 13, 1986. The following standards shall apply:
 - (1) No more than three (3) dwelling units may be created per lot.
 - (2) All dwelling units shall have a minimum area of 500 s.f.
- (e) Medical Office. See “Medical Office” in Section 500 Performance Standards for size limitations.
- (f) Research Laboratory. This use in the Farm District must conduct investigative research that is primarily related to the items defined in the definition of, “Agriculture.” Refer to Section 300 Definitions.

- (g) Service Business, Landscaping. This use shall be an accessory use to a Retail Sales, Nursery use under the following conditions:
 - (1) The Service Business, Landscaping use shall not exceed fifty (50) percent of the gross area (both interior and exterior areas) occupied by the principle Retail Sales, Nursery use.

- (h) Buffer Requirements for Specific Non-residential Uses. The following uses shall provide a buffer strip, as defined, from all abutting properties that are solely occupied by a residential dwelling(s):
 - (1) Boarding Home for Sheltered Care
 - (2) Medical Office
 - (3) Nursing Home
 - (4) Retail Sales, Convenience
 - (5) Retail Sales, Nursery
 - (5) Service Business, Landscaping

B. Farm-Residential District (FR)

1. Intent

The Town, as a rapidly growing community, recognizes that certain areas of the town will experience residential growth while the basic rural agricultural orientation remains. It is the intent of this chapter to allow these uses to coexist and develop harmoniously.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Farm-Residential District as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Building, Accessory
- Campground, Commercial
- Campground, Personal
- Cemetery
- Child Care, Family Home
- Dwelling, Two-Family
- Dwelling, Multifamily
- Dwelling, Single-Family Detached
- Forestry
- Golf Course
- Home Occupation 1
- Home Occupation 2
- Kennel, Minor
- Mineral Extraction
- Place of Worship
- Public Building
- Sawmill, Temporary
- Shipping Container
- Use, Accessory
- Wireless Telecommunications Tower and Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture, Piggery
- Agriculture, Poultry Facility
- Assisted Living Facility
- Bed and Breakfast Inn
- Boarding Home for Sheltered Care
- Kennel, Major
- Medical Office
- Nursing Home
- Public Utility Facility
- Recreation Facility, Indoor
- Recreation Facility, Outdoor
- Retail Sales, Convenience
- Retail Sales, Nursery
- Riding Stable
- Sawmill, Permanent

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Farm-Residential District:

- | | |
|---|-------------|
| (a) Minimum Lot Size: | |
| (1) Standard (Non cluster) | 50,000 s.f. |
| (2) Cluster Subdivision: | |
| (i) All subdivision lots connected to public water | 20,000 s.f. |
| (ii) Subdivision served by wells or a private system | 20,000 s.f. |
| (b) Maximum Lot Size: | |
| (1) Cluster Subdivision | 35,000 s.f. |
| (2) Cluster Subdivision, one (1) lot within subdivision | 45,000 s.f. |
| (c) Net Residential Density: | 40,000 sf. |
| (d) Minimum Frontage: | |
| (1) Standard (Non cluster) | 150 ft. |
| (2) Cluster Subdivision | 75 ft. |
| (3) Cluster Subdivision, where Frontage is entirely on cul-de-sac | 50 ft. |
| (e) Minimum Front Setback: | |
| (1) Standard (Non cluster) | 30 ft. |
| (i) The minimum front Setback of a lot may be reduced to the average setback distance of the existing buildings located on the lots to either side of said lot. | |
| (2) Cluster Subdivision | 25 ft. |
| (3) Non-Residential Use: Minimum Landscaped Buffer Strip | 15 ft. |
| (f) Minimum Side Setback: | |
| (1) Standard (Non cluster) | 10 ft. |
| (2) Cluster Subdivision: | 10 ft. |
| (g) Minimum Rear Setback: | |
| (1) Standard (Non cluster): | 10 ft. |
| (2) Cluster Subdivision: | 10 ft. |
| (h) Maximum Building Height: | 35 ft. |
| (1) Agriculture, Public Buildings, Church Steeples | No Limit |
| (i) Maximum Building Coverage: | 20% |

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Farm-Residential District:

- (a) Agriculture, Poultry Facility
 - (1) A facility may raise twenty-five (25) or fewer birds at any one time.
- (b) Agriculture, Piggery. Piggeries shall conform with the standards for “Agriculture, Piggery” in Section 503 of the Performance Standards.
- (c) Cluster Subdivision (*See Sec. 900 Subdivision Review*)
 - (1) Cluster subdivisions shall only be permitted on lots with a minimum of 5 acres of gross land area:
 - (i) Lots completely contained by the FR District: 5 acres
 - (ii) Lots with area in both the F and FR Districts: 5 acres
 - (2) Cluster subdivisions are eligible for a density bonus of 20% to be applied after the net Residential Density calculation, if the subdivision open space meets the criteria in Section 911.K.4.e.2.
- (d) Curb Cuts. See “Curb Cuts and Driveway Openings” in Section 500 Performance Standards for standards applicable to the Farm Residential District
- (e) Dwelling, Two-Family and Dwelling, Multifamily. These uses shall only be allowed for the conversion of an existing dwelling or accessory building that was in existence prior to May 13, 1986. The following standards shall apply:
 - (1) No more than three (3) dwelling units may be created per lot.
 - (2) All dwelling units shall have a minimum area of 500 s.f.
- (f) Medical Office. See “Medical Office” in Section 500 Performance Standards for size limitations.
- (g) Buffer Requirements for Specific Non-residential Uses. The following uses shall provide a buffer strip, as defined, from all abutting properties that are solely occupied by a residential dwelling(s):
 - (1) Boarding Home for Sheltered Care
 - (2) Medical Office
 - (3) Nursing Home
 - (4) Retail Sales, Convenience
 - (5) Retail Sales, Nursery

C. Light-Density Residential District (RL)

1. Intent

It is the intent of this district to ensure the proper development of residential areas by encouraging the formation of community units while developing, protecting, and preserving open spaces.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Light-Density Residential District as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Building, Accessory
- Cemetery
- Child Care, Family Home
- Dwelling, Single-Family Detached
- Dwelling, Two-Family
- Dwelling, Multifamily
- Forestry
- Home Occupation 1
- Home Occupation 2
- Place of Worship
- Public Building
- Sawmill, Temporary
- Shipping Container Use, Accessory
- Wireless Telecommunications Tower and Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Assisted Living Facility
- Bed and Breakfast Inn
- Boarding Home for Sheltered Care
- Hotel
- Nursing Home
- Medical Office
- Mineral Extraction
- Motel
- Public Utility Facility
- Recreation Facility, Indoor
- Recreation Facility, Outdoor
- Retail Sales, Convenience
- Retail Sales, Nursery

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Light-Density Residential District:

- | | |
|---|-------------|
| (a) Minimum Lot Size: | |
| (1) Standard (Non cluster) | 40,000 s.f. |
| (2) Cluster Subdivision: | |
| (i) All subdivision lots connected to public water | 20,000 s.f. |
| (ii) Subdivision served by wells or a private system | 20,000 s.f. |
| (b) Maximum Lot Size: | |
| (1) Cluster Subdivision | 30,000 s.f. |
| (2) Cluster Subdivision, one (1) lot within subdivision | 35,000 s.f. |
| (c) Net Residential Density: | 30,000 s.f. |
| (c) Minimum Frontage: | |
| (1) Standard (Non cluster) | 150 ft. |
| (2) Cluster Subdivision | 75 ft. |
| (3) Cluster Subdivision, where Frontage is entirely on cul-de-sac | 50 ft. |
| (e) Minimum Front Setback: | |
| (1) Standard (Non cluster) | 30 ft. |
| (i) The minimum front Setback of a lot may be reduced to the average setback distance of the existing buildings located on the lots to either side of said lot. | |
| (2) Cluster Subdivision | 25 ft. |
| (3) Non-Residential Use: Minimum Landscaped Buffer Strip | 15 ft. |
| (f) Minimum Side Setback: | 10 ft. |
| (g) Minimum Rear Setback: | 10 ft. |
| (h) Maximum Building Height: | 35 ft. |
| (1) Agriculture, Public Buildings, Church Steeples | No Limit |
| (i) Maximum Building Coverage: | 20% |

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Light-Density Residential District:

- (a) Curb Cuts. See “Curb Cuts and Driveway Openings” in Section 500 Performance Standards for standards applicable to the Light-Density Residential District
- (b) Dwelling, Two-Family and Dwelling, Multifamily. These uses shall only be allowed for the conversion of an existing dwelling or accessory building that was in existence prior to May 13, 1986. The following standards shall apply:
 - (1) No more than three (3) dwelling units shall be erected per lot.
 - (2) All dwelling units shall have a minimum area of 500 s.f.
- (c) Cluster Subdivision (*See Sec. 900 Subdivision Review*)
 - (1) Cluster subdivisions shall only be permitted on lots with a minimum of 5 acres of gross land area.
 - (2) Cluster subdivisions are eligible for a density bonus of 20% to be applied after the Net Residential Density calculation, if the subdivision open space meets the criteria in Section 911.K.4.e.2.
- (d) Medical Office. See “Medical Office” in Section 500 Performance Standards for size limitations.
- (e) Buffer Requirements for Specific Non-residential Uses. The following uses shall provide a buffer strip, as defined, from all abutting properties that are solely occupied by a residential dwelling(s):
 - (1) Boarding Home for Sheltered Care
 - (2) Medical Office
 - (3) Retail Sales, Convenience
 - (4) Retail Sales, Nursery

D. Medium-Density Residential District (RM)

1. Intent

It is the intent of this ordinance to assure the proper development of residential areas by encouraging the formation of community units while developing and preserving open space.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Medium-Density Residential District as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Building, Accessory
- Cemetery
- Child Care, Family Home
- Dwelling, Single-Family Detached
- Dwelling, Two-Family
- Dwelling, Multifamily
- Forestry
- Home Occupation 1
- Home Occupation 2
- Housing for Older Persons
- Place of Worship
- Public Building
- Sawmill, Temporary
- Shipping Container
- Use, Accessory

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Assisted Living Facility
- Bed and Breakfast Inn
- Boarding Home for Sheltered Care
- Medical Office
- Mineral Extraction
- Nursing Home
- Recreation Facility, Indoor
- Recreation Facility, Outdoor
- Retail Sales, Convenience
- Public Utility Facility

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following Dimensional standards shall apply in the Medium-Density Residential District:

Type	Public Water	Well
(a) Minimum Lot Size:		
(1) Standard:	20,000 s.f.	30,000 s.f.
(2) Housing for Older Persons	None	n/a
(3) Cluster Subdivision	20,000 s.f.	20,000 s.f.
(b) Maximum Lot Size in Cluster Subdivision	30,000 s.f.	30,000 s.f.
(1) Cluster Subdivision, one lot within the Cluster subdivision	35,000 s.f.	35,000 s.f.
(c) Net Residential Density:		
(1) Standard:	15,000 s.f.	15,000 s.f.
(2) Housing for Older Persons:		
(a) One (1) Bedroom Unit:	8,000 s.f.	n/a
(b) Each Additional Bedroom:	6,000 s.f.	n/a
(d) Minimum Frontage:	100 ft.	100 ft.
(1) Cluster Subdivision:	50 s.f.	50 s.f.
(e) Minimum Front Setback:	30 ft.	30 ft.
(1) The minimum front Setback of a lot may be reduced to the average setback distance of the existing buildings located on the lots to either side of said lot.		
(2) Non-Residential Use:		
Minimum Landscaped Buffer Strip	15 ft.	15 ft.
(f) Minimum Side Setback:	10 ft.	10 ft.
(g) Minimum Rear Setback:	10 ft.	10 ft.
(h) Maximum Building Height:	35 ft.	35 ft.
(i) Maximum Building Coverage:	20%	20%

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Medium-Density Residential District:

- (a) Curb Cuts. See “Curb Cuts and Driveway Openings” in Section 500 Performance Standards for standards applicable to the Medium-Density Residential District
- (b) Cluster Subdivision (*See Sec. 900 Subdivision Review*)
 - (1) Cluster subdivisions shall only be permitted on lots with a minimum of 5 acres of gross land area.
 - (2) Cluster subdivisions are eligible for a density bonus of 20% to be applied after the Net Residential Density calculation, if the subdivision open space meets the criteria in Section 911.K.4.e.2.
- (c) Housing for Older Persons. The State of Maine Minimum Lot Size Law of 12 M.R.S.A. §4807 to §4807-G shall apply to the Housing for Older Persons use.
- (d) Medical Office. See “Medical Office” in Section 500 Performance Standards for size limitations.
- (e) Buffer Requirements for Specific Non-residential Uses. The following uses shall provide a buffer strip, as defined, from all abutting properties that are solely occupied by a residential dwelling(s):
 - (1) Boarding Home for Sheltered Care
 - (2) Medical Office
 - (3) Nursing Home
 - (4) Retail Sales, Convenience

E. Commercial District I (C1)

1. Intent

To provide general retail sales, services and business space within the Town of Windham in locations capable of conveniently servicing community-wide and/or regional trade areas, with safe, well-regulated automobile access and pedestrian access where appropriate.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Commercial District I as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Assisted Living Facility
- Adult Business Establishment
- Bank
- Building, Accessory
- Business and Professional Office
- Child Care, Facility
- Child Care, Family Home
- Club
- Construction Services
- Convention Center
- Dwelling, Existing Single-Family Detached
- Dwelling, Existing Two-Family
- Dwelling, Existing Multifamily
- Dwelling, Mixed Use
- Fitness Center
- Forestry
- Funeral Home
- Home Occupation 1
- Home Occupation 2
- Hospital
- Housing for Older Persons
- Medical Marijuana Dispensary
- Medical Office
- Mineral Extraction
- Nursing Home
- Place of Worship
- Public Building
- Recreation Facility, Indoor
- Research Laboratory
- Restaurant
- Retail Sales
- Retail Sales, Convenience
- Retail Sales, Nursery
- Retail Sales, Outdoor
- Sawmill, Temporary
- Service Business, Commercial
- Service Business, Landscaping
- Service Business, Personal
- Theater
- Use, Accessory
- Warehousing, Private
- Wireless Telecommunications Tower and Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Automobile Gas Station
- Automobile Repair Services
- Distribution Center
- Drive-through Facility
- Hotel
- Industry, Light
- Industry, Heavy
- Motel
- Public Utility Facility
- Recreation Facility, Outdoor
- Retail Sales, Automobile Sales
- Retail Sales, Minimart
- Shipping Containers
- Small Engine Repair
- Warehousing, Public

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Commercial District I:

- | | |
|---|-------------|
| (a) Minimum Lot Size: | None |
| (1) Dwelling, Existing | 20,000 s.f. |
| (2) Dwelling, Mixed Use | 15,000 s.f. |
| (b) Net Residential Density: | |
| (1) Housing for Older Persons: | |
| (i) One (1) Bedroom Unit | 8,000 s.f. |
| (ii) Each Additional Bedroom | 6,000 s.f. |
| (2) Dwelling, Mixed Use | 15,000 s.f. |
| (c) Minimum Frontage: | 100 ft. |
| (d) Minimum Front Setback: | 40 ft. |
| (1) Minimum Landscaped Buffer Strip | 20 ft. |
| (2) Dwelling, Existing: (All associated structures) | 30 ft. |
| (i) The minimum front Setback of a lot governed by Subsection 406.E.5.(d) may be reduced to the average setback distance of the existing structures located on the lots to either side of said lot. | |
| (ii) A landscaped buffer strip is not required for lots with existing dwelling units. | |

(e) Minimum Side Setback:	6 ft.
(1) Dwelling, Existing (All associated structures)	10 ft.
(f) Minimum Rear Setback:	6 ft.
(1) Dwelling, Existing (All associated structures)	10 ft.
(g) Maximum Building Height	None
(1) Dwelling, Existing (All associated structures)	35 ft.

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Commercial District I:

- (a) Aquifer Protection Overlay District. (*See Subsec. 407.A or 407.B*) – Aquifer Protection Overlay District and the Town’s Official Map.
- (b) Buffer Requirement. All properties in the C1 district that abut a residential use, or undeveloped parcel, located in a residential zoning district shall provide a fifty (50) foot buffer along the zoning district boundary line.
- (c) Controlled Access Street. For standards pertaining to controlled access streets in the C1 District see Section 300 Definitions and Section 500 Performance Standards.
- (d) Curb Cuts. See “Curb Cuts and Driveway Openings” in Section 500 Performance Standards for additional standards applicable to the C1 District
 - (1) New, enlarged or rebuilt uses on an arterial road, as defined in Section 300, shall be limited to one (1) curb cut. In addition, the following standards shall apply to these curb cuts:
 - (i) A minimum centerline turning radius of 25’ must be provided.
 - (ii) A larger turning radius shall be provided if the curb cut will be used by vehicles with a wheel base of 35.8 feet or larger. In this case, the latest American Association of State Highway and Transportation Officials (AASHTO) standard shall apply.
 - (iii) Paved deceleration and acceleration lanes must be provided unless an alternative traffic design, prepared by a licensed civil engineer, is approved by the Town. (*See Sec. 500 Performance Standards for additional curb cut criteria*)
- (e) Dwelling, Existing Single-Family, Two-Family and Multifamily. For the purposes of Section 406.E – Commercial District I, these uses must have been constructed on, or prior to, July 8, 1976.

- (f) Housing for Older Persons. The following standards shall apply to this use:
- (1) Dwelling units shall not be permitted in the basement or first story of a building, except
 - (i) Dwelling units that are classified as “affordable” shall be permitted on all stories of a building. To be classified as “affordable,” the project must be funded via Section 202 of the Federal Housing Act of 1959.
 - (g) Industry, Heavy. In the C1 district, this use shall not involve any activity defined in Section 300 as “Manufacturing, Hazardous.” (*See Sec. 300 Definitions*)
 - (h) Minimum Lot Size. The State of Maine minimum lot size, and minimum lot size waiver, standards apply in the C1 district when the Town’s minimum lot size requirements are less restrictive than those of the State of Maine.
 - (i) Retail Sales, Outdoor. The display or sale of products outside of a building shall meet the standards of Section 500. (*See Sec. 500 Performance Standards*)
 - (j) Sidewalks. The following commercial development activities shall pay the North Windham Sidewalk Impact Fee in Section 1201(I) to provide safe pedestrian conditions in the Commercial 1 District:
 - The construction or placement of new building(s) with a cumulative area that is greater than, or equal to, five-hundred (500) s.f.
 - The enlargement of existing buildings by more than five-hundred (500) s.f., or
 - As required by the Planning Board as part of a Site Plan approved in accordance with Section 800 of this Ordinance.

F. Commercial District II (C2)**1. Intent**

The intent of this district is to provide for a mixed commercial and residential zone as a buffer zone between the Commercial District I and the abutting residential areas.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Commercial II District as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Adult Business Establishment
- Bank
- Building, Accessory
- Business and Professional Office
- Child Care, Facility
- Child Care, Family Home
- Convention Center
- Dwelling, Single-Family Detached
- Dwelling, Two-Family
- Dwelling, Multifamily
- Dwelling, Mixed Use
- Fitness Center
- Forestry
- Funeral Home
- Home Occupation 1
- Home Occupation 2
- Housing for Older Persons
- Medical Office
- Public Building
- Recreation Facility, Indoor
- Research Laboratory
- Retail Sales
- Retail Sales, Convenience
- Retail Sales, Nursery
- Retail Sales, Outdoor
- Service Business, Personal
- Theater
- Use, Accessory
- Wireless Telecommunications Tower and Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Bed and Breakfast Inn
- Club
- Drive-through Facility
- Hotel
- Motel
- Public Utility Facility
- Recreation Facility, Outdoor
- Restaurant
- Shipping Container

4. **Prohibited Uses**

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. **Dimensional Standards**

The following dimensional standards shall apply in the Commercial District II:

(a) Minimum Lot Size:	None
(1) Dwelling, Single-Family; Two-Family; Multifamily	40,000 s.f.
(b) Net Residential Density:	30,000 s.f.
(1) Housing for Older Persons:	
(i) One (1) Bedroom Unit	8,000 s.f.
(ii) Each Additional Bedroom	6,000 s.f.
(c) Minimum Frontage:	150 ft.
(d) Minimum Front Setback:	40 ft.
(1) Minimum Landscaped Buffer Strip	20 ft.
(e) Minimum Side Setback:	10 ft.
(f) Minimum Rear Setback:	10 ft.
(g) Maximum Building Height:	None
(1) Dwellings (All associated structures)	35 ft.

6. **District Standards**

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Commercial District II:

- (a) **Controlled Access Street.** For standards pertaining to controlled access streets in the C2 District see Section 300 Definitions and Section 500 Performance Standards.
- (b) **Curb Cuts.** See “Curb Cuts and Driveway Openings” in Section 500 Performance Standards for standards applicable to the C2 District
- (c) **Minimum Lot Size.** The State of Maine minimum lot size, and minimum lot size waiver, standards apply in the C2 district when the Town’s minimum lot size requirements are less restrictive than those of the State of Maine.

- (d) **Minimum Side Setback Reduction.** The required minimum side setback shall be permitted to be reduced to zero (0) where a common wall is proposed between buildings.
- (e) **Retail Sales, Outdoor.** The display or sale of products outside of a building shall meet the standards of Section 500. (*See Sec. 500 Performance Standards*)
- (f) **Zoning District Boundary Buffer.** Lots on which non-residential uses are located shall require a fifty (50) foot buffer from all property lines that abut a residential zoning district. The buffer shall meet the following requirements:
 - (1) No development shall be allowed within the buffer. This includes, but is not limited to, parking lots, signage, and light fixtures.
 - (2) The buffer must provide screening as described in the definition of buffer, (*see Sec. 300 Definitions*).

G. Commercial District III (C3)

1. Intent

The intent of the Commercial District III is to provide areas for a mixture of light, low-traffic generating commercial uses and single-family housing.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Commercial District III as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Adult Business Establishment
- Building, Accessory
- Business and Professional Office
- Child Care, Facility
- Child Care, Family Home
- Dwelling, Single-Family
- Dwelling, Two-Family
- Dwelling, Multifamily
- Dwelling, Mixed Use
- Forestry
- Home Occupation 1
- Home Occupation 2
- Medical Office
- Place of Worship
- Public Building
- Recreation Facility, Indoor
- Retail Sales
- Retail Sales, Convenience
- Retail Sales, Nursery
- Retail Sales, Outdoor
- Service Business, Personal
- Theater
- Use, Accessory
- Warehousing, Private
- Warehousing, Public
- Wireless Telecommunications Tower and Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Assisted Living Facility
- Automobile Repair Services
- Bed and Breakfast Inn
- Campground, Commercial
- Campground, Personal
- Club
- Hotel
- Industry, Light
- Motel
- Nursing Home
- Public Utility Facility
- Restaurant
- Shipping Container
- Small Engine Repair

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Commercial District III:

- (a) Minimum Lot Size:
 - (1) Dwelling, Single-Family; Two-Family; Multifamily 80,000 s.f.
 - (2) Dwelling, Mixed Use 80,000 s.f.
 - (3) Non-Residential 20,000 s.f.
- (b) Net Residential Density: 60,000 s.f.
- (c) Minimum Frontage:
 - (1) Dwelling, Single-Family; Two-Family; Multifamily 200 ft.
 - (2) Non-Residential 100 ft.
- (d) Minimum Front Setback:
 - (1) Arterial Street 60 ft.
 - (2) Non-Arterial Street 40 ft.
 - (3) Minimum Landscaped Buffer Strip 20 ft.
- (e) Minimum Side Setback: 10 ft.
- (f) Minimum Rear Setback: 10 ft.
- (g) Maximum Building Height:
 - (1) Dwellings (All associated structures) 35 ft.
 - (2) Non-Residential None

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Commercial District III:

- (a) Automobile Repair Services. The repair of commercial trucks shall be limited to those vehicles with a Gross Vehicle Weight Rating equal to, or less than, 26,000 lbs.
- (b) Controlled Access Street. For standards pertaining to controlled access streets in the C3 District see Section 500 Performance Standards.

- (c) Curb Cuts. See “Curb Cuts and Driveway Openings” in Section 500 Performance Standards for standards applicable to the C3 District.
- (d) Dwelling, Two-Family and Dwelling, Multifamily. These uses shall only be allowed for the conversion of an existing dwelling or accessory building that was in existence prior to May 13, 1986. The following standards shall apply:
 - 1) No more than three (3) dwelling units may be created per lot.
- (e) Minimum Side Setback Reduction. The required minimum side setback shall be permitted to be reduced to zero (0) where a common wall is proposed between buildings.
- (f) Retail Sales, Outdoor. The display or sale of products outside of a building shall meet the standards of Section 500. (*See Sec. 500 Performance Standards*)
- (g) Zoning District Boundary Buffer. Lots on which non-residential uses are located shall require a fifty (50) foot buffer from all property lines that abut a residential zoning district. The buffer shall meet the following requirements:
 - 1) No development shall be allowed within the buffer. This includes, but is not limited to, parking lots, signage, and light fixtures.
 - 2) The buffer must provide screening as described in the definition of “Buffer Strip”, in Section 300 Definitions.

H. Industrial District (I)

1. Intent

The intent of this district is to provide districts within the Town of Windham for manufacturing, processing, treatment, research, warehousing, storage and distribution.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Industrial District as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Agriculture, Piggery
- Agriculture, Poultry Facility
- Automobile Repair Services
- Building, Accessory
- Distribution Center
- Dwelling, Existing Single-Family
- Dwelling, Existing Two-Family
- Dwelling, Existing Multifamily
- Home Occupation 1
- Home Occupation 2
- Industry, Heavy
- Industry, Light
- Mineral Extraction
- Research Laboratory
- Retail Sales
- Small Engine Repair
- Truck Terminal
- Use, Accessory
- Warehousing, Private
- Warehousing, Public
- Wireless Telecommunications Tower and Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Automobile Storage Lot
- Correctional Facility, Public
- Public Building
- Public Utility Facility
- Shipping Container

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Industrial District:

- | | |
|---|---|
| (a) Minimum Lot Size: | 20,000 s.f. |
| (b) Minimum Frontage: | 100 ft. |
| (c) Minimum Front Setback: | 100 ft. |
| (1) Dwelling, Existing | 40 ft. |
| (d) Minimum Side Setback: | Greater of 25 ft. or 50% of Building Height |
| (1) Dwelling, Existing (All associated structures): | 15 ft. |
| (i) Either side Setback of for an existing dwelling may be reduced one (1) foot for every foot that the lot's other side Setback is increased. However, no side Setback shall be less than ten (10) feet. | |
| (e) Minimum Rear Setback: | Greater of 25 ft. or 50% of Building Height |
| (1) Dwelling, Existing (All associated structures) | 10 ft. |
| (f) Maximum Building Height: | None |
| (1) Dwelling, Existing (All associated structures) | 35 ft. |
| (g) Maximum Building Coverage: | None |
| (1) Non-residential Buildings | See Subsection 406.H.5.(c) below. |

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Industrial District:

- (a) Curb Cuts. See "Curb Cuts and Driveway Openings" in Section 500 Performance Standards for standards applicable to the I District.
- (b) Industry, Heavy. In accordance with the Conditional Use standards in Section 500, the appropriate Review Authority may approve the manufacturing or use of hazardous material, as defined in Section 300. (*See Sec. 300 for definition of "manufacturing, hazardous"*)
- (c) Open Space Requirement. All non-residential uses, except for agriculture, must provide two (2) square feet of open space, as defined, for every one (1) square foot of floor area. (*See Sec. 300 Definitions*)

- (d) Zoning District Boundary Buffer. Lots on which non-residential uses are located shall require a fifty (50) foot buffer from all property lines that abut a residential zoning district. The buffer shall meet the following requirements:
- (1) No development shall be allowed within the buffer. This includes, but is not limited to, parking lots, signage, and light fixtures.
 - (2) The buffer must provide screening as described in the definition of “Buffer Strip”, in Section 300 Definitions.

I. Enterprise Development District (ED)

1. Intent

The intent of this district is to provide a unique area within the Town of Windham to allow manufacturing, processing, treatment, warehousing, storage, research and distribution with safe, well regulated vehicle access located off a major street which can conform to the performance standards set forth in this section and in all other applicable ordinances of the Town of Windham.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Enterprise Development District as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Auction House
- Automobile Auction Facility
- Automobile Repair Services
- Building, Accessory
- Business and Professional Office
- Construction Services
- Convention Center
- Distribution Facility
- Forestry
- Hotel
- Industry, Heavy
- Industry, Light
- Mineral Extraction
- Motel
- Public Utility Facility
- Retail Sales, Accessory
- Small Engine Repair
- Use, Accessory
- Warehousing, Private
- Warehousing, Public
- Wireless Telecommunications Tower and Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Automobile Storage Lot
- Shipping Container

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Enterprise Development District:

- (a) Minimum Lot Size: None
- (b) Minimum Frontage: 100 ft.
- (c) Minimum Front Setback: 40 ft.
 - (1) Minimum Landscaped Buffer Strip 40 ft.
- (d) Minimum Side Setback: Greater of 30 ft. or 50% of Building Height
- (e) Minimum Rear Setback: Greater of 30 ft. or 50% of Building Height
- (f) Maximum Building Height: 40 ft.
 - (1) Maximum Building Height Exemption See District Standards
- (g) Maximum Building Coverage: 50%
- (h) Maximum Impervious Area: 75%

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Enterprise Development District:

- (a) **Access Management**
 - (1) Any parcel of land which is divided or developed may be required by the Town to provide one (1) or more sixty (60) foot right-of-ways to abutting land in the Enterprise Development Zone.
 - (2) An Enterprise Development District may have one (1) or more dead-end access streets from an existing public right-of-way.
 - (i) If two (2) or more entrances to an Enterprise Development District are proposed, such entrances shall be separated by at least one thousand (1000) linear feet, unless waived by the Planning Board.
 - (3) The Town may require that one (1) or more turning lanes be provided on the public right-of-way from which the Enterprise District is accessed. The need for these lanes will be based on proposed traffic volumes and conditions.

- (4) Access to all lots within an Enterprise Development District shall be limited to the District's interior road system.
- (b) **Convention Center.** Convention Centers shall only be permitted as an Accessory Use to a Hotel or Motel.
- (c) **Buffers and Screening**
- (1) **Residential District Boundary Buffer.** Where a lot abuts, or is within one hundred (100) feet of the side or rear boundary line of any residential district (including any residential district in an adjacent municipality), or within one hundred (100) feet of the side or rear boundary line of an existing improved residential lot within an ED District a fifty (50) foot wide buffer strip shall be provided. The following standards shall apply to the required buffer:
- (i) Twenty (20) feet nearest the boundary shall be used and maintained as a landscaped buffer strip, as defined.
- a) Within the landscaped buffer strip, screening of adjoining properties must be achieved as defined for a Buffer in Section 300 Definitions.
- (ii) The remaining thirty (30) feet of the landscaped buffer strip shall also be used and maintained as a suitable planting area for lawns with trees, shrubs or other landscape material. Within this portion of the buffer strip, underground utilities such as septic systems, sewer pipes, storage tanks and wells shall be allowed. Employee picnic tables shall also be permitted in this area.
- (iii) No building, structure, parking area, storage area, or display of equipment or materials shall be constructed, located or otherwise placed within any portion of the buffer strip.
- (2) **Commercial District Boundary Buffer.** In an ED District where a lot abuts or is within one hundred (100) feet of the side or rear boundary line of any commercial zone, there shall be provided on those sides facing the commercial zone a buffer strip fifteen (15) feet wide which shall be used and maintained as a suitable planting area for lawns, trees, shrubs or other landscape materials.
- (i) Within the landscaped buffer strip, screening of the adjoining commercial district properties must be achieved as defined for a Buffer Strip in Section 300 Definitions.
- (3) **Frontage on Existing Public Rights-of-Way Buffer.** A landscaped buffer strip of at least one hundred (100) feet shall be required where the District,

or a lot within the District, has frontage on an improved public right-of-way that was in existence prior to the creation of the Enterprise Development District.

- (i) One (1) sign that identifies the establishments within the Enterprise Development District shall be permitted within the landscaped buffer strip. See Section 800 Signs and Graphic Displays.
 - (ii) No equipment, vehicles, materials, articles for sale or signs in addition to that allowed in Subsection 400 I.6.(c)(1)(ii) above, shall be placed within any portion of the landscaped buffer strip unless otherwise provided for in this chapter.
- (4) **Screening of Outdoor Storage.** Outdoor storage shall be completely screened from adjoining properties by means of evergreen trees at least six (6) feet in height at time of planting.
- (i) **Automobile Auction Facility.** Opaque fencing six (6) feet in height shall enclose any outdoor storage area in lieu of evergreen trees.
- (5) **Screening of Lighting:** See Subsection 400 I.6.(g)(5) below.
- (d) **Industry, Heavy.** In accordance with the Conditional Use standards in Section 500, the appropriate Review Authority may approve the manufacturing or use of hazardous material, as defined in Section 300. (*See Sec. 300 for definition of “manufacturing, hazardous”*)
- (e) **Maximum Building Height Exemption.** Buildings over 40 ft. high shall be allowed if approved by the Zoning Board of Appeals.
- (1) The Zoning Board of Appeals shall use the Conditional Use standards in Section 516 to make its findings on the application.
- (f) **Parking Lot Setback.** Parking lots shall maintain a 30 ft. setback from all property lines.
- (g) **Performance Standards**
- (1) **Air Pollution:** All uses shall comply with minimum Federal, State and local air pollution requirements.
 - (i) Applicants shall submit information demonstrating compliance with any applicable federal, state or local requirements. If the application does not require subdivision or site plan review, the information shall be submitted to the Code Enforcement Officer for approval before a building permit is issued.

- (ii) The maximum permitted density of smoke, dust and other particulate emissions during normal operations of any activity shall not exceed the maximum allowable under the regulations of the Maine Department of Environmental Protection. In case of doubt, the Code Enforcement Officer may employ such independent, recognized consultants as necessary, at the expense of the applicant, to assure compliance with performance standards and all other requirements of this chapter related to the public health, safety and welfare and the abatement of nuisances.
- (2) Electromagnetic Interference. No use, activity or process shall be conducted which produces electromagnetic interference in the transmission or reception of electrical impulses beyond any lot lines, including radio and television. In all cases, Federal, State and local requirements shall be met. Violations of this standard shall be considered a public nuisance.
- (3) Fire Protection.
 - (i) All buildings or structures shall be connected to the public water supply and have a sprinkler system or a fire suppression system installed when required by the Town of Windham Building Code.
 - (ii) Storage, utilization, or manufacture of solid materials or products including free burning and intense burning is permitted provided that said materials or products shall be stored, utilized, or manufactured within completely enclosed buildings having incombustible walls and protected throughout by an automatic fire-extinguishing system.
 - (iii) The storage, utilization, or manufacture of flammable liquids, or materials which produce flammable or explosive vapors or gases shall be permitted in accordance with the most current edition of the National Fire Protection Association Standards for Flammable and Combustible Liquids (NFPA 30) or the most current edition of the Building Officials and Code Administrators (BOCA) Fire Prevention Code. The most restrictive standards shall apply.
 - (iv) Any change in use or occupancy shall require a review and approval by the Code Enforcement Officer and the Fire Chief.
 - (v) Tanks or other underground storage facilities abandoned or not in use for a period exceeding one (1) year shall be removed or otherwise assured safe conditions are present. In all cases, applicable Federal, State and local regulations shall prevail.
- (4) Groundwater and Surface Water Protection.

- (i) **Water Pollution.** No activity shall locate, store, discharge, or permit the discharge of any treated, untreated or inadequately treated liquid, gaseous, or solid materials of such nature, quantity, obnoxiousness, toxicity or temperature that run off, seep, percolate, or wash into surface or ground waters so as to contaminate, pollute or harm such waters or cause nuisances, such as objectionable shore deposits, floating or submerged debris, oil or scum, color, odor, taste, or unsightliness or be harmful to human, animal, plant or aquatic life.
 - a) All provisions of 38 M.R.S.A. Chapter 3, Protection and Improvements of Waters and such rules and regulations adopted by the Maine Board of Environmental Protection pursuant to the referenced purpose shall apply.
 - b) No development or use shall result in the existing groundwater quality becoming inferior to the physical, biological, chemical and/or radiological levels for raw and untreated drinking water supply sources specified in the Maine State Drinking Water Regulations, pursuant to 22 M.R.S.A., §2601 et seq. If the existing groundwater quality is inferior to the State Drinking Water Regulations, the developer or land owner will not degrade the water quality any further.
 - c) Representatives of the municipality or the Maine Department of Environmental Protection may enter the premises for the purpose of gauging, sampling and testing any waste water systems which may enter into water courses.
 - d) No development or use of land shall lower the groundwater table more than ten (10) feet.
- (ii) **Subsurface Wastewater Disposal.** The Enterprise Development District has been determined by the Town of Windham to be particularly sensitive to the discharge of pollutants from on-site subsurface sewage disposal systems and is therefore designated as a groundwater sensitive area. When the sewage contains effluent other than usual bathroom and/or on-premises food preparation water, the Town of Windham may require a pretreatment system of the effluent before its entry into any subsurface sewage disposal system
 - a) The Town may hire a third party consultant to review any subsurface wastewater disposal applications. The costs for this review shall be the responsibility of the applicant.
 - b) The Town of Windham may require groundwater monitoring of the project at the owner's expense.

- (5) Lighting
- (i) No lights shall be placed in view of any public roadway or street so that its beams or rays are directed at any portion of the roadway when the light is of such brilliance and so positioned as to impair the vision of the driver of any motor vehicle upon said roadway.
 - (ii) Lighting with a lumen output equal to or greater than a two-hundred watt mercury light shall not be directed towards the sky or adjacent residential properties.
 - (iii) No rotating or flashing lights or signals, except safety signaling devices as required by law, are permitted.
 - (iv) Adequate buffers using either the natural landscape or artificial screening are required to prevent unnecessary light from being directed beyond any lot lines onto adjacent residential properties.
- (6) Noise. Noise is required to be muffled so as not to be objectionable due to emission, beat frequency or shrillness. The average dBA count resulting from any activity shall not exceed at any point on or beyond any lot line, sixty (60) dBA during the day and fifty (50) dBA at night. The average dBA count for any activity shall be computed based on samples taken at intervals over a twenty-four hour period.
- (i) During the peak activity of sixty (60) minutes in a twenty-four hour period, a noise may not exceed these average dBA counts by more than ten (10) dBA.
 - (ii) Temporary activities that are unable to meet these requirements shall require a special permit from the Code Enforcement Officer. The noise standards shall not apply to the temporary use of such machinery as chainsaws, lawn mowers and snowmobiles.
- (7) Odors. The emission of odorous or toxic matter in such quantities as to be readily detectable at any point along any lot lines so as to produce a public nuisance or hazard is prohibited.
- (i) Such activities shall comply with applicable minimum Federal, State and local requirements.
 - (ii) Detailed plans shall be submitted to the Code Enforcement Officer for approval before a permit is granted.
 - (iii) Violations of this standard shall be considered a public nuisance.

- (8) Vibrations. No vibration shall be produced which is transmitted through the ground and is discernible without the aid of instruments at or at any point beyond any lot line.

- (h) **Street and Road Design**
 - (1) All streets in the Enterprise Development District shall be designed and constructed to meet the industrial road standards set forth in Section 900 Subdivision Review.

 - (i) **Utilities.** All utilities, including telephone and electrical services, shall be placed underground. If the development is being reviewed by the Planning Board as either a site plan or subdivision, the applicant may request a waiver under the applicable waiver standards of either Section 800 Site Plan or Section 900 Subdivision.

J. Village Commercial District (VC)

1. Intent

The intent of the Village Commercial District is to serve as a primarily residential area with a mix of stores, services and commercial enterprises. Growth, at a village scale, is to be well planned in this area of town served by public water and sewer.

2. Permitted Uses

- Agriculture
- Artist Studio
- Assisted Living Facility
- Bank
- Bed & Breakfast Inn
- Boarding Home for Sheltered Care
- Building, Accessory
- Business & Professional Office
- Child Care Facility
- Child Care, Family Home
- Construction Services
- Convention Center
- Dwelling, Mixed Use
- Dwelling, Single-Family Detached
- Dwelling, Two-Family
- Dwelling, Multifamily
- Fitness Center
- Funeral Home
- Home Occupation 1
- Home Occupation 2
- Hotel
- Housing for Older Persons
- Industry, Light
- Medical Office
- Nursing Home
- Park, Public
- Place of Worship
- Public Building
- Public Utility Facility
- Recreation Facility, Indoor
- Recreation Facility, Outdoor
- Research Laboratory
- Restaurant
- Retail Sales
- Retail Sales, Convenience
- Retail Sales, Nursery
- Senior Citizen Housing
- Service Business, Commercial
- Service Business, Personal
- Theater
- Use, Accessory
- Wireless Telecommunications Facility

3. Conditional Uses

- Auto Repair Services
- Drive-through Facility
- Small Engine Repair

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

- (a) Minimum Lot Size:
- (1) Standard
 - (i) Lots connected to public water & sewer 5,000 s.f.
 - (ii) Lots served by wells or a private sanitary system: 20,000 s.f.
- (b) Net Residential Density
- (1) Lots connected to public water & sewer: 2,500 s.f.
 - (2) Lots served by wells or a private sanitary system: 20,000 s.f.
- (c) Minimum Frontage 50 ft.
- (d) Minimum Front Setback No Minimum
- (1) New buildings constructed in the Village Commercial District shall be located in such a manner as to maintain the established relationship of buildings to the street. No building shall be setback further than the average of the existing setbacks in the block in which the building is located or if an existing building is being demolished, than the pre-existing setback, whichever is greater.
- (e) Minimum Side Setback No Minimum
- (1) Structures that share a common wall shall meet the requirements of the building code adopted by the Town of Windham.
- (f) Minimum Rear Setback 20 ft.
- (g) Maximum Building Height 35 ft.
- (1) Public Buildings, Church Steeples No Limit
- (h) Maximum Building Coverage: No Limit

6. District Standards

- (a) Buffer Requirement. New buildings or structures containing, or accessory to, commercial, duplex dwelling or multifamily dwelling uses constructed on properties in the Village Commercial District that abut a residential zoning district shall provide a fifty (50) foot natural buffer from the zoning district boundary line. This buffer requirement shall not apply to property lines that abut the Presumpscot River.
- (b) Design Guidelines: Designs for new and rehabilitated structures and building sites are encouraged to use the objectives and guidelines contained in the Town of Windham's 2005 Design Guidelines.

- (c) Parking:
 - (1) Uses shall meet the parking standards of section 537 Parking and Loading, except for the following:
 - (i) Dwellings: Single Family and Duplex: 1 per dwelling unit
 - (ii) No portion of the lot in front of a commercial use shall be used for off-street parking, service or loading.
- (d) Restaurant:
 - (1) Maximum seating for any bar area shall be 20 seats.
 - (2) Restaurants shall not be permitted to include a drive-through facility.
- (e) Retail Sales: The maximum area of a building dedicated to retail sales shall be 10,000 s.f.

407 Overlay Districts**A. Aquifer Protection Overlay District Zone A (APA)****1. Intent**

The purpose of this section is to protect the Town of Windham's well water supply by restricting the uses and activities on land overlying aquifer and aquifer recharge areas in proximity to Chaffin Pond.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Aquifer Protection Overlay District A as a matter of right. Uses allowed in the underlying zoning district shall only be permitted if allowed in the Aquifer Protection Overlay District Zone A. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Forestry
- Recreation Facility, Passive
- Public Utility Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- None

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Aquifer Protection Overlay District Zone A:

- (a) Maximum Building Height:
 - (1) The maximum building height of the underlying zoning district shall not apply to the public utility facilities allowed in the overlay district.

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Aquifer Protection Overlay District Zone A:

- (a) Except as otherwise required by state law, no person shall use herbicides or pesticides in this district except for herbicides and pesticides in non-persistent amounts normally associated with individual households.
 - (1) Non-persistent amounts shall have a half-life of less than twenty (20) days in soil under aerobic conditions.
- (b) All spreading or disposal of manure and fertilizers shall conform to the Best Management Practices handbook published by the Maine Department of Agriculture, 1988, and subsequent revisions and amendments.
- (c) Erosion and sedimentation shall be minimized by adherence to erosion control management practices contained in the Environment Quality Handbook, 1986, published by the Maine Soil and Water Conservation Commission, and subsequent revisions and amendments.
- (d) Zone Change Request. Any person who wishes to remove or include his property in the AP District Zone A may apply to the Town of Windham for a zone change as provided by Section 107 of this Ordinance. In addition to the requirements of Section 107, a person who applies for zone change must send notification of said application to the Portland Water District to the attention of the Director of Quality Control. The applicant shall bear the burden of proof to demonstrate that the property should not be included within the AP District Zone A.

B. Aquifer Protection Overlay District Zone B (APB)**1. Intent**

The purpose of this section is to protect the Town of Windham's well water supply by restricting the uses and activities on land overlying aquifer and aquifer recharge areas in proximity to Chaffin Pond.

2. Permitted Uses

The following uses, as defined in Section 300, shall be permitted in the Aquifer Protection Overlay District Zone B as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information.

- All permitted uses allowed in the underlying zoning district

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- All conditional uses allowed in the underlying zoning district

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Aquifer Protection Overlay District Zone B:

- (a) Minimum Lot Size:
 - (1) Dwellings: Greater of the underlying district or 80,000 s.f.
- (b) Maximum Impervious Area:
 - (1) Non-Residential Uses: 50%

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Aquifer Protection Overlay District Zone B:

- (a) The use or storage or manufacture of hazardous material, as defined in Section 300 for the Industry, Heavy use, in amounts in excess of those normally associated with individual households is prohibited.
- (b) Except as otherwise required by State or Federal Law, below-ground storage of petroleum products is prohibited.
- (c) Salt and sand piles are prohibited.
- (d) All spreading or disposal of manure and fertilizers shall conform to the Best Management Practices handbook published by the Maine Department of Agriculture, 1988, and subsequent revisions and amendments.
- (e) Erosion and sedimentation shall be minimized by adherence to erosion control management practices contained in the Environment Quality Handbook, 1986, published by the Maine Soil and Water conservation Commission, and subsequent revisions and amendments.
- (f) Zone Change Request. Any person who wishes to remove or include his property in the AP District Zone B may apply to the Town of Windham for a zone change as provided by Section 107 of this Ordinance. In addition to the requirements of Section 107, a person who applies for zone change must send notification of said application to the Portland Water District to the attention of the Director of Quality Control. The applicant shall bear the burden of proof to demonstrate that the property should not be included within the AP District Zone B.

C. Manufactured Housing Park Overlay District (MHPO)

1. Permitted Uses

The following uses, as defined in Section 300, shall be permitted in the MHPO District as a matter of right. Refer to Section 500 Performance Standards or Subsection 5. District Standards for additional use information.

- All permitted uses allowed in the underlying zoning district
- Mobile Home
- Mobile Home, Double Wide

2. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Refer to Section 500 Performance Standards or Subsection 5. District Standards for additional use information.

- All conditional uses allowed in the underlying zoning district

3. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

4. Dimensional Standards

The following dimensional standards shall apply in the MHPO District:

(a) Minimum Lot Size:

- | | |
|------------------------------|-------------|
| (1) Public Sewer | 6,500 s.f. |
| (2) Individual Septic System | 20,000 s.f. |
| (3) Central Sewage System | 12,000 s.f. |

(b) Net Residential Density:

- | | |
|---------------------------------------|------------------|
| (1) Septic and Central Sewage Systems | 20,000 s.f./unit |
|---------------------------------------|------------------|
- (2) Public Sewer. For mobile home parks in which all units shall be served by public sewer, at least 10% of the combined area of all individual lots shall be reserved or improved for open space, storage or recreational purposes.
- (3) In addition to the standards for calculating net residential density in Section 500 "Net Residential Area or Acreage", land within any required buffer shall not be used for the calculation of net residential density.

- | | | |
|--|--|---------|
| (c) Minimum Frontage: | | |
| (1) Public Sewer | | 50 ft. |
| (2) Individual Septic System | | 100 ft. |
| (3) Central Sewage System | | 75 ft. |
|
(d) Minimum Unit Setbacks Requirements: | | |
| (1) Front Setback | | 30 ft. |
| (2) Side and Rear Setback: | | |
| (i) Lot size equals 10,000 s.f. or less: | | 10 ft. |
| (ii) Lot size equals 10,001 s.f. or greater: | | 15 ft. |

5. District Standards

- (a) **Applicability.** New mobile home parks may be located, and existing parks expanded, only in the Mobile Home Park Overlay Districts (MHPO). This overlay district is delineated on the Town's Official Zoning Map.
- (b) **Sale of Individual Lots.** The sale of any individual lot or lots in an approved "mobile home park" is prohibited unless the status of the park as a whole is changed, with the approval of the Planning Board, to other permissible residential uses under the provisions of this chapter.
- (c) **Planning Board Review Requirement.** No mobile home park may be established, and no existing mobile home park may be enlarged, unless the Planning Board finds that the following standards have been met:
- (1) A buffer strip of at least the required front setback for the underlying zoning district shall be required along the mobile home park's exterior public or private street frontage.
 - (i) The buffer strip shall be used and maintained as a suitable planting area for lawns, with trees, shrubs or other landscape materials or left in its natural state,
 - (ii) No building or structure shall be constructed or otherwise placed on or under any portion of the buffer strip,
 - (iii) No equipment, vehicles, materials, articles for sale or signs shall be placed on any portion of the buffer strip unless otherwise provided for in this chapter.
 - (iv) No building within the mobile home park shall be closer than fifty (50) feet from any abutting residential land.

- (v) Water and sewage facilities for the park shall comply with all applicable regulations of the Town and the State of Maine, and all other applicable standards as set forth in the State of Maine Rules and Regulations of the Department of Health and Welfare relating to Mobile Home Parks and Camping Areas, approved and adopted November 6, 1972.
- (vi) New or enlarged mobile home parks shall meet the standards of Section 900 Subdivision Review, except where exempted by State Statute.
- (vii) All mobile homes within the park shall be accessed by interior minor streets owned and maintained by the park owner,
 - a) Road layout and entrance requirements shall conform with the street design standards of Section 900 Subdivision Review, except that
 - 1) The right-of-way may be reduced to twenty-three (23) feet, and
 - 2) The width of pavement may be reduced to twenty (20) feet.
- (viii) Where a Central Sewage System is proposed, the following standards shall be met:
 - a) Additional land shall be set aside in the event of a system failure,
 - 1) The amount of land set aside shall be based upon an independent analysis from a licensed engineer,
 - 2) The cost of the independent engineering analysis shall be the responsibility of the applicant.
 - b) The system shall be approved by the Maine Department of Health and Human Services.
- (ix) All other applicable standards of 30-A M.R.S.A. § 4358 presently effective or as hereinafter amended shall apply.
- (x) The development will not pollute a public water supply or aquifer.
- (xi) Wherever feasible, all new or enlarged mobile home parks shall be served by a public water supply provided by the Portland Water District or assignee.

D. Roosevelt Trail Business and Professional Office Overlay Zone

1. Intent

The purpose of this overlay district is to allow business offices and personal service businesses within the portions of the Medium Residential, Farm, and Farm Residential Zoning Districts that are located on Roosevelt Trail between the Pleasant River and Page Road. Businesses seeking to locate in this overlay district must meet the standards for both the zoning district and Conditional Uses.

2. Area of Zone

The area to be included in the Roosevelt Trail Business & Professional Office Overlay Zone is depicted on the Windham Zoning Map.

3. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Roosevelt Trail Business and Professional Office Overlay Zone as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- None

4. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 516. Notwithstanding the provisions of Section 516, the Planning Board shall be responsible for review and approving all conditional use applications in the overlay zone. Refer to Section 500, Performance Standards or Subsection 6 District Standards for additional use information.

- Business and Professional Office
- Service Business, Personal – excluding laundry or dry cleaning services

5. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

6. Dimensional Standards

In addition to the standards of the underlying zoning district, the following dimensional standards shall apply in the Roosevelt Trail Business and Professional Office Overlay District:

- (a) Maximum Building Size: 5,000 S.F.

7. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the uses in the Roosevelt Trail Business and Professional Office Overlay District.

- (a) Signs: The regulations in Section 709 Signs Permitted in All Residential Districts, shall apply to all uses in the Roosevelt Trail Business and Professional Overlay Zone.
- (b) Parking: The minimum off-street parking standards in Section 800(C) of the Land Use Ordinance shall apply to all uses allowed in the overlay district.
- (c) Windham Design Guidelines: The design guidelines of Section 813 shall apply to the following activities:
- New structures over 500 square feet in cumulative area.
 - Exterior improvements to existing structures.
 - Exterior improvements to existing structures shall be reviewed and approved by the Staff Review Committee as established in Section 803 of the Ordinance.
- (1) In addition to the Windham Design Guidelines, the following design features shall be required standards for uses allowed by the overlay district:
- Building Materials. Traditional, high-quality building materials including brick, clapboard, shingles or other similar projects shall be used as the primary siding material. Contemporary materials that have the same visual characteristics as traditional materials such as cement plank clapboards or vinyl clapboard siding are also acceptable.
 - Rooflines. Pitched roofs that are compatible with the surrounding residential uses shall be required. The minimum pitch of all rooflines shall be at least 5/12.
- (d) Screening/Buffering: Buildings and parking areas shall be screened from adjoining residential properties located at the side and rear of the property. Screening shall consist of either vegetation or fencing that is opaque and at least six (6) feet in height at the time of installation.
- (e) Lighting: All exterior lighting shall use a ninety (90) degree cut-off fixture.

E. Retirement Community and Care Facility Overlay District (RCCFO)

1. Intent

The intent of the Retirement Community and Care Facility Overlay District (RCCFO) is to provide areas in the Town of Windham where housing for older persons can be provided at higher residential densities. The RCCFO includes land adjacent to arterial roadways. The proximity to arterial roads is intended to provide housing for older persons suitable access to commercial establishments and public safety services.

2. Permitted Uses

The following uses, as defined in Section 300, shall be permitted in the RCCFO District as a matter of right. Refer to Section 500 Performance Standards or Subsection 5 District Standards for additional use information.

- Assisted Living Facility
- Boarding Home for Sheltered Care
- Retirement Community
- Nursing Home

3. Prohibited Uses

Uses that are not expressly enumerated herein, or in the underlying zoning district, as either permitted uses or conditional uses are prohibited.

4. Dimensional Standards

Notwithstanding the dimensional standards set forth in the underlying zoning district, the following dimensional standards shall apply to uses permitted by the RCCFO District.

- | | |
|---|----------------------------------|
| (a) Minimum Lot Size: | 200,000 s.f. |
| (b) Net Residential Density: | |
| (1) Assisted Living Facility | None |
| (2) Nursing Home | None |
| (3) Board Home for Sheltered Care | None |
| (4) Retirement Community | 5,000 s.f. |
| (d) Minimum Setback Requirements: | |
| (1) Duplex Dwelling; Multifamily Dwelling | See Subsec. 5 District Standards |

5. District Standards

(a) Standards applicable in the RCCFO district:

- (1) **Public Water.** All nursing home facilities or assisted living facilities shall be served by a utility connection to the Portland Water District system. All retirement community uses shall be connected to a public drinking water supply, as defined by the Maine Department of Health and Human Services. No retirement community dwelling units or facilities utilizing the standards of this overlay district shall be served by a private well. This standard does not apply to retirement community dwelling units or facilities developed in accordance with the standards of the underlying zoning district.
- (2) **Public Street Lot Width.** Lots that contain uses permitted by the overlay district shall meet the minimum lot width requirement of the underlying zoning district.
- (3) **Street Connection Requirement.** Uses permitted by the overlay district shall meet the street connection requirements of Section 911(M)(5)(b)(7).
- (4) **Parking Requirements.** All uses in the overlay district shall meet the applicable off-street parking requirement contained in Section 812(C).
- (5) **Site Design/Building Orientation:** When the development proposal provides for the construction or expansion of a building within one-hundred (100) feet of an existing road on the perimeter of the site, the project shall incorporate the following design features:
 - Buildings shall be designed so that they front on the existing road, or as an alternative, do not turn their backs to the road. A site that has frontage on two (2) or more existing streets shall use the street with the greater traffic volume for the purpose of this standard.
 - No service or storage areas shall be located between the building and the road.
 - Vehicular access shall be from internal streets or combined entrances where practical.
 - Parking lots shall not be located, where practical, between the building and the existing road.
 - If a sidewalk or pedestrian way exists along the existing road, provisions shall be made to link it with the planned buildings.
- (6) **Buffer Requirement:** The following site features shall be screened with either solid fencing or vegetation from any existing residential dwelling located on an abutting property:
 - Storage Areas
 - Dumpsters or trash collection areas
 - Service areas or access ways for emergency vehicles
 - Parking lots, and their associated access drives, that contain spaces for five (5) or more vehicles

- (7) Lighting: All exterior lighting shall use a ninety (90) degree cut-off fixture.
- (8) Solid Waste Collection: Collection of solid waste from exterior dumpsters shall only occur during daytime hours, as defined in Section 300 of this Ordinance.

(b) Standards Applicable where the underlying zoning district is the Farm, Farm Residential, Light Residential, or Medium Residential Districts:

- (1) Setback Requirements: Setbacks for multifamily facilities or multifamily dwelling units:
 - (i) No building or part of a building shall be located within one hundred (100) feet of the external perimeter of the overall site.
 - (ii) The minimum setback from the external perimeter of the overall site shall vary depending on the height of the building as follows:

Building Height	Minimum Setback
0 feet to 30 feet	100 feet
31 feet to 35 feet	150 feet

- (2) Services and Retail Sales: Any service and retail sales shall be designed as an integral part of the building. Such facilities shall be designed for use by the residents and not to serve those living outside the facility.
- (3) Number of Bedrooms: Retirement Community dwellings shall be limited to 3 or fewer bedrooms per dwelling unit.

(c) Standards Applicable where the underlying zoning district is the Commercial 1, Commercial 2, or Commercial 3 Districts:

- (1) Setback Requirements: Setbacks for multifamily facilities or multifamily dwelling units:
 - (i) Multifamily buildings permitted by the overlay district that are located on a lot that abuts a residential zoning district, or abuts a property occupied by an existing dwelling, shall not be located within one hundred (100) feet of said abutting lot.
- (2) Basement and First Story Dwelling Units: Notwithstanding the standards set forth Section 406(E)(6)(f) of the Commercial 1 Zoning District, dwelling units permitted in the overlay district shall be permitted in the basement or first story of a building in the RCCFO.

408 Contract Zones

(See Section 108 for Contract Zone Standards and Procedures)

A. Village at Little Falls Contract Zone (VLF)

Copies of the recorded contract zone may be obtained from the Windham Town Manager's Office or the Cumberland County Registry of Deeds.

**VILLAGE AT LITTLE FALLS
CONTRACT ZONING AGREEMENT**

This Contract Zoning Agreement dated as of June 1, 2005, between and among the **TOWN OF WINDHAM**, a body of corporate and politic, located in the County of Cumberland and State of Maine (the "Town") with a mailing address of 8 School Road, Windham, Maine, and **VILLAGE AT LITTLE FALLS, LLC**, a Maine limited liability company ("VLF, LLC") with a mailing address of 2 Market Street, Portland, Maine 04101, and **SOUTH WINDHAM HOUSING CORPORATION**, a Maine non-profit corporation ("SWHCorp") with a mailing address of 307 Cumberland Avenue, Portland, Maine 04101 (VLF, LLC and SWHCorp are collectively referred to herein as "Owner" or "Owners").

WHEREAS the Town is authorized to enter into contract zoning agreements pursuant to the Windham Shoreland Zoning Ordinance (Section 199-8(B)(2)), the provisions of the Windham Land Use Ordinance incorporated therein by reference (Section 140-5.1) (*Renumbered to Sec. 108 as of October 22, 2009*) and the provisions of 30-A M.R.S.A. Section 4352(8);

WHEREAS, VLF, LLC either owns or has entered into contracts to purchase parcels of real estate located on Route 202 and Depot Street Windham, Maine fronting on the Presumpscot River consisting of approximately 9.1 acres, generally being shown on the Town's Tax Map 38, Parcels 6, 7 and 8, and SWHCorp has separately entered into a contract to purchase a portion of Parcel 7, all of which property is shown on the attached Exhibit A (collectively hereinafter the "Property");

WHEREAS, the Property is currently located in the Shoreland Zone General Development District Zone ("GD Zone"), a portion of the Property having been heretofore rezoned from the Industrial Zone by action of the Town Council;

WHEREAS the poor condition and squalid appearance of the derelict industrial building, which is currently the most prominent portion of the Property, constitutes a blight preventing the development of the Property and is inhibiting the redevelopment of other properties in the South Windham Little Falls neighborhood;

WHEREAS, Owner proposes to construct an attractive mixed-income multi-unit residential development with attached and senior housing and apartments (the "Project");

WHEREAS the existing industrial uses are designated as being "marginally useful" under the Town's Comprehensive Plan, and the cost of demolition of the derelict industrial building has prevented the Project from moving forward;

WHEREAS the proposed residential use is in keeping with the historic close knit pattern of development in the South Windham Little Falls neighborhood and the abutters have expressed a strong desire to see the existing derelict building eliminated;

WHEREAS the Town's Comprehensive Plan cites the "potential to expand high density residential development" and historic settlement pattern which creates a "neighborhood feel" for the Little Falls neighborhood, but notes the lack of a critical mass of nearby residential development;

WHEREAS, the Project serves the goals of the Comprehensive Plan by using public sewer and water facilities;

WHEREAS, the roads within the development will remain private and maintenance and plowing will be the responsibility of the then owners of the Property, further minimizing the Town's costs;

WHEREAS, the rezoning provided in this Agreement, therefore, would be consistent with the Windham Comprehensive Plan; and

WHEREAS, the Town of Windham, by and through its Town Council, therefore, has determined that the said rezoning would be pursuant to and consistent with the Town's local growth program and Comprehensive Plan adopted pursuant to Title 30-A, Maine Revised Statutes, Chapter 187, Sub-part 6-A, and consistent with the existing and permitted uses within the GD Zone and has authorized the executive of this Contract Zoning Agreement.

NOW, THEREFORE, in consideration of the mutual promises made by each party to the other, the parties covenant and agree as follows:

1. Zoning Map Amendment. The Town hereby amends the Zoning Map of the Town of Windham, by adopting the zoning map change amendment shown on Exhibit B.

2. Village at Little Falls Contract Zoning District. The Town hereby creates a Village at Little Falls Contract Zoning District as defined herein which shall apply to the Property. For purposes of this Agreement, the Village at Little Falls Contract Zoning District means a residential development which may include multi-unit residences (apartment and condominiums), age restricted senior housing with traditional short blocks and interconnecting local streets, enhanced river views, and space and bulk standards consistent with traditional village design, all as further set forth in this Agreement.

The general schematic street layout, open space and distribution of uses in the Project shall conform to the Contract Zone Plan as hereinafter defined.

3. Permitted Densities, Uses and Dimensional Criteria.

A. Density: The density of the Project shall be as follows:

Up to 24 apartment units located in one building on a separate Lot, reserved for residents with persons 55 years of age or older or households with at least one resident who is 55 years of age or older; and

Up to 85 residential units located in multi-unit buildings on a separate Lot, one of which buildings may contain up to 16 units and with the remaining buildings containing up to 4 units each, with no age restrictions for any of these 85 units.

The Project shall be connected to public sanitary sewer services.

All buildings shall have an automatic fire sprinkler system installed by the Owners, contractors or developers. The construction of the system shall meet the standards of the National Fire Protection Agency as determined by the Chief of the Town of Windham's Fire & Rescue Department. The location and number of hydrants within the Project shall be subject to the approval of the Fire Chief.

B. Uses. The permitted uses in the Project shall be:

One Family and Multi-Family Dwellings;

Elderly Housing;

Those Uses and Special Exceptions to the extent allowed and subject to the conditions and restrictions applicable to the underlying GD Zone as it may be amended, subject to such review which would otherwise be required if the Property were not subject to this Agreement, and excluding Industrial and Manufacturing uses;

Home Occupations, Residential Recreational Facilities and community building and Association office maintenance facilities;

Public Utilities Facilities; and

Accessory Uses.

C. Residential Dimensional, Parking and Design Criteria.

- i) Multi-Family Lot Size: No restriction on lot size or number of Dwelling Units per lot, but no more than 24 Dwelling Units per building for Elderly Housing and 16 dwelling units per building for other Multi-Family Dwellings shall be allowed.
- ii) Minimum front Setback all buildings: 5 feet.
- iii) Minimum side Setbacks all buildings: 5 feet.
- iv) Minimum rear Setbacks all buildings: 5 feet.

- v) Presumpscot River setback and frontage: New Dwelling Units and accompanying improvements may be built in the locations as shown on Contract Zone Plan as they may be subsequently varied with Planning Board approval under Section 5, without need for Code Enforcement Officer approval under Section 199-12 of the Ordinance for the demolition of the existing nonconforming structures, the construction of the new structures shown on the Contract Zone Plan and change in use to multi-unit residential. In addition, existing utility lines located on the Property may be relocated closer to the river in order to lower their visual profile. Applicable minimum shore frontage per family shall not apply to the number of dwellings permitted under this Agreement.
- vi) Maximum structure, parking and non-vegetated surface coverage: 75% measured over the Project as a whole.
- vii) Height: 65 feet, measured from the mean "as completed" finished grade to the highest point on the roof for the 24 unit and the 16 unit buildings and 35 feet for all other buildings, such measurement otherwise to be in accordance with the Ordinance.
- viii) Notwithstanding the construction of multiple structures on a single lot, the compliance with dimensional requirements shall be calculated for each structure with respect to the lot as a whole and not with respect to each structure and dwelling separately.
- ix) The style of the buildings shall be substantially in accordance with the proposed building elevation plans prepared by Gawron Turgeon Architects dated June 1, 2005 attached hereto as Exhibit D, as they may be further approved and amended from time to time in accordance with the Town's Site Plan Ordinance and Subdivision Ordinance and with this Agreement (the "Elevation Plans").

D. Parking. The dimensions of the parking spaces shall be a minimum of 9 feet by 18 feet but need not measure more than a minimum of 9 feet by 18 feet (except as otherwise required by law for handicapped parking). Parking spaces shall include garage spaces and spaces located in private driveways leading into garages, notwithstanding the otherwise applicable provisions of the Ordinance. For Elderly Housing, no more than one parking space per unit shall be required, and for a multifamily structure of more than three floors, no more than one and one-half parking spaces per unit shall be required.

E. Streets, Roads and Sidewalks. All streets and roads within the Project shall remain private, and shall not be maintained by Town. The paved surface for private streets and internal travel aisles may range from 22-30 feet in width, exclusive of turn around and pull off parking areas, in accordance with the Contract Zone Plan for the Property. The required "right of way" for each street under the Subdivision Ordinance including the pavement, sidewalk and utility installation area need only be a minimum of 30 feet in total width, which need not be centered on the pavement, and may otherwise have the locations and dimensions as shown on the Contract Zone Plan notwithstanding the otherwise applicable Ordinance requirements for such streets.

Each Owner shall construct the sidewalks as shown on the Contract Zone Plan, including without limitation the sidewalks running along the Town's abutting Depot Street right of way and the sidewalks located within the Project.

The then owners of the Property shall be responsible for the maintenance of the streets, roads and sidewalks. The portions of the Property in common ownership shall be considered a single lot notwithstanding their separation by private streets and roads.

Streets, roads and sidewalks providing access to a permitted Structure, parking and pedestrian walkways and other improvements shown on the Contract Zone Plan shall be permitted, even if located within 100 feet of the Presumpscot River. Use of existing drainage lines and structures shall be permitted.

4. Contract Zone Plan. The Property shall be generally developed and used in accordance with the Contract Zone Plan, reduced copies of which are attached hereto as Exhibit C as it may be further approved and amended from time to time pursuant to the provisions of the Windham Site Plan Ordinance and Subdivision Ordinance and this Agreement (the "Contract Zone Plan"). Notwithstanding any other provisions of the Ordinance, the physical layout, dimensions, setbacks, parking and proposed uses and improvements shown on Contract Zone Plan as they may be varied in accordance with Section 5 shall be permitted under the Ordinance.

5. Status of Approvals/Amendments.

The Contract Zone Plan has received pre-application Site Plan - Subdivision review for the entire Property under the Town's Site Plan and Subdivision Ordinance. Any amendment which involves the following changes to the terms of this Agreement will require an amendment approved by the Town Council after a public hearing:

- i) any change in the permitted uses; and
- ii) any increase in the number of dwelling units beyond the maximum number permitted.

Except for the forgoing, any other changes and any subsequent site plan approvals or subsequent site plans and/or subdivision amendments need only be approved by either (i) the Planning Board after a public hearing in accordance with this Agreement, or (ii) for changes that would otherwise only require Code Enforcement Officer approval under the Ordinance, then the approval by such officer, all without need for further Town Council approval of such changes.

Following the approval of this Agreement, the Owner will then submit the detailed design, landscaping, traffic, and engineering plans and specifications for Planning Board review and approval in accordance with the otherwise applicable provisions of the Ordinance. Such review and approval shall include attention to the specifics of sewer and utilities, streets (including turning radii), sidewalks, drainage facilities, hydrants, street lighting, storm water and drainage systems, recreational facilities or impact fees, river safety, snow removal and disposal areas, on street parking designations and restrictions, trash removal, and landscaping, but the improvements and uses contemplated under this Agreement as they may be varied in accordance with the foregoing shall be allowed.

6. Infrastructure.

A. General. Within each lot it owns, each Owner shall construct or cause to be constructed sewer and utilities, streets, drainage facilities, esplanades, sidewalks, street lighting, drainage systems, and landscaping to the standards set forth in the final site plan/subdivision approval following the execution of this Agreement.

The streets shall remain private, subject to an easement for Town emergency access.

B. Maintenance. The infrastructure located on the Property shall be maintained by its respective Owner.

C. Sewer Pump Station. Owner shall grant to the Town of Windham or its designee title to land necessary for construction of an underground sewer pump station with accompanying easements for mains and access in a mutually agreed upon location to be coordinated with other proposed improvements.

D. Depot Street Storm Drain. Owner shall grant to the Town of Windham an easement for an underground storm drain running from Depot Street towards the Presumpscot River, which easement shall be coordinated with the location of the proposed improvements.

E. Depot Street Sidewalk. Owners shall construct a public sidewalk running along Depot Street in the public right of way area adjoining each portion of their Property.

F. S D Warren Co. Easement and Fence. Owners shall permit emergency vehicle access over the Property over the 30 foot wide easement located on adjoining land of S.D. Warren Company (d/b/a "Sappi Fine Paper North America") originally reserved in a deed recorded in the Cumberland County Registry of Deeds in Book 2641, Page 44, which runs easterly from Route 202.

Owner shall construct and maintain a fence along the foregoing easement at the boundary of their Property with the land of S D Warren in order to prevent inappropriate public access to the dam area but shall construct an emergency access with traffic flow restriction devices approved by the Town Fire Chief on its Property permitting access by emergency vehicles through the fence.

7. Commencement/Phasing Schedule/Bonding. Unless extended by the Town, a building permit shall be issued and the construction of the initial Phase shall commence within two (2) years after Owner's receipt of final land use approvals for the Property and shall complete the construction of the final Phase under this Agreement within fifteen (15) years of the date of receipt of such approvals.

An Owner need only post a performance guaranty in accordance with the Ordinance Section 140-39 (H) assuring the completion of "Required Improvements" for those Required Improvements to be constructed within each Phase or sub-Phase of the Property or which are required to be completed in conjunction with such Phase or sub-Phase under this Agreement.

8. Definitions. Note: Capitalized terms not otherwise defined herein shall have the meaning set forth in the Town of Windham Zoning Ordinance.

Agreement: This Contract Zoning Agreement entered into among the Owner and the Town.

Association: The nonprofit corporation which may be formed pursuant to the Maine Condominium Act to operate and administer a portion of the Property.

Contract Zone Plan: The plans entitled "Exhibit C - Contract Zone Plan" prepared by Northeast Civil Solutions dated May 11, 2005 consisting of sheets #1 (site) and #2 (phasing), the accompanying notes and related materials approved by the Town Council, reduced copies of which are attached hereto as Exhibit C, as they may be amended from time to time pursuant to the provisions of the Windham Site Plan Ordinance (Chapter 140-38) and Subdivision Regulations (the "Contract Zone Plan").

Lot: The Lots composing individual portions of the Property as shown on Exhibit C, designed for separate subsequent Planning Board approval, development and use as set forth herein.

Multi-Family Dwelling: A building with two or more Dwelling Units, subject to the limitations on numbers of units, units per building, location and age restrictions set forth in this Agreement.

Ordinance: The Town of Windham Land Use, Shoreland Zoning and as applicable the Subdivision Ordinances as set forth in Chapters 140 (now Section 900), 199 and 215 of the Town's Code of Ordinances.

Owner(s): Collectively, VLF, LLC and SWHCorp, and their respective successors and assigns.

Parking Space: See Subsection 3 (E) regarding modifications to the otherwise applicable definitional restrictions under the Ordinance.

Phase: Each portion of the Property designated on Exhibit C to be separately developed in stages substantially as shown on Exhibit C.

Planning Board: The Planning Board of the Town of Windham.

Property: The real property located on Route 202 and Depot Street as described in Exhibit A.

SWHCorp: South Windham Housing Corporation, a Maine non-profit corporation, also being an Owner.

Town: The Town of Windham, a municipal corporation located in the County of Cumberland and State of Maine.

Town Council: The Town Council of the Town.

VLF, LLC: Village At Little Falls, LLC a Maine limited liability company, being an Owner.

9. General.

A. Owners shall record this Contract Zoning Agreement in the Cumberland County Registry of Deeds within 30 days after receipt of final land use approvals for the development on the Property. For purposes of identification only, the Town Manager shall sign the full size copies of the plans attached hereto as Exhibits C and D, marked with the legend:

"Exhibit [C or D, as applicable] to the Village at Little Falls Contract Zoning Agreement dated June 1, 2005, subject to modification pursuant to said Agreement."

B. The provisions of this Contract Zoning Agreement shall be deemed restrictions on the use of the Property, and this Contract Zoning Agreement may be amended by future written agreement between the Town of Windham and the Owner affected or its successors in interest without need for approval of any other party. In the event all or any portion of the Property is subjected to the Maine Condominium Act (33 M.R.S.A. Section 1601-101 et seq.), then the Association organized may act on behalf of all condominium owners.

C. The provisions of this Contract Zoning shall operate as an "overlay" zone and all other requirements of the underlying Zoning District shall apply except as otherwise set forth herein.

D. The restrictions, provisions and conditions of this Agreement are an essential part of the rezoning, shall run with the Property, shall bind Owners, their heirs, successors in interests and assigns of said Property or any part thereof, and shall inure to the benefit of and be enforceable by the Town of Windham.

E. Except as expressly modified herein, the use and occupancy of the Property shall be governed by and comply with the provisions of the Land Use, Shoreland Zoning and Subdivision Ordinances of the Town of Windham (as applicable) and any applicable amendments thereto or replacement thereof, provided however that this Agreement and the Ordinance shall be interpreted so as to allow the improvements and uses shown on Exhibit C. The applicable provisions of the Town's Building Code Ordinances shall not be affected by this Agreement.

F. Wherever possible, each provision of this Agreement shall be interpreted in such a manner as to be effective and valid under applicable law. However the provisions of this Agreement are severable, and if any one clause or provision hereof shall be held invalid or unenforceable in whole or in part in any jurisdiction, then such invalidity or unenforceability shall affect only such clause or provision, or part thereof, in such jurisdiction, and shall not in any manner affect such clause or provision in any other jurisdiction, or any other clause or provision of this Agreement in any jurisdiction.

G. The captions in this Agreement are for convenience of reference only and shall not define or limit the provisions hereof.

H. No waiver of any of the terms of this Agreement no extension thereof will be deemed to have occurred, or to be effective unless in writing signed by the parties. No course of dealing heretofore or hereafter between the parties, or any failure or delay on the part of any party in exercising any rights or remedies under this Agreement shall operate as a waiver or preclusion of the exercise of any rights or remedies under this Agreement.

I. The Town shall have the power to enforce all conditions and restrictions of this Agreement, both through enforcement action pursuant to 30-A M.R.S.A. §4452 and through legal action for specific performance of this Agreement. In the event that an Owner or its heirs, successors or assigns fail to construct the Property in accordance with this Contract, or in the event of any other breach hereof, and such failure or breach continues for a period of thirty (30) days after written notice of such failure or breach cannot reasonably be remedied or cured within such thirty (30) day period, if such Owner, its heirs, successors or assigns, fails to commence to cure or remedy such failure or breach within said thirty (30) day period and thereafter fails to diligently prosecute such cure or remedy to completion in a reasonable time, then the Town may enforce the performance of this Agreement and recover the costs and expenses of performance from such Owner or its, heirs, successors or assigns violating this Agreement, which recovery may include the Town's reasonable attorney's fees and expenses.

Witness our hands and seals on June 1, 2005.

TOWN OF WINDHAM

Nancy J. Johnston
Witness

by: Anthony T. Plants
Anthony T. Plants, Town Manager

VILLAGE AT LITTLE FALLS, LLC

Denise Coyer
Witness

by: Rence Lewis
Rence Lewis, its Manager

SOUTH WINDHAM HOUSING CORPORATION

Dana Totman
Witness

by: Dana Totman
Dana Totman, its President

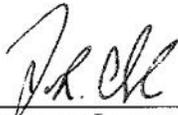
- Exhibit A - Copy of Survey Plan
- Exhibit B - Amended Zoning Plan
- Exhibit C - Reduced Copies of "Exhibit C - Contract Zone Plan" prepared by Northeast Civil Solutions dated May 11, 2004, consisting of 2 sheets labeled "Phasing" and "Site."
- Exhibit D - Reduced Copies of "Exhibit D - Proposed Elevations " prepared by Gawron Turgeon Architects consisting of 2 sheets

Contract Zone Agmt Vill at Little Falls 5-24-05 clean doc
5/25/2005

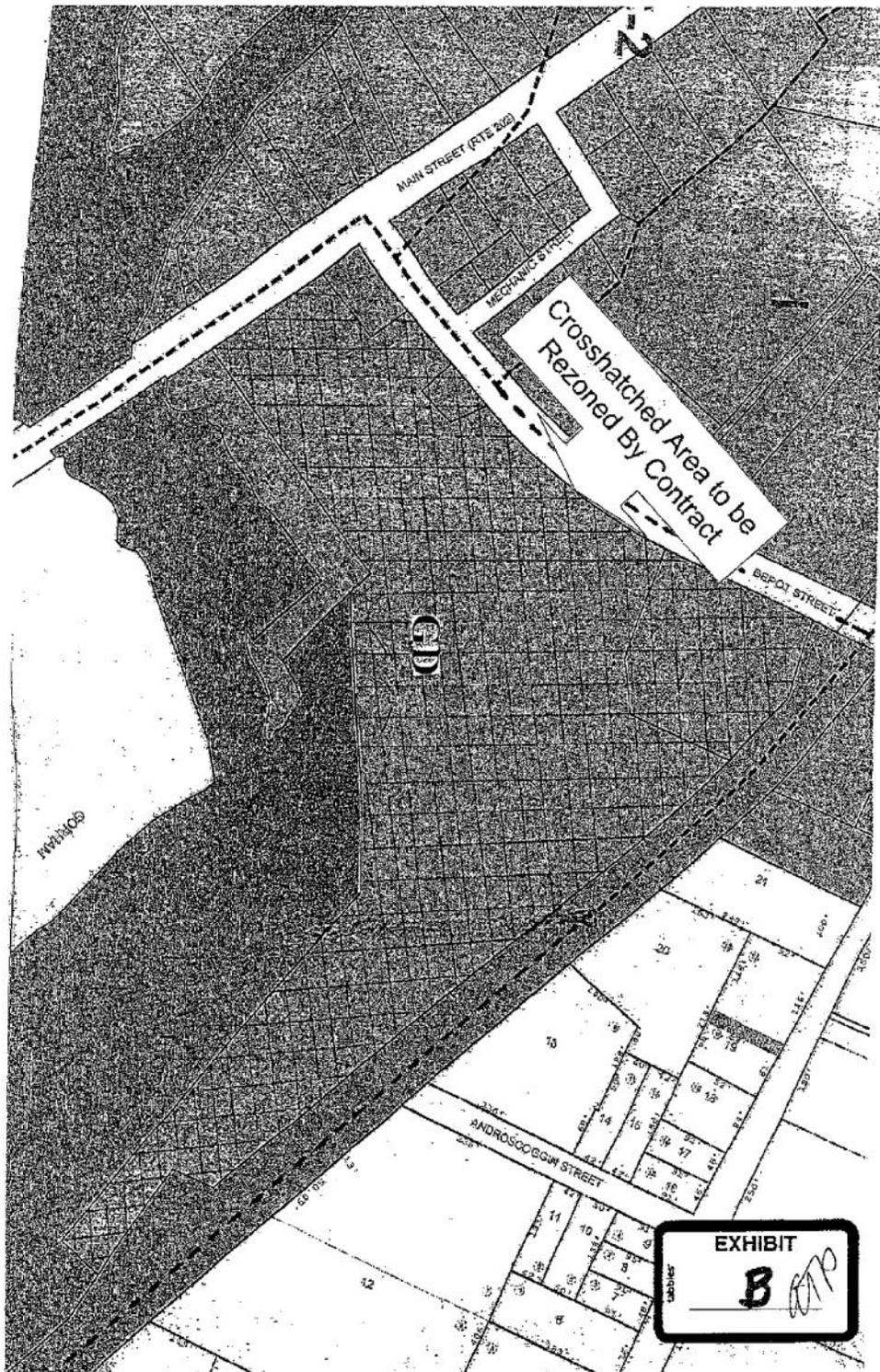
State of Maine
Cumberland, ss

June 1, 2005

Then personally appeared before me the above named Anthony I. Plante in his said capacity and acknowledged the foregoing to be his free act and deed and the free act and deed of said town.



Attorney at Law
Name: *Lawrence R. Clough*



Proposed Building 'A' Front Elevation-Apartments
1/8" = 1'-0" scale

Proposed Building 'B' Front Elevation-Duplexes
1/8" = 1'-0" scale

Proposed Building 'C' Front Elevation-Porch Units
1/8" = 1'-0" scale

Proposed Building 'D' Front Elevation-Townhouses
1/8" = 1'-0" scale

Proposed Building 'F' Front Elevation-2,000 SF
1/8" = 1'-0" scale

Exhibit D-Proposed Elevations for Buildings A,B,C,D and F
Route 202, Windham, Maine

EXHIBIT TO THE VILLAGE AT LITTLE FALLS CONTRACT ZONING AMENDMENT DATED 4-11-2004, SUBJECT TO INDICATION PURSUANT TO SAID AGREEMENT.

deGruyter & Co. Inc.

GARDNER ARCHITECTURE AND INTERIOR DESIGN
Center Village at Little Falls, LLC



FOR THE TOWN OF WINDHAM
ARCHITECTS
Owner: South Windham Housing Corp

FORBIDDEN TO THE VILLAGE AT LITTLE FALLS CONTRACT ZONING AGREEMENT DATED 10/17/2005 SUBJECT TO SAID AGREEMENT
A.S.T. Architects, Inc.

Exhibit D-Proposed Elevations for Building E
Route 202, Windham, Maine
Scale: 3/8" = 1'-0"
Village at Little Falls

B. Windham Center Contract Zone (WCC)**CONTRACT ZONING AGREEMENT BETWEEN THREE STONES, LLC. and THE TOWN OF WINDHAM**

This Contract Zoning Agreement made this 25th day of October, 2010 by and between the TOWN OF WINDHAM, a body corporate and politic, located in the County of Cumberland and State of Maine (hereinafter the "Town") and THREE STONES, LLC. (hereinafter "Three Stones"), a Maine limited liability corporation with an address of 225 Pope Road, Windham, Maine 04062.

WHEREAS, Three Stones seeks to redevelop and reutilize a parcel of real estate located at 354 Gray Road, Windham, Maine (the "Property") which is shown on Tax Map 9, Lot 27C.

WHEREAS, the Property is currently located in a Farm Residential District as established by the Windham Land Use Ordinance.

WHEREAS, the Property has been the site of a commercial/industrial use.

WHEREAS, Three Stones wishes to renew commercial activity on the Property.

WHEREAS, Three Stones and the Town have agreed that it is desirable that the Property be rehabilitated for commercial use.

WHEREAS, the Town has the authority to enter into a contract zone for the Property pursuant to 30-A M.R.S.A. § 4352 and Section 108 of the Windham Land Use Ordinance.

WHEREAS, after notice and hearing and due deliberation of this re-zoning proposal, the Windham Planning Board recommended the re-zoning of the Property.

WHEREAS, the Town, by and through its Planning Board and Town Council, have determined that the re-zoning is consistent with the Comprehensive Plan.

WHEREAS, this re-zoning has been authorized by the Town Council.

NOW THEREFORE, in consideration of the mutual promises made by each party, the parties covenant and agree as follows:

1. The Town will amend the Land Use Ordinance and Zoning Map of the Town of Windham to create and to make reference to the Windham Center Contract Zone, as shown on Exhibit A, attached hereto and hereby incorporated by reference.
2. Three Stones, its successors and assigns, shall use the property in compliance with all applicable requirements set forth in Exhibit B, attached hereto and hereby incorporated by reference. Curb cuts and parking shall be established substantially in accordance with Exhibit C, attached hereto and hereby incorporated by reference.

3. Three Stones shall record the fully executed Contract Zoning Agreement and all Exhibits thereto in the Cumberland County Registry of Deeds and shall submit proof of recording to the Town's Code Enforcement Officer and Planner before any site work is undertaken or any building permits are issued.
4. The provisions of this Contract Zoning Agreement shall be deemed restrictions on the use of the Property and shall be amended only upon further written agreement of the Town and Three Stones or its successors in interest to the Property and after compliance with State law for adoption or amendment of contract zones.
5. The restrictions, provisions and conditions of this Contract Zoning Agreement are an essential part of the rezoning, shall run with the Property and shall bind Three Stones, its successors in interest and any assigns of the Property or any party in possession or occupancy of the Property or any part thereof and shall inure to the benefit of and be enforceable by the Town.
6. If any of the restrictions, provisions, conditions or portions of this Agreement is for any reason held invalid or unconstitutional by any Court of competent jurisdiction, such portions shall be deemed as separate, distinct and independent provisions and such determination shall not affect the validity of the remaining portions hereof.
7. Except as expressly modified herein, the use and occupancy of the Property shall be governed by and comply with the provisions of the Town of Windham Land Use Ordinance.
8. In the event that Three Stones or its successors or assigns fail to complete the project within three (3) years or operate the project in accordance with this Agreement or in the event of any other breach of any conditions set forth in this Agreement, the Town Council of the Town shall have the authority, after written notice to Three Stones, and reasonable opportunity to cure, to terminate this Agreement and to rezone the Property to Farm Residential or any successor zone. In the event of such a rezoning, the Property shall then be used for only such uses as otherwise allowed by law. The Town shall also have the ability to enforce any breach of this Agreement or any other violation of the Land Use Ordinance through the provisions of 30-A M.R.S.A § 4452.

NOW THEREFORE, this Agreement is hereby made official by the signature below:

TOWN OF WINDHAM

Budd More
Witness

Anthony Plante
Anthony Plante
Its Town Manager

THREE STONES, LLC

Budd More
Witness

Jay P. Hackett
Jay P. Hackett
Print Name

Its Member

HERITAGE METALCRAFT, INC.

T.H. Ar
Witness

Mark Nelson
MARK NELSON
Print Name

Its Owner

EXHIBIT A

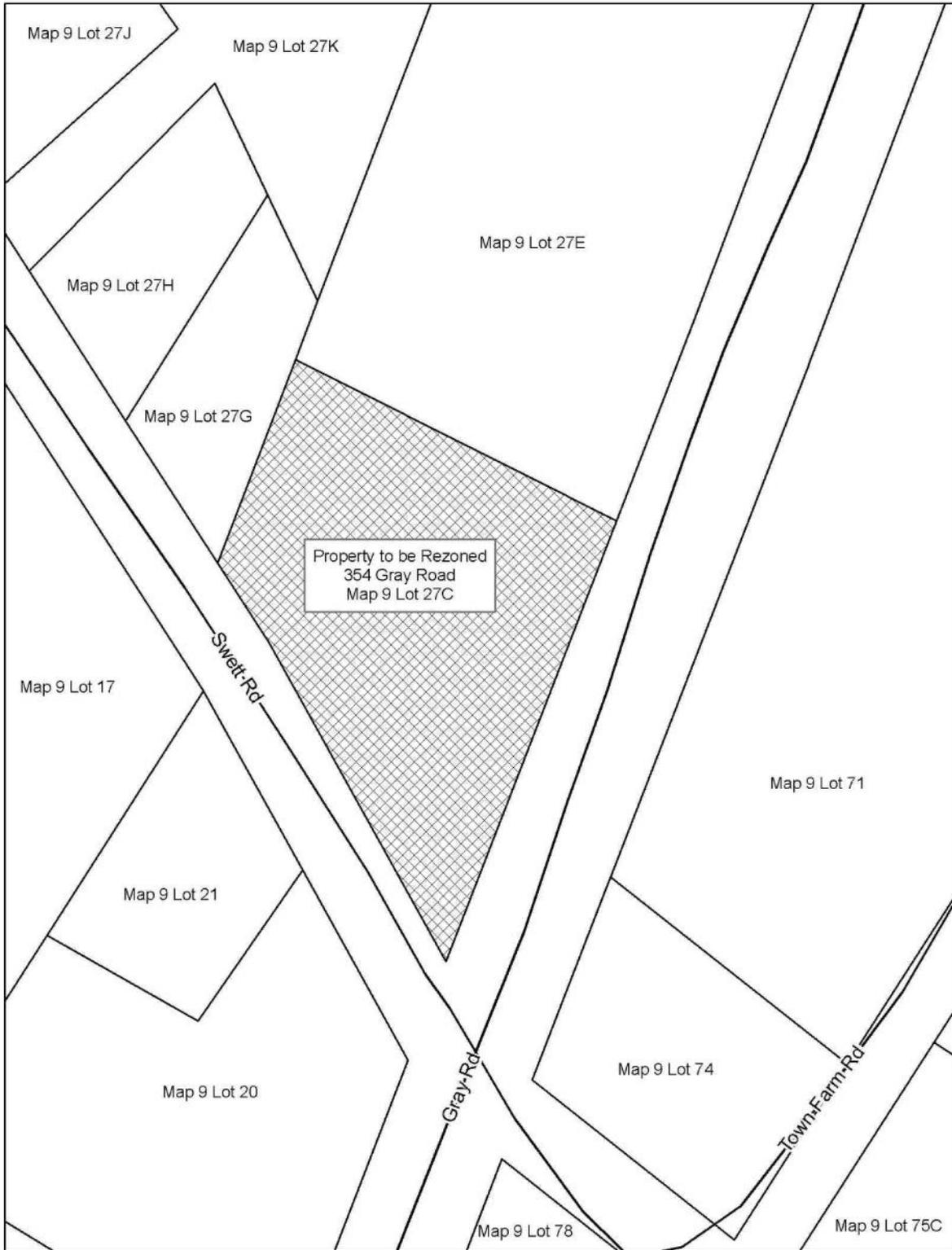


EXHIBIT B

Windham Center Contract Zone

1. Intent

The Windham Center Contract Zone intends to enable the redevelopment and reuse of a long-standing commercial use in the Windham Center area. The reuse of this property will benefit the Town through the redevelopment of an abandoned and dilapidated building. The contract zone is located within the 2003 Comprehensive Plan's, "Windham Center Growth Area," and is appropriately located on U.S. Route 202.

2. Permitted Uses

The following uses, as they are defined in Section 300, shall be permitted in the Windham Center Contract Zone as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Building, Accessory
- Campground, Commercial
- Campground, Personal
- Cemetery
- Child Care, Family Home
- Distribution Center
- Dwelling, Single-Family Detached
- Forestry
- Golf Course
- Home Occupation 1
- Home Occupation 2
- Industry, Light
- Kennel, Minor
- Mineral Extraction
- Place of Worship
- Public Building
- Retail Sales
- Sawmill, Temporary
- Shipping Container
- Use, Accessory
- Warehousing, Private
- Warehousing, Public
- Wireless Telecommunications Tower and Facility

3. Conditional Uses

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 513. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture, Piggery
- Agriculture, Poultry Facility
- Assisted Living Facility
- Bed and Breakfast Inn
- Boarding Home for Sheltered Care
- Kennel, Major
- Medical Office
- Nursing Home
- Public Utility Facility
- Recreation Facility, Indoor
- Recreation Facility, Outdoor

- Retail Sales, Convenience
- Retail Sales, Nursery
- Riding Stable
- Sawmill, Permanent

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Windham Center Contract Zone:

- (a) Minimum Lot Size: 50,000 s.f.
- (b) Net Residential Density: 40,000 sf.
- (c) Minimum Frontage: 150 ft.
- (d) Minimum Front Setback: 30 ft.
 - (1) The minimum front Setback of a lot may be reduced to the average setback distance of the existing buildings located on the lots to either side of said lot.
- (e) Minimum Side Setback: 10 ft.
- (f) Minimum Rear Setback: 10 ft.
- (g) Maximum Building Height: 35 ft.
 - (1) Agriculture, Public Buildings, Church Steeples No Limit
- (h) Maximum Building Coverage: 15%

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Windham Center Contract Zone:

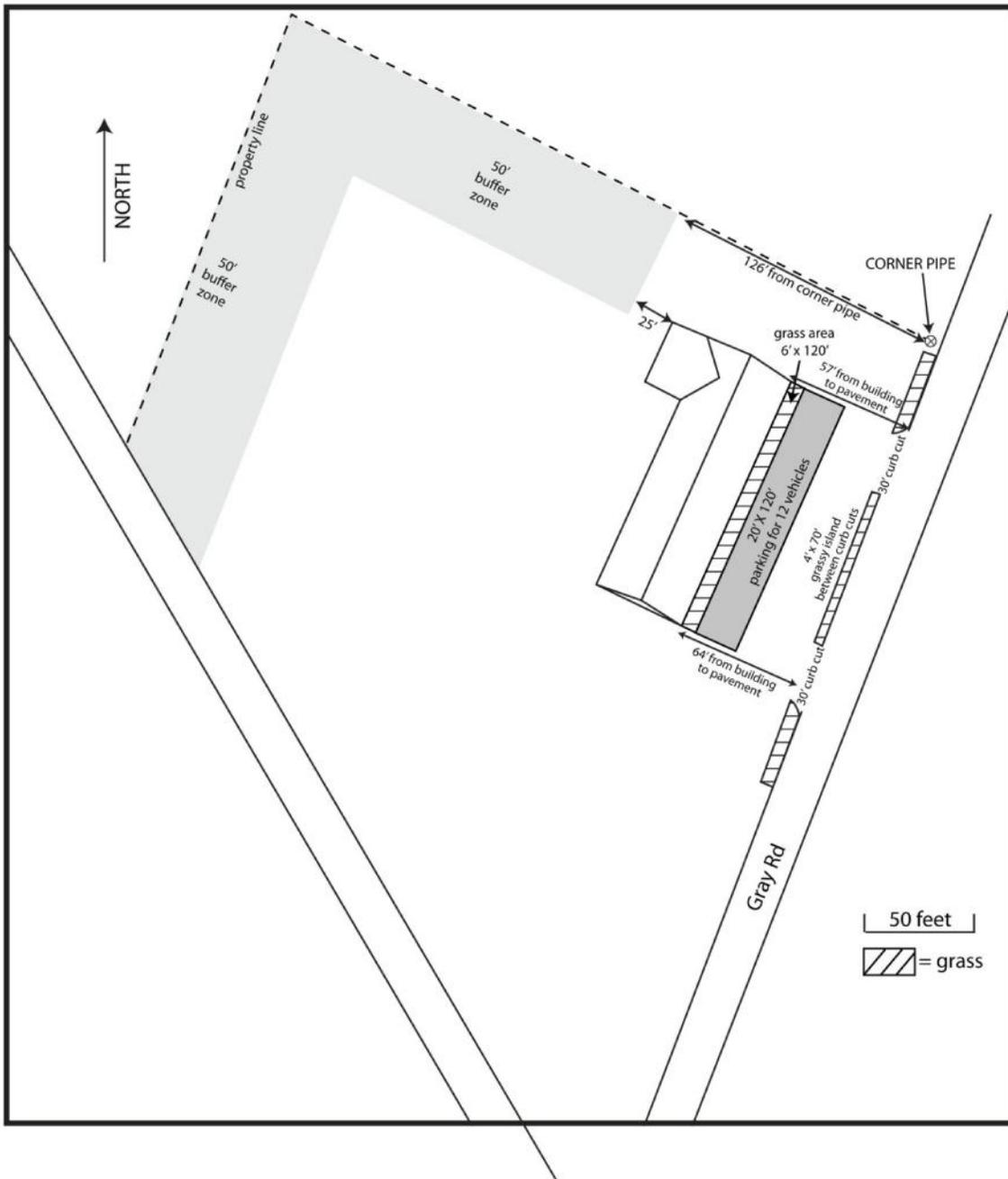
- (a) Agriculture, Poultry Facility
 - (1) A facility may raise twenty-five (25) or fewer birds at any one time.
- (b) Agriculture, Piggery. Piggeries shall conform with the standards for “Agriculture, Piggery” in Section 502 of the Performance Standards.
- (c) Curb Cuts.

- (1) Lots in the contract zone shall be limited to two (2) thirty (30) foot curb cuts on the same street.
 - (2) Curb cuts on the same street serving the same lot shall be separated a minimum distance of sixty (60) feet. An earthen berm with a minimum height of six (6) inches and a maximum height of four (4) feet, covered with loam and seed, shall be installed between, and at the sides of, curb cuts located on the same street.
 - (3) The curb cut turning radius shall be designed by a licensed professional to accommodate ingress and egress by tractor-trailer vehicles. The distance between the curb cut radii may be greater than thirty (30) feet, based on the recommendation of a licensed professional.
 - (4) The curb cut standards of Section 515, with the exception of Subsection 515(B), shall apply to the Windham Center Contract Zone.
- (d) Medical Office. See “Medical Office” in Section 500 Performance Standards for size limitations.
- (e) Buffer Requirements for Specific Non-residential Uses. A landscaped buffer strip with a minimum depth of fifty (50) feet shall be maintained on the north and northwest property lines of the contract zone as depicted in Exhibit C.
- As depicted on Exhibit C, the landscaped buffer along the north property line shall commence at a point twenty-five (25) feet from the northwest corner of the building, or one hundred and twenty-six (126) feet from the property’s northeast corner pipe.
- (f) Parking and Loading. Lots in the contract zone shall meet the standards of Section 812(C) of the Land Use Ordinance, with the following exceptions:
- (1) Distribution Centers shall be required to provide a minimum of two (2) off-street parking spaces per 1,000 s.f. of gross floor area.
 - (2) The loading requirements of Section 812(C)3 shall not be required.
- (g) Retail Sales, Outdoors. Outdoor sales, as defined, shall not be permitted in the Windham Center Contract Zone.
- (h) Signs. For the purposes of sign regulation, the contract zone shall be considered a residential district. Therefore, in addition to all applicable standards contained in Section 700, the sign standards for residential districts contained in Section 709 shall apply to all uses in the contract zone.

EXHIBIT C

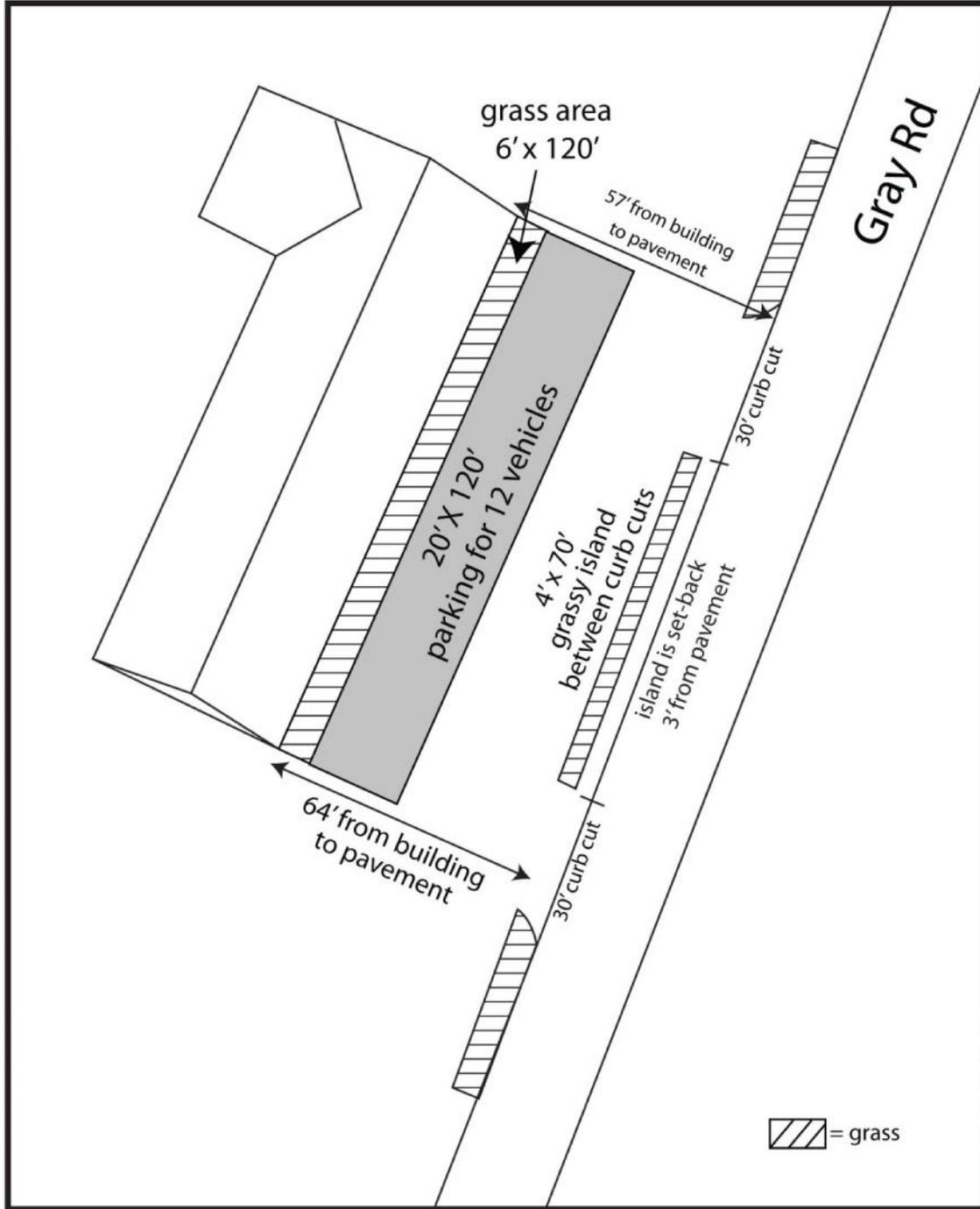
354 Gray Road
Map 9, Lot 27C

PROPOSED CURB CUTS & PARKING



354 Gray Road
Map 9, Lot 27C

PROPOSED CURB CUTS & PARKING



CLOSE-UP VIEW

**C. AMENDMENT TO CONTRACT ZONING AGREEMENT
BETWEEN RKR, LLC AND THE TOWN OF WINDHAM**

This Amendment to Contract Zoning Agreement, made this 24th day of September, 2013, by and between the **TOWN OF WINDHAM**, a municipal corporation, located in the County of Cumberland and State of Maine (hereinafter the “Town”) and **RKR, LLC**, a Maine limited liability company with a mailing address of 84 Prospect Street, Biddeford, Maine 04005, (hereinafter “RKR”).

WHEREAS, the Town entered into a Contract Zoning Agreement with Three Stones, LLC dated October 25, 2010 and recorded in the Cumberland County Registry of Deeds in Book 28243, Page 67 (hereinafter the “Contract Zoning Agreement”) that established zoning regulations for a parcel of real estate located at 354 Gray Road, Windham, Maine, (hereinafter “the Property”), also referred to as the Windham Center Contract Zone; and

WHEREAS, the Property consists of Lot 27C on the Town’s Tax Map 9; and

WHEREAS, the Contract Zoning Agreement established use, dimensional and performance standards for the Property, including access regulations; and

WHEREAS, RKR has acquired the Property and seeks to amend the access regulations established by the Contract Zoning Agreement in order to facilitate development and use of the Property; and

WHEREAS, the Town has the authority to enter into a contract rezoning for property and to amend the contract rezoning, pursuant to 30-A M.R.S.A. § 4352(8) and Section 108 of the Windham Land Use Ordinance; and

WHEREAS, after notice and hearing and due deliberation upon this rezoning proposal, the Windham Planning Board recommended this Amendment to the Contract Zoning Agreement

on August 26, 2013 and the Windham Town Council voted to adopt the amendment on September 24, 2013; and

WHEREAS, this Amendment will change only access standards for the Property and will not allow additional uses on the Property; and

WHEREAS, both the Planning Board and the Town Council determined that the original Contract Zoning Agreement was pursuant to and consistent with the Town's Comprehensive Plan and the Town Council has authorized the execution of this Amendment to Contract Zoning Agreement;

NOW, THEREFORE, in consideration of the mutual promises made by each party to the other, the parties covenant and agree as follows:

1. **Amendment to Contract Zoning Agreement, Exhibit B.** The Contract Zoning Agreement is amended to Exhibit B as shown on Exhibit B to this Amendment.
2. **Amendment to be recorded.** RKR shall be responsible for recording a copy of this Agreement, including its Exhibit, in the Cumberland County of Registry of Deeds and for providing proof of the recording to the Code Enforcement Officer and Town Planner.
3. **Remaining provisions remain in full force and effect.** Except as expressly amended herein, the provisions of the Contract Zoning Agreement shall remain in full force and effect.

TOWN OF WINDHAM



Anthony T. Plante
Its Town Manager
(duly authorized by vote of the
Windham Town Council on
September 24, 2013)

RKR, LLC

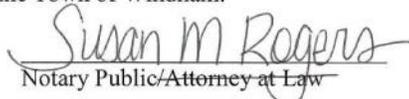


Edward Maurais
Its Member

STATE OF MAINE
CUMBERLAND, ss

10/24, 2013

Personally appeared the above-named Anthony T. Plante, in his capacity as Town Manager for the Town of Windham, and made oath that the foregoing instrument is his free act and deed in his said capacity and the free act and deed of the Town of Windham.



Notary Public/Attorney at Law

SUSAN M. ROGERS
Notary Public, Maine
My Commission Expires 4/1/2017

Print Name

Yock STATE OF MAINE
CUMBERLAND, ss

October 24, 2013

Personally appeared the above-named Edward Maurais in his capacity as Member of RKR, LLC, and made oath that the foregoing instrument is his free act and deed in his said capacity and the free act and deed of RKR, LLC.

Barbara L. DeRosie

Notary Public/Attorney at Law

BARBARA L. DeROSIE

NOTARY PUBLIC, STATE OF MAINE

~~MY COMMISSION EXPIRES OCT. 5, 2018~~

Print Name

BARBARA L. DeROSIE
NOTARY PUBLIC, STATE OF MAINE
MY COMMISSION EXPIRES OCT. 5, 2018

EXHIBIT B

Windham Center Contract Zone

1. **Intent**

The Windham Center Contract Zone intends to enable the redevelopment and reuse of a long-standing commercial use in the Windham Center area. The reuse of this property will benefit the Town through the redevelopment of an abandoned and dilapidated building. The contract zone is located within the 2003 Comprehensive Plan's, "Windham Center Growth Area," and is appropriately located on U.S. Route 202.

2. **Permitted Uses**

The following uses, as they are defined in Section 300, shall be permitted in the Windham Center Contract Zone as a matter of right. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture
- Building, Accessory
- Campground, Commercial
- Campground, Personal
- Cemetery
- Child Care, Family Home
- Distribution Center
- Dwelling, Single-Family Detached
- Forestry
- Golf Course
- Home Occupation 1
- Home Occupation 2
- Industry, Light
- Kennel, Minor
- Mineral Extraction
- Place of Worship
- Public Building
- Retail Sales
- Sawmill, Temporary
- Shipping Container
- Use, Accessory
- Warehousing, Private
- Warehousing, Public
- Wireless Telecommunications Tower and Facility

3. **Conditional Uses**

The following uses, as defined in Section 300, shall be allowed as a Conditional Use in accordance with Section 513. Refer to Section 500, Performance Standards or Subsection 6. District Standards for additional use information:

- Agriculture, Piggery
- Agriculture, Poultry Facility
- Assisted Living Facility
- Bed and Breakfast Inn
- Boarding Home for Sheltered Care
- Kennel, Major
- Medical Office
- Nursing Home

- Public Utility Facility
- Recreation Facility, Indoor
- Recreation Facility, Outdoor
- Retail Sales, Convenience
- Retail Sales, Nursery
- Riding Stable
- Sawmill, Permanent

4. Prohibited Uses

Uses that are not expressly enumerated herein as either permitted uses or conditional uses are prohibited.

5. Dimensional Standards

The following dimensional standards shall apply in the Windham Center Contract Zone:

- | | |
|---|-------------|
| (a) Minimum Lot Size: | 50,000 s.f. |
| (b) Net Residential Density: | 40,000 sf. |
| (c) Minimum Frontage: | 150 ft. |
| (d) Minimum Front Setback: | 30 ft. |
| (1) The minimum front Setback of a lot may be reduced to the average setback distance of the existing buildings located on the lots to either side of said lot. | |
| (e) Minimum Side Setback: | 10 ft. |
| (f) Minimum Rear Setback: | 10 ft. |
| (g) Maximum Building Height: | 35 ft. |
| (1) Agriculture, Public Buildings, Church Steeples | No Limit |
| (h) Maximum Building Coverage: | 15% |

6. District Standards

In addition to Section 500, Performance Standards, these standards shall apply to the following uses in the Windham Center Contract Zone:

- (a) Agriculture, Poultry Facility
 - (1) A facility may raise twenty-five (25) or fewer birds at any one time.
- (b) Agriculture, Piggery. Piggeries shall conform with the standards for “Agriculture, Piggery” in Section 502 of the Performance Standards.

- (c) Curb Cuts.
- (1) Lots in the contract zone shall be limited to two (2) thirty (30) foot curb cuts on Gray Road and one (1) thirty (30) foot curb cut on Swett Road.
 - (2) Curb cuts on the same street serving the same lot shall be separated a minimum distance of sixty (60) feet. An earthen berm with a minimum height of six (6) inches and a maximum height of four (4) feet, covered with loam and seed, shall be installed between, and at the sides of, curb cuts located on the same street.
 - (3) The curb cut turning radii on Gray Road shall be designed by a licensed professional to accommodate ingress and egress by tractor-trailer vehicles. The distance between the curb cut radii on Gray Road may be greater than thirty (30) feet, based on the recommendation of a licensed professional.
 - (4) The curb cut standards of Section 515, with the exception of Subsection 515(B), shall apply to the Windham Center Contract Zone.
- (d) Medical Office. See “Medical Office” in Section 500 Performance Standards for size limitations.
- (e) Buffer Requirements for Specific Non-residential Uses. A landscaped buffer strip with a minimum depth of fifty (50) feet shall be maintained on the north and northwest property lines of the contract zone as depicted in Exhibit C.
- As depicted on Exhibit C, the landscaped buffer along the north property line shall commence at a point twenty-five (25) feet from the northwest corner of the building, or one hundred and twenty-six (126) feet from the property’s northeast corner pipe.
- (f) Parking and Loading. Lots in the contract zone shall meet the standards of Section 812(C) of the Land Use Ordinance, with the following exceptions:
- (1) Distribution Centers shall be required to provide a minimum of two (2) off-street parking spaces per 1,000 square feet of gross floor area.
 - (2) The loading requirements of Section 812(C)3 shall not be required.
- (g) Retail Sales, Outdoors. Outdoor sales, as defined, shall not be permitted in the Windham Center Contract Zone.
- (h) Signs. For the purposes of sign regulation, the contract zone shall be considered a residential district. Therefore, in addition to all applicable standards contained in Section 700, the sign standards for residential districts contained in Section 709 shall apply to all uses in the contract zone.

D. Mallison Falls Contract Zone (MF)**MALLISON FALLS****CONTRACT ZONING AGREEMENT**

This Contract Zoning Agreement (this “Agreement”) made this 28th day of July, 2015 (the “Effective Date”), by and between the **TOWN OF WINDHAM**, a body corporate and politic, located in the County of Cumberland and State of Maine (the “Town”) with a mailing address of 8 School Road, Windham, Maine and **MALLISON FALLS, LLC**, a Maine limited liability company with a mailing address of 55 Hardy Road, Falmouth, Maine 04105 (the “DEVELOPER”).

W I T N E S S E T H

WHEREAS, the Town is authorized to enter into contract zoning agreements pursuant to the Windham Shoreland Zoning Ordinance (Section 199-8(B)(2), the provisions of the Windham Land Use Ordinance incorporated therein by reference (Section 140-5.1)(*Renumbered to Sec. 108 as of October 22, 2009*), and the provisions of 30-A M.R.S.A. Section 4352(8);

WHEREAS, the Developer either owns or has entered into contracts to purchase parcels of real estate located at 3 and 4 Mallison Falls Road, Windham, Maine, consisting of approximately 6.3 acres, generally being shown on the Town’s Tax Map 3, Lots 7 & 8, all of which property is shown on the attached Exhibit A (the “Property”);

WHEREAS, the Property is currently located in the Village Commercial (VC) and Shoreland Zone General Development (GD) Zoning Districts, as further described in the Land Use Ordinance, Chapter 140, from the Code of the Town of Windham (the “Ordinance”);

WHEREAS, the Developer proposes to redevelop three existing buildings on the Property into residential dwelling units and add two new residential buildings (the “Project”);

WHEREAS, the Town’s Comprehensive Plan cites the need and potential for expanding high density residential development while maintaining the historical heritage of the Town;

WHEREAS, the Town’s Comprehensive Plan includes the creation of a designated growth zone in South Windham across the Presumpscot River from Gorham;

WHEREAS, the Developer is proposing to create a high density residential development on the Property within the designated growth zone in South Windham;

WHEREAS, the Developer further seeks to improve river access on the Property consistent with the open space and recreational resources objective of the Comprehensive Plan;

WHEREAS, Developer intends to remediate existing environmental conditions at the Project site in keeping with the proposed residential use of the Property;

WHEREAS, the rezoning provided in this Agreement is therefore consistent with the Windham Comprehensive Plan; and

WHEREAS, the Town, by and through its Town Council, has determined that said rezoning would be consistent with the Town's Comprehensive Plan adopted pursuant to Title 30-A, Maine Revised Statutes, Chapter 187, Sub-part 6-A, and consistent with the existing and permitted uses within the VC and GD zoning districts and has authorized the execution of this Agreement.

NOW, THEREFORE, in consideration of the mutual promises made by each party to the other, the parties covenant and agree as follows:

1. **Zoning Map Amendment**. The Town hereby amends the Zoning Map of the Town of Windham by adopting the zoning map change amendment shown on Exhibit A-1.

2. **Mallison Falls Contract Zoning District**. The Town hereby creates a Mallison Falls Contract Zoning District as defined herein which shall apply to the Property. For purposes of this Agreement, the Mallison Falls Contract Zoning District means a residential development that involves redeveloping three existing buildings on the Property into residential dwelling units and constructing two new residential buildings to the Property (thus creating five buildings of residential dwelling units) as further set forth in this Agreement.

3. **Permitted Densities, Uses and Dimensional Criteria**.

a. ***Density***: The density of the Project shall be as follows:

i. Up to 110 dwelling units to be located in 5 buildings on the Property

b. ***Uses***. The permitted uses in the Project shall be:

i. Residential Dwelling Units;

ii. Maintain current use of the Property as commercial and residential mixed use; and,

iii. Accessory Uses.

c. ***Residential Dimensional, Parking Criteria, and Design Criteria***:

i. Lot Size: No restriction on lot size or number of Dwelling Units per lot, subject to the overall limit of 110 dwelling units for the Project.

ii. Minimum front Setbacks all buildings: same as underlying district.

- iii. Minimum side Setbacks all buildings: same as underlying district.
 - iv. Minimum rear Setbacks all buildings: 0 feet.
 - v. Height: 43 feet, not to include subsurface parking, measured from the mean “as completed” grade to the highest point on the roof for all buildings as the now exist or shall be constructed in the future.
 - vi. Stormwater. No restriction as to the flooding requirements for stormwater runoff.
- d. **Parking.** Parking shall meet the requirements as set forth Section 812(C)(2), Table 2 of the Ordinance, except that there shall be no setback requirements for parking spaces or travel aisles from the property line.
4. **Contract Zone Plan.** The Property shall be generally developed and used in accordance with the Contract Zone Plan, reduced copies of which are attached hereto as Exhibit B, as it may be further approved and amended from time to time pursuant to the provisions of the Windham Site Plan Ordinance and Subdivision Ordinance and this Agreement (the “Contract Zone Plan”). Notwithstanding any other provisions of the Ordinance, the physical layout, dimensions, setbacks, parking, and proposed uses and improvements shown on the Contract Zone Plan, as they may be varied, shall be permitted under the Ordinance.
5. **General.**
- a. Owners shall record this Agreement in the Cumberland County Registry of Deeds within 30 days after receipt of final land use approvals for the development on the Property.
 - b. The provisions of this Agreement shall be deemed restrictions on the use of the Property, and this Contract Zoning Agreement may be amended by future written agreement between the Town of Windham and the Owner affected or its successors in interest without need for approval of any other party. In the event all or any portion of the Property is subjected to the Maine Condominium Act (33 M.R.S.A. Section 1601-101 et seq.), then the Association organized may act on behalf of all condominium owners.
 - c. The provisions of this Agreement shall operate as an “overlay” zone and all other requirements of the underlying Zoning District shall apply except as otherwise set forth herein.
 - d. The restrictions, provisions and conditions of this Agreement are an essential part of the rezoning, shall run with the Property, shall bind the Developer, its heirs,

successors in interest and assigns of said Property or any part thereof, and shall inure to the benefit of and be enforceable by the Town.

- e. Wherever possible, each provision of this Agreement shall be interpreted in such a manner as to be effective and valid under applicable law. However, the provisions of this Agreement are severable, and if any one clause or provision hereof shall be held invalid or unenforceable in whole or in part in any jurisdiction, then such invalidity or unenforceability shall affect only such clause or provision, or part thereof, in such jurisdiction, and shall not in any manner affect such clause or provision in any other jurisdiction, or any other clause or provision of this Agreement in any jurisdiction.
- f. No waiver of any of the terms of this Agreement and no extension thereof will be deemed to have occurred, or to be effective unless in writing signed by the parties. No course of dealing heretofore or hereafter between the parties, or any failure or delay on the part of any party in exercising any rights or remedies under this Agreement shall operate as a waiver or preclusion of the exercise of any rights or remedies under this Agreement.
- g. **Enforcement.** This Contract Zoning Agreement shall be enforced pursuant to the land use enforcement provisions of state law (including 30-A M.R.S.A. § 4452) and the Shoreland Zoning Ordinance. Following any determination of a zoning violation by the Court or the Code Enforcement Officer, the Town Council, after recommendation of the Planning Board, may amend, modify or rescind its contract rezoning of the Property. In the event that the Property Owner or its successors or assigns fail to maintain and operate the Property in accordance with this Agreement, or in the event of any other breach of any condition set forth in this Agreement, the Town Council shall have the authority, after hearing, to resolve the issue resulting in the breach or the failure to maintain or operate.

[Signatures on Following Page]

Witness our hands and Seals on 2/2, 2016

Judith H. Vance
Witness

TOWN OF WINDHAM
by: [Signature]
Anthony T. Plante Town Manager

[Signature]
Witness

MALLISON FALLS, LLC
By: Hardypond Development
Company LLC, its Managing Member
by: [Signature]
Robert J Gaudreau, its Managing Member

STATE OF MAINE
COUNTY OF CUMBERLAND

2/2, 2016

Then personally appeared before me the above-named Anthony T. Plante
Town Manager, and acknowledged the foregoing instrument to be his free act and deed
in said capacity, and the free act and deed of Town of Windham, Maine

LINDA S. MORRELL
Notary Public - Maine
My Comm. Expires April 12, 2016

[Signature]
Notary Public/Attorney-at-Law
Print Name: Linda S. Morrell
My Commission Expires: 4-12-2016

STATE OF MAINE
COUNTY OF CUMBERLAND

_____, 2015

Then personally appeared before me the above-named Robert J. Gaudreau, Managing
Member of Hardypond Development Company, LLC, the Managing Member of Mallison Falls,
LLC and acknowledged the foregoing instrument to be his free act and deed in said capacity, and
the free act and deed of Mallison Falls, LLC.

[Signature]
Notary Public/Attorney-at-Law
Print Name: Daphne Millay
My Commission Expires: _____

DAAPHNE MILLAY
Notary Public, Maine
My Commission Expires August 14, 2016

Exhibit A
[The Property]

A certain tract of land with the buildings thereon and mill privileges connected therewith situated in Windham, in the County of Cumberland and State of Maine, at Mallison Falls, so-called, bounded and described as follows, to wit:

Beginning at an iron stake set in the northerly sideline of Mallison Street, said iron stake marking the southwesterly corner of the lot or parcel of land conveyed by Maine Steel, Inc. to Baker Ice Machine Co., Inc., by deed dated October 1, 1946, and recorded in Cumberland County Registry of Deeds in Book 1847, Page 204; thence running South $48^{\circ} 10'$ East 67.45 feet, more or less, to a point at the shore end of an old abutment in the east bank of the Presumpscot River south of the highway bridge over said river; thence South $7^{\circ} 28'$ East 110.04 feet to a point six (6) feet northwesterly of the "Cloth Building" so-called, on the premises herein conveyed; thence South $30^{\circ} 13'$ East 61.49 feet by a line parallel with and six (6) feet westerly from said Cloth Building to the southerly or downstream side of the existing dam structure; thence South $59^{\circ} 30'$ West 33.45 feet by a line parallel with and six (6) feet northerly from the "Dye House" so-called, on the premises herein conveyed; thence South $8^{\circ} 54'$ East 19.84 feet by a line parallel with and six (6) feet northwesterly from said Dye House; thence South $59^{\circ} 25'$ West 28.19 feet by a line parallel with and six (6) feet northwesterly from said Dye House; thence South $30^{\circ} 46'$ East 127.7 feet by a line parallel with and six (6) feet southwesterly from said Dye House to a point in the prolongation of the southeasterly line of said Dye House; thence South $43^{\circ} 41'$ East 114.02 feet to a point six (6) feet distant southwesterly from the pump house in the rear of the machine shop on the premises herein conveyed; thence South $36^{\circ} 58'$ East 328.4 feet to a 20 inch beech tree; thence South $15^{\circ} 9'$ East 561.9 feet to an iron hub in the southerly boundary line of the premises herein conveyed, said hub being near the easterly bank of said river; thence turning and running North $82^{\circ} 55'$ East through the center of a white birch tree about 30 or 40 feet westerly from the location line of the Maine Central Railroad Mountain Division as now constructed and continuing in the same course to a point 28 feet westerly from the center line between the rails of said railroad; thence turning and running in a northerly direction on a line 28 feet westerly of the center line between the rails of said railroad a distance of 1461 feet more or less to an iron stake set in the northerly side of Mallison Street, said iron stake marking the southeasterly corner of the lot of land conveyed by deed from Maine Steel, Inc. to Baker Ice Machine Co., Inc. by said deed dated October 1, 1946; thence in a westerly direction and along the northerly side of said Mallison Street to land now or formerly of the Cumberland County Power & Light Company and the point of beginning.

Also another certain lot or parcel of land with the buildings thereon situated in Windham, in said County of Cumberland and State of Maine near Mallison Falls, so-called, bounded and described as follows:

Beginning at a stone monument 100 feet easterly of the east bank of the Presumpscot River at the northerly boundary of the premises herein conveyed and at a point 118.3 feet from the center line between the rails of the Maine Central Railroad Mountain Division as now constructed; thence running in a southwesterly direction a distance of 130 feet more or less to a stone monument; thence turning at an angle and running S 48° 10' E 179.85 feet more or less to an iron stake on the northerly side of Mallison Street; thence easterly along said Mallison Street 75 feet more or less to an iron stake, said stake being 28 feet westerly of the center line between the rails of the Maine Central Railroad Mountain Division as now constructed; thence turning and running in a northerly direction on a line 28 feet westerly of the center line between the rails of said railroad 277 feet more or less to an iron stake set in the ground; thence turning at an angle and running South 74° 5' W across a stone monument a distance of 90.3 feet and to the point of beginning.

Also another certain lot or parcel of land situated near Mallison Falls in the Town of Windham, County of Cumberland and State of Maine, said lot or parcel of land being more particularly bounded and described as follows:

Beginning at a certain stone monument near the Easterly bank of the Presumpscot River, said monument being 100 feet South 74° 05' W of the stone monument which marks the Northwesterly corner of the lot which was conveyed by Maine Steel, Inc. to Baker Ice Machine Co., Inc. by deed dated October 1, 1946; thence running N 74° 05' E a distance of 100 feet to said stone monument and land acquired by Baker Ice Machine Co., Inc. from Maine Steel, Inc.; thence turning and running Southwesterly along the Westerly boundary of the lot of land conveyed to Baker Ice Machine Co., Inc. by Maine Steel, Inc. by deed dated October 1, 1946, 130 feet more or less to a stone monument and land now or formerly of the Cumberland County Power and Light Company, said stone monument marking the Westerly corner of said lot or parcel of land conveyed by Maine Steel, Inc. to the Baker Ice Machine Co., Inc. by deed dated October 1, 1946; thence turning and running N 48° 10' W along land now or formerly of the Cumberland County Power and Light Company 150 feet to the point of beginning,

Exhibit A-1
[Amended Zoning Map]

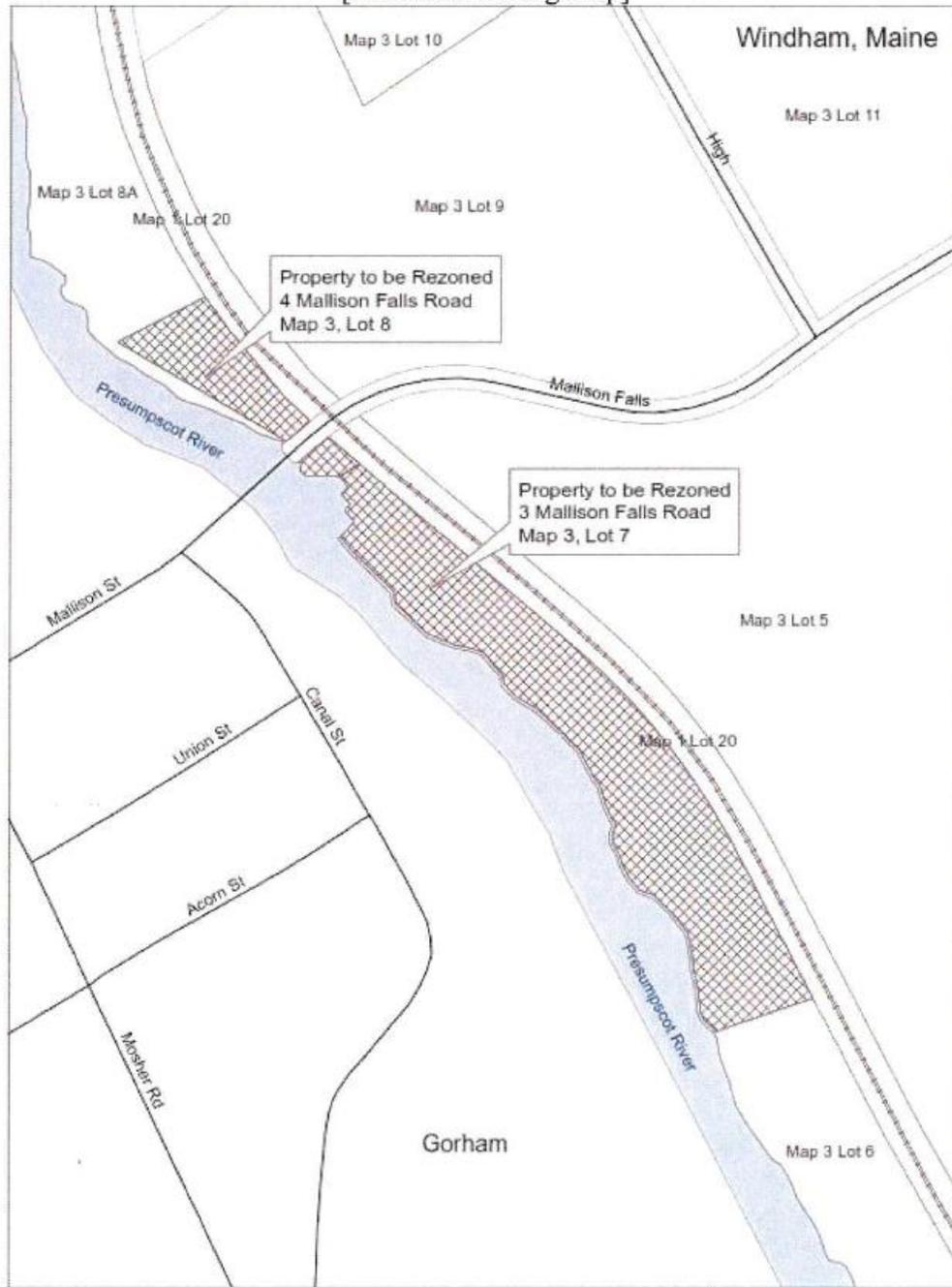


Exhibit B
[Contract Zone Plan]

Section 400 Amendments

Order 10-153; Date 08-24-2010	Addition of Windham Center Contract Zone
Order 10-162; Date 09-14-2010	Addition of Village Commercial District
Order 10-164; Date 09-14-2010	Change to Outdoor Sales
Order 10-230; Date 12-14-2010	Addition of Restaurants in C1 District.
Order 11-206; Date 12-13-2011	Addition of Medical Marijuana Dispensaries
Order 12-014; Date 03-14-2012	Changes to Backlot Standards
Order 12-042; Date 04-24-2012	Addition of Design Standards
Order 12-148; Date 10-23-2012	Addition of Retirement Community and Care Facility Overlay District
Order 12-149; Date 10-23-2012	Addition of Accessory Apartments
Order 13-071; Date 05-14-2013	Addition of Personal Service Businesses in C3 District
Order 13-072; Date 05-14-2013	Addition of Sidewalk Impact Fee
Order 13-144; Date 09-24-2013	Change to Windham Center Contract Zone
Order 14-164; Date 07-08-2014	Changes to Automobile Repair Services, addition of Automobile Storage Lot
Order 14-387; Date 10-14-2014	Addition of Automobile Auction Facility
Order 14-468; Date 11-18-2014	Change to minimum lot size in RCCF Overlay Zone
Order 14-491; Date 12-16-2014	Change to Cluster Subdivision standards in Farm, Farm-Residential, Light Density Residential, and Medium Residential Districts.
Order 15-100; Date 07-28-2015	Addition of Mallison Falls Contract Zone
Order 16-111; Date 06-28-2016	Change to Warehousing, Private in C1 District