FINAL Meeting Minutes

PORTLAND FISH PIER AUTHORITY BOARD OF DIRECTORS
December 21, 2022, 3:00pm

Remote Meeting Format – ZOOM Platform

PFPA Board members present

Class A Director:	*Member of the Portland City Council* Vacant
Class B Director:	*Representing the fishing industry* Meredith Mendelson, Department of Marine Resources, President
Class C Director:	*Representing the Commissioner of the Maine DOT* Chris Mayo
Ex-Officio Director:	*Representing the City Manager* Brendan O'Connell, Finance Director
Ex-Officio Director:	*President of the Board of Directors of the Portland Fish Exchange* Rob Odlin

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Meeting was held remotely on the Zoom platform

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1. **Approval of November 14, 2022 Meeting Minutes**
   Draft minutes attached.

   Motion to approve. Moved by O'Connell, 2nd by Mayo. **Motion passed by vote of 4-0.**

2. **Update on Infrastructure and Program Funding through CARES Act Funding** - *Bill Needelman, Waterfront Coordinator, Meredith Mendelson, Maine DMR Deputy Commissioner*

3. **Financial update** - *Statement produced by Tonya Mitchell, Senior Admin Officer II, Finance Department will be presented at the meeting by Bill Needelman, Waterfront Coordinator.*

4. **Facilities update** - *Kathy Alves, Facilities Director, Phil DiPierro, Project Manager*
   - *Facilities project reports*

5. **Portland Fish Exchange update** –*Rob Odlin, PFX President; Bert Jongerden, contract manager; Bill Needelman, Waterfront Coordinator.*

6. Marine Trade Center Refinance Approval

Motion: *to consent to Marine Trade Center, LLC's granting of a leasehold mortgage and collateral assignment of leases and rents on the Marine Trade Center's premises at the Fish Pier complex and to authorize the Board President to sign the attached consent and estoppel agreement in substantially the form attached and such other documents as may be necessary and property to effectuate the intent and purpose of such agreement.*

Moved by O'Connell, 2nd by Mayo. **Motion passed by vote of 4-0.**

7. Dropping Springs sublease approval

Motion *to approve the Sublease Agreement between PFEX and Dropping Springs Bait Co LLC and to authorize the Board President to sign the attached sublease agreement in substantially the form attached and such other documents as may be necessary and proper to effectuate the intent and purpose of such agreement.*

Moved by Mayo, 2nd by Odlin. **Motion passed by vote of 4-0**

8. Update from the PFX Board on potential governance changes.

Needelman introduced: At their December 15, 2022 meeting, the Portland Fish Exchange Board of Directors voted 6 to 1(Odlin Opposed) to explore a *single governance entity* for the Exchange and the Portland Fish Pier. This vote followed the recommendation from a Governance Subcommittee (vote of 3 to 1, Odlin opposed) comprised of John Arnold, Chair, Rob Odlin, Nick Alfiero, Bill Needelman, and Mary Hudson (non-board member, seller representative.) The Portland Fish Pier Authority Board of Directors is requested to join this exploration and to assign participants in the Governance Subcommittee process.

Governance Subcommittee meetings will be held according to public meeting rules.

Public Comment
Public comment was received both in favor and against the suggested motion in the agenda.

Motion: The PFPA Board will explore in a non-binding process a single governance entity for the PFX and PFPA assigning up to three members of the Board, appointed by the President, to participate with representatives from the Portland Fish Exchange Board in drafting a governance framework (draft bylaws) recommendation for consideration by both boards and the Portland City Council.

Motion by O'Connell, 2nd by Mayo

Motion to amend: Moved by Odlin, 2nd by? Vote 1-3, motion to amend failed.

Main Motion: Vote 3-1, motion passed, Odlin against

9. Homeport Fleet Berthing Agreement Revisions.

Prompted by a recent turnover in vessel ownership, Corporation Council is recommended revising the standard berthing agreement form for monthly homeport vessel tenants. Staff is seeking feedback on specifics from the board as well as from berthing tenants. Issues to discuss will include the treatment of rafted vessels and access to parking in the rear lot.

The agreement language will be adjusted as per comments from Mr.Mayo:
b. The right, in common with others, to use three (3) unassigned parking spaces in the Rear Lot Fleet Parking Area depicted on Exhibit B to park three (3) automobiles only. If no spaces are available in the Rear Lot Fleet Parking Area….

10. Adjournment

Attachments that were in the meeting packet:

Agenda Item 1:	Draft Minutes from the November 14, 2022 Meeting
Agenda Item 3:	Financial Statement
Agenda Item 4:	Facilities Update
Agenda Item 5:	*PFE Monthly Landings Report, October 2022*
Agenda Item 6:	MTC Refinance documents
Agenda Item 7:	Dropping Springs Sublease
Agenda Item 8:	Existing PFPA and PFX Governance Flow Chart
Agenda Item 9:	Home Port Berthing Agreement template update