

**PORTLAND FISH PIER AUTHORITY**  
**BOARD OF DIRECTORS**  
**December 11, 2023, 3:00 PM**

REMOTE MEETING VIA ZOOM - LINK BELOW

PFPA Board Directors:

Class A Director: Member of the Portland City Council - Councilor Regina Phillips

Class B Director: Representing the fishing industry - Ben Martens, Maine Coast Fishermen's Association

Class B Director: Representing the fishing industry - Vacant

Class C Director: Representing the Commissioner of the Maine DOT - Chris Mayo

Class C Director: Representing the Commissioner of Maine DMR - Meredith Mendelson, Department of Marine Resources,

President

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

\*\*\*\*\*

**Please click the link below to join the webinar:**

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**1. Approval of October 25, 2023 Board Meeting Minutes**

- a. See attached draft meeting Minutes.

**Action Item - Public Comment**

2. **Financial Update - Statement produced by Tonya Mitchell, Senior Admin Officer II, Finance Department is attached and will be presented at the meeting by Bill Needelman, Waterfront Coordinator.**
  - a. See attached Financial Update for December 2023
3. **Facilities Update - Phil DiPierro, Project Manager.**
  - a. See attached Facilities Update for December 2023. Note pier condition update underway with TEC Associates.
4. **CARES I/CARES II Funding Update - Meredith Mendelson, Bill Needelman, Phil DiPierro**
5. **Portland Fish Exchange Update - Rob Odlin, PFX President; Robert Vanmeter, PFX Exchange Manager; Bill Needelman, Waterfront Coordinator.**
  - a. See attached Management Report
6. **Merger Status - Bill Needelman, Waterfront Coordinator; Rob Odlin, PFX President; Meredith Mendelson, PFPA President**
  - a. Following a vote by the PFPA Board to recommend the Plan of Merger between the Portland Fish Pier Authority and the Portland Fish Exchange on October 25, on November 9, 2023 the PFEX board voted to recommend the same, with clarifying amendments.  
Attached is the final draft Plan of Merger with amendments, pending legal counsel final review.  
To date, the process has utilized outside counsel services based on PFPA Board approval for up to \$15,000. **The Board is asked to authorize up to an additional \$10,000 to pay for completion of the merger process**, including legal filings, and to pay for an employment law specialist to assist with transitioning PFEX employees to the merged entity.  
**Action Item - Public Comment**
7. **Discuss Interest in Potential Development of Lot 1-1**
  - a. **Note:** The Board is asked to go into Executive Session to review an expression of interest in Lot 1-1 for potential development pursuant to 1 MRS 405(6)(C) & (E).  
**Action Item - Public Comment**
8. **Adjournment**

**DRAFT Meeting Minutes**

**PORTLAND FISH PIER AUTHORITY BOARD OF  
DIRECTORS**

**October 25, 2023, 3:00pm**

**Remote Meeting Format – ZOOM  
Platform**

**PFFPA Board members**

**Class B Director:** *Representing the fishing industry*  
Ben Martens, Maine Coast Fishermen's Association

**Class C Director:** *Representing the Commissioner of the Maine DOT*  
Chris Mayo

**Class C Director:** *Representing the Commissioner of Maine DMR*  
Meredith Mendelson, Department of Marine Resources,  
President

**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

**PFFPA Board Members Absent**

**Class A Director:** *Member of the Portland City Council*  
Regina Phillips

**Class B Director:** *Representing the fishing industry*  
Vacant

**Staff Present**

Kaela Gomez, HEDD  
Phil DiPierro, Public Facilities  
Michael Goldman, Corporation Counsel  
Robert Vanmeter, PFEX Exchange Manager  
Bill Needelman, Waterfront Coordinator (Note taker)

**Approximately 2 members of the public logged in**

\*\*\*\*\*

A quorum logged in and the Chair began the meeting at 3:04pm

**1. Approval of August 21, 2023 Meeting Minutes**

*Draft minutes were attached in the meeting packet*

**Motion to approve:** Motion by Mayo, 2<sup>nd</sup> by Martens. No public comment, no discussion.

**Motion passed by vote of 5-0 by all present** (Phillips absent)

**2. Financial update** - Statement produced by Tonya Mitchell, Senior Admin Officer II, Finance

Department was attached and was presented at the meeting by Bill Needelman, Waterfront Coordinator. No questions

3. **Facilities update** - *Phil DiPierro, Project Manager*. Facilities project update was attached and presented. Mr. DiPierro answered Board questions regarding shore power and camel installation.
4. **CARES I/CARES II funding update** – *Meredith Mendelson, Bill Needelman, Phil DiPierro*  
Ms. Mendelson described that additional funds from the CARES programs will likely be available for infrastructure as well as operational programs such as PFEX seller fee rebates, VS ice and fuel subsidies, and the Fishermen Feeding Mainers program. The reallocation process was in process and is substantial.

Board Members discussed potential uses of the funds.

Ms. Mendelson noted the potential to use CARES funding in support of the GMRI/VS/PFEX Ice Machine installation (Agenda Item 5c, below.)

5. **Portland Fish Exchange update** –*Rob Odlin, PFX President; Robert Vanmeter, PFX Exchange Manager; Bill Needelman, Waterfront Coordinator*

- a) *Manager's Report*, verbal report at the meeting provided by R. Vanmeter
- b) *Request for budget deficit reimbursement*

**Motion to approve allocation of \$45,000 in deficit reimbursement to the Portland Fish Exchange, consistent with the current year PFEX budget.** Motion by Mayo, 2<sup>nd</sup> by Martens. No Public Comment.

**Motion passed by voted of 5-0** (Phillips absent)

- c) *Request for funds supporting joint ice machine project* - GMRI, Vessel Services, PFEX.

As has been described at previous meetings, staff from GMRI, Vessel Services, PFEX, and the PFPA have been in discussions for some months regarding the potential for using federal funding received by GMRI to purchase an ice building machine for lease to Vessel Services and installation at the Portland Fish Exchange. GMRI will purchase and own the machine with a lease to Vessel Services. Vessel Services and the PFEX would share in the cost of installation and the PFX would receive ice at ½ cost. The estimated cost for installation is +/- \$23,000, plus some additional electrical and plumbing fees.

**Motion to approve allocation of up to \$15,000 to the Portland Fish Exchange in support of the Ice Machine collaboration with the Gulf of Maine Research Institute and Vessel Services.** The Motion recognizes that if CARES Act funds managed by the Department of Marine Resources are made available to

**support the installation of the ice machine, all or a portion of the \$15,000 will be reimbursed by the Portland Fish Exchange to the Portland Fish Pier Authority.**

Motion by Odlin, 2<sup>nd</sup> by Martens. No Public Comment.

**Motion passed by voted of 5-0** (Philips absent)

**6. Joint Governance Subcommittee update:** *John Arnold, PFX Secretary and Subcommittee Chair. Rob Odlin, PFX President. Meredith Mendelson, PFPA President*

Needelman summarized that on October 18, 2023, the Joint Governance Subcommittee of the PFPA and the PFX met to review draft Bylaws and a draft Plan of Merger for the two corporations. The Subcommittee voted unanimously of all present to recommend the both the Bylaws and the Plan of Merger, with minor amendments. The amended draft documents are attached.

The PFPA was asked to review the Bylaws and Plan of Merger for potential action at the October 25, 2023 meeting. An action of the Board was suggested by staff to take the form of a recommendation to the Portland City Council who will make the final determination of whether or not to merge the corporations.

The PFX Board will also be asked to review and vote on recommending the merger at a future meeting.

**Motion to table for 12 months.** Motion by Odlin. No second, no action taken.

**Motion to recommend approval of the Plan of Merger to the City Council pursuant to Title 13.B, MRSA Section 901 (2).** Motion by Mendelson, 2<sup>nd</sup> by Martens.

Board Discussion: Ben Martens expressed support for the merger. Rob Odlin asked about the PFEX (to be asked to recommend at a following meeting.) PFEX Vice President Needelman and Exchange Manager Vanmeter expressed support.

Public Comment: Alan Tracy, Vessel Services President, expressed support for the merger while retaining concerns as a tenant of the PFPA.

Ms. Mendelson noted that this has been a difficult process and thanked all involved.

**Motion passed by voted of 4-1** (Odlin against, Philips absent)

**7. Adjournment.** The next meeting was set for December 11 at 3:00.

**Attachments Included with meeting packet:**

- Agenda Item 1: Draft Minutes from the August 21, 2023 Meeting
- Agenda Item 2: Financial Update, October 2023
- Agenda Item 3: Facilities Update, October 2023
- Agenda Item 5: Portland Fish Exchange

- Agenda Item 6:
- a)
  - b) Request for budget deficit reimbursement
  - c) Request for funds supporting joint ice machine project - GMRI, Vessel Services, PFEX
- a) Joint Governance Subcommittee Draft Meeting Minutes, 10-18-23
  - b) Draft Bylaws of a Merged Corporation, as recommended
  - c) Draft Plan of Merger, as recommended

Fish Pier Authority  
FY24 Budget Status  
As of December 7 2023

| Revenue:                                     | FY24 Budget    |  | YTD            |  | Balance        |              | FY23 YTD       |  | FY24 vs. FY23  |               |
|----------------------------------------------|----------------|--|----------------|--|----------------|--------------|----------------|--|----------------|---------------|
|                                              |                |  |                |  |                | %            |                |  |                | %             |
| Miscellaneous                                | 14,395         |  | 1,006          |  | 13,389         | 7.0%         | 720            |  | 286            | 39.7%         |
| Berthing                                     | 29,376         |  | 13,140         |  | 16,236         | 44.7%        | 4,208          |  | 8,932          | 212.3%        |
| Parking                                      | 433,024        |  | 199,712        |  | 233,312        | 46.1%        | 76,536         |  | 123,176        | 160.9%        |
| Ground Rent (Leases)                         | 199,833        |  | 79,608         |  | 120,225        | 39.8%        | 30,611         |  | 48,997         | 160.1%        |
| Interest Income                              |                |  | 0              |  |                |              | 76             |  | (76)           | -100.0%       |
| <b>Total Revenue</b>                         | <b>676,628</b> |  | <b>293,466</b> |  | <b>383,162</b> | <b>43.4%</b> | <b>112,150</b> |  | <b>181,316</b> | <b>161.7%</b> |
| <b>Expenditures:</b>                         |                |  |                |  |                |              |                |  |                |               |
| Admin. and Maint. Services                   | 104,331        |  | 63,750         |  | 40,581         | 61.1%        | 27,704         |  | 36,046         | 130.1%        |
| Travel/Training/Meetings                     | 1,500          |  | 0              |  | 1,500          | 0.0%         | 0              |  | 0              | #DIV/0!       |
| Contractual Services                         | 22,263         |  | 4,492          |  | 17,771         | 20.2%        | 3,132          |  | 1,360          | 43.4%         |
| Engineering Services                         | 26,000         |  | 1,161          |  | 24,839         | 4.5%         | 3,007          |  | (1,846)        | -61.4%        |
| Printing/Copying                             | 1,200          |  | 892            |  | 308            | 74.3%        | 0              |  | 892            | #DIV/0!       |
| Equipment Repair                             | 12,000         |  | 4,999          |  | 7,001          | 41.7%        | 0              |  | 4,999          | #DIV/0!       |
| Land/Pier/Building Repair                    | 200,000        |  | 0              |  | 200,000        | 0.0%         | 11,148         |  | (11,148)       | -100.0%       |
| Insurance                                    | 15,120         |  | 0              |  | 15,120         | 0.0%         | 0              |  | 0              | #DIV/0!       |
| Supplies                                     | 13,500         |  | 61             |  | 13,439         | 0.5%         | 0              |  | 61             | #DIV/0!       |
| Electricity                                  | 15,000         |  | 2,655          |  | 12,345         | 17.7%        | 827            |  | 1,828          | 220.0%        |
| Debt Service                                 | 10,724         |  | 856            |  | 9,868          | 8.0%         | 0              |  | 856            | #DIV/0!       |
| <b>Total Expenditures</b>                    | <b>421,638</b> |  | <b>78,866</b>  |  | <b>342,772</b> | <b>18.7%</b> | <b>45,818</b>  |  | <b>33,048</b>  | <b>72.1%</b>  |
| <b>Net Revenues Over(Under) Expenditures</b> | <b>254,990</b> |  | <b>214,600</b> |  | <b>40,390</b>  |              | <b>66,332</b>  |  | <b>148,268</b> | <b>223.0%</b> |



# PORTLAND MAINE

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Agenda 3  
Facilities Update, 12-23

To: Portland Fish Pier Authority Board  
From: Philip DiPierro, Facilities Project Manager  
Date: December 8, 2023  
RE: Facilities Update  
CC: David Onos, Director of Projects

Please find below a listing of the monthly improvements to the Portland Fish Pier by the Public Buildings and Waterfront Division:

## Updates for October through November 2023

- Prock Marine completed the concrete work on the batter pile strengthening project at Sorting Pier 1. They are in the process of removing forms, breaking down the staging, and completing the punch list and clean up of the site. Pepperrell Cove Marine has been contacted to provide pricing for the installation of pile jackets on the 28 steel H-piles at this pier.
- City staff has been working with AAA Energy Service Co. to estimate the cost for updating 9 shore power units throughout the facility.
- City staff has been working with TEC Associates to develop a Capital Improvements Plan for maintaining the piers throughout the facility. TEC Assoc is in the process of inspecting the piers and updating the condition report that was completed in 2021.
- City staff has been working with the State DMR to secure additional CARES funding to complete additional projects throughout the facility i.e. camel installs, ladder installs, shore power installs, pile jacketing, etc.

## Updates for July through September 2023

- Prock Marine continues to work on the batter pile strengthening project at Sorting Pier 1. All of the batter piles have been driven and all of the concrete cutting has been completed. Prock is working on concrete forming and rebar installation for tying the new batter piles into the pier deck.
- AAA Energy Service Co. completed phase 2 of the power demand investigation project. AAA completed the inspection and re-torquing of all connections in the switchgear and electrical panels throughout the entire Fish Exchange facility. They also checked for corrosion of electrical panels and have made some recommendations. The next phase will be to look at the shore power units on the piers and in the Net Yard.
- Miller Refrigeration completed their work on the refrigeration system. All systems appear to be working as expected.
- City staff is in the process of coordinating with The City's Wastewater Department to clean catch basins and trench drains, and to undertake pavement sweeping throughout the facility.
- Seabreeze Property Services is in the process of wrapping up summer maintenance work throughout the facility. They recently completed sweeping of the curblane along the bulkhead wall and service piers.

## Updates for June 2023

- Prock Marine continues to work on the batter pile strengthening project at Sorting Pier 1. All of the bracing has been removed from under the pier. Pile deliveries are expected to take place

- the week of July 10<sup>th</sup>. Concrete cutting will start approximately in the middle of July.
- AAA Energy Service Co. has completed the power demand data logging phase of the of the main electrical switchgear equipment in the substation and determined CMP metering matched the data logging metering. AAA recommends that the next step is to move inside the freezer building to check panels for corrosion, check to make sure connections in panels are properly torqued, and to investigate wiring to the shore power units in the Net Yard.
- Miller Refrigeration continues to work on the refrigeration system in the Fish Exchange building. Two new pumps, disconnects, and overheat protection for the cooling towers have been installed, eight new distributors have been installed on the evaporators, and two new oil separators have been installed on the compressors. The project is close to being completed.
- City staff is in the process of coordinating with The City's Wastewater Department to clean catch basins and trench drains throughout the facility, and to undertake pavement sweeping throughout the facility.
- JW Hale completed ongoing maintenance repairs throughout the facility, including chock and whale repairs, fixing ladder bolted connections, bracing, and rungs; rebolting loose piles; and repairing camels, etc.
- City staff is working with the Fish Exchange manager to update the "Rules and Usage" sign in the Net Yard, and on restriping/restenciling the Net Yard area.

#### Updates for May 2023

- Pepperell Cove Marine finished the pile jacket work at Sorting Pier 1 Extension. 28 piles have been wrapped and grouted, and concrete spalling has been repaired. All work was completed on time and within the contract budget.
- Prock Marine has started the batter pile strengthening project at Sorting Pier 1. Prock is currently in the process of completing the layout for the pile installations, and removing the bracing under the pier.
- Staff is pursuing options for wrapping the remaining piles at Sorting Pier 1.
- AAA Energy Service Co. has completed the power demand data logging phase of the of the main electrical switchgear equipment in the substation. Power demand at the Fish Exchange has been fluctuating over the past several months and is unusually high. A report of their findings will be submitted once they have had a chance to review the data.
- Miller Refrigeration continues to work on the refrigeration system in the Fish Exchange building. New pumps for the cooling towers have been installed. Two new oil/water separators have been ordered for the refrigeration system to help increase cooling efficiency.
- Two new wood camels have been purchased and installed. One has been installed along the bulkhead wall in the Net Yard, and the other has been installed along the west side of Sorting Pier two. Two existing wood camels along the bulkhead wall in the Net Yard have been rebuilt including new hardware and repositioning of the tire bumpers.
- Pier repairs due to fishing boat mishaps have been completed. Fore River Dock & Dredge replaced several broken piles (5), and pulled others (2) for re-bolting, throughout the facility.
- Seabreeze Property Services completed spring clean-up and mulching work throughout the facility. Lawn maintenance and weed control is ongoing for the season.
- JW Hale is in the process of addressing needed ongoing maintenance repairs throughout the facility, including chock and whale repairs, fixing ladder bolted connections, bracing, and rungs; rebolting loose piles; and repairing camels, etc.

#### Updates for March & April 2023

- Pepperell Cove Marine started the pile jacket work at Sorting Pier 1 Extension during the first week of April. To date, 10 of the 28 piles have been wrapped and grouted. Work is expected to continue on the project through the month of May.
- Prock Marine has been awarded the contract for the batter pile strengthening project at Sorting Pier 1. Materials have been ordered and work is expected to start in June.
- Staff is pursuing options for wrapping the remaining piles at Sorting Pier 1.

- AAA Energy Service Co. has been hired to install data logging equipment in the substation main electrical switch gear in order to track power demand. Power demand at the Fish Exchange has been fluctuating over the past several months and is unusually high. Data logging is the first step in an effort to find out why.
- Miller Refrigeration continues to work on the refrigeration system in the Fish Exchange building. The new system is partially operational, and there are still some issues that are in the process of being worked out.
- Two new wood camels have been purchased for installation along the Net Yard bulkhead.
- Fore River Dock & Dredge is scheduled to replace several broken piles throughout the facility.
- Seabreeze Property Services started grounds maintenance and spring clean-up work for the season.
- Ongoing repairs continue throughout the facility to address a list of maintenance items i.e. chocks, whalers, ladders, loose piles, etc.

#### Updates for February 2023

- Miller Refrigeration continues to work on the refrigeration system in the Fish Exchange building. The new system is partially operational, and there are still some issues that are in the process of being worked out.
- Staff continues to meet with Pepperell Cove Marine to discuss logistics for the Service Pier 1 Extension, pile jacket project. Work is expected to start on the project within the next couple weeks depending on weather.
- Prock Marine has been awarded the contract for the Fish Pier Repair project at Service Pier 1. The City is in the process of finalizing the contract with Prock, and work is expected to begin in June.
- Staff is pursuing options for wrapping the remaining piles at Service Pier 1.
- Seabreeze Property Services will begin grounds maintenance work as soon as weather permits.
- Ongoing repairs continue throughout the facility to address a list of maintenance items.

#### Updates for December 2022 through January 2023

- Miller Refrigeration continues to work on the refrigeration system in the Fish Exchange building. The new system is partially operational, and there are still some issues that are in the process of being worked out.
- Staff continues to meet with Pepperell Cove Marine to discuss logistics for the Service Pier 1 Extension, pile jacket project. Work is expected to start on the project in March 2023.
- Based on the bids and costs that were submitted for the Fish Pier Pile Repair project, the scope of work for the project has been changed. Service Pier 1 is the only pier that will be upgraded at this time. Prock Marine has been awarded the contract for this phase of the project.
- Staff is pursuing options for wrapping the remaining piles at Service Pier 1.
- Ongoing repairs continue throughout the facility to address a list of maintenance items.

#### Updates for November 2022

- Miller Refrigeration is still working on the refrigeration system in the Fish Exchange building. The new system is partially operational, and there are still some issues that are in the process of being worked out.
- Staff met with Pepperell Cove Marine to discuss logistics for the pile jacket project. Materials are being ordered and work staging areas are being discussed. Work is expected to start on the project in March 2023.
- Four bids for the Fish Pier Pile Repair project were received and Prock Marine was the low bidder. All bids came in much higher than expected, and staff is currently working on a plan on how best to proceed.

- Ongoing repairs continue throughout the facility to address a list of maintenance items.

Updates for July through October 2022

- Upgrades associated with the refrigeration system in the Fish Exchange building are under construction. Miller Refrigeration has been working throughout the summer to complete the work.
- Tec Associates completed the bid package for the pile jacket project for the pier extension at sorting pier 1. The project went out to bid in September and Pepperell Cove Marine won the bid. Work is expected to start on the project in March 2023.
- Tec Associates completed the bid package for the pier repair project and it is out to bid. Bids are due on December 7, 2022.
- Four new camel, chain, and weight assembly units have been installed at Sorting Pier 1. One existing camel assembly unit has been relocated to Sorting pier 2.
- Two new ladders have been installed within the Fish Exchange complex. One ladder was replaced at sorting pier 2 outside the PFEX, and one ladder along the bulkhead wall in the net yard was replaced.
- Ongoing repairs continue throughout the facility to address a list of maintenance items.
- Seabreeze Property Services continues to work on sweeping and seasonal maintenance activities.
- Zebra Striping completed crosswalk striping at five locations throughout the site.

## **PORTLAND FISH EXCHANGE**

### **Management/Financial Report for December 11, 2023**

|                                    |                      |                        |                        |
|------------------------------------|----------------------|------------------------|------------------------|
| <b><u>On-Auction Landings</u></b>  | <b><u>Actual</u></b> | <b><u>Budgeted</u></b> | <b><u>Variance</u></b> |
| October                            | 242K                 | 175K                   | 67K                    |
| November                           | 134K                 | 122.5K                 | 11.5K                  |
| FY23 YTD (5/1- 11/30)              | 1.25M                | 1.75M                  | (50K)                  |
| <b><u>Off-auction landings</u></b> | <b><u>Actual</u></b> | <b><u>Budgeted</u></b> | <b><u>Variance</u></b> |
| October                            | 31K                  | 0                      | 31K                    |
| November                           | 20K                  | 0                      | 20K                    |
| FY23YTD (5/1 - 11/30)              | 214K                 | 150K                   | 64K                    |
| <b><u>Total Groundfish</u></b>     | <b><u>Actual</u></b> | <b><u>Budgeted</u></b> | <b><u>Variance</u></b> |
| FY23YTD (5/1-11/30)                | 1.94M                | 1.45M                  | (490K)                 |
| <b><u>Pumping</u></b>              | <b><u>YTD</u></b>    | <b><u>FY23</u></b>     | <b><u>Variance</u></b> |
| FY23YTD (5/1 - 11/30)              | 1.5 M                | 500K                   | 1M                     |

#### **Fishermen Feeding Mainers**

October: 59,986 Total - 3746Monk, 14253# Hake, 587# Haddock, 38486# Flats, 314 Cod

November: 14,516 Total - 2982# Monk, 5487# Hake, 4368# Flats, 1384# Cod, 295# Whiting-Cusk-Haddock

YTD (May-Nov) FY23: 176,830 Total - 93,626# Flats, 39,927# Monk, 38,315# Hake, 2618# Haddock, 1860# Cod, 484# Whiting-Cusk-Reds-Pollock

#### **Financial Notes:**

- Receivables are \$155K. Checkbook is \$92K. LOC at \$205K with a \$45K balance

#### **Operations Notes:**

- Kyler Seafood LOC received – actively buying since 11/27. Buying all species with flats as primary. Supplies good competition for Bergies and Great Eastern on dabs, haddock, and grey sole.

Agenda 6: Draft Plan of Merger  
**Recommended by Vote of the Governance Subcommittee, 10-18-23**  
**Recommended by Vote of the Portland Fish Pier Authority, 10-25-23**  
**Recommended as amended by Vote of the Portland Fish Exchange, 11-9-23**  
**Subject to clarification editing**

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (“**Plan of Merger**”) is made and entered into this \_\_\_\_ day of \_\_\_\_\_, 2023 (“**Effective Date**”), by and between the Portland Fish Pier Authority (“**Pier Authority**” or “**Surviving Corporation**”), a Maine nonprofit corporation, and the Portland Fish Exchange (“**Fish Exchange**” or “**Merged Corporation**”), a Maine nonprofit corporation (the Pier Authority and Fish Exchange collectively as the “**Constituent Entities**”).

**RECITALS**

WHEREAS, the Pier Authority is a nonprofit corporation organized and existing under the laws of the State of Maine, including with its purpose as stated in its Articles of Incorporation to operate: “for the purposes of managing and marketing the premises known as the Portland Fish Pier for the benefit of the fishing and fishery-related business enterprises and the citizens of the City of Portland;”

WHEREAS, the Fish Exchange is a nonprofit corporation organized and existing under the laws of the State of Maine, including with its purpose as stated in its Articles of Incorporation to operate as: “a local development corporation exclusively for the purpose of fostering, encouraging and assisting the physical location, settlement or resettlement of fishing and fishery-related business enterprises in the City of Portland;”

WHEREAS, the Board of Directors for each Constituent Entity has considered the importance of continuing to advance the purposes of each corporation, including through the effectiveness and efficiencies of adopting this Plan of Merger, and have adopted this Plan of Merger pursuant to Title 13-B M.R.S.A. Section 901(2) [and by \_\_\_\_\_ vote pursuant to Title 13-B M.R.S.A. Section 606];

WHEREAS, the Pier Authority and the Fish Exchange have each provided a “Notice of Special Meeting of Corporator” (collectively “**Notice**”) pursuant to the Bylaws of each corporation regarding this Plan of Merger, including posting the Notice in a conspicuous place at the principal office of each corporation, and with the Boards of Directors and members of the public entitled to attend, to ask questions, and to state their views;

WHEREAS, the sole member and corporator of the Constituent Entities is the City of Portland (“**Corporator**”) and pursuant to the Articles of Incorporation for each of the Pier Authority and the Fish Exchange, the Corporator “shall have the sole and exclusive right to vote” to authorize a merger;

WHEREAS, following the Merger, the Articles of Incorporation and the purposes of the the Surviving Corporation will continue, including such that the Portland Fish Pier will be operated as a public fish pier for the purpose of landing or processing shellfish, finfish or other natural products of the sea or for other activities directly related to the purpose of landing or

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**Subject to clarification editing**

processing shellfish, finfish or natural products of the sea, including fueling, loading or selling such products;

WHEREAS, the Portland Fish Exchange has served the Maine ground fish industry for more than 40 years, it is the intent of the merger that the Portland Fish Exchange will continue to exist as an operational unit of the merged entity providing groundfish auction services;

WHEREAS, the Portland Fish Pier Authority and the Portland Fish Exchange each deem it advisable and in the best interests of each entity to merge the Portland Fish Exchange with and into the Portland Fish Pier Authority in accordance with the Maine Nonprofit Corporation Act and upon the terms and conditions set forth in this Plan of Merger, with the Portland Fish Pier Authority as the Surviving Corporation (the “**Merger**”).

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Constituent Entities hereby prescribe the terms and conditions of the Merger and mode for carrying the same into effect as follows:

**AGREEMENT**

ARTICLE I  
**THE MERGER**

1.1 **Merger.** On the Effective Date (as defined in Section 1.2), the Portland Fish Exchange shall be merged with and into the Portland Fish Pier Authority and the separate existence of the Portland Fish Exchange shall cease **as a corporate entity.** The Portland Fish Pier Authority shall be the surviving organization (the “**Surviving Corporation**”) in the Merger and shall survive as a Maine nonprofit corporation. **The Portland Fish Exchange shall continue to function as an operational unit of the surviving corporation.**

1.2 **Effective Date.** The Merger shall become effective upon the date specified in the Certificate of Merger to be filed with the Secretary of the State, State of Maine (the “**Effective Date**”).

1.3 **Articles of Incorporation of the Surviving Corporation.** The governing instruments of the the Portland Fish Pier Authority on file with the Secretary of State of the State of Maine (the “**Articles**”), as in effect on the Effective Date, shall continue in full force and effect as the Articles of the Surviving Corporation. The Surviving Corporation shall be governed by the laws of the State of Maine.

1.4 **Bylaws of the Surviving Corporation.** The Bylaws of the Portland Fish Pier Authority as they shall exist on the Effective Date shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

Agenda 6: Draft Plan of Merger  
**Recommended by Vote of the Governance Subcommittee, 10-18-23**  
**Recommended by Vote of the Portland Fish Pier Authority, 10-25-23**  
**Recommended as amended by Vote of the Portland Fish Exchange, 11-9-23**  
**Subject to clarification editing**

1.5 Directors and Officers; Amendment of Articles to Increase Directors. The Directors and officers of the Portland Fish Pier Authority in office as of the Effective Date of the Merger shall continue as the Directors and officers of the Surviving Corporation, to hold office, subject to the applicable provisions of the Articles and Bylaws of the Surviving Corporation and the Maine Nonprofit Corporation Act, until their successors are elected. Concurrent with the Merger, the Articles of Incorporation of the Portland Fish Pier Authority will be amended to increase the number of Directors from ~~five (5)~~ seven (7) to eleven (11), including in anticipation of transitioning some of the Directors of the Portland Fish Exchange to the Surviving Corporation.

1.6 Adoption of Assumed Name. Concurrent with the Effective Date, the Surviving Corporation shall be entitled to operate in name both as the “Portland Fish Pier Authority” and under the assumed name of the “Portland Fish Exchange” and the Surviving Corporation shall make appropriate filings with the State of Maine Secretary of State to effect the same.

1.7 Effects of the Merger. Upon the Effective Date, all property, rights, leases, subleases, accounts, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Portland Fish Exchange shall be transferred to, vested in, and devolved upon the Surviving Corporation without further assignment, act or deed and all property, rights and every other interest of the Constituent Entities shall be the property of the Surviving Corporation. All rights of creditors of the Portland Fish Exchange and all liens upon any property of the Portland Fish Exchange shall be preserved unimpaired and all debts, liabilities and duties of the Portland Fish Exchange [(except for employee-related matters as shall be coordinated as set forth in Section 1.8 below)] shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. From time to time after the Effective Date, and upon the written request of the Surviving Corporation, the last President and Secretary of the Portland Fish Exchange may, in the name of Portland Fish Exchange, execute, deliver, or cause to be executed and delivered, all such agreements, deeds, and instruments to the Surviving Corporation and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in the Surviving Corporation the rights in, title to, or other disposition of any property of the Portland Fish Exchange acquired or to be acquired by reason of or as a result of the Merger.

1.8 Transition of Employees. [Concurrent with the Effective Date, the Surviving Corporation shall make reasonable efforts to transition and hire the employees of the Portland Fish Exchange.]

ARTICLE II  
FINAL TAX FILING OF THE MERGED CORPORATION

**Agenda 6: Draft Plan of Merger**  
**Recommended by Vote of the Governance Subcommittee, 10-18-23**  
**Recommended by Vote of the Portland Fish Pier Authority, 10-25-23**  
**Recommended as amended by Vote of the Portland Fish Exchange, 11-9-23**  
**Subject to clarification editing**

2.1 Tax Filing. With recognition that both the Surviving Corporation and the Merged Corporation are nonprofit corporations with tax-exempt status from the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code, following the Merger the Portland Fish Exchange shall file a final income tax return evidencing its termination as a separate entity.

ARTICLE III  
ABANDONMENT

3.1 Termination. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned by either the Portland Fish Pier Authority or the Portland Fish Exchange, or both, including pursuant to Title 13-B M.R.S.A. Section 903(4).

ARTICLE IV  
AMENDMENT

4.1 Amendment. The Agreement may not be amended at any time prior to the date that the requisite Articles of Merger are filed in the office of the Secretary of State, State of Maine.

ARTICLE V  
GENERAL PROVISIONS

5.1 Governing Law. This Agreement and Plan of Merger and the legal relationships between the parties shall be governed by and construed in accordance with the laws of the State of Maine.

5.2 Further Assurances. The Constituent Entities each agree to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement the transactions contemplated by this Agreement.

[Signature page follows.]

**Agenda 6: Draft Plan of Merger**  
**Recommended by Vote of the Governance Subcommittee, 10-18-23**  
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*[Signature Page – Agreement and Plan of Merger]*

IN WITNESS WHEREOF, the parties to this Plan of Merger, based on the approval and authority as represented through resolutions adopted by their Boards of Directors, have caused their officers to sign and to evidence their agreement below.

PORTLAND FISH EXCHANGE,  
a Maine nonprofit corporation

By: \_\_\_\_\_  
Name:  
Title: President

PORTLAND FISH PIER AUTHORITY,  
a Maine nonprofit corporation

By: \_\_\_\_\_  
Name:  
Title: President