PORTLAND DEVELOPMENT CORPORATION
Board Meeting

DATE: Thursday, March 20, 2025
TIME: 4:00 PM
LOCATION: This meeting will take place remotely via Zoom.

Please click the link below to join the webinar.
Please download and import the following iCalendar (.ics) files to your calendar system.
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AGENDA

1. President's comments

2. Review and accept Minutes of February 20, 2025 meeting

   a. See attached Meeting Minutes from February 20, 2025

3. Review and vote on recommendation to the City Council regarding TIF-funded Downtown Improvement Loan Guidelines.

   a. See attached Memorandum and backup materials

4. Review and recommendation to the City Council approval of proposed Bylaws amendment.

   a. See attached Memorandum and proposed Bylaws amendment.

5. Treasurer's Report - February 2025

   a. Monthly Administrative Budget Report

   b. Cash Management Report

   c. Schedule of Loans Receivable

   d. Confidential Delinquency Report; update on loan modifications, if any.
   Note: Pursuant to 1 M.R.S.A. 405(6)(F) and 5 M.R.S.A. 13119—A, the Board may go into executive session to discuss/monitor any of the loans listed on the Report.

6. Other Items to be discussed/brought up by Board Directors

7. Next Regular Meeting Date: April 17, 2025

Minutes
Portland Development Corporation Board of Directors
Remote Zoom Meeting
Held on February 20, 2025

A special remote meeting, via Zoom, of the Portland Development Corporation (PDC) Board of Directors was held at 4:00 p.m. on Thursday, February 20, 2025. Present from the Board of Directors were its President Kierston Van Soest and Directors Jonathan Berg, Sam Dargan, Eamonn Dundon, Scott Kleiman, and Beverly Werber. Board Directors not able to attend were Matthew Buonopane, Councilor Ben Grant, Nathan Henry, Dena Libner, and Nikki Yanok. Present from City staff were Business Programs Manager Nancy Martin, Associate Corporation Counsel Amy McNally, Principal Administrative Officer Lori Paulette, and Housing and Economic Development Director Greg Watson. PDC Underwriter Liam Benson was also present.

Item #1: President's comments.

Ms. Van Soest waived the President's comments.

Item #2: Review and accept meeting Minutes of the following dates:

a. December 19, 2024.

On motion made by Mr. Dundon, seconded by Mr. Dargan, the Board voted 4-0-2 (Kleiman and Werber abstained) to accept the Minutes as presented.

b. January 16, 2025.

On motion made by Ms. Werber, seconded by Mr. Dundon, the Board voted 5-0-1 (Dargan abstained) to accept the Minutes as presented.

c. January 29, 2025.

On motion made by Mr. Dundon, seconded by Mr. Berg, the Board voted 4-0-2 (Kleiman and Van Soest abstained) to accept the Minutes as presented.

<u>Item #3: Review and vote on the following ARPA Microenterprise Grant Applications (Note: Pursuant to 1 M.R.S.A. 405(6)(F) and 5 M.R.S.A. 13119-A, the Board may go into executive session to review proprietary confidential information associated with these applications):</u>

<u>a. Calmbrook Residential Care LLC, 75 Bishop St, Suite 19</u>

<u>b. Al-shawk LLC, DBA Luxe White Studio, 188 State St, Suite 404</u>

<u>c. Pinecoast Painting, 57 Copley Woods Circle</u>

<u>d. Lauren Chunias DBA Underdog Candles, 105 St. James Street.</u>

<u>e. Tealight Studio, 3 Pleasant Ave, Unit 207</u>

Ms. Martin noted that there was $25,000 left from the prior rounds. This round of funding opportunity was noticed through the City's News Alerts. Five applications were received, of which 2 received prior grants. She asked if there were any general questions before going into executive session, and there were none.

On motion made by Mr. Berg, seconded by Mr. Dargan, the Board voted 6-0 to go into executive session pursuant to 1 M.R.S.A. 405(6)(F) and 5 M.R.S.A. 13119-A to review proprietary information associated with these applications, as well as the Confidential Delinquency Report. The Board went into executive session at approximately 4:10 p.m. and came back into public session at approximately 4:20 p.m.

On motion made by Ms. Werber, seconded by Mr. Dundon, the Board voted 6-0 to approve the grant applications as recommended by staff, that is: (1) conditional approval of a $5,000 grant to Calmbrook Residential Care LLC; (2) a $5,000 grant to Al-shawk LLC, d/b/a Luxe White Studio; and, (3) a $5,000 grant to Pinecoast Painting.

Item #4: Review and vote on a request to use up to $10,000 Brownfield Program Income Funds for assessment work at 197 Oxford Street.

Ms. Martin noted this grant request is for environmental assessment work at 197 Oxford Street, the former homeless service shelter. The Assessment grant funds of $500,000 are utilized administratively, that is the PDC Board gave the staff authority to use these funds with regular reporting back to the Board. These funds prepare sites for clean-up.

There remains assessment work to be done at 197 Oxford Street, and $83,000 has been committed from the Assessment Fund for this work. There is a delta of up to $10,000 for the remaining assessment work so staff is requesting PDC Board approval to utilize the Brownfield Program Fund, Fund 278, for this purpose - up to $10,000. She noted that the Planning Board approved the development project last month.

On motion made by Mr. Dundon, seconded by Mr. Werber, the Board 5-0-1 (Berg abstained) to fund up to $10,000 from Brownfield Program Funds (Fund 278) to fill the gap needed for the Phase II ESA, supplemental HBMS, and geotechnical investigation at 197 Oxford Street.

Item #5: Review and vote on a recommendation to the City Council regarding TIF-funded Downtown Improvement Loan Guidelines.

President Van Soest noted the good explanatory Memorandum from Ms. Martin.

Ms. Martin thanked the President, noting that this is an initiative designed to activate the Downtown District. This is an incentive for storefront improvements proposed to be funded from the Downtown Transit Oriented Development TIF (DTIF) District in the amount of $250,000. She went through the eligible activities and noted the following questions from Director Buonopane, who could not be present today, as follows::

- The interest rate being at zero. Ms. Martin noted that this has to be as attractive as possible. These no interest loans could then revolve, as opposed to grants.
- Non-owner occupied space can get loans. Ms. Martin said that these are new loan guidelines; only one property can get a loan, whether owner or a lessee.
- Eligible uses – plans and engineering. Ms. Martin noted that the loan funds would used to be pay for hard costs and would also exclude City fees.
- Loan size and maybe $10,000 not enough. Ms. Martin noted that higher loan amounts would result in fewer businesses getting to use the program. At a maximum of $10,000 each, 25 businesses could participate in the program.

The Board discussed the proposed maximum loan amounts, eligible uses – noting that there is no one silver bullet that can take care of all the issues and that the Chamber and Portland Downtown are also working on programs for this area, as well as Police and Social Services. This is one of many different programs that are being discussed to reverse the decline.

Grant versus loan was discussed, with the preference being loans as they revolve.

Additional eligible uses discussed were interior lighting, security cameras/systems, outdoor dining. A match of 50/50 was noted as a possibility. Salaries are a prohibited use, but clarify that labor to pay for the improvements is allowable.

It was questioned whether landlords would participate, and Mr. Watson updated the Board that City staff has been working on a vacancy ordinance which is working its way for consideration by the Council's Housing and Economic Development Committee for its recommendation to the City Council.

Mr. Dargan and Mr. Kleiman had to leave the meeting at this point.

President Van Soest summarized that the Board consensus was to table this to the next meeting for staff to consider the following:

- Increasing the loan amounts to be up to $20,000, to be at no interest;
- Applications to be reviewed/approved by the PDC Board;
- Eligible uses include interior lighting, security cameras/systems, outdoor dining;
- Clarify that labor to pay for the improvements is allowable;
- Confirm that eligible uses are okay under state statute.

Item #6: Treasurer's Report - January 2025

President Kierston asked if there were any questions on the Report as presented, and there were no questions; consensus was acceptance.

Item #7: Staff verbal updates.

Mr. Watson said that there has been a lot of movement on the Federal freeze of funds, but the PDC's current Brownfield funding is now still available.

There being no quorum, consensus was to adjourn at approximately 5:14 p.m.

Respectfully, Lori Paulette

City of Portland | Housing and Economic Development Department
Gregory P. Watson, Director

MEMO

TO:	President Kierston Van Soest and PDC Board Members
FROM	Nancy L. Martin, Business Programs Manager
CC:	Greg Watson, Director, Housing and Economic Development Department
DATE:	March 20, 2025
RE:	Request to approve guidelines for TIF-funded Downtown improvements

PROJECT OVERVIEW:

At the July 18th, 2024 Portland Development Corporation meeting, the Board was briefed on staff involvement in finding solutions to activate properties Downtown Portland, especially in the Arts District along Congress Street. As part of that discussion, the Board discussed potential financial incentives to encourage activation of storefronts. At the February 20, 2025 meeting of the PDC, the Board provided feedback to staff on draft loan guidelines.

BUDGET AND BACKGROUND:

The proposed program would use $250,000 of Downtown Transit Oriented Development Tax Increment Financing to provide no-interest loans of up to $20,000 to commercial property owners and leaseholder tenants to make upgrades to building façades on highly visible commercial properties in downtown Portland. These investments will support neighborhood safety through improved environmental design and infrastructure investments such as lighting and entryway improvements, encourage accessibility, and spur upgrades to commercial properties.

At the February 20, 2025 PDC meeting, the changes suggested by the Board were: raise loan amount to $20,000, clarify that loans will be approved by the Portland Development Corporation, include security cameras, interior lighting and outdoor furniture to eligible activities, and make sure that the inclusion of salaries under ineligible activities does not preclude labor for installation of infrastructure.

RECOMMENDATION:

PDC staff (Nancy Martin) recommends the Board approve and recommend adoption by the City Council to provide financial incentives to improve commercial storefronts in the Downtown TOD TIF District.

ATTACHMENT:

- Redlined Draft Program Guidelines Revised based on PDC Feedback received Feb 20, 2025

No-interest loans for Storefront Improvements in the Downtown Portland Transit Oriented Development (TOD) Tax Increment Finance (TIF) District
DRAFT PROGRAM GUIDELINES

Program Description
The City of Portland's no-interest loans for Storefront Improvements program provides financial incentives to commercial property owners and leaseholder tenants for the purposes of addressing the following goals:

- Support upgrades to building façades and storefronts on highly visible commercial properties in downtown Portland;

- Improve neighborhood safety through improved environmental design and infrastructure investments such as lighting and entryway improvements;

- Encourage public accessibility and inclusion to address ADA requirements and community needs;

- Spur investment and upgrades to properties that will support small business growth, pedestrian activity, safety, and future development.

The City has allocated $250,000 in Downtown Transit Oriented Development (TOD) Tax Increment Financing (TIF) funds to support façade improvements and other upgrades to improve activation of the commercial storefronts in the Downtown TOD TIF district. The maximum loan amount is $20,000.

The program is available to BOTH businesses occupying commercial space under a current lease agreement AND commercial property owners, but only one loan will be made per property. (In other words, an owner and tenant cannot both receive a loan for the same storefront.)

The commercial property must be located in the Downtown TOD TIF district of Portland, Maine.

The program can be utilized by businesses in conjunction with the City's Revolving Commercial Loan Fund (RLF) program. Active commercial loan recipients are eligible to apply, provided they remain current with their loan payments.

FOR LEASEHOLDERS: Funding supports on-site improvements made by a tenant, which are not already covered under an existing lease agreement, or which exceed the improvement allowance agreed to as part of a current lease agreement. Must have written permission by property owner for the proposed project.

FOR COMMERCIAL PROPERTY OWNERS: Funding supports façade, signage and landscape improvements, and other external upgrades to a commercial property.

FOR MIXED USE PROPERTIES: Funds are eligible for dedicated commercial use areas only, unless the proposed project is focused on external enhancements for the entire property (i.e. façade, landscaping, lighting).

<u>FUNDS ARE LIMITED:</u>
Applications are not guaranteed funding, and applications are not guaranteed total funding amount requested.

Program Objective
The City of Portland seeks applications for a new no-interest loan program focused on upgrades to existing commercial properties in the Downtown TOD TIF District. Improvements made to commercial properties will help recruit and retain quality businesses and promote activation of the streetscape.

Eligibility Requirements:
The proposed project must be located in the Downtown Portland TOD TIF district and must conform to existing land use and development code standards. All necessary approvals and/or permits are required prior to the start of any project. The project applicant must be current on all property taxes, fees, judgements, or liens.

Eligible funding activities:
- Signage and landscaping
- Exterior lighting (interior lighting is also eligible if it is visible from the street in front)
- Siding and exterior repairs or upgrades, including doors and windows (note: entryway improvements may not include barriers or gates)
- Improvements to onsite stormwater drainage and treatment
- Pedestrian improvements
- Outdoor furniture and planters located near storefront
- External accessibility improvements
- Security cameras
- Contract labor for installation of eligible activities (up to 50% of loan amount; wages for employees of recipient business are not eligible)

Ineligible funding activities:
- Funds cannot be used for general operating expenses including working capital, inventory, purchases, debt repayments, salaries, utilities, and/or rent payments.
- Funds may not be used for gates or barriers in entryways
- Funds may not be used to support the purchase of land or property
- Anything not included in the eligible funding activities.

Application Process:
Applications will be reviewed and approved by the Portland Development Corporation ~~for final approval~~, and may require additional information from applicants as part of the review process. A determination of funding award will be based on the overall strength of the application,

including alignment with stated program goals; the community benefit of the improvements made; and the overall need of the applicant for funding the project. Preference will be given to storefronts located along highly visible commercial corridors.

Loan administration:
No loan shall be made unless and until the proposed work has been reviewed and approved by the appropriate City department and/or committee.

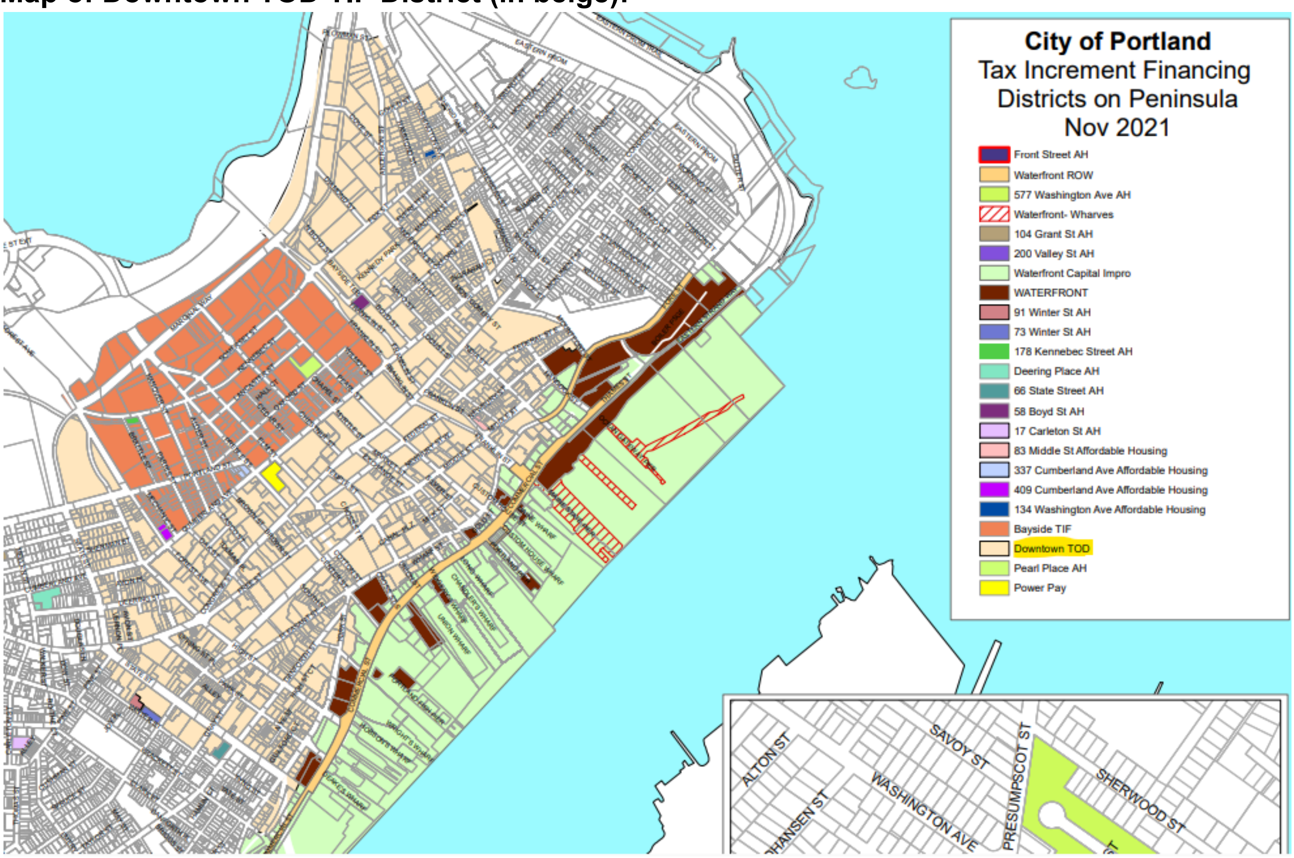
Loan proceeds will be paid by the City directly to the vendor/contractor.

The building must remain as a commercial or mixed-use property for three years following completion of the project.

Loan terms: Up to $20,000 at zero percent interest for a five-year term. Collateral will be required to secure the loans. Origination fee of 1% of loan amount applies.

Application Process:
Online application using Google Forms.
All applications received before the stated deadline will be considered.

Map of Downtown TOD TIF District (in beige):



City of Portland | Housing and Economic Development Department
Gregory P. Watson, AICP, Director

MEMORANDUM

TO:	President Kierston Van Soest and PDC Board Members
FROM	Nancy L. Martin, Business Programs Manager
CC:	Greg Watson, Director, Housing and Economic Development Department
DATE:	March 20, 2025
RE:	Request to approve amendment to PDC Bylaws

PROJECT OVERVIEW:

The intent of the proposed Amendment to the Bylaws of the Portland Development Corporation is to clarify that a majority is necessary to pass a motion of the Portland Development Corporation Board of Directors.

BUDGET AND BACKGROUND:

The current wording in Section 5.6 of the Bylaws has caused confusion and could possibly be interpreted to mean that, if nine or more Directors are present, a motion could pass even if it receives less than a majority of votes.

RECOMMENDATION:

PDC staff (Nancy Martin) recommends the Board approve the amended Bylaws to remove the words “at least four” and replace it with “a majority”and recommend adoption of the same by the City Council.

ATTACHMENTS:

- Redlined Bylaws (see Section 5.6. Quorum)

BYLAWS OF PORTLAND DEVELOPMENT CORPORATION

ARTICLE 1
NAME, PRINCIPAL OFFICE, CORPORATE SEAL

Section 1.1. Name. The name of this corporation shall be the Portland Development Corporation.

Section 1.2. Principal Office. The principal office for the conduct of the activities of the corporation shall be located at Portland City Hall, 389 Congress Street, Portland, Maine.

Section 1.3. Corporate Seal. The corporate seal of the corporation shall be circular in form and shall bear the words and figures "Portland Development Corporation," the word "Maine" and the year of the corporation's incorporation. The form of such seal may be altered from time to time by the Board of Directors.

Section 1.4. Registered Office. The Registered Office of the Corporation is at 389 Congress Street, Portland, Maine. The address of the Registered Office may be changed from time to time by the Board of Directors or by the Registered Agent.

Section 1.5. Registered Agent. The Registered Agent of the Corporation is the person designated in the Articles of Incorporation, as amended from time to time by the Board of Directors.

ARTICLE II
PURPOSES

Section 2.1. General Purposes. The Corporation is organized and shall be operated on a non-profit basis to receive donations and contributions in support of the City of Portland economic development efforts that enhance and create business, employment and development opportunities including:

A. Implement and administer development programs that enhance business opportunities and combat community deterioration in the City of Portland, including, but not limited to, brownfields programs that facilitate development of commercial, multi-family residential, public open space and public recreational properties;

B. Enhance employment opportunities for members of the Portland community by offering education and counseling services which support businesses in the City of Portland, thereby lessening the burdens of government;

C. Make recommendations to the City Council with respect to, but not limited to, bond and tax increment financing and the management, acquisition, disposal and general land use of City of Portland property;

D. Refer requests to acquire property via eminent domain to the City Council; and

E. Acquire, hold, own, manage, dispose or liquidate property, upon City Council approval, for the purpose of advancing economic development and promoting employment opportunities in the City of Portland;

Section 2.2. Powers. This Corporation shall have all such powers as are authorized to non-profit corporations by the Maine Nonprofit Corporations Act. The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (i) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (ii) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons. The corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer or director of the corporation, or any other individual, partnership or corporation, but reimbursements for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

Section 2.4. Dissolution. If this Corporation is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed to one or more organizations which the Board of Directors then determines is qualified both as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, and as an organization engaged in activities substantially similar to those of this Corporation (within the meaning of 13-B M.R.S.A. §407).

Section 2.5 Tax exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended, or successor provisions of federal tax law (the "Internal Revenue Code") as an organization described in Section 501(c)(3) of such Code, and to which contributions are deductible under Section 170(c)(2) and 2055(a)(2) of the Internal Revenue Code which is other than a private foundation as defined in Section 509(A) of the Internal Revenue Code. The Articles of Incorporation and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided that the Corporation shall have the power to make an election under Section 501(h) of the Internal Revenue Code. Likewise, the Corporation shall not participate or intervene in any manner or to any extent in any political campaign on behalf of any candidate for public office. Furthermore, the Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including, but not limited to, activities prohibited for an exempt organization under Section 501(c)(3) of the Internal Revenue Code and regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE III
MEMBERSHIP

Section 3.1. Member. The sole member of the Corporation shall be the City of Portland, Maine. The sole member of the Corporation shall be referred to as the "Corporator" for the purposes of the Articles of Incorporation and these Bylaws.

Section 3.2 General. In addition to the other powers of the Corporator listed in Section 3.3 hereof, the Corporator shall have the responsibility for the election of the Board of Directors of the Corporation, which Board has the ultimate responsibility for governing the Corporation. The rights and responsibilities of the Corporator, may be changed from time to time by an amendment to the Articles of Incorporation (to the extent required by law) and by these Bylaws.

Section 3.3. Powers. The Corporator shall have only those rights set forth in the Articles of Incorporation, as restated in these Bylaws. Such rights are as follows:

A. The establishment of the size of the Board of Directors within the limits described in Section 4.2 hereof;

B. The election of Directors pursuant to Article IV hereof, with the exception of filling of a vacant Board seat as provided in Section 4.5 hereof;

C. The removal of Directors from the Board of Directors;

D. The amendment, restatement, or modification of the Articles of Incorporation or of the Bylaws of this Corporation;

E. The approval of the sale, lease, or other disposition (excluding by mortgage or pledge for purposes of security) of all, or substantially all, of the assets and property of the Corporation;

F. The dissolution of the Corporation or its merger with or consolidation with another corporation; and

G. Any other matter which a majority of the Board of Directors voting on the matter votes to submit to the Member.

Section 3.4 Annual Meetings. The Annual Meeting of the Corporator shall be held on such day in the month of September of each year at such place and time as shall be fixed by the Board of Directors. In the event of a failure for any reason to hold an Annual Meeting as aforesaid, any business which may properly be transacted at an Annual Meeting, including the election of Directors, may be transacted at a Special Meeting.

Section 3.5 Special Meetings. Special Meetings of the Corporator may be called at any time by the President or a majority of the Directors.

Section 3.6. Notice of Meetings. Notice of all meetings of the Corporator shall be given by the Secretary or in his or her absence or disability by the President, by mailing or emailing to the Corporator a written notice specifying the time and place of the meeting, such notice to be addressed to the Corporator and emailed or mailed (postage prepaid) at least five (5) but not more than fifty (50) days before the meeting.

Section 3.7. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Corporator may be taken without a meeting as long as consent in writing, setting forth the action so taken shall be signed by the Corporator, and filed with the minutes of the meetings of the Corporator.

Section 3.8. Manner of Acting. The act of the Corporator, present in person or by proxy at a meeting, shall be the valid act of the Corporator.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1. Management by Board. The affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation.

Section 4.2. Number of Directors; Eligibility. The Board of Directors shall consist of eleven (11) individuals, nine (9) of whom shall be Directors appointed by the Corporator through the Portland City Council and two (2) of whom shall be ex officio members of the Board pursuant to Section 4 of this Article. No fewer than six (6) of the nine (9) directors appointed by the Corporator must be a resident or property owner in the City of Portland or have an ownership interest in a business that has its principal office in the City.

Section 4.3. Nomination. The Corporator shall receive nominations from the Portland City Council Nominating Committee, which shall supplement its regular Committee recruitment efforts by advertising in the local media and by otherwise publicizing the vacancies as widely as possible.

Section 4.4. Ex Officio Members of the Board of Directors. There shall be two (2) individuals who shall each be deemed an ex officio member of the Board of Directors by virtue of his or her holding the position of (1) Mayor or City Council member of the City of Portland as appointed by the Corporator; and (2) City Manager of the City of Portland, or his/her designee.

The provisions of these Bylaws contained in Section 5 regarding term of office, Section 3 regarding nomination of directors and Section 7 regarding vacancies shall not apply to said ex officio members. The City Manager shall be a member of the Board of Directors so long as he or she continues to serve in the office by virtue of which he or she was appointed; and the Mayor or City Council member shall be appointed annually; and said members shall enjoy all the rights, privileges and responsibilities of all other member of the Board of Directors, including, without limitation, voting privileges, except, however that no ex officio member may serve as President of the Board of Directors. The Board of Directors may take action by unanimous consent only with the consent of said ex officio member. Ex officio members shall be counted as Directors for purposes of determination of residency requirements in Section I of this Article. Ex officio members shall be entitled to the same indemnification rights available to all Directors under the law, these Bylaws or otherwise.

Section 4.5. Terms of Office. One (1) Director shall be initially appointed by the Corporator to hold office until the Second Annual Meeting of the Corporation following the incorporation of this Corporation; two (2) Directors shall be initially appointed by the Corporator to hold office until the Third Annual Meeting of the Corporator following the incorporation of this Corporation; and two (2) Directors shall be initially appointed by the Corporator to hold office until the fourth Annual Meeting of the Corporation following the incorporation of this Corporation. The Corporator shall specify the term of office for which each Director is initially appointed. Thereafter, Directors shall be appointed by the Corporator at Annual Meetings of the Corporator to serve as such for a term of three (3) years. Each Director shall serve until his or her successor shall be duly qualified and appointed. Directors shall be nominated prior to the Annual Meeting of the Corporator. No Director shall succeed himself or herself for more than two (2) full consecutive terms, provided that no term of less than three (3) years which is served directly in advance thereof shall be counted for purposes of this limitation.

Section 4.6. Voting. Each Director shall be entitled to one (1) vote.

Section 4.7. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the Corporator by appointment of an individual qualifying and eligible for such position. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Directors shall serve until the next Annual Meeting of the Corporator.

Section 4.8. Resignation. Any Director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified therein.

ARTICLE V
MEETINGS

Section 5.1. Annual Meeting. The Annual Meeting of the Board of Directors shall be held without call at the Board's Regular Meeting in the month of September, at the principal office of the Corporation or at some other place fixed by the President.

Section 5.2. Regular Meeting. Other Regular Meetings of the Board of Directors may be held, without call, at such place, date and time as shall be fixed from time to time by resolution of the Board of Directors.

Section 5.3. Special Meetings. Special Meetings of the Board of Directors may be called by such persons as are authorized by law to call Special Meetings. The place, date and time of the Special Meeting shall be fixed in the call therefor.

Section 5.4. Notice of Meetings. Notice of each Annual, Regular or Special Meeting of the Board of Directors shall be given by the person or persons calling the same or by the President or

Secretary at least three (3) days in advance thereof. Notice may be given in writing, by email, by telephone, by oral statement or by any other means to the Directors in person or by delivery of a writing to the Director's residence or business address. Notice given in writing by mail shall be deemed given on the day that the same is deposited in the U.S. mails as first class mail, postage prepaid. Neither the business to be transacted thereat, nor the purposes of any Annual, Regular or Special Meeting of the Board of Directors need to be specified in the notice of such meeting, except when otherwise provided by law.

Section 5.5. Conduct of Meetings. The final actions of the Board of Directors shall be taken openly, and subject to provisions of the Maine Freedom of Access Act, deliberations of the Board shall be conducted openly, and the records of their actions shall be open to public inspection.

Section 5.6. Quorum. Six (6) Directors shall constitute a quorum for the transaction of business. The act of a majority ~~at least four (4)~~ of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors.

Section 5.7. Informal Action by Directors. Action of the Directors may be taken in accordance with the provisions of Section 708 of the Maine Nonprofit Corporations Act, Title 13-B M.R.S.A. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary of this Corporation within thirty (30) days of such specific action.

Section 5.8. Notice. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director, such notice must be given in writing by personal delivery, by email, mail, or by telephone, addressed to such Director at his or her address as it appears on the records of the Corporation, with postage or other delivery fees prepaid, or at his or her telephone number as it appears on the records of the Corporation. Notice by mail shall be deemed to be given at the time it is deposited in the United States mail.

Section 5.9. Indemnification. This corporation shall in all cases indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee or agent of this corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the maximum extent permitted by law, including, without limitation, 13-B M.R.S.A. §714 as it may be amended from time to time, and acts additional thereto and supplementary thereof, to which reference is made.

ARTICLE VI
OFFICERS AND AGENTS

Section 6.1. Officers. The officers of the corporation shall be chosen annually at the Annual Meeting of the Board of Directors, and shall be a President, a Treasurer and a Secretary. One individual may serve in more than one such office. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers.

Section 6.2. Term. Officers shall be elected for a term of one (1) year to serve until the next Annual Meeting of the Board of Directors or until their successors are duly chosen and qualified. Officers may succeed themselves for any period of years. The initial officers shall be appointed by the Board of Directors at their first meeting following incorporation to serve as such until the first Annual Meeting of the Board of Directors.

Section 6.3. Removal. Any officer of the corporation may be removed by the Board of Directors whenever in their judgment the best interests of the corporation will be served thereby.

Section 6.4. Vacancies. Any vacancy in any office (except the office of Director) may be filled by the Board of Directors.

Section 6.5. President. The President of the Corporation shall be elected from among the members of the Board of Directors, provided however that no ex officio member may be permitted to serve as President.

Section 6.6. Treasurer. The Treasurer shall be the chief financial officer of the corporation and, together with the Assistant Treasurer, shall have the responsibility for all corporate funds and securities and shall maintain full and accurate accounts of receipts and disbursements in a book or books kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Treasurer shall be.

Section 6.7. Secretary. The Secretary shall attend all meetings of Corporation and the Board of Directors and keep minutes of all meetings of the Corporation and the Board of Directors in a book or books kept for that purpose. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be. The Secretary, and any Assistant Secretaries, shall have authority to affix the corporate seal to any instrument which requires it, and when so affixed, it may be attested by the Secretary or by any Assistant Secretary.

Section 6.8. The Assistant Treasurer and Assistant Secretary. One (1) Assistant Secretary shall be appointed by the Board of Directors. The individual appointed Assistant Secretary shall be the Director of the Housing and Economic Development Department of the City of Portland and shall be the principal staff person for the Corporation. The Assistant Secretary will have authority to execute documents on behalf of the Corporation should a Board officer not be available to do so. One (1) Assistant Treasurer shall be appointed by the Board of Directors. The individual appointed as the Assistant Treasurer shall be that individual who holds the position of Treasurer for the City of Portland. The Assistant Treasurer shall, together with the Treasurer, have the responsibility for all corporate funds and securities and shall maintain full and accurate accounts of receipts and disbursements in a book or books kept for that purpose. The Assistant Treasurer shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. Assistant Secretaries and Assistant Treasurers shall not be members of the Board of Directors.

Section 6.9. Other Employees. Other employees of the Corporation may be appointed by the Board of Directors, and if so appointed, shall be supervised by, and shall serve under the direction of the Assistant Secretary.

ARTICLE VII
ADOPTION, AMENDMENT

Section 7.1. Generally. These Bylaws may be amended or repealed or new Bylaws adopted only by the affirmative vote of the Corporator, provided, however, that the Bylaws may not be amended in such a way as to cause the Corporation to lose its status (i) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (ii) as a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or (iii) as a corporation described in Section 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986, as amended.

Section 7.2. Amendments. These Bylaws may be amended solely by the Corporator.

ARTICLE IX
CONFLICT OF INTEREST

Section 8.1. Avoidance of Conflict or the Appearance of such Conflict. Every Director shall endeavor to avoid conflicts of interest or the appearance of such conflicts or impropriety as provided by state statute, by full disclosure at all times and by abstention in the appropriate circumstances.

Section 8.1. Disclosure. Any Director who has a direct interest in any matter to be considered by the Board shall fully disclose that interest to the Board. If a Director is unsure whether a direct interest exists in a particular matter or if the issue is otherwise raised in good faith, the Director shall disclose the pertinent facts to the Board, and the Board shall determine the issue.

Section 8.3. Abstention. When the Director has so disclosed and is deemed to have a direct interest in a matter, the Director shall abstain from voting on the matter and from otherwise participating in the decision-making process on the matter. Notation of the disclosure and abstention of the Director shall be recorded in the minutes.

Section 8.4. Direct Interest. For purposes of this Article, direct interest in a matter shall mean:

A. A substantial financial interest of the Director or of the spouse or dependent child of the Director;

B. A substantial financial interest of any employer, partner, associate, co-shareholder or other co-venturer of the Director;

C. A substantial financial interest of the Director in any entity which has a substantial financial interest in the matter; or

B. Any other substantial interest of the Director which the Director or the Board believes might reasonably impair the Director's ability to act independently.

ATTEST:

DATE:

Assistant Secretary

Portland Development Corporation
Preliminary Draft Operating
Report FY2025
For Month Ending
2/28/2025

Operating transfer from EDF	**40,122**

Total Funds Available	**40,122**

			Current	Year to		Percent		
FY2025 Expenditures	**Budget**		**Month**	**Date**		**of Budget**		**Balance**
Administrative Services	11,175		$0	11,232		100.5%		(57)
Postage	300		$0	128		42.7%		172
Travel, Training, Meetings	9,000		$0	8,790		97.7%		210
Contractual Services	6,000		$0	5,655		94.3%		345
Operating Transfer to Fin.	9,647		$0	0		0.0%		9,647
Advertising	2,500		$0	364		14.6%		2,136
Auto Expense Reimb.	100		$0	0		0.0%		100
Printing & Binding	650		$0	436		67.1%		214
Office Supplies	750		$0	330		44.0%		420
Total FY2025 Expenditures	**40,122**		**$0**	**26,935**		**67.1%**		**13,187**

FY2025 PDC CASH MANAGEMENT REPORT/Non-Brownfield Program

(Preliminary and Subject to Change)

Period Ending: 02/28/25	**UDAG**		**CIP**		**CIP**		**FAME**		**FAME SSBCI**		**TOTAL**
	271		**272**		**274**		**277**		**279**		
	Unrestricted Loans/Grants		**Restricted**		**Unrestricted**		**REDLP**				
Beginning Balance	**276,353**		**344,665**		**216,386**		**562,600**		**519,064**		**1,919,069**
Additions	MTD	**YTD**	MTD	**YTD**	MTD	**YTD**	MTD	**YTD**	MTD	**YTD**	
Principal payments received	1,771	19,257	0	15,246	4,251	11,179	5,367	62,287	2,036	16,816	
Interest payments received from loans	4,486	16,010	0	209	793	1,927	4,143	20,643	4,302	22,292	
Interest Income		2,960		4,457		2,418		10,139		6,026	
Other Income/Adjustments		-		-		-		-		-	
Pass Through From FAME/SSCBI		-		-		-		-		-	
Deductions											
FAME Annual Admin. Fee; Invoices								(8,685)			
Disbursements - Expenses											
Disbursements - Loans/Grants											
Ending Cash Balance (Munis)	**282,611**		**344,665**		**221,431**		**563,424**		**525,403**		**1,937,534**
Less Reserves for: Loans											
Beautification Program (EC0301)	(72,000)										
Transfers not yet recorded (UDAG Int)	(16,010)										
Adjusted Ending Cash Balance	**194,601**		**344,665**		**221,431**		**563,424**		**525,403**		**1,849,523**

FY2025 PDC CASH MANAGEMENT REPORT - BROWNFIELD PROGRAM

(Preliminary and Subject to Change)

Period Ending: 02/28/2024	Brownfield 1		Brownfield 2 (2016)		Brownfield 3		Brownfield 10/1/2022		TOTAL
	278		280		281		280 RLF		
	Unrestricted Loans/Grants		Restricted/Cleanup		Restricted/Assessments		Restricted/Cleanup		
Beginning Balance	488,498		100,518		157,618		2,945,085		3,691,719
Additions	MTD	YTD	MTD	YTD	MTD	YTD	MTD	YTD	
Principal payments received	1,978	15,622	1,775	13,286		-		-	
Interest payments received from loans	-	200	1,314	10,104		-		-	
Interest Income		6,725		1,653		-		-	
Other Income/Adjustments		-	1,912	9,448				-	
Pass Through From FAME/SSCBI/EPA		-		-		-		-	
Deductions									
FAME Annual Admin. Fee; Invoices									
Disbursements -Other	(7,642)				(38,588)		(923)		
Ending Cash Balance (Munis)	482,833		105,520		119,030		2,944,162		3,651,545
Less Reserves for:									
Reserve For Commitments	(12,054)		0				(2,847,795)		
Fund 280 Reserve for Administration									
Adjusted Ending Cash Balance	470,779		105,520		119,030		96,367		791,696

Portland Development Corporation
Schedule of Loans Receivable
For Month Ending February 28, 2025

				----Committed/Disbursed Funds-----			
Case ID	**Account No. & Name**	**Date of Loan**	**Maturity Date**	**Original Loan**	**Not Yet Disb.**	**Total Disb .**	**Outstanding Princ. Bal.**
	Portland Business Fund 271 (UDAG/Unrestricted):						
30124	Rosemont Market, Inc.	8/8/2019	9/1/2029	$150,000	0	$150,000	
30179	Forefront Brick South, LLC	11/18/2016	12/1/2026	$100,000	$0	$100,000	$29,055
30400	Friends and Family	3/10/2023	4/1/2027	$50,000	$0	$50,000	$29,974
30423	Longfellow Property, LLC	6/26/2023	7/1/2030	$200,000	$0	$200,000	$197,321
30514	Longfellow Property, LLC	5/6/2024	7/1/2031	$182,688	$0	$182,688	$178,740
	Sub-Total PBF (UDAG)						$435,090
	Portland Business Fund 272 (Restricted - CIP):						
30568	Cultivating Community	10/17/2024	11/1/2026	$80,000	$0	$80,000	$63,601
	Sub-Total PBF (Bonds/CIP Restricted)						$63,601
	Portland Micro Capital Fund 271 (UDAG/Unrestricted):						
30250	Portland Trading Co. LLC	4/26/2013	8/1/2018	$15,000	$0	$15,000	$3,969
							$3,969
	Sub-Total Micro Capital Fund						
	Portland Business Fund Fund 274 (CIP/Unrestricted):						
30062	On Time Transportation	3/26/2018	4/1/2023	$10,000	$0	$10,000	$916
30070	Emerson, James (C19RR[Brick Trust])	5/21/2021	6/1/2023	$10,000	$0	$10,000	$10,000
30075	Dos Naciones LLC	3/3/2021	3/1/2023	$5,000	$0	$5,000	$5,000
30316	Rankin WA, LLC	2/28/2022	2/1/2024	$5,000	$0	$5,000	$2,992
30119	Quattrucci & Rouda, LLC	3/19/2019	4/1/2029	$100,000	$0	$100,000	$25,693
30400	AAA Rue Marchie, d/b/a Timber	3/28/2023	4/1/2028	$40,000	$0	$40,000	$33,511
	Sub-Total PBF (Bonds/CIP Unrestricted)						$78,112
	FAME Fund 277:						
30198	Auto-Care, LLC	2/5/2016	3/1/2021	$32,500	$0	$32,500	$18,567
30061	Forefront Brick South, LLC	11/18/2016	12/1/2026	$250,000	$0	$250,000	$71,737
30127	Gallery Acquisition Co. Inc.	5/16/2019	6/1/2026	$75,000	$0	$75,000	$19,640
30125	Zootility Co.	8/7/2019	9/1/2024	$150,000	$0	$150,000	$122,197
30378	Gulf of Sashimi	10/19/2022	11/1/2027	$65,000	$0	$65,000	$23,260
30416	Forefront Partners I, LP	5/31/2023	5/31/2033	$200,000	$0	$200,000	$179,234
30530	Biodiversity Research Institute	8/22/2024	10/1/3031	$250,000	$0	$250,000	$247,810
30536	Blackbird Baking, d/b/a Two Fat Cats	10/1/2024	11/1/2031	$40,000	$0	$40,000	$39,814
30591	Salud Studios	11/19/2024	12/1/2030	$137,500	$0	$137,500	$137,500
	Sub-Total FAME Fund						$859,760
	FAME SSBCI 279:						
30107	Biodiversity Research Institute	3/26/2021	4/1/2026	$200,000	$0	$200,000	$173,186
30086	Driscoll Child Dev. Center	5/5/2021	6/1/2026	$60,000	$0	$60,000	$32,462
30085	Flores Restaurant LLC	6/9/2021	7/1/2026	$38,000	$0	$38,000	$15,967
30071	Wynsum, LLC	11/5/2021	12/1/2026	$131,250	$0	$131,250	$122,115
30068	688 Forest Ave., LLC	12/21/2021	1/1/2027	$168,000	$0	$168,000	$153,695
30527	Another Round	6/5/2024	8/1/2029	$225,000	$0	$225,000	$224,368
30592	Yardie Ting	11/14/2024	12/1/2029	$45,000	$0	$45,000	$43,342
	Sub-Total FAME SSBCI						$765,136
	Brownfields Loan Fund 278 and 280						
30515	Forefront Partners I, LP/Fund 280	5/31/2023	4/30/2033	$200,000	$0	$200,000	$195,331
30072	Forefront Partners I, LP/Fund 280	4/12/2018	1/1/2032	$350,000	$0	$350,000	$308,353
	Sub-Total Brownfields						$503,685
	Grand Total Loans			**$3,564,938**	**$0**	**$3,564,938**	**$2,709,353**
	Allowance for uncollectable loans at 15%						$406,403
	Total with Allowance for uncollectable loans:						$2,302,950