



PORTLAND DEVELOPMENT CORPORATION
Board Meeting

DATE: Thursday, April 17, 2025

TIME: 4:00 PM

LOCATION: This meeting will take place remotely via Zoom.

Please click on the link below to join the webinar. City of Portland is inviting you to a scheduled Zoom meeting.

<https://portlandmaine-gov.zoom.us/j/83964045445?pwd=IFS57ygGzQH3GBMLbaOtik3eX1JYHL.1>
Passcode:490655

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AGENDA

1. President's Comments
2. Review and accept Minutes of March 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. Discussion regarding Brownfields Remediation Commitment Letters.
 - a. See attached Memorandum regarding Brownfields remediation commitment letters.
6. Review and vote on the following Microenterprise Grant Applications:
 - a.
 - i. Maine Surfers Union LLC
 - ii. Al-Badoo Community Association of Maine

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 these applications.
7. Review and vote on subordination request from Kennebec Savings Bank for Biodiversity Research Institute UCC filing.

- a. **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 proprietary information regarding this request.
- 8. Treasurer's Report - March 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.
- 9. Other Items to be discussed/brought up by Board Directors/staff.
- 10. Next Regular Meeting Date: May 15, 2025

Minutes
Portland Development Corporation
Remote Zoom Meeting
Held on March 20, 2025

A remote meeting, via Zoom, of the Portland Development Corporation (PDC) Board of Directors was held at 4:00 p.m. on Thursday, March 20, 2025. Present from the Board of Directors were Directors Jonathan Berg, Matthew Buonopane, Sam Dargan, Councilor Ben Grant, Scott Kleiman, Nathan Henry, and Nikki Yanok. Board President Kierston Van Soest, and Board Directors Eamonn Dundon, Dena Libner, and Beverly Werber could not be present. Present from City staff were Associate Corporation Counsel Avery Dandreta, ARPA Project Coordinator Kaela Gonzalez, Business Programs Manager Nancy Martin, Principal Administrative Officer Lori Paulette, and Housing and Economic Development Director Greg Watson.

Item #1: President's comments.

Board President Ms. Van Soest was unable to attend. Director Dargan chaired the meeting in her absence.

Item #2: Review and vote to accept Minutes of February 20, 2025 meeting.

On a motion made by Mr. Berg and seconded by Mr. Kleiman, the Board voted 7-0 to table approval of the February 20, 2025 Meeting Minutes until the next meeting.

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

Ms. Martin provided a brief history of the proposed program which was introduced at the February 20, 2025 meeting. Based on feedback from the Board, Ms. Martin highlighted changes to the draft loan guidelines, as seen in the provided backup materials for the meeting.

After discussion regarding the program's structure and efficacy of the program, on a motion made by Mr. Bounopane and seconded by Mr. Berg the Board voted 6-0 (Councilor Grant left the meeting at 4:45 p.m.) to table the vote to recommend to the City Council regarding a TIF-funded Downtown Improvement Loan Guidelines until the next meeting.

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

This item was not discussed.

Item #5: Treasurer's Report - February 2025

This item was not discussed.

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

Ms. Dandreta will look into whether more votes can be made by consensus to answer Mr. Kleiman's inquiry.

Item #7: Next Regular Meeting Date: April 17, 2025

There being no further business, the meeting was adjourned by consensus (Mr. Bounopane left the meeting at 4:46 p.m.) of all those present at 4:50 p.m.

Respectfully, Kaela Gonzalez

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: April 17, 2025
RE: Request to approve guidelines for TIF-funded Downtown improvements

PROJECT OVERVIEW:

At the July 18th, 2024 Portland Development Corporation meeting, 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. A motion to approve the guidelines at the March 20, 2025 Portland Development Corporation meeting was tabled.

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

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 \$~~4~~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).

FUNDS ARE LIMITED:

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 include barriers or gates with Planning & Urban Development Department approval)
- 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~~plan~~ has been reviewed and approved by the appropriate City department and/or committee.

Loan proceeds will be ~~disbursed upon completion of the work~~~~paid by the City directly to the vendor/contractor~~ and receipt of invoices for that work provided to PDC staff administering the loans.

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

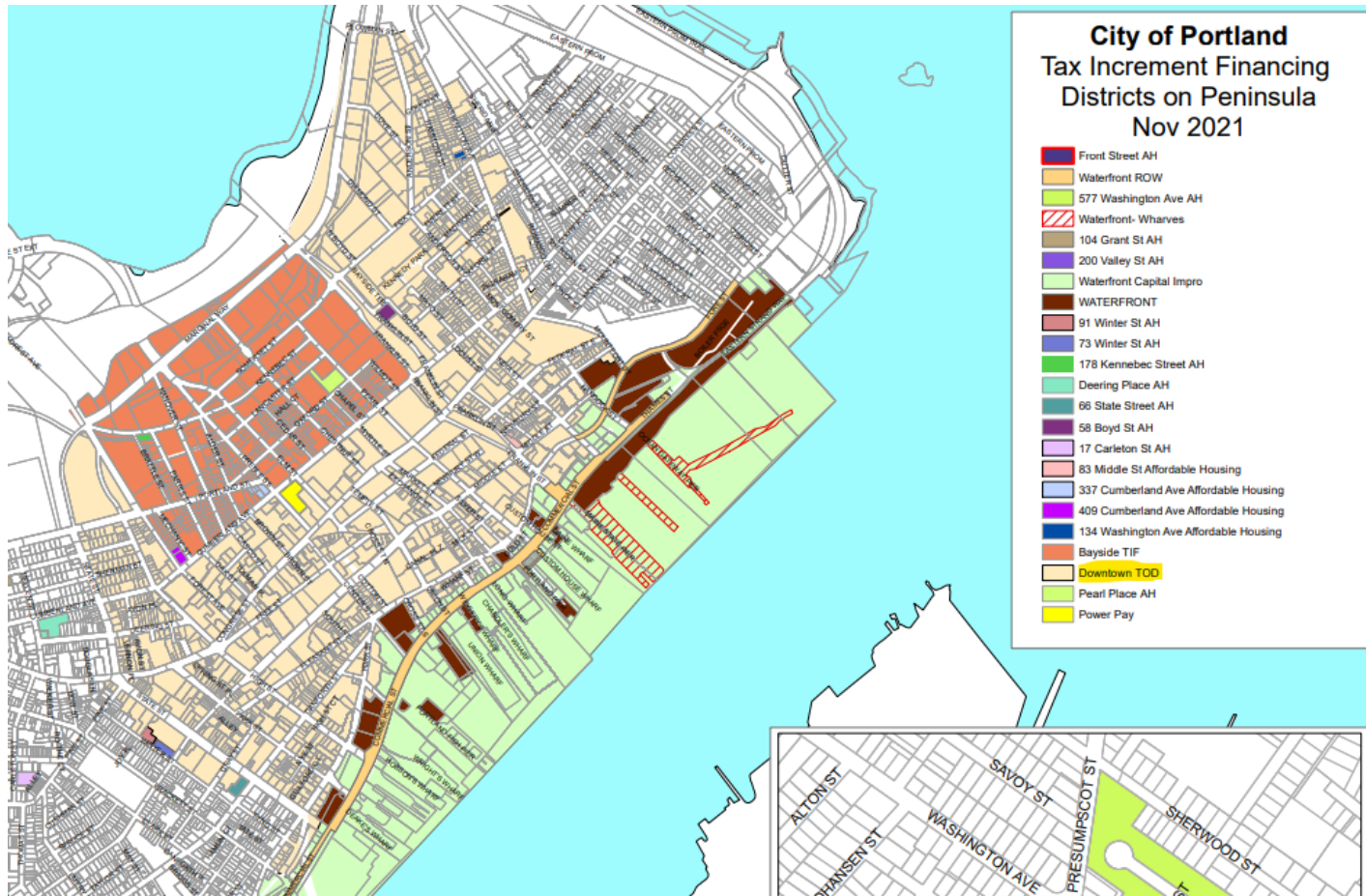
Loan terms: Up to \$~~24~~0,000 at zero percent interest for a five-year term. Collateral will be required to secure the loans. Origination fee of 1% of loan amount applies.

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):





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: April 17, 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 Corporation 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 Corporation, 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 Corporation.

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

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: April 17, 2025
RE: Discussion regarding Brownfields remediation commitment letters

PROJECT OVERVIEW:

In FY22, the City received a \$3 million Revolving Loan Fund (RLF) cooperative agreement from the EPA to enable the City to fund Brownfields remediation projects through loans and subgrants for eligible cleanup activities. This funding was used to remediate Portland Housing Authority's Front Street Phase 2 site, as well as the Avesta affordable housing development at 89 Elm Street. Last month, the City applied to the EPA for \$4 million in supplemental funding to replenish this fund. The City expects to know the result of that application in late spring of 2025, with funds becoming available to the City to use by October 1, 2025. In the meantime, the City has received inquiries as well as formal applications for remediation projects which are expected to commence in the fall of 2025. All remediation funding requests, which include financial backup information for the applicant and associated project, must be reviewed and approved by the Portland Development Corporation.

In order to enable continuity of the City's Brownfields remediation program, staff is requesting PDC consideration of funding commitments that would be subject to the availability of funds (i.e., commitment of RLF funding not yet available from EPA). Per EPA policy, remediation costs that are incurred after a commitment letter has been executed and before a loan or subgrant agreement has been signed are eligible for reimbursement once funding is available. Issuance of commitment letters subject to the availability of funds would allow developers to leverage Brownfields funding to secure additional financing and finalize the capital stack for the development project. This would also allow developers to begin incurring remediation costs, at their own risk, before the City receives the funding in late summer of 2025, at which point the City would be able to execute the loan or subgrant agreement and reimburse the developer. In the event that supplemental funds are not received from the EPA, the City will not be held to the funding commitment.

Brownfields funding commitments that have been formally approved by the PDC are considered favorably by the EPA when the City applies for supplemental RLF funding. This is because these commitments demonstrate the City's need for the funds as well as the City's capacity to utilize the funds. Therefore, in addition to the benefits described above, funding commitments will increase the likelihood of recapitalization of the

Brownfields RLF program for years to come. Other Brownfields grant recipients in Maine have successfully implemented this approach, allowing important and impactful projects to move forward, and ensuring the longevity of the RLF program.

RECOMMENDATION:

PDC staff (Nancy Martin) recommends the Board support the issuance of commitment letters to approved Brownfields remediation funding applicants at their own risk before funding is received by the EPA later in 2025.

ATTACHMENTS:

None