Draft Meeting Minutes

PORTLAND FISH PIER AUTHORITY BOARD OF DIRECTORS
December 14, 2020, 3:00pm

Remote Meeting Format – ZOOM Platform

Webinar ID: 963 8540 1754

PFPA Board members present

Class A Director:	*Member of the Portland City Council* Nicholas Mavodones, President,
Class B Director:	*Representing the fishing industry* Meredith Mendelson, Department of Marine Resources
Class C Director:	*Representing the Commissioner of the Maine DOT* Matthew Burns, Treasurer
Ex-Officio Director:	*Representing the City Manager* Brendan O'Connell, Finance Director Joined during Agenda item 4.
Ex-Officio Director:	*President of the Board of Directors of the Portland Fish Exchange* Ellen Sanborn
Staff:	Bill Needelman, Waterfront Coordinator (Note taker) Michael Goldman, Associate Corporation Counsel John Peverada, Parking Manager Kathy Alves, Facilities Director Phil DiPierro, Project Manager Nick Pappas, PFX General Manager joined by phone
Public:	Approximately 10 members of the public participated as attendees.

President Mavodones brought the meeting to order at approximately 3:03pm

1. **Approval of October 19, 2020 Meeting Minutes**
   Motion to approve. *Moved by Mendelson, 2nd by Burns.* No public comment.
   Passed 3-0, *Sanborn abstained, O'Connell not yet joined*.

2. **Financial update** - Material produced by Rhonda Girard, Finance, presented by Bill Needelman, Waterfront Coordinator. Current statements were presented with no questions other than clarification that higher expenses on "Land/Buildings" were budgeted items related to cathodic protection and fendering improvements/repairs.

3. **Facilities update** - Phil DiPierro, Project Manager; Kathy Alves, Facilities Director.

Mr. DiPierro presented a summary of recent work as outlined in the packet material.

4. Portland Fish Exchange update *–Ellen Sanborn, PFX President.*
Approval of Promissory Note for repayment of subtenant rent deferral to the Portland Fish Exchange. – Michael Goldman, Associate Corporation Counsel.

Ms Sanborn explained that The Portland Fish Exchange Board of Directors voted to the repayment agreement on December 10, 2020.

Board members discussed the relationship between the *Promissory Note* and Agenda 5 issue *Ground Lease and Berthing Lease Deferred Rent Repayment Options* and chose to discuss the items together.

5. Ground Lease and Berthing Lease Deferred Rent Repayment Options: Bill Needelman, Waterfront Coordinator

Needelman provided background noting that following the onset of the Covid-19 pandemic, the Portland Fish Pier Board voted to allow ground lease and berthing tenants the option of deferring payment of rents through the end of September 2020. The April 2020 action of the Board stipulated that deferred rent would not be due until 2021. The Board had previously asked to discuss options for repayment and four potential options for repayment were provided in the agenda.

Associate Corporation Counsel, Michael Goldman indicated that the April 2020 motion of the Board provides sufficient direction and authorization for staff and the President of the Board to establish a schedule for repayment and to generate any necessary documents.

Options for repayment include, but are not limited to:

1. Lump sum repayment of all back rent by date certain.
2. Prorated repayment spread over a specific timeframe added to current monthly rent, with or without interest due.
3. Individualized repayments determined by one-to-one negotiations with tenants according to tenant needs and situations.
4. Rent abatement, with no repayment.

Needelman noted that there is no consistency between tenants' using the deferral option. Most have paid in full, some have deferred rent entirely, and others have paid partially. Additionally, the extent of individual tenant needs and the full effects of the pandemic are not yet known. Given that each tenant will have different business conditions and abilities to pay, ***staff recommended number 3 above - taking an individualized approach***.

Recent rent payment histories and back rent owed for Fish Pier tenants were included in the Executive Session material circulated under confidential cover.

Motion: Defer rents from Sept 2020 to April 2021, *by Mendelson, 2nd by Sanborn*

Payment schedules were discussed with concern expressed by Mendelson and Sanborn on the disparity between those tenants who have kept up with payments. Abatement did not seem appropriate. *No action taken.*

Motion to Table Items 4 (Promissory Note) and 5 (Deferred Rent Repayment) until the end of the meeting: *Moved by Mendelson, 2nd by Burns.*
Motion to Table passed by vote of 5-0.

6. **Lot 12A –Update on Brownfield Phase I Environmental Assessment:** Bill Needelman, Waterfront Coordinator

Needelman presented a synopsis of Phase I report and recommendations. An executive summary of the report was attached in the meeting packet. Needelman requested a Board action to continue the process with a Phase II assessment.

Motion: The Board authorizes Housing and Economic Development staff to pursue Brownfields program funding to conduct a Phase II environmental assessment for Lot 12A with funding from the City of Portland Brownfield Assessment program: Motion by Sanborn, 2nd by Mendelson.
Motion passed by vote of 5-0

7. **Strategic Planning Joint Work Plan – Portland Fish Pier and Portland Fish Exchange:** Bill Needelman, Waterfront Coordinator; Nick Pappas, PFX General Manager.

A draft work plan through May 2021 was presented by Needelman for the PFPA and the PFX. The schedule and work plan had been drafted with PFX GM Nick Pappas and was provided for Board comment and potential revision. Needelman stressed that the work plan was presented as a fluid document subject to change.

Board members expressed a consensus opinion that specific industry feedback would be reserved for joint meetings. Board members also expressed preference for having open forums for industry sectors instead of individually invited "keynote" representatives.

Board members Mendelson and Sanborn discussed the governance issues in the work plan. Board members came to agree that there needed to be a broad discussion on governance, but that the function of the PFX in particular needed clarity so that an appropriate governance structure could be designed.

Ms. Mendelson referenced a motion passed at the previous PFPA meeting which drove timing of issues for discussion in the work plan. Ms. Mendelson noted that her intension was to ask the PFX to provide clarity of thinking on a business plan, which would inform governance.

Regarding PFX board make up and current openings, Pres. Mavodones clarified that applications had been open until early December. He also noted that the City Council Appointments Committee would be reviewing applicants for open board seats on the PFX along with all other City boards and that there were many seats to fill resulting in a backlog of work.

Needelman said that he would add “framing questions” to the work plan table to help structure discussions and feedback.

Public Comment
Ben Martens, MCFA, noted that the strategic planning process is critically important and the Board’s should consider bringing in a consultant/facilitator.

Editor’s Note: Items 8 and 9 below were introduced but not discussed prior to voting to go into executive session.

8. Bristol Seafood, Lot 5 – Request to renegotiate ground lease and to discuss potential expansion plans. Peter Handy, President, Bristol Seafood

Bristol Seafood has previously provided the Board with material under confidential cover related to potential lease amendments needed to pursue expansion plans for the existing plant on Lot 5. Staff has generated a proposed amendment to Lot 5 which could accommodate the proposed expansion which was considered by the Board during Executive Session. See motion below.

9. Marine Trade Center, Lot 2 and Lot 3 – Request to renegotiate existing ground and parking lease. Greg Davidson, Sam Davidson, Principles, Marine Trade Center, LLC.

Greg Davidson and Sam Davidson have previously provided under confidential cover a detailed request for specific amendments to the existing ground lease for the Board’s consideration. Following conversations with Staff, the Davidsons have responded with counter proposals for key issues for consideration by the Board during Executive Session.

Motion: Consistent with Exec Session statute--1 MRS 405(6)(C) & (E) the Board will go into Executive Session to discuss Agenda Items 8 (Bristol,) 9 (Marine Trade Center,) and issues related to rent deferral (Agenda Items 4 and 5) *Motion by Mendelson, 2nd Burns.*
Motion Passed 5-0

Motion: The Board will come out of Executive Session *Motion by Mendelson, 2nd Burns.*
Motion Passed 5-0

5. **Portland Fish Exchange** *Promissory Note*

Motion: Amending previous approval of a loan to the Portland Fish Exchange to cover deferred rent, consistent with the Promissory Note, as attached. *Motion by Mendelson, 2nd Burns.*
Motion Passed 4-0, *Sanborn recused*

The Board voted to adjourn at approximately 5:53pm