PORTLAND DEVELOPMENT CORPORATION
Board Meeting

DATE: Thursday, January 17, 2019
TIME: 4:00 PM
LOCATION: Room 209, Second Floor, Portland City Hall

AGENDA

1. President's Comments

2. Review and accept Minutes of October 18, 2018 meeting.

   a. See Minutes for review/approval.

3. Portland Downtown presentation on Walking Tour and Parking Study, both funded in part by PEDPIP Grants

   a. Casey Gilbert, Executive Director of Portland Downtown

4. Creative Portland presentation on Cultural Plan Update

   a. Dinah Minot, Executive Director of Creative Portland

5. Review and vote to recommend to the City Council proposed amendments to Bylaws

   a. See memo from Nelle Hanig and proposed Amendments.

6. Review and vote to recommend to the City Council proposed amendments to Brownfield Guidelines

   a. See enclosed Memo from Nelle Hanig and proposed Amendments.

7. Treasurer's Report - December 2018

a. Monthly Administrative Budget Report

b. Cash Management Report

c. Schedule of Loans Receivable

d. Listing of Grants approved through the BAP Program and PEDPIP for FY2017 and 2018

e. Confidential Delinquency Report - **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 in the Report

8. Other items to be discussed/brought up Board Directors.

9. Next meeting date: February 21, 2019

Minutes
Portland Development Corporation
October 18, 2018

A meeting of the Portland Development Corporation (PDC) Board of Directors was held on Thursday, October 18, 2018, at 4:00 p.m. in Room 209 of Portland City Hall. Present from the Board was its President Tim Agnew and Board Directors James Dowd, Tom Dunne, Blaine Grimes, Jeffery Hicklin, Steve Lovejoy, Laura Reading, Mayor Ethan Strimling, and Julie Viola. Board Directors Jon Jennings and Briana Volk could not be present. Present from the City staff were Business Programs Manager Nelle Hanig, Economic Development Director Greg Mitchell, and Senior Executive Assistant Lori Paulette. Also present was PDC Underwriter Vin DiCara.

Item #1: President's Comments

President Agnew welcomed all five newly appointed Directors by the City Council on October 1st. Introductions were then made.

Item #2: Review and accept Minutes of September 20, 2018 meeting.

Mr. Hicklin questioned the meeting starting at 4:00 p.m. and ending at 4:05 p.m. Mr. Dunne noted it was typo; this was an off-schedule meeting which started at 2:00 p.m. and ended at 4:05 p.m.

Ms. Viola then made a motion to accept the Minutes as amended to correct the start time. Mr. Dunne seconded the motion and it passed 4-0-5 (Dowd, Grimes, Hicklin, Lovejoy, Reading abstained).

Item #3: Review and vote on the following applications for commercial loan and grants from the Business Assistance Program (BAP) for Job Creation:

a. **<u>Maine Family Services - Loan and Grant Applications, 1470 Forest Avenue; and,</u>**

b. **<u>Factory 3 - Grant Application, 115 St. James Street</u>**

Maine Family Services (MFS)

Ms. Hanig noted that this project was not approved at the September PDC Board meeting. Since then, MFS has secured a 3-bedroom house with handicapped accessibility that will accommodate two new clients and his current client, and he is also working with SCORE mentor Alan Shaver on assumptions and projections. The new request is for a $10,000 BAP grant and a $25,000 loan to assist with the creation of 2-3 full-time jobs; he is also investing $10,000 of his own. MFS is licensed by DHHS to provide 24-hour residential care for adults with developmental and intellectual disabilities. She then introduced MFS owner Joseph Butoyi and SCORE mentor Alan Shaver.

Mr. Butoyi thanked the Board and then read the <u>attached</u> statement.

Mr. Shaver noted that working capital is a major issue to get a successful start, and he has been working with Mr. Butoyi and his personal accountant on 14-month assumptions and projections, as well as longer term assumptions/projections over the next 5 years.

Mr. Agnew asked if three clients works to break even, and Mr. Shaver indicated that it would, as the breakeven number would be 2.2 to 2.5 clients.

President Agnew noted that DHHS licensing for the new facility is expected in January and questioned the timing of the BAP grant and loan. Ms. Hanig said that there could be conditions on timing of funding from the PDC, and Mr. Shaver also indicated that Mr. Butoyi can personally fund the operation through January. Mr. Butoyi is currently working with DHHS on this.

Mayor Strimling asked about potential clients, and Mr. Butoyi indicated that people are waiting to be his clients.

Factory 3

Ms. Hanig said that Factory 3 is a startup affordable makerspace that will provide tools, workspace, instruction, and networking opportunities for sharing skills in metalworking, woodworking, electronics, digital fabrication, and automotive repair and restoration. It is seeking a $10,000 BAP grant to assist with creating one full-time job for a Manager, which will be matched by Factory 3. She then introduced the owner Patrick Walker Russell.

Mr. Russell thanked the Board, noting that the BAP grant would be used to hire a full-time manager. Starting pay for the Manager would be $30,000/year, with two weeks vacation and sick time provided. He then described his background, and how he came upon the idea of creating this space here, as there is no other like it in Portland. His business plan has been a year in the making. Mr. Russell said that he did some initial marketing and has 242 responses interested in the space, with 30 ready to be members now. His memberships will be full time, noting that part-time memberships take up too much space. He would need 45 members to break even, and the space has room for 80 members.

Mayor Strimling asked about the location, and Mr. Russell noted that it was near Doherty Field and hoped to have the lease signed within a couple of days.

Mayor Strimling asked about the need for the BAP grant, and Mr. Russell noted that he was putting a lot of his own money into the project and this would help offset that.

Mr. Dunne asked about the monthly fee and if he had any candidates for the Manager position. Mr. Russell indicated the monthly fee to be $150.00 and that he did have a strong candidate.

Ms. Viola asked about start-up costs, and Mr. Russell indicated that equipment has already been purchased and is in storage. Start-up costs include mostly building renovations as there are no outlets, HVAC, and ventilation.

Ms. Grimes asked about expected types of clients and any other employees. Mr. Russell indicated types of clients to be MeCA graduates, inventors, furniture makers, and metal fabricators to name a few. Initially, for employees, it would be the manager, while noting that members would also help others with their specific areas of expertise, building community.

PEDPIP

President Agnew noted that after PEDPIP presentations, the Board would go into executive session to review the BAP and loan requests. After the executive session, it would come out and vote on the BAP and loan requests, followed by the PEDPIP requests.

Creative Portland (CP)

Dinah Minot, Executive Director of CP, said that project would be to address and promote cultural life in Portland by enhancements to visitors' experience with a cultural app for cell phones. Congress Street businesses are interested and have noted a need for visual enhancements and for cohesive signage and branding. The BAP grant request of $15,000 would be used as seed money to hire a consultant.

In response to Ms. Viola, Ms. Minot noted that the cultural app, for instance, could inform a visitor of what the Portland Museum of Art is hosting at the time, locations, where music is playing for various venues – to name a few.

Mayor Strimling asked if she had someone in mind for the consultant, and Ms. Minot indicated that she has talked with a few but needs to have funding in place before hiring.

President Agnew asked about matching funds, and Ms. Minot said that it would be cash and inkind services.

Childrens Museum and Theatre of Maine (CMTM)

James Marcisso, past President of CMTM's Board of Directors, noted that CMTM is starting to set up the construction site on Thompson's Point, where it recently closed on that property for the new location of CMTM. He noted that CMTM has over 115,000 visitors each year, and the new location is estimated to increase that to over 220,000. Thompson's Point is a great location with parking and transportation. Overall, it is a $15 Million project, of that approximately $3 Million is in soft costs for which the PEDPIP grant funds would be applied to if awarded.

Ms. Grimes asked about the impact of the $15,000 in PEDPIP funds, and Mr. Marcisso said that CMTM accepts all donations – large and small – to help this project come to fruition. It will help pay for project management.

Ms. Reading asked about the work plan, and Mr. Marcisso indicated that it was tailored to the creative economy and attracting families here.

NMRC

Sally Sutton, Program Coordinator at NMRC, said that she has been there five years now with a mission to meet the needs of foreign skilled professionals and explained their needs, particularly with ESL. After attending NMRC courses, she noted that the students get better pay, and that NMRC continues with case management and connections with employers. They have 20-25 students each semester, and the PEDPIP Grant would cover two semesters.

Ms. Reading asked about overlap of services, and Ms. Sutton said that organizations work together, noting that NMRC participants can also take advantage of other classes and programs offered at Portland Adult Education and community partners.

Mr. Dowd noted that he did not feel he had a conflict of interest since there are different programs offered where he works at the YMCA and services by NMRC.

Portland Downtown (PD)

Amy Geren, Downtown Liaison with PDC, thanked the Board and explained the project for a downtown business retention and expansion survey to be conducted by a local research firm, with inkind services from Portland Community Chamber, Portland Buy Local, and the City's Office of Economic Opportunity. The survey would highlight downtown businesses needs and issues – for instance parking and transportation.

Mr. Dunne asked about the matching funds, and Ms. Geren noted that PD would provide $4,500 cash in hand, and $3,000 of inkind services would come from the Chamber, Portland Buy Local, and the City's Office of Economic Opportunity.

Mayor Strimling asked about surveying downtown employees and what they need, and Ms. Geren said that the survey is geared to business owners at this time.

President Agnew, seeing no further discussion, noted that the Board would now go into executive session for the BAP and loan requests.

Ms. Hanig asked the Board if Alan Shaver could be present for the MFS executive session only as the PDC Loan underwriter David McLaughlin is not able to be here; she noted that Mr. Butoyi has agreed that Mr. Shaver could speak on behalf of MFS. The Board agreed.

Mayor Strimling then made a motion to go into executive session pursuant to 1 M.R.S.A. 405(6)(F) and 5 M.R.S.A. 13119-A to discuss proprietary information for the applications for the BAP program and loan application. Mr. Dune seconded the motion, and the vote was unanimous to go into executive session at 5:14 p.m. At approximately 5:49 p.m., the Board came out of executive session.

Maine Family Services BAP Grant and Loan Application

On motion made by Mayor Strimling, seconded by Mr. Dunne, the Board voted unanimously to extend a loan to MFS on terms as recommended, with the first $5,000 being lent and the remaining $20,000 being lent following DHHS licensing approval for the new site.

On motion made by Mayor Strimling, seconded by Mr. Dunne, the Board voted unanimously to extend a $10,000 BAP grant to MFS, with grant funds disbursed following DHHS licensing approval for the new site.

Factory 3

On motion made by Ms. Grimes, seconded by Mr. Dowd, the Board voted unanimously to extend a $10,000 BAP grant to Factory 3, with grant funds to be disbursed following Certificate of Occupancy being issued.

PEDPIP Application Discussion

The Board discussed the applications, noting that it has $32,744 available for FY19 funding, and the four applications total $52,500.

Ms. Viola noted she would abstain from CMTM because her employer Gorham Savings bank is involved with the project.

Mayor Strimling made a motion to extend a PEDPIP Grant to NMRC for $15,000; Ms. Viola seconded and it passed unanimously.

Mayor Strimling made a motion to extend a PEDPIP Grant to Creative Portland for $15,000, with a condition of a cash match dollar for dollar. Mr. Dunne seconded the motion, and it then passed unanimously.

(Mayor Strimling and Mr. Dunne then left the meeting for other obligations.)

Item #6: Annual Meeting of Board

Ms. Grimes made a motion to re-appoint Mr. Agnew for another year as President, and appoint Julie Viola as Board Treasurer and Secretary. Mr. Lovejoy seconded the motion, and it then passed unanimously.

Ms. Viola made a motion to accept the FYE2018 Annual Report and forward it to the City Council as a communication. Ms. Grimes seconded the motion, and it then passed unanimously.

Mr. Lovejoy made a motion to set the date for the Annual Meeting of the Corporator as November 19, 2018. Mr. Dowd seconded the motion, and it then passed unanimously.

There being no further business, the meeting then adjourned at approximately 6:15 p.m.

Respectfully, Lori Paulette

Maine Family Services, LLC
Proposal to Portland Development Corporation
October 18, 2018

My name is Joseph Butoyi, Maine Family Services, LLC owner of this Maine limited liability company. I submit this proposal to the Portland Development Corporation for (1) a grant of $10,000 and (2) loan of $25,000. I match the grant with $10,000 of my own. These provide the funds needed to start up and operate a new residential unit for the aged and persons with physical disabilities pursuant to Maine Care under the jurisdiction of the Maine Department of Health and Human Services.

You should have already a spreadsheet showing the first 14 months of operation, beginning with the initial leasing of a facility (for which a deposit has already been paid) through the end of calendar year 2020. The projections demonstrate that the Company can service the loan and grow its own working capital internally. This will enable the Company to expand in future years, thereby increasing the number of new jobs being created.

Key assumptions in this proposal:

- Because the residents require service 24 hours/day, 7 days per week, there will be created, in addition to the employment of myself, at least 2 full-time and 2 part-time
- Because the approval process with DHHS will begin upon approval of this application, it is expected that the department's approval of the facility and proposed staff will be obtained by January 1, and that the first two residents will arrive by that date. A third resident will be added in February, at which point this facility will be full.
- Experience has shown that DHHS pays for the services approximately one month in arrears, which means that revenue from the services provided will not begin to flow until February and the amount received will reflect the amount earned in January. This means revenue will lag expenses during the first two months of operation in 2019, but thereafter should provide the appropriate amount of cash.
- The business will be modestly profitable during the first full year of operation.
- The business will be able to service its debt to the City without difficulty.

Cultural Plan Update of 2018

A Living Action Plan

Presented by Creative Portland
on behalf of the Portland arts & cultural community

December 2018

Cultural Plan Update of 2018 - A Living Action Plan

SUMMARY

In 2016, Creative Portland began the process of updating the cultural plan of 1998 - Celebrating Community: A Cultural Plan for Portland, Maine - to develop a vision and plan for the creative economy in Portland and the region.

Phase 1: Laying the Groundwork consisted of interviews with 50 community leaders and stakeholders, conducted by a Boston-based urban design consulting company, CivicMoxie. In addition, over a half dozen community meetings were convened by CivicMoxie and Creative Portland to address successes, concerns, and gaps that need attention in the arts & culture sector. Phase 1 established the goal for the Cultural Plan update:

> *Make the collective arts, culture, and creative economy of Portland more visible and provide more support to arts organizations, individuals and creative businesses through collaborations and other means.*

Phase 2: Getting Down to Action involved workgroups convening individually to tackle priority initiatives, and an Arts & Culture Summit to present feedback on what was learned and shared to date.

Phase 3: Putting it all Together consists of this written report that provides a framework for the Cultural Plan's strategic priorities for ongoing conversation, as well as recommendations for tracking implementation of an action plan.

Some strategic goals, such as securing affordable public-supported spaces for artists' public use, exhibition and work space, were identified a decade earlier at the first Creative Economy Summit in Portland in 2008, and still remain a priority. One goal of the report is for the City to acknowledge and support the Action Plan recommendations, which highlight a community desire to convene an annual summit to address progress, measure success, and tackle issues and priorities.

STRATEGIC PRIORITIES

1. **Celebrate Portland as a creative city with Congress Street as the spine.** Elevate Congress Street as an arts destination with signage, maps, tours that connect to other "hot spots," etc. Envision Congress Street as the spiritual home of the creative economy and use that home to give visibility to the broader creative community and to provide a magnet for art buyers, audiences, and organizational members.
    - 1a. **Focus on "experience design."** Ensure that the arts, culture, and creative economy of the city (and region) are visible and user-friendly to navigate, visit, and enjoy. This might include addressing parking and transportation, website

access and visitor information, signage, and on-the-ground experiences. The experience of enjoying music, dance, fine art, dining, and entertainment should be easy and joyful.

2. **Provide visibility and professional development/support for artists and creative entrepreneurs.** This could include: a website gallery of artists and entrepreneurs, a website of events, maps of art centers within the city and region, and professional supports including services to help performing and visual artists professionalize their craft and create a strong image of the city as a destination for buyers of art and audiences for performances and museums.
3. **Advocate for maintaining and growing affordable live, work, and performance space in Portland.** Explore incentives, policies, and zoning tools. Facilitate extended collaborations with the public, non-profit, and private sectors to create affordable space.

ACTION PLAN PRIORITY RECOMMENDATIONS

PLAN PRIORITY	OBJECTIVE	PROGRESS
PRIORITY 1 Celebrate Portland as a creative city with Congress Street as the spine.	Develop a plan for Congress Street enhancements	Creative Portland (CP) and Portland's cultural anchors have started meeting to discuss street safety issues, Congress Street enhancement, and economic development activity
	Market & brand Portland's artistic talents and cultural assets.	CP produced a one-minute sizzle reel to highlight the cultural life of Portland.
PRIORITY 1A Focus on "experience design."	Address and enhance the visitor's cultural experience on Congress Street and throughout the City.	CP will work closely with City planners and other partners to coordinate and avoid overlap. In October 2018, Portland Development Corporation awarded CP a PEDPIP grant of $15K to undertake this work by hiring an "experience design" consultant.
PRIORITY 2 Provide visibility and professional development/support for artists and creative entrepreneurs.	Host an annual summit focusing on internal planning strategies - a workshop environment to address strategic priorities with best practice consultants.	First summit was held in May 2018 with approximately 75 arts and cultural leaders, steering committee members, and stakeholders in attendance to hear cultural plan community feedback.
PRIORITY 2 Provide visibility and	Create a multi-genre talent showcase opportunity to	In June 2018, Creative Portland presented "Art Outta the Park," a local showcase of arts and

professional development/support for artists and creative entrepreneurs.	expand audience reach, to attract arts patrons, to solicit opportunities from foundations, and to bring private investors and stakeholders to the table.	cultural organizations in an arts fair format at Hadlock Field. Participants integrated and addressed a large audience of 5000 stadium fans who don't necessarily go to the theater, museum, or art galleries. A local performing arts talent showcase, HEAR, HERE! is in development for February 2019 at Merrill Auditorium. These events attract new audiences and private investors.
	Provide a clearinghouse of information and a space for FREE 'community arts exhibitions, pop-up exhibitions and professional development workshops.	**Public space to showcase art exhibitions -** In January 2017, CP opened a vibrant new office space and street presence, allowing for community exhibitions and performances at 84 Free Street. CP has increased its volunteer base with a volunteer curatorial team to oversee bi-annual in-house art exhibitions as well as curate for other organizations. **Professional Development Workshops -** CP presented five community professional development workshops in 2018. All were free and open to the public and presented to a full house of over two dozen participants. **Artist Meetups -** In May 2017, CP started convening groups of artists by genre. These gatherings have provided artists a time and space to come together, discuss areas of concern, and share opportunities with others in their industry. **Creative Portland Website -** A Resource page is in development on CP's website. The social media impact on cross-promoting and re-posting existing events throughout the cultural sector has driven traffic and increased engagement at community cultural events. Increased visibility of CP has led to broader vision conversations with other arts administrators and leaders in the state of Maine, to collectively pool resources to brand Maine as an arts hub.

PRIORITY 2 Provide visibility and professional development/support for artists and creative entrepreneurs.	Provide a public forum inviting public comment, focused on the arts sector with an opportunity for Q & A and to share ideas to promote the creative economy through the arts.	An opportunity for public comment will be incorporated as part of the planning process for an annual arts and cultural summit.
	Provide public opportunities to utilize City structures, facilities, and/or parks to develop opportunities to showcase talent representing multiple arts sectors and to attract private investors and engage new audiences.	CP is working with the City to utilize Merrill Auditorium for a cross-discipline talent showcase in February 2019. The City also provides space and time for artists to showcase in the Arts in the Chamber program at the beginning of City Council meetings, and discussions for curated spaces during First Friday Art Walk are underway.
	Build arts engagement and tourism synergy	
PRIORITY 3 Advocate for maintaining and growing affordable live, work, and performance space in Portland.	Creative Portland provides fiscal sponsorship opportunities for independent initiatives in alignment with our mission, including live, work, and performance space creation.	Indigo Arts Alliance, an artist development space for artists of color in East Bayside, is supported by a CP fiscal sponsorship and has received startup funding from the Maine Community Foundation.

ROLE OF CREATIVE PORTLAND

Creative Portland will facilitate the establishment of a work group structure to focus on strategic priorities and to report on existing initiatives. CP will assume the role as leader in convening arts & cultural stakeholders on an annual basis, in a format to be determined each year, inspired by work group progress and depending on available budget to address internal and external planning initiatives, advocacy, arts patronage, and audience expansion and engagement.

If this Cultural Plan update is approved by the city council, Creative Portland will:

- Distribute and share cultural plan report and recommendations directly with arts & culture stakeholders and via social media channels.
- Apply for a cultural plan implementation grant, administered by Maine Arts Commission, with a focus on one initiative that has been identified in the cultural plan update.

Refer to Appendix A for information on how the cultural planning process has shaped Creative Portland's role and priorities.

BACKGROUND ON CULTURAL PLANNING PROCESS

GOAL
Our cultural planning goal was to assess where we are today and to take advantage of alignments of missions, goals, and interests of arts and cultural organizations, city agencies, and stakeholders to make the best use of community assets and achieve ambitious goals for the community.

FINANCIAL SUPPORT
A $10,000 planning grant from the Maine Arts Commission led to a $15,000 grant from the City of Portland and an additional $5,000 from local businesses. The impetus for applying for cultural planning funding was Creative Portland's desire to mark the ten-year anniversary of the City of Portland's Creative Economy Summit of 2008 by making an assessment of what has been accomplished and what new endeavors should be undertaken. In addition, the City's most recent cultural plan, *Celebrating Community: A Cultural Plan for Portland, Maine*, was almost 20 years old and required updating to keep pace with new goals and changing circumstances in the city.

THE PROCESS
Creative Portland received early feedback that the community was exhausted from multiple surveys and community meetings, and that there was real concern about launching an ambitious planning process. People wanted top priorities and action, much more than widely inclusive planning and public discussion. A secondary concern was confidence in the community's ability to follow through. Creative Portland was reminded several times of the lack of action following the 1998 cultural plan, as well as several other well-meaning initiatives that ended up on the shelf. Below, we outline the three phases of the cultural planning process.

Phase 1: Laying the Groundwork
In early 2017, Creative Portland contracted Susan Silberberg of CivicMoxie to develop a snapshot of the needs and concerns of the arts, cultural, and creative economy organizations, businesses, and individuals in the City of Portland. Phase 1 included an in-depth review of past cultural plans as well as all of Portland's major arts organizations' current strategic plans, the city's comprehensive plan, and other relevant documents. This analysis was augmented with targeted individual interviews and several small focus groups spanning the arts and culture community, including representatives from large arts/cultural organizations, creative businesses and entrepreneurs, small/informal arts/cultural organizations, city hall, and individual artists. The first task was assessing response, interest, and commitment, and we were pleased with the unanticipated agreement and cohesion that was apparent.

50 key stakeholders were interviewed and 100% of the data feedback reinforced the conviction that the arts and cultural industry is a pivotal economic engine and the core of the creative economy. Interviews delved into the role and perception of the Cultural Planning process as well

as of Creative Portland itself so that the organization could assess how to lead creative economy efforts forward (Refer to Appendix A).

These interviews reinforced a universal recognition that Portland's arts and culture assets (and the marketing of them) is an important element of economic development, can attract a strong workforce and successful firms, and help sustain a positive quality of life. Although recent data[1] indicate growth and economic impact ($75 million in expenditures for nonprofit arts in 2015), CivicMoxie interviews indicated that visibility and recognition of the impact of the arts and cultural community has not increased city budget allocated to the arts. In fact, some said that, in part because of economic growth, there are new pressures on the sustainability of the arts and cultural core of the creative economy.

One concern that was expressed in the interviews was whether or not Portland is leveraging the momentum of the growth in the arts sector at a time where many US cities are seeing a resurgence in residence and interest in "moving back to the city" for the benefits brought by walkable neighborhoods and the proximity of arts, culture, dining, and entertainment. The city's major arts and cultural institutions are doing well, but we have little quantitative data on smaller arts organizations and venues, for-profit organizations, and individual artists. Through interviews conducted by CivicMoxie, as well as Creative Portland Executive Director Dinah Minot's conversations with constituents, we know that many individuals cannot find affordable housing and studio space, there are limited venues for exhibiting work, and there is growing pressure amongst multiple organizations competing for a slice of the funding pie.

The good news is that there is a pervasive feeling that action is required now to celebrate the rich creative culture of Greater Portland and to take advantage of the abundant opportunities that exist. The arts and culture sector, which includes creative entrepreneurs and creative industries, is an economic driver deeply embedded in the economy and in need of constant reinforcement and validation through educational programs, lectures and initiatives to spread awareness on the value and necessity of the makers economy.

Phase 1 resulted in the development of five strategic priorities which became the focus of the cultural planning effort going forward:

1. **Celebrate Congress Street and the Arts District.**
2. **Provide visibility and professional development/support for artists and creative entrepreneurs.**
3. **Focus on cultural tourism and coordinated marketing efforts.**
4. **Focus on "experience design."**
5. **Advocate for maintaining and growing affordable live, work, and performance space.**

[1] Americans for the Arts (2017). *Arts & Economic Prosperity V in the City of Portland, ME*. PDF available - please email your request to info@creativeportland.com.

Phase 2: Getting Down to Action
Goals for Phase 2:

1. Reach agreement among the various constituent groups on key issues brought up in Phase 1: Laying the Groundwork, and to arrive at a draft working agenda to share with a broader group for input and buy-in.
2. Engage steering committee members to assess data, highlight community progress addressing strategic priorities, and incorporate feedback from workgroup leaders in a living Action Plan with recommendations for tackling those strategies.

The workgroups in Phase 2 embraced three community-driven initiatives, a combination of the five strategic priorities identified in Phase 1, with the greatest support and momentum towards implementation:

1. **Celebrate Portland as a creative city with Congress Street as the spine.**
    1a. **Focus on "experience design."**
2. **Provide visibility and professional development/support for artists and creative entrepreneurs.**
3. **Advocate for maintaining and growing affordable live, work, and performance space in Portland**.

The steps and progress taken to date are included in the Action Plan Priority Recommendations Chart above.

At the end of Phase 2, Creative Portland convened the city's arts and cultural stakeholders at a summit in May 2018 to present cultural planning process results to date. A recap of the Arts & Culture Summit can be found in Appendix B.

Phase 3: Putting it all Together
Phase 3, completed in December 2018, is this finalized report and action plan recommendations. Throughout the planning process, groups built on momentum and/or splintered off with separate interests and initiatives, even though specific priorities remain the same. Identifying indicators for measuring success and taking responsibility for each action will lead to a more sustainable working group structure. An annual check-in is recommended to review the progress of smaller groups and to revisit plan implementation. The challenge will lie in community engagement, as cultural leaders and stakeholders turn their immediate focus back on their own organizations, which can result in waning participation.

CLOSING STATEMENT

The goal of the 2018 cultural planning process was to update the cultural plan of 1998, call attention to the arts community, and to make the collective arts, culture, and creative economy of Portland more visible by providing more support to arts organizations, individuals, and creative businesses through collaborations and shared resources. The process inspired increased community collaboration and conversations on a regular basis, a desire within the arts and cultural community to cross-promote and partner with each other on programming and improvement initiatives, and a recognition that arts and cultural organizations are extremely active.

The action plan recommendations presented in this report represent concrete objectives in line with community priorities to make the collective arts, culture, and creative economy of Portland more visible and provide more support to arts organizations, individuals and creative businesses.

This completed report compliments aspirations defined in the City's newly adopted comprehensive plan, *Portland's Plan 2030*, and will be adopted as an update to the cultural plan of 1998, *Celebrating Community: A Cultural Plan for Portland, Maine*.

APPENDIX A
Informing Creative Portland's Role & Priorities

Creative Portland served as the facilitator of Portland's cultural planning process. Creative Portland was the lead organization for the Maine Arts Commission (MAC) *Creative Communities = Economic Development (CCED) Phase I: Cultural Plan* grant application and administration and will also take the lead on the *Phase II: Implementation* grant application.

From the Phase 1 interviews and assessment of existing strategic plans of the cultural organizations, Creative Portland determined it would focus on continuing to attract and connect creatives while also strategically addressing some of the unintended consequences of growth. With the increased number of arts organizations, we also wanted to work together and think strategically about Portland's economic growth and creative sustainability.

Specifically, Creative Portland's role that emerged during the 2018 planning process is as a community convener, a promoter of cultural activity including the hosting of art exhibitions and pop-up performances, and as a clearinghouse of shared information. Embracing this role as collaborator and connector, Creative Portland convened an Arts & Culture summit in May 2018, marking the tenth anniversary of the first creative economy steering committee report of 2008.

As part of this altered strategic direction, Creative Portland reworded its mission statement:

Creative Portland's mission is to support the creative economy through the arts by providing essential resources, by fostering partnerships, and by promoting Portland's artistic talents and cultural assets. As the official nonprofit arts agency, we support economic development efforts by strengthening and stimulating our workforce, creative industries, and enterprises.

The three strategic priorities as defined in Phase 2 and presented in this report are ongoing pursuits and have informed the direction of Creative Portland's work plan, including outreach efforts for networking and connectivity, while also providing immediate response to community needs by hosting an assortment of popular professional development workshops, made possible in large part by the new street presence.

On the verge of engaging in co-promotion and branding initiatives with the City, Creative Portland is making headway toward the goals of 2006, where the city planners and mayor at that time identified three goals, including recognition of Portland as an international creative center, developing increased communication and collaboration in the form of establishing an arts czar (Creative Portland), and securing affordable public space for artists. The challenge of securing public investment of a public space for artists, including performance space, studio space, housing and exhibition space, still remains a unified goal and desire within the arts community, yet lacks a unified vision and leadership commitment within the community to build momentum for this pursuit.

Creative Portland sees opportunities to accomplish the above, in part, by:

- Collaborating and building connections among and between arts and cultural organizations to support artists and creative organizations.

- Looking at regional collaborations that build on the already expanding geographical region that supports the arts and culture in Portland.

Although most of the priority strategies for celebrating the arts and promoting the creative economy are similar today to those identified ten years ago, progress has been made with the establishment of a city commitment to support a nonprofit organization that has the ability to leverage the city's investment in the pursuit of grants and private sponsorships. After two years since the initiation of the cultural planning process, Creative Portland is an organization that is building capacity to become a clearinghouse of information for the arts community and a catalyst for forging partnerships and marketing opportunities to cross-promote the artistic talents and cultural assets of Portland.

APPENDIX B

Recap & Summary of 2018 Arts & Culture Summit

Creative Economy Summit of 2006

The first creative economy summit was organized by the City in 2006. Mayor Jim Cohen and representatives from city planning and development convened approximately 200 stakeholders from the creative economy in the Merrill Auditorium Rehearsal Hall. After introductory remarks, the participants divided into three groups: creative individuals, creative organizations, and creative enterprises. Each group worked to develop three action steps for enhancing Portland's creative economy; and at the end of the Summit, this list of nine steps was reduced by the full group to three final recommendations.

These three recommendations focused on the following strategies to support and grow the creative economy:

1. Build Portland's identity as an international creative center.
2. Develop publicly supported and/or affordable public space for artists, including performance space, office space, studio space, housing, exhibition space.
3. Increase collaboration, coordination, and communication (Establish Arts Czar or Office of Arts & Cultural Affairs).

2018 Arts & Culture Summit

Creative Portland convened approximately 75 arts and cultural leaders, steering committee members, and stakeholders at One Longfellow Square on May 30, 2018 to celebrate the American for the Arts Economic Impact Survey 2017 (AEP5) data on the arts & culture sector and to present cultural plan feedback to participants.

A brief synopsis of the history of Portland's arts district and the formation of Creative Portland began opening remarks, followed by an explanation on how the current cultural planning initiative will update the city's 1998 Cultural Plan. Creative Portland debuted a one-minute "sizzle reel" highlighting Portland's cultural life beyond lobsters and lighthouses.

Program Director of Research & Creative Economy at the New England Foundation for the Arts (NEFA), spoke about NEFA's report *The Jobs in New England's Creative Economy and Why They Matter*, including what constitutes the Creative Economy, a recap of Americans for the Arts *Arts & Economic Prosperity 5* study results for Portland compared to similar study regions, and the Creative Economy in Maine.

A senior planner at the City of Portland presented on *Portland's Plan 2030*, the recently adopted comprehensive plan for the City of Portland. She shared the process that the planning department had enacted to collect feedback, provided a quick breakdown of top concerns, and highlighted where the arts & culture sector was represented within the plan, including emphasizing that link between arts and culture and Portland's economy.

Creative Portland presented the Cultural Planning process to date, recapping the seven priorities that were part of the 1998 plan, and describing Phases 1 & 2 of the update process.

Seven Priorities from the 1998 Plan:

1. Promote appreciation for our diverse cultures within the City
2. Develop and enhance opportunities for students
3. Build audiences & arts patronage
4. Encourage and safeguard artists' presence in the community
5. Improve civic support of arts and culture throughout the City
6. Apply arts and cultural solutions to the community's social issues
7. Strengthen neighborhood identity through cultural programming & connections between neighborhoods and the Arts District

A hired facilitator introduced the three initiatives that emerged out of the identified strategies mentioned above and leaders for the workgroups in progress,

A Q&A followed the three presentations, which was then followed by a call to action, asking attendees to sign up to take part in one (or more) of the three initiatives, as well as to fill out two ballots: 1) desire for an annual arts & culture summit and interest in participating on the steering committee to organize a summit, and 2) a brief assessment of Creative Portland's programs.

Summit ballot response recap:

1. Desire for developing an annual summit with workgroups and possible "best practice" presentations was unanimous among respondents, yet fewer were willing to commit to a steering committee.
2. On average, Creative Portland programs that were most highly valued by the community were First Friday Art Walk and Professional Development Workshops, closely followed

by Monday Morning Drop By and providing community showcases for marketing & branding Portland's cultural life.

Economic Development Department
Gregory A. Mitchell, Director

MEMORANDUM

TO: President Agnew and PDC Board Members
FROM: Nelle Hanig, Business Programs Manager
CC: Greg Mitchell, Economic Development Director
DATE: January 10, 2019

RE: Proposed PDC By-Law Modification: Brownfields Funds for Residential, Public Open Space and Public Recreational Projects

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Purpose

Staff is proposing a change to the PDC by-laws in order to allow for the use of Brownfields funds for projects that are residential in their entirety. The PDC Bylaws are not clear on allowing for approval of Brownfields program funds for residential projects that do not include some component of commercial use. The relevant sections of the bylaws are in ARTICLE II, PURPOSES, Section 2.1 and 2.1 A. These currently read as follows:

> 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 and employment opportunities including:
>
> A. Implement and administer economic development programs which enhance business opportunities in the City of Portland and combat community deterioration;

The fact that Section 2.1.A. does not give the PDC the option to be involved in residential projects was recently brought to staff's attention because the Portland Housing Authority approached the City with an interest in a Brownfields Grant to assist in the cleanup of a contaminated property at 58 Boyd Street prior to its redevelopment into a 6-story, 55-unit majority affordable housing development for families.

In addition, staff is proposing that the bylaws also allow for Brownfields funds to be used for public open space and public recreational properties, should the City of Portland want to access assessment funding and/or cleanup funding (through a loan) on land that is contaminated.

Overview

The Environmental Protection Agency (EPA) provides the City with Brownfields funds to be used for Assessment and Cleanup of properties for commercial, mixed use and residential developments. To date, the PDC has been involved in approving Brownfields loans and grants for residential projects only when there was a commercial use component. Most recently, the PDC approved a $180,000 Brownfields cleanup grant to Children's Odyssey in which much of the site was to be redeveloped into a new school for Children's Odyssey. The remainder of the site will be redeveloped into residential units. In 2006, the PDC approved a Brownfields cleanup loan for the Chestnut Street Lofts project located at the corner of Chestnut St. and Cumberland Ave. There were to be two commercial spaces on the first floor of this multi-story residential building which now hosts a hair salon and a grocery store.

In order for the City to use its Brownfields funds for residential development projects that have no commercial component, staff and Corporation Counsel's office propose that the PDC Bylaws be changed to make it clear that such projects are within the PDC's charge. Without that change, solely residential projects in Portland needing Brownfields funds could only apply to the Greater Portland Council of Governments (GPCOG) for assistance. GPCOG has Brownfields funds that need to cover property cleanup throughout Cumberland County which is why the EPA has granted these funds to both the City and GPCOG.

Proposed By-Law Modification

The proposed By-Law modifications are noted.

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~~, and~~ employment and development opportunities including:

> A. Implement and administer ~~economic~~ development programs ~~which~~ that enhance business opportunities ~~in the City of Portland~~ 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;

Please note that these modifications, if approved, would allow for only City/PDC Brownfields Funds to be invested in multi-family residential projects with no commercial component. All other PDC programs are available for commercial/industrial projects, not residential ones. Staff is also proposing an amendment to the PDC Articles of Incorporation. The same language change that would be made to the PDC By-Laws must be made to the PDC Articles of Incorporation.

Recommendation

Staff recommends the proposed By-Law modifications and an amendment to the Articles of Incorporation consistent with them. This would allow the PDC to review and approve the use of City of Portland Brownfields Program funds for the assessment and cleanup of contaminated property for multi-family residential projects with no commercial component as well as for the development of public open space and public recreational projects (if the City were to want to create open space on a Brownfields property). Were the PDC to approve of the proposed Bylaw modifications and Articles of Incorporation amendment, they would then go to the City Council, the Corporator of the PDC, as a recommendation for Council approval. The language of the proposed by-law modifications has been reviewed by City/PDC Attorney, Michael Goldman.

Attachment

Clean version of PDC By-Law with the proposed modifications

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 Appointments 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 Corporation; and (2) City Manager of the City of Portland.

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 Corporation 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 Corporation. 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 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 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:

Gregory A. Mitchell DATE:
Assistant Secretary

Portland, Maine — Yes. Life's good here.

Economic Development Department
Gregory A. Mitchell, Director

MEMORANDUM

TO:	President Agnew and PDC Board Members
FROM:	Nelle Hanig, Business Programs Manager
CC:	Greg Mitchell, Economic Development Director
DATE:	January 10, 2019
RE:	**Proposed Modifications to Brownfields Guidelines: Revolving Loan Fund (RLF) Program and Closeout Fund Program; New Guidelines for Brownfields Assessment Program**

Overview

Staff is proposing modifications to two sets of Brownfields Guidelines – the Revolving Loan Fund (RLF) Program and the Closeout Fund Program. The modifications will establish consistency between these two programs given that they are both sources of remediation/cleanup funds, as well as help to achieve greater use of the Closeout Funds (program income). The latter type of fund is the subject of a recent audit report by the Office of Inspector General of the U.S. Environmental Protection Agency which stresses the importance of using program income (Closeout Funds), rather than letting funds sit idle in growing closeout fund accounts.

This memo will also propose new Brownfields Assessment Guidelines for the recent grant of $200,000 that the City received from the U.S. Environmental Protection Agency (EPA). To my knowledge this is the first EPA assessment grant that the City of Portland has ever received. Proposed changes to the Closeout Fund will also make them consistent with the new Assessment guidelines as both sources provide funds for assessments activites.

Finally, related to the proposed modification to the PDC By-Laws, each of the Guidelines addresses the specific requirements that a multi-family residential project must meet in order to be considered for Brownfields assessment or cleanup funds. Specifically, the project must have no less than 10 units and at least 50% of the residential units must be priced for households earning 100% or less of area median income (AMI), as determined by the Planning Authority. This housing restriction, arrived at in cooperation with the City's Housing Division, is proposed in order to support an increase in the development of workforce and affordable housing. 100% AMI translates into a one-person household earning no more than $58,380 and a two-person household earning no more than $66,720 per the U.S. Department of Housing and Urban Development.

Brownfields Revolving Loan Fund Program (RLF)

The RLF is used for remediation/cleanup of brownfield sites. There is currently $500,000 of new funds from EPA that have not yet been awarded to eligible applicants. RLF monies of $800,000 were previously approved for the Odyssey School, Childrens Museum & Theatre of Maine (CMTM) and Thompson's Point. To date, the Odyssey School has fully drawn down the grant and completed the cleanup project, whereas CMTM and Thompson's Point are still drawing down grant and loan funds, respectively.

The RLF Guidelines have been modified to make them more straightforward and consistent with the Closeout Guidelines so Brownfields monies can be administered more effectively and efficiently. The most notable addition is a list of review criteria for evaluating applicants and their respective projects, that is, those seeking loans and grants for remediation/cleanup activities. The list of criteria can be found in Section 11 of the guidelines. Further, some additions were made to the Application Review Process Section 12, providing greater clarity for staff, applicants and the PDC. Similar review criteria have been included in the Closeout and Assessment Program Guidelines.

Closeout Fund Program

The modifications to the Closeout Program Guidelines are substantive. In addition to the changes that make them more straightforward, their usage is brought into consistency with the active RLF and new Assessment Fund Program given that Closeout Funds can be used for both both environmental site assessments and remediation/cleanups. Currently, there is approximately $372,162 in the fund and growing because outstanding principal of $135,000 is being paid back by Thompson's Point on a loan that will mature on Feb. 1, 2020.

Use of Fund for Smaller Cleanup Projects: Staff is proposing that Closeout Funds generally be used for remediation/cleanup projects that are less than $100,000 when there is at least that much available in the Fund. The reason for using Closeout monies for smaller projects is that it will result in lower consultant costs as the EPA has fewer restrictions on these funds, with less reporting and fewer reviews required. Consequently, these smaller projects will also be able to be completed more quickly. To date, Closeout Funds have been accumulating as staff was instructed by EPA to use our new money first. However, due to the recent audit report, that perspective is changing.

Grants and Loans: To further promote greater use of Closeout Funds, staff is proposing that there be consistency between the program guidelines that govern use of RLF funds and Closeout funds relative to remediation/cleanup, as well as consistency between the Guidelines that govern Assessment Funds and Closeout Funds relative to assessments. What this means is that non-profits would apply for Closeout Fund grants and loans for remediation/cleanup, while for-profits and the City would apply for loans from these funds for remediation/cleanup. EPA does not allow the City to make grants to itself from these funds.

Direct Payments When used for assessment activities, Closeout Funds would be used by the City to pay directly to the service provider for the costs of the assessment activities, including but not limited to Phase I and Phase II Environmental Site Assessments (ESAs), rather than being made available to non-profits and for-profits via loans. The current Closeout Guidelines only allow direct payments for assessment work on City-owned property but loans for all other types of entities. To date, these funds have been used for assessment work only by the City.

Now that the City has $200,000 in new assessment funds from EPA, per EPA requirement, the Assessment Fund can be used to directly pay for assessment activities regardless of whether the property owner or prospective property owner is for-profit, non-profit or government. It essentially makes lending the Closeout Funds for this purpose moot.

Discussion of administration of Assessment Fund requests, whether from closeout funds or assessment funds, is addressed in the next section.

<u>Assessment Fund Program</u>

Assessment funds are used only for assessment activities, including but not limited to Phase 1 and Phase II Environmental Site Assessments, and Cleanup Planning. Remediation/cleanup activities are not eligible. With the City having received $200,000 of EPA Assessment Funds for the first time, staff drafted program guidelines for their use. As noted above, the Closeout Fund Program Guidelines are consistent with the new Assessment Fund Guidelines as the former can also be used to pay for assessment work. Note that the Portland Brownfields Assessment Program pays for the cost of assessment activities only for properties that are deemed to be eligible by EPA. Eligibility generally relates to whether the owner is potentially responsible for contamination on the property and the property or site qualifies as a Brownfield.

<u>Review of Assessment Activity Requests</u>: On requests for Phase I ESAs staff is proposing that they be reviewed and approved administratively by staff in consultation with the City's Qualified Environmental Professional (QEP) and the PDC Board President. Phase I ESAs are generally in the range of $2,000 - $5,000. Requests for Phase II ESAs and other assessment activities would go to the PDC Board for review and approval. Phase II ESAs can be as much as $30,000 or more depending upon the complexity of the site. Note that assessment funds are not awarded as a grant or loan to an applicant, rather, the City would pay directly to the service provider for the cost of assessment activities. Review criteria noted in the Assessment Fund Program Guidelines will assist in determining whether to fund an applicant's request.

<u>Recommendation</u>

Staff recommends approval of all of the proposed changes to the Brownfields RLF Program and Closeout Fund Program Guidelines. In addition, staff recommends approval of the new Brownfields Assessment Program Guidelines. See attached program guidelines in a strike through and underline format (redlined) showing proposed new language and proposed deletions. Also, see attached matrix showing a side-by-side comparison for each of the three EPA funded brownfields programs, noting available funds, funding types, eligible applicants and allowable uses of funds.

<u>Attachments</u>

- Matrix of Brownfields Programs
- Redlined Version of RLF Program Guidelines
- Clean Version of RLF Program Guidelines
- Redlined Version of Closeout Fund Guidelines
- Clean Version of Closeout Fund Guidelines
- Assessment Program Guidelines

Matrix of Brownfields Programs						
Program	Assessment Program #281 - $194,296	RLF Cleanup Program #280 - $500,000		Closeout Fund Program #278 - $372,162		
Funding Type	Direct Payment*	Loan	Grant	Direct Payment*	Loan	Grant
Applicant	City, FP, NP	City, FP, NP	NP	City, FP, NP	City, FP, NP	NP
Purpose	Phase I & II ESAs	Cleanup	Cleanup	Phase I & II ESAs	Cleanup	Cleanup
Maximum Amt.	See ranges below**	$100,000 - $300,000	$200,000	See ranges below**	< $100,000	< $100,000

PDC is proposed to approve all use of funds except Phase I ESAs which are approved administratively by Staff in consultation with with QEP and PDC President.

ESAs = Environmental Site Assessments, etc.
FP = For Profits
NP = Non Profits
RLF = Revolving Loan Fund
*Direct Payment = Direct payment to service provider conducting Phase I or Phase II ESA
**Ranges for Phase I & II ESAs = Generally, a Phase I ESA ranges from 2,500 - $4,000; Generally, a Phase II ESA ranges from $20,000 - $35,000

PORTLAND BROWNFIELDS CLEANUP REVOLVING LOAN FUND PROGRAM

Amended to be applicable City-wide and passed by the City Council on 7/16/07.

Amended by Corporator at 11/7/08 Meeting adding an amendment for Requests for Amendment to Loan Terms.

Amended by Corporator at 3/6/2017 Meeting.

The Portland Brownfields Cleanup Revolving Loan Fund Program ~~(BCRLF)~~(Fund # 280) ~~provides loans and subgrants to assist those interested in remediating and redeveloping Brownfields sites within the City of Portland~~. ~~Brownfields are abandoned, idled or underused industrial or commercial properties with real or perceived environmental contamination.~~ is designed to encourage the remediation/cleanup of eligible Brownfields sites and activities associated with removing, mitigating, or preventing the release, or threat of a release, of a hazardous substance, pollutant, or contaminant from Brownfields sites.

The purpose of this Program is to facilitate the cleanup and reuse of Brownfield properties for commercial, public open space and recreation, and multi-family residential of at least 10 units in a project. At least 50% of the residential units must be priced for households earning 100% or less of area median income (AMI), as determined by the Planning Authority.

Program assistance is provided through low interest loans and subgrants, with subgrants available to non-profits. Per the EPA Revolving Loan Fund Terms and Conditions, the City may not provide a subgrant to itself or another component of its own unit of government or organization.

Brownfields Definition: A brownfield is a property whose expansion, redevelopment, or reuse is complicated by the presence or potential presence of a hazardous substance, pollutant or contaminant.

~~The funding for this P~~program funding comes from the U.S. Environmental Protection Agency (EPA) and is authorized by the ~~City of~~ Portland City Council.

1. Program Goal

To assist in financing the cleanup of Brownfields sites within the City of Portland, thereby making these properties available for redevelopment and contributing to the revitalization of the community, creation of jobs, improving the environment and eliminating the public health risks associated with these sites.

2. Program Objectives

(a) To create an incentive for private investment in Brownfields properties~~/sites~~ ~~with~~ in the City of Portland;
(b) To safely clean up Brownfields properties ~~based on end use~~ in order to facilitate their sustainable reuse;
(c) To foster development and implementation of financial and administrative approaches that can support self-sustaining efforts to facilitate Brownfields cleanup efforts; and
(d) To prevent the exacerbation, creation or spread of contamination on or between properties to protect the public health by minimizing exposure to toxic materials in the environment.

~~3. Program Description~~

~~This program is designed to encourage the cleanup of eligible Brownfields sites and activities associated with removing, mitigating, or preventing the release, or threat of a release, of a hazardous substance, pollutant, or contaminant from Brownfields sites. Assistance is provided through low interest loans and subgrants. Subgrants are available to non-profits and governmental entities.~~

~~4. Program Budget~~

The funding for the Portland Brownfields Cleanup Revolving Loan Fund is provided by the U.S. ~~Department of~~ Environmental Protection Agency (EPA) and authorized by the Portland City Council.

3~~5~~. Eligible Project Applicants

(a) The project applicant or owner is not considered potentially responsible for the contamination on the property;
(b) The project applicant or owner is not currently suspended, debarred or otherwise ineligible to participate in Federal financial assistance programs;
(c) The project applicant or owner is not in environmental non-compliance with Federal or State agencies.
(d) The project applicant or owner must owe no outstanding property taxes, fees, judgments, or liens to the City;

4. Property Threshold Requirements

(e) The property ~~to be assisted~~ is located within the City of Portland;~~.~~
~~(a)~~
~~(b)~~(f) ~~The project applicant or owner must owe no outstanding property taxes, fees, judgments, or liens to the City;~~

~~(c)~~(g) The property must be eligible to apply to ~~meet the definition of a Brownfield and be enrolled in~~ the Maine Voluntary Response Action Program (VRAP) for site cleanup;

(h) The property must have had adequate environmental assessments completed in order to understand site conditions and necessary remediation (e.g. Phase I Environmental Site Assessment and/or Phase II Environmental Site Assessment);

~~(d)~~

(i) The ~~site~~ property meets the EPA eligibility requirements;

~~(e)~~

~~(f) The project applicant or owner is not a generator or transporter of contamination to the site;~~

~~(g) The project applicant or owner is not currently suspended, debarred or otherwise ineligible to participate in Federal financial assistance programs; and~~

~~(h) The project applicant or owner is not in environmental non-compliance with Federal or State agencies.~~

5~~6~~. Ownership Eligibility ~~le Applicants/Entities~~

~~(a)~~ Publicly or privately owned by current or prospective property owners, banks, developers, etc., to seek loans;, ~~either directly by a municipality or indirectly through a~~

(a) ~~quasi-public entity such as a community development corporation~~Privately-owned by current or prospective non-profit owners to seek loans and/or subgrants ~~; or~~

(b) ~~Privately-owned by current or prospective commercial property owners, banks, developers, non-profits, etc.;~~

(c) Applicant must own or be in the process of obtaining ownership at the time of application;

~~(c)~~(d) Applicant cannot be potentially liable under CERCA Sec. 107 for contamination on the property.

6~~7~~. Eligible Activities

Cleanup actions associated with removing, mitigating, or preventing the release or threat of a release of a hazardous substance, pollutant or contaminant including but not limited to:

(a) Preparation of a Maine Department of Environmental Protection (DEP) VRAP application and associated application fee, Community Relations Plan (CRP), Analysis of Brownfields Cleanup Alternatives (ABCA); public meeting to present the ABCA; and preparation of meeting minutes;

(b) Fences, warning signs or other security or site control precautions;

(c) Drainage controls;

(d) Stabilization of berms, dikes or impoundments or drainage or closing lagoons;

(e) Capping of contaminated soils;
(f) Using chemicals and other materials to retard the spread of the release or mitigate its effects;
(g) Excavation, consolidation, or removal of contaminated soils from drainage or other areas;
(h) Abatement of hazardous building materials including asbestos, lead paint, mold and PCBs;
(h) Removal of drums, barrels, tanks, or other bulk containers that contain or may contain hazardous substances, pollutants or contaminants;
(i) Containment, treatment, disposal, or incineration of hazardous materials;
(j) Provision of alternative water supply where necessary immediately to reduce exposure to contaminated household water;
(k) Site monitoring activities, including sampling and analysis, that are necessary during the cleanup process, including determination of effectiveness of a cleanup; ~~and~~
(l) Costs associated with meeting public participation, worker health and safety, and interagency coordination requirements;~~.~~
(m) Costs associated with removal activities including demolition and/or site preparation that are part of site cleanup;
(n) Environmental Insurance Premiums;~~.~~
o) Programmatic costs for the City of Portland and its QEP to manage and oversee the work being performed under this Program.

7~~8~~. Ineligible Activities

(a) Pre-cleanup environmental response activities (i.e. site assessment, identification, and characterization); however, the Lead Agency may request EPA approval for limited site assessment on a case-by-case basis when necessary to ensure protection of the environment and public health through cleanup action.
(b) Monitoring and data collection necessary to apply for, or comply with environmental permits under other federal and state laws, unless such a permit is required as a component of the cleanup action; ~~and~~
(c) Construction, demolition and development activities that are not integral to the cleanup actions, and addressing public or private drinking water supplies that have deteriorated through ordinary use. Development activities that are not removal actions (e.g. construction of a new facility or marketing of property).
(d) Job training unrelated to performing a specific cleanup at a site covered by a loan or subgrant;
(e) To pay for a penalty or fine;
(f) To pay a federal cost share requirement (for example, a cost-share required by another Federal subgrant) unless there is specific statutory authority;
(g) To pay for response costs at a Brownfields site for which the recipient of the subgrant or loan is potentially liable under CERCLA Section 107;

(h) To pay a cost of compliance with any federal law, excluding the cost of compliance with laws applicable for cleanup;

(i) Unallowable costs (e.g. lobbying and fund raising) under applicable OMB Circulars.

8~~9~~. **Financing Terms**

The following terms will guide the actions of the Portland Development Corporation (PDC) on behalf of the City of Portland for cleanup remediation loans and subgrants:

(a) Loan amount for eligible cleanup activities will be limited to the balance of the loan fund, but generally range from a minimum of $10~~5~~0,000 to a maximum of $300,000, and will be negotiated based on project redevelopment needs. Subgrants up to $200,000 are available for eligible cleanup activities**;**
(b) Maximum loan term is up to 10 years, though shorter terms are preferred; The actual term is negotiable on a case-by-case basis, and may include a longer amortization period with a balloon at the end of the designated term. Projects must justify the need for the maximum term.
(c) Interest rate will be determined by the PDC, though Brownfields loans are usually lent at a low~~er~~ interest rate;
(d) Brownfields site, business assets, outside collateral, and/or personal guaranties may be required as security;
(e) Environmental indemnification and/or lenders environmental insurance may be required;
(f) Evidence of a cost share of at least 20% of the loan or subgrant amount will be required of all Applicants/Borrowers; in special circumstances, as determined by the PDC, the cost share may be reduced or waived.
(g) Cost share monies and or eligible in-kind cleanup activities will be specifically utilized for eligible cleanup activities;
(h) As applicable, Borrower/Subgrantee will be required to utilize Davis Bacon Wage compliance requirements and provide backup verifying compliance;
(i) Loan/Subgrant drawdown requests with sufficient backup of eligible cleanup activities will be reimbursed at the PDC approved loan or subgrant proportion to cost share prior to final d~~D~~rawdown (e.g., 80% of eligible activities will be reimbursed by the City, the remaining 20% will be considered as the Applicants cost share and shall be paid by the Applicant).

9~~10~~. Requests for Amendment to Loan Terms

A one percent fee ~~will~~ may be applied for requests for amendments to loan terms, as well as costs for legal fees and recording fees associated with preparing any additional loan documents/modifications. The one percent fee will be based on the current loan balance at the time of the request. This one percent fee will be applied to those loan amendments which require the PDC Assistant Secretary to bring the request to the PDC Board of Directors based on substantive changes.

The City's Economic Development Director (PDC Assistant Secretary) has the discretion to determine whether requested loan amendments should be brought to the Board or done administratively. If done administratively, the PDC Assistant Secretary will confer with the Business Programs Manager and the Associate Corporation Counsel to determine the fee based on hourly rates of pay, as well as recording fees and legal hourly fees.

1~~1~~0. **Underwriting Criteria**

~~Project~~ R~~r~~eview will include, but not be limited to, the following factors:

~~(a) Location of the Brownfields site within the City of Portland;~~

~~(b)~~(a) Necessity of loan and/or subgrant ~~funds~~ to make the project economically feasible with the least amount of public resources.

~~(c)~~(b) Analysis of credit reports and financial documents as well as budget feasibility analysis provided by the ~~the RLF Site Manager ((Qualified Environmental Professional ((QEP))~~ City contracted underwriter to assess that applicant is a ~~not a cleanup and/or~~ business risk.

1~~2~~1. ~~Application~~ Overall Review Criteria

The application for City of Portland Brownfields RLF funding will be evaluated using some or all of the following criteria:

(a) Cleanup activities are eligible
(b) Completeness of application
(c) Sufficient Brownfields funds available
(d) Economic/Financial benefit(s)
   1. Potential for redevelopment;
   2. Developer interest in site;
   3. Potential for job creation, workforce/affordable housing and/or sustainable economic development;
   4. Financial feasibility for cleanup/remediation of contamination
   5. Ability to leverage additional funding or other resources for cleanup/remediation.
(e) Environmental benefit(s)
   1. Potential reduction, elimination and/or control of threats/risks to human health and the environment;
   2. Creation, preservation and/or maintenance of greenspace.
(f) Community benefit(s)

1. Likelihood for successful redevelopment, reuse and/or revitalization
2. Availability of existing infrastructure, transportation corridors and municipal services to support redevelopment;
3. Potential to enable sustainable growth, use of green building design initiatives and green/renewable energy resources;
4. Interest and presence of a willing owner, buyer or other stakeholder to invest in the property and to provide access to the property for cleanup.

12. Application Review Process

~~The PDC, with input and recommendations made by the Maine Department of Environmental Protection, EPA, City's QEP and the City's Economic Development Department (EDD), will review project proposals to determine eligibility and negotiate with applicants to determine the least amount of public resources necessary to make the projects feasible.~~

Remediation/cleanup plans should be implemented efficiently and redevelopment projects completed on schedule and within identifiable cleanup budgets. The actions to be taken, including PDC review, are as follows:

~~The loan approval process shall be carried out efficiently and pragmatically to insure loans are approved in a timely manner, cleanup plans are implemented and redevelopment projects are completed on schedule to maximize the community benefit goals of the projects. The actions to be taken are:~~ is as follows:

~~The applicant will meet with the City and City's QEP to discuss the project;~~

(a) Applicants seeking funds for remediation/cleanup are required to be enrolled in the Maine (VRAP) or in the process of applying (that is,VRAP application and associated workplan and VRAP fees are eligible for RLF reimbursement) ;

(b) Applicant will complete the City's Brownfields RLF Application (Part 1) and provide it along with ESAs I and II and evidence of VRAP submittal ~~and provide supporting documentation~~ for review by the EDD and QEP;

~~(a)~~(c) Applicant or QEP will prepare EPA Site Eligibility form; EDD submits to EPA for approval;

~~(b)~~(d) The City's QEP ~~and Maine DEP~~ will review the environmental assessments and cleanup plan summary in addition to the Part 1 RLF Application. If the Applicant's site cleanup activities and preliminary project costs are eligible, the City's QEP will prepare a summary memo to the EDD ~~(approval or denial) for review by the Maine DEP, the EPA and the EDD;~~.

~~(c)~~(e) Applicant submits Part II RLF application (financial backup). The underwriter will proceed with the review and analysis of the financial components of the loan and/or subgrant application and prepare a report for the PDC with recommended terms and conditions;

~~(d)~~(f) The PDC will be presented with the loan report and, based on an analysis of the financial qualifications of the applicant and the merits of the project, the PDC will vote to approve or disapprove of the loan/subgrant request including terms and conditions ;

~~(e)~~(g) The EDD will prepare a loan commitment letter for the Applicant~~/Borrower~~, including terms and conditions.

~~(f)~~(h) Once the commitment letter is fully executed:

1. The ~~Applicant/~~Borrower/Subgrant Recipient and their QEP will prepare a Draft Community Relations Plan (CRP) and Draft Analysis of Brownfields Cleanup Alternatives (ABCA). The Draft CRP and Draft ABCA will be submitted to the Maine DEP and EPA for approval and comment. Upon comment receipt and incorporation, the draft ABCA will be presented at a ~~public~~ community meeting ~~hearing~~ and will be subject to a 30-day public comment period;

2. The City attorney will draft loan documents which will include but not be limited to the loan agreement, promissory note, mortgage agreement and any other documentation as necessary. The loan documents and RLF Agreement with City shall include attachments including but not limited to a copy of the deed, a schedule for the cleanup activities, and costs for eligible activities associated with the cleanup.

~~(g)~~(i) Based on the community meeting~~CRP~~, a final draft of the ABCA is prepared by the ~~Applicant/~~Borrower/Subgrant Recipient, which incorporates comments received by Maine DEP, EPA and the public;

(j) Once the CRP and ABCA hasve been finalized, the Applicant/Borrower prepares ~~a Scope of Work for the cleanup activities, including~~ a ~~detailed~~ detailed cleanup budget and work schedule, a Health and Safety Plan, and a Quality Assurance Project Plan if needed (the QAPP will need to be reviewed by Maine DEP and EPA, prior to finalization); and

~~(h)~~(k) Borrower/subgrant recipient acknowledges that Davis Bacon wage compliance is mandatory for receipt of Brownfields funds;

(l) The loan agreement, promissory note, mortgage agreement, and any other loan documents are signed. Any loan fees are paid;

~~(i)~~(m) The Applicant shall prepare a project sign to be posted at the site prior to initiation of cleanup activities listing at a minimum the City, MEDEP, EPA and contact information for the Applicant's QEP. A draft mockup of the sign shall be submitted to the City for approval and provided to DEP and EPA.

City Checklist for Applicants

The ~~City will request the~~ following ~~information from the~~is a checklist of information needed from Applicants: ~~Applicant to make the loan or subgrant determination~~:

Applicant Information

(a) Applicant Overview: name, location, principal owners/stockholders, type of business and products or services, date established;
(b) Financial Overview: historical financial statements for the past three years, most recent quarter and copies of appropriate IRS Tax Returns;
(c) Management Overview: resumes of principals; and
(d) Credit References: financial institutions and other creditors.

Site Related Conditions

(a) Environmental assessments (e.g., Phase I and II in accordance with American Society for Testing and Materials (ASTM) Standards);
(b) Information regarding the status of the Applicant/ as a potentially responsible party at the site;
(c) Information on environmental compliance history;
(d) Information on whether or not the Applicant is currently or ever has been subject to any penalties resulting from environmental non-compliance at the site;
(e) Information on whether or not the Applicant is a generator or transporter of contamination at the site; and
(f) Information on whether or not the Applicant falls under a statutory exemption from liability; or that the EPA could use its enforcement discretion and not pursue the party as a responsible party under CERLA if the Applicant is currently the owner/operator of the site.

Remediation Cleanup Plan

Cleanup Plan Summary: cleanup plan including a technical description of work to be done, eligible cleanup activities and costs estimates for cleanup and project redevelopment. Cleanup Plan should also document other funding sources for cleanup and eligible activities to be utilized for cost share. The source of the 20% cost share of monies and or eligible in-kind services/materials must be provided.

Redevelopment Plan

(a) Financing Project: a description of the cleanup project and the reuse plan;
(b) Business Plan: a description of the business goals, strategies and action plans; and
(c) Financial Plan: pro-forma financial statements which demonstrates the economic viability of the project and identifies the sources of repayment for the loan.

Community Benefits

- (a) Employment Impact: number of current and new jobs, wage levels and job training anticipated to be generated from the cleanup and redevelopment of the site.
- (b) Investment Impact: Serves as an incentive for investment in Brownfields areas.

(c) Multi-Family Housing~~Housing Units~~: Available for the creation of multi-family housing~~Housing Units~~ ~~located~~ in Brownfields areas.

(d) Public open space and recreation acreage for cleanup located in the brownfields area.

- (e) Any other community benefits.

PORTLAND BROWNFIELDS CLEANUP REVOLVING LOAN FUND PROGRAM

Amended to be applicable City-wide and passed by the City Council on 7/16/07.

Amended by Corporator at 11/7/08 Meeting adding an amendment for Requests for Amendment to Loan Terms.

Amended by Corporator at 3/6/2017 Meeting.

The Portland Brownfields Cleanup Revolving Loan Fund Program (Fund # 280) is designed to encourage the remediation/cleanup of eligible Brownfields sites and activities associated with removing, mitigating, or preventing the release, or threat of a release, of a hazardous substance, pollutant, or contaminant from Brownfields sites.

The purpose of this Program is to facilitate the cleanup and reuse of Brownfield properties for commercial, public open space and public recreation, and multi-family residential of at least 10 units in a project. At least 50% of the residential units must be priced for households earning 100% or less of area median income (AMI), as determined by the Planning Authority.

Program assistance is provided through low interest loans and subgrants, with subgrants available to non-profits. Per the EPA Revolving Loan Fund Terms and Conditions, the City may not provide a subgrant to itself or another component of its own unit of government or organization.

Brownfields Definition: A brownfield is a property whose expansion, redevelopment, or reuse is complicated by the presence or potential presence of a hazardous substance, pollutant or contaminant.

Program funding comes from the U.S. Environmental Protection Agency (EPA) and is authorized by the Portland City Council.

1. Program Goal

To assist in financing the cleanup of Brownfields sites within the City of Portland, thereby making these properties available for redevelopment and contributing to the revitalization of the community, creation of jobs, improving the environment and eliminating the public health risks associated with these sites.

2. Program Objectives

(a) To create an incentive for private investment in Brownfields properties in the City of Portland;

(b) To safely clean up Brownfields properties in order to facilitate their sustainable reuse;
(c) To foster development and implementation of financial and administrative approaches that can support self-sustaining efforts to facilitate Brownfields cleanup efforts; and
(d) To prevent the exacerbation, creation or spread of contamination on or between properties to protect the public health by minimizing exposure to toxic materials in the environment.

3. Eligible Project Applicants

(a) The project applicant or owner is not considered potentially responsible for the contamination on the property;
(b) The project applicant or owner is not currently suspended, debarred or otherwise ineligible to participate in Federal financial assistance programs;
(c) The project applicant or owner is not in environmental non-compliance with Federal or State agencies.
(d) The project applicant or owner must owe no outstanding property taxes, fees, judgments, or liens to the City;

4. Property Threshold Requirements

(a) The property is located within the City of Portland;
(b) The property must be eligible to apply to the Maine Voluntary Response Action Program (VRAP) for site cleanup;
(c) The property must have had adequate environmental assessments completed in order to understand site conditions and necessary remediation (e.g. Phase I Environmental Site Assessment and/or Phase II Environmental Site Assessment);
(d) The property meets the EPA eligibility requirements;

5. Ownership Eligibility

(a) Publicly or privately owned by current or prospective property owners, banks, developers, etc., to seek loans;, Privately-owned by current or prospective non-profit owners to seek loans and/or subgrants
(b) Applicant must own or be in the process of obtaining ownership at the time of application;
(c) Applicant cannot be potentially liable under CERCA Sec. 107 for contamination on the property.

6. Eligible Activities

Cleanup actions associated with removing, mitigating or preventing the release or threat of a release of a hazardous substance, pollutant or contaminant including but not limited to:

(a) Preparation of a Maine Department of Environmental Protection (DEP) VRAP application and associated application fee, Community Relations Plan (CRP), Analysis of Brownfields Cleanup Alternatives (ABCA); public meeting to present the ABCA; and preparation of meeting minutes;
(b) Fences, warning signs or other security or site control precautions;
(c) Drainage controls;
(d) Stabilization of berms, dikes or impoundments or drainage or closing lagoons;
(e) Capping of contaminated soils;
(f) Using chemicals and other materials to retard the spread of the release or mitigate its effects;
(g) Excavation, consolidation, or removal of contaminated soils from drainage or other areas;
(h) Abatement of hazardous building materials including asbestos, lead paint, mold and PCBs;
(i) Removal of drums, barrels, tanks, or other bulk containers that contain or may contain hazardous substances, pollutants or contaminants;
(j) Containment, treatment, disposal, or incineration of hazardous materials;
(k) Provision of alternative water supply where necessary immediately to reduce exposure to contaminated household water;
(l) Site monitoring activities, including sampling and analysis, that are necessary during the cleanup process, including determination of effectiveness of a cleanup;
(m) Costs associated with meeting public participation, worker health and safety, and interagency coordination requirements;
(n) Costs associated with removal activities including demolition and/or site preparation that are part of site cleanup;
(o) Environmental Insurance Premiums;
(p) Programmatic costs for the City of Portland and its QEP to manage and oversee the work being performed under this Program.

7. Ineligible Activities

(a) Pre-cleanup environmental response activities (i.e. site assessment, identification, and characterization); however, the Lead Agency may request EPA approval for limited site assessment on a case-by-case basis when necessary to ensure protection of the environment and public health through cleanup action.
(b) Monitoring and data collection necessary to apply for, or comply with environmental permits under other federal and state laws, unless such a permit is required as a component of the cleanup action;
(c) Construction, demolition and development activities that are not integral to the cleanup actions, and addressing public or private drinking water supplies that have deteriorated through ordinary use; Development activities that are not removal actions (e.g. construction of a new facility or marketing of property).

(d) Job training unrelated to performing a specific cleanup at a site covered by a loan or subgrant;
(e) To pay for a penalty or fine;
(f) To pay a federal cost share requirement (for example, a cost-share required by another Federal subgrant) unless there is specific statutory authority;
(g) To pay for response costs at a Brownfields site for which the recipient of the subgrant or loan is potentially liable under CERCLA Section 107;
(h) To pay a cost of compliance with any federal law, excluding the cost of compliance with laws applicable for cleanup;
(i) Unallowable costs (e.g. lobbying and fund raising) under applicable OMB Circulars.

8. **Financing Terms**

The following terms will guide the actions of the Portland Development Corporation (PDC) on behalf of the City of Portland for cleanup remediation loans and subgrants:

(a) Loan amount for eligible cleanup activities will be limited to the balance of the loan fund, but generally range from a minimum of $100,000 to a maximum of $300,000, and will be negotiated based on project redevelopment needs. Subgrants up to $200,000 are available for eligible cleanup activities**;**
(b) Maximum loan term is up to 10 years, though shorter terms are preferred; The actual term is negotiable on a case-by-case basis, and may include a longer amortization period with a balloon at the end of the designated term. Projects must justify the need for the maximum term.
(c) Interest rate will be determined by the PDC, though Brownfields loans are usually lent at a low interest rate;
(d) Brownfields site, business assets, outside collateral, and/or personal guaranties may be required as security;
(e) Environmental indemnification and/or lenders environmental insurance may be required;
(f) Evidence of a cost share of at least 20% of the loan or subgrant amount will be required of all Applicants/Borrowers; in special circumstances, as determined by the PDC, the cost share may be reduced or waived.
(g) Cost share monies and or eligible in-kind cleanup activities will be specifically utilized for eligible cleanup activities;
(h) As applicable, Borrower/Subgrantee will be required to utilize Davis Bacon Wage compliance requirements and provide backup verifying compliance;
(i) Loan/Subgrant drawdown requests with sufficient backup of eligible cleanup activities will be reimbursed at the PDC approved loan or subgrant proportion to cost share prior to final drawdown (e.g., 80% of eligible activities will be reimbursed by the City, the remaining 20% will

be considered as the Applicants cost share and shall be paid by the Applicant).

9. Requests for Amendment to Loan Terms

A one percent fee may be applied for requests for amendments to loan terms, as well as costs for legal fees and recording fees associated with preparing any additional loan documents/modifications. The one percent fee will be based on the current loan balance at the time of the request. This one percent fee will be applied to those loan amendments which require the PDC Assistant Secretary to bring the request to the PDC Board of Directors based on substantive changes.

The City's Economic Development Director (PDC Assistant Secretary) has the discretion to determine whether requested loan amendments should be brought to the Board or done administratively. If done administratively, the PDC Assistant Secretary will confer with the Business Programs Manager and the Associate Corporation Counsel to determine the fee based on hourly rates of pay, as well as recording fees and legal hourly fees.

10. Underwriting Criteria

Review will include, but not be limited to, the following factors:

(a) Necessity of loan and/or subgrant to make the project economically feasible with the least amount of public resources.
(b) Analysis of credit reports and financial documents as well as budget feasibility analysis provided by the City contracted underwriter to assess that applicant is a business risk.

11. Overall Review Criteria

The application for City of Portland Brownfields RLF funding will be evaluated using any or all of the following criteria:

(a) Cleanup activities are eligible
(b) Completeness of application
(c) Sufficient Brownfields funds available
(d) Economic/Financial benefit(s)
   1. Potential for redevelopment;
   2. Developer interest in site;
   3. Potential for job creation, workforce/affordable housing and/or sustainable economic development;
   4. Financial feasibility for cleanup/remediation of contamination
   5. Ability to leverage additional funding or other resources for cleanup/remediation.
(e) Environmental benefit(s)

1. Potential reduction, elimination and/or control of threats/risks to human health and the environment;
2. Creation, preservation and/or maintenance of greenspace.

(f) Community benefit(s)

1. Likelihood for successful redevelopment, reuse and/or revitalization
2. Availability of existing infrastructure, transportation corridors and municipal services to support redevelopment;
3. Potential to enable sustainable growth, use of green building design initiatives and green/renewable energy resources;
4. Interest and presence of a willing owner, buyer or other stakeholder to invest in the property and to provide access to the property for cleanup.

12. Application Review Process

Remediation/cleanup plans should be implemented efficiently and redevelopment projects completed on schedule and within identifiable cleanup budgets. The actions to be taken, including PDC review, are as follows:

(a) Applicants seeking funds for remediation/cleanup are required to be enrolled in the Maine (VRAP) or in the process of applying (that is, VRAP application and associated workplan and VRAP fees are eligible for RLF reimbursement) ;
(b) Applicant will complete the City's Brownfields RLF Application (Part 1) and provide it along with ESAs I and II and evidence of VRAP submittal for review by the EDD and QEP;
(c) Applicant or QEP will prepare EPA Site Eligibility form; EDD submits to EPA for approval;
(d) The City's QEP will review the environmental assessments and cleanup plan summary in addition to the Part 1 RLF Application. If the Applicant's site cleanup activities and preliminary project costs are eligible, the City's QEP will prepare a summary memo to the EDD ;
(e) Applicant submits Part II RLF application (financial backup). The underwriter will proceed with the review and analysis of the financial components of the loan and/or subgrant application and prepare a report for the PDC with recommended terms and conditions;
(f) The PDC will be presented with the loan report and, based on an analysis of the financial qualifications of the applicant and the merits of the project, the PDC will vote to approve or disapprove of the loan/subgrant request including terms and conditions ;
(g) The EDD will prepare a loan commitment letter for the Applicant, including terms and conditions.
(h) Once the commitment letter is fully executed:

1. The Borrower/Subgrant Recipient and their QEP will prepare a

Draft Community Relations Plan (CRP) and Draft Analysis of Brownfields Cleanup Alternatives (ABCA). The Draft CRP and Draft ABCA will be submitted to the Maine DEP and EPA for approval and comment. Upon comment receipt and incorporation, the draft ABCA will be presented at a community meeting and will be subject to a 30-day public comment period;

2. The City attorney will draft loan documents which will include but not be limited to the loan agreement, promissory note, mortgage agreement and any other documentation as necessary. The loan documents and RLF Agreement with City shall include attachments including but not limited to a copy of the deed, a schedule for the cleanup activities, and costs for eligible activities associated with the cleanup.

(i) Based on the community meeting, a final draft of the ABCA is prepared by the Borrower/Subgrant Recipient, which incorporates comments received by Maine DEP, EPA and the public;
(j) Once the CRP and ABCA hasvebeen finalized, the Applicant/Borrower prepares a detailed cleanup budget and work schedule, a Health and Safety Plan, and a Quality Assurance Project Plan if needed (the QAPP will need to be reviewed by Maine DEP and EPA, prior to finalization); and
(k) Borrower/subgrant recipient acknowledges that Davis Bacon wage compliance is mandatory for receipt of Brownfields funds;
(l) The loan agreement, promissory note, mortgage agreement, and any other loan documents are signed. Any loan fees are paid;
(m) The Applicant shall prepare a project sign to be posted at the site prior to initiation of cleanup activities listing at a minimum the City, MEDEP, EPA and contact information for the Applicant’s QEP. A draft mockup of the sign shall be submitted to the City for approval and provided to DEP and EPA.

City Checklist for Applicants

Applicant Information

(a) Applicant Overview: name, location, principal owners/stockholders, type of business and products or services, date established;
(b) Financial Overview: historical financial statements for the past three years, most recent quarter and copies of appropriate IRS Tax Returns;
(c) Management Overview: resumes of principals; and
(d) Credit References: financial institutions and other creditors.

Site Related Conditions

(a) Environmental assessments (e.g., Phase I and II in accordance with American Society for Testing and Materials (ASTM) Standards);
(b) Information regarding the status of the Applicant/ as a potentially responsible party at the site;
(c) Information on environmental compliance history;
(d) Information on whether or not the Applicant is currently or ever has been subject to any penalties resulting from environmental non-compliance at the site;
(e) Information on whether or not the Applicant is a generator or transporter of contamination at the site; and
(f) Information on whether or not the Applicant falls under a statutory exemption from liability; or that the EPA could use its enforcement discretion and not pursue the party as a responsible party under CERLA if the Applicant is currently the owner/operator of the site.

Remediation Cleanup Plan

Cleanup Plan Summary: cleanup plan including a technical description of work to be done, eligible cleanup activities and costs estimates for cleanup and project redevelopment. Cleanup Plan should also document other funding sources for cleanup and eligible activities to be utilized for cost share. The source of the 20% cost share of monies and or eligible in-kind services/materials must be provided.

Redevelopment Plan

(a) Financing Project: a description of the cleanup project and the reuse plan;
(b) Business Plan: a description of the business goals, strategies and action plans; and
(c) Financial Plan: pro-forma financial statements which demonstrates the economic viability of the project and identifies the sources of repayment for the loan.

Community Benefits

(a) Employment Impact: number of current and new jobs, wage levels and job training anticipated to be generated from the cleanup and redevelopment of the site.

(b) Investment Impact: Serves as an incentive for investment in Brownfields areas.
(c) Multi-Family Housing: Available for the creation of multi-family housing in Brownfields areas.
(d) Public open space and recreation acreage for cleanup located in the brownfields area.
(e) Any other community benefits.

PORTLAND BROWNFIELDS CLOSEOUT ~~CLEANUP REVOLVING LOAN~~ FUND PROGRAM

~~**USING CLOSEOUT BROWNFIELDS FUNDS**~~

Amended to be applicable City-wide and passed by the City Council on 7/16/07.

Amended by Corporator at 11-17-08 Meeting adding an amendment for Requests for Amendment to Loan Terms.

Amended by Corporator at 12-16-13 Meeting for Using Brownfields Closeout Funds~~.~~

The Portland Brownfields Closeout Fund Program (Fund #278) is designed to encourage the environmental assessment and remediation/ cleanup of eligible sites and activities associated with removing, mitigating, or preventing the release, or threat of a release, of a hazardous substance, pollutant, or contaminant from Brownfields sites.

The purpose of the Program is to facilitate the assessment, cleanup and reuse of Brownfield properties for commercial, public open space and recreation, and multi-family residential of at least 10 units in a project. At least 50% of the residential units must be priced for households earning 100% or less of area median income (AMI), as determined by the Planning Authority.

Program assistance is provided through direct funding of assessment activities including but not limited to Phase I and II environmental site assessments and through low interest loans and subgrants for remediation/cleanups. Subgrants are available to non-profits. Per the EPA Revolving Loan Fund Terms and Conditions, the City may not provide a subgrant to itself or another component of its own unit of government or organization.

Brownfields Definition: A brownfield is a property whose expansion, redevelopment, or reuse is complicated by the presence or potential presence of a hazardous substance, pollutant or contaminant.

All work under this Program is to be completed in accordance with the requirements outlined in the Closeout Agreements between the U.S. Environmental Protection Agency (EPA) and the City of Portland. Program funding was provided by the EPA and authorized by the Portland City Council.

Use of Closeout Funds Relative to Other Brownfields Funds

Closeout Funds will be considered for RLF assessment projects and cleanup projects that are less than $100,000. Closeout funds do not trigger the significant level of public involvement, review and reporting required by the active (current) RLF Brownfields Fund Program and will, thereby, facilitate faster project completion at lower consultant costs. As an example, use of Closeout Funds for a cleanup loan or subgrant do not require a Community Relations Plan (CRP), an Analysis of Brownfields Cleanup Alternatives (ABCA) or utilization of Davis Bacon wages and associated regulations because of the size of the loan and/or subgrant (i.e., less than $100,000).

1. Program Goal~~s~~

~~(a) To finance the removal of hazardous substances from Brownfields sites within the City of Portland.~~

~~To support a sustainable revolving loan fund program to~~ F~~f~~inance the assessment and remediation/cleanup of Brownfields properties, thereby making these properties available for redevelopment and contributing to the revitalization of the community, creation of jobs, improving the environment, and eliminating the public health risks associated with these sites. It is the intention of the City to continue to revolve (loan) these monies for remediation and cleanup however, Closeout Funds are flexible and can also be used for subgrants and assessment related activities.

~~(b)~~

~~(c) To assist the assessment and remediation/cleanup and redevelopment of Brownfields sites within the City of Portland.~~

2. Program Objectives

(a) To create an incentive for private investment in Brownfields ~~areas~~ properties in the City of Portland;
(b) To assess and safely clean up Brownfields properties in order to facilitate their sustainable reuse;
(c) To foster development and implementation of financial and administrative approaches that can support self-sustaining efforts to facilitate Brownfields cleanup efforts; and
(d) To prevent the exacerbation, creation or spread of contamination on or between properties to protect the public health by minimizing exposure to hazardous materials in the environment.

~~**3. Program Description**~~

~~This program is designed to encourage the environmental assessment and remediation/ cleanup of eligible sites and activities associated with removing, mitigating, or preventing the release, or threat of a release, of a hazardous substance, pollutant, or contaminant from Brownfields sites. This will be achieved through funding Phase I and II environmental site assessments and remediation/cleanups on public properties owned by~~

~~the City of Portland, and Phase II environmental site assessments and remediation/cleanups through loans to for-profit entities and non-profit organizations for properties owned by such entities.~~

~~All work under this Program is to be completed in accordance with the requirements outlined in the Closeout Agreements between the EPA and the City.~~

~~**4. Program Funding**~~

~~The funding for the Portland Brownfields Cleanup Revolving Loan Fund is provided by the U.S. Department of Environmental Protection and authorized by the City Council.~~

~~5~~3. Eligible Project Applicants~~/Entities and~~

(a) The project applicant or owner is not considered potentially responsible for the contamination on the property ;
(b) The project applicant or owner is not currently suspended, debarred or otherwise ineligible to participate in Federal financial assistance programs;
(c) The project applicant or owner is not in environmental non-compliance with Federal or State agencies at the subject property;
(d) The project applicant can be the City of Portland, non- profit or private property owner or prospective commercial property owner, bank, developer, etc.;
(e) The project applicant or owner must owe no outstanding property taxes, fees, judgments, or liens to the City;

4. Property Threshold Requirements~~:~~

~~(a)~~ The property ~~to be assisted~~ is located within the City of Portland.

(a) The property must be eligible to apply to the Maine Voluntary Response Action Program (VRAP) for site cleanup;
(b) For cleanup, the property must have had adequate and recent (within the last 2-3 years) environmental assessments completed in order to understand site conditions and necessary remediation (e.g., Phase I and/or Phase II Environmental Site Assessments and Cleanup Planning, if applicable);
(c) The property meets EPA eligibility requirements;
~~(b) The project applicant or owner must owe no outstanding property taxes, fees, judgments, or liens to the City;~~
~~(c) The project applicant or owner is not considered potentially responsible for the contamination on the property ;~~
~~(d) The project applicant or owner is not currently suspended, debarred or otherwise ineligible to participate in Federal financial assistance programs;~~
(d) ~~The project applicant or owner is not in environmental non-compliance with Federal or State agencies at the subject property.~~
~~(e)~~

~~(f) The project applicant can be the City of Portland, not-for-profit or private property owner or prospective commercial property owner, bank, developer, etc.~~

~~(g)~~ (h) ~~Funds can be used for Phase I and Phase II environmental site assessments and remediation/cleanups on public properties owned by the City of Portland, and for Phase II environmental site assessments and remediation/cleanups on non-profit and privately-owned properties.~~

5. Ownership Eligibility for Cleanup Subgrants and Loans

(a) Publicly or privately owned by current or prospective property owners, banks, developers, etc,;
(b) Privately-owned by current or prospective non-profit owners to seek loan and/or subgrant;
(c) Applicant must own or be in the process of obtaining ownership at the time of application
(d) Applicant cannot be potentially liable under CERCA Sec. 207 for contamination on the property.

5~~6~~. Eligible Activities

Assessment activities and remediation/cleanup activities associated with removing, mitigating, or preventing the release or threat of a release of a hazardous substance, pollutant or contaminant including:

(a) Preparation of a Department of Environmental Protection (MDEP) VRAP application and associated application fee;
~~(a)~~(b) Installation of fences, warning signs or other security or site control precautions;
~~(b)~~(c) Drainage controls associated with assessment and remediation/cleanup activities;
~~(c)~~(d) Stabilization of berms, dikes or impoundments or drainage or closing lagoons;
~~(d)~~(e) Capping of contaminated soils;
~~(e)~~(f) Using chemicals and other materials to retard the spread of the release or mitigate its effects;
~~(f)~~(g) Excavation, consolidation, or removal of contaminated soils from the site;
~~(g)~~(h) Abatement of hazardous building materials including asbestos, lead paint, mold and PCBs;
~~(h)~~(i) Removal of drums, barrels, tanks, or other bulk containers that contain or may contain hazardous substances, pollutants or contaminants;
~~(i)~~(j) Consolidation, containment, treatment, recycling, disposal, and/or incineration of hazardous materials, pollutants or contaminants;
~~(j)~~(k) Provision of alternative water supply where necessary immediately to reduce exposure to contaminated household water;

~~(k)~~(l) Site monitoring activities, including sampling and analysis, that are necessary during the cleanup process, including determination of effectiveness of a cleanup;

(m)Costs associated with meeting public participation, worker health and safety, and interagency coordination requirements;

~~(l)~~(n) Costs associated with removal activities including demolition and/or site preparation that are part of site cleanup;

~~(m)~~(o) Phase I Environmental site assessments performed in accordance with EPA All Appropriate Inquiries Final Rule or most current version of ASTM E1527;

~~(n)~~(p) Phase II Environmental site assessments and remediation planning activities;

~~(o)~~(q) Programmatic costs for the City of Portland and its Qualified Environmental Professional (QEP) to manage and oversee the work being performed under this Program.

6~~7~~. Ineligible Activities

Brownfields inventory activities and ~~D~~development activities that are not necessary to implement assessment or remediation activities (e.g., construction of a new facility or marketing of a property).

7~~8~~. Financing Terms

The following terms will guide the actions of the Portland Development Corporation (PDC) on behalf of the City of Portland for cleanup/remediation loans and subgrants:

(a) Loan amount will generally be limited to ~~the balance of the loan fund but generally~~ less than ~~not exceed~~ $1~~2~~00,000 but may be increased with approval of the PDC;
(b) Maximum loan term will generally be 5 years but will be determined by the PDC;
(c) Interest rate will be determined by the PD~~-~~C;
(d) Brownfields site itself, business assets or other real property, outside collateral, and/or personal guaranties may be required as security;
~~(e) Origination fee will generally be one percent (1%) but will be determined by the PDC~~

~~9~~8. Requests for Amendment to Loan Terms:

A one (1) percent fee ~~will~~ may be applied to requests for amendments to loan terms, for consulting, legal and recording fees associated with preparing any additional loan documents/modifications. The one (1) percent fee will be based on the current loan balance at the time of the request.

The City's Economic Development Director (PDC Assistant Secretary) ~~-~~has the discretion to determine whether requested loan amendments should be brought to the PDC or addressed administratively, with follow-up communication to the Board.

10. Underwriting Criteria for Cleanup Loans and Subgrants

Project review will include, but not be limited to the following factors:

(a) Necessity of loan and/or subgrant to make the project economically feasible with the least amount of public resources.
(b) Analysis of credit reports and financial documents as well as budget feasibility analysis provided by the City contracted underwriter to assess that applicant is not a business risk.

~~Project review will include, but not be limited to the necessity of Brownfields funds from this Program to make the project economically feasible and at the same time have a high potential for economic success.~~

~~11~~9. Overall Review Criteria

The application for City of Portland Brownfields funding will be evaluated using some or all of the following criteria:

a) Cleanup activities are eligible
b) Completeness of application
c) Sufficient Brownfields funds available
d) Economic/Financial benefits
  1. Potential for redevelopment;
  2. Developer interest in site;
  3. Potential for job creation, workforce/affordable housing and/or sustainable economic development;
  4. Financial feasibility for cleanup/remediation of contamination
  5. Ability to leverage additional funding or other resources for cleanup/remediation.
e) Environmental benefits
  1. Potential reduction, elimination and/or control of threats/risks to human health and the environment;
  2. Creation, preservation and/or maintenance of greenspace.
f) Community benefits
  1. Likelihood for successful redevelopment, reuse and/or revitalization
  2. Availability of existing infrastructure, transportation corridors and municipal services to support redevelopment;
  3. Potential to enable sustainable growth, use of green building design initiatives and green/renewable energy resources;

4. Interest and presence of a willing owner, buyer or other stakeholder to invest in the property and to provide access to the property for investigation.

Application Review ~~Criteria~~ Process

~~The City of Portland's Economic Development Department (EDD) will review project proposals to determine eligibility and work with applicant(s) to determine the viability of the project and the least amount of public resources necessary to make the project(s) feasible.~~

An eligibility form will be submitted to EPA for determination of project eligibility whether for assessment or remediation/cleanup. The site eligibility form will be prepared by the Applicant's QEP.

A) Assessments and/or Cleanup Planning

Requests will be submitted via an Assessment Application to the EDD. Requests for Phase I Environmental Site Assessments will be reviewed and approved by EDD staff, the City's QEP and the President of the PDC Board. Requests for Phase II Environmental Site Assessments and other assessment activities will be reviewed and approved by the PDC board.

B) Loans/Subgrants

Remediation/cleanup plans should be- implemented efficiently, cost effectively, and redevelopment projects completed on schedule ~~to maximize the community benefit goals of the projects~~. The actions to be taken, including review by the PDC, are as ~~include the~~ follows~~ing~~:

(a) Applicants seeking funds for remediation/cleanup are required to be enrolled ~~submit the site to~~ in the Maine Voluntary Response Action Program (VRAP);
(b) Applicant will complete the City's ~~The~~ Brownfields RLF ~~funding~~ Part 1 A~~a~~pplication and ~~will be submit~~ provide ~~ted~~ it to the ~~City of Portland~~ EDD, along with Environmental Site Assessments I and II, and evidence of VRAP submittal to the Maine ~~Department of Environmental Protection (~~MDEP~~)~~;
~~(b)~~(c) Applicant or QEP will prepare EPA Site Eligibility form; EDD submits to EPA for final eligibility approval;
~~(c)~~(d) ~~The EDD, with its~~The City's QEP, will review the ESA's and cleanup plan summary in addition to the Part 1 RLF application. If ~~determine if~~ the Applicant's site cleanup activities and preliminary project costs are eligible, the City's QEP will prepare a summary memo to the EDD, ~~site and preliminary project costs are eligible for Brownfields funding;~~
~~(d)~~(e) ~~If Applicant, site and project costs are determined to be eligible,~~ Applicant submits Part II application (financial backup). The ~~the EDD will have~~

~~its~~ underwriter prepares an analysis of the financial components of the application (whether for loan or subgrant) along with recommended terms and conditions for the PDC's review and ~~consideration~~ approval;

~~(e) Project will be publicly noticed and notice will be provided to the appropriate neighborhood organization;~~

(f) When so advised by City Corporation Counsel, the PDC chair will accept public comment on the project at the PDC meeting prior to its vote on whether to approve the funding request;

(g) Based on a favorable analysis of the financial qualifications of the applicant, and the PDC's approval, a commitment letter or will be prepared and provided to the applicant;

(h) Based on the VRAP, the Applicant should prepare a detailed cleanup budget and work schedule ~~final budget of cleanup activities~~, ~~work schedule~~, a Health and Safety Plan and a Site Specific Quality Assurance Project Plan (SSQAPP), if needed. The SSQAPP must be reviewed by Maine DEP and EPA, prior to finalization; ~~and a VRAP Work Pla n;~~

(i) The loan documents are prepared (e.g., loan agreement, promissory note, mortgage agreement).

City Checklist for Applicants

The following is a checklist of information needed from Applicants:

Applicant Information

a. Applicant Overview: name, location, principal owners/stockholders, type of business and products or services, date established;
b. Financial Overview: historical financial statements for the past three years, most recent quarter and copies of appropriate IRS Tax Returns;
c. Management Overview: resumes of principals; and
d. Credit References: financial institutions and other creditors.

Site Related Conditions

a. Environmental assessments (Phase I and II) in accordance with American Society for Testing and Materials (ASTM) Standards;
b. Status of the borrower as a potentially responsible party at the site;
c. Environmental compliance history;
d. Whether the Applicant is currently or ever has been subject to any penalties resulting from environmental non-compliance at the site;
e. Whether the Applicant is a generator or transporter of contamination at the site; and
f. Whether the Applicant falls under a statutory exemption from liability; or that the EPA could use its enforcement discretion and not pursue the party as a responsible party under CERCLA if the Applicant is currently the owner/operator of the site.

Remediation/Cleanup Plan

Remediation/Cleanup Plan Summary: Remediation/Cleanup plan including a technical description of work to be done and costs estimates.

Redevelopment Plan

a. Financing Project: a description of the cleanup project and the reuse plan;
b. Business Plan: a description of the business goals, strategies and action plans; and
c. Financial Plan: pro-forma financial statements which demonstrates the economic viability of the project and identifies the sources of repayment for the loan.

Community Benefits

a. Employment Impact: number of current and new jobs, wage levels and job training anticipated to be generated from the cleanup and redevelopment of the site;
b. Investment Impact: Serves as an incentive for investment in the City;
c. Multi-Family Housing: ~~Housing Units~~: Available for the creation of multi-family housing ~~housing units located in~~ on brownfields properties; the City;
~~c.~~ d. Public open space and recreation acreage for cleanup on brownfields property;
~~d.~~ e. Any other community benefits.

PORTLAND BROWNFIELDS CLOSEOUT FUND PROGRAM

Amended to be applicable City-wide and passed by the City Council on 7/16/07.

Amended by Corporator at 11-17-08 Meeting adding an amendment for Requests for Amendment to Loan Terms.

Amended by Corporator at 12-16-13 Meeting for Using Brownfields Closeout Fund

The Portland Brownfields Closeout Fund Program (Fund #278) is designed to encourage the environmental assessment and remediation/cleanup of eligible sites and activities associated with removing, mitigating, or preventing the release, or threat of a release, of a hazardous substance, pollutant, or contaminant from Brownfields sites.

The purpose of the Program is to facilitate the assessment, cleanup and reuse of Brownfield properties for commercial, public open space and recreation, and multi-family residential of at least 10 units in a project. At least 50% of the residential units must be priced for households earning 100% or less of area median income (AMI), as determined by the Planning Authority.

Program assistance is provided through direct funding of assessment activities including but not limited to Phase I and II environmental site assessments and through low interest loans and subgrants for remediation/cleanups. Subgrants are available to non-profits. Per the EPA Revolving Loan Fund Terms and Conditions, the City may not provide a subgrant to itself or another component of its own unit of government or organization.

Brownfields Definition: A brownfield is a property whose expansion, redevelopment, or reuse is complicated by the presence or potential presence of a hazardous substance, pollutant or contaminant.

All work under this Program is to be completed in accordance with the requirements outlined in the Closeout Agreements between the U.S. Environmental Protection Agency (EPA) and the City of Portland. Program funding was provided by the EPA and authorized by the Portland City Council.

Use of Closeout Funds Relative to Other Brownfields Funds

Closeout Funds will be considered for RLF assessment projects and cleanup projects that are less than $100,000. Closeout funds do not trigger the significant level of public involvement, review and reporting required by the active (current) RLF Brownfields Program and will, thereby, facilitate faster project completion at lower consultant costs. As an example, use of Closeout Funds for a cleanup loan or subgrant do not require a Community Relations Plan (CRP), an Analysis of Brownfields Cleanup Alternatives

(ABCA) or utilization of Davis Bacon wages and associated regulations because of the size of the loan and/or subgrant (i.e., less than $100,000).

1. Program Goal

Finance the assessment and remediation/cleanup of Brownfields properties, thereby making these properties available for redevelopment and contributing to the revitalization of the community, creation of jobs, improving the environment, and eliminating the public health risks associated with these sites. It is the intention of the City to continue to revolve (loan) these monies for remediation and cleanup however, Closeout Funds are flexible and can also be used for subgrants and assessment related activities.

2. Program Objectives

(a) To create an incentive for private investment in Brownfields properties in the City of Portland;
(b) To assess and safely clean up Brownfields properties in order to facilitate their sustainable reuse;
(c) To foster development and implementation of financial and administrative approaches that can support self-sustaining efforts to facilitate Brownfields cleanup efforts; and
(d) To prevent the exacerbation, creation or spread of contamination on or between properties to protect the public health by minimizing exposure to hazardous materials in the environment.

3. Eligible Project Applicants

(a) The project applicant or owner is not considered potentially responsible for the contamination on the property ;
(b) The project applicant or owner is not currently suspended, debarred or otherwise ineligible to participate in Federal financial assistance programs;
(c) The project applicant or owner is not in environmental non-compliance with Federal or State agencies at the subject property;
(d) The project applicant can be the City of Portland, non- profit or private property owner or prospective commercial property owner, bank, developer, etc.;
(e) The project applicant or owner must owe no outstanding property taxes, fees, judgments, or liens to the City;

4. Property Threshold Requirements

(a) The property is located within the City of Portland.
(b) The property must be eligible to apply to the Maine Voluntary Response Action Program (VRAP) for site cleanup;

(c) For cleanup, the property must have had adequate and recent (within the last 2-3 years) environmental assessments completed in order to understand site conditions and necessary remediation (e.g., Phase I and/or Phase II Environmental Site Assessments and Cleanup Planning, if applicable);
(d) The property meets EPA eligibility requirements;

5. Ownership Eligibility for Cleanup Subgrants and Loans

(a) Publicly or privately owned by current or prospective property owners, banks, developers, etc.;
(b) Privately-owned by current or prospective non-profit owners to seek loan and/or subgrant;
(c) Applicant must own or be in the process of obtaining ownership at the time of application
(d) Applicant cannot be potentially liable under CERCA Sec. 207 for contamination on the property.

6. Eligible Activities

Assessment activities and remediation/cleanup activities associated with removing, mitigating, or preventing the release or threat of a release of a hazardous substance, pollutant or contaminant including:

(a) Preparation of a Department of Environmental Protection (MDEP) VRAP application and associated application fee;
(b) Installation of fences, warning signs or other security or site control precautions;
(c) Drainage controls associated with assessment and remediation/cleanup activities;
(d) Stabilization of berms, dikes or impoundments or drainage or closing lagoons;
(e) Capping of contaminated soils;
(f) Using chemicals and other materials to retard the spread of the release or mitigate its effects;
(g) Excavation, consolidation, or removal of contaminated soils from the site;
(h) Abatement of hazardous building materials including asbestos, lead paint, mold and PCBs;
(i) Removal of drums, barrels, tanks, or other bulk containers that contain or may contain hazardous substances, pollutants or contaminants;
(j) Consolidation, containment, treatment, recycling, disposal, and/or incineration of hazardous materials, pollutants or contaminants;
(k) Provision of alternative water supply where necessary immediately to reduce exposure to contaminated household water;
(l) Site monitoring activities, including sampling and analysis, that are necessary during the cleanup process, including determination of effectiveness of a cleanup;

(m) Costs associated with meeting public participation, worker health and safety, and interagency coordination requirements;
(n) Costs associated with removal activities including demolition and/or site preparation that are part of site cleanup;
(o) Phase I Environmental site assessments performed in accordance with EPA All Appropriate Inquiries Final Rule or most current version of ASTM E1527;
(p) Phase II Environmental site assessments and remediation planning activities;
(q) Programmatic costs for the City of Portland and its Qualified Environmental Professional (QEP) to manage and oversee the work being performed under this Program.

7. Ineligible Activities

Brownfields inventory activities and development activities that are not necessary to implement assessment or remediation activities (e.g., construction of a new facility or marketing of a property).

8. Financing Terms

The following terms will guide the actions of the Portland Development Corporation (PDC) on behalf of the City of Portland for cleanup/remediation loans and subgrants:

(a) Loan amount will generally be limited to less than $100,000 but may be increased with approval of the PDC;
(b) Maximum loan term will generally be 5 years but will be determined by the PDC;
(c) Interest rate will be determined by the PDC;
(d) Brownfields site itself, business assets or other real property, outside collateral, and/or personal guaranties may be required as security;

9. Requests for Amendment to Loan Terms:

A one (1) percent fee may be applied to requests for amendments to loan terms, for consulting, legal and recording fees associated with preparing any additional loan documents/modifications. The one (1) percent fee will be based on the current loan balance at the time of the request.

The City's Economic Development Director (PDC Assistant Secretary) has the discretion to determine whether requested loan amendments should be brought to the PDC or addressed administratively, with follow-up communication to the Board.

10. Underwriting Criteria for Cleanup Loans and Subgrants

Project review will include, but not be limited to the following factors:

(a) Necessity of loan and/or subgrant to make the project economically feasible with the least amount of public resources.

(b) Analysis of credit reports and financial documents as well as budget feasibility analysis provided by the City contracted underwriter to assess that applicant is not a business risk.

11. Overall Review Criteria

The application for City of Portland Brownfields funding will be evaluated using some or all of the following criteria:

a) Cleanup activities are eligible
b) Completeness of application
c) Sufficient Brownfields funds available
d) Economic/Financial benefits
    1. Potential for redevelopment;
    2. Developer interest in site;
    3. Potential for job creation, workforce/affordable housing and/or sustainable economic development;
    4. Financial feasibility for cleanup/remediation of contamination
    5. Ability to leverage additional funding or other resources for cleanup/remediation.
e) Environmental benefits
    1. Potential reduction, elimination and/or control of threats/risks to human health and the environment;
    2. Creation, preservation and/or maintenance of greenspace.
f) Community benefits
    1. Likelihood for successful redevelopment, reuse and/or revitalization
    2. Availability of existing infrastructure, transportation corridors and municipal services to support redevelopment;
    3. Potential to enable sustainable growth, use of green building design initiatives and green/renewable energy resources;
    4. Interest and presence of a willing owner, buyer or other stakeholder to invest in the property and to provide access to the property for investigation.

12. Application Review Process

An eligibility form will be submitted to EPA for determination of project eligibility whether for assessment or remediation/cleanup. The site eligibility form will be prepared by the Applicant's QEP.

A. Assessments Activities

Requests will be submitted via an Assessment Application to the EDD. Requests for Phase I Environmental Site Assessments will be reviewed and approved by EDD staff, the City's QEP and the President of the PDC Board. Requests for

Phase II Environmental Site Assessments and other assessment activities will be reviewed and approved by the PDC board.

B. Loans/Subgrants for Cleanup

Remediation/Cleanup plans should be implemented efficiently, cost effectively, and redevelopment projects completed on schedule. The actions to be taken, including review by the PDC, are as follows:

(a) Applicants seeking funds for remediation/cleanup are required to be enrolled in the Maine Voluntary Response Action Program (VRAP);
(b) Applicant will complete the City's Brownfields RLF Part 1 Application and provide it to the EDD, along with Environmental Site Assessments I and II, and evidence of VRAP submittal to the Maine MDEP;
(c) Applicant or QEP will prepare EPA Site Eligibility form; EDD submits to EPA for final eligibility approval;
(d) The City's QEP, will review the ESA's and cleanup plan summary in addition to the Part 1 RLF application. If the Applicant's site cleanup activities and preliminary project costs are eligible, the City's QEP will prepare a summary memo to the EDD,
(e) Applicant submits Part II application (financial backup). The underwriter prepares an analysis of the financial components of the application (whether for loan or subgrant) along with recommended terms and conditions for the PDC's review and approval;
(f) When so advised by City Corporation Counsel, the PDC chair will accept public comment on the project at the PDC meeting prior to its vote on whether to approve the funding request;
(g) Based on a favorable analysis of the financial qualifications of the applicant, and the PDC's approval, a commitment letter or will be prepared and provided to the applicant;
(h) Based on the VRAP, the Applicant should prepare a detailed cleanup budget and work schedule, a Health and Safety Plan and a Site Specific Quality Assurance Project Plan (SSQAPP), if needed. The SSQAPP must be reviewed by Maine DEP and EPA, prior to finalization;
(i) The loan documents are prepared (e.g., loan agreement, promissory note, mortgage agreement).

City Checklist for Applicants

Applicant Information

a. Applicant Overview: name, location, principal owners/stockholders, type of business and products or services, date established;
b. Financial Overview: historical financial statements for the past three years, most recent quarter and copies of appropriate IRS Tax Returns;
c. Management Overview: resumes of principals; and
d. Credit References: financial institutions and other creditors.

Site Related Conditions

a. Environmental assessments (Phase I and II) in accordance with American Society for Testing and Materials (ASTM) Standards;
b. Status of the borrower as a potentially responsible party at the site;
c. Environmental compliance history;
d. Whether the Applicant is currently or ever has been subject to any penalties resulting from environmental non-compliance at the site;
e. Whether the Applicant is a generator or transporter of contamination at the site; and
f. Whether the Applicant falls under a statutory exemption from liability; or that the EPA could use its enforcement discretion and not pursue the party as a responsible party under CERCLA if the Applicant is currently the owner/operator of the site.

Remediation/Cleanup Plan

Remediation/Cleanup Plan Summary: Remediation/Cleanup plan including a technical description of work to be done and costs estimates.

Redevelopment Plan

a. Financing Project: a description of the cleanup project and the reuse plan;
b. Business Plan: a description of the business goals, strategies and action plans; and
c. Financial Plan: pro-forma financial statements which demonstrates the economic viability of the project and identifies the sources of repayment for the loan.

Community Benefits

a. Employment Impact: number of current and new jobs, wage levels and job training anticipated to be generated from the cleanup and redevelopment of the site;
b. Investment Impact: Serves as an incentive for investment in the City;
c. Multi-Family Housing: : Available for the creation of multi-family housing on brownfields properties; the City;
d. Public open space and recreation acreage for cleanup on brownfields property;

Any other community benefits.

Portland Brownfields Assessment Program Guidelines

The Portland Brownfields Assessment Program (Fund #281) is designed to encourage the assessment of eligible Brownfields sites and activities associated with evaluating the potential for contamination on a property with either documented contamination or perceived contaminant conditions. Assistance is provided through covering the cost of assessment activities including but not limited to Phase I and Phase II Environmental Site Assessments and Cleanup Planning for properties that are deemed eligible by the U.S. Environmental Protection Agency (EPA).

Brownfields Definition: A Brownfield is a property whose expansion, redevelopment, or reuse is complicated by the presence or potential presence of a hazardous substance, pollutant or contaminant.

Requests will be submitted via an Assessment Application to the Economic Development Department (EDD).

1. Program Goal

Finance the assessment of Brownfields properties, thereby determining whether or not they are contaminated and will need remediation/cleanup. With this information identified, properties can be made available for redevelopment and contribute to the revitalization of the community, creation of jobs, improvement of the environment, and elimination of public health risks associated with those sites that are found to be Brownfields.

2. Program Objectives

(a) To create an incentive for private investment in Brownfields properties in the City of Portland;
(b) To assess properties to determine the level of contamination, if any, in order to facilitate their sustainable reuse;
(c) To foster development and implementation of financial and administrative approaches that can support self-sustaining efforts to facilitate eventual Brownfields cleanup efforts; and
(d) To prevent the exacerbation, creation or spread of contamination on or between properties to protect the public health by minimizing exposure to hazardous materials in the environment.

3. Eligible Project Applicants

(a) The project applicant or owner must owe no outstanding property taxes, fees, judgments, or liens to the City;

(b) The project applicant or owner is not considered potentially responsible for the contamination on the property ;
(c) The project applicant or owner is not currently suspended, debarred or otherwise ineligible to participate in Federal financial assistance programs;
(d) The project applicant or owner is not in environmental non-compliance with Federal or State agencies at the subject property;
(e) The project applicant can be the City of Portland, non- profit or private property owner or prospective commercial property owner, bank, developer, etc.;

4. Property Threshold Requirements

(a) The property to be assessed is located within the City of Portland;
(b) The property meets EPA eligibility requirements;
(c) Funds can be used for assessment activities including but not limited to Phase I and Phase II environmental site assessments and Cleanup Planning.

5. Eligible Activities

(a) Phase I Environmental Site Assessments performed in accordance with EPA All Appropriate Inquiries Final Rule and most current version of ASTM E1527;
(b) Phase II Environmental Site Assessments and remediation/cleanup planning activities;
(c) VRAP applications and fees;
(d) Programmatic costs for the City of Portland and its Qualified Environmental Professional (QEP) to manage and oversee the work being performed under this Program.

6. Ineligible Activities

Brownfields inventory activities (with the exception of a City-initiated Brownfields inventory), remediation and or cleanup activities and development activities (e.g. construction of a new facility or marketing of a property).

7. Review Criteria

The project/property for which an applicant is applying for City of Portland Brownfields Assessment Program funds may be evaluated using any or all of the following criteria:

A) <u>Economic/Financial Benefit</u>
1. Potential for redevelopment;
2. Developer interest in the site;
3. Potential for job creation, workforce/affordable housing, and/or sustainable economic development;
4. Financial feasibility for additional assessment and/or future cleanup/remediation of contamination;

5. Ability to leverage additional funding or other resources for cleanup and remediation after the assessment activities have been completed.

B) Environmental Concerns/Benefits
1. Understanding of the potential reduction, elimination and/or control of threats/risks to human health and the environment based on the assessment activities conducted;
2. Anticipated creation, preservation and/or maintenance of open space once assessment activities have been completed;

C) Feasibility/Sustainability of Project
1. Likelihood for successful redevelopment, reuse and/or revitalization;
2. Availability of existing infrastructure, transportation corridors and municipal services to support redevelopment;
3. Potential to enable sustainable growth, use of green building design initiatives and green/renewable energy resources;
4. Interest and presence of a willing owner, buyer, or other stakeholder to invest in the property and to provide access to the property for investigation.

8. Application Review Process

Requests will be submitted via an Assessment Application to the Economic Development Department (EDD). Requests for Phase I Environmental Site Assessments will be reviewed and approved by EDD staff, the City's Qualified Environmental Professional (QEP) and the President of the PDC Board. Requests for Phase II Environmental Site Assessments and other assessment activities will be reviewed and approved by the PDC Board.

Portland Development Corporation
Administrative Budget
For Month Ending
12/31/2018

Operating transfer from EDF	**28,522**
Total Funds Available	**28,522**

FY19 Expenditures	Budget	Current Month	Year to Date	Percent of Budget	Balance
Administrative Services	575	94	185	32.2%	390
Postage/Courier Services	300	48	95	31.7%	205
Travel, Training, Meetings	4,000	3,753	3,841	96.0%	159
Contractual Services	10,500	0	5,970	56.9%	4,530
Operating Transfer to Fin.	9,647	0	0	0.0%	9,647
Advertising	2,000	300	300	15.0%	1,700
Auto Expense Reimb.	100	0	0	0.0%	100
Printing & Binding	650	217	524	80.6%	126
Office Supplies	750	103	428	57.1%	322
Total FY19 Expenditures	**28,522**	**4,515**	**11,343**	**39.8%**	**17,179**

Cash Management Report
12/31/2018

										Year-to-Date						
			UDAG	FAME	FAME	Brown-	Brown-	Brown-		Principal/Interest						
	CIP		271		SSBCI	field 1	field 2	field 3		CIP		UDAG				
	272	274	(Unrestricted)	277	279	278-Closeout	280-RLF	281-Assess		Restricted	Unrestricted	Unrestricted	FAME	SSBCI	Brnfld 1	Brnfld 2
	Restricted	Unrestricted	Loans/Grants						TOTAL	272	274	271	277	279	278	280
Cash Bal. Beginning of Reporting Mo.	**290,354**	**162,040**	**558,559**	**329,248**	**739,312**	**370,184**	**1,074,928**	**194,296**	**3,718,921**							
Plus:																
Principal payments received	903	2,450	2,993	32,465	1,302	1,493	-			7,224	5,990	187,170	85,997	8,327	7,800	0
Interest payments received from loans	55	590	1,368	4,705	1,314	485	-			1,627	2,440	14,288	25,398	8,470	2,088	96
Interest Income														0	0	0
Other Income/Adjustments			(868)													0
Pass Through From FAME/SSCBI/EPA																
Sub-Total Cash Available	**291,312**	**165,080**	**562,051**	**366,418**	**741,928**	**372,162**	**1,074,928**	**194,296**	**3,768,174**	**8,851**	**8,430**	**201,457**	**111,396**	**16,797**	**9,889**	**96**
Less:																
FAME Annual Admin. Fee; Invoices																
Disbursements - Loans/Grants			(178)													
Sub-Total Cash Available:	**291,312**	**165,080**	**561,873**	**366,418**	**741,928**	**372,162**	**1,074,928**	**194,296**	**3,767,996**							
Less Reserves for:																
Beautification Program (EC0301)			(72,000)													
PEDPIP Fund Commitments thru FY16			(48,483)													
PEDPIP Fund FY17 Commitments			(15,000)													
PEDPIP Fund FY18 Commitment			(28,181)													
PEDPIP Fund FY19 Commitment			(30,000)													
Transfers not yet recorded (UDAG Int)			(14,288)													
Fund 280 Reserve for Commitments							(506,634)									
Fund 280 Reserve for Administration							(68,294)									
Total Ending Loan/Grant Cash Bal.	**291,312**	**165,080**	**353,922**	**366,418**	**741,928**	**372,162**	**500,000**	**194,296**	**2,985,116**							

Bal. of Unrestricted/Uncommitted Funds ao 7/1/18:	**327,435**
PEDPIP Cap for FY19 (ao 7/1/2019) at 10% of above:	**32,744**
PEDPIP Commitments for FY19 to date:	**30,000**

Downtown Portland Corporation
Schedule of Loans Receivable
For the Month Ending December 31, 2018

Cust #	Ln #	Account No. & Name	Date of Loan	Maturity Date	----Committed/Disbursed Funds----- Original Loan	Not Yet Disb.	Total Disb .	Outstanding Princ. Bal.
		Portland Business Fund 271 (UDAG/Unrestricted):						
7527	1622	320 P St., LLC (Casco Bay Elec.)	5/30/2018	6/1/2028	200,000	0	200,000	$196,013
7158	1561	Forefront Brick South, LLC	11/18/2016	12/1/2026	100,000	$0	100,000	$84,665
		Sub-Total PBF (UDAG)						**$280,678**
		Portland Business Fund 272 (Restricted - CIP):						
7124	1554	Creative Portland	10/11/2016	11/1/2023	25,000	$0	25,000	$17,607
6502	1436	Portland Food Cooperative	6/4/2014	10/1/2021	130,000	$0	130,000	$81,970
		Sub-Total PBF (Bonds/CIP Restricted)						**$99,577**
		Portland Micro Capital Fund 271 (UDAG/Unrestricted):						
5837	1341	Back Bay Skate	9/10/2012	9/1/2017	12,500	$0	12,500	$1,886
6120	1380	Portland Trading Co. LLC	4/26/2013	8/1/2018	15,000	$0	15,000	$12,187
6635	1464	Damiak's Bakery, LLC	10/16/2014	11/1/2019	25,000	$0	25,000	$4,532
6501	1435	Sur Lie Wine Bar, LLC	5/2/2014	9/1/2021	37,335	$0	37,335	$16,249
7092	1559	Vin Bar, LLC	7/26/2016	9/2/2021	50,000	$0	50,000	$34,364
		Sub-Total Micro Capital Fund						**$69,218**
		Portland Business Fund Fund 274 (CIP/Unrestricted):						
6597	1458	Back Cove School	8/29/2014	9/1/2019	55,000	$0	55,000	$27,339
6868	1512	Billdotcom, LLC	8/29/2015	9/1/2022	102,500	$0	102,500	$92,634
7091	1546	Skunk Ape, LLC	7/21/2016	8/1/2023	75,000	$0	75,000	$52,334
7479	1611	On Time Transportation	3/26/2018	4/1/2023	10,000	$0	10,000	$8,820
7513	1618	Miss M, Inc.	4/25/2018	5/1/2022	20,000	$0	20,000	$18,895
		Sub-Total PBF (Bonds/CIP Unrestricted)						**$200,023**
		FAME Fund 277:						
6598	1459	Browne Trading CO.	9/3/2014	10/1/2019	83,333	$0	83,333	$16,085
6784	1485	SB & LC Properties, LLC	4/6/2015	5/1/2020	101,200	$0	101,200	$92,412
6973	1524	Auto-Care, LLC	2/5/2016	3/1/2021	32,500	$0	32,500	$25,520
7029	1533	BayCycle	5/13/2016	9/1/2023	20,000	$0	20,000	$14,183
7103	1548	Cakeworks, Inc.	8/5/2016	9/1/2022	62,500	$0	62,500	$56,241
7157	1560	Forefront Brick South, LLC	11/18/2016	12/1/2026	250,000	$0	250,000	$211,662
7276	1580	Union Bagel	6/20/2017	7/1/2020	46,000	$0	46,000	$29,407
6485	1429	Evo Rock & Fitness Portland	4/14/2014	11/1/2024	132,954	$0	132,954	$87,357
7176	1565	Adele Masengo Designs, Inc.	1/6/2017	2/1/2022	15,000	$0	15,000	$12,901
7528	1623	KJ Monument Square, LLC	6/1/2018	12/1/2025	25,000	$0	25,000	$25,000
7532	1629	CAG RE, LLC	8/15/2018	9/1/2023	50,000	$0	50,000	$47,857
7529	1624	Cousins Seafood, LLC	7/11/2018	8/1/2023	20,000	$0	20,000	$19,145
7293	1582	Wallace James	7/14/2017	8/1/2022	100,000	$0	100,000	$76,465
7357	1593	747 Congress LLC	1/25/2017	7/1/2022	150,000	$0	150,000	$139,807
		Sub-Total FAME Fund						**$854,042**
		FAME SSBCI 279:						
6199	1390	Inn at Diamond Cove LLC	7/10/2013	10/1/2019	200,000	$0	200,000	$156,283
6867	1511	Billdotcom, LLC	8/19/2015	9/1/2022	92,500	$0	92,500	$83,599
7233	1570	KODA, LLC	3/31/2017	4/1/2027	100,000	$0	100,000	$94,339
		Sub-Total FAME SSBCI						**$334,221**
		Real Estate Investment Fund 271(UDAG/Unrestricted):						
		Sub-Total RE Invest						**$0**
		Brownfields Loan Fund 278 and 280						
6555	1457	Forefront Partners, LP/Fund 278	7/30/2014	2/1/2020	200,000	$0	200,000	$131,538
		Forefront Partners I, LP/Fund 280	4/12/2018	7/12/2028	350,000	$339,769	10,231	$10,231
		Sub-Total Brownfields						**$141,770**
		Grand Total Loans				**$339,769**	**2,548,553**	**$1,979,529**
		Allowance for uncollectable loans at 15%						$296,929
		Total with Allowance for uncollectable loans:						**$1,682,599**

Portland Economic Development Plan Implementation Program			
FY2019 Grant Funding Available:	**$32,744**		
First Round of Applications Due:	**9/28/2018 at 3:00 p.m.**	**Date**	
Grantee Approved	**Grant Amount**	**Approved**	**Project**
New Mainers Resource Center	$15,000	10/18/2018	Classes to aid Foreign Skilled Professionals find work in the Portland area.
Creative Portland	$15,000	10/18/2018	Planning Process to Strengthen the visitor experience in support of arts and culture.
Total Granted:	**$30,000**		
Balance of Funds Available:	**$2,744**		
If Additional Funds Remain, Second Round of Applications due no later that Friday, March 29, 2019 at 3:00 p.m.			

Business Assistance Grant Program for Job Creation - FY2019			
FY2019 Grant Funding Available:	**$140,000**		
		Date	**Jobs**
Grantee/Grant Approved	**Grant Amount**	**Approved**	**Funded**
Bethel Kids Care	$20,000	9/20/2018	2
Gross Confection Bar	$10,000	9/20/2018	1
Greater Portland Home Healthcare	$10,000	9/20/2018	1
Lio	$20,000	9/20/2018	2
WordLab	$20,000	9/20/2018	2
OneLove HomeCare	$20,000	9/20/2018	2
Shekinah Family Services	$20,000	9/20/2018	2
Maine Family Services	$10,000	10/18/2018	1
Factory 3	$10,000	10/18/2018	1
Total Grant Funds Approved to Date:	**$140,000**		
Balance of Grant Funds Available:	**$0**		