

**PORTLAND FISH PIER AUTHORITY
BOARD OF DIRECTORS
May 16, 2022, 3:00 PM**

(postponed from April 11, 2022)

Remote Meeting Format – ZOOM Platform

PFPA Board members:

Class A Director: Member of the Portland City Council - Councilor Tae Chong
Class B Director: Representing the fishing industry - Meredith Mendelson, Department of Marine Resources, Vice President
Class C Director: Representing the Commissioner of the Maine DOT - Matthew Burns, Treasurer
Ex-Officio Director: Representing the City Manager - Brendan O'Connell, Finance Director
Ex-Officio Director: President of the Board of Directors of the Portland Fish Exchange - Ellen Sanborn

Note: This will be the final meeting of Ellen Sanborn's tenure as the ex-officio Board member representing the Portland Fish Exchange. Ms. Sanborn has been a long-time member of the Exchange Board. In her previous role as the Finance Director for the City of Portland, Ms. Sanborn ably kept the finances of the Portland Fish Pier Authority and was the primary staff to the Board. All of us who work with these two entities thank her for her years of service to the State of Maine fishing industry.

1. Digital check into Zoom

- a. Please click the link below to join the webinar:

<https://portlandmaine-gov.zoom.us/j/82013004740?pwd=aStPUFFRQkVhQnJBQXMzRUpKZ3BxZz09>

Passcode: 784688

Or One tap mobile :

US: +13126266799,,82013004740# or +19292056099,,82013004740#

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2. Approval of February 28, 2022, meeting Minutes.

- a. Draft Minutes attached.

3. Potential Infrastructure and Program Funding through CARES Act Funding - Bill Needelman, Waterfront Coordinator, Steven Schultz, PFX GM, Meredith Mendelson, Maine DMR Deputy Commissioner

4. Financial Update - Statement produced by Tonya Mitchell, Senior Admin Officer II, Finance Department. Presented by Bill Needelman, Waterfront Coordinator.

- a. Financial update attached.

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

- a. Facilities update attached.

6. Portland Fish Exchange update – Ellen Sanborn, PFX President, Steven Schultz, GM

- a. General Manager's Report
- b. Request for Financial Assistance

The Portland Fish Exchange requests \$240K to cover three months' operations (see Strategic Planning Memo for Agenda Item 7).

Action Item - Public Comment

7. Strategic Planning – Needelman, Steven Schultz, PFX GM

- a. Presentation on "Roadmap" for the future of the Portland Fish Exchange (PFEX), Steven Schultz
- b. Strategic Actions, Needelman
- c. Board composition and potential changes in Representation, Goldman

Note: Consistent with Executive Session Statute--1 MRSA 405(6)(C) & (E), the Board may go into Executive Session to discuss Agenda Item 7.

Draft Motion: To recommend to the City Council that the Bylaws of the Portland Fish Pier Authority be amended to expand the Board of Directors from 5 to 7 members by adding one Class B Director and one Class C director substantially as set forth in the revised draft of the Bylaws included with the Agenda.

The intent of the expansion is to add an additional Class B (seafood industry representative) and to create a new Class C representative to be appointed by the Commissioner of the Maine Department of Marine Resources.

Action Item - Public Comment

8. Home Port Berthing Update - Needelman

- a. Staff is reviewing and updating monthly berthing Agreements to ensure insurance coverage and to clarify vacancy turnover procedures.

9. Election of Officers

- a. With the departure of former Portland Fish Pier President, Nick Mavodones, the Board will need to nominate and elect a new president of the Board.

Action Item - Public Comment

10. Marine Trade Center Lease Amendments – Postponed until a later meeting. Greg Davidson, Marine Trade Center Associates

11. Salary Reimbursement Request for funding a portion of the Waterfront Coordinator Position for the 2022 fiscal year. Mary Davis, Housing and Economic Development Director.

- a. **NOTE:** The Board may go into executive session pursuant to 1 M.R.S.A. 405(6)(A) for a discussion of personnel matters regarding the Waterfront Coordinator position.

The Portland Fish Pier Authority is currently funding 33% of the salary and benefits for the Waterfront Coordinator position. The City Manager's FY2023 budget draft recommends increasing this request from the Portland Fish Pier Authority to 50% of salary and benefits of approximately \$58,000.

As discussed by the Board at the April 12, 2021 PFPA meeting, requests for salary support for up to 50% of the Waterfront Coordinator will be reviewed annually.

Memo describing the request from Mary Davis, Interim HEDD Director, attached.

Action Item - Public Comment

12. Lot 1-1 Development Interest

- a. **Note:** Consistent with Executive Session statute--1 MRSA 405(6)(C) & (E) the Board may go into Executive Session to discuss Agenda Item 12.

13. Adjournment

**Fish Pier Authority
FY22 Budget Status
As of Mar 31, 2022**

Revenue:	FY22 Budget		FY21 YTD		FY21 vs. FY21	
	Budget	%	YTD	Balance	%	
Miscellaneous	14,395	5,086	9,309	35.3%	(1,129)	-18.2%
Berthing	29,376	21,612	7,764	73.6%	2,028	10.4%
Parking	336,670	289,092	47,578	85.9%	39,217	15.7%
Ground Rent (Leases)	199,833	158,804	41,029	79.5%	27,132	20.6%
Total Revenue	580,274	474,595	105,679	81.8%	67,248	16.5%
Expenditures:						
Admin. and Maint. Services	94,060	64,291	29,769	68.4%	7,591	13.4%
Travel/Training/Meetings	1,500	0	1,500	0.0%	0	0.0%
Contractual Services	20,200	13,177	7,023	65.2%	2,634	25.0%
Engineering Services	26,000	3,237	22,764	12.4%	(1,667)	-34.0%
Printing/Copying	400	817	(417)	204.3%	417	104.3%
Equipment Repair	10,000	12,662	(2,662)	126.6%	6,143	94.2%
Land/Pier/Building Repair	215,000	73,194	141,806	34.0%	(86,110)	-54.1%
Insurance	14,369	12,250	2,119	85.3%	12,250	0.0%
Supplies	13,500	619	12,881	4.6%	(7,445)	-92.3%
Electricity	15,000	8,045	6,955	53.6%	(466)	-5.5%
Debt Service	11,612	1,141	10,471	9.8%	(200)	-14.9%
Total Expenditures	410,029	189,434	232,207	46.2%	(66,853)	-26.1%
Net Revenues Over(Under) Expenditures	170,245	285,161	(114,916)		134,101	88.8%



PORTLAND MAINE

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To: Portland Fish Pier Authority Board
From: Philip DiPierro, Facilities Project Manager
Date: May 11, 2022
RE: Facilities Update
CC: Kathy Alves, Facilities Director

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

Updates for February, March & April 2022

- Issues associated with the refrigeration system in the Fish Exchange building are being addressed. The City is working with an engineer and refrigeration contractor to determine the components that need to be either upgraded, replaced or maintained.
- Tech Associates continues to work on a bid package, including plans and specs, for the pile jacket and pier repair project. The project will be based on the results of the inspection that was completed last year.
- Four camels have been ordered and delivered for installation at sorting pier 1 and sorting pier 2. Three camels will be installed at sorting pier 1 and one camel will be installed at sorting pier 2. The log camel that broke loose from the net yard last year has been recovered and reinstalled. The 4 camels were delivered on April 11th, and installation will take place as soon as possible depending on weather and contractor availability.
- Several loose and/or broken piles throughout the facility have been identified. Fore River Dock & Dredge was hired to pull and re-bolt 5 piles, and replace 7 piles. JW Hale was hired to replace several chocks and wales around sorting piers 1 and 2.
- Ongoing repairs continue throughout the facility to address a list of maintenance items.
- Seabreeze Property Services is working on sweeping, spring cleanup and seasonal maintenance activities in.

Updates for December 2021 & January 2022

- Tech Associates is working on a bid package, including plans and specs, for the pile jacket and pier repair project. The project will be based on the results of the inspection that was completed last year.
- Four camels have been ordered for installation at the net yard and sorting pier 1. One camel will be installed at the roller in the net yard, and three camels will be installed at the PFEX sorting pier 1. Delivery is expected to take place in March, and installation is expected soon thereafter depending on weather and contractor availability.
- Several loose and/or broken piles throughout the facility have been identified. A contractor will be hired to either pull and re-bolt the piles, or to replace the piles.
- Ongoing repairs continue throughout the facility to address a list of maintenance items.

Updates for November 2021

- Tech Associates is working on a bid package, including plans and specs, for the pile jacket and pier repair project. The project will be based on the results of the inspection that was completed in March.

- A local camel vendor was recently contacted to provide pricing for adding camels to various locations around the facility. I met with Fish Pier staff to identify locations to install the camels.
- Ongoing repairs continue throughout the facility to address a list of maintenance items.

Updates for October 2021

- Tech Associates has been directed to develop bid documents including plans and specs for the pile jacket and pier repair project. The project will be based on the results of the inspection that was completed in March.
- Thyng Paving completed the paving repairs to the trenches where the water lines were repaired earlier this year.
- Seabreeze Property Services completed the fall cleanup work included in their maintenance contract. They also completed sweeping along the fleet berthing area, the service piers, and the bulkhead adjacent to the Marine Trade Center.
- A fourth ladder was replaced at sorting pier 1 outside the PFX. One ladder along the bulkhead wall in the net yard is scheduled to be repaired.
- Recent maintenance repairs included welding the lower whaler back into place along the home fleet berthing area, and repairing the fender at the southeast corner of Service Pier #1 by Vessel Services.
- Ongoing repairs continues throughout the facility to address a list of maintenance items. Items include completing the installation of the pile covers for the composite piles that were recently driven, maintenance of camel chains along the transient berthing area, etc.

Updates for August 2021 - September 2021

- Tech Associates developed a basic list that prioritizes repairs that are most needed to the piers and bulkhead in the immediate future. The list is based on the results of the inspection that was completed in March. Staff is also in the process of determining whether or not all the recommendations listed in the report should be bid as one complete project or if work should be completed in phases. A decision will be made once funding sources have been identified.
- Seabreeze Property Services completed the cleanup of the vegetation, installation of rip rap, and loaming and seeding of the fence line between the west parking lot and the GMRI.
- Three ladders were replaced throughout the Fish Pier complex. The City worked with a contractor to install 3 new ladders along the bulkhead outside the Marine Trade Center, and one ladder is scheduled to be replaced at sorting pier 1 outside the PFEX. One ladder along the bulkhead wall in the net yard is scheduled to be repaired.
- Zebra Striping completed the “work limits and access delineation” striping of the repair berth apron adjacent to the Marine Trade Center.
- Waterworks Diving Services spent one day cleaning camels around the service piers and at the transient berthing space along the bulkhead wall.
- Ongoing repairs continues throughout the facility to address a list of maintenance items. The items include repairing the fender at the southeast corner of Service Pier # 1, completing the installation of the pile covers for the composite piles that were recently driven, repair of the lower whaler along the home fleet berthing area, maintenance of camel chains along the transient berthing area, etc.

Updates for June 2021 - July 2021

- Tech Associates is in the process of completing a work scope and RFP based on the results of the inspection of the piers and bulkhead that was recently completed.
- A water leak was discovered last month in the service lateral to the Douty Brothers building. Jimino Plumbing and Heating was hired to replace the line from the PWD water main to the building. Les Wilson & Sons was subcontracted to complete the emergency repair from the main to the meter pit outside the building. High ground water levels were observed during the water line replacement construction.

- The City is working with a local marine contractor to facilitate the repair of a list of maintenance items. The items include repairing the fender at the southeast corner of Service Pier # 1, completing the installation of the pile covers for the composite piles that were recently driven, repair of the lower whaler along the home fleet berthing area, maintenance of camel chains along the transient berthing area, etc.
- Several pier ladders are scheduled to be repaired or replaced throughout the Fish Pier complex. The City is working with two contractors to complete the work.
- The City's Water Resources Division completed catch basin cleaning and sweeping throughout the facility. The trench drains in front of the PFEX building have also been flushed and cleaned.
- Zebra Striping has been hired to complete the "work limits and access delineation" striping of the repair berth apron adjacent to the Marine Trade Center. Striping is expected to be completed in August.

Updates for April 2021 - May 2021

- Tech Associates completed the inspection, and supplied a report, of the steel and coating conditions for all Sorting Pier piles, Service Pier piles, and bulkhead sheet piles above MLW, including bracing conditions and ultrasonic steel thickness readings. The report indicates that maintenance is needed, and Facilities plans to meet with Tech Associates this week to discuss a scope of work and the RFP process.
- A water leak was discovered last month in the service lateral to the Fish Pier building. Jimino Plumbing and Heating was hired to replace the line from inside the Fish Pier building back to the PWD water main. Les Wilson & Sons completed the emergency repair from the main to the building exterior wall, and Jimino completed the installation of a new water line from the building exterior wall to the utility room. High ground water levels were observed during the water line replacement construction.
- The fender at the southeast corner of Service Pier # 1 has pulled away from the side of the pier and is scheduled to be repaired.
- Approximately half of the pile covers for the composite piles that were recently driven, have been received and installed. The remaining pile covers will be installed in the near future.
- Several sections of the lower whaler along the home fleet berthing area are disconnected from the bulkhead. A contractor will be hired to repair it.
- Several of the camel chains along the transient berthing area are in need of maintenance. The City is working with a contractor on the scope of work and pricing.
- Several pier ladders are scheduled to be repaired or replaced throughout the Fish Pier complex.

**PFEX Management / Landings Report for May 16, 2022**

Groundfish Landings	<u>Actual</u>	<u>Budgeted</u>	<u>Variance</u>	<u>Avg Fish \$/lb.</u>
Mar	52.5K lbs.	122.5k lbs.	(70K) lbs.	\$1.82
Apr	61.7K lbs.	122.5k lbs.	(60.8K) lbs.	\$1.82
May	0 lbs.	22K lbs.	(22.5K) lbs.	\$ --
Total Landings YTD (5/12/22)	204 lbs.	1.75M lbs.	(842K) lbs.	\$1.88
Off-auction landings.				
Mar	0 lbs.	0 lbs.	0 lbs.	
Apr	0 lbs.	0 lbs.	0 lbs.	
May	0 lbs.	52.5 lbs.	(52.5K) lbs.	
Total Off-auction YTD (5/12/22)	0 lbs.	52.5 lbs.	(52.5) lbs.	
Pumping				
Mar	0 lbs.	0 lbs.	0 lbs.	
Apr	0 lbs.	0 lbs.	0 lbs.	
May	0 lbs.	0 lbs.	0 lbs.	
Total Pumping YTD (5/12/22)	0 lbs.	0 lbs.	0 lbs.	

Landings Notes:

- No contract unloading in May
- No landings
- High fuel prices keeping boats in

Financial Notes:

- Awaiting CARES funds
- Limited Income
 - Seeking \$240K to cover three months operations

Other Notes:

- Cooling infrastructure re-engineering underway
- MTI grant application submitted: \$175k requested
- No Auctions
- Evaluating operations

City of Portland | Housing and Economic Development Department
Mary P. Davis, Interim Director



Memorandum

To: Portland Fish Pier Authority Board of Directors
From: Bill Needelman, Waterfront Coordinator
Date: May 12, 2022
RE: Fish Pier Strategic Planning and Governance

Introduction:

Crafting a strategic vision for the Portland Fish Pier has been an ongoing process by the Board, staff, tenants and industry interested parties for over two years. During that time, much hampered by the pandemic, a great deal of industry feedback has been collected and synthesized into a framework of potential actions for the Board's consideration. While fundamentally a Fish Pier process, the Portland Fish Exchange's dominant position as the operational arm of the City's seafood related holdings have predictably (and rationally) been woven into the inquiries and results of the process.

At the conclusion of the last meeting of the PFPA Board of Directors, staff recommended that this strategic planning framework be the primary topic of conversation and potential action at the next meeting. Action steps contemplated have been generally separated into *infrastructure and development* items (under the purview of the PFPA Board) and *operational adjustments*, largely focused on the PFX (requiring coordination with the PFX Board.)

Portland Fish Exchange Issues: Road Map for the Future

During the intervening time leading up to the May 16 meeting, the Portland Fish Exchange (PFX) has hired a new General Manager, Steven Schultz. From the moment of Mr. Schultz's arrival, he and the Waterfront Coordinator have worked closely to align work programs and to ensure continuity of process. Unfortunately, the financial and operational needs of the PFX have superseded the strategic planning process to date. In short, the financial condition of the PFX, which has been difficult for many years, has become acute.

Significant adjustments to the operation, scope, and structure of the PFX have been discussed along with strategic planning for the Portland Fish Pier; but, short-term necessities for decision making bring these PFX issues to the forefront - ahead of potential longer-term infrastructure changes to the broader Fish Pier complex. Accordingly, "strategic planning" for the purpose of this meeting will focus on addressing the needs of the PFX.

City of Portland | Housing and Economic Development Department
Mary P. Davis, Interim Director



Mr. Schultz has prepared a one page summary of issues for discussion which is included in the packet. A more detailed presentation will be provided at the meeting, much of which has already been discussed by the PFX Board in executive session. PFX staff and Board seek feedback and guidance from the PFPA Board on these issues and a potential path forward. While operational decision making for the PFX continues to lie with that staff and board, the financial support needed from the PFPA necessitates mutual understanding of the situational status and agreement on next steps.

Governance and Board Representation: Potential Bylaws Amendments

The remaining strategic issues, as articulated by PFPA Vice President Meredith Mendelson at the previous meeting, relate to *governance and seafood industry representation* on the Board of Directors. Included with this packet are proposed amendments to the Portland Fish Pier Authority Bylaws. The proposed amendments would add two seats to the Board of Directors and amend the process for nominating these directors.

- **Add and additional Class B director** – The Class B seat is the fishing industry representative seat. For the previous 10+ years this seat been held by a staff member of the Maine Department of Marine Resources (DMR.) The amendment would create an additional Class B director to expand industry representation on the board. It is the expectation of these amendments, that both Class B seats would be held by industry representatives – not agency staff. Expanded industry representation on the Board has been a longstanding request of fishing groups as well as DMR.
- **Add a new Class C director** – Currently the sole Class C seat is held by a senior staff member of the Maine Department of Transportation (MDOT.) The new seat would be held by the Commissioner or senior staff member of DMR. Essentially, this amendment maintains DMR representation on the board, which has been invaluable.
- **Changes to Member Nomination process** –
 - Class B Director** - The amendments suggest that one of the Class B directors be nominated by the Commissioner of DMR (which is the status quo) and that one Class B member be nominated by the Mayor of the City of Portland.
 - Class C Director** – The new Class C Director would be either the Commissioner of DMR or their assigned senior staff representative (similar to the MDOT seat.)

City of Portland | Housing and Economic Development Department
Mary P. Davis, Interim Director



Process moving forward: The Board of Directors has the authority to unilaterally amend the PFPA Bylaws; however, the number of seats on the Board are dictated by the Articles of Incorporation. Only the City Council, as corporator of the Portland Fish Pier, may amend the articles. If the Board votes to approve the proposed amendments, the new seats would only be filled after a vote by the City Council acting as corporator to expand the board within the articles.

Associated Attachments:

- PFX Strategic issues
- Reline Draft of the Portland Fish Pier Bylaws

PFOX – STRATEGIC PLANNING WORKSHOP

PFOX Discussion Points

- Assess state of PFOX and desire\needs to evolve for future relevancy
- Evaluate PFOX's current business model. Does the transformation from an auction centric model offering services to a vessel services model offering an auction make sense (customer\vessel driven)?
- Is there benefit to aligning resources with Maine's ground fishing community? Are City and State resources available to support a business model change?
- Do fisherman's quality of life factor into change? Is providing convenience incentive to keep vessels close to home the path?
- Are efficiencies through combining PFOX with local/state organizations (e.g., FPA) worthwhile?
- Should Maine caught fish be elevated from a commodity to a brand with a goal of generating awareness and trial of Maine's premier resource?
- Is transforming PFOX a priority?



BYLAWS OF PORTLAND FISH PIER AUTHORITY

ARTICLE I

Name, Principal Office, Corporate Seal

Sec. 1. Name.

The name of this corporation shall be Portland Fish Pier Authority.

Sec.2. Principal office.

The principal office for the conduct of the activities of the corporation shall be located at the premises leased by the corporation on the Portland Fish Pier, Portland, Maine.

Sec. 3. Corporate seal.

The corporate seal of the corporation shall be circular in form and shall bear the words and figures "Portland Fish Pier Authority," 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.

ARTICLE II

Meetings of Corporator

Sec. 1. Annual meeting.

The annual meeting of the Corporator shall be held upon such date during the month of July in each year as shall be fixed by the Board of Directors at the principal office of the corporation, provided that the Corporator may in any year itself fix the date of the Annual Meeting of the Corporator and may fix the place thereof as the City Council Chambers, City Hall, Portland, Maine. If the Board of Directors or Corporator for any reason fails to fix such date, the Annual Meeting of the Corporator shall be held at the principal office of the corporation on the third Monday of September in each year. The Secretary shall cause a notice of the Annual Meeting: (i) to be posted at some conspicuous place at the principal office of the corporation; and (ii) to be mailed to the Clerk of the City of Portland, in both cases not less than 30 days before the date fixed for the meeting. The Board of Directors and members of the public shall be entitled and encouraged to attend the Annual Meeting and shall be entitled, subject to the direction of the chairman of the meeting, to ask questions and state their views.

Sec. 2. Special meetings.

Special meetings of the Corporator may be called by the President or by the Board of Directors or by the Corporator to be held at such time and place as shall be fixed in the call of the meeting. If no such place is fixed, the special meeting shall be held at the principal office of the corporation. Notice of special meetings shall be given in the same manner as the notice of the annual meeting, and the Board of Directors and members of the public shall have the same right to attend and to ask questions and state their views as in the case of the annual meeting.

Sec. 3. Proxies.

The Corporator may vote at any annual or special meeting of the Corporator by proxy or proxies executed in writing by the Corporator as authorized by its City Council. The Corporator may, but is not required to, appoint any one or more, or all, of its City Councilors as its proxy agents to represent it at any annual or special meeting of the Corporator.

Sec. 4. Action in writing.

Notwithstanding any other provision of these bylaws, any action required or permitted by law or otherwise to be taken at a meeting of the Corporator may be taken without a meeting if a written consent, setting forth the action so taken, is signed by the Corporator by authority of its City Council and is filed with the Secretary of the corporation as part of the corporate records. Such written consent shall have the same effect as a unanimous vote by the Corporator and may be stated as such in any certificate or document required or permitted to be filed with the Secretary of State, and in any certificate or document prepared or certified by any officer of the corporation for any purpose.

ARTICLE III

Board of Directors

Sec. 1. Powers; Eligibility.

The business and affairs of the corporation shall be managed by a Board of Directors, who shall have the powers and duties set forth in the Articles of Incorporation, these Bylaws and the Rules and Regulations. Directors need not be residents of the City of Portland; provided, however, that Directors shall be residents of the State of Maine.

Sec. 2. Qualifications of Directors.

The Board of Directors shall be divided into three classes as follows:

Class A Director – there shall be one (1) Class A Director who shall be an individual who is a duly elected member of the Portland City Council.

Class B Director – there shall be ~~one (1)~~ two (2) Class B Directors who shall be ~~an~~ individuals who ~~shall~~ represent the fishing industry in the State of Maine.

Class C Director – there shall be ~~one (1)~~ two (2) Class C Directors. Notwithstanding any provision contained in these Bylaws ~~apparently~~ to the contrary, such persons shall be: (i) ~~shall be~~ the Commissioner of the Maine Department of Transportation (DOT) or ~~an assigned~~ representative from the senior leadership of ~~the Department~~ DOT designated by the Commissioner of DOT; and (ii) the Commissioner of the Maine Department of Marine Resources (DMR) or an assigned representative from the senior leadership of DMR designated by the Commissioner of DMR ~~the Department~~. The provisions of Section 4 regarding nomination of directors and Section 5 regarding vacancies shall not apply to the Class C Directors. ~~The Commissioner of the Maine Department of Transportation and the Commissioner of the Maine Department of Marine Resources shall have the power to appoint and remove the Class C Director in his or her at their sole discretion.~~ In order to effect nomination or removal, written notification must be received by the Secretary of the Board of Directors at least forty-eight (48) hours before the annual meeting of the Board of Directors, or any other meeting of the Board of Directors including, without limitation, any regular meeting, any special meeting and any executive session.

Sec. 3. Ex-Officio members of the Board of Directors.

There shall be two (2) individuals who shall be deemed ex-officio members of the Board of Directors by virtue of his or her holding the position of:

- (i) City Manager of the City of Portland.

In the event that the City Manager shall decline or is precluded from serving, the first of the following city officials who is able and eligible shall serve as ex officio member: (i) Assistant City Manager; (ii) Finance Director; and

- (ii) President of the Board of Directors of the Portland Fish Exchange.

In the event that the person holding the office of President shall decline or be precluded from serving, the first of the following officers who is able and eligible shall serve as ex-officio member: (i) Secretary; (ii) Treasurer; (iii) Assistant Secretary; (iv) Assistant Treasurer.

The provisions of these bylaws contained in Section 5 regarding term of office, Section 4 regarding nomination of directors and Section 7 regarding vacancies shall not apply to said ex-officio members. Each ex-officio member may 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 shall enjoy all the rights, privileges and responsibilities of all other members of the Board of Directors. The Board of Directors may take action by unanimous consent only with the consent of said ex-officio members. Ex-officio members shall be entitled to the same indemnification rights available to all Directors under the law, these bylaws or otherwise.

Sec. 4. Nomination of Directors.

In determining who shall be appointed Directors at the first annual meeting of the Corporator following the incorporation of this corporation, and at each annual meeting thereafter, the Corporator, acting through its City Manager or an appropriate committee, shall receive nominations as follows:

Class A Director - nomination of the Class A Director shall be received from the Mayor of the City of Portland.

Class B Director – nomination of one of the Class B Directors shall be received from the Commissioner of the Maine Department of Marine Resources, and the nomination of the other Class B Director shall be received from the Mayor of the City of Portland.

Sec. 5. Term of office.

Each director shall serve for a term of one year or until his or her successor is appointed and qualified. Directors shall be appointed prior to the annual meeting of the Board.

Sec. 6. Voting.

Each director shall be entitled to one vote.

Sec. 7. Vacancies.

Vacancies occurring in the Board of Directors for any reason shall be filled for the unexpired term by the Corporator by appointment of an individual qualifying and eligible for such position.

Sec. 8. Resignations.

Any director may resign his or her office by delivering a written resignation to the President, such resignation to be effective upon the date or condition stated therein.

ARTICLE IV

Meetings of Board of Directors

Sec. 1. Annual meeting.

The annual meeting of the Board of Directors shall be held without call immediately following the annual meeting of the Corporation at the principal office of the corporation, or at some other place fixed by the President.

Sec. 2. Regular meetings.

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.

Sec. 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.

Sec. 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 five (5) days in advance thereof. Notice may be given in writing, by telegraph, by telephone, by oral statement or by any other means to the Directors in person or by delivery of a writing to his or her 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. Mail as first class mail, postage prepaid. Neither the business to be transacted thereat, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice of such meeting, except when otherwise provided by law.

Sec. 5. Executive Session.

The Board of Directors may go into Executive Session and determine matters therein when they deem appropriate and whenever, in their judgment, the best interests of the corporation would be served thereby.

Sec. 6. Quorum.

~~Three~~ Four directors shall constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of a majority 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.

Sec. 7. 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 attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him 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 and acts additional thereto and supplementary thereof, to which reference is made.

ARTICLE V

Officers

Sec. 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 Vice 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.

Sec. 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.

Sec. 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.

Sec. 4. Vacancies.

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

Sec. 5. President.

The President shall be a Director and shall preside at all meetings of the Board of Directors.

Sec. 6. Secretary.

The Secretary shall attend all meetings of the Corporator and the Board of Directors and keep minutes of all meetings of the Corporator 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.

Sec. 7. Treasurer.

The Treasurer shall be the chief financial officer of the corporation and 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. The Treasurer may delegate any of his or her duties to the Fish Pier Authority Manager.

Sec. 8. Assistant Treasurers and Assistant Secretaries.

If appointed by the Board of Directors, Assistant Secretaries and Assistant Treasurers shall have such powers and duties as may be prescribed from time to time by the Board of Directors.

Sec. 9. Fish Pier Authority Manager.

The Fish Pier Authority Manager shall have superintendence of the business activities of the corporation, and shall have such other powers and duties as may be set forth in the Rules and Regulations of the Fish Pier Authority. The Fish Pier Authority Manager may be an individual, corporation or partnership, and shall be selected by the Board of Directors, which shall fix the compensation of the Fish Pier Authority Manager. The Fish Pier Authority Manager as such

shall not be an officer of the corporation or a member of the Board of Directors, but the Fish Pier Authority Manager, if an individual, may be a member of the Board of Directors of the corporation.

Sec. 10. Other employees.

Other employees of the corporation shall be appointed and supervised by, and shall serve at the pleasure of, the Fish Pier Authority Manager.

ARTICLE VI

Adoption, Amendment

Sec. 1. Adoption.

The initial bylaws of this corporation shall be adopted by the Board of Directors.

Sec. 2. Amendments.

These bylaws may be amended at any meeting of the Board of Directors, provided that a written notice stating the proposed amendments shall be sent to each director and member of the Advisory Committee no less than five (5) days before the date of such meeting. A two-thirds (2/3) vote of those directors present is necessary for the passage of any amendment.

ARTICLE VII

Conflict of Interest

No director may vote on any matter in which the director has a direct or indirect pecuniary interest as defined in 30-A MRS 2605(4). Directors shall also attempt to avoid the appearance of a conflict of interest in any matter by disclosure or by abstention pursuant to 30-A MRS 2605(6).



CITY OF PORTLAND
Housing and Economic Development Department
Mary P. Davis, Interim Director

MEMORANDUM

To: Portland Fish Pier Authority

From: Mary Davis, Interim Director

Subject: Annual Request to use Portland Fish Pier Authority Funds to Support the Waterfront Coordinator Position in FY2023

Date: May 10, 2022

This memorandum requests the Fish Pier Authority (FPA) to consider and approve using FPA funds, in the approximate amount of \$58,030, to cover fifty (50) percent of the FY2023 annual compensation costs (which includes benefits) for the City Waterfront Coordinator position.

This is the third annual request. For FY2022, the Board approved 33.3% of the salary and benefits of approximately \$37,021; and for FY2021, the Board approved 50% of salary and benefits of approximately \$54,500.

BACKGROUND

The continued impact of the Pandemic has resulted in significant revenue reductions to the City of Portland. To prepare the FY2023 City operational budget, the Finance Director has challenged Department Directors to reduce overall Department budget expenditures and to propose creative approaches to fund needed staff to support on-going City service delivery. This is a result of that response for the Waterfront Coordinator position; the remaining funding for this position is from the Waterfront TIF fund.

Examples of Bill's time dedicated to the FPA include:

- lead staff to prepare and issue all meeting agendas, minutes, and backup;
- liaison between FPA tenants and fishing industry;

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- lease negotiations;
- intra-City departmental coordination;
- press and community relations contact;
- lead on current FPA strategic planning process.

REQUEST FOR CONSIDERATION

I ask that the FPA consider and vote to approve the request to fund 50% of the City Waterfront Coordinator Position.

I will attend your May 16, 2022, FPA Board meeting to discuss this with you and answer any questions.