PORTLAND FISH PIER AUTHORITY
BOARD OF DIRECTORS
May 31, 2022, 5:00 PM

Via Zoom Webinar (Link at Item #1 on Agenda)

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 - Rob Odlin

1. Zoom Public Meeting Information

a. Please click the link below to join the webinar:
https://portlandmaine-gov.zoom.us/j/88218298936?pwd=RUxUZlZWWitiN2lBclo5ZStkYmdPdz09
Passcode: 165919
Or One tap mobile :
US: +19292056099,,88218298936# or +13017158592,,88218298936#
Or Telephone:
Dial(for higher quality, dial a number based on your current location):
US: +1 929 205 6099 or +1 301 715 8592 or +1 312 626 6799 or +1 669 900 6833 or +1 253 215 8782 or +1 346 248 7799
Webinar ID: 882 1829 8936
International numbers available: https://portlandmaine-gov.zoom.us/u/kbcKgjDjNo

2. May 16, 2022, Meeting Minutes

a. Meeting Minutes from the May 16, 2022, meeting will be provided for approval at the next regular meeting of the PFPA Board.

3. Salary reimbursement request for funding a portion of the Waterfront Coordinator position for the FY2023 - Mary Davis, Interim Housing and Economic Development Director

a. 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.

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.

4. **Portland Fish Exchange Request for Financial Support - Steven Schultz, General Manager; Rob Odlin, PFX President**

a. The Portland Fish Exchange requests $240K to cover three months of operations.

See attached a supporting memo from Steven Schultz, Portland Fish Exchange General Manager.

Note: Consistent with Executive Session statute--1 MRS 405(6)(A)(C) & (E) the Board may go into Executive Session to discuss Agenda Item 4.

Action item **Public Comment**

5. **Strategic Planning - Needelman**

a. • Board composition and potential changes in representation, Goldman

Note: Consistent with Executive Session statute--1 MRS 405(6)(C) & (E) the Board may go into Executive Session to discuss Agenda Item 5.

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**

6. **Election of Officers - All. 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.**

a. **Action Item** **Public Comment**

7. **Setting the next meeting date and adjournment.**

a. The next meeting of the Board is tentatively scheduled for June 13, 2022.

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;

- 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.

PORTLAND FISH EXCHANGE

6 Portland Fish Pier | Portland, ME 04101
Toll Free 1-866-633-4741 | Tel 207-773-0017 | www.pfex.org
Email to: hails@pfex.org

May 31, 2022

To: Portland FPA Board

RE: FPA Request for Operational Cost Summaries

Summary
The following is requested supporting data to the Portland Fish Exchange's $240K operational funding (5/16/22 Fish Pier Authority meeting) request. Given the continued declining health of the Exchange, the Portland Fish Pier Authority required the data prior to funding consideration.

Scenarios
The following is a two-scenario cost analysis. This data should be used as guidance until operating objectives are determined.
Analysis included:

1. Cost to maintain FPEX building, no operations
2. Cost to manage FPEX auction, minimized expenses

Analysis
It was found that:

1. Maintaining an empty building is projected to be profitable, +$137K annually
2. Continuing operating the exchange is projected to be unprofitable (-$120K) annually

Considerations
If the objective is to provide services to Ground Fisherman, then continued PFEX operations is the direction to pursue. However, ceasing the auction and offering fee-based services (e.g., unloading, cold storage, cross docking) is not only worth considering, but an opportunity for revenue generation. Furthermore, FPEX staff employment will likely be uninterrupted.

If revenue stability is the objective, then dissolving the PFEX and leasing the real estate to a third party is the path to consider. This scenario also provides an opportunity to require a tenant to conduct an auction and, potentially, assume the FPEX employees. Multiple credible parties have expressed interest in the facility, in addition to the right of first refusal for available space included in the Cozy Harbor sublease.

While leasing is financially prudent, a decision should only be made after an operating objective is determined. In doing so, variables to consider include:

- Keeping the auction service operating
- Serving the wider groundfish fleet
- Leasing to private sector

In light of FPEX's financial scenario, this decision should be made quickly.

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

<u>Board of Directors</u>

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 a~~n 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 a~~n 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 Corporator 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).