

**MINUTES OF THE June 20, 2024 MEETING OF THE MEMBERS
OF THE FINANCE AUTHORITY OF MAINE**

Chair Trafton called the June 20, 2024 meeting of the Finance Authority of Maine to order at 9:00 a.m. This meeting was conducted in person at the offices of the Authority in Augusta, Maine, and virtually through Zoom. Provisions were made for the public to attend.

Legal Assistant, Elizabeth Polk, noted for the record that the members had received an Agenda and Notice of Meeting and that notices of the meeting had been published in certain newspapers throughout the state (*see Affidavits of Publication attached as Appendix 2*).

A. CALL TO ORDER

Ms. Polk called the roll of the members and noted that there were sufficient members present for the purpose of beginning the meeting.

Those members present were as follows:

Richard Trafton, Chair
Dustin Brooks, Vice Chair
Renee Ouellette
Steve Shannon
Henry Beck
Jean Hoffman *entered the meeting in person at 9:15 a.m.*
William Tracy
Heather Johnson *entered the meeting in person at 9:27 a.m.*
Fritz Onion
Dave Daigler
Andy Mueller
Daniel Cummings
Amanda Beal

Those members absent:

Jennifer Hogan
Blue Keim

Staff present:

Carlos Mello, Chief Executive Officer
Sarah Nadeau-Balducci, Deputy General Counsel
Tushima Sims, Accounting Manager
Martha Johnston, Director of Education

Jennifer Cummings, Director of Business Programs
Bert Audette, Chief Information Officer
Scott Weber, Senior Credit Officer
William Norbert, Governmental Affairs & Communications Manager
Lisa Brown, Director of Human Resources
Elizabeth Vanderweide, Director of Business Development
Elizabeth Polk, Legal/Executive Assistant
Jonathan Poole, Director of Strategic Development
Mish Sommers, Organizational Transformation Manager
Emily Babineau, Business Programs Manager
Christopher Roney, General Counsel

A: CALL TO ORDER

A1: Ascertainment of Quorum 9:03 a.m.

A2: Approval of the February 21, 2024 Advisory Committee on Education Savings Minutes

A3: Approval of the May 9, 2024 Executive Committee Meeting Minutes

A4: Approval of the May 10, 2024 Business Committee Meeting Minutes

A5: Approval of the May 10, 2024 Risk Management and Audit Committee Meeting Minutes

A6: Approval of the May 16, 2024 Board Meeting Minutes

A motion was made by Mr. Brooks and seconded by Mr. Daigler to approve/accept (1) the minutes of the February 21, 2024 Advisory Committee on Education Savings Minutes (2) the May 9, 2024 Executive Committee Meeting Minutes; (3) the May 10, 2024 Business Committee Meeting Minutes; (4) the May 10, 2024 Risk Management and Audit Committee Meeting Minutes; (5) the May 16, 2024 Board Meeting Minutes. The motion was approved by a vote of 11 in favor 0 opposed, and 0 abstentions.

B: CHAIR'S REPORT 9:06 a.m.

Mr. Trafton stated that a recent phishing email had been sent to some board members. These emails impersonated him and were asking these members to approve a large transfer of money. He stated that FAME's IT team investigated the emails and sent an email to board members warning them about the email. The email from IT advised board members to report the phishing email as well as any other phishing emails they receive.

C: ACTION ITEMS

C1: Approval of NextGen 529 Program Modifications 9:09 a.m.

Ms. Giles stated that she wished to discuss the items within her memo in executive session.

A motion to enter Executive Session No.1 under 1 MRSA §405(6)(F) and 1 MRSA §402(3)(A) was made by Mr. Brooks and seconded by Mr. Tracy and approved unanimously.

Entered executive session 9:10 a.m.

Exited executive session 9:21 a.m.

Jean Hoffman entered the meeting at 9:15 a.m.

Amanda Beal left the meeting at 9:20 a.m.

A motion to approve the changes to the changes to NextGen as described in the presentation was made by Ms. Ouellette and seconded by Mr. Shannon and was approved by a vote of 11 in favor, 0 opposed, and 0 abstention.

C2: Approval of Bond Resolution- President and Trustees of Colby College- Revenue Obligation Securities Program

Mr. Roney presented the Bond Resolution to the board. He stated that the \$75 million dollar bond will go towards building a dorm on Colby College's Campus. Mr. Roney then stated that the bond has gone through all the necessary steps for approval and that this is the final step. If the board approves the bond the deal is set to close in early July. Board members asked questions about the bond process. Mr. Roney explained that FAME relies on a public agency's rating of Colby's ability to pay back the bond. He then explained that FAME does not rely on a business's credit worthiness for approval of a bond deal rather FAME relies on a business's ability to comply with FAME's regulations.

Heather Johnson entered the meeting at 9:27 a.m.

Amanada Beal reentered the meeting at 9:31 a.m.

A motion to approve the Bond Resolution, with a modest language change suggested by Mr. Roney, was made by Mr. Brooks and seconded by Mr. Daigler and was approved by a vote of 13 in favor, 0 opposed, and 0 abstention.

C3: Approval of FY25 Budget 9:34 a.m.

Ms. Desiderio presented the FY25 budget. She gave details on the Education Departments and the Business Departments budgets. Ms. Hoffman asked which part of the budget has the most risk factors. Ms. Desiderio stated that the investment income and capital appreciations sections of the budget have the most risk because they rely the most on interest rates. Mr. Brooks then asked

about staff and the updates/increases in staffing to fit the strategic plan. Mr. Audette, Mr. Desiderio, and Mr. Mello explained how those positions are being added. Mr. Brooks then asked if Mr. Mello feels comfortable with FAME's staffing levels compared to what they were a year ago. Mr. Mello stated that programs are growing and staffing levels have grown with the programs.

A motion to approve the budget was made by Mr. Hoffman and seconded by Mr. Brooks and was approved by a vote of 13 in favor, 0 opposed, and 0 abstention.

C4: Approval of Direct Loan Interest Rate Waiver 10:04 a.m.

Mr. Weber proposed an extension of the 8% ceiling through 9/30/2024 and further recommendation that the CEO be given the authority to further extend the waiver until 12/31/2024 in his discretion.

A motion to approve the Resolution authorizing the waiver was made by Mr. Tracy and seconded by Mr. Mueller and was approved by a vote of 13 in favor, 0 opposed, and 0 abstention.

F. Staff Reports 10:10 a.m.

1. CEO Report

Mr. Mello presented updates on Grow Maine, the Maine Funding Network, and education highlights.

Break at 10:25 a.m.

Returned at 10:38 a.m.

2. Strategic Planning Update

Mr. Poole presented the vision and mission statements to the board. He explained that these statements had gone through multiple rounds of edits with FAME employees. Board members discussed if the language within the mission and vision statements are adequate. This discussion was followed by Mr. Audette from IT, Ms. Brown from HR, Ms. Johnston from Education and Ms. Cummings from the Business department presenting their strategic plan outlines for their departments. Board members gave feedback on the wording within the outlines and made minor editorial suggestions. Ms. Sommers presented the timeline for the changes that are presented within the strategic plan. Mr. Poole finished up the strategic plan discussion by stating the next steps in the strategic plan.

3. Annual Seed Capital Report 2023

Mr. Roney presented the annual Seed Capital Report for 2023. He gave a brief description of the program and the report. He praised Ms. Polk on her efforts in gathering reports from participating companies, stating that in previous years the percentage of companies who filed reports had been in the low 70s and with Ms. Polk's efforts this year we reached 89 percent. Mr. Roney also thanked Ms. MacKenzie for her efforts in running the program and gathering data for the final report. Board members asked if the program is adequately supporting groups in rural areas. Mr. Roney stated that in the past the program tried to emphasize helping companies in rural areas, but these efforts led to little success.

4. Customer Satisfactory Survey

Ms. Vanderwiede presented the customer satisfaction survey. She stated that 12 groups of customers were surveyed, and FAME received a 4.74 out of 5 rating.

ADJOURN- 12:10 P.M.

A true copy as adopted,

Bill Tracy, Vice Chair to the FAME Board of Directors



I, Bill Tracy, collectively approve the following Board of Directors Committee Meeting Minutes and Board of Directors Meeting Minutes:

May 29, 2024 Advisory Committee on Education Savings Committee Minutes

June 20, 2024 Board Meeting Minutes

June 26, 2024 Risk Management and Audit Committee Meeting Minutes

July 11, 2024 Executive Committee Meeting Minutes

July 18, 2024 Risk Management and Audit Committee Meeting Minutes

August 8, 2024 Executive Committee Meeting Minutes

August 9, 2024 Business Committee Meeting Minutes

August 15, 2024 Board Meeting Minutes

August 20, 2024 Advisory Committee on Education Savings Committee Minutes

September 9, 2024 Education Committee Meeting Minutes

September 12, 2024 Executive Committee Meeting Minutes

September 13, 2024 Business Committee Meeting Minutes

September 19, 2024 Board Meeting Minutes

October 9, 2024 Risk Management and Audit Committee Meeting Minutes

October 10, 2024 Executive Committee Meeting Minutes

October 11, 2024 Business Committee Meeting Minutes

October 17, 2024 Board Meeting Minutes

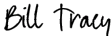
October 28, 2024 Business Committee Meeting Minutes

October 29, 2024 Special Board Meeting Minutes

November 15, 2024 Business Committee Meeting Minutes

November 21, 2024 Board Meeting Minutes

A true copy as adopted,

DocuSigned by:

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Bill Tracy, Vice Chair to the FAME Board of Directors