

**MINUTES OF THE October 17, 2024 MEETING OF THE MEMBERS
OF THE FINANCE AUTHORITY OF MAINE**

Chair Trafton called the October 17, 2024 meeting of the Finance Authority of Maine to order at 9:00 a.m. This meeting was conducted in person at Eastern Maine Community College, in Bangor, 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
Renee Ouellette
Steve Shannon
Henry Beck
Jean Hoffman
William Tracy (via zoom)
Heather Johnson *entered the meeting via zoom at 9:49 a.m.*
Fritz Onion
Dave Daigler
Andy Mueller
Jennifer Hogan (via zoom)
Daniel Cummings (via zoom)

Those members absent:

Blue Keim
Amanda Beal
Dustin Brooks, Vice Chair

Staff present:

Carlos Mello, Chief Executive Officer
Sarah Nadeau-Balducci, Deputy General Counsel (via zoom)
Martha Johnston, Director of Education

Jennifer Cummings, Director of Business Programs
Bert Audette, Chief Information 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
Christopher Roney, General Counsel
Ellen Curtis, Credit Analyst II (via zoom)
Jeff Murch, Credit Analyst II (via zoom)
Kim Getchell, Senior Loan Officer
Mathew Lindquist, Commercial Loan Officer

Guests:

Michale Bringham- ImmuCell (via ZOOM)
Nona Yehia- Vertical Harvest (via ZOOM)
Will Morrow- Vertical Harvest (via ZOOM)

A: CALL TO ORDER

A1: Ascertainment of Quorum 9:00 a.m.

A2: Approval of the August 20, 2024 Advisory Committee on Education Savings Minutes

A3: Approval of the September 19, 2024 Board Meeting Minutes

A motion was made by Mr. Mueller and seconded by Mr. Beck to approve/accept (1) the minutes of the September 20, 2024 Advisory Committee on Education Savings Minutes (2) the September 19, 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 the nominating committee is in the process of deciding who our next board executives will be. He then stated that he has received a large amount of completed CEO evaluation questionnaires from board members.

C: ACTION ITEMS

C1: Approval of Loan Changes –(Economic Recovery Loan Program)-ImmuCell 9:08 a.m.

Mr. Lindquist stated that in July 2023 FAME closed on a loan with ImmuCell. He then stated that ImmuCell is requesting changes to this loan, having to do with certain financial covenants.

A motion to enter Executive Session No.1 under 10 MRSA §975-A(2)(B) was made by Mr. Onion and seconded by Mr. Muller and approved unanimously.

Entered executive session 9:13 a.m.

Exited executive session 9:24 a.m.

A motion to approve the changes to the loan was made by Mr. Onion and seconded by Mr. Mueller and was approved by a vote of 10 in favor, 1 opposed (Hoffman) and 1 abstention (Shannon).

C2: Approval of Direct Loan Request- (Economic Recovery Loan Program)- Vertical Harvest 9:32 a.m.

Mr. Lindquist provided further details regarding the loan deal. He answered board members questions from the September Board Meeting where this deal was originally presented.

Heather Johnson Joined the meeting at 9:49 a.m.

A motion to approve the Resolution, approving the loan request with a personal guarantee was made by Mr. Tracy and seconded by Mr. Ouellette and was approved by a vote of 10 in favor, 1 opposed, and 1 abstention (Johnson).

C3: Approval of Direct Loan Request (Economic Recovery Loan Program)-BCR Manufacturing, Inc. 9:57 a.m.

Ms. Cummings stated that the loan was originally an SSBCI financed loan, but later determined to be noncompliant therefore treasury has given FAME permission to buy back the loan. With the board approval it will become a part of FAME's Direct Loan portfolio.

A motion to approve the Resolution, approving the loan request was made by Mr. Onion and seconded by Mr. Daigler and was approved by a vote of 11 in favor, 0 opposed, and 1 abstention (Johnson).

C4: Approval of Loan Policies and Directives-BD-005 10:04 a.m.

Ms. Cummings stated that BD-005 had been modified to include the condition of weekly Business committee meetings where the committee can now be an approving body for commercial loan insurance requests with major policy exceptions of up to \$3,000,000. She also stated that it includes the provision

that anything over a million dollars shall reported to the Business Committee and Board. The action includes a modification to the Business Committee Charter to accommodate this change in roles.

A motion to approve BD 005 was made by Mr. Mueller and seconded by Mr. Daigler and was approved by a vote of 12 in favor, 0 opposed, and 0 abstention.

C5: Approval of FAME Audit – 10:25 a.m.

Ms. Desiderio stated that the FAME audit was a clean audit. She then stated that the auditors found a few management review issues but these issues had already been addressed.

A motion to approve the FAME Audit was made by Mr. Shannon and seconded by Ms. Ouellette and was approved by a vote of 12 in favor, 0 opposed, and 0 abstentions.

The board took a break from 10:33 a.m. to 10 45 a.m.

C6: Approval of NextGen Audit- 10:45 a.m.

Ms. Giles states that the NextGen Audit was not a clean audit. She then stated that the auditors had found two major errors during their audit. Board members then asked questions about these errors.

A motion to approve the NextGen Audit was made by Mr. Shannon and seconded by Mr. Muller and approved by a vote of 12 in favor, 0 opposed, and 0 abstentions.

C7: Approval of NextGen 529 Program Modifications 10:57 a.m.

Ms. Giles states that she wished to discuss matters relating to the NextGen 529 program.

A motion to enter executive session No.2 for reason 1 MRSA §405(6)(F) and 1 MRSA §402(3)(A) was made by Mr. Beck and seconded by Mr. Daigler and approved unanimously.

Entered executive session 10:57 a.m.

Exited executive session 11:03 a.m.

A motion to approve the NextGen 529 Program modification was made by Mr. Mueller and seconded by Mr. Beck and approved by a vote of 12 in favor, 0 opposed, and 0 abstentions.

C8: Approval of modifications to the Terms and conditions of the Maine Grant Programs 11:04 a.m.

Ms. Giles gave an overview of the changes to the Maine Grant program Term and Conditions she is requesting the Board approve. She stated that all of these changes would go into effect on January 1st, 2024.

A motion to approve the modification to the terms and conditions of the Maine Grant Programs was made by Mr. Beck and seconded by Mr. Daigler and was approved by a vote of 12 in favor, 0 opposed, and 0 abstentions.

F. Staff Reports 11:11 a.m.

1. CEO Report – *(Was not given and instead a presentation by Mr. Daigler was given)*
2. Saddleback Update

Mr. Onion joined the meeting virtually at 12:05 p.m.

A motion to enter executive session No.3 for reason 10 MRSA §975-A(2)(D) was made by Ms. Hoffman and seconded by Mr. Beck and approved unanimously.

*Enter Executive Session: 12:07p.m.
Exited Executive Session: 12:44 p.m.*

Mr. Tower from Saddleback gave a presentation that updated the board on Saddleback as a whole.

3. TimberHP Discussion

A motion to enter executive session No.4 for reason 10 MRSA §975-A(2)(D) was made by Ms. Hoffman and seconded by Mr. Beck and approved unanimously.

*Enter Executive Session: 12:47 p.m.
Exited Executive Session: 1:04 pm*

Andy Muller left the meeting at 1:01 p.m.

4. November Virtual Meeting, Showcase Maine Attendance, and date and time of special board meeting

Ms. Polk asked board members to fill out registration sheets for Showcase Maine. She then stated that the November board meeting is a virtual meeting. Mr. Mello asked the committee to check their calendar to see if they are available at 8:00 am on October 29th. for a special meeting.

ADJOURN- 1:06 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