

**MINUTES OF THE March 20, 2025 MEETING OF THE MEMBERS
OF THE FINANCE AUTHORITY OF MAINE**

Chair Renee Ouellette called the March 20, 2025 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:

Renee Ouellette, Chair
William Tracy, Vice Chair
Richard Trafton
Ben Sturtevant – *proxy for Heather Johnson*
Fritz Onion
Amanda Beal
Jennifer Hogan
Blue Keim
Joe Perry
Steve Shannon *entered 9:08 a.m.*
Andrew Mueller
Jean Hoffman

Those members absent:

Dustin Brooks
Dave Daigler
Daniel Cummings

Staff present:

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

Jennifer Cummings, Director of Business
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
Christopher Roney, General Counsel
Ellen Curtis, Credit Analyst II
Kim Getchell, Senior Loan Officer
Emily Babineau, Business Programs Manager

Guests:

Tracy Vain
James Saffian
Ryan Allen

A: CALL TO ORDER

A1: Ascertainment of Quorum 9:06 a.m.

A2: Approval of the February 21, 2025 Special Board Meeting Minutes

A3: Approval of the February 27, 2025 Board Meeting Minutes

A4: Approval of the March 4, 2025 Special Board Meeting Minutes

A5: Approval of the March 7, 2025 Business Committee Meeting Minutes

A motion was made by Mr. Trafton and seconded by Mr. Tracy to approve/accept (1) Approval of the February 21, 2025 Special Board Meeting Minutes ; (2) Approval of the Approval of the February 27, 2025 Board Meeting Minutes; (3) Approval of the March 4, 2025 Special Board Meeting Minutes; (4) Approval of the March 7, 2025 Business Committee Meeting Minutes. The motion was approved by a vote of 12 in favor 0 opposed, and 0 abstentions.

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

Ms. Ouellette stated that members of the FAME staff and board had breakfast with three members of the Maine State Legislature. She then stated that she and Mr. Trafton had met with Ms. Quint from the Alford Foundation, and she is looking forward to continued collaboration between FAME and the Alford Foundation. Mr. Mello then stated that Ms. Johnson, Mr. Daigler, and Ms. Hogan are leaving the board. He expressed his gratitude for these board members and all the hard work they did while on the FAME board. He then stated the three

board members who will be replacing the members who are leaving, which include Michael Foley, Simon Ferland, and Michael Duguay.

C: ACTION ITEMS

C1: Approval of Loan Insurance Change request—Springworks Farm Maine, Inc. (ERLP) 9:12 a.m.

Ms. Getchell stated that the loan insurance between Springworks and Farm Credit is up for renewal, and they are requesting some changes. Farm Credit is requesting FAME's consent to allow for up to \$3.75MM of equity notes. They are also requesting FAME approve the extensions of the maturity on the \$1,000,000 FAME insured line of credit. Members from the business committee agreed that approving these changes is in FAME's best interest. Ms. Beal stated that she is impressed on their progress ability to scale up.

A motion to approve the loan insurance change request was made by Mr. Perry and seconded by Mr. Trafton and approved by a vote of 12 in favor, 0 opposed, and 0 abstention.

C3: Approval of Bond Resolution: EME Biofuels LLC 9:24 a.m.

Mr. Roney explained the transaction, a conduit bond under the Revenue Obligations Securities Program in favor of EME Biofuels. The matter is before the board for approval of a bond resolution authorizing the issuance of the bonds. Mr. Roney invited Mr. Allen to give additional detail about the project.

Mr. Allen stated that they are building a biomass-to-biofuels plant on the shuttered GNP paper mill site in Millinocket. Mr. Allen stated that the plant is the perfect location for the project, and he is looking forward to moving the project forward. Ms. Hoffman asked Mr. Allen to explain how the biomass-to-biofuels process works. Mr. Allen then provided a brief explanation of the process. The goal is to increase the variety of fuels that are on the market, and biomass has a lower carbon emissions rate compared to other fuels. Mr. Trafton asked if they are working with local lumber companies to collect the slash. Mr. Allen stated that yes, they are working with smaller lumber aggregators and a variety of local lumber companies. These lumber companies are required by state law to remove the slash.

A motion to approve the bond resolution was made by Mr. Trafton and seconded by Mr. Perry and approved by a vote of 12 in favor, 0 opposed, and 0 abstention.

C2: Maine New Markets Capital Investment Program: Approval of Certification Application of CEI Capital Management related to investment in EME Biofuels 9:46 a.m.

Mr. Roney stated that CEI Capital Management is applying for tax credits under the Maine New Markets Tax Credit Program (NMTC) for an investment in EME Biofuels. Mr. Trafton asked about the state of the NMTC. Mr. Roney stated that the EME Biofuels will use up the remaining funds in the NMTC Program. Ms. Vaine from CEI Capital Management gave some additional details of the transaction.

A motion to approve the resolution was made by Mr. Tracy and seconded by Mr. Perry and approved by a vote of 12 in favor, 0 opposed, and 0 abstention.

C4: Approval of NextGen 529 Investment Policy and Monitoring Guidelines- 9:55

Ms. Giles stated that she wished to go into executive session to discuss the requested changes to the NextGen 529 Investment Policy and monitoring Guidelines.

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

Entered Executive Session: 9:57 a.m.

Exited Executive Session: 10:01 a.m.

A motion to approve the changes to the NextGen 529 Investment Policy and Monitoring Guidelines as presented was made by Mr. Trafton and seconded by Mr. Onion and approved by a vote of 12 in favor, 0 opposed, and 0 abstention.

C5: Approval NextGen 529 funds for FY25 Access Scholarships – 10:02 a.m.

Ms. Johnston stated the FAME Education Division is requesting the FAME Board approve the use of excess NextGen funds to provide Access Scholarships for the purpose of making up the MSG FY25 shortfall. She then provided context for the request by stating that the FAFSA rollout was rocky last year, and therefore, the Education team decided to waive the May 1 Maine State Grant deadline. She then stated that due to difficulties in predicting FAFSA filing rates due to challenging rollout plus changes to the need analysis formula and SAI calculation errors by the Department of Education have resulted in projected overspending of MSG funds for the 2024-2025 academic year by an estimated \$1.8 million.

A motion to approve the allocation of NextGen 529 fund for FY25 Access Scholarships was made by Mr. Keim and seconded by Mr. Shannon and approved by a vote of 12 in favor, 0 opposed, and 0 abstention.

Start of Break: 10:10 a.m.

End of Break: 10:25 a.m.

F. Staff Reports 10:25 a.m.

1. CEO Report

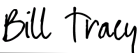
Mr. Mello stated the new board members who will be joining the board by April. He then provided business highlights, including updates on TimberHP, Maine Seed Capital Tax Credit Program, and Private Activity Bonds. He then provided Education Highlights, including a Financial Wellness update, Maine State Grant Update, and NextGen 529 update. Mr. Perry stated how grateful he is to be a part of an organization and board that is willing to donate its time to help better the lives of Mainers. Mr. Trafton stated that is a question of how to preserve capital while also attracting new capital.

2. Legislative Update

Mr. Norbert stated that there are 5 bills that are being debated in the current session. He then stated that the legislature is voting on the supplemental budget today, March 20th. He followed by stating that FAME's Day at the Hall of Flags is May 13th. He then stated that his memo in the board packet has a list of bills FAME is tracking. Mr. Shannon asked about bills relating to free community college. Mr. Norbert stated that free community college is included in the supplemental budget.

ADJOURN- 10:55 A.M.

A true copy as adopted,

DocuSigned by:

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Bill Tracy, Vice Chair to the FAME Board of Directors

Executive Session No. 1

Ms. Giles stated the adjustments that need to be made to the NextGen 529 Investment Policy and Monitoring Guidelines.