

Bylaws of the Midcoast Regional Redevelopment Authority

Article I Authority

The Midcoast Regional Redevelopment Authority (hereinafter called the "MRRA") is a body corporate and politic and a public instrumentality of the State. It is subject to and operates under the Constitution and Laws of Maine and has the powers and duties conferred upon it by law, particularly by Title 5, Maine Revised Statutes Annotated, §13083-I et seq., as amended from time to time. These bylaws are adopted pursuant to the authority granted by 5 MRSA §13083-I.1.B and shall govern the conduct of the official business of the MRRA.

Article II Purpose

The purpose of the MRRA is to investigate and evaluate the feasibility of acquiring the properties at the former Naval Air Station Brunswick (hereinafter called "NAS Brunswick ") in Cumberland County, Maine, and the Annex Facility in Topsham, Maine in Sagadahoc County, Maine and, if feasible, to acquire and manage the BNAS properties in both communities and to develop and implement a redevelopment or reuse plan for both facilities.

Article III Board of Trustees Powers and Duties

The Authority is a public municipal corporation and may:

- A. Sue and be sued;
- B. Adopt bylaws or rules consistent with this article for the governance of its affairs;
- C. Exercise all of the general powers of corporations under Title 13-C, section 302;
- D. Exercise the power of eminent domain;
- E. Provide for the public safety by imposing appropriate rules, regulating appropriate use of the base facilities and enforcing laws and rules as they apply to the use of the base facilities;
- F. Charge and collect fees, charges and rents for the use of the properties and other services and use the proceeds of those fees, charges and rents for the purposes provided in this article, both subject to and in accordance with any agreement with bondholders that may be made as provided in this article;
- G. Contract with the Federal Government or its instrumentalities or agencies, this State or its agencies, instrumentalities or municipalities, public bodies, private corporations, partnerships, associations and individuals to carry out the purposes of this article;

- H. Accept the cooperation of the Federal Government or its agencies in the construction, maintenance, reconstruction, operation and financing of the readjustment of the base and take necessary actions to utilize that aid and cooperation;
- I. Borrow money and apply for and accept advances, loans, grants, contributions and other forms of financial assistance from the Federal Government, the State, a municipality or other public body or from other sources, public or private, for the purposes of this article, give any security that is required and enter into and carry out contracts in connection with that financial assistance;
- J. Borrow money, make, issue and sell at public or private sale negotiable notes, bonds and other evidences of indebtedness or obligation of the authority for the purposes under this article and secure the payment of that obligation or any part of that obligation by pledge of all or any part of the operating revenues of the authority;
- K. Enter into loan or security agreements with one or more lending institutions, including, but not limited to, banks, insurance companies and institutions that administer pension funds, or trustees for those institutions for the issuance of bonds and exercise with respect to those loan or security agreements all of the powers delineated in this article for the issuance of bonds;
- L. Provide from operating revenues for the maintenance, construction or reconstruction of facilities to ensure the public safety for which the authority has not otherwise provided;
- M. Use operating revenues to provide payment of obligations, if any, due to the United States to implement the readjustment or reuse of the base facility;
- N. Adopt rules pursuant to the Maine Administrative Procedure Act; and
- O. Take all other lawful action necessary and incidental to these powers.

Article IV Board of Trustees

A. Trustees. Membership in the Board of Trustees and the method of appointment is established by 5 MRSA § 13083-I, subsection 2. The authority is governed by a board of trustees composed of 11 voting members appointed by the Governor and subject to review by the joint standing committee of the Legislature having jurisdiction over economic development matters and to confirmation by the Senate.

B. Terms. Trustees are appointed for 4-year terms, except that, for initial appointments, three trustees are appointed to one-year terms, three trustees are appointed to two-year terms, two trustees are appointed to three-year terms, two trustees are appointed to four-year terms and

the commissioner designated serves at the pleasure of the Governor. A vacancy must be filled in the same manner as the original appointment for the balance of the unexpired term in accordance with the enabling statute referenced above. A trustee continues to hold office until a successor is appointed and qualified, but the term of the successor is not altered from the original expiration date of the holdover trustee's term.

C. Powers and duties. The Board of Trustees is the governing body of the MRRA. At its discretion, it may undertake such actions as it determines to be necessary or useful to promote and facilitate the proper economic redevelopment of NAS Brunswick.

D. Resignation and removal. A trustee, except the Chair, may resign his/her membership at any time, by submitting a written resignation to the Chair. The Chair may resign by submitting a written resignation to all other trustees. A resignation or vacancy caused by death, disability or removal shall not affect the expiration of the underlying term and any trustee appointed to replace any trustee who is unable or unwilling to continue in office serves only the unexpired term.

E. Officers. The Board of Trustees shall have as its officers - a Chair; a Vice-Chair; a Treasurer; and a Secretary. The officers shall be elected at the MRRA's annual meeting from among the trustees and shall serve terms of one (1) year. Trustees may serve no more than three (3) consecutive one-year terms in any single office. Officers, other than the Chair, may resign their office at any time by delivering a written resignation to the Chair, and the Chair may resign by delivering a written resignation to all other officers. Officers may be removed by action of the Board of Trustees. The officers shall have the following powers and duties:

1. Chair. The Chair is the head of the Board of Trustees and, as such, shall conduct the meetings, shall make recommendations to the Board for the appointment of trustees to the various committees, and shall be responsible for assuring the implementation of the general policies and direction of the MRRA and for delegating the operation of the MRRA to the Executive Director. The Chair shall have the power to sign all contracts, leases, deeds of conveyance, mortgages, notes, bonds and any and all other instruments necessary to the exercise of the powers given to the MRRA by law, and shall bind the MRRA thereby. The granting of this authority to the Chair does not limit or diminish any authority given by law or by these bylaws to the Executive Director, to any other person or to the Board.

2. Vice-Chair. The Vice-Chair shall serve as the Chair in the Chair's absence, or in the event of the disability of the Chair, or at the Chair's request. When acting as Chair, the Vice-Chair has all of the duties of and shall possess and may exercise all of the powers of the Chair enumerated in these bylaws. In addition, the Vice-Chair shall have such additional duties and responsibilities as may be prescribed by law or delegated by the Chair or the Board from time to time.

3. Treasurer. The Treasurer shall oversee the general fiscal affairs of the MRRA and shall be responsible for accepting all funds paid to or made available to the MRRA. In addition to the duties incident to the office of Treasurer, the Treasurer shall serve as the Chair of the Finance Committee and any other duties as may be, from time to time, prescribed by law, or delegated by the Chair or Board. The Treasurer shall work closely with the Executive Director and any accountants or financial auditors retained

by MRRRA to assure the proper expenditure and accounting of funds under the control of the MRRRA. Any person or firm engaged by the MRRRA for the purpose of performing any independent financial audits shall report directly to the Treasurer. The Treasurer shall, in the absence of the Executive Director, exercise control and custody over the funds of the MRRRA, and may, in the name of the MRRRA, endorse or deposit for collection any instruments, drafts, checks or notes payable to the MRRRA.

4. *Secretary.* The Secretary shall keep all records of meetings and proceedings before the Board or any of its committees, and is responsible for keeping and preparing the official minutes of such meetings and proceedings. The Executive Director shall assist the Secretary in carrying out the duties described herein, and shall keep the Board's official records, minutes and the official seal of the MRRRA at the offices of the MRRRA. The Secretary or the Executive Director may affix the seal to any document or certificate to be given by the MRRRA under seal, including certificates that copies of documents and papers of the MRRRA are true and accurate copies of the originals.

F. Indemnification. No trustee shall be subject to any personal liability for having acted in the service of the trustee's duty as a board member and MRRRA may indemnify and hold harmless any trustee from and against any expense or liability incurred by such trustee arising out of the performance of the trustee's duties as a board member.

Article V. Executive Director and Staff

The MRRRA shall employ an Executive Director who shall hold the title "Executive Director." The Executive Director is the Chief Executive Officer of the MRRRA. Within such limitations as may be prescribed by the Board, and consistent with the general policy and direction of the Board, the Executive Director is responsible for carrying out the day-to-day business of the MRRRA. The Executive Director shall have the power to expend such sums up to \$50,000.00, for such purchases and other purposes, as are necessary for carrying out the general business of the MRRRA, in the discretion of the Executive Director. The Executive Director shall have the power to expend sums of \$50,000.00 or more with the express approval of the Board or if the expenditure is made pursuant to a contract which has already been approved by the Board. The Executive Director is responsible for the employment of such other staff as the Board may approve for the carrying out of its duties, subject to such limitations as the Board may impose.

The Executive Director shall have control and custody of the funds of the MRRRA and may endorse or deposit for collection any and all notes, drafts, checks, and other instruments payable to the MRRRA. The Executive Director shall have the power to sign all contracts, leases, deeds of conveyance, mortgages, notes, bonds and any and all other instruments necessary to the exercise of the powers given to the MRRRA by law, and shall bind the MRRRA thereby. The Executive Director may vote any shares owned or held by the MRRRA in the stock of any corporation. The granting of such powers to the Executive Director in no way limits or diminishes any powers given by these bylaws to the Chair or any other officer or the Board or any committee. The Executive Director shall annually prepare and present to the Board a proposed budget, which the Board may adopt with or without modification.

Article VI Meetings

A. Regular meetings. The MRRA shall hold regular meetings which ordinarily shall be bi-monthly. The Board, in its discretion, may vary the frequency of regular meetings but in no event shall the Board hold fewer than four regular meetings per year. One of the regular meetings shall be the MRRA's annual meeting which shall be in the month of November. Regular meetings shall be held at such locations in Maine as the Board, in its sole discretion, shall choose.

B. Special meetings. Special meetings may be called by the Chair, and the Chair shall call a special meeting when requested by two Board trustees. Special meetings may be held at any location, including outside the state.

C. Emergency meetings. Whenever the Chair determines that one or more matters of significant importance and urgency must be addressed and a delay in action until the next regular meeting would be prejudicial to the best interests of the MRRA or the public, the Chair may call an emergency meeting. The Chair must provide as much advance notice to the trustees and the public as is feasible under the circumstances.

D. Notice. Except with respect to emergency meetings, the Chair shall provide notice of all regular and special meetings to trustees by sending written notice and an agenda, generally stating the business items proposed to be addressed at the meeting, to the trustees at least five days prior to the date of the meeting. Notice to the public shall be consistent with Maine law and will be accomplished by publication in newspapers of general circulation or by such other means as is likely to inform the general public and interested parties of the meeting, its time and location.

E. Quorum. Quorum requirements are established by Maine law (5 MRSA Section 13083-I, subsection 3), as amended from time to time. Six (6) trustees constitute a quorum and no meeting may be held and no business transacted unless a quorum is present. Six affirmative votes are required for the board to take action. A trustee is considered present for the purposes of determining a quorum and for voting on items of business even though he/she is not physically present if, by means of a telephone, television or other communications device, all persons participating in the meeting can hear and speak to each other. In the event that the Governor or Legislature has not confirmed all eleven members, a quorum shall represent a majority of the appointed trustees.

F. Conduct of Meetings. The Chair shall conduct the meetings in accordance with accepted principles of parliamentary procedure and *Robert's Rules of Order* shall govern any procedural questions not specifically addressed by the bylaws. The Chair may provide a forum for general public comment and may hold public hearings as deemed necessary. The Chair shall assure that debate and deliberation of matters coming before the board is restricted to trustees. The Chair may request the MRRA staff, representatives of federal, state and local governments; contractors and others having business with the MRRA to address the board as necessary.

Article VII Committees

A. Standing Committees. The Board shall have the following standing committees to address the issues and operational areas described below. The Board may establish additional standing committees as it determines necessary or useful in carrying out its business and it may abolish any standing committees that it determines are no longer necessary or useful. None of the standing committees has any power or authority independent of the Board and may take no action except to meet, discuss, study, evaluate, and make recommendations to the Board for action. Every trustee shall be appointed to at least one standing committee. Committee members shall serve a term of one year, or until the next Annual Meeting, at the discretion of the Chair. The Chair shall appoint a Chair for each of the Standing Committees, except for the Executive Committee, which shall be chaired by the Board's Chair, and the Finance Committee, which shall be chaired by the Board's Treasurer. The Chair of any standing committee shall call meetings at the standing committee Chair's discretion, the Board's request, or at the request of any standing committee member. The Chair shall provide notice of any meeting to the standing committee members and the public in the same manner as notice is required for meetings of the Board of Trustees.

1. Executive Committee. The Executive Committee consists of the elected officers of the MRRA: Chair, Vice-Chair, Treasurer and Secretary together with the immediate past Chair. In the event that the immediate past Chair is no longer a trustee, one of the remaining trustees will be designated by the Board to serve on the Executive Committee. The primary function of this committee is to meet and consult with the Executive Director between regular Board meetings in order to provide guidance as to the conduct of the day-to-day business of the MRRA. Other functions of the Executive Committee include, but shall not be limited to, issues pertaining to government relations, personnel, legal, policies, marketing and public relations.

2. Finance Committee. The Finance Committee consists of the Board's Treasurer, as Chair, and no less than two other trustees and is responsible for overseeing the financial operations of the MRRA, including, but not limited to, the development, review and recommendations pertaining to financial statements, budgets, grants and independent financial audits. The Finance Committee is also responsible for the development of, review and recommendations pertaining to, personnel policies, work rules, employee handbook, employee benefit plans and any other administrative policies, procedures or guidelines.

3. Environmental and Energy Committee. The E & E Committee consists of no less than three trustees and will be responsible for providing information, analysis and recommendations to assist the MRRA on environmental issues, including, but not limited to, remediation strategies, monitoring Environmental Impact Statement (EIS) and Environmental Assessment (EA) studies and property transfer and disposition issues impacted by environmental or ecological concerns. The E & E Committee will also be responsible for overseeing the development of MRRA's vision to be the home of a world-renowned energy complex for integrated research and development, manufacturing, testing, business incubation and productive operation of green energy technology products and services.

4. *Property Committee.* The Property Committee consists of no less than three trustees. The Property Committee shall have the authority to negotiate leases or the sale of property upon all non aviation buildings and land up to 20,000 square feet of floor area or two acres. The Property Committee shall be responsible for the preparation of recommendations on the sales or leases of non aviation property greater than 20,000 square feet or more than two acres to the MRRA Board of Trustees.

In addition, its responsibilities shall include, but not be limited to, providing strategies, analyses, and recommendations to assist MRRA on issues relating to property transfers, property division, maintenance and security, and utilities at BNAS. The Property Committee shall oversee the establishment of utility districts, including but not limited to water, wastewater, stormwater, electricity and telecommunications.

The Property Committee will be responsible for tracking and following the disposition and transfer of base housing units in Brunswick and Topsham and the respective impact upon the private housing and residential rental market. It is responsible for the development, review and preparation of recommendations to the MRRA pertaining to studies and other projects related to residential property transfer and other regional housing issues.

5. *Airport Committee.* The Airport Committee consists of no less than three trustees and will have sole approval authority upon all building and land leases within the airport property up to 20,000 square feet of floor area or two acres. The Airport Committee shall be responsible for the preparation of recommendations on all leases of aviation property greater than 20,000 acres or two acres to the MRRA Board of Trustees. In addition, its responsibilities shall include, but not be limited to, providing strategies, analyses, and recommendations to assist MRRA in issues pertaining to airport operations, air shows, airport property transfers, and airport marketing and public relations at NAS Brunswick.

B. Ad Hoc Committees. The Board may establish such ad hoc committees, upon such terms, and for such duration, as it deems appropriate. Ad hoc committees may be disbanded by the Board at such time as the Board finds that the committee no longer serves its original, or any necessary or useful purpose. The Board may alter the mission of any ad hoc committee at any time. No ad hoc committee has any power or authority independent of the Board and may take no action except to meet, discuss, study, evaluate, and make recommendations to the Board for action.

Article VIII. Amendment of Bylaws

The bylaws may be amended or repealed and replaced with new bylaws, by the Board at any regular or special meeting, legally called, provided that the trustees have been furnished with the proposed changes to the bylaws at least 21 days prior to the meeting and the notice of the meeting required by Article VI, section D, clearly states that the bylaws are proposed to be changed, and the substance of the change is also clearly stated.

Article IX.
Conflict of Interest

If any Board trustee, or the spouse or trustee of the Board trustee's immediate family or descendants of the Board trustee, has an interest, direct or indirect, or is a director, officer, employee or the holder of an ownership interest in any firm or corporation that has an interest, direct or indirect, in any contract or other matter with the MRRA, the Board trustee must disclose that interest and must not participate in any discussions, proceedings or decision by the MRRA relative to that contract or matter.

A public official, trustee or employee of the authority may not acquire or hold a direct or an indirect financial or personal interest in:

- A. An authority activity;
- B. Property included or planned to be included in the base area; or
- C. A contract or proposed contract in connection with an authority activity.

When an acquisition is involuntary, the interest acquired must be disclosed immediately in writing to the Board of Trustees of the authority, and the disclosure must be entered in the Board's minutes.

Article X
Cessation of Business

In the event the MRRA ceases to operate to carry out the purposes for which it was created, these bylaws shall remain in effect until such time as the MRRA is dissolved by operation of law. Prior to such dissolution, the Board shall meet and determine the disposition of the Board's assets, which shall be in the manner prescribed by applicable federal or state law, or if no law controls the disposition, then for a purpose the Board determines is consistent with and in furtherance of the purposes for which the Board existed prior to its dissolution.

Adopted by the Midcoast Regional Redevelopment Authority on this 16th day of March, 2010.

Arthur Mayo III, Chair of the Board of Trustees
Midcoast Regional Redevelopment Authority