



**Minnesota Brownfields Board Meeting**  
**April 7, 2026**  
**Stantec Offices - 1 Carlson Parkway, Suite 100; Plymouth, MN 55447**  
**8:30AM – 10:00AM**

1. Consent Agenda Approval 8:30AM – 8:35AM
  
2. Executive Director’s Report (Elizabeth) 8:35AM – 8:55AM
  - a. February Action Items
  - b. ReScape 2026 Update
  - c. Mac Hyde Update
  - d. By-Laws Review
  
3. Management Company Report (Megan) 8:55AM – 9:05AM
  - a. 2026 Membership Report
  - b. 2026 ReScape Sponsorship Update
  
4. Treasurer’s Report 9:05AM – 9:15AM
  - a. Year End Financials
  
5. Committee Reports 9:15AM – 9:45AM
  - a. Advisory (Adam)
  - b. Membership (Richard)
  - c. ReScape/Programming (Derek)
  
6. Executive Session 9:45AM – 10:00AM
  
7. Adjourn

***Attachments: February Board Minutes (Consent Agenda); Executive Director’s Report; Year End Financials; Minnesota Brownfields ByLaws; Membership List; ReScape Sponsorship List.***



**Minnesota Brownfields Board Meeting Notes**

**Monday, February 2, 2026**

**8:30AM – 10:00AM**

Meeting called to order at: 8:34 am

In attendance: Kristin Lukes, Derek Schilling, Sean Leary, Adam Zobel, Sarah Illi, Sean Leary, Adam Zobel, Kaitlin Ouverson, Richard Manser, Cathy Mehelich, Rick Kubler

Absent:

Staff: Elizabeth Kluesner

Contractors: Megan Dobberstein

First approved: Richard, Derek

1. Consent Agenda Approval 8:30AM – 8:35AM

2. Introduce New Board Members 8:35AM – 8:40AM

Rick Kubler – Lathrop GPM  
Cathy Mehelich – City of Saint Cloud

3. Executive Director’s Report (Elizabeth) 8:40AM – 8:55AM

- a. December Action Items
  - i. Items have been completed
- b. 20<sup>th</sup> Anniversary Celebration Program Agenda
  - i. It was a great event at Surly – about 40-50 in attendance
- c. ReScape Nominations – deadline was Friday – we are waiting on 3-4 projects with a deadline extension for Wednesday
- d. 58 people registered for the webinar next Monday
- e. Meeting tomorrow with Opus on an Emerging Developers check-in
- f. LISK is having an Emerging Developers meeting – plan to attend and promote our event

4. Management Company Report (Megan) 8:55AM – 9:05AM

- a. PTO this week
- b. Sponsorships: \$34K

- c. 9 total projects
- d. Membership follow ups
- e. ReScape Judging
- f. Nice happy hour at Surly
- g. Year- End financials should be back to us by EOW

5. Treasurer's Report 9:05AM – 9:15AM

- a. Financials
- b. Not a ton to report – end of year financials will be sent out soon
- c. From November – net loss at \$62K (ahead of budget from this piece)
- d. We fully executed the HC admin costs

6. Committee Reports 9:15AM – 9:45AM

- a. Advisory (Adam): First meeting on 1/20 – not a ton of updates – did a round robin from members, talked about promoting greater MN for new members/contacts, start brainstorming ideas for DEED speakers, EPA grants were due on 1/28 – May of 2027 will be the Brownfield Conference in Salt Lake City
- b. Membership (Richard) – brainstormed new member ideas, reviewed the 20<sup>th</sup> Anniversary Happy Hour, brainstormed keynote speaker
  - i. Staff will follow up with open invoice folks that we need committees outreach for
- c. ReScape/Programming (Derek) – locked in the judges and voted on who should be the top 9. There is a nice mix of judges across all the industries, helped push for ReScape nominations, committee started to brainstorm keynote speaker for ReScape, looking for early stage pictures to highlight the 15<sup>th</sup> anniversary, talked about the webinar.

7. In-Person meetings

- a. Thoughts on meeting more in-person?
- b. Need to be mindful of Cathy's location
- c. June or August (what meeting should be more of a retreat?)
- d. THC would be a good meeting option (booked for April & August)
- e. Adam can get space in Plymouth &, Kaitlin & Rick can also host
- f. Board liked the idea of every other for in-person
  - i. August is preferred for the board retreat longer meeting (could this one be in St. Cloud?)
  - ii. April in-person (Adam checking at Stantec office in Plymouth)

8. Bylaws

- a. We will review at some point in 2026
- b. Kristin wants to look at term limits, Exec. Committee succession
- c. Last time, the job descriptions were updated
- d. EK will put on the April agenda

Adjourn: 9:17 am

9. Executive Session

10. Adjourn

**February Action Items:**

1. Include passive sampling on the Vapor Workshop Agenda. Elizabeth
2. 8/4 Board Meeting to be Annual Retreat. Location TBD. Possibly Saint Cloud? Elizabeth and Megan D.
3. April 7<sup>th</sup> to be an In-Person Board Meeting. Stantec offices in Plymouth. Megan D.

Include the MB By-Laws in the April Board Packets. Elizabeth to highlight the sections on terms, executive committee and succession planning.



EDUCATION. RESEARCH. PARTNERSHIPS.

**Date:** *March 31, 2026*  
**To:** *Minnesota Brownfields Board of Directors*  
**From:** *Elizabeth Kluesner – Executive Director*  
**Subject:** *February/March Executive Director's Report*

Thank you to Megan and Megan for picking up so much of the slack while I was recovering from surgery! And, a special thank you to Kaitlin Ouverson for emceeding the February 9<sup>th</sup> Webinar.

We have been focused on ReScape Planning, sponsorship, scholarship review and project review over the past two months. More details to follow in this report.

## **COMMITTEE MEETINGS**

**Membership Committee:** The membership committee met on March 10<sup>th</sup>. The committee went over the lapsed member list and brainstormed potential new members from the webinar list. I am following up on these potential new members.

**Advisory Committee:** No Meetings

**Executive Committee:** No Meetings

**ReScape Programming Committee:**

## **2026 EVENTS**

**February 9<sup>th</sup> Webinar:** We had 71 people on-line for the first in our Webinar Series. I am working with Megan and the Membership committee to reach out to the non-members on the registration list to solicit new members.

**March 5<sup>th</sup> Vapor Workshop:** We had 64 people registered for the Vapor Workshop and only 2 no-shows. This event was interactive with our membership and the workshop speakers and gave participants an opportunity to provide input on the upcoming guidance revisions. Feedback was very positive and the event was profitable for the organization. Minnesota Brownfields made \$6000 in profit from this event.

**May Due Diligence Event:** Rick Kubler and Jeff Sepesis reached out to propose a partnership between the ELS and Minnesota Brownfields to develop a CLE forum in mid-May to address some of the following:

1. What is the role and purpose of a Phase I?
2. AAI is more than just a Phase I.
3. Examples of phase one problems and their impact on deals and clients - be it buyers, sellers, or in M&A.
4. How PFAS is being addressed or not addressed in Phase 1



**EDUCATION. RESEARCH. PARTNERSHIPS.**

The event is tentatively scheduled for the week of May 11<sup>th</sup> at Prise Brewing. I am awaiting confirmation from Jeff on the actual date that week.

**ReScape 2026:** The judges committee met on February 24<sup>th</sup> to select this year's ReScape Award Winners. The committee did a great job organizing the nominations and scoring. This was one of the smoothest evaluation processes we have had since I started at Minnesota Brownfields. Much credit goes to Megan for organizing each judge's scores.

Commissioner Katrina Kessler will be our keynote speaker and Dan Collison, Sherman & Associates will be our Emcee.

The Mac Hyde Scholarship committee met on March 26<sup>th</sup> and selected three scholarship winners for this year. We had ten total applicants this year and since it was such a strong pool of candidates the committee decided to add a third scholarship. Parkway Law is donating \$1000 toward the extra scholarship and the Tankenoff Foundation is considering donating another \$1000. I am pleased that we can do this third scholarship as a part of our anniversary celebration.

All presenters are set for ReScape. Each presenter has a history with Minnesota Brownfields that we will highlight at the Awards Ceremony. The presenters are:

Community Impact: Mary Finch and Josh Olson

Economic Impact: Meredith Udoibok

Environmental Impact: Shanna Schmitt

Innovative Project: Sara Peterson

The ReScape Winners for 2026 are: *(Please note this information is confidential until the evening of ReScape)*

**COMMUNITY IMPACT**

Large – Opportunity Crossing, Minneapolis

Small – Voyager's National Park Crane Lake Visitor Center, Crane Lake MN

**ECONOMIC IMPACT**

60 Main Street – Winona, MN

**ENVIRONMENTAL IMPACT**

Large – The Heights, Saint Paul

Small – Soo Line Gardens, Saint Paul

**INNOVATIVE PROJECT**

Great River Children's Museum – Saint Cloud, MN

It was great to see two strong applications from the Iron Range region, along with a number of applications from Greater Minnesota. This is a fantastic slate of ReScape winners!

### **CONTRACTOR UPDATES**

**Hennepin County Gap Financing Program:** Elizabeth submitted the City of Minneapolis paperwork for the Spring 2026 Grant Round. This is the first step in the process for receiving the new round of funding for the BGFP. The grant application was also submitted to the Hennepin County supplier portal on March 4<sup>th</sup>. The county's submission deadline is May 1<sup>st</sup>. We again asked for a \$400,000 allocation from the ERF. We will hear whether or not we are successful later in 2026.

I have also been working with our approved contractors to submit letters of support for the two bills making their way through the legislative process to extend the sunset for the HC and RC Mortgage and Deed Tax extension. The Senate bill has been voted out of committee and is available for scheduling on the Senate floor.

HF 3410 the House companion bill was heard on March 10<sup>th</sup> in the House Tax Committee. Representative Lee and Representative Nadeau presented the bill, providing bi-partisan support. The committee laid the bill over for inclusion in the 2026 Tax Bill.

Several Minnesota Brownfields members submitted letters of support for these bills.

**Ramsey County Site Assessment Grant Program Update:** Activity in the Ramsey County SAG has been slower. We have a little over \$52,000 available in the program. Heidi, Ella Mitchell and I are working on additional outreach and promotion for this program.

**Meetings:** Opus Foundation; KSU TAB MN planning meeting; Student Researcher Meeting; Hennepin County ERF Team; Ramsey County Grant Promotion; ReScape Judges Meeting; Vapor Workshop Speaker Meetings; Rick Kubler/Jeff Sepesis; Mac Hyde Scholarship Review Committee; Dan Collison, ReScape Emcee.

**Balance Sheet**  
**As of 12/31/2025**

**Minnesota Brownfields (MNB)**

**Assets**

**Current Assets**

1020	Bremer Checking	\$	4,789.42
1050	Bell Checking	\$	85,861.54
1051	Bell Bank MM	\$	36,183.71
1100	Accounts Receivable	\$	11,185.00

**Total Current Assets:** \$ 138,019.67

**Fixed Assets**

1500	Prepaid Expenses	\$	8,217.07
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**Total Fixed Assets:** \$ 8,217.07

**Total Assets:** \$ 146,236.74

**Liabilities**

**Current Liabilities**

2010	Accounts Payable	\$	22,054.36
2020	Grants Hennepin County	\$	-1,297.80
2021	Grants Ramsey County	\$	99,235.24
2022	Hours Ramsey County	\$	24,393.65
2200	Deferred Revenue	\$	49,375.00

**Total Current Liabilities:** \$ 193,760.45

**Long-Term Liabilities**

2510	Accrued Interest	\$	12,691.32
2520	EIDL Loan	\$	100,000.00

**Total Long-Term Liabilities:** \$ 112,691.32

**Total Liabilities:** \$ 306,451.77

**Equity**

3002	Unrestricted Net Assets	\$	136,952.45
3200	Retained Earnings	\$	-207,226.83
3200	Retained Earnings-Current Year	\$	-89,940.65

**Total Equity:** \$ -160,215.03

**Total Liabilities & Equity:** \$ 146,236.74

**Income Statement  
For The 12 Periods Ended 12/31/2025**

**Minnesota Brownfields (MNB)**

		<u>Year to Date</u>	<u>Annual Budget</u>	<u>Variance</u>
<b>Revenue</b>				
<b>Membership Services</b>				
4001	Individual Membership	8,475.00	9,000.00	-525.00
4002	Corporate Membership	53,960.00	56,000.00	-2,040.00
<b>Total Membership Services:</b>		<u>62,435.00</u>	<u>65,000.00</u>	<u>-2,565.00</u>
<b>ReScape Revenue</b>				
4004	Sponsorships - ReScape	49,500.00	42,000.00	7,500.00
4019	ReScape Submission Revenue	175.00	525.00	-350.00
4020	Program Revenue-ReScape	8,250.00	8,000.00	250.00
<b>Total ReScape Revenue:</b>		<u>57,925.00</u>	<u>50,525.00</u>	<u>7,400.00</u>
<b>Sponsorships, Grants, Donations</b>				
4010	Grants-Unrestricted	9,581.82	5,000.00	4,581.82
4013	Event Sponsorship	1,000.00	5,000.00	-4,000.00
4040	General Donation	35.00	0.00	35.00
<b>Total Sponsorships, Grants, Donations:</b>		<u>10,616.82</u>	<u>10,000.00</u>	<u>616.82</u>
<b>Hennepin County</b>				
4015	Hennepin County Grants- Admin Fees	37,662.75	33,000.00	4,662.75
<b>Total Hennepin County:</b>		<u>37,662.75</u>	<u>33,000.00</u>	<u>4,662.75</u>
<b>Program Revenue</b>				
4023	Program Revenue	10,595.00	12,000.00	-1,405.00
<b>Total Program Revenue:</b>		<u>10,595.00</u>	<u>12,000.00</u>	<u>-1,405.00</u>
<b>Other Revenue</b>				
4032	Interest Income	300.01	0.00	300.01
<b>Total Other Revenue:</b>		<u>300.01</u>	<u>0.00</u>	<u>300.01</u>
<b>Total Revenue:</b>		<u>179,534.58</u>	<u>170,525.00</u>	<u>9,009.58</u>
<b>Gross Profit:</b>		<u>179,534.58</u>	<u>170,525.00</u>	<u>9,009.58</u>
<b>Expenses</b>				
<b>Operating Expenses</b>				
5000	Management Company Expenses	61,873.17	71,080.30	9,207.13
5005	Goodwill/Staff appreciation	112.10	400.00	287.90
5010	Computer/Technology	1,621.89	3,500.00	1,878.11
5011	Accounting Services/Tax Prep	2,572.70	1,500.00	-1,072.70
5012	Insurance	2,471.21	2,500.00	28.79
5016	Program Expense - Travel & Meetings	1,438.00	2,000.00	562.00
5017	Education/Conference Registration	405.00	1,000.00	595.00
5020	Postage and Shipping	94.67	200.00	105.33
5030	Outside Membership Dues & Sponsors	1,316.13	1,500.00	183.87
5032	Bank and CC fees	4,470.42	4,700.00	229.58
5035	Copier/Printing/Office Supplies	550.03	500.00	-50.03
5037	Website	4,055.79	5,000.00	944.21
5048	Board Expenses	503.34	300.00	-203.34
<b>Total Operating Expenses:</b>		<u>81,484.45</u>	<u>94,180.30</u>	<u>12,695.85</u>
<b>Hennepin County</b>				
5014	Program Expense-Hennepin County	27,297.07	33,000.00	5,702.93
<b>Total Hennepin County:</b>		<u>27,297.07</u>	<u>33,000.00</u>	<u>5,702.93</u>
<b>Program Expenses</b>				
5013	Program Expenses-ReScape	46,945.37	47,000.00	54.63
5019	Program Expenses-State of Brownfield	32.22	0.00	-32.22
5041	Program Expenses-ReScape Printing	607.72	1,500.00	892.28

**Income Statement  
For The 12 Periods Ended 12/31/2025**

**Minnesota Brownfields (MNB)**

		Year to Date	Annual Budget	Variance
<b>Program Expenses</b>	(Continued)			
5046	Program Expense - Events	8,133.09	16,000.00	7,866.91
5065	MacHyde Scholarship Expenses	4,000.00	4,000.00	0.00
<b>Total Program Expenses:</b>		<b>59,718.40</b>	<b>68,500.00</b>	<b>8,781.60</b>
<b>Salary, Tax, Benefit Expenses</b>				
5001	Salaries	82,999.80	84,800.00	1,800.20
5002	Payroll Taxes	11,088.86	8,500.00	-2,588.86
5003	Other Payroll Expenses-Simple IRA/M	4,851.82	4,800.00	-51.82
5004	Payroll Fees	2,034.83	1,700.00	-334.83
<b>Total Salary, Tax, Benefit Expenses:</b>		<b>100,975.31</b>	<b>99,800.00</b>	<b>-1,175.31</b>
<b>Total Expenses:</b>		<b>269,475.23</b>	<b>295,480.30</b>	<b>26,005.07</b>
<b>Net Income From Operations:</b>		<b>-89,940.65</b>	<b>-124,955.30</b>	<b>35,014.65</b>
<b>Earnings Before Income Tax:</b>		<b>-89,940.65</b>	<b>-124,955.30</b>	<b>35,014.65</b>
<b>Net Income (Loss):</b>		<b>-89,940.65</b>	<b>-124,955.30</b>	<b>35,014.65</b>

**Income Statement**  
**For Period 12 Ended 12/31/2025**

**Minnesota Brownfields (MNB)**

		Period to Date	% of Revenue
<b>Revenue</b>			
<b>Membership Services</b>			
4002	Corporate Membership	-3,750.00	-113.04
	<b>Total Membership Services:</b>	<u>-3,750.00</u>	<u>-113.04</u>
<b>ReScape Revenue</b>			
4004	Sponsorships - ReScape	3,750.00	113.04
	<b>Total ReScape Revenue:</b>	<u>3,750.00</u>	<u>113.04</u>
<b>Sponsorships, Grants, Donations</b>			
4010	Grants-Unrestricted	-28.70	-0.87
	<b>Total Sponsorships, Grants, Donations:</b>	<u>-28.70</u>	<u>-0.87</u>
<b>Hennepin County</b>			
4015	Hennepin County Grants- Admin Fees	3,275.00	98.72
	<b>Total Hennepin County:</b>	<u>3,275.00</u>	<u>98.72</u>
<b>Other Revenue</b>			
4032	Interest Income	71.24	2.15
	<b>Total Other Revenue:</b>	<u>71.24</u>	<u>2.15</u>
	<b>Total Revenue:</b>	<u>3,317.54</u>	<u>100.00</u>
	<b>Gross Profit:</b>	<u>3,317.54</u>	<u>100.00</u>
<b>Expenses</b>			
<b>Operating Expenses</b>			
5000	Management Company Expenses	5,823.42	175.53
5005	Goodwill/Staff appreciation	112.10	3.38
5010	Computer/Technology	297.53	8.97
5017	Education/Conference Registration	10.00	0.30
5020	Postage and Shipping	78.15	2.36
5030	Outside Membership Dues & Sponsorships	335.00	10.10
5032	Bank and CC fees	852.28	25.69
5035	Copier/Printing/Office Supplies	28.58	0.86
5048	Board Expenses	102.82	3.10
	<b>Total Operating Expenses:</b>	<u>7,639.88</u>	<u>230.29</u>
<b>Hennepin County</b>			
5014	Program Expense-Hennepin County	5,371.03	161.90
	<b>Total Hennepin County:</b>	<u>5,371.03</u>	<u>161.90</u>
<b>Program Expenses</b>			
5013	Program Expenses-ReScape	8,000.00	241.14
5019	Program Expenses-State of Brownfield	32.22	0.97
5046	Program Expense - Events	2,812.21	84.77
	<b>Total Program Expenses:</b>	<u>10,844.43</u>	<u>326.88</u>
<b>Salary, Tax, Benefit Expenses</b>			
5001	Salaries	6,384.60	192.45
5002	Payroll Taxes	848.08	25.56
5003	Other Payroll Expenses-Simple IRA/Medical	199.66	6.02
5004	Payroll Fees	273.46	8.24
	<b>Total Salary, Tax, Benefit Expenses:</b>	<u>7,705.80</u>	<u>232.27</u>

**Income Statement**  
**For Period 12 Ended 12/31/2025**

**Minnesota Brownfields (MNB)**

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	<u>Period to Date</u>	<u>% of Revenue</u>
<b>Total Expenses:</b>	31,561.14	951.34
<b>Net Income From Operations:</b>	-28,243.60	-851.34
<b>Earnings Before Income Tax:</b>	-28,243.60	-851.34
<b>Net Income (Loss):</b>	-28,243.60	-851.34

**Income Statement YTD  
For The 12 Periods Ended 12/31/2025**

**Minnesota Brownfields (MNB)**

		Year to Date	% of Revenue
<b>Revenue</b>			
<b>Membership Services</b>			
4001	Individual Membership	8,475.00	4.72
4002	Corporate Membership	53,960.00	30.06
<b>Total Membership Services:</b>		<u>62,435.00</u>	<u>34.78</u>
<b>ReScape Revenue</b>			
4004	Sponsorships - ReScape	49,500.00	27.57
4019	ReScape Submission Revenue	175.00	0.10
4020	Program Revenue-ReScape	8,250.00	4.60
<b>Total ReScape Revenue:</b>		<u>57,925.00</u>	<u>32.26</u>
<b>Sponsorships, Grants, Donations</b>			
4010	Grants-Unrestricted	9,581.82	5.34
4013	Event Sponsorship	1,000.00	0.56
4040	General Donation	35.00	0.02
<b>Total Sponsorships, Grants, Donations:</b>		<u>10,616.82</u>	<u>5.91</u>
<b>Hennepin County</b>			
4015	Hennepin County Grants- Admin Fees	37,662.75	20.98
<b>Total Hennepin County:</b>		<u>37,662.75</u>	<u>20.98</u>
<b>Program Revenue</b>			
4023	Program Revenue	10,595.00	5.90
<b>Total Program Revenue:</b>		<u>10,595.00</u>	<u>5.90</u>
<b>Other Revenue</b>			
4032	Interest Income	300.01	0.17
<b>Total Other Revenue:</b>		<u>300.01</u>	<u>0.17</u>
<b>Total Revenue:</b>		<u>179,534.58</u>	<u>100.00</u>
<b>Gross Profit:</b>		<u>179,534.58</u>	<u>100.00</u>
<b>Expenses</b>			
<b>Operating Expenses</b>			
5000	Management Company Expenses	61,873.17	34.46
5005	Goodwill/Staff appreciation	112.10	0.06
5010	Computer/Technology	1,621.89	0.90
5011	Accounting Services/Tax Prep	2,572.70	1.43
5012	Insurance	2,471.21	1.38
5016	Program Expense - Travel & Meetings	1,438.00	0.80
5017	Education/Conference Registration	405.00	0.23
5020	Postage and Shipping	94.67	0.05
5030	Outside Membership Dues & Sponsorships	1,316.13	0.73
5032	Bank and CC fees	4,470.42	2.49
5035	Copier/Printing/Office Supplies	550.03	0.31
5037	Website	4,055.79	2.26
5048	Board Expenses	503.34	0.28
<b>Total Operating Expenses:</b>		<u>81,484.45</u>	<u>45.39</u>
<b>Hennepin County</b>			
5014	Program Expense-Hennepin County	27,297.07	15.20
<b>Total Hennepin County:</b>		<u>27,297.07</u>	<u>15.20</u>

**Income Statement YTD  
For The 12 Periods Ended 12/31/2025**

**Minnesota Brownfields (MNB)**

		Year to Date	% of Revenue
<b>Program Expenses</b>			
5013	Program Expenses-ReScape	46,945.37	26.15
5019	Program Expenses-State of Brownfield	32.22	0.02
5041	Program Expenses-ReScape Printing	607.72	0.34
5046	Program Expense - Events	8,133.09	4.53
5065	MacHyde Scholarship Expenses	4,000.00	2.23
<b>Total Program Expenses:</b>		<b>59,718.40</b>	<b>33.26</b>
<b>Salary, Tax, Benefit Expenses</b>			
5001	Salaries	82,999.80	46.23
5002	Payroll Taxes	11,088.86	6.18
5003	Other Payroll Expenses-Simple IRA/Medical	4,851.82	2.70
5004	Payroll Fees	2,034.83	1.13
<b>Total Salary, Tax, Benefit Expenses:</b>		<b>100,975.31</b>	<b>56.24</b>
<b>Total Expenses:</b>		<b>269,475.23</b>	<b>150.10</b>
<b>Net Income From Operations:</b>		<b>-89,940.65</b>	<b>-50.10</b>
<b>Earnings Before Income Tax:</b>		<b>-89,940.65</b>	<b>-50.10</b>
<b>Net Income (Loss):</b>		<b>-89,940.65</b>	<b>-50.10</b>

**BYLAWS  
OF  
MINNESOTA BROWNFIELDS  
OFFICES, CORPORATE SEAL**

**Section 1.01 Registered Office.** The registered office of this corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

**Section 1.02 Other Offices.** This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

**Section 1.03 Corporate Seal.** This corporation shall have no corporate seal.

**ARTICLE II  
MEMBERS**

This corporation shall have members, but the members shall not be entitled to vote on the election of directors or any other matter. Membership benefits are limited to information and periodic opportunities to communicate with officers and directors. The corporation may levy dues, assessments or fees upon its members.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 3.01 General Powers.** The property, business, and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

**Section 3.02 Number, Qualifications, Term of Office, and Election.**

- (a) The number of directors shall be determined by affirmative vote of a majority of the total number of directors, provided that the number of directors shall not be less than three (3). Directors must be natural persons and a majority of the directors must be adults, and current members of Minnesota Brownfields. Each director shall hold office for a term of two (2) years and through the adjournment of the meeting at which successor directors are elected, and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the director. Directors are to be elected for staggered terms so that not all Directors are up for election in a given year. Commencing July 1, 2011, no Director shall serve more than 3 consecutive terms (unless elected as an Officer of the Corporation). Members are eligible for re-election to the Board after two years of absence from the Board.
- (b) At each annual meeting, the Board of Directors shall elect directors to fill vacancies.

**Section 3.03 Resignation.** A director may resign at any time by giving notice to the corporation. The resignation of a director is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice. Written notice or

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an electronic communication which meets the requirements of Section 3.17 may satisfy the notice requirement.

**Section 3.04 Removal of Directors.** A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the total number of directors.

**Section 3.05 Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, expiration of term, or any other cause, shall be filled by affirmative vote of a majority of the total number of remaining directors, though less than a quorum, and the term of the director filling the vacancy shall expire at the end of the next annual meeting at which directors are to be elected.

**Section 3.06 Time, Place and Manner of Meetings.** The Board of Directors may hold its meetings at such time and place, and in such manner as it may from time to time determine. If the Board of Directors fails to select a place for a meeting or to specify that the meeting will be conducted solely through means of remote communication pursuant to Section 3.07, the meeting shall be held at the registered office.

**Section 3.07 Meetings Conducted Solely Through Means of Remote Communication.** The Board of Directors may specify that a meeting will be conducted solely through one or more means of remote communication, provided that notice is given, as specified in Section 3.12, and that the quorum requirements specified in Section 3.13 are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video, or internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through a form of remote communication that is authorized by the Board of Directors constitutes personal presence at the meeting.

**Section 3.08 Attendance and Participation in Meetings by Means of Remote Communication.** The Board of Directors may authorize individual attendance and participation by Board members at meetings through one or more means of remote communication. Participation in a meeting through a form of remote communication authorized by the Board of Directors constitutes personal presence at the meeting.

**Section 3.09 Annual Meeting.** The annual meeting of the Board of Directors shall be held each year at such time and place and in such manner as the Board may determine, typically the last meeting of the year, for the purpose of electing directors and officers and for the transaction of such other business as shall come before the meeting.

**Section 3.10 Regular Meetings.** Regular meetings of the Board of Directors shall be held from time to time, at such times and places and in such manner as the Board may determine.

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**Section 3.11 Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or by any one of the directors, and shall be held at such times and places and in such manner as the Board may determine.

**Section 3.12 Notice.** Notice of a meeting shall be mailed to each director, addressed to the director at his or her residence or usual place of business at least five (5) days before the day on which the meeting is to be held, or delivered personally or by telephone, facsimile transmission, or electronic communication which meets the requirements of Section 3.17, not later than two (2) days before the day on which the meeting is to be held, however, notice need not be given if the date, time and place of the meeting were announced at a previous Board meeting. The notice shall state the time, place and manner of the meeting, but need not state the purposes thereof. Notice will be deemed waived by any director who attends the meeting in person or participates in the meeting via remote communication, unless the director objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the meeting. Notice also may be deemed waived if the director consents to such waiver of notice in writing or by electronic communication which meets the requirements of Section 3.17, before, after or during the meeting.

**Section 3.13 Quorum.** Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any duly-held meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

**Section 3.14 Proxy Voting.** Proxy voting shall not be permitted.

**Section 3.15 Action Without Meeting.** Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication which meets the requirements of Section 3.17, in one or more counterparts, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were physically present. The action is effective when the written action has been signed or consented to in an electronic communication which meets the requirements of Section 3.17 by the required number of directors, unless a different effective time is provided in the written action.

**Section 3.16 Conflicts of Interest.** Except as permitted by law, with respect to any contract or other transaction between this corporation and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the

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material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and the interested director may not be counted in determining the presence of a quorum and may not vote.

**Section 3.17 Electronic Records and Signatures.** This corporation recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record

## **ARTICLE IV OFFICERS**

**Section 4.01 Number and Qualifications.** The officers of this corporation shall be a President, one or more Vice Chairs if elected by the Board of Directors, a Secretary, a Treasurer, and such other officers as may be elected by the Board of Directors. Any number of offices may be held by the same person. Officers shall be natural persons.

### **Section 4.02 Election and Term of Office.**

a) Officers shall be elected annually by the Board of Directors.

b) Terms. Except in the case of officers appointed in accordance with the provisions of Section 4.10, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer, except that the Treasurer shall serve a minimum of one (1) two (2)-year term. The President is expected to step down from the Office of President at least one (1) year before the end of their term on the Board of Directors.

**Section 4.03 Resignations.** Except as otherwise provided in an employment contract, an officer may resign by giving notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice. Notice provided in writing or by an electronic communication which meets the requirements of Section 3.17 may satisfy the notice requirement.

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**Section 4.04 Removal.** An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors.

**Section 4.05 Vacancies.** A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

**Section 4.06 President.** The President shall: (a) have general active management of the business of the corporation; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the corporation; and (e) perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 4.07 Vice Chair.** In the absence of the President, or in the event of his/her inability or refusal to act, the Vice Chairs (or in the event there be more than one Vice Chair, the Vice Chairs in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. Any Vice Chair shall perform such other duties as shall from time to time be assigned by the Board of Directors.

**Section 4.08 Secretary.** The Secretary is responsible for: (a) overseeing the maintenance of records and, when necessary, certify proceedings of the Board of Directors; (b) when directed to do so, give proper notice of meetings of the Board of Directors; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

**Section 4.09 Treasurer.** The Treasurer works in conjunction with the Executive Director/Management Company and Executive Committee to manage all funds of the organization, present an accounting of receipts and expenditures at each Board meeting and perform such other duties customary to the office and which the President or the Board may assign.

**Section 4.10 Other Officers.** This corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

**Section 4.11 Delegation.** Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

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**Section 4.12 Code of Conduct.** All Board of Directors shall sign a Board Code of Conduct Agreement when joining the Board.

**ARTICLE V  
EXECUTIVE DIRECTOR**

**Section 5.01. Executive Director.** The Board of Directors may appoint, by a vote of the majority of the Board of Directors, an Executive Director to manage the business and operations of the Corporation in accordance with policy established by the Board of Directors.

**Section 5.02. Duties.** The Executive Director shall perform the following specific duties:

- (a) Manage the Corporation's financial activity on behalf of the Board of Directors.
- (b) Prepare activity reports as requested for submission to the Board of Directors.
- (c) Carry out other such duties as the Board of Directors prescribes.

**Section 5.03. Compensation.** The Executive Director shall be compensated under a contract, with terms and conditions agreed to by the Corporation and Executive Director.

**Section 5.04. Absence.** In the absence or disability of the Executive Director, the Board of Directors may designate an acting Executive Director until such time as the absence or disability is removed or a new Executive Director is appointed.

**ARTICLE VI  
COMMITTEES**

**Section 6.01 Committees.** The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the total number of directors.

**Section 6.02 Procedures.** The general procedures specified within Article III apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall work in conjunction with the Executive Director and Management company to prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

**Section 6.03 Committee Membership.** The President shall have the responsibility annually to appoint the Chair of Committees subject to approval of the Board.

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**ARTICLE VII  
BOOKS OF RECORD**

The corporation shall keep at its registered office correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws; (b) accounting records; and
- (c) minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

**ARTICLE VIII  
INDEMNIFICATION**

The corporation shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

**ARTICLE IX  
AMENDMENTS**

Amendments to the Articles of Incorporation and these Bylaws must be approved by a majority of the total number of directors.

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These Bylaws have been approved and adopted by the Board of Directors of this corporation by written action dated August 4, 2011.

These ByLaws have been approved and amended by the Board of Directors of this corporation by vote on December , 2024.

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Secretary