



Request for Proposal to Maine Port Authority

Ms. Kim King
Maine Port Authority
460 Commercial Street
Portland, Maine, 04101
Re: IMT West Cold Storage Facility

Dear Kim,

In accordance to Section 10 of the Request for Proposal (RFP) the following details will provide the requested information.

Americold Logistics LLC is a 100% owned subsidiary of Americold Realty Trust (ART). ART is a real estate investment trust organized in the state of Maryland with the majority shareholder being the Yucaipa Companies.

- | | |
|--|---|
| a. Company Name: | Americold Logistics LLC |
| Americold Realty Trust Federal Tax ID: | 93-0295215 |
| Address: | 10 Glenlake Parkway, Suite 600,
Atlanta Georgia, 30328 |
| Company Fax #: | 678-441-6846 |
| Proposal Contact Phone Number: | (c) 404-435-4228, (o) 410-729-1045 |
| Proposal Contact: | Patrick Ballard |

For purposes of responding to the Maine Port Authority RFP, Americold has designated Patrick Ballard as its representative.

Patrick Ballard

Signature: _____

- b.** Americold Logistics LLC has not been debarred from any State or Federal Agencies during the past five years. Attachment 4 contains a formal declaration from Todd Sheldon.

Todd Sheldon

Signature: _____

Kim, the Americold team is pleased to present its response to Maine Port Authority's RFP, outlining our comprehensive cold storage experience, financial capacity and strength within the Northeast market and beyond.

As noted in our Request for Qualification, Americold and Eimskip have developed a Letter of Understanding expressing our mutual intent to establish an agreement for the joint development of a temperature-controlled storage facility incorporating dry storage and office space. Americold's scale, scope, temperature-controlled environment management experience and local, national and international relationships are complimented by Eimskip's commitment to the transportation industry, international transportation capabilities and customer orientation, and we're excited at the possibility of moving forward together to provide you with a remarkable solution.

Throughout this RFP we will focus on Americold's design, build and operate capabilities and incorporate the requested detail outlined in your RFP. Our desire and intent is to bring the Maine Port Authority a collaborative team that will develop a customized, state-of-the-art solution to accommodate your needs now, and all future requirements and solution enhancements envisioned in order to support Portland's International Marine Terminal expansion.

So why are we the best choice for Portland and the Maine Port Authority?



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- Since 1952, Americold has been a fixture in the local Portland community. Throughout the past 63 years, Americold has stimulated your local economy by bringing in an estimated \$78.4 million in revenues, hired local employees and service providers, and worked with local charities including the [Good Shepherd Food Bank of Maine](#). No other provider has been committed to the city for as long as we have.
- We share your enthusiasm to bring the next generation of state-of-the-art cold storage to Portland, and we are excited by the prospect of creating a campus design that highlights all of the benefits that the Port of Maine has to offer to food processing and production customers, and streamlines the process of bringing those products to market. There's no reason why Portland cannot become Canada's primary winter gateway port once again.
- We're envisioning a showpiece facility for you with the very latest in temperature-controlled supply chain design that you can use to sell Portland as the primary regional perishable production and processing locale: local relationships, regional expertise, national and international connections, and the best seafood anywhere in the world.
- Your food and beverage industry partners will have access to best-in-class IT systems and warehouse management platforms, channeled through either EDI or our proprietary [i-3PL Supply Chain Control](#) system, offering unmatched efficiencies, reduced cost and comprehensive supply chain visibility – all available on any web-enabled smart device.
- Americold operates over [175 facilities](#) with 1 billion cubic feet of temperature-controlled capacity in 6 countries. In the US we have +145 facilities in 38 different states. Our scope, scale, depth of operational capability and breadth of products handled place us in a unique position to be able to continuously evolve our processes and service offerings to maintain the very latest in technological support systems and management activities. Our ability to design, build and operate creative, integrated end-to-end solutions can be witnessed at any one of our facilities.
- Eimskip is contemplating moving their U.S. headquarters to the IMT West Cold storage facility, and storing up to 5,000 pallet positions of ambient space in it. Eimskip works with over 300 customers to ship more than 30,000 tons of products across the North Atlantic, and a new facility in Portland, ME would be an ideal strategic location.
- Our role will be simple: to provide temperature-controlled storage and transportation solutions, but we'll share a common purpose with you: to promote the fruits of the local, hardworking fishing and manufacturing communities in sharing the freshest seafood and locally produced food and beverages with friends, families and customers throughout the northeast and beyond.

We're very much looking forward to working with you and your extended partners in a collaborative effort as this initiative progresses. If you have any questions about our response, please feel free to contact me.

Sincerely,

Patrick Ballard

Vice President, Business Development





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Section 1

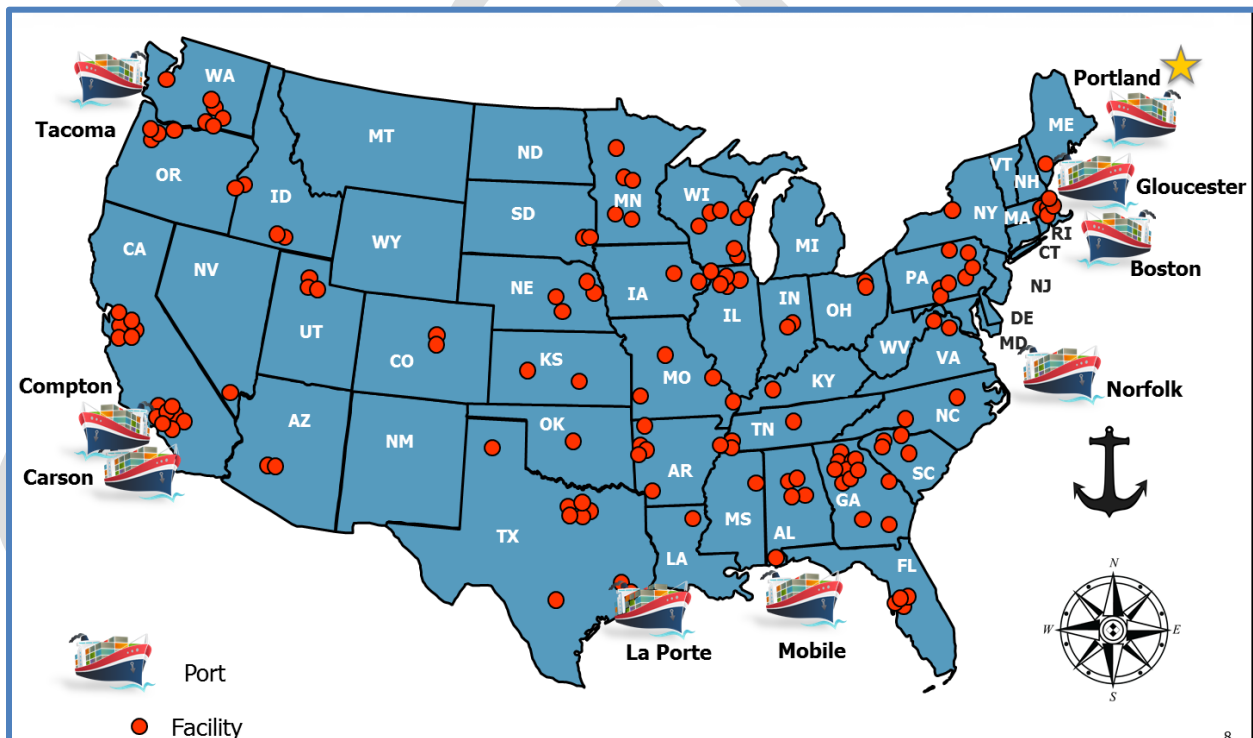
Company Information

Americold is a privately held Real Estate Investment Trust (REIT). Our primary share owners are The Yucaipa Companies (www.yucaipaco.com) and Goldman Sachs (www.goldmansachs.com).

Americold's roots can be traced back to 1903 as Atlanta Ice and Coal company – the company Ernest Woodruff formed by merging three local businesses before he moved on to purchase Coca Cola. Since then the company has grown organically and through acquisitions but has always maintained its local, neighborhood roots. Our very DNA stems from smaller, corner store-type personalities where family values and customer service are top priorities – Frank E. Wagner Jr. worked with Americold since we took over the facility in 1952. He held numerous roles up until retiring in the late 1980s as the GM. Mr. Wagner was the father of our current GM, Michelle Brooks. As companies merged and others were acquired, we took the time to properly integrate systems, associates, processes, values and visions to become the pioneering international company we are today. Today, each of our facilities leverages the collective expertise of the entire enterprise while maintaining unique local characteristics to serve our customers. You won't find that integration in every provider.

Americold is the global leader in developing temperature-controlled warehousing and transportation solutions for the food industry. We offer the most comprehensive storage, distribution, and logistics solutions in the world. Based in Atlanta, Georgia, Americold owns and operates [+175 temperature-controlled warehouses](#) throughout the United States, Australia, New Zealand, China, Argentina, and Canada.

Our US footprint incorporates over 145 facilities with many adjacent to port facilities:



With over 110 years' of continuous improvement, we've never rested on our laurels and have constantly strived to innovate and implement value and efficiencies for our customers. No other provider can offer you the visibility and control over such a large network. Americold's [i-3PL supply](#)

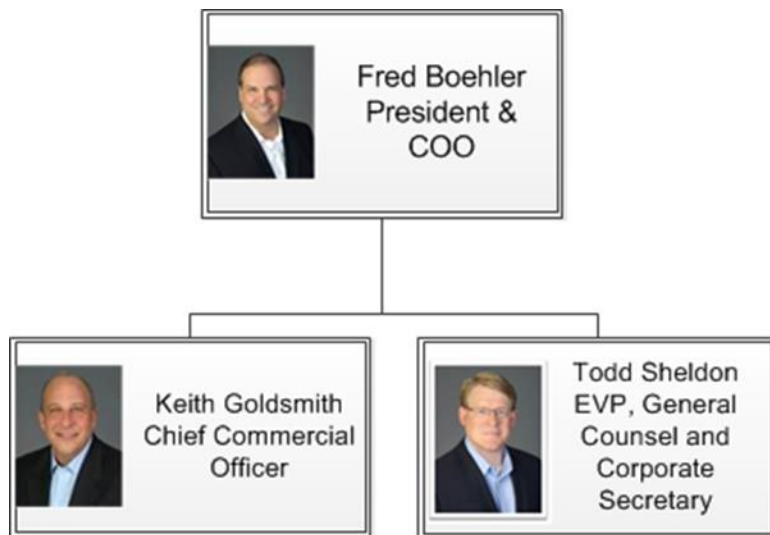


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[chain control system](#) enables 3000 Seafood, Agriculture, Protein, Poultry, CPG, Bakery and food retailer customers direct access to inventory information on any smart device from the palm of their hands, empowering decision makers and enabling critical choices to be made more quickly.

Americold Team, Structure & Roles

Americold's flat, matrix management structure streamlines decision making to support an efficient and effective operations based structure. Here, we present the team who'll be responsible for designing, building and operating the new Portland facility:





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Americold & Eimskip Leadership Team				
Name	Title	Legal Relationship	Address	Role
**Fred Boehler	President & COO	Employee	10 Glenlake Parkway, Suite 600, Atlanta, GA 30328	Fred will oversee the entire project from a financial, operations, and customer perspective.
**Todd Sheldon	EVP, General Counsel and Corporate Secretary	Employee	10 Glenlake Parkway, Suite 600, Atlanta, GA 30328	Todd will oversee the entire project from a legal and real estate perspective.
**Keith Goldsmith	Chief Commercial Officer	Employee	10 Glenlake Parkway, Suite 600, Atlanta, GA 30328	Keith will oversee the entire project from a business development and commercial perspective.
** Denotes a team member who will provide legal and financial advice or will act in an advisory role.				



Section 2

Knowledge and Experience

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To provide additional background on our ability to design, build and operate cold storage facilities we are including insight into two design and build projects that were successfully executed in the last couple of years. Many of the team members participating in the Maine Port Authority project were part of the Phoenix and Leesport projects outlined here.

Phoenix, Arizona

Scope: **Greenfield design, build and operate grocery retail distribution center; 13.1 acre site.**

Start of Operations: January 2014
Project Overview- Phase I
Building Net Area Sq. Ft: 95,475
Parking Spaces: 60
Clear Height: 42 feet
Dock Doors: 10 truck bays/loading docks

Phase II- Includes 7.1 acres of expansion, designed to accommodate an additional 143,000 square foot building. Timing TBD.

Phase I Investment and Revenue Overview:

Building Cost: \$11.6M
Land Acquisition: \$2.7M
FF&E Cost: \$2.9M
Total Cost: \$17.2M
Annual Revenue: \$5.3M
Pallet Capacity: 12,129
Temperature: Frozen, 100% case pick

Leesport, Pennsylvania

Scope: **Expansion of current facility to adjacent land owned by Americold**

Start of Operations: November 2013
Project Overview-
Building Net Area Sq. Ft: 96,000
Parking Spaces: 150
Clear Height: 28 feet
Dock Doors: 24 truck bays/loading docks

Investment and Revenue Overview:

Building Cost: \$8.3M
Land Acquisition: Already owned
FF&E Cost: \$3.2
Total Cost: \$11.5M
Annual Revenue: \$8.8M
Pallet Capacity: 2652
Temperature: Cooler Distribution Center operation and cross dock, 30% case pick



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Americold and Eimskip Team Member References

ORIGINAL



Section 3

Financial Capacity

As a private company in a highly competitive industry, Americold only discloses financial information where a non-disclosure agreement is in place. It also limits the use of the financial information disclosed to only those necessary and the information cannot be shared without the company's written consent. We would enter into such an agreement with you as we move forward with the project.

That aside, we will share that Americold currently has approximately XXX in cash. Over the past 3 years, we have refinanced over XXX of debt reducing the overall cost of debt by XXX bps, without significantly increasing our overall leverage ratio. We have strong relationships with construction lenders, CMBS debt originators, bank balance sheet lenders and others. With our balance sheet cash, strong lender relationships, and an equity partner with significant access to capital, we have the capacity to develop, operate and maintain multiple additional facilities, including the Portland proposed facility. We believe in supporting local communities and local businesses, and would look to work with financial institutions with Maine-representation where possible and feasible.

Americold prides itself on creating and maintaining strong vendor relationships with material handling equipment OEMs, such as Crown Equipment and Royal. We also maintain relationships with finance companies that specialize in leasing this type of equipment and have lines of credit with both GE Capital and LaSalle Equipment Finance.

Annually, Americold is audited by Ernst & Young with unqualified audit opinions being issued. Our primary banking relationships are with JPMorgan (New York), Royal Bank of Canada (New York) and Goldman Sachs (New York and Australia). We also have local relationships where warranted in areas where our warehouses are located.



Section 4

Economic Impact within the State of Maine

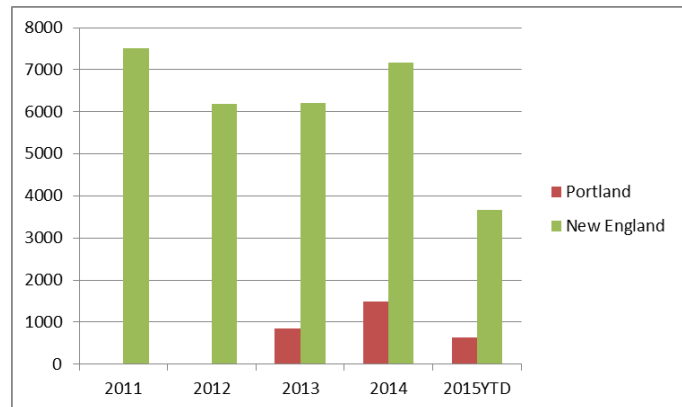
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Local Food & Beverage Ocean Imports (TEUs) (source: Zepol)

The chart to the right shows the traditionally more reliable ocean import data for food and beverage products into U.S. New England and Portland specifically. Our proposed Portland facility could easily accommodate all food and beverage imports for the New England region, and with direct rail and exceptional highway connections, Portland would have an outstanding competitive advantage over all other food and beverage import port options for regional customers.



ii) Estimated number of temporary construction jobs:

Based on our experience, approximately 1.25 construction jobs are generated per 975 square feet of construction. With a 145,000 square feet build, we estimate this project creating 186 temporary construction jobs.

iii) Estimated number of permanent jobs:

Based on Monday through Friday (2 shift) conventional steady-state operations, Americold estimates approximately 21 permanent jobs:

- 1 general manager
- 2 manager/supervisory positions
- 4 office clerical/admin positions
- 3 building/refrigeration/equipment maintenance positions
- 11 lift truck operator positions

Eimskip will relocate its US headquarters from Norfolk, VA to Portland, ME. 15 immediate re-locations will occur from Norfolk VA to Portland ME. 50 total positions will support the Eimskip US headquarters.

b) Using the form in [Appendix D](#), the Proposer is required to describe the Proposer's recent and anticipated economic impact upon and within the State of Maine. The use of economic impact in making contract award decisions is required in accordance with Executive Order 2012-004, which states that certain service contracts "...advertised for competitive bid shall include scoring criteria evaluating the responding Proposer's economic impact on the Maine economy and State revenues." Attach the form included in [Appendix D](#) to the proposal. This form does not count against the proposal page limit.

Please reference [Attachment 1/Appendix D](#).



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Section 5

Development and Operations Concept

a) As requested, the following detail will support the goals described in section 2 of the RFP.

Goal 1: Provide a state-of-the-art cold storage facility that supports the growth of the Maine Port Authority's throughput volume of domestic, import, and export refrigerated commodities;

Through our storied history in Portland, strong cash position and desire to be a collaborative partner to the Maine Port Authority, Americold is committed to designing and building a modern cold storage facility and campus that will utilize the latest construction, refrigeration and automation technology. We envision it to be a showpiece for ourselves and, more importantly, the city of Portland and Maine.

Heavy investments are made annually in research, development and education to ensure our experienced engineering team remains abreast of both current and pending innovations within the industry. We actively recruit and hire expertise from other supply chain verticals specifically to advance our own knowledge and understanding for where the temperature-controlled supply chain will advance.

These investments ensure exceptionally diverse thinking contributes towards final facility designs in order to offer technologically advanced, dependable solutions.

Through our discovery phase, we'll continue to interview you, our current customers, our list of interested parties, and our Business Development management team to fully understand what everyone expects from their new port-side facility. And based on your feedback, our expertise, the needs of the local community, local regulatory guidelines, and through collaboration with Eimskip, we envision building a showpiece facility that addresses current needs and future expectations for import, export, storage, handling and cross-dock requirements of the IMT.

Once a final design is complete and accepted, Americold's Project Management Organization will evaluate the plans and assign experienced project manager engineers to begin vendor negotiations, finalize timelines, and [oversee the construction](#) and implementation of the new facility. Americold has a time proven system of program management that consistently delivers successful projects benefiting all stakeholders. More details on this are in [Section 10](#).

As the new facility is brought to completion and commissioned, Americold's proprietary operating system is deployed to facilitate excellence in all phases of operational execution. Every aspect of operations, including loss prevention, energy conservation, product quality, labor optimization, continuous improvement, and associate development are addressed in this innovative operating system structure. The Americold Operation System (AOS) allows Americold to execute efficiently and consistently, delivering unmatched quality to you and our customers.

Goal 2: Attract new refrigerated and frozen cargo customers for the IMT;

Americold has an extensive portfolio of over 3,000 customers throughout our network. Currently, Americold services more than 50 customers in the existing Portland warehouse with frequent requests for additional space and value-added services from potential new customers. As part of our due diligence for the IMT project, Americold's Business Development team has identified an additional 20 "very interested" new customers for the IMT facility for 2017. But reviewing [Attachment 3](#) you can see the potential is much, much higher.

Eimskip will add the new facility into its network for over 300 shippers and the 30,000 tons of frozen cargo they ship across the North Atlantic. Eimskip already has several customers showing significant interest.



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Americold's Business Development and Marketing team will execute a three tier commercial strategy that incorporates significant marketing exposure to local and national industry media and events to support a national Business Development focus on new customer acquisition. We've already identified the targets ([Attachment 3](#),) and have the strategy taking shape. This will ensure customer adoption rates meet the financial criteria needed to support the short and long term success of the new IMT facility. We also feel confident that our strategic partnerships with the largest food processing companies and brands in the world will create additional opportunities for the IMT facility.

Goal 3: Maximize revenues from the long-term operation of the cold storage facility;

Americold's entire portfolio of service offerings (including storage, handling, processing, value-added services, and transportation) will be leveraged to create multiple revenue streams around the facility. The majority of our customers outsource their storage and transportation requirements in order to focus on their core business. We've innovatively adapted our capabilities to undertake additional value-added services to ensure that pallets stored with us constantly remain in motion, be it through our relabeling and repackaging programs, kitting, tempering or sloughing, or staging, we've taken the traditional cost-only storage mentality to make it an integral service value-add for our customers. This stickiness bonds our relationships and solidifies long-term, contracted business for our facilities.

Goal 4: Optimize the use of available rail, trucking, and ocean liner shipping services;

The proximity of the IMT to the port as well as the availability of rail access will allow customers to take advantage of Americold's intention to incorporate all-mode facility access, enhancing the long-term value of the IMT to the local, national and international customer base. Dozens of Americold's facilities are connected to rail lines enabling significant transportation cost savings for our customers.

Most of our facilities make the time and cost advantages of cross-docking operations available to our customers, and some of our port facilities operate container loading/unloading, documentation services, FDA and USDA prep work and intermodal options too. If there's an advantage for our customers then we look to integrate the activity as a value-added service offering in our facilities.

Eimskip has identified clients that are very interested in utilizing the dry storage capacity and in utilizing containers to be carried on PanAm's intermodal stretch to the NY/NJ region with the goal of reducing truck volumes between Portland and NY/NJ.

Goal 5: Support the development and growth of Maine's F&B industry;

A state-of-the-art temperature-controlled IMT facility, designed, built, and operated by Americold's team of professionals, and in conjunction with Eimskip's ocean solutions will be a tremendous asset to the food and beverage industry in Maine and throughout the region. The additional warehousing capacity along with Americold's operations and transportation expertise will be attractive options for both current and prospective food & beverage companies. Americold, in conjunction with Eimskip, will further invest in local Business Development and Marketing initiatives to support achievement of the goals held by the Maine Port Authority and the targets of Americold. We already have a list of 20 very interested customers for the projected 2017 opening.

Goal 6: Design, develop, and operate the facility in a manner that is protective of human health and the environment and so that it complies with applicable environmental regulations and restrictions;

A tremendous volume of resources are dedicated to the safe operation of all Americold facilities. The company maintains a dedicated Continuous Improvement and Safe Quality Foods department to implement policies, train associates in those policies, and perform regular audits of all facilities. Our AOS, highlighted in [Section 9](#), maintains dedicated human health and environment KPIs projected onto facilities to ensure adherence.



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Americold's engineering team examines and tests the latest sustainable and environmental technologies for applicability in each new design as well as for retrofitting applications. Some of our most recent facility and network enhancements include:

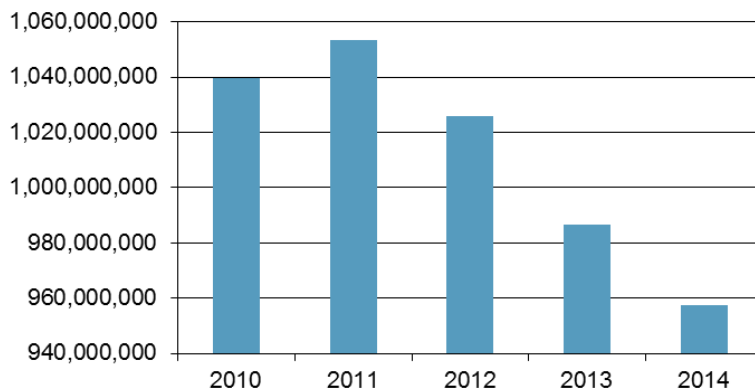
- Motion-sensing LED lighting in 31 facilities saving 10,000,000 kWh per year
- A natural gas fuel cell system provides 600,000 kWh (65% of facility's energy needs) in Salinas, CA
- Solar power system at the Gloucester, MA (April 2013) that produces 500,000 kWh per year
- Reduction in CO2 emissions by +135,000,000lbs since 2010
- Decrease of +118,000,000 kWh of electricity use since 2010, enough to power +11,000 homes/year
- Partnering with SMARTWAY truck service providers
- Condenser capacity increases in 14 facilities to lower operating pressures and decrease refrigeration energy consumption
- Evaluating hydrogen fuel cell technology to eliminate the use of batteries in material handling vehicles
- Modular, zero ammonia refrigeration system planned at Fort Worth, TX facility for late 2015
- Demand-Response partnerships with local utility companies to contribute towards reduced power consumption during peak times
- [ASRS cranes](#) utilized at Americold facilities generate electricity to reduce overall energy costs

Americold's power consumption statistics in kWh:



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Americold's CO₂e emissions



Due to the size and complexity of the Americold network, the company is extremely adept at complying with the complex regulations which differ considerably among numerous cities, states, and countries. As mentioned, Americold can trace its roots in Portland back to 1952, when the Quincy Market Cold Storage and Warehouse Company was first introduced. We pride ourselves on continuing a strong family heritage and are dedicated to implementing and executing programs that are grounded in understanding the current regulations and guidelines in the city of Portland.

Goal 7: Maximize the direct and indirect economic benefit from the operation of the cold storage facility to the local community and state;

The new IMT facility will employ individuals across multiple skill sets such as warehouse workers, maintenance specialists, office administration, business development and managers. Ancillary positions in and around the port will be positively affected by the new business attracted to the facility. Truck, rail, ocean and other transportation related businesses will also benefit from the additional business generated. Business currently leaving the area due to a lack of refrigerated warehousing capacity would be enticed to keep those products (and dollars) in Portland, and to further expand while partnering with the newest, most modern facility in the country.

Eimskip will locate more than 50 people into approximately 10,000sqft of office space and move its US headquarters from Norfolk, VA to showcase this new facility in Portland, ME.

Goal 8: Comply with the policies of the Maine Port Authority and Main DOT, and support the Maine Port Authority's mission;

The size and complexity of Americold's network has prepared us for navigating and satisfying the complicated regulatory landscape across the USA and 5 additional countries. We are confident in our ability to collaborate with the Maine Port Authority and the IMT to ensure all regulations that pertain to the new facility are understood and that Standard Operating Procedures are in place to effectively manage the day-to-day demands of such regulations and policies.

- b) Identify the market to utilize the cold storage facility, including products to be handled and logistics for connecting product to market. The anticipated volume of containers and rail cars per month, the number of truck trips per month, etc.

In addition to the details provided to support goals 1-8 in Section 2 of your RFP, Americold plans to design and construct an expandable facility with an initial capacity of approximately 15k pallets. We calculate approximately 300,000 pallets (30,000 TEUs) can be handled annually. The product mix will be diverse and will include but not be limited to, Seafood, Agriculture, Protein, Poultry, CPG,



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Bakery and Produce. Based on Americold's experience in the Portland area, we would expect a multitude of proteins (with the majority being seafood), potatoes, frozen vegetables, fruit and berries, pet foods, dairy, bait, frozen dinners, chocolates, and beverages.

- c) and d) The anticipated volume of containers and rail cars per month, the number of trucks per month, etc. Business plan, including potential cargo activity, key customers, and facility operating plan (equipment, staffing, estimated financials, and operational considerations). The business plan should also describe how the site would be used in relation to the Proposer's other operations.

Based on today's customer base in Portland and plans for a future facility there, the key initial customers are Eimskip, Scoular, Penobscot, Bristol Seafood, and Hannaford plus partnerships and volume from the other 50 plus current Americold customers and 20 additional "very interested" customers over and above the 5 listed above. As previously stated, we calculate ~300,000 pallets (30,000 TEUs) annually in and out of the facility. A multitude of equipment options will be evaluated during the design process. Based on the final solution for the building, [ASRS](#) technology is an exceptional option that would be utilized in addition to specialized material handling vehicles. A state-of-the-art warehouse management system will be deployed to guide operational activities including receipts, outbound, and inventory tracking. The facility will employ ~6 to 10 associates initially and will grow from there towards our projections. We currently operate a facility on Read Street in Portland. Based on our business plan calculations, we may well continue to operate this site in conjunction to the new site at the IMT. We are also considering converting it to a dry facility to increase our ability to keep large amounts of dry product, complementing the temperature-sensitive product that customers would store at the new facility.

- e) Reference total future estimated throughput in TEUs imported and exported through Portland, Maine and describe methods that would be used to achieve this projected growth.

The calculated traffic generated by the new facility will be ~30,000 TEUs inbound and outbound. The projected capacity of the facility will be quickly achieved if our marketing strategy runs to plan. Americold's Business Development team has already received very strong interest from enough customers to efficiently fill capacity to the 95% most efficient operating level.

- f) The hours of operation will be determined by the nature of our customer base and the service level needs that they require. Americold operates a multitude of different operational scenarios when it comes to the hours that a facility or campus is open and we will ensure that all customer needs are met while also maintaining the financial performance that is needed to ensure the long term success of the IMT facility. In reality, this facility could be a 24/7 operation, increasing the number of full time jobs available.
- g) Specific proposed measures or methods to protect current environmental conditions. Also proposed measure to minimize or avoid emissions of air pollutants, including but not limited to diesel particulate matter and greenhouse gases, and other sustainability measures to enhance environmental performance.

Temperature maintenance requires significant power and resources but Americold's engineering team considers the local parameters to determine the most suitable applications. For Portland, we will likely utilize a split package Freon (or similar) refrigeration system to leverage Maine's natural climate and to eliminate the need for ammonia in the facility. LEED certification will be pursued for the planning and construction phases. Low energy lighting such as LED and motion sensors,



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natural gas fuel cell systems to reduce power loads, solar power, hydrogen fuel cell fork lifts, and energy generating [ASRS](#) cranes will all be considered for the IMT facility design. Americold remains focused and diligent on leading the cold storage industry from an environmental stewardship perspective – our most recent environmental projects and enhancements were highlighted as part of our response to Goal 6.

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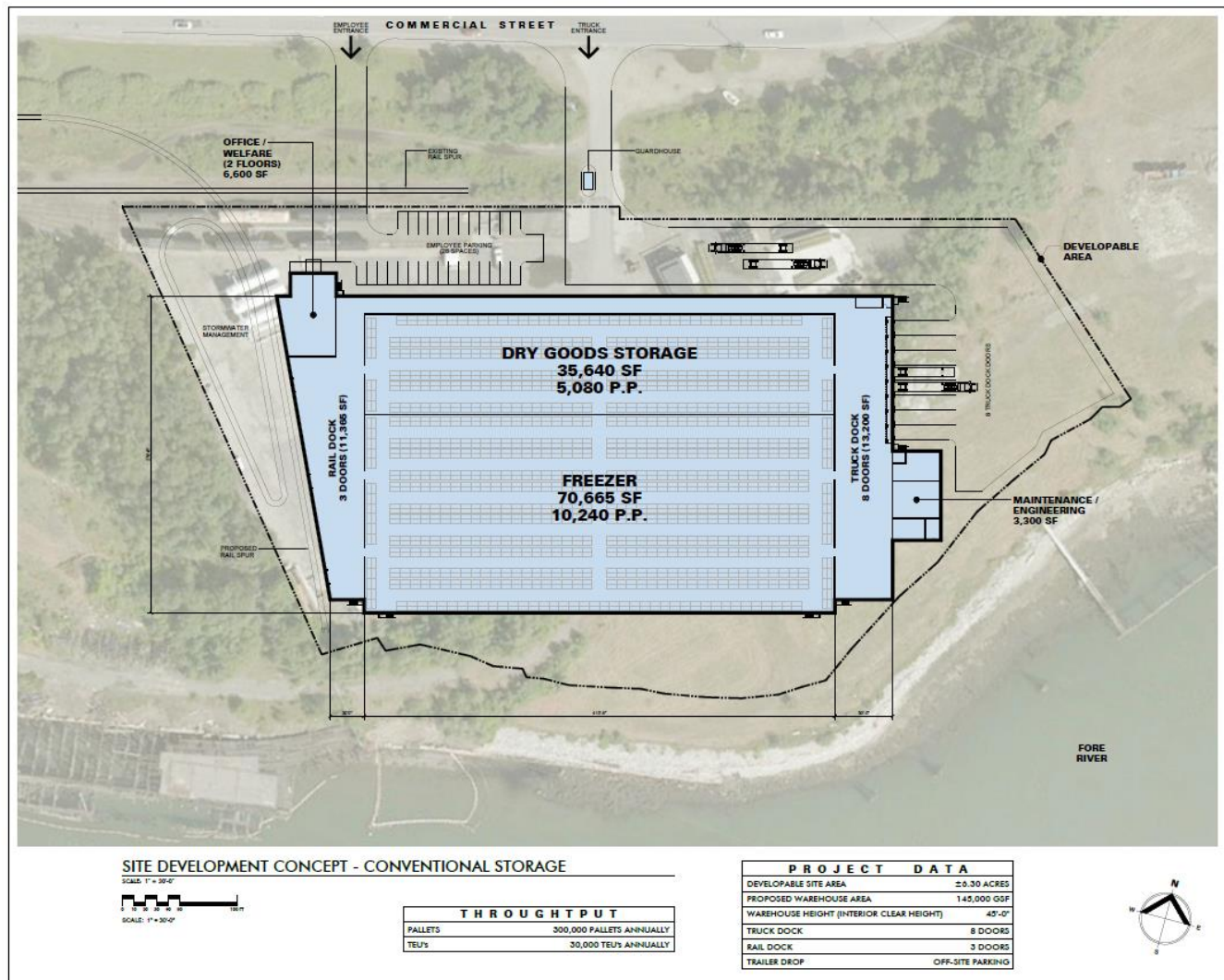
Section 6

Improvements

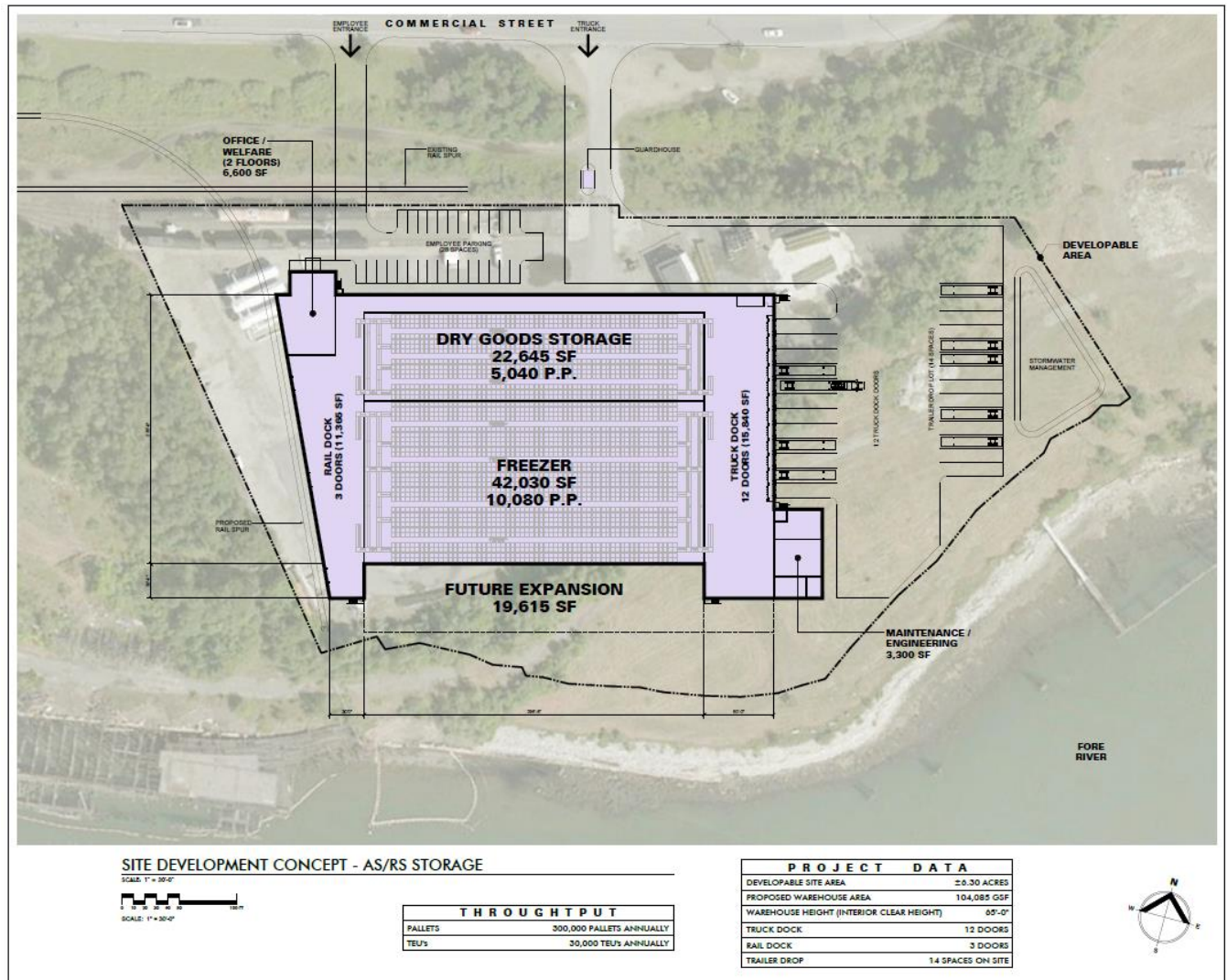
- a) A description of the proposed cold storage facility including general construction type, total square footage and dimensions (length, width, height), refrigeration system details, expected utility needs (including capacity/size), and environmental management approach.

There are a number of factors being considered which drive the final design of the IMT facility. Currently, Americold is creating a multiple design approach so that plans can be reviewed and collaborated in conjunction with the Maine Port Authority. To date, one automated and two 2 conventional facility designs are under consideration, and a selection will be made once more information (customer base, inventory and velocity data, etc.) is finalized.

Concept: Conventional Storage



Concept: Automated Storage and Retrieval System (AS/RS)



All three design variations have an initial storage capacity of approximately 15,000 pallets and range from 104,085 ft² (263.5' x 434') to 145,000 ft² (263' x 537') in total area.

The refrigeration system being evaluated is the Alta Expert split Freon system design for approximately 300 TR. This gives maximum flexibility for future temperature changes that may be requested from future customers. This design eliminates the need for ammonia, resulting in a safer operation and reducing the need for regulatory oversight.

Environmentally, the Expert Freon system will be much safer for the proximity to the water. In addition, several technologies will be evaluated to reduce the facility's carbon footprint such as hydrogen fuel cell fork lifts, solar panels, energy efficient lighting (such as LED and motion switches), natural gas fuel cells to augment power to the building, and power generating ASRS cranes.



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Additional consideration will be given to how the IMT facility is designed architecturally to enhance its harmony with the local surroundings, expected utility needs etc.)

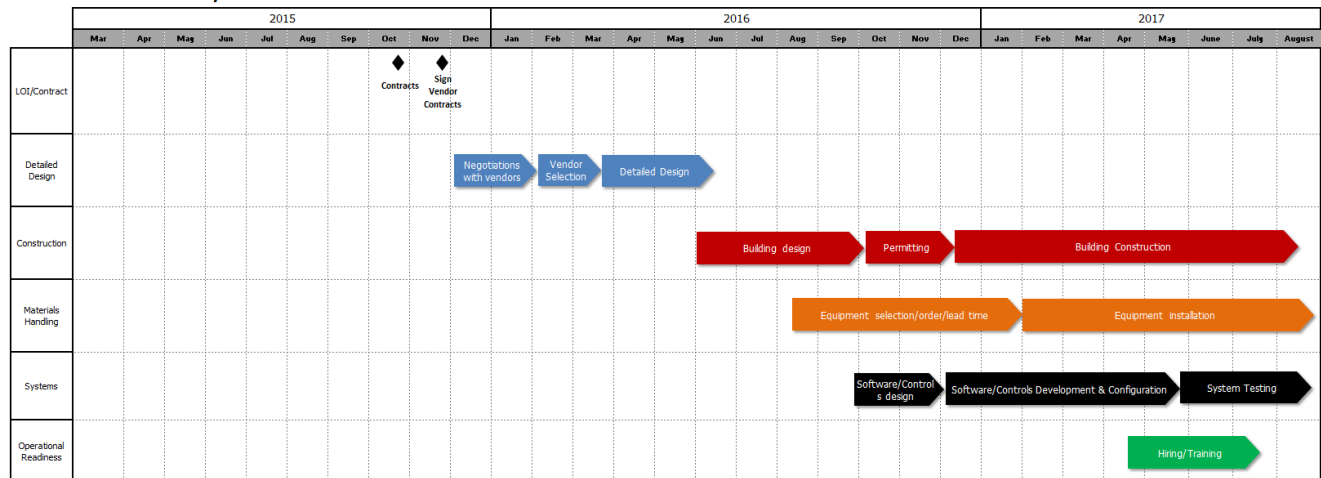
- b) Estimated schedule, including pre-construction tasks (design, permitting, etc.), construction period, any development phasing proposed, and initiation of operations for the development or each phase of development, if applicable. Include brief descriptions and milestone dates.

Americold's major milestones and estimated durations will be as follows:

- Negotiation with vendor(s): **8 weeks**
- Vendor selection: **6 weeks**
- Detail design: **12 weeks**
- Permitting: **8 weeks**
- Building construction: **40 weeks**
- Automation installation: **36 weeks**
- Systems integration: **30 weeks**

Many of these tasks will take place concurrently with a total estimated duration of 18 months. Please click [here](#) if you'd like to see time-lapse imagery of our AS/RS facility extension being constructed at our Indianapolis facility.

Americold Portland, Maine Tentative Timeline



- c) Estimated development costs will be in the range of \$19M to \$30M. The variance in expense is due to the potential use of automation, the overall size of the building and the specific technology and equipment that is used.
- d) Proposed funding sources. As previously addressed in the [Financial Capacity](#) section, Americold has the cash on hand to execute on this deal without any additional outside financing, allowing for the most expeditious project completion timeline. However, Americold may choose to partner with other equity and debt sources to optimize capital costs and risk. We believe in strong, local support and would work with financial institutions that have a prominent Maine presence to determine if financing locally would be beneficial to both Americold and the institution. We intend to explore additional city and state financing options, credits and other incentives as appropriate.



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Section 7

Rent

- a) Proposed commencement date for payment of rent to the Maine Port Authority.

Rent would commence upon Americold's exclusive access to the site and the ability to begin construction.

- b) Proposed amount of base annual rent over the term of the lease, including all operational and General Property Maintenance costs.

While we acknowledge the significant investment in order to prepare the site for construction, at this point it is difficult to estimate what an appropriate amount of rent would be.

In our experience in developing similar sites on government owned properties, the base rent is often abated (or a nominal fee). Before deciding on a rental rate, Americold would need to understand more fully the impact of variables relating to property tax, zoning, availability of utilities, physical condition, incentive financing, site preparation work, buildable acreage, environmental condition at time of lease, and similar factors – as well as the positive economic benefit of the facility to be constructed on the site and the resulting increase in seaport activity. Operational and General Property maintenance costs during the lease term would be covered by Americold.

- c) Proposed variable rent above base rent (e.g., "participation rent" or "profit sharing").

See b) above.

- d) Proposed rent escalators, including frequency and basis.

See b) above.

- e) Proposed lease term.

Americold's desire is to lease for the maximum term allowed by law. (Minimum 40 years).



Section 8

Lease Terms

ORIGINAL

Section 9

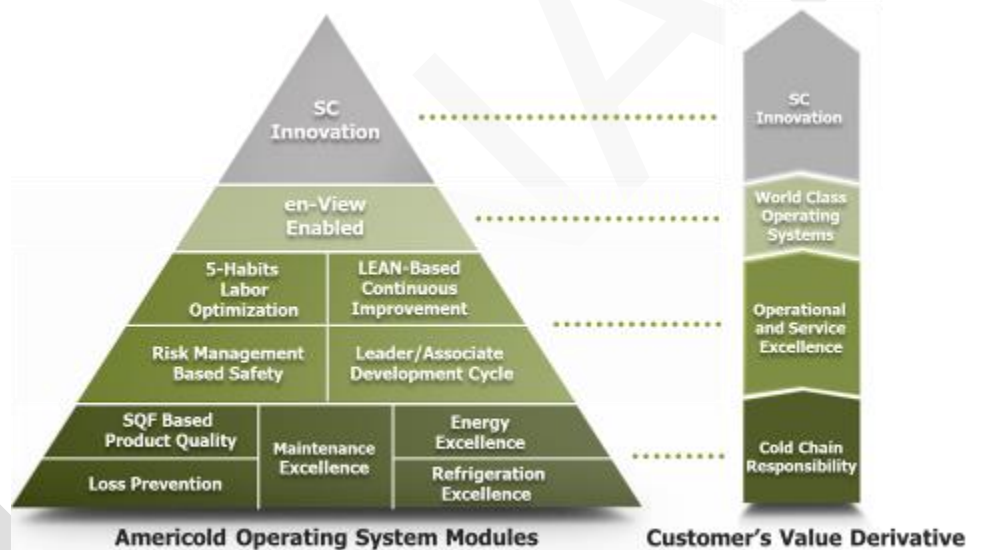
Americold Operating System

The foundation of Americold's operational excellence and its ability to positively deliver on its customers' KPI expectations is the Americold Operating System (AOS). AOS was developed to formalize a proven platform for world class supply chain execution across the entire Americold Network. In addition, the introduction of AOS was designed to streamline management of operating resources, including labor, equipment and facilities. Also addressed are quality and integrity elements such as food quality, safety, loss prevention and sustainability standardization.

AOS is designed to deliver the mechanism and process to innovate for and with our customers for continued mutual growth.

The value of AOS to our customers can be summed up with the following:

- Supply Chain Innovation
- World Class Operating System
- Operational and Service Excellence
- Cold Chain Responsibility



AOS provides structure and rigor around the elements that are the foundation of our business. It's not a program; it is part of our Culture and DNA.

Section 10

Implementation Methodology

Americold's Project Management Organization (PMO) uses an integrated project management approach designed on the principles of industry best practices, tools and techniques to deliver solutions beyond our customers' expectations. This will provide a disciplined, interactive approach to initiating, planning and controlling all project related efforts to ensure the successful completion of the project objective.

The goal of Americold's project management methodology is to provide:

- A consistent and meticulous approach to project management
- A structure to project planning efforts
- Reduced project cost and schedule overruns
- Mitigated risks and timely issues resolution
- Measures and reports on project performance to control deviations

Upon award of the business, our PMO team will assign a Project Manager to oversee the development, construction and opening of the facility. We'll formalize the cross-functional project team, outlined in [Section 1](#), inclusive of subject matter experts, task leaders and steering committee participants to manage the entire implementation process.

Americold's Project Management approach includes five distinct process groups to ensure a successful implementation:



Process 1 – Initiation

The Project Manager will coordinate an official project kick-off meeting to conduct a thorough review of the solution design and business requirements with all project stakeholders to ensure the scope captures all expectations and deliverables.

Process 2 – Planning

Upon the completion of the Initiation process, the project team will create a detailed project plan that covers all areas of the project requirements. This plan will include a detailed project timeline and resource requirements.

Upon the formal acceptance of the project plan by the project stakeholders, the plan will be the baseline template serving as a benchmark for monitoring and controlling project implementation performance.

Process 3 – Execution

Upon the completion of the planning process, Americold will implement the project plan using industry standard tools and techniques to ensure the project remains in scope, on-schedule and within budget.



Request for Proposal to Maine Port Authority

The main tools produce:

- A summary of progress, a 3-4 page overview to give executives a view of the operation
- A KPI review – these key metrics offer greater granularity into the implementation progress and measure elements specifically related to the onboarding process
- A Hiring or Ramp-Up Plan to ensure any new associates are fully up-to-speed before Day 1

Process 4 – Monitor & Control

In addition to weekly progress reporting, stage reviews will also be conducted to ensure the project is achieving the appropriate requirements as it moves along.

These stage reviews allow for the review of a projects' performance against the baseline plan to ensure the project's readiness to advance to the next phase. We would solicit your readiness to move forward before embarking on the next steps of the baseline plan. This provides the opportunity for a more proactive approach to controlling project deviations.

Process 5 – Close Out

Upon the completion of the execution process, the project closeout process will serve as a multi-step administrative progression designed to fully evaluate the successful completion of all project deliverables upon your acceptance, and will formally transfer ownership to the local Americold operations teams.

Section 11

Final Thoughts

Demonstrated Ability to Execute Value-Driven Solutions

- Over 110 years' of Experience supporting the needs of local cold-chain logistics customer
- 63 years within the local Portland community
- Application of industry best practices realized through Americold's position as the global temperature-controlled supply chain leader
- Demonstrated ability to successfully transition and launch cold storage facilities without impacting day-to-day operations
- Operating models designed to drive supply chain innovation and positive financial impact
- Service-intensive solutions driving quality, value and continuity

Sophisticated Technology

- World-class, dynamic and robust technology platforms
- Validated experience integrating with our customers' SAP/ERP systems
- Warehouse Management Systems (WMS) specilized to support cold chain and temperature-controlled logistics needs
- Online inventory visibility and Reporting via our proprietary and recently enhanced [i-3PL Supply Chain Control](#) tool
- Metrics measurements to drive success and decision making

Comprehensive Network

- The largest, most comprehensive warehouse network in the United States (+145 facilities) and the world
- Full capabilities and flexibility to support port, rail and truck service needs now and in the future
- International capabilities in support of distribution needs in Canada, China, Australia, New Zealand, and Latin America
- Operational excellence through the Americold Operating System (AOS) - a proven platform for world class supply chain execution
- Streamlined management of operating resources, including labor, equipment and facilities
- Food quality, safety, loss prevention and sustainability standardization
- Innovation for and with our customers for continued mutual growth

Cold Chain Responsibility

- Solution Design Managers focused on solutioning value-driven options to support the Maine Port Authority International Marine Terminal expansion
- Structured project management approach inclusive of five distinct process steps to ensure the successful implementation and launch of your project objectives
- Experienced professionals who have a distinct understanding of and experience with building, designing and operating state-of-the-art cold storage facilities



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Industry Stewardship

- Americold and its executive team is committed to **ACTION** values in order to grow the industry, own the cold chain, develop talent and drive supply chain profitability for its customers and itself:

Accountability for results

Customer Focus

Transparent communication

Integrity comes first

Operate with a sense of urgency

Nurture partnerships with others

- Executive Appointments include:

Fred Boehler IARW Board Member

David Stuver WFLO Board Member

Rick Stevens Government Affairs Committee Co-Chair

Kathryn Mullen GCCA Talent Development Sub-Committee

Marc Levin IARW Productivity & Benchmarking Committee, AFFI Board Member

- Association Memberships:



Council of Supply Chain
Management Professionals



GLOBAL COLD CHAIN
ALLIANCE®



NATIONAL
FISHERIES
INSTITUTE





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Attachment 1

ORIGINAL




Request for Proposal to Maine Port Authority

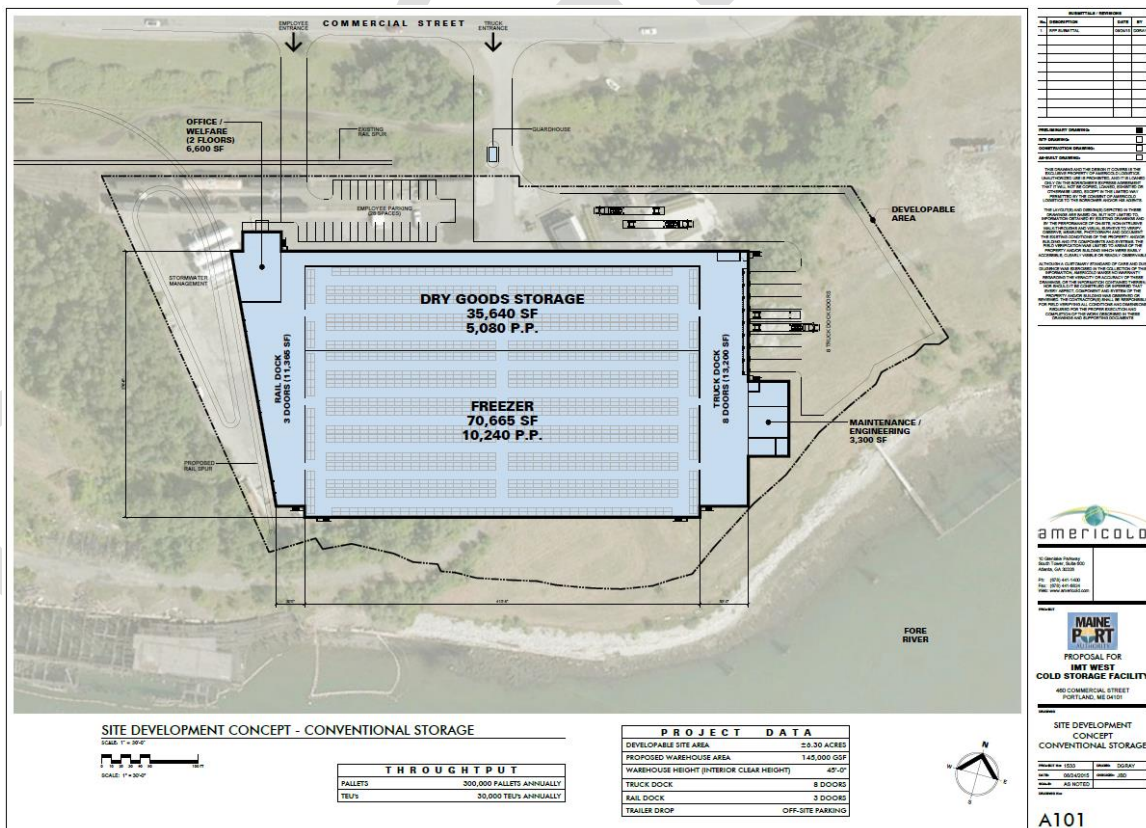
Attachment 2


americold

COOL CHOICE IN LOGISTICS
PROPOSAL FOR
IMT WEST COLD STORAGE FACILITY

MAINE PORT AUTHORITY

LOCATION
PORTLAND, ME
460 COMMERCIAL STREET
PORTLAND, ME 04101

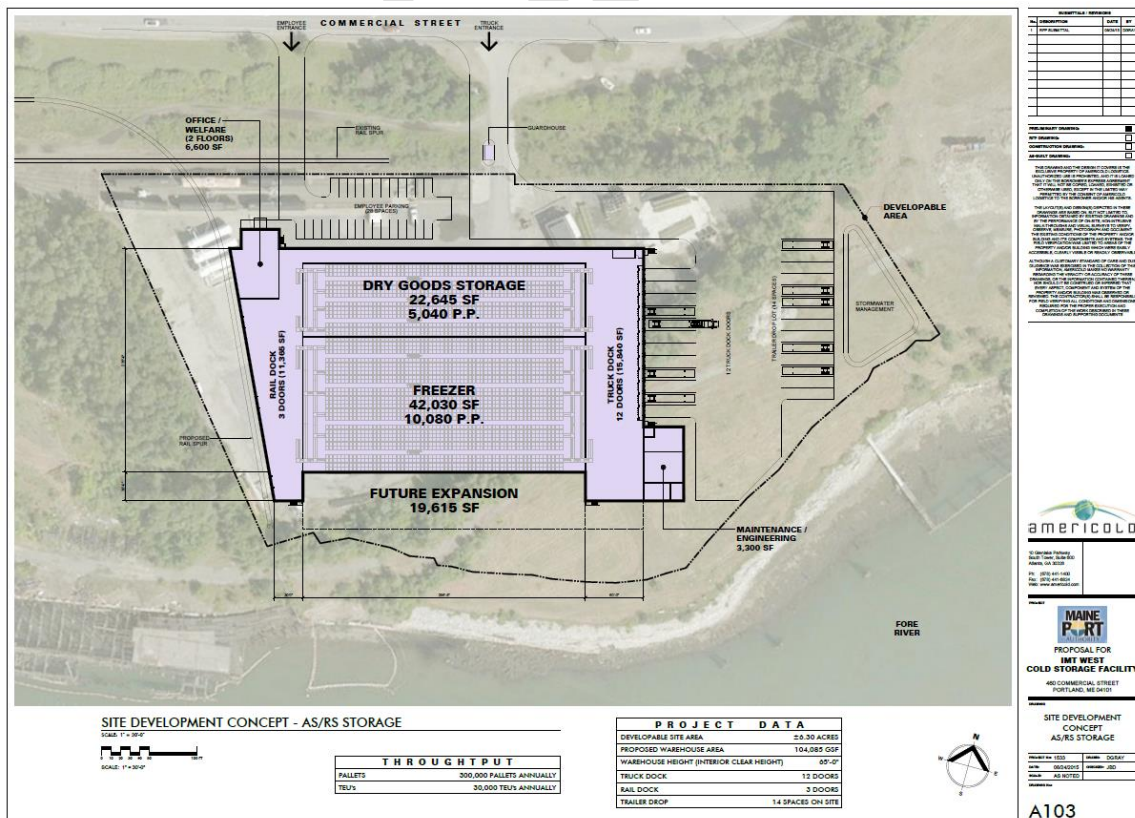
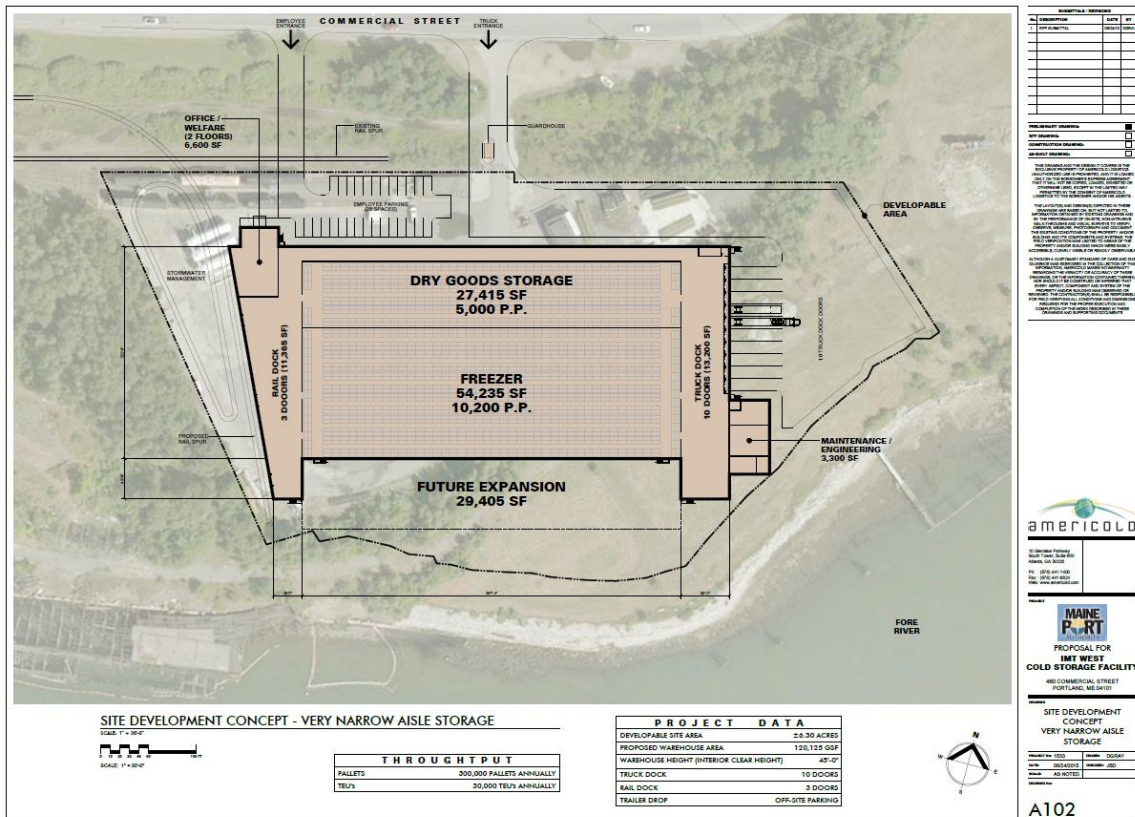
DESIGNER
AMERICOLD LOGISTICS LLC
10 GLENLAKE PARKWAY, SUITE 600
ATLANTA, GEORGIA 30328
PHONE: (770) 441-1400
FAX: (770) 441-6542


AMERICOLD PROJECT No: 1533
RFP SUBMITTAL DRAWINGS
AUGUST 24TH, 2015





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Attachment 3

The below table shows top ocean importers in New England with current Americold customers shaded green (source: Zepol)

Consignee Name	Consignee City	Consignee State
High Liner Foods	Peabody	MA
F W Bryce	Gloucester	MA
Atlantika	New Canaan	CT
National Fish And Seafood	Gloucester	MA
Eastern Fisheries	New Bedford	MA
The Hadley	Wareham	MA
Southstream Seafoods	Warwick	RI
Rainbow Seafood	Topsfield	MA
Endeavor Seafood	Newport	RI
Panapesca Usa	Pembroke	MA
Channel Fish	Boston	MA
Gorton's	Gloucester	MA
Zhangzidao Fishery Group America	Lakeville	MA
Boston Sword Tuna	Boston	MA
Isi Seafood	Branford	CT
Slade Gorton	Boston	MA
Carmichael International Services	Chelsea	MA
Ocean Trawlers Europe	New Canaan	CT
Aps	New Bedford	MA
Great Northern Fish	New Bedford	MA
Crocker And Winsor Seafoods	Boston	MA
The Henry Gonsalves	Smithfield	RI
Stavis Seafood	Boston	MA
Northern Fisheries	Little Compton	RI
Aquafisk	Manchester	NH
Portland Shellfish	South Portland	ME
Mammut Sports Group	Williston	VT
Limson Trading	Norwalk	CT
B b I Food Enterprises	West Haven	CT
Seafreeze	North Kingstown	RI
Jedwards International	Braintree	MA
Mariner Seafood	New Bedford	MA
Rich s Cold Storage	Taunton	MA
Brewers Supply Group	Providence	RI
Fortune Laurel	Wellesley	MA
Pioneer International	Wakefield	MA
Demoulas Super Markets	Tewksbury	MA
Athena Int Foods	Brockton	MA
Best Foodstuff Usa	Norwood	MA
Black Pearl Seafood	Boston	MA
Linnane	North Reading	MA
Pier Fish	New Bedford	MA
Chex Finer Foods	Attleboro	MA
Cape Seafoods	Gloucester	MA
Century Bank Trust	Medford	MA
Extra Virgin Foods	Watertown	MA
Fundelina Usa	Haverhill	MA
International Luso Fish	Gloucester	MA
Lufthansa German Airlines	Boston	MA
North Atlantic Pacific Seafood	East Greenwich	RI
North Coast Seafoods	Boston	MA
Oesse Foods	New Haven	CT
J Moniz Company	Fall River	MA
Orleans Packing	Hyde Park	MA
The Pastene	Canton	MA
Aquamarine	Manchester	NH
Atlantic Capes Fisheries	New Bedford	MA
B A Brokers	Boston	MA

Consignee Name	Consignee City	Consignee State
Bristol Seafood	Portland	ME
Canadian Fish Exporters	Auburndale	MA
Classic Wine Imports	Norwood	MA
Costas Provision	Boston	MA
Fortune Laurel	Quincy	MA
Greek Gourmet	East Weymouth	MA
Hannaford Bros	Winthrop	ME
Minuteman International	Fitchburg	MA
Nantucket Distribut	Middleboro	MA
New England Food Brokerage	Gloucester	MA
Norfolk	Norton	MA
Norwegian Seabod	Everett	MA
Raw Sea Foods	Fall River	MA
Tannin	Peabody	MA
Bullard Abrasives	Lincoln	RI
Freeline Organic Food Usa	Westport	CT
Mediterra	Salem	MA
Olive Harvest	Sudbury	MA
Jansal Valley	New Bedford	MA
Ambassador Brokers	Braintree	MA
Bego Usa	Lincoln	RI
Big T d	Chelsea	MA
Carolina Wine	Norwood	MA
E Sidney Stockwell	Wakefield	MA
East Bay Seabod	Boston	MA
Equal Exchange	West Bridgewater	MA
Grand Prix International	Indian Orchard	MA
Harbor Blue Seabod	Fairhaven	MA
Ideal Wine Spirits	Medford	MA
Logfiet	Wakefield	MA
Luneta Waterbury	Waterbury	CT
Maloney Seafood	Quincy	MA
Manzel	Danvers	MA
Mise	Newton	MA
Ms Walker Norwood	Norwood	MA
Norfolk E hf	New Bedford	MA
Pine State Trading	Augusta	ME
Purse Line	Sebasco Estates	ME
Ruby Wines	Avon	MA
Sea Fresh Usa	North Kingstown	RI
Seabod Marketing	Quincy	MA
Sid Wainer And Son	New Bedford	MA
The Jojoba	Waldoboro	ME
Tuscan Brands Lls	Salem	NH
Villa Seafood	Boston	MA
Vineyard Road	Framingham	MA
Z C Trading	Quincy	MA
Mohr Mcpherson	Boston	MA
Pure Italian	Watertown	MA
Italimport	Malden	MA
Casa Foods	Middleton	MA
Dsm Neoresins	Wilmington	MA
Gonsalves Import Export	Smithfield	RI
Great Northern Products	Cranston	RI
Midtown Markets	Woburn	MA
Portugalia Imports	Fall River	MA
Souard Olivier Laurent Michel Windsor	Waltham	MA
The Olive	East Longmeadow	MA



Request for Proposal to Maine Port Authority

Attachment 4

Declaration of Todd N. Sheldon

I, Todd N. Sheldon, am over the age of 18 and declare and state as follows:

1. My name is Todd N. Sheldon. I have personal knowledge of the facts contained in this declaration.
2. I am Executive Vice President, General Counsel and Corporate Secretary for Americold Logistics, LLC.
3. I have access to the corporate records for Americold Logistics, LLC.
4. Based on my review of those records, I can confirm that Americold Logistics, LLC has not been barred from providing services to any State or Federal Agency within the last five (5) years.
5. I declare that the foregoing information contained in this Declaration is true and correct as of the date hereof.

Todd N. Sheldon