

Frog Ferry Community Ownership Campaign: Summary Document

A Green Community Capital Campaign for Portland

Overview

Friends of Frog Ferry is an Oregon nonprofit corporation and a 501(c)(3) charitable organization under the Internal Revenue Code (“Frog Ferry”). Frog Ferry is launching a Community Ownership Campaign to raise critical startup capital to help bring a zero-emission passenger ferry system to the Portland metropolitan region.

Frog Ferry is envisioned as a visible symbol of civic renewal—a forward-looking infrastructure investment grounded in climate leadership, equitable mobility, economic vitality, river reconnection, and civic pride. The ferry system is designed to provide low-carbon commuter transportation; reduce congestion and emissions; promote economic development; expand mobility options; strengthen river access; support workforce connectivity; and enhance climate resilience.

Founded in 2017, Frog Ferry is governed by an independent, community-based Board of Directors. The organization has raised, contributed, and/or facilitated more than \$40 million in value for research, planning, and community outreach through pro bono services and funding from private and philanthropic sources. Frog Ferry estimates that approximately \$22 million is needed to launch an initial passenger ferry vessel into operation.

This Community Ownership Campaign aims to raise \$2 million to support the project, build public awareness and understanding, and strengthen the organization’s ability to secure additional public funding, corporate sponsorships, foundation grants, and other funding sources. Frog Ferry estimates that an initial vessel could be operational within three years of raising the full \$22 million. For more information, visit <https://frogferry.com/>.

Community Ownership Shares

The Campaign offers the public an opportunity to directly support a passenger ferry system that will be funded, owned, and operated as a community asset. In exchange for their contributions, supporters (“Donors”) will receive Community Ownership Shares (“Shares”) in Frog Ferry.

Share purchases will provide capital funding for the project and are structured as charitable contributions. These contributions are intended to be tax-deductible, and Donors will receive written acknowledgment for tax purposes once the project has raised sufficient funds to move forward. Donors may also receive non-monetary benefits, such as early access to ticket sales, “owner” merchandise, and opportunities for complimentary ferry rides during vessel testing or at select times during operations.

Shares are not securities, investment contracts, or financial products. They represent a charitable contribution and recognize the Donor’s participation in a community capital campaign supporting the ferry initiative.

The Campaign

Goal

The goal of the Campaign is to build a broad public groundswell of support at a time when city and state transportation funding is constrained, greenhouse gas emissions are rising, and the City of Portland faces budget challenges and declining performance indicators as a place to live and work.

Use of Proceeds

Campaign proceeds may be used for a wide range of project-related costs, including but not limited to: vessel design and construction (RFP process), engineering, permitting, environmental review, dock design and improvements, professional services, startup staffing, community engagement, government affairs, campaign expenses, ticketing systems, marketing, legal fees, repayment of project-related indebtedness, and reimbursement of documented development costs.

Eligible Donors / Share Purchasers

Shares may be purchased by qualified donors aged 18 or older, including both Oregon residents and non-residents. Shares may also be purchased as gifts for family members or friends, as well as by businesses and organizations.

All Shareholders—including individuals, gift recipients, businesses, and organizations—must acknowledge receipt of Shares, register ownership, and affirm the charitable nature of the contribution.

Limits on Share Ownership; Transfers; and Share Price

Shares are non-transferable and may not be resold, pledged, assigned, or redeemed for cash or other value.

Individuals, businesses, and organizations may purchase up to 3,000 Shares.

Price per Share: \$300

Target & Minimum Raise; Campaign Timeline

The Campaign has a target raise of \$2,000,000 and is expected to launch on or about April 8, 2026, continuing through June 30, 2026. Frog Ferry may extend the Campaign at its sole discretion, but not beyond December 31, 2026.

All contributions will be held in a segregated escrow account and will not be released to fund project costs unless and until the target raise is achieved. However, if a minimum threshold of \$500,000 (“Minimum Raise”) is reached and additional funding commitments are secured to advance the project, funds may be released from escrow for project-related expenses.

If the Minimum Raise is not achieved, Frog Ferry may retain up to \$50 per Share to cover administrative, platform, escrow, and processing costs. All remaining funds will be returned to registered Shareholders.

Frog Ferry will work with a recordkeeping service, Transfer Online, to track Share registrations, manage communications with Shareholders (including confirmations and address updates), and support any permitted administrative functions related to Share ownership.