



**MIDCOAST SOLID WASTE CORPORATION
BOARD OF DIRECTORS
MINUTES OF
SEPTEMBER 23, 2015
MEETING**

MEMBERS PRESENT: Chairman Art Durity-Lincolnville, Cindy Gerry, Lincolnville Jim Kierstead-Camden, Tracy Lee Murphy-Rockport, Bill Chapman-Rockport, Tom Ford-Hope, Jim Annis-Hope

MEMBERS ABSENT: John French, Camden (Excused)

REPRESENTATIVES PRESENT: Jim Guerra-MCSWC Manager, Pat Finnigan-Camden Town Manager, Jon Duke-Hope Town Administrator, David Kinney-Lincolnville Town Administrator

REPRESENTATIVES ABSENT: Richard C. Bates, Rockport Town Manager

Public Guests: Grant Lipmann, Barb Orland, Alison McKellar

Chairman Art Durity called meeting to order @ 7:00 p.m.

The Chairman introduced Cindy Gerry to the current membership; she has been appointed as a representative by the Town of Lincolnville.

1. PUBLIC COMMENT ON NON-AGENDA ITEMS:

Guest, Alison McKellar of Camden is actively working on engaging a Citizen Committee to work with MCSWC. She requested the assistance of at least one Board member to help draft guidelines for the group. She has provided a description to Manager Jim Guerra on her vision for educating and getting input from community members. Art Durity requested that if she wanted to create a Board sanctioned advisory committee she should submit a one page outline to him of the format she envisions and he would present it for review.

2. AGENDA ADJUSTMENTS: NONE

3. APPROVE MINUTES OF JULY 22, 2015 MEETING:

Bill Chapman requested that the missing representative from Lincolnville be included in the attendance record. Bill Chapman made motion to approve minutes as corrected. Tracy Lee Murphy seconded the motion. Chairman, Art Durity called for a vote. No Discussion. Motion passed 5-0-1 (Cindy Gerry abstained)

4. MANAGERS UPDATE

Landfill Fire – There was a fire in the landfill while Jim was on vacation. Jim thanked Jim Kierstead, Gary Leighton and Beth Kwiatkowski who responded to the event.

Grout Wall Pilot II Project: The project resulted in less than satisfactory results. The purpose was to see if the traditional method of grouting would work. How much grout, time and cost it would take to finish the job. The retrieval tests were poor; there was no way to describe how well the work did. A scant amount of grout was found in the testing tubes. It reveals another problem, how to quantify what's going through there is usually done through tracers and piezometers and wells and because of the makeup of the fill it is not able to be tracked in that manner. Until Jim comes up with another proposal with the engineers the project is on the shelf. He felt that the next round will require a much more expensive fix when determined. Jim discussed a past thought that the cove area of the Northern section of the Quarry could possibly have a coffer dam, scale the rock and fill and it would involve a great expense, a determination of exactly how much water is going through there would have to happen first. It would be most important when the Southern section of the Quarry is covered because that will be the bulk of what is pumped because the cover will cut off what is coming down.

Dozer Repair: Experienced a \$2500.00 repair and was down for a day.

Recycling Can Repair: A recycling receptacle can was repaired for \$8000.00 to keep the can alive, which was less than buying a new one but you don't know the extent of the repair until you are into it.

Concept Re-design: Jim met with the civil engineer and delivered a concept re-design. He has suggested that they "kick down the sides of their sandbox" from the last plan concept shown to the Board for the site. The current concept box doesn't fit well on the site due to grading and size, but if they can come up with something that works sensibly and maintains the concept of a drive through we'll look at it. Jim has come up with a couple of ideas to shrink the size of the building; plans can be expected in November.

Audit FY2015: The audit is almost complete and will be done in October. It is needed to help with the FY2017 budget which is currently being worked on.

Community Committee: Alison McKellar has given Jim a proposal to form a community committee and is looking for feedback. Jim will meet with her and provide direction this fall.

Art Mural: Sweet Tree Arts has asked to do a third art mural; they suggested a design directly applied to the concrete wall of the Odor Control Building. Jim did not agree because the building may not survive the site re-design. The group will work on creating a third mural instead similar to the other two on site.

DEP Site Inspection: The DEP will be visiting on September 24, 2015. Art Durity asked if this was a routine visit. Jim responded that it was and that Bill Butler has returned as our manager and he makes

annual visits. The role of the DEP, Consent Agreement and past Schedules of Compliance were discussed.

Landfill Cell Development: Ferraiolo is on site in the landfill. Jim Annis asked what they were working on. Jim responded that we can't have too much area open or too much area closed. The biggest challenge is not the filling itself, even though we are shoehorning now in the thinnest narrowest part of the landfill, the hard part is having vehicles come in and out. We are narrowing the face and narrowing the top and bringing closure up the back of the landfill at proper slope. Jim Annis asked why the electrician is on site. Jim responded that a project to move the telephone/electric pole out of the landfill was underway.

5. UPDATE OF MCSWC BY-LAWS:

Jon Duke reviewed the suggested changes to the By-Laws of the Mid-Coast Solid Waste Corporation presented to the Board of Directors by the Executive Committee. Jon gave a brief history of the formative role of the Town Managers to focus the Manager and move facility in the right direction. The Executive Committee role was reconstituted when the By-Laws were rewritten in 2013 and after a couple of years working under the current By-Laws it became apparent further clarification was needed to better define the role and responsibilities of the Executive Committee in working in conjunction with the Manger and the Board. Tom Ford asked if the By-Laws had been reviewed to be in sync with the Articles of Incorporation to avoid conflicting issues. Discussion followed. It was determined that the Articles of Incorporation will need to be reviewed in detail when the changes to the facility occur.

NOTE: Bill Chapman explained that any changes would need to be reviewed by an Attorney, possibly the State and DEP oversight will come into play and the reasons for a change such as new facility functions, leachate, realignment of disposal of our communities solid waste will enact such changes by June 2018 and the contract votes in 2016 may as also trigger this change. The Articles may spell out specifically how to amend them. A town vote will be required from each town to make those changes to the Articles once they are determined.

Public Discussion

Alison McKellar asked about how the public gets information from the Executive Committee perhaps by way of minutes of the meetings. John Duke explained that the section of the By-Laws on minutes is for the purpose two functions...what has happened and what is the progress. The Committee is to keep a record of the progress to be able to gauge the work they perform on certain goals and the work they oversee with the manager and to be able to provide input to the Board on a quarterly basis or other committees as needed.

Grant Lipmann asked how often sub-committees meet. Jon Duke responded Executive committee meets monthly and other committees as needed. Grant also inquired about the Capital Planning Committee and was told the next meeting is on October 1st at 4 pm at the Rockport Town office and open to the public. Bill Chapman responded that the role of the Strategic Planning & Capital Planning Committee is long term planning for equipment and the facility. Jon Duke added that all committee work is advisory in nature and that only the Board can make decisions and that Jim Guerra as Manager is the point man for any first inquiries about the facility. Art Durity asked if Mid-Coast Solid Waste posted the meeting dates on the website. It was agreed this could be accomplished.

Alison McKellar voiced frustration in the time line of getting information for the design changes in the facility and how they are being decided among Committees and by the Board. Jim Guerra explained

more concept information will be available in November at the workshop. A discussion on single sort waste collection was held.

Art Durity directed the conversation back to the By-Law changes on the table. The wording on the By-Law information was reviewed and Tracy Lee Murphy helped to make the wording fit to read properly. The change to Section 1 located on page 6 was made as follows:

The Executive Committee shall assist the Facility Manager in the day to day operations of the Facility and the Board of Directors' in development of all written policies and procedures. The Executive Committee shall ensure the Corporation's goals and objectives are addressed. The Executive Committee also may be assembled by The Board to assume responsibility for the day-to-day operations of the Facility in the absence of the Facility Manager.

Art Durity asked if there were other additions or changes. Tom Ford requested a footer identifying the date of adoption be added on each page. Chairman, Art Durity entertained a motion. **Jim Annis motioned we accept the recommended changes to the By-Laws for the Executive Board with the stated corrections in the first section. Jim Kierstead seconded the motion. Chairman, Art Durity called for a vote. No Discussion. Motion passed 6-1-0** (Tracy Lee Murphy Opposed)

5. OUTSIDE REVIEW OF MSW DISPOSAL PROPOSAL:

David Kinney presented the concerns of the Executive Committee in identifying potential options for the best future contract for MSW disposal following the upcoming expiration of our contract with PERC. There is conflicting information being put forth by MRC and USA Energy and a vote will be necessary in June 2016. Time is of the essence and the Executive Committee requested they be allowed to find a team to help identify potential options which at a minimum will include legal, technical and economical, as well as, environmentally compliant with the law.

The economics, the unknowns and pros and cons of the options need to be analyzed and studied and explain the risks to the Executive Committee so it can be communicated in their decision to contract on behalf of the citizens of all four towns and the Corporation. The cost of such a study is not known and a group has not been identified at this time. Discussion followed. Jim Guerra reminded the Board that the MRC will be available by January 1, 2016 from both MRC (Fiberight) and USA Energy (PERC). EcoMaine figures are already known. Bill Chapman suggested that because of the urgency of this issue a special meeting be held in October to fund the project. Art and Tracy discussed that the money will need to be voted on, Tom suggested using money left over from the Grout Wall project, Jim Guerra wasn't sure there was any. Discussion continued.

NOTE: Several people attending the meeting felt that a public forum to include speakers of the various companies involved be arranged and input from the public considered. Discussion followed.

Pat Finneran requested that the Board entertain a motion to allow the Executive Committee to research the cost and availability of a consulting group that could provide this objective information to the Executive Committee for their use and the use of the Board in future contract considerations. Jim Guerra has a responsibility to the MRC and to MCSWC and seeking independent counsel is best to point out the pros and cons and allow the Executive committee to do the due diligence to find a team to provide these details. Tracy Lee Murphy thinks that the facts being put in writing from a confident

source, an independent party presenting these facts allow a level of confidence in the decisions that need to be made soon about our area waste disposal. Discussion followed. Jim Guerra suggested that the money be drawn from the equipment replacement reserve only if it was able to be repaid at a future time. Chairman, Art Durity entertained a motion. **Tom Ford motioned that the Board of Directors of Mid-Coast Solid Waste authorize The Executive Committee to search for appropriate legal/engineering individuals to explore existing and proposed companies involved with the disposal of solid waste and to report back to The Board with the results of their findings. Tracy Lee Murphy seconded. Chairman, Art Durity called for a vote. No Discussion. Motion passed unanimously 6-0-0.**

Corporate Goals:

Tom provided a follow up from the June 22, 2015 meeting on corporate goals. He requested that individual working committee members review and give feedback on the information he is providing on goals for the year. This will allow the board to set a direction for this corporation and allow The Executive Committee at their monthly meetings to see the progression of the goals for the coming year and allow us to look back in June at the goals that were placed in writing and gage our effectiveness. It also allows those evaluating Jim as Manager to have written actions to judge his performance on. Discussion followed. Art Durity felt that the goals outlined in the presentation are something able to be voted on as written out. He felt that Jim, as Manager, should be developing the strategies and bringing them back to The Board for approval. Then if his tactics to execute the strategies are not able to be met within a couple tries then that are additional criteria of how he can be reviewed and his performance judged. His strategies outlined tonight could be presented in November following the acceptance of these goals. Discussion followed.

Public Discussion:

A request by Alison McKellar that a board member other than Jim be available to help guide Citizen Committee to get it finalized. The Chairman requested that Alison look at the establishing of her committee as a private group and that Jim is not available to direct a committee, but that he might be a conduit to the board as part of the design of the committee function. Art explained that you can join the organization and be an official committee and that takes time, or you can meet as a private independent group and move your agenda forward in that manner. Tracy Lee Murphy further explained that no one member of the Board can speak for all; that having the help of a single board member would not be a functional role, as the work of the Board dictates all decisions and actions are representative of a group voice or vote.

Guest, Grant Lipmann expressed displeasure that this citizen committee will take too long to develop on a formal basis because meetings are so far apart. Discussion followed.

Chairman, Art Durity entertained a motion. **Tracy Lee Murphy motioned to accept the goals as presented in the highlighted parts of the goal document as un-prioritized but important goals for The Board in the coming year. Discussion followed. Jim Annis seconded. Chairman, Art Durity called for a vote. No Discussion. Motion passed unanimously 6-0-0.**

EXECUTIVE SESSION:

Tracy Lee Murphy moved that the Board go into executive session under 1 M.R.S.A. section 405 (6)(D) to consider negotiations with Teamsters 340. Jim Annis seconded. No discussion. The motion passed 6-0 with unanimous approval. Executive session was called to order at 8:50 pm by Art Durity.

Bill Chapman moved to leave executive session at 8:58 pm. Tracy Lee Murphy seconded the motion. No discussion. The motion passed 6-0 with unanimous approval.

Chairman, Art Durity entertained for a motion to adjourn. Tracy Lee Murphy moved to adjourn the meeting. Cindy Gerry seconded the motion. Motion passed 6-0-0.

The meeting was adjourned at 9:00 p.m.

Respectfully Submitted
Beth Kwiatkowski, Recording Secretary

SCHEDULED MEETINGS:

The Board scheduled the following meetings:

November 18, 2015	Budget Work Shop	Rockport Town Office	7:00 pm
December 16, 2015	Approve FY 17 Budget	Rockport Town Office	7:00 pm

Personnel Committee

The Personnel Committee will meet at a time to be determined.

Strategic Planning Committee

The Strategic Planning Committee will meet at a time to be determined.

Finance Committee

The Finance Committee will meet at a time to be determined.