



**MIDCOAST SOLID WASTE CORPORATION  
BOARD OF DIRECTORS MEETING  
December 18, 2019**

**MEMBERS PRESENT:** Alison McKellar (Treasurer) – Camden, Keryn Laite – Lincolnville, David Barrows (Secretary) – Lincolnville, Michael Brown (Acting Chair) – Hope, Wendy Pelletier – Hope, Debra Hall – Rockport, Owen Casas – Rockport

**MEMBERS ABSENT:** Robert Falciani – Camden

**REPRESENTATIVES PRESENT:** Audra Caler-Bell – Camden Town Manager, Samantha Mank – Hope Town Administrator, David Kinney-Town Administrator Lincolnville, T. Baridi Nkokheli, Manager MCSWC

**REPRESENTATIVES ABSENT:** William Post – Town Manager Rockport,

**A. PUBLIC COMMENT:** None

**B. AGENDA ADJUSTMENTS:** None

**C. APPROVE MINUTES OF November 20, 2019 MEETING:**

Acting Chair Brown entertained a motion to approve the minutes of November 20, 2019. *Owen Casas moved to accept the minutes of November 20 as presented. McKellar seconded. No discussion. Motion passed 6-0-1. (63.36 favored, none opposed, 15.42 abstained due to absence (Casas))*

**D. WASTE WATCH COMMITTEE REPORT:**

McKellar reported information provided by Chair Marci Casas that a regular meeting of Waste Watch would be held in the French Conference Room on December 19. McKellar provided a review of the Waste Watch meeting agenda. Topics included the following: Swap Shop updates, Greening of Camden Rotary and other local organizations, Education and Outreach through working with ecomaine. ecomaine will be presenting to Camden Rotary on January 29, 2020 and forthcoming visits to private and public local schools are trying to be coordinated for the same day. Meetings of the Waste Watch Committee are typically scheduled on the Thursday following a MCSWC Board Meeting at 12:30 pm and take place in the John French Conference Room.

**E. REQUEST TO CLOSE MCSWC EARLY:**

Nkokheli asked the membership to approve closing the facility on December 24 at noon prior to the Christmas holiday. Casas clarified employees will be paid for the half day not worked. Nkokheli confirmed they would be.

***Dave Barrows moved to allow the half-day closure on December 24. Casas seconded. Hall asked to clarify that the half day off, with pay, would be for all employees scheduled to work. Nkokheli agreed that was the case. Motion passed 7-0-0.***

**F. MCSWC WORK FROM HOME POLICY:**

David Barrows, Chair Personnel Committee, opened a discussion on a new policy that would allow administrative personnel to work from home. The Personnel Committee members worked on the document to make it more precise and agreed to recommend support for the policy to the Board. Casas clarified that the policy applied to two employees designated as administration and noted the policy under consideration would be a formal policy, not an informal policy, as stated in the Manager's notes.

NOTE: McKellar asked why salaried employees of the company are required to complete weekly time cards. Caler-Bell stated tracking of sick, vacation and holiday hours is important and reported to payroll by salaried employees of the Town of Camden. Nkokheli explained the reason for the policy development is that he can conduct his responsibilities for the Corporation from home; stressing that weather related issues and commuting road conditions were the largest barrier to reaching work; and he didn't want to be charged sick or vacation leave if a weather related event occurred. Discussion followed and Acting Chair Brown polled the Board of Directors who agreed by consensus, the Manager no longer needed to track daily work hours; but is to continue listing all other absences such as sick, vacation and holiday hours for tracking in payroll.

A lengthy discussion took place on the policy document and processes of notification. Laite confirmed the Personnel Committee assisted with writing the policy document; confirming it is for two employees only. Barrows confirmed the Committee had met and reviewed the policy and provided further explanation on the notification plan outlined. Discussion continued on use of and need for the policy. Mank provided the policy is based on calling out one day at a time, narrow in scope for its use in relation to weather conditions and discussed the ability to track work production. A lengthy talk followed on the listed notification actions in relation to responsibilities of the Manager and Chair. Brown and Barrows agreed they would like to retain the notice requirement as presented. Hall asked that the document be changed to reflect that the word *notification* be used in lieu of *approval* to the Chairperson in the case of the Manager in the first paragraph changing the second to last sentence as follows:

Final determination/approval is at the discretion of the Facility Manager. In the event that the employee working from home is the Manager, the manager shall notify the Board Chairperson.

Pelletier supported this change.

Casas asked the membership to consider the Definitions Section; noting the description gives a level of authority to the Board Chairperson, in relation to the Manager, that is not historically in existence. Hall suggested that the word Facility be set in front of each reference to Manager throughout the document for clarity. Hall suggested deleting or altering Definitions Statement as one sentence would cover the criteria of working from the employee residence only. Casas stated he was not in favor of the policy as it is limited to two employees and based on weather related events that may affect all personnel. Hall added the policy creates protection for the Corporation by setting the expectation that work take place at the transfer station not from home and that the Facility Manager be on site. Mank added the intent of the policy is the employee only allowed to work from the employee's home as defined, and the chain of notification protects against abuse.

Hall suggested that in addition to the first paragraph change, #2 and #3 be dropped from the Definitions Section and that # 1 read working from home means working from the employees residence. Additionally, place the word facility in front of the word manager for clarification. Discussion followed. McKellar asked to call a vote.

***Acting Chair Brown entertained a vote on the edited version presented. Debra Hall moved that the Board approve the Work from Home Policy Statement as amended which includes: adding a separate section to the first paragraph to make the last sentence read Final determination/approval is at the discretion of the Facility Manager. In the case of the Facility Manager, the Facility Manager shall notify the Board Chairperson. To remove from the definitions #2 and #3 and leave #1 and in the Eligibility section putting Facility in front of Manager and putting a period after Facility Manager in the last sentence. Dave Barrows seconded. No Discussion. Motion passed 6-1-0. (63.36 favored, 15.42 opposed (Casas), 0 abstained.***

#### **G. DRAFT FY2021 BUDGET:**

Casas clarified if the Board is looking to approve the draft budget for fiscal year 2021 during the meeting. A brief discussion followed. McKellar opened discussion on the FY21 Draft Budget referencing the Financial Committee memorandum provided to the Board, which outlined several meetings were held in conjunction with setting a budget in the preceding weeks. McKellar reported that the Finance Committee, although trying to meet budget deadlines, could not support the numbers being presented in the Draft Budget having not had sufficient time to review the number increases to assessments presented in budget figures prior to the meeting. McKellar also noted that the Board would see there are no figures put forth by the Committee at this time for that reason.

McKellar discussed the need to clarify the descriptions and uses of Reserve Accounts held by the Corporation, and that the FY20 budget has Equipment Replacement Reserve funding allocated for equipment purchases of a new loader and hauling trailer. The Committee has considered using the Equipment Replacement Reserve Fund for the financing payments for the Bulldozer loan in FY21.

McKellar asked that the Board to provide input on the current FY21 Draft Budget as presented; requesting Nkokheli further explain the wage figures to move all employees to full time only positions in FY21 in order to get feedback on the suggested wage changes. McKellar suggested that an increase in bag fees might need to be considered if a large jump in labor costs should occur.

A discussion was held on how to accomplish reviewing the draft budget in order to finalize FY21 figures for a possible vote now or decide the need to ask all four towns for an extension, to allow additional meetings with Nkokheli, to produce a better-formulated recommendation for the budget.

Nkokheli provided information on the new wage structure of full time only employees stating it would be easier for him to schedule work coverage at the facility. Nkokheli discussed the ability of non-union personnel to perform certain duties and daily schedules for work coverage, which included information on a consultation with the labor attorney. Nkokheli explained his willingness to have 40 and 32-hour employees, which would assist his goal to utilize employees fully in their job descriptions as Operators. He noted his preference to not have seasonal or less than 32 hour positions in order to be able to accomplish his goal. Nkokheli added he could recalculate the figures for this scenario. Caler-Bell suggested that Nkokheli do a thorough review of the man hours required annually to operate the facility and once that figure is known, it will assist with employee coverage.

Nkokheli asked the Board for feedback on how to complete the FY21 Draft Budget by January 1 citing he has been in his position for only 4 months. Laite expressed that making a decision on the budget, in the unfinished and incomplete state it was presented could not be accomplished at this meeting. Laite asked

Nkokheli when the Board can expect to get a document for review to accomplish a thorough review in the hopes of a setting a budget. Laite referenced that the Board had stated it would not allow extensions to the budgeting schedule at past meetings and that receiving the incomplete and intangible document after extensive meetings were held was not acceptable. Laite asked for a decision from the Finance Committee or Facility Manager on how they will accomplish getting a reviewable budget to the representatives on which a decision can be made. Casas agreed the document was unable to be reviewed as presented and that, as written, he could not support the budget. He suggested that items of concern be reviewed by the Board to assist moving the work forward.

McKellar, Chair Finance Committee, added that the Finance Committee was also unable to support the presented FY21 Draft Budget and that a 35% increase was not palatable. Hall agreed stating that the work leading up to this draft budget review and the holes in the budget supported the Finance Committee's being unable to approve any figures at this time. McKellar asked that the Board give direction to Nkokheli and the Finance Committee, at minimum, with regard to whether they supported his vision for changes presented on wages; noting the Manager was flexible. A lengthy discussion on how to complete the budget work and/or allow an extension past the MCSWC By-Law requirements of completion by December 31 and provide timely information in conjunction with four area towns budgeting deadlines was held.

McKellar suggested that other funds might be available in the undesignated fund balance that may assist the process following a final check with the auditor. Hall asked that others better suited to the task of budgeting, such as the Town Managers; work with Nkokheli to go through the budget in detail. Hall represented that Post had some suggestions and questions he had outlined. Nkokheli asked if the changes Post knew of could be reviewed in an effort to finalize the budget by December 31. McKellar recommended asking Post to fill in as an additional Town Manager on the Finance Committee.

Acting Chair Brown asked the Board to set a timeline for completion and approval of the budget. Laite had concerns the four member towns needed MCSWC figures sooner than being discussed to meet their budgeting deadlines. Hall suggested Rockport could receive MCSWC budget information by January 31 for budgeting purposes.

Casas suggested that if towns need to meet a deadline, that they add 7% to the FY20 Budget figure as a placeholder until the final figure is available. Laite asked Kinney if the 31<sup>st</sup> was an acceptable date for Lincolnville. Kinney agreed that extension was doable and Mank and Caler-Bell agreed for Hope and Camden.

Hall offered a resolution to allow more time for working on the draft budget as follows:

1. Change the regular meeting on January 22, 2020 to the 29<sup>th</sup> to allow more time for working on the draft budget.
2. Board members noting issues or concerns in the current draft budget provided get that information to their respective Town Manager's for review by Nkokheli and Finance Committee by January 3.
3. Finance Committee meet the week of January 6 to work on draft budget with involvement of the two Town Managers and Facility Manager.
4. Finance Committee meet the week of January 13 to set their recommendations to the Board.

McKellar and Hall agreed the Finance Committee would work out the meetings with Nkokheli and the Town Managers. McKellar asked that to meet the Committee criteria, the Committee look to recruit Bill Post to work with them along with David Kinney. McKellar will set meetings via emails and include Bill Post in communications.

Acting Chair Brown asked for feedback on changing the meeting to the 29<sup>th</sup>. The Board agreed the Chairperson could change the meeting from Wednesday January 22 to Wednesday, January 29, 2020. Additionally, the representatives would notify their respective Select Boards of the MCSWC FY21 Budget delay and report any issues with the date change to Acting Chair Brown.

#### **H. DIRECTOR AND EXECUTIVE COMMITTEE COMMENTS AND UPDATES:**

McKellar informed the Board the Town of Camden passed a resolution to support the legislation petition for the Natural Resource Council of Maine's (NRC) work to reduce the cost of recycling in Maine municipalities. Sara Nichols of the NRC of ME is available to discuss with individual towns the possibility of doing a resolution. A brief discussion on how the distribution of funds would occur if legislation passed was held. McKellar will send information via email to Board members to review on the suggestion legislation.

#### **I. MANAGER REPORT:**

Nkokheli passed on further reporting noting that the Work from Home Policy acknowledging revisions will be done as stated and the approved half day off would be scheduled.

#### **J. STRATEGIC and CAPITAL PLANNING COMMITTEE:**

Nkokheli reviewed a written report from Bill Post on a meeting that took place December 11, 2020 at the Rockport Town Office. The Committee worked on a priority list for the facility, which included Waste Hauling, Disposal Contracts, Building, Equipment and Infrastructure, and Options for Construction and Demolition Debris. Post noted in the memo that Nkokheli provide information on hauling via email to the Committee. The Committee recommended action by the Board to allow the Manager to create and issue an RFP to potential Haulers for MSW services for 3 and 5-year terms by March 1, 2020. Nkokheli noted MCSWC does not currently have a written contract on waste hauling and continue to use the services of Wyndsaung Farms & Trucking but he is looking a numbers to get a contract.

A lengthy discussion on both the current MSW processing contract and MSW hauling services was held.

The Committee also discussed landfill CD&D planning and the possibility of using a hauler to transport CD&D to another site in Maine. Nkokheli stated that MCSW could enter into a hauling and disposal contract now cheaper than the current cost per ton to operate the landfill now. A brief discussion on costs followed, Casas asked to see the figures to support this idea and that the net zero construct be cautiously considered as landfill revenue is important to the facility. McKellar agreed with Casas. Laite proposed more information is needed to review the concept of hauling CD&D and the Committee would like the Board to discuss landfill closure strategies prior to a recommendation for these services. Brown stated figures would be forthcoming when compiled when the work options begin to be reviewed. Nkokheli felt citizens could load a 110-yard live action trailer on the landfill to transform MCSWC into a full transfer station in the future. Brown suggested that the rate of fill for the MCSWC be set as to extend the landfill life to allow more time of use and closure cost review. The Committee recommends restricting the funds for the trailer purchase for future equipment replacement needs. Discussion on the budget actions to move the \$70,000 trailer funds was held. It was decided no action was required at this time. A meeting was set for January 15 at 4:00 PM at the Rockport Town Office.

***Acting Chair Brown entertained a motion. Owen Casas moved the Board of Directors encourage the Manager to issue an RFP for hauling services in both 3 and 5-year contract terms as soon as possible to be activated by March 2021. Laite seconded. Barrows asked if a 1-year term was needed in addition to the 3 and 5 year terms due to our current processing contract. Casas explained following the bid process contracts will be reviewed. Barrows cited concerns that a vendor may have to borrow money for***

*equipment. It was determined that a contract can be built to incorporate new/changed reality. No further discussion. Motion passed unanimously 7-0-0.*

**K. GOVERNANCE COMMITTEE:**

The Governance Committee will be recommending draft By-Law changes to the Board in January as good progress has been made. In January a final report, to the board will be presented and if approval given, then in February or March meeting approval of By-law changes will be on the agenda for March, 2020. Casas requested that the Manager note that information.

**L. FINANCIALS:**

McKellar discussed amending the agenda to include a motion to accept the Draft Audit presented by RHR Smith. It was determined that no vote was required and that the Draft Audit dated June 30, 2019 will be made final through communication with RHR Smith and McKellar, Chair Finance Committee.

**M. ADJOURN:**

*Acting Chair Mike Brown entertained a motion to adjourn the meeting. Keryn Laite moved to adjourn the meeting at 8:35 pm. Wendy Pelletier seconded. No Discussion. Motion passes unanimously 7-0-0.*

Respectfully Submitted,

Beth Kwiatkowski  
Recording Secretary

**SCHEDULED MEETINGS:**

**Board of Directors Meetings:**

January 29, 2020 Meeting, 6:30 pm at the French Conference Room in Camden, ME

**Executive Committee Meeting** TBD

**Committee Meetings:**

**Finance:** January 10, 2020 - follow-up TBD

**Governance:** Camden Conference Room – 5:00 PM – January 29, 2020

**Personnel:** TBD

**Strategic & Capitol Planning:** January 15, 2020 at 4:00 pm, Rockport Town Office