



**MIDCOAST SOLID WASTE CORPORATION
BOARD OF DIRECTORS MEETING
February 26, 2020**

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

MEMBERS ABSENT: None

REPRESENTATIVES PRESENT: Audra Caler-Bell – Camden Town Manager, William Post – Town Manager Rockport, David Kinney-Town Administrator Lincolnville, Samantha Mank – Hope Town Administrator

REPRESENTATIVES ABSENT:

A. PUBLIC COMMENT: None

B. AGENDA ADJUSTMENTS: Chair Falciani asked to add three agenda items to the meeting agenda.

1. Approve the Resignation and Separation Agreement of T. Baridi Nkokheli.
2. Approve the issuance of an advertisement for the position of Facility Manager for a period of 14 days.
3. Appoint Dave St. Laurent as the Temporary Interim Manager of the facility for a period not to exceed 4 months without the approval of the Board of Directors.

Alison McKellar moved to accept the added agenda items as proposed by the Chair. Hall seconded. No further discussion. Motion passed 7-0-0. (Casas was not in attendance for the vote)

Note: Director Casas joined the meeting.

Chair Falciani entertained a motion to accept the Resignation and Separation Agreement of T. Baridi Nkokheli. Keryn Laite moved to accept the agreement. McKellar seconded. The motion passed unanimously 8-0-0.

Chair Falciani entertained a motion to issue an advertisement for the position of Manager for a period of 14 days from the date of publication. Keryn Laite moved to place the advertisement. Casas seconded. The motion passed unanimously 8-0-0

Chair Falciani entertained a motion to appoint Dave St. Laurent as Temporary Interim Manager for a stipend of \$5,000 per month, not to exceed a 4-month period, adjusted by the Board if necessary. Keryn Laite moved to appoint Dave St. Laurent. Casas seconded. The motion passed unanimously 8-0-0

C. FACILITY REPORT:

The Chair introduced St. Laurent to give an update on recent safety issues that have occurred at the facility. St. Laurent provided information on receipt of an Inspection/Citation Letter from the Maine Department of Labor Bureau of Standards & Workplace Safety as the result of an onsite accident at the facility involving injury to a worker. MCSWC will send a response letter to the Bureau within 15 days; corrective actions to be completed by the March 23, 2020 deadline.

A second issue involving a recycling bin that rolled off the roll off truck during the dumping process. St. Laurent conducted an incident investigation and found several contributing factors that contributed to the event. Several corrective actions are under review at the facility and additional repairs to the rolloff truck are planned. St. Laurent stressed the importance of recording reportable incidents has been reviewed with the staff. A brief discussion on the operations of the recycling area was held. Chair Falciani and St. Laurent provided additional information on the steps taken at the facility to improve safety awareness for employees and protecting the public when recycling is handled. A final discussion on the contents of the Maine Department of Labor Bureau of Standards & Workplace Safety citation letter and a description of the corrective action response from MCSWC occurred.

D. APPROVE MINUTES OF DECEMBER 18, 2019 MEETING:

Chair Falciani entertained a motion to approve the minutes of a Special Meeting on January 29, 2020 and the Regular Meeting that followed on the same day. Casas moved to approve the January 29, 2020 Special Meeting Minutes and the Regular Meeting Minutes of January 29, 2020 with a correction to the header date from 2019 to 2020. Laite seconded. No further discussion. Motion passed 7-1-0. Casas abstained due to absence.

E. MANAGER'S REPORT:

Chair Falciani noted that next month the standing agenda item for a Manager Report would return to the agenda. McKellar asked to go back to the standing committee updates in the meeting agenda's. Chair Falciani requested that substantive information be provided to the Chair in a timely manner for review, and inclusion in the meeting packet; suggesting that this occur by the Wednesday prior to the Friday distribution. McKellar added that standing Committee updates allow for some accountability from the Committees. Following discussion, Falciani suggested the Public Comment item be renamed Public/Director Comments to allow opportunity to Representatives to provide updates to the membership.

F. STRATEGIC and CAPITAL PLANNING COMMITTEE:

Chair Falciani informed the Board of planned visits to attend this month's board meeting that were postponed for both Lissa Bitterman (ecomaine) and Lou Pizutti (DEP), they will be rescheduled as needed. The SCPC will be working to provide some matrixes to better share information with the Board on the priority list they have configured. Hall asked to hear about the items under discussion. Falciani asked St. Laurent, who attended the last SCPC meeting, to give a brief update on the topics under development.

A review included:

- 1) The work with the Maine Department of Labor Bureau of Standards & Workplace Safety will continue as described earlier in the meeting.
- 2) Documentation for the DEP Annual Report for both 2018 and 2019 is being put together for submission.
- 3) Work done to date on Schedule of Compliance (SOC) is under review to move the document forward.

- 4) The hauling contracts need to be updated.
- 5) The MSW disposal contract is due to expire in April, 2021.
- 6) A breakdown of the facility finances is being constructed in order to assist with fee structure and charges that are necessary to the operation of the facility.
- 7) Closure Plan and discussions with Steve Patch, Engineer at Sevee & Mahar, are underway to determine capacity of the landfill using past reports and interpreting the data to determine fill rates.
- 8) Update needed for the Environmental Monitoring Report, which includes guidelines for landfill leachate and other water issues that involve Jacob Quarry North, the detention pond and water control plans.

St. Laurent will be focusing on these items to assist the facility. A discussion followed on the importance of the work outlined. McKellar informed St. Laurent that she has a sharable folder on historical reports and information that might be helpful. Falciani added that he was appreciative for the insight provided. Hall agreed and asked that the new hire be assisted with understanding this work and expressed that St. Laurent be active with the transition so that any decisions being made or needing to be made are understood.

G. GOVERNANCE COMMITTEE:

Debra Hall provided an update to the documents being re-presented informing the Board that the larger revision document for the By-Laws will be worked more thoroughly at future meetings as needed prior to a vote. Hall reminded that Alternate Directors are allowed in the corporate structure and provided several scenarios that Town Select Boards and the Board of Directors might benefit from. Hall explained further that the ambiguous language concerning the number of required directors that constitute a quorum was still under discussion. A brief discussion on how the Interlocal Agreement allows changes took place. Hall reminded the membership that the Committee supports having any changes reviewed by outside counsel.

Note: Bill Post excused from the meeting.

Hall discussed there was support at the prior board meeting for a simple five (5)-majority quorum suggesting that a new vote be considered. Falciani opened discussion on what constitutes the five (5) members and a lengthy discussion followed on determining who could be an alternate and spoke to the commonsense of the Board to vote on items for the Corporation at a time when all members could be present. Laite clarified that distrust was not an issue for him, but to alleviate the problem of not moving work forward because of the weighted vote, but approved of having a representative from each town at the meeting. Falciani asked about placing qualifications to ensure serious financial votes that affect the four towns not be allowed under these circumstances and instead require they be tabled. Pelletier added concerns about how the weighted vote currently influences the representation of the smaller towns, vs. the larger vote percentages of the larger towns and appealed that the unbalanced votes are still a subject smaller towns need to keep in mind. Hall suggested that Board membership changes over time and the importance of setting the basis for this language is important for all future Boards as they turnover regularly.

Hall asked if a motion might be constructed to revisit the prior vote taken on a simple majority of five (5) quorum and possibly take a vote on the Alternate Directors vote as well. Discussion followed. Hall stated if the Board cannot decide on these issues amongst themselves then Eaton Peabody might be the vehicle to use in order to get an opinion on the intended changes under review by the Governance Committee. A

lengthy discussion on the possibility of allowing Town Managers/Administrators to vote as Alternates was held.

A final discussion on Governance Committee work to set provisions for holding an emergency meeting, that includes information on a necessary quorum, will be put together and presented at a future meeting.

Chair Falciani entertained a motion. Hall moved to clarify the MCSWC By-Law language with respect to what constitutes a quorum of the Board to clearly state that a quorum exists if five (5) of the eight (8) board members are present and each municipality is represented. However if a municipality cannot be represented the municipality can wave the need to be present and authorize the board to proceed without it. Laite seconded. Discussion followed to clarify this motion does not include any alternate. Motion passed unanimously 8-0-0.

H. FINANCIALS: No discussion.

Note: McKellar reported Waste Watch Committee would be meeting tomorrow at 12:30 pm at the MCSWC Facility in the blue metal building to look at the changes for the upcoming season and set an opening date. She restated that volunteers are needed asking the membership to pass along this information and the public is welcome to attend the meetings.

I. ADJOURN:

Chair Falciani entertained a motion to adjourn the meeting. Wendy Pelletier moved to adjourn the meeting at 8:23 pm. Casas seconded. No Discussion. Motion passes unanimously 8-0-0.

Respectfully Submitted,

Beth Kwiatkowski
Recording Secretary

SCHEDULED MEETINGS:

Board of Directors Meetings:

March 25, 2020 meeting, 6:30 pm at the French Conference Room in Camden, ME

Executive Committee Meeting TBD

Committee Meetings:

Finance: TBD

Governance: Camden Conference Room – 5:00 PM – March 25, 2020

Personnel: TBD

Strategic & Capitol Planning: TBD

Waste Watch Committee: Thursdays following MCSWC Board Meeting at 12:30 pm – French Conference Room