



**MIDCOAST SOLID WASTE CORPORATION
BOARD OF DIRECTORS MEETING
July 29, 2020**

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

MEMBERS ABSENT: None

REPRESENTATIVES PRESENT: William Post – Town Manager Rockport, Michael Martunas, Manager MCSWC, David St. Laurent, DPW Director Camden, ME

Bob Falciani, Chair, called the Annual Meeting to order at 6:32 pm.

1. ELECTION OF OFFICERS OF THE CORPORATION:

- a. Falciani, Chair opened the nominations for officers for fiscal year 2020-2021.

Falciani called for nominations for the position of Board Chair. Debra Hall nominated Robert Falciani. Laite seconded the nomination. No Discussion on the nomination. With no further nominations, a roll call vote was taken: Aye's: Pelletier, McKellar, Laite, Munger, Hall, Barrows, Brown & Falciani. No's none. Motion passed unanimously.

Falciani called for nominations for the position of Vice Chair. Alison McKellar nominated Michael Brown. Pelletier seconded the nomination. No Discussion on the nomination. With no further nominations, a roll call vote was taken: Aye's: Pelletier, McKellar, Laite, Munger, Hall, Barrows, Brown & Falciani. No's none. Motion passed unanimously.

Falciani called for nominations for the position of Secretary. Debra Hall nominated David Barrows. Munger seconded the nomination. No Discussion on the nomination. With no further nominations, a roll call vote was taken: Aye's: Pelletier, McKellar, Laite, Munger, Hall, Barrows, Brown & Falciani. No's none. Motion passed unanimously.

Falciani called for nominations for the position of Treasurer. Wendy Pelletier nominated Alison McKellar. Debra Hall seconded the nomination. No Discussion on the nomination. With no further nominations, a roll call vote was taken: Aye's: Pelletier, McKellar, Laite, Munger, Hall, Barrows Brown, & Falciani. No's none. Motion passed unanimously.

b. Committee Assignments

Falciani asked if changes or discussion on the Committee member assignments was needed. McKellar asked to join the Strategic and Planning Committee, which then opened a seat on the Governance Committee. Robert Falciani agreed to fill the seat vacated by McKellar on the Governance Committee. Debra Hall announced that she was stepping down from the Finance Committee and that William Post, Town Manager of Rockport had agreed to take that seat. Further Committee assignment discussion should be brought to the Facility Manager.

2. ESTABLISH WEIGHTED VOTES FOR FISCAL YEAR:

Falciani stated the weighted votes. The stated figures represented the percentage of assessment, per town, as approved by the overall Budget vote for FY2020-21. There is no need of further votes on this matter.

3. FEE SCHEDULE REVIEW AND APPROVAL FOR FY20-21:

McKellar informed the Board that the Finance Committee reviewed the Fee Schedule and agreed to the figures presented. McKellar noted the costs of yellow bag fees might need review for a price increase if the budgeted costs for MSW Disposal is affected by still to be completed contract proposals.

Falciani entertained a motion to approve the fee schedule. Alison McKellar moved to approve the fee schedule as presented. Laite seconded. No Discussion. A roll call vote taken: Aye's: Pelletier, McKellar, Laite, Munger, Hall, Barrows, Brown, & Falciani. No's none. Motion passed unanimously.

Falciani closed the Annual Meeting and opened the Regular Board Meeting at 6:45 pm.

A. PUBLIC & DIRECTOR COMMENTS:

McKellar presented a Finance Committee Report from a meeting held on July 27, 2020. The Committee reviewed draft year-end financial reports and noted the company ended the year in the black. The labor and benefit expense lines were underutilized due to vacancies that were not filled. Additionally, several of the revenue lines exceeded budgeted projections for income, including landfill fees, bag fees and per ton tipping fees. Expense overruns did occur in areas such as leachate, landfill development, fire suppression and facility maintenance/repair for the overall year. An RFP for auditing services will end on July 31 and results will be reviewed in early August.

McKellar opened a discussion on providing the employees with a year-end stipend in recognition of efforts and work accomplished in the past year despite many changes and challenges. A lengthy discussion took place and Martunas suggested calculating the figures for an employee bonus by quantifying sums based on the work schedules of the employees.

Falciani entertained a motion to add an agenda item to discuss and vote on an employee bonus.

Alison McKellar moved to add discussion and possible vote to the agenda to determine an employee bonus. Hall seconded. No discussion. Roll call vote: Aye's: Pelletier, McKellar, Laite, Munger, Hall, Barrows, Brown & Falciani. No's none. Motion passed unanimously.

NOTE: Due to a technical issue with the online meeting site, the Board of Directors Meeting halted at 7:00 pm. The meeting restarted with a new online invitation at 7:15 pm. Wendy Pelletier of Hope was unable to re-connect at this point.

1. EMPLOYEE FISCAL YEAR 2019-2020 YEAR END BONUS: DISCUSSION AND VOTE:

A brief discussion on the rationale of the bonus was held and it was clarified it would be a onetime bonus based on the exceptional work efforts of the staff over the past year. Brown asked to clarify that the labor and benefits year-end figures included all changes that occurred during the year. McKellar further discussed the draft year-end figures reviewed by the Committee as reported on the most recent copy of the draft expense report.

Falciani entertained a motion to award a one time, year-end bonus to the current employees of MCSWC. Alison McKellar moved to allow up to \$7,000 in bonus funds, to be distributed to the current employees, as determined by the Manager. Laite seconded. No Discussion. Roll call vote: Aye's: McKellar, Laite, Munger, Hall, Barrows, Brown, & Falciani. (Pelletier not present) Motion passed unanimously

B. APPROVE MEETING MINUTES OF June 24, 2020:

Chair Falciani entertained a motion to approve the minutes of June 24, 2020. Keryn Laite moved to approve the minutes as presented. Barrows seconded. Roll call vote: Motion passed 6-1-0 (85.03 favored, 14.97 abstained, 0 opposed (Hall abstained due to absence, Pelletier not present).

C. PROPOSED MCSWC BYLAW AMENDMENTS:

Chair Falciani asked Debra Hall to provide an overview of the information provided by the Governance Committee on proposed Bylaw amendments. Hall provided a revised red-line version dated July 27, 2020 that included all changes already adopted by the Board and the non-substantive changes that still need to be adopted by the Board. In addition, one substantive change to the role of the Finance Committee was included in the revision. The substantive change, found on page 3, Section 6 (1) Finance Committee was previously discussed in January and February; the Board noted at prior meetings that the Finance Committee is charged with reviewing and recommending expenditures over \$5,000 to the Board. Discussion on if these expenditures were already budgeted for they should not need further Finance Committee approval. The only substantive change is to insert the word "unbudgeted" as indicated in the draft copy presented.

Falciani noted the development of a purchasing policy might be goal put forward to the Manager. St. Laurent opened a brief discussion on the importance of the manager having latitude to deal with unforeseen or emergency needs not budgeted such as regulatory issues or the Health or Safety of the community. St. Laurent suggested adding language that allowed expenditures of this nature to occur if needed. Hall noted that these non-substantive changes (excluding the Finance Committee change) have been on Board agendas since January 2020 so the Board has had notice of these changes for approximately 6 months.

Chair Falciani entertained a motion. Debra Hall moved to waive the 5-day requirement of notice for amendment changes to the Bylaws. Keryn Laite seconded. No discussion. Roll call vote: Aye's: McKellar, Laite, Munger, Hall, Barrows Brown, & Falciani. No's none. Motion passed unanimously. (Pelletier was absent)

Falciani asked Hall to clarify the change under discussion. Hall moved to change to Article III, Section 6 (1) b to read as follows; b. review and recommend to the Board any unbudgeted purchase in excess of Five Thousand dollars (\$5,000). Keryn Laite seconded. No discussion. ***Roll call vote: Aye's: McKellar, Laite, Munger, Hall, Barrows Brown, & Falciani. No's none. Motion passed unanimously. (Pelletier was absent)***

NOTE: Wendy Pelletier rejoined the meeting.

Chair Falciani entertained a motion for the annotations made to the Bylaw document. Keryn Laite moved the Board put forth the proposed MCSWC Bylaw Amendments as presented. McKellar seconded. No Discussion. ***Roll call vote: Aye's: McKellar, Laite, Munger, Hall, Barrows Brown, & Falciani. No's none. Pelletier Abstained. Motion passed 7-1-0 (94.97 favored, 5.03 abstained (Pelletier), 0 opposed).***

D. FACILITY MANAGER REPORT:

Martunas provided a COVID update including a brief review of facemask and social distancing policies used at the facility in connection with the July 8 order from Governor Mills. Martunas reported an accident involving an employee that occurred on July 25 in the grinding area. Martunas touched on the possibility of outsourcing grinding brush at the facility. Help wanted advertisements are running in various publications and online services. A final note on machinery considerations for the landfill and ongoing loader repair was provided. Falciani polled the Board for questions or comments on the report provided by Martunas included in the packet. There was no further discussion.

E. STRATEGIC AND CAPITAL PLANNING COMMITTEE REPORT:

a. MSW Disposal Contract Options

A spreadsheet matrix of information outlining MSW Disposal Contract Options, which included facilities at PERC, ecomaine, Crossroads Landfill and the MRC facility in Hampden, was reviewed. SCP Committee members recommend supporting a 3-year contract at this time. Martunas and St. Laurent walked the Board through the information and a discussion on the possibility of landfilling the MSW collected by MCSWC was held. Following a review of the projected costs for MSW disposal McKellar discussed the possibility of landfilling MSW waste as opposed to an increased carbon footprint for MCSWC if it continues to haul waste to ecomaine. St. Laurent added there is an environmental responsibility, obligation to serving the community and financial aspects and benefits that need consideration before contracting. McKellar added that at MRC / Coastal Resources technology is in place, but other facility functions and financial issues for many Maine municipalities remain and will need to be iron out with time. Barrows, Munger and Pelletier spoke to the advantages of having a longer-term contract and the interconnected positive reflection on hauling costs. Discussion followed on contract terms, designs, and transportation needs. Martunas explained the matrix included all the costs for disposal including proposed trucking costs. St. Laurent and McKellar further suggested board members participate in site visits, as well as, undergo an audit of financial information, capacity levels and long-term footprint impacts before decisions on a new contract are made. Several members voiced a preference to see a written contract proposal before voting on this matter. Hall suggested clarifying allowable actions of the Board in the contract provision language of the Interlocal Agreement. Falciani suggested information be gathered and the Manager and SPC move forward in good faith discussions with Crossroads prior to the next Board meeting.

Chair Falciani entertained a motion to adjourn. Alison McKellar moved to adjourn the meeting at 8:12 pm. Pelletier seconded. No discussion. Roll call vote: Aye's: Pelletier, McKellar, Laite, Munger, Hall, Barrows, Brown & Falciani. No's none. Motion passed unanimously.

F. ADJOURN:

Chair Falciani entertained a motion to adjourn. Alison McKellar moved to adjourn the meeting at 8:12 pm. Pelletier seconded. No discussion. Roll call vote: Aye's: Pelletier, McKellar, Laite, Munger, Hall, Barrows, Brown & Falciani. No's none. Motion passed unanimously.

Respectfully Submitted,

Beth Kwiatkowski
Recording Secretary

SCHEDULED MEETINGS:

Board of Directors Meetings:

August 26, 2020 Meeting, 6:30 pm via teleconference through Zoom

Executive Committee Meeting: TBD

Committee Meetings:

Finance: TBD

Governance: TBD

Personnel: TBD

Strategic & Capitol Planning: TBD