



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

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

MEMBERS ABSENT: Debra Hall – Rockport

REPRESENTATIVES PRESENT: Samantha Mank – Administrator Hope, Michael Martunas, Manager MCSWC

Bob Falciani, Chair, called the Annual Meeting to order at 6:30 pm.

Chair Falciani and Board Members in attendance welcomed Brian Powers, Hope Representative to the Board. Powers has been a Selectperson for the Town of Hope for several terms and is familiar with MCSWC.

A. PUBLIC & DIRECTOR COMMENTS:

Brian powers opened a discussion on when meetings might held in person again. Falciani polled the membership. Discussion on a setting up a hybrid meeting so some members or the public can continue to participate by Zoom and/or holding the public to online participation to limit number of people in the room as this Board is larger than some. McKellar will look into setting up an in-person meeting and review the information with the Chair prior to the next meeting.

B. APPROVE MEETING MINUTES OF July 29, 2020:

Chair Falciani entertained a motion to approve the minutes of July 29, 2020. Discussion on corrections took place. David Barrows moved to approve the minutes as altered. McKellar seconded. Roll call vote: Roll call vote: Aye's: Pelletier, McKellar, Laite, Munger, Barrows, Powers & Falciani. No's none. Motion passed unanimously.

C. FACILITY MANAGER REPORT:

Chair Falciani asked the membership if there were any questions or comments on the Manager's report presented in the packet. There was none.

Martunas provided brief updates on the use of facial masks by employees on site noting that a resident has recently voiced a complaint about masks vs. social distancing. Gatehouse Attendants will wear them during working hours moving forward. Two new employees have been hired one full-time, one working part-time hours. The production well on the landfill has been extended in height and is operational.

D. ELECTION OF OFFICER OF THE CORPORATION – Vice Chair:

Chair Falciani opened the nominations to replace outgoing Vice Chair Michael Brown of Hope for fiscal year 2020-2021.

Dave Barrows nominated Keryn Laite. McKellar seconded the nomination. With no further nominations, a roll call vote was taken: Aye's: Barrows, Munger, Pelletier, McKellar, Falciani and Powers. Laite Abstained. No's none. Motion passed 6-1-0 (91.43 favored, 8.57 abstained (Laite), 0 opposed).

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 7:10 pm.

E. RECOMMENDATION TO CREATE DIGITAL DIRECTORY FOR BOARD OF DIRECTORS:

Martunas opened a discussion on providing the Board of Directors with a USB to replace binders usually provided annually to the membership. The USB would contain useful corporate documents referenced by the Directors and emailed meeting packets could be downloaded to the device as a recorded history. A lengthy discussion on going electronic vs. paper documents was held. The majority of representatives who wanted to move to monthly electronic documents felt USB's were not needed as the information could be downloaded to individual computers for storage. It was determined by consensus that members who want a printed packet could continue to request that from the MCSWC office. Beginning with the September meeting electronic packets will be available going forward.

F. FINANCE COMMITTEE REPORT:

a. Recommendation for Auditing Services

McKellar provided an overview of the RFP recently completed for Auditing Services beginning with Fiscal Year 2019-2020. Three responses outlining costs and services from area accounting firms RHR Smith, W.H. Brewer and Berry-Talbot-Royer (BTR) were reviewed. McKellar reported it was the unanimous recommendation of the Finance Committee the contract be given to W.H. Brewer. McKellar stated that good accounting in practices suggest that firms be rotated occasionally and noted they were the middle priced bid, but the cost was an increase in the budgeted figure for FY21 would result in an overage of \$1300.00 which was an acceptable range.

b. Recommend W.H. Brewer for 3-year Contract

A discussion on a one-year contract vs. a three-year contract was held and it was noted there was not a difference in price based on term.

Chair Falciani entertained a motion to hire an auditor. Brian Powers moved to approve W.H. Brewer for auditing services for the term of one year. Barrows r seconded. Roll call vote: Roll call vote: Aye's: Pelletier, McKellar, Laite, Munger, Barrows, Powers & Falciani. No's none. Motion passed unanimously.

G. STRATEGIC AND CAPITAL PLANNING COMMITTEE REPORT:

a. Waste Management Facility Tour

Falciani discussed a recent trip to Crossroads attended by Dave Barrows, Alison McKellar, Bob Falciani, Mike Martunas and David St. Laurent. The group was offered a tour by the Operational Manager, Methane Extraction Manager of Crossroads and the Public Relations Manager of Waste Management. The group found the landfill operation and leachate collection system to be well managed. Discussion on the previous matrix that showed costs of MSW tipping fees, costs of recycling and transportation costs was held. McKellar commented on the capacity crisis in Maine and the environmental benefits that are a consideration which are weighted against financial benefits that could open up funding for education on waste reduction for residents of the four towns.

b. Recommendation for MSW contract

Laite discussed the Strategic and Capital Planning view regarding a contract for MSW disposal noting many months of work was accomplished to reach a plan in the short term while allowing for conversation on long-term contract options to continue. Munge highlighted the need to focus on developing increased food waste diversion for the future. Martunas agreed that funding for education and outreach would be continuing within the communities and on site at MCSWC.

Falciani entertained a vote on awarding an MSW Contract. David Barrows motioned to approve a five-year contract with Crossroads. Pelletier seconded. A discussion on the term of the contract under discussion, including interpretation or stipulations of contracting powers for the Board in the Interlocal Agreement was held. McKellar requested that the final contract be provided for review by the Board prior to any votes; discussion followed. Pelletier and Munger questioned if a longer-term contract would be more cost saving. Barrows amended his motion to approve entering into sole negotiations with Crossroads on a three-year MSW contract. Pelletier's second stood. Discussion followed, Laite asked to clarify the term noting a three-year contract vs. a three-year contract with two one-year renewals had been reviewed. Falciani explained the terms and renewal rates presented in the matrix. No further discussion, Falciani called a vote. Roll call vote: Roll call vote: Aye's: Pelletier, McKellar, Laite, Munger, Barrows, Powers & Falciani. No's none. Motion passed unanimously.

NOTE: Governance committee is tasked with clarifying MCSWC legal position regarding long-term (greater than 5 year) contracts.

H. FINANCIALS: McKellar briefly discussed upcoming leachate costs for the fiscal year.

F. ADJOURN:

Chair Falciani entertained a motion to adjourn. David Barrows moved to adjourn the meeting at 8:01 pm. McKellar seconded. No discussion. Roll call vote: Aye's: Pelletier, McKellar, Laite, Munger, Barrows, Powers & Falciani. No's none. Motion passed unanimously.

Respectfully Submitted,

Beth Kwiatkowski
Recording Secretary

SCHEDULED MEETINGS:

Board of Directors Meetings:

September 23, 2020 Meeting, 6:30 pm

Committee and Executive Meetings continue to be listed as TBD.