



**MIDCOAST SOLID WASTE CORPORATION
BOARD OF DIRECTORS MEETING
September 25, 2019**

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

MEMBERS ABSENT: Robert Falciani – Camden

REPRESENTATIVES PRESENT: Audra Caler-Bell – Camden Town Manager, David Kinney-Town Administrator Lincolnville, William Post – Town Manager Rockport, T. Baridi Nkokheli, Manager MCSWC

REPRESENTATIVES ABSENT: Samantha Mank – Hope Town Administrator

Mike Brown, Vice Chair, called the meeting to order at 6:42 pm.

A. PUBLIC COMMENT: Barrows opened a discussion on when to present information on citizen questions. Laite suggested the information be shared in the Directors Comments & Update portion of the meeting.

B. AGENDA ADJUSTMENTS:

McKellar asked that Agenda Item F be tabled, as information is forthcoming on the SOC following a meeting scheduled between Paul Gibbons, Esq., and Baridi Nkokheli on September 27. ***Vice Chair Brown agreed to table the discussion until a future meeting.***

C. APPROVE MINUTES OF July 5, 2019 and August 28, 2019 MEETINGS:

Chair Casas entertained a motion to approve the minutes of July 5, 2019. Debra Hall asked to correct the attendance to read that she was not present and correct to read David Barrows was present, Hall also noted that the Governance Committee was noted as the Finance Committee and corrected the start time of the regularly scheduled meeting to be consistently presented as 5 pm. ***Laite moved to approve the revision to the July 5, 2019 minutes and the meeting minutes of August 28, 2019 as amended. Barrows seconded. No discussion. Motion passed unanimously.***

D. WASTE WATCH COMMITTEE REPORT:

McKellar reported the monthly meeting of WWC is held the Thursday after the regularly scheduled MCSWC Board of Director meetings. The upcoming Roadside Clean Up dates were provided:
Rockport – Keep Rockport Beautiful September 27 & 28 – additionally RT 90 and RT 17 are done with assistance from Bolduc inmates through the efforts of Marci Casas.
Lincolnville is scheduled for October 4th & 5th.

Camden will hold a clean up on the 18th & 19th of October and there is no dates scheduled at this time for Hope. Outreach and education is continuing on food waste disposal in the schools with ecomaine assisting teachers as a resource.

E. ACCEPTANCE OF WEIGHTED VOTE:

Hall shared with the Board that based on the Interlocal Agreement and MCSWC By Laws, it was not necessary to have the Board vote on the presented percentages. Hall and Kinney explained that the act of approving the assessments also approved the set percentages that each town is allocated for the fiscal year. **The Board agreed with Hall and it was determined by consensus that a vote was not needed.**

Brown opened a second recommending that the Board revisit the idea of an equal vote for each town as the current structure effectively keeps Hope and Lincolnville from being able to have an effect on votes taken by the Board. Brown noted the Interlocal Agreement is in need of review as the structure of the votes creates a hardship. A question was raised on the exact percentages in a question from Brown on why Hope's percentages increased while other towns went down. Hall expressed that the Board can do any changes of the By-Laws, but the Interlocal Agreement would need to go back to each town for approval. Brown supported moving the review of the weighted vote forward. Hall added that the Governance Committee is beginning work to review the documents of the Corporation for efficiencies and to identify those things that may require a review or better definitions or options for change. This work will be a piece-by-piece process and will take considerable time to do it systematically. McKellar asked that in future disclosures of the weighted votes that the formula on how these figures were determined should be included in the information presented to the Board for consideration. Kinney added that when the fiscal year budget is reviewed and approved by Board Representatives by vote, they are agreeing to the assessments and the voting percentages on an annual basis. Hall reiterated that a final check on the figures needs to be done when the budget is approved, not in July. The Finance Committee and Manager can present the information differently going forward.

F. Schedule of Compliance Discussion and Review: TABLED

G. Director and Executive Committee Comments and Updates:

Dave Barrows presented questions from local residents on the cost of a contractor bags that he was asked recently when the price changed to \$5.00 per bag. The cost per bag increased from \$4.00 to \$5.00 when the price of MSW increased from .07 cents to .08 cents at the time when the price of yellow bags were also increased. Public notices were placed in the local papers and handouts given from the Gatehouse at that time. Mattress prices were also discussed and the current pricing compared to other area transfer stations seemed high. However, it was pointed out that the prices went up when the recent CD&D costs increased to .07 cents lb. and it was noted that transfer stations are not dealing with the same issues as MCSWC does with mattresses in a landfill. The Manager will look into other options for disposal and report to the Board his findings. A discussion on the MCSWC Website was held as it was recently noticed that a hacking has occurred. It was not known to management that this has occurred, it was repaired at one point, and management will review this notice. McKellar stated that she felt the website was a continuous problem and that the hosting and design of the site needs to be evaluated to correct the problems.

EXECUTIVE COMMITTEE REPORT: None

H. MANAGER REPORT:

Nkokheli reported that he has been on site for 30 days as of September 16. He has instituted a few changes such as the removal of the demolition and metal bins from the front of the facility near the Gatehouse. This is to remove an attractive nuisance and to keep people from savaging demolition and removing a revenue commodity from the metal container. McKellar noted that she strongly disagreed, as diversion of items from the demolition bin would be reduced along with the convenience of the drop site for a small load instead of sending vehicles to the landfill. Nkokheli pointed out that the bottleneck for traffic at the gatehouse is relieved. Nkokheli pointed out there is a metal bin in the recycling area and McKellar asked if there would also be a demo bin for small items. Nkokheli reported there would not be access to a demo drop in the recycling area and all material will go to landfill.

Nkokheli reported he intends to purchase an electromagnet such as those used on airport runways to pull nails from the roads.

Nkokheli opened a brief discussion on the drops made to the Swap Shop of donations that he recognizes as items identified by customers as having value. He will work on having all items paid for in case they end up in the landfill or compactor.

Nkokheli reported that the employee bathroom repair in the Recycling Building will be go forward as of October 15th. The repair will rehab the floor, walls, paint and a new toilet.

Casella/Pine Tree has asked to be allowed to bring 2-3 tons of cardboard for recycling (OCC) to the facility weekly from area towns including Union, Rockland, Rockport and Camden at no cost to MCSWC. Nkokheli will determine if handling, processing and selling this product is advantageous. Nkokheli traveled to Waterville to visit Casella's transfer station operation and discussed buying back the cardboard they intend to bring.

Additionally, MRRA has asked about OCC from Fischer Engineering and Nkokheli will review this as well for impact on the staff, baler, warehouse and impacts on costs to truck. Laite stated he was aware of Fischer needing assistance with the OCC.

Leachate Pump Update: The pump continues to be down since July 23. Brookside Plumbing, Camden Waste Water, DEP, Ferriuolo and others met to discuss placing a 100 ft. flex pipe into a well on site to get the leachate pump working until the new pump is available. The leachate levels are currently at 105 feet and stable, so the berm is still higher and no breach is likely. Hall asked that a long-term maintenance plan be determined for the new pump when put in place. Nkokheli stated that the bid from Hagerty Plumbing includes costs of a new connection that will make accessibility to the pump easier. It has been determined that a valve/manifold can be used to pump water into the landfill to prevent fires.

Insurance Claim: An insurance claim with MMA for reimbursement of equipment loss was made. Third party Insurance Adjusters from Colonial and Travelers visited the site, Nkokheli indicated, and it looks good that MCSWC will be able to be reimbursed for all pump repair costs and possibly for fire related costs. Nkokheli discussed the reasoning that the reimbursement may be available as we are creating a permanent solution.

- I. Strategic and Capital Planning Committee Report:** No report was available, but Hall asked if the Committee make note that the By Laws of the Corporation state that the Committee is to meet by October 31. The Committee is also responsible for developing a capital-succeeding budget that is determined by September 1st of each calendar year. She suggested that this information be reviewed at the next meeting, as it is part of the

annual effort to assist with the budgeting process. Barrows added that the Committee needs to meet and set meeting dates on a calendar that can always be changed or canceled.

J. FINANCE COMMITTEE:

McKellar provided an update on the work of the Finance Committee noting that any item over \$5000 in cost should come before the committee and then brought to the Board for a vote. The Finance Committee has approved repairs in the last few weeks of an emergency nature. Hall and McKellar to develop a better mechanism for tracking held a brief discussion on developing a purchasing policy.

Camden National Wealth Management: The Finance Committee and Nkokheli met with the CNWM and reviewed a PowerPoint presentation on marketing trend details. The current account balances were reviewed and the Corporation status determined by Attorney Greg Im of Drummond and Woodsum law firm reviewed. The status requires us to treat our accounts like a Municipality. McKellar reported that the Finance Committee and CNWM will meet quarterly for the first year and CNWM will be invited to an annual meeting with the Board to present information.

Hall stated that the interest received on the invested funds has already reached approx. \$16,000 on the \$1.6 million balance during the last few months.

A final discussion on the possible setting up investment sub accounts for member towns for the funds received back through the dissolution of the MRC contract was held. McKellar provided an overview and suggested that a CNWM representative would be better suited to come and discuss with the Board and then perhaps Town Select Boards if desired.

Audit Status: McKellar reported the Audit is ongoing and that when the By-Law work is undertaken, a look at the best process for this work going forward will be reviewed. McKellar explained that the Finance Committee was not notified that the Audit was beginning until the staff had done some work already. Kwiatkowski added that the request to include Finance Committee members in communications of the physical audit portion of the review was a new request. McKellar is working with RHR Smith on the end of year reports and noted MCSWC was operating at a loss. Accrual accounting is under discussion and it seems clarification from RHR Smith is needed on this subject.

The funding of the Landfill Development Reserve Fund continues to be discussed. A review of additional reserve funds that could be invested with CNWM will move forward. Brown asked that the Landfill Closure Expense be better defined so that the items it will cover are better known and described.

The budget process is ongoing for FY21 and Hall stressed that the Manager's work on developing the budget recommendations be available for the finance committee to review in a timely manner prior to the November Draft Budget Meeting and additionally for the Final Budget vote in December 2019. Hall suggested Nkokheli get in touch with the Finance Committee to set some workshop dates.

McKellar asked that the Camden Waste Water Treatment billing for the quarter at Maine Water be reviewed when available to ensure that inappropriate charges are not made if leachate was not flowing through the plant. Nkokheli assured the Board that Superintendent Bolstridge was aware of the pump issue and billing concerns where the pump was not operating. Caler-Bell also asked to determine who owns the meter on site at MCSW facility should it need repair.

Caler-Bell also mentioned that the rate for the Camden Waste Water Treatment sewer processing would be increasing this year as much of the plant refurbishing funds are financed by loans.

K. GOVERNANCE COMMITTEE:

A discussion on Bow Hunting on MCSWC property was held. Casas asked if this was something that the Board wanted to explore noting there is a stand located on the property. Nkokheli informed the occupant not to hunt and was against allowing hunting; MCSWC will be taking on the responsibility if a mishap occurs. Laite supported that hunting not occur on site. Hall added that the activity is not supported in the Mission Statement. **The Board agreed by consensus that no recreational hunting activities would occur on site.** The Governance Committee will be reviewing the needs and descriptions on what constitutes a quorum, for meetings to be held, as part of their document work.

L. FINANCIALS: Included in the Board Packet of September 25, 2019 for review.

M. ADJOURN:

Vice Chair Brown entertained a motion to adjourn. Hall moved to adjourn the meeting at 8:45 pm. Pelletier seconded. No Discussion. Motion passed unanimously.

Respectfully Submitted,

Beth Kwiatkowski
Recording Secretary

SCHEDULED MEETINGS:

Board of Directors Meetings:

October 23, 2019 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 – October 23rd.

Personnel: TBD

Strategic & Capitol Planning: TBD