



**MIDCOAST SOLID WASTE CORPORATION
BOARD OF DIRECTORS
MINUTES OF
JANUARY 25, 2017
MEETING**

MEMBERS PRESENT: Tom Ford (Acting Chairman) – Hope John French (Secretary) Camden, – Leonard Lookner – Camden Owen Casas (Treasurer) – Rockport, Bill Chapman–Rockport, Michael Brown – Hope, David Barrows – Lincolnville, , Keryn Laite – Lincolnville

MEMBERS ABSENT:

REPRESENTATIVES PRESENT: Jim Guerra–MCSWC Manager, Jodi Hanson–Lincolnville Interim Town Administrator, Richard C. Bates–Rockport Town Manager

REPRESENTATIVES ABSENT:

David Kinney–Lincolnville Town Administrator Representative, Samantha Mank – Hope Town Manager,

Guests: Paul Gibbons, Corporate Attorney

Acting Chair Tom Ford called the meeting to order.

1. PUBLIC COMMENT ON NON-AGENDA ITEMS: None

2. AGENDA ADJUSTMENTS: None

3. APPROVE MINUTES OF October 26, 2016 MEETING:

Tom Ford entertained a motion to approve the minutes of the December 14, 2016 meeting.

John French made motion to approve the minutes of the December 14th meeting as presented.

Leonard Lookner seconded. No Discussion. Motion passed 6-0-1 (Keryn Laite abstained)

4. NOMINATIONS AND VOTE TO FILL CHAIRMAN VACANCY:

Ford notified the Board that a Special Meeting had been called by Secretary John French as necessitated by the MCSWC By-Laws per Article VII, Section 4 By-Laws as amended and a vote to fill the recent Chairman position was moving forward. The position will be filled until the next Officer Elections in July, 2017.

Tom Ford opened the nomination for Chairperson. *John French nominated Tom Ford. Leonard Lookner seconded. Discussion on any other nominations was held. John French moved to cease nominations. Casas seconded. Vote Passed 6-0-1 (Tom Ford abstained).*

Tom Ford opened the nomination for Vice -Chairman. ***John French nominated Leonard Lookner. Casas seconded. Discussion followed. John French moved to cease nominations Brown seconded. Vote Passed 6-0-1 (Leonard Lookner abstained).***

5. RESOLUTIONS TO APPROVE SIGNING A GENERAL OBLIGATION BOND:

Resolution 1:

Ford opened discussion on the purchase of a new Case 1650XLT Dozer for the facility.

Ford entertained a motion to resolve that the MCSWC Corporation purchase a new Case 1650MXLT Crawler Dozer Serial No. NGC107007 in the amount of \$177,125.00 (after trade-in of the Komatsu D61 Dozer, Serial No. B41022) from Beauregard Equipment. ***Chair Ford entertained a motion. John French moved to execute the purchase. Brown seconded. No Discussion. Motion passed 7-0-0.***

Resolution 2:

Ford entertained a motion to resolve to borrow the amount of \$177,125 to purchase a new Case 1650MXLT Crawler Dozer Serial No. NGC107007 from Beauregard Equipment by issuing a General Obligation Bond to The First at an interest rate of 2.16% calling for five payments of interest and principal to mature on October 31, 2021; and to authorize the President and Secretary of the Corporation to execute any and all documents. Discussion of the term President vs. Chairman was held. ***John French moved to execute the General Obligation Bond as presented. Casas seconded. Discussion on the five year term was opened by Chapman. Attorney Gibbons stated that the Corporation, through the Interlocal Agreement, is allowed to borrow money in lieu of making long term contracts for services. French asked about the first scheduled payment in relation to the FY17 Budget. Chair Ford called the motion. No Discussion. Motion passed 7-0-0.***

Resolution 3:

Ford asked for the Board to resolve to approve a Post Issuance Compliance Policy with the Internal Revenue Service (IRS) as attached to these minutes and marked as Exhibit A. Discussion Followed.

Attorney Gibbons explained the Policy purpose is a document drafted by the Bond Council has drafted the Policy to conform the IRS rules.

The bulldozer cannot be sold prior to the Bond being paid in full; which would be a violation of the Bond. We cannot take the money and invest it ahead of time before the Bond is purchased.

Form 3038 will be filed with the IRS as a means of keeping track of the money.

Attorney Gibbons recommends Resolution 3 - Post Issuance Compliance Policy be approved. ***John French motion to approve as presented. Brown seconded. No Discussion. Motion passed 7-0-0.***

Resolution 4:

Chair Ford entertained a motion to resolve that the Treasurer execute IRS Form 8038G to be filed with the IRS a copy of which is attached here to and marked as Exhibit B. Discussion followed. Attorney Gibbons explained that the Form is a tracking method that shows the amount being borrowed (\$177,125) and the interest rate (2.16%) which is required if reporting any interest from a pre-investment which does not apply to this transaction as constructed. ***John French moved to execute the General Obligation Bond. Brown seconded. Discussion Followed. Motion passed 7-0-0.***

NOTE: Tom Ford and Attorney Gibbons thanked Virginia Lindsay and Pat Finnegan for assisting in completing the financing with favorable interest rates through The First and changing the purchase from a Lease Purchase to a Bond which was an overall savings in interest rate charges amounting to approximately \$6,000.00.

6. MANAGERS UPDATE:

New Bulldozer: The new bulldozer has been delivered and the Komatsu was collected by Beauregard Equipment for the trade-in value of \$ 46,875.00 toward the purchase of a Case 1650MXLT Crawler Dozer.

Part-Time Seasonal Employee: Jim Annis was hired for the Month of January to provide a CDL for assisting with driving the Freightliner on site.

Equipment: New cleats have been installed by the staff at the recycling cans to aid with positioning. These were created by Sargent Corporation.

Landfill: Guerra has continued to monitor the temperatures of several areas in the landfill over the last 8 weeks since the fire. Guerra took delivery of dry-point slotted 2" steel pipes that were fabricated by Sargent for use in the landfill in situations a below the surface such as quelling a high temperature area before break out or to assist in containing a future fire without excavating. Casas asked about the hot spots Jim is watching and Guerra felt they did not need the application of the new pipes at this time.

Northern & Southern End Jacobs Quarry Update: The Northern end has risen up another foot or so. Guerra will re-install a stadia rod to achieve more accurate, regular measurements when the ice is out. Leachate is pumping at the same rate from the Southern End of the Quarry (due to water application for fire). Levels are not dropping very fast for this time of year.

Waste Watch Committee: The Committee is meeting weekly and working on refining the survey which will be final by the 26th of January. Following distribution of the survey, the Committee will work to re-develop the Swap Shop and management of the area for the coming season. There will be an update provided at the regularly scheduled March Meeting.

Vacation Schedule: Guerra is on vacation for 10 days in February. He will be visiting a couple of MSW operations and community groups while in the Seattle Washington area. He will provide information in March.

Meeting Schedule: Jim asked that due to his absence the February 22, Board meeting be cancelled and he replace that meeting with a meeting of the Strategic and Capital Planning Committee to further discuss design changes to the facility prior to the scheduled March meeting. Discussion followed. The Board agreed by general consensus to accept this change in schedule.

7. PRIMARY FOCUS FOR THE REMAINDER OF FISCAL YEAR 2017:

Chairman Ford went over some information to provide a time line for the development of goals and tasked was begun in the summer of 2015. Ford asked that for the remainder of the fiscal year (5.5 months) that whenever initiatives can be presented to the Board such as those from the Waste Watch group or from Board members improve and highlight ways to approach to reduce reuse recycle and begin a conversation on organics in the waste stream. French agreed that through this is where we are headed and we committed do better on recycling no matter where our MSW stream was going to be processed. Ford suggested that the meeting held in Hope in November, 2016 provided a basis for this work and that if the Board can move it forward it. That meeting can be seen online through the MCSWC website. Guerra was under the impression this discussion for the Board would move toward providing a vision on what the Board felt a redesign or rebuild of the facility would look like. Ford stated this was not the intent of the focus he was presenting this evening and the workshop can open that topic.

8. FINANCIALS:

Guerra reviewed the expense and revenue reports and mentioned that the figures will be reported for the wall project and the reports will reflect that more fully at the next meeting. Both Sargent and Sevee & Mahar came in under budget; Sargent was budgeted at \$632,000 the end figure was \$568,000 Sevee & Mahar budgeted at \$70,000 and we paid them \$56,000. A picture slideshow of the wall project was not able to present by Guerra because of a technical problem. Guerra updated the Board that the audit has not been completed and is very late this year but is due to start at the end of February. Chapman asked about the redesign engineering funds in the FY17 budget and asked about pending bills that are outstanding or are those funds available for the remainder of the year. Guerra stated conceptual work is being considered by Sevee & Mahar at this point. He has used some of the funds (outstanding bill) on the plans that were drawn up for the workshop presentation being given today. Chapman also questioned a couple of account receivables that are past the 90 day mark. Financials were accepted as presented by general consensus of the Board.

9. ADJOURN:

Chairman Tom Ford entertained a motion to adjourn and enter into an initial informal workshop on a re-design plan for the Mid-Coast Solid Waste Facility. Bill Chapman motioned to adjourn the meeting. Lookner seconded. Motion passed 7-0-0. The Board

Meeting was adjourned at 7:45 p.m.

Respectfully Submitted

Beth Kwiatkowski, Recording Secretary

SCHEDULED MEETINGS:

The Board scheduled the following meetings:

March 22, 2017	Washington Street Conference Room – CTO	7:00 pm
April 26, 2017	Washington Street Conference Room – CTO	7:00 pm

Committee Meetings

TBA