



**MIDCOAST SOLID WASTE CORPORATION
BOARD OF DIRECTORS ANNUAL MEETING
July 28, 2021**

MEMBERS PRESENT: Bob Falciani (Chair) – Camden, , Alison McKellar (Treasurer) – Camden, Eric Boucher – Rockport, Debra Hall – Rockport, Keryn Laite (Vice-Chair) – Lincolnville, Wendy Pelletier – Hope,
MEMBERS ABSENT: Josh Gerritsen– Lincolnville, Brian Powers, Jr – Hope

REPRESENTATIVES PRESENT: Michael Martunas, Manager MCSWC, Jonathan Duke, Town Manger – Rockport

Bob Falciani, Chair, called the Annual Meeting to order at 6:36 pm.

1. **PUBLIC & DIRECTOR COMMENTS:** None
2. **ELECTION AND APPROVAL OF OFFICERS OF THE CORPORATION – CHAIR, VICE CHAIR, SECRETARY & TREASURER:**

Falciani called for nominations for the position of Chair. ***Keryn Laite nominated Robert Falciani. Hall seconded the nomination. With no further nominations and no discussion, Chair Falciani called the vote. Motion passed (100% in favor and 0 opposed)***

Chair Falciani called for nominations for the position of Vice Chair. ***Chair Falciani nominated Keryn Laite. Hall seconded the nomination. With no further nominations and no discussion, Chair Falciani called the vote. Motion passed (100% in favor and 0 opposed)***

Chair Falciani called for nominations for the position of Secretary. ***Wendy Pelletier nominated Debra Hall. McKellar seconded the nomination. With no further nominations and no discussion, Chair Falciani called the vote. Motion passed (100% in favor and 0 opposed)***

Chair Falciani called for nominations for the position of Treasurer. Hall opened discussion to clarify if McKellar was interested in continuing the position. ***Following a brief discussion, Hall nominated Alison McKellar. Laite seconded the nomination. With no further nominations and no discussion, Chair Falciani called the vote. Motion passed (100% in favor and 0 opposed)***

a) **Newly Elected Officers Duties**

Chair Falciani suggested the membership acquaint themselves with the duties and responsibilities of the officer positions as outlined in the MCSWC By-Laws Sections 5, 6, 7 & 8.

b) **Committee Assignment Approval**

Falciani reviewed the current committee assignments as shown on the current Board Listing provided in the meeting packet. A review of which Town Managers would sit on the Capitol & Strategic Planning Committee (CSP) and the Finance Committee was undertaken. Duke committed to sit on the Finance Committee. Falciani tabled filling the Town Manager position on the CSP committee until a later date. Gerritsen and Boucher were placed on the Personnel Committee and the Committee will set the Chair of the Personnel Committee.

3. REVIEW AND APPROVAL OF JUNE 23, 2021 MEETING MINUTES:

A brief discussion took place to clarify the individual weighted voting percentage figures for each town for the fiscal year. Falciani and Martunas noted individual percentage figures, listed by town, are located on the budget assessment page and approved at the time the annual budget vote takes place.

In addition, Chair Falciani requested the meeting minutes reflect all votes as percentage votes and that the breakdown of approvals, denials and abstentions not be listed by numbers (i.e.: 6-1-2). A brief discussion was held on the use of membership names when necessary and abstention votes. ***Chair Falciani entertained a motion to approve the minutes of June 23, 2021. Keryn Laite moved to approve the minutes for June 23, 2021 with changes discussed. Pelletier seconded. McKellar clarified that the votes would no longer reflect votes by listing the exact number of members that are for, against, or abstained. Hall noted that in the case of an absence, Representatives not voting their full weighted vote, should clarify they are not voting for the other Representative in the vote. Chair Falciani confirmed the change and called the vote. Motion passed (70.16 in favor and 0 opposed) Hall and Boucher abstained.***

4. APPOINTMENT OF TREASURER AND DESIGNEE AUTHORITY TO SIGN WARRANTS:

Chair Falciani entertained a motion for the appointment of Treasurer and designee authority to sign warrants. McKellar is the appointed Treasure of record. McKellar moved to appoint Chair Robert Falciani, as the designee authority to sign warrants. Laite seconded. Discussion to clarify the designated nominee may be needed, on occasion, to sign documents along with the Treasurer or Manager if either one or the other is not available or as needed. With no further nominations and no further discussion, Chair Falciani called the vote. Motion passed (100% in favor and 0 opposed)

5. FACILITY MANAGER REPORT:

Chair Falciani asked the membership if there were any questions/comments on the Manager's report presented in the packet. Pelletier asked for an update on the status of yellow bags.

Martunas explained a partial delivery of 175 cases of large yellow bags has arrived and the manufacturer continues to work to complete the full order. Martunas highlighted some of the information in his report noting that July is quiet on projects due to lean staffing and the current volume of daily customers. Martunas hired a part-time employee; this employee will work 40 hours during the summer in the Regeneration Waste Diversion Program then move to part-time in fall. McKellar arranged for a local summer school field trip to the facility. Operator Kevan Annis was very helpful taking the kids around the site. Boucher asked if Martunas can work on a goal to encourage more area businesses to recycle more by coming up with a workable model even possibly using bins. Laite suggested the CSPC look at goals as they dig into remodeling ideas. Martunas will include the topic at the CSPC meeting and agreed education is key. McKellar took a moment to promote the helpfulness of timely topics in Board conversation to inspire the membership and committees.

6. FY 2021 FINANCIAL REVIEW:

Falciani reviewed the expense and revenue reports noting the FY21 yearend financial figures seemed to be in good shape. McKellar explained that the FY21 budget carry forwards have not been calculated or completed and the figures will adjust. Martunas highlighted some changes that took place during the year that assisted the budget such as the new hauling contract. Martunas commented the operational hours of the Norrigewock/Crossroads Landfill have created new travel logistics for the MSW cans but noted good tonnage is going out of the facility on a regular basis.

Carry Forwards: The finance Committee is reviewing proposed carryforwards via email. Falciani suggested that a special meeting of the Board may be needed to confirm the carry forwards. Martunas summarized the carry forward balances under consideration that included roll off recycling container purchase, credit card processing software/hardware upgrade and automating the leachate pumping system. McKellar added that the Finance Committee, Martunas and Board will determine the best funding sources for the leachate automation and report to the Board. Martunas requested that the funding for ordering the roll off cans be a priority. McKellar will work with Martunas to schedule a zoom meeting to get the funding moving forward for that purchase.

Hall opened a brief discussion regarding the laws of in person meetings that may affect MCSWC as it is a Quasi Municipal Corporation. Hall is currently undertaking a legal inquiry on the in person meeting requirements and will bring back to the Board any updates she feels will assist or benefit MCSWC.

Point of Clarification: Hall asked to clarify that Josh Gerritsen is assigned to the Personnel Committee. Falciani confirmed Gerritsen was the Lincolnville Representative assigned to the Personnel Committee.

7. **EXECUTIVE SESSION: PURSUANT TO PERSONNEL MATTERS 1 M.R.S.A. § 405(6)(A)**

Falciani entertained a motion to enter executive session. McKellar moved to adjourn the regular meeting at 7:24 pm to enter executive session pursuant to 1 M.R.S.A. § 405(6)(A) discussion of contracts and personnel matters. Laite seconded. No discussion. Motion passed (100% in favor and 0 opposed)

Chair Falciani moved to adjourn executive session at 7:45 pm and open the regular meeting. Motion duly seconded. No discussion. Motion passed (100% in favor and 0 opposed)

F. **ADJOURN:**

Chair Falciani adjourned the meeting at 7:45 PM. No discussion. Motion passed (100% in favor and 0 opposed)

Respectfully Submitted,
Beth Kwiatkowski, Recording Secretary

If there are any questions regarding the decisions made at the meeting please refer to the meeting video.

SCHEDULED MEETINGS:

Board of Directors Meeting:

September 22, 2021 Meeting, 6:30 pm, John French Jr. Conference Room – Camden Town Office