



Memorandum

DATE: January 3, 2013
TO: Chairman and Members of the Board
FROM: Kevin H. Roche, General Manager
SUBJECT: **Agenda for the Board of Directors Meeting**

There is an **ecomaine Board Meeting** scheduled for **Thursday, January 10, 2013 at 4:00PM**. The agenda for this meeting is as follows:

1. Approval of the October 11, 2012 Board/Annual Meeting minutes (*Attachment A*)
2. Audit Committee Report – Gary Foster, Chair
3. Finance Committee Report – Troy Moon, Chair
4. Recycling Committee Report – Susan McGinty, Chair
5. Organics Recycling Feasibility Study - Andrew Carpenter, Soils Scientist, Northern Tilth
6. Flow Control Presentation - Nick Nadzo & Mark Bower, Jensen Baird Gardner & Henry
7. Manager's Report
 - Statement of Revenue and Expenses (*Attachment B*) – will be sent under separate cover when available.
 - Cash Flows (*Attachment C*) – will be sent under separate cover when available.
 - Statistical Data (*Attachments D-1, D-2, D-3*) – will be sent under separate cover when available.
 - Operations (*Attachment E*) – will be sent under separate cover when available.
 - Legislative Update
 - Environmental Update
8. Other Items
9. Future Meetings:
 - Recycling Committee Meeting: January 24th (Thursday) @ 4:00PM.
 - Finance Committee Meeting: January 29th (**Tuesday**) @ 4:00PM.
 - Executive Committee Meeting: February 21st (Thursday) @ 4:00PM.
 - Recycling Committee Meeting: February 28th (Thursday) @ 4:00PM.
 - eco-excellence Awards: March 12th (**Tuesday**) @ 10:30AM.
 - Full Board Meeting: March 21st (Thursday) @ 4:00PM.
 - Recycling Committee Meeting: March 28th (Thursday) @ **3:00PM**.
 - Finance Committee Meeting/Budget Workshop: March 28th (Thursday) @ 4:00PM.
 - Full Board Meeting: April 11th (Thursday) @ 4:00PM.
 - Recycling Committee Meeting: April 25th (Thursday) @ 4:00PM.
 - Executive Committee Meeting: May 16th (Thursday) @ 4:00PM.
 - Finance Committee Meeting: May 21st (**Tuesday**) @ 4:00PM.
 - Recycling Committee Meeting: May 23rd (Thursday) @ 4:00PM.
 - Annual Meeting: June 13th (Thursday) @ 11:30AM.

The Board of Directors may wish to go into Executive Session for any of the above items under Section 405 of Title 1 of the Maine Revised Statutes ([per the following legislative website: http://janus.state.me.us/legis/statutes/1/title1ch13sec0.html](http://janus.state.me.us/legis/statutes/1/title1ch13sec0.html).)

Owner Communities

Bridgton
Cape Elizabeth
Casco
Cumberland
Falmouth
Freeport
Gorham
Gray
Harrison
Hollis
Limington
Lyman
North Yarmouth
Ogunquit
Portland
Pownal
Scarborough
South Portland
Waterboro
Windham
Yarmouth

Associate Members

Baldwin
Hiram
Naples
Parsonsfield
Porter
Saco
Standish

Contract Members

Andover
Cornish
Eliot
Greenland, NH
Harpwell
Jay
Kittery
Livermore Falls
Manchester
Monmouth
Newington, NH
North Haven
Old Orchard Beach
Poland
Readfield
Sanford
Stockton Springs
Wayne

DATE: October 12, 2012
TO: Chair and Members of the Board
FROM: Kevin H. Roche, General Manager
SUBJECT: Minutes of 10/11/12 **ecomaine** Board Meeting

The **ecomaine** Board of Directors met on Thursday, October 11, 2012, at the Waste-to-Energy facility. The meeting was called to order at 4:03PM.

There were seven items on the Agenda:

1. Approval of the June 14, 2012 Board/Annual Meeting Minutes
2. Audit Committee Report
3. Finance Committee Report
4. Recycling Committee Report
5. Manager's Report
6. Other Items
7. Future Meetings

Item #1 – Approval of the June 14, 2012 Annual/Board Meeting Minutes

Mr. Van Gaasbeek moved “to approve the minutes of the June 14, 2012 Board meeting.” Ms. McGinty requested that the minutes be revised to note that Troy Moon gave the Recycling Committee Report (as opposed to Audit Committee Report) and requested that the Recycling Committee Nominations be added to these Minutes. The motion to approve the minutes, as amended, was seconded by Mr. Foster and passed with a unanimous vote of the Board.

Item #2 – Audit Committee Report – Gary Foster, Chair

Mr. Foster, Chair of the Audit Committee, stated that the Audit Committee last met on September 20, 2012. The Committee reviewed the FY 2012 Audit Report draft prepared by Runyon Kersteen Ouellette (RKO) with their representatives, Kathleen Tyson and Peter Way.

The Audit Committee, in their meeting, voted to recommend to the Board that the FY 2012 Audited financials be accepted by the Board.

A presentation was then given to the Board, by Kathleen Tyson and Peter Way of RKO, regarding the FY '12 Audit Report, with handouts of the final Audit Report, to be approved, as well as supporting graphs.

RKO stated that during the audit, they noted four matters that “*may represent opportunities for strengthening internal controls and operating efficiency*”:

- Consolidation of Capital Asset Accounts – General Ledger
- Establish a Capital Asset Capitalization Policy
- Use of Debit Cards has some risks
- 403(b) Retirement Plan - need to review regularly to protect participants

These will be on the agenda at the January 10, 2013 Audit Committee Meeting at 3:00PM (just before the 4:00PM Executive Committee Meeting that day). The Audit Committee will meet with management staff to look at just how this works.

Mr. Moon then made a motion that the Board accepts the Audit Committee’s recommendation to receive the Audit. The motion was seconded by Mr. Cole and passed with a unanimous vote of the Board.

Item #3 – Finance Committee Report – Troy Moon, Chair

Mr. Moon gave the Finance Committee Report, noting the Committee last met on September 18, 2012. Financial statements were reviewed and the 5-Year plan was discussed. The Committee also reviewed pricing policies for inbound waste & recycled material and agreed that everything was in order and no changes were necessary. The FY ’14 Assessments were proposed by Staff and reviewed and discussed by the Committee.

The Finance Committee had recommended that the Executive Committee approve FY ’14 Assessments as presented (noting that the 5-year rolling average will change each year) and also to approve placing an additional \$500,000 in the Landfill Closure Reserve for the next two years. (The Executive Committee approved this at their September 20, 2012 Meeting.)

Mr. Moon made a motion that the ecomaine Board accept the Finance/Executive Committee’s recommendation to approve a reduction in the ecomaine assessments to \$2,942,109 beginning in FY ’14 from \$3,442,109 in FY ’13 – a \$.5 million reduction. The distribution for the assessments for each owner community is identified on Attachment C. The motion was seconded by Mr. Brobst and passed unanimously.

Mr. Moon made a motion that the ecomaine Board accept the Finance/Executive Committee’s recommendation to approve an additional \$.5 million (total \$1,350,000) be added to the Landfill Close/Post Close Reserve in FY ’14. The motion was seconded by Mr. Regier and passed unanimously.

RKO had provided **ecomaine** a letter as of July 20, 2012, referencing their recommendation to “*ecomaine’s Owner Communities on how to Account for the Prefunding of the Landfill Post Closure Reserve*”, relating to disclosure requirements. They concluded that each community, working with their own external auditors, must decide if and how to reflect **ecomaine** in their financials.

The next Finance Committee Meeting will be November 27, 2012 at 4:00PM at the Waste-to-Energy Facility, at which the Committee plans to revisit the issues of Privacy and Terrorism insurance coverage.

Item #4 – Recycling Committee Report – Susan McGinty, Chair

Ms. McGinty gave the Recycling Committee Report, noting the Committee last met on September 6, 2012. Since that meeting, **ecomaine** held another successful Annual Open House on September 22, 2012.

The Committee had discussed an idea to do a “best practices” meeting for **ecomaine** communities. They decided to make some changes to the concept and focus on school recycling programs instead. The details and next steps will be determined at the next Recycling Committee Meeting on October 25, 2012.

Item #5 – Manager’s Report

Mr. Roche reviewed the Statistical Reports, Statement of Revenue and Expenses, Cash Flow Statements for both FY ’12 and FY ’13, as well as Electrical Revenues and Operations.

It was noted that **ecomaine** cash was approximately \$20 million and there is no long term debt on the balance sheet.

A discussion followed of the competitive trash environment and flow control. Mr. Roche gave an explanation of the Juniper Ridge Landfill in Old Town, Maine, run by Casella. Mr. McGovern requested that this be a specific agenda item at the next Board Meeting on January 10, 2012.

A handout was passed around detailing a summary of the Landfill progress with pictures of same. It has been substantially completed as of 9/28/12.

Mr. McGovern then mentioned that if any Board Members are interested in seeing the changes at the Landfill, a tour could be scheduled for an hour before one of the Board meetings (in the spring of 2013) to tour the Landfill.

Mr. Roche noted that the feasibility study of the “Landfill Gas Recovery Project” (as it related to Maine Medical Center’s laundry facility) was completed and noted that while it is possible to recover landfill gas to send to MMC’s facility, it would not be economical.

The interviews for the Organics RFP are scheduled for October 17 and 18, 2012. Mr. Roche will report back to the Board on results at one of the spring Board Meetings, if not earlier.

Item #6– Other Items

ecomaine is looking at solutions for its needs for Confined Space Rescue. Mr. Roche noted that he has met with the City of Portland Fire Department regarding a possible six-month pilot program to provide **ecomaine** with this service, which OSHA requires. Mr. Roche will look into this in further detail and report back to the Board.

The lien and lawsuit against **ecomaine** regarding the contractor (Doten's), for the first floor Community Room has not yet been resolved. Mr. Roche is working closely with legal counsel.

Union contract negotiations are ongoing.

Item #7 – Future Meetings

- Audit Committee Meeting: January 10th (Thursday) @ 3:00PM.
- Finance Committee Meeting: January 29th (**Tuesday**) @ 4:00PM.
- Executive Committee Meeting: February 21st (Thursday) @ 4:00PM.
- Recycling Committee Meeting: February 28th (Thursday) @ 4:00PM.
- Full Board Meeting: March 21st (Thursday) @ 4:00PM.
- Recycling Committee Meeting: March 28th (Thursday) @ **3:00PM**.
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- Recycling Committee Meeting: May 23rd (Thursday) @ 4:00PM.
- Annual Meeting: June 13th (Thursday) @ **11:30AM**.

Mr. Brobst made a motion to adjourn the meeting. The motion was seconded by Mr. Van Gaasbeek and all were in favor. The meeting adjourned at 6:00PM.

PRESENT:

D. Abbott
J. Anton
M. Beecher
M. Bobinsky
L. Boudreau
R. Brobst
D. Cole
R. Fitzcharles
G. Foster
M. Frank
J. Gailey
S. McGinty
M. McGovern
T. Moon
R. Regier
B. Rodden
M. Shaw
D. Sherman
E. Street
E. Suslovic
L. Van Gaasbeek

ABSENT:

R. Ahlquist
D. Doughty
T. Fortier
D. Morton
A. Plante
M. Rees
M. St. Clair

Staff: A. Birt, K. Roche and L. Trufant.

Other: K. Tyson, P. Way - Runyon Kersteen Ouellette.