

DATE: June 2, 2020
TO: Chairman and Members of the Board
FROM: Kevin H. Roche, CEO/General Manager
SUBJECT: Full Board of Directors Meeting Minutes – May 21, 2020

There was a Full Board of Directors Meeting held on the date noted above. The meeting was held via Zoom Video Conferencing. The meeting was called to order by Chairman Matthew Frank.

Present: Dennis Abbott, Anne Bilodeau, Linda Boudreau, Christopher Branch, Heather Brown, Dave Durrell, Matthew Frank, Jamie Garvin, James Hager, Caleb Hemphill, Greg L'Heureux, Maureen McDevitt, Troy Moon, Courtney O'Donnell, Rod Regier, Bill Shane, Mike Shaw, Erik Street & Rob Wood

Absent: Jeff Amatrudo, Katelyn Bruzgo, Deb Cabana, John Cloutier, Jarrod Maxfield, Heidi Richards, Maurice St, Clair & Matthew Sturgis

Item: # 2: Presentation – Investment Portfolio HM Payson

Noah Petrucci, Portfolio Manager provided a review of **ecomaine's** investment portfolio. The review consisted of the account activity as of 04/30/2020. Some of the areas reviewed were overall account performance, account values, short & long-term investments and asset allocation.

There was a brief discussion on the investments which included a question & answer period.

Item #3: Outreach & Recycling Committee Report – Caleb Hemphill, Chair

Caleb reported that the committee last met on February 13, 2020 and reported out to the Full Board on April 9th, 2020. The following is a recap of the highlights:

Recycling & Outreach Highlights:

- Upcycle2020 & Recycling is a Work of Art Contest judging was postponed and is scheduled for review at our May 28th, 2020 Outreach & Recycling Meeting. The committee received 28 Recycling Work of Art entries and 60 Upcycle 2020 entries.
- Educational Outreach reached 51,895 people through April 2020. Through remote opportunities we have reached 3300 people.

Although **ecomaine** has suspended in person education, we continue to provide remote educational opportunities for all ages at home.

Next meeting for the Outreach & Recycling Committee is scheduled for May 28, 2020 @ 4pm. All are invited.

Item #4: Finance & Audit Committee Report – Erik Street, Chair

The Finance & Audit Committee met today, and the following items were discussed:

Cash Disbursements

I reviewed several cash disbursements with staff and found no issues or concerns to report.

Audit Engagement Letter – FY 20

The committee reviewed the engagement letter for FY 20 and no changes are recommended. The letter will be signed, and the auditors process will begin next month.

RKO Presentation on FY 20 Audit Responsibility

Amy Chasse provided a presentation on the following:

- Roles and responsibilities of the Auditors
- Roles and responsibilities of the Audit/Finance Committee & Staff
- The areas of focus for FY 20 Audit

Review & Approval of FY 21 Budget

There was a lengthy discussion on the 5-year plan and the proposed budget for FY 21 including tipping fees. Bill Shane raised concerns on the tipping fees currently proposed and the significant impact on municipal revenue shortfalls. Projections on revenue will worsen next year and he may be unable to support an increase in tipping fees in FY 22.

Kevin Roche discussed the recent increase in tipping fees on commercial rates increased from \$73 to \$76 a ton. Staff is also reviewing contracts that are currently under review, negotiation, or pending approval. We have a tentative contract with Westbrook effective 7/01/2020 pending City Council approval.

The General Manager recommended one change to the FY 21 Budget and that was to delay the owner community MSW tipping fee increase from July 1, 2020 to January 1, 2021.

After a lengthy discussion on tipping fees the board supported the following amendment to the FY 21 budget. Jim Hager motioned to delay the increase on tipping fees to owner communities to January 2021 and approval of the FY 21 Budget. The motion was second by Mike Shaw.

Roll Call Vote – Denise Mungen

Dennis Abbott, Anne Bilodeau, Linda Boudreau, Christopher Branch, Heather Brown, Dave Durrell, Matthew Frank, Jamie Garvin, James Hager, Caleb Hemphill, Greg L'Heureux, Maureen

McDevitt, Troy Moon, Courtney O'Donnell, Rod Regier, Bill Shane, Mike Shaw, Erik Street & Rob Wood – Motioned Passed

Contract with Westbrook

The Kevin Roche outlined the terms of a new 10-year waste handling agreement with the City of Westbrook. MSW and Recycling are both included in the agreement. Kevin Roche asked the board for approval. Mike Shaw indicated that formal board approval was not necessary as the General Manager has authority to negotiate MSW and Recycling agreements. Kevin Roche agreed but indicated that this particular agreement was a large volume of material and the term was longer than normal. The General Manager said that so long as the Board had no objections, he was fine with moving forward with the agreement with the City of Westbrook. The Board voiced no objections with to the terms of the agreement. The Kevin Roche will proceed.

Item#1: Approval of the Minutes

Bill Shane motioned to approve the minutes from the Board of Directors Meeting held on April 9, 2020. Troy Moon second the motion. All in favor.

Item #5: Landfill Solar Project:

Kevin Roche reviewed the motion from the April 9th, 2020 Full Board Meeting to allow staff to move forward with negotiations on the solar project with the condition that **ecomaine** will not be negatively impacted by the agreement. Unlikely but possible.

Kevin provided an update on the project and the ongoing negotiations with the Solar developer and staff's progress to date. Based on the discussions and negotiations with the developer, staff has concluded that there is no way that **ecomaine** would be able to enter this project risk free. The two areas of concern are Landfill failure (resulting from sub-surface disruptions) and a change in the law if states gut solar programs and not grandfather existing.

There was a lengthy discussion on the project (pros & cons) which included what current insurance policy covers the landfill. Staff will review current insurance policy with broker.

Greg L'Heureux motion to allow staff to proceed with the landfill solar project recognizing that there is risk associated with landfill changes as well as the law. Motion was second by Troy Moon. All in favor.

Roll Call Vote – Denise Mungen

Dennis Abbott, Anne Bilodeau, Linda Boudreau, Christopher Branch, Heather Brown, Dave Durrell, Matthew Frank, Jamie Garvin, James Hager, Caleb Hemphill, Greg L'Heureux, Maureen McDevitt, Troy Moon, Courtney O'Donnell, Rod Regier, Bill Shane, Mike Shaw, Erik Street & Rob Wood – Motioned Passed

Item # 6: Managers Report:

Update on COVID 19 as it relates to ecomaine

Kevin Roche briefed the board on the actions taken to date in managing the COVID 19 pandemic at **ecomaine**.

Kevin also provided an update on the Recycling Market and a review of the year to date financial summary.

Item #8: **Executive Session: CEO Evaluation Review** – all board members are welcome and encouraged to participate. (The Executive Committee may wish to go into Executive Session for any of the above items under Section 405(6)(A) of Title 1 of the Maine Revised Statutes.)

Mike Shaw motioned to enter Executive Session. The motion was second by Linda Boudreau. All in favor.

The Board came out of Executive Session at 6:23pm. The Chair asked for a Motion to Adjourn. Dave Durrell moved that the meeting be adjourned. There was a brief discussion summarizing which items the Board had already voted on. Mike Shaw seconded the motion to adjourn. The Chair called for a vote and the motion to approve was approved unanimously at 6:25pm.

Guest:

Daniel Lay, Molly Reinfried & Noah Petrucci – HM Payson

Staff:

Matt Grondin, Don Hebert, Scott Miller, Denise Mungen & Kevin Roche