



**MIDCOAST SOLID WASTE CORPORATION  
BOARD OF DIRECTORS  
MINUTES OF  
July 26, 2017 MEETING**

**MEMBERS PRESENT:** Owen Casas (Treasurer) – Rockport, Thomas Gray – Rockport, Michael Brown – (Vice-Chairman) – Hope, Wendy Pelletier–Hope, David Barrows – Lincolville, Keryn Laite – Lincolville, Alison McKellar – Camden, and John French (Secretary) –Camden

**MEMBERS ABSENT:** None

**REPRESENTATIVES PRESENT:** Jim Guerra–MCSWC Manager, Richard C. Bates–Rockport Town Manager, David Kinney–Lincolville Town Administrator, Audra Caler-Bell – Camden Town Manager

**REPRESENTATIVES ABSENT:**

Samantha Mank – Hope Town Manager

Guests: Waste Watch Committee Member Josh Garritsen

Acting Chairman Brown called the meeting to order at 7:06 PM.

**A. PUBLIC COMMENT ON NON-AGENDA ITEMS:**

Josh Gerritsen introduced himself to the Board of Directors. Josh is interested in the solid waste work being done in local communities and is Chairman of the Mid-Coast Waste Watch Committee.

**B. INTRODUCTION OF NEW MEMBERS TO THE BOARD OF MCSW:**

John French introduced the Town Manager of Camden, Audra Caler-Bell to the other members present. Jim Guerra suggested introductions be made, by all present, to familiarize the new representatives Tom Gray /Rockport, Alison McKellar/Camden and Wendy Pelletier/ Hope with the membership.

**C. REVIEW AND APPROVAL OF BOARD MINUTES FOR June 28, 2017:**

Acting Chairman Brown entertained a motion to approve the minutes of the June 28, 2017 meeting. Alison McKellar asked for a correction to the motion regarding the timing of agenda and board package submissions prior to a scheduled meeting. Discussion on the minute revision resulted in a new motion being put forward by McKellar.

***McKellar motioned that all agenda items be submitted to MCSWC Staff one week prior to the scheduled meeting and that the Board Packet and non-confidential background information be posted on line by the Monday prior to the meeting. Barrows seconded. No Discussion. Motion passed 8-0-0.***

***John French motioned to accept the minutes of June 28<sup>th</sup> as amended. Casas seconded. No discussion. Motion passed 6-0-2 (Gray and Laite abstained not present on June 28th)***

#### **D. ANNUAL ELECTION OF OFFICERS:**

Acting Chairman Michael Brown called for nominations for the position of Board Chairman for the 2018 fiscal year. Alison McKellar nominated John French. Owen Casas seconded the nomination. Nominations ceased. No Discussion. Motion passed 7-0-1 with French abstaining.

Michael Brown called for nominations for the position of Vice Chairman for the 2018 fiscal year. John French nominated Michael Brown for the position of Board Vice-Chairman for the 2018 fiscal year. Owen Casas seconded the nomination. Nominations ceased. No Discussion. Motion passed 7-0-1 with Brown abstaining.

Michael Brown called for nominations for the position of Secretary for the 2018 fiscal year. John French nominated Owen Casas for the position of Board Secretary for the 2018 fiscal year. McKellar seconded the nomination. Nominations ceased. No Discussion. Motion passed 7-0-1 with Casas abstaining.

Michael Brown called for nominations for the position of Treasurer for the 2018 fiscal year. Owen Casas nominated Alison McKellar for the position of Board Treasurer for the 2018 fiscal year. French seconded the nomination. Nominations ceased. No Discussion. Motion passed 7-0-1 with McKellar abstaining.

Note: Alternate Treasurer will be Chairman French for the 2018 fiscal year.

Wendy Pelletier asked for clarification if a proxy vote was given to the second representative of a town if a member cannot make the meeting. A discussion on the use of the weighted vote procedure followed in the event a representative is not present during a vote and how, in that instance, all allocated votes are given to the one representative to vote.

Jim Guerra fulfilled the MCSWC By-Law requirement that he state the weighted vote at the annual meeting. They are as follows:

Weighted Votes FY'2018 Total equals 100%

Camden – 42.64, Rockport – 30.78%, Lincolnville – 16.71%, Hope – 9.87%

A final discussion was opened by McKellar who questioned how the weight is determined. David Kinney explained the formula is maintained as agreed to in the Interlocal Agreement. Pelletier asked if the history of the weight had to do with initial funding of the facility. French responded at one time but that was changed with the current set up for the Corporation which has worked well for 20 years

#### **D. COMPREHENSIVE FACILITY EVALUATION AND REDESIGN:**

Chair French opened the conversation on the RFP's that were received by MCSWC. Including Guerra's sheet, a total of 7 ranking sheets were returned by Board members and Guerra calculated the ranking figures for each RFP submission. Kinney discussed that the ranking evaluation tool and explained its usefulness in determining which RFP's will continue for consideration. Tom Gray asked about the timing of receiving fee schedule information as part of the decision factors. The initial review will not include fees as they are likely to change significantly with final work requests. Kinney felt that most will be in a similar price range for basic services and that eventual pricing will be dictated by the contractors suggested improvements and the needs of MCSWC.

Casas felt a discussion on how much the Board wanted to spend on this project was important.

A lengthy discussion took place on how to select the companies for interviewing based on their RFP's. Kinney stated that lack of a scope at this point made comparing dollars difficult and that the proposals were a guide to begin figuring out how \$1.00 spent to design the site today may equal \$100,000 in the future.

McKellar asked to interview all submissions as she is not comfortable going with a gut feeling. Kinney asked the Board to think about the time commitment involved with interviewing and to think about using other tools to reduce the necessary process.

Barrows cited his four top scoring companies and felt Acorn was his first choice because they did everything that was asked in the offer.

Caler-Bell discussed the importance of developing a good fit and working philosophy with the facility Manager and weighed Guerra's past experiences with a few of the companies as a gauge to be considered. Laite agreed and would like to see Guerra present his views on why the top three, in his opinion, should be considered.

French discussed the historical relationship of several companies with MCSWC. He reminded the Board that costly reports and proposals have been completed in the past and

Guerra added that he felt any of the firms could do the job well.

Brown would like to see more information which was also echoed by Laite.

French suggested viewing several of the proposed sites.

Bates was of the opinion that researching separate projects done by the companies be accomplished as provided referrals are usually taken from known good outcomes.

Guerra provided the rankings from the evaluation sheets.

Acorn:	18
CMA & Woodard Current	were tied at 21
Sevee & Mahar	18
CES	26
Plymouth	39

Several members felt that no more than 4 companies should remain in the mix. Guerra asked for a Committee to form to review the proposals more thoroughly and move forward with planning some site visits. Discussion on the tight time line for decisions to be made was held. Brown, McKellar and Gray if needed would be available and Kinney will assist as well when more information is available. These members will help to assist in determining 3 firms that will be interviewed on August 9<sup>th</sup> at 6:30 at the Rockport Town Office.

Guerra will be making phone calls to accomplish the reference review and determine which sites to visit. Brown asked that Board members send Guerra any questions they would like asked during these conversations and later for the interview process.

#### **E. FISCAL YEAR END**

Guerra is not able to provide tighter figures for FY 17 which ended on June 20, 2017 at this time. He will have those figures soon as the Town of Camden has hired a new Finance Director. Guerra has spoken with Gregg Chabot at RHR Smith & Co. who will be working on yearend figures for MCSWC accounts and the annual audit, which should hopefully begin in October, 2017. Caler-Bell discussed the recent hiring of RHR Smith to do reconciling work on the town's checking accounts and informed the Board that the MCSWC checking account will also need to be reconciled from November 2016 forward. Pelletier asked if the information was confidential and better discussed in Executive Session to fully disclose the issues.

Caler-Bell didn't feel that was necessary as the hiring proposal for the work was discussed by the Camden Select Board. Caler-Bell just felt the MCSWC Board should be aware that this additional work was needed to finalize yearend figures for FY 2017 and that going forward some procedures will be looked at to simplify the chart of accounts for use going forward.

**ADJOURN:**

*Chairman French entertained a motion to adjourn at 8:00 pm. Owen Casas motioned to adjourn the regular Board meeting and enter into Executive Session to consider the duties of an employee under 1 M.R.S. A. § 405(6)(A), right to privacy. Laite seconded. No Discussion. Motion passed 8-0-0.*

**F. EXECUTIVE SESSION:**

*A motion was made and duly seconded to adjourn executive session and to open the regular meeting at 8:15 pm. The motion passed on a 8-0-0 vote.*

**G. ADJOURN:**

*Chairman French entertained a motion to adjourn at 8:20 pm. David Barrows motioned to adjourn. Gray seconded. No Discussion. Motion passed 8-0-0.*

Respectfully Submitted

Beth Kwiatkowski, Recording Secretary

**SCHEDULED MEETINGS:**

August 9, 2017	Special Meeting – RFP Interviews Richardson Room Rockport Town Office	6:30 pm
August 23, 2017	Board Meeting – WSCR at CTO	7:00 pm