CommonWealth

Resource Management Corporation

17 July 2017

The Municipal Review Committee, Inc. (the MRC) Attn.: Greg Lounder, Executive Director 395 State Street Ellsworth, Maine 04605

RE: Charter Municipality Assets Managed by the MRC: Financial Statements, Distributions and Management of

Available Funds in the Third Quarter of 2017

Dear Members of the Committee:

In this letter, CommonWealth Resource Management Corporation (CRMC) provides financial statements, information and recommendations regarding the distribution and management of available funds by the MRC in the **third** quarter of 2017 under the Second Amended, Restated and Extended Waste Disposal Agreements (the Extended Agreements). In carrying out its duties, the MRC is also bound by the terms of the MRC Administration Authorization (that is, the MRC By-Laws); as well as various agreements that govern the flow of funds associated with the Facility among MRC, PERC and Bangor Hydro-Electric Company (Bangor Hydro).

This letter provides information and recommendations regarding Performance Credits and Net Cash Flow receivable by virtue of prior ownership of the Equity Charter Municipalities' limited partnership shares in PERC. The MRC manages such proceeds in accordance with the Extended Agreements, as amended, the Sixth Amended and Restated Agreement of Limited Partnership of PERC (the Partnership Agreement), and related agreements. Note also that the MRC and USA Energy Group, LLC, which is the private general partner of the PERC partnership, have now executed a settlement agreement (the Settlement), that provides a guarantee of the total amount of Performance Credits and Net Cash Flow that PERC would pay to the MRC for the Charter Municipalities through March 31, 2018. Applicable details of the Settlement are referenced herein as applicable.

1.0 FINANCIAL STATEMENTS

Table 1 presents a balance sheet for the start of the third quarter of 2017 and preceding quarters in a format that reflects the financial statements prepared by the MRC's auditor.

As shown, as of July 1, 2017:

- The Custody Account balance at Bangor Savings Bank was \$1,241,588.01.
- The market value of the **Tip Fee Stabilization Fund**, including accrued income through the end of the second quarter of 2017, was \$22,066,995.51. This fund is held in the form of a ladder of agency bonds and bank CDs of varying maturities as invested by the MRC's investment advisor, People's United Bank, in accordance with the approved Investment Policy. The balance in liquid money market funds and short-term US Treasury bills readily available for withdrawal as of July 1, 2017, was \$3,089,661.20, which is 14.0 percent of the full value of the fund. Note that \$250,000 in US treasury notes and federal agency bonds, and \$850,000 in bank CDs, are scheduled to reach maturity in the third quarter of 2018. These funds can be made available to meet MRC liquidity needs in the quarter, which, subject to MRC Board approval, might include transfers of funds consistent with anticipated uses of reserve funds and fund distributions through and after the transition to new waste disposal agreements as scheduled for March 31, 2018.

The MRC has proceeded to expend funds for site acquisition and infrastructure development related to the site in Hampden, Maine, where a private company, Fiberight, LLC, is developing a mixed-waste processing facility to accept MSW from a subset of the Charter Municipalities, known as Joining Members, by April 1, 2018. The MRC is tracking such funds separately from the balance of the funds in the Tip Fee Stabilization Fund in order to ensure that all such expenditures are allocated only to Joining Members and not to Departing Municipalities. In the fourth quarter of 2016, the MRC released \$1,620,173 from the Tip Fee Stabilization Fund to pay for the first stage of infrastructure development. On May 1, 2017, the MRC released an additional \$3,379,827 from the Tip Fee Stabilization Fund to pay for the second stage of infrastructure development, making a total of \$5.0 million. The MRC also released an additional \$445,875 from the Tip Fee Stabilization Fund to make certain projectrelated payments, including payments of \$243,500 to the Maine DOT (of which \$219,150 is being held as a reserve during construction) and \$202,375 to the Hampden Water District. Finally, the MRC transferred \$349,000 from the Tip Fee Stabilization Fund to the MRC Operating Fund to reimburse legal and other thirdparty costs to achieve the settlement with PERC. Note that Table 1 includes the Hampden site as an asset that is valued on the basis of the funds released to date.

• The market value of the MRC Operating Budget Stabilization Fund, including accrued income through the end of the first quarter of 2017 (also being managed by People's United Bank), was \$193,414.59. The balance in liquid money market funds readily available for withdrawal as of July 1, 2017, was \$18,234.34, which is 9.4 percent of the full value of the fund. Note that \$175,000 in agency bonds are scheduled to reach maturity in the third quarter of 2017, which funds will be reinvested by the investment advisor unless directed otherwise by the MRC Board.

- Table 1 incorporates a revised approach to valuing **the shares of the PERC Partnership owned by Equity Charter Municipalities**. Pursuant to the Settlement, the Equity Charter Municipalities would each have a put option to have their ownership shares in the PERC Partnership redeemed by the Partnership in exchange for their pro rata shares of an aggregate purchase price of \$1.5 million for all such shares. The balance sheet provided in Table 1 shows a total value for the Equity Charter Municipality ownership shares in the PERC Partnership of \$1.5 million, which is the aggregate purchase price that could be redeemed for all such shares if all Equity Charter Municipalities choose to exercise the put option. This value represents a substantial reduction in asset value from the prior valuation, which was the equity method for valuation as based on the Equity Charter Municipalities' share of the total PERC Partners' capital stake in the PERC Partnership. By using the aggregate purchase price of \$1.5 million (rather than the prior value of \$9,678,083 for the end of 2015 based on application of the equity method), the value of such asset has been marked down to a market-based value.
- Cash distributions payable by the MRC to the Charter Municipalities in the quarter are \$642,906.03, which is based on the existing approved target value increase schedule without adjustment (see Table 3).

The Net Position of the joint venture includes the amounts in the accounts listed above, along with the value of the ownership shares of the Charter Municipalities in PERC, net of the cash distributions payable. Note that the share of the **bank debt service reserve fund** owned by the Charter Municipalities and held in reserve by PERC's lender (\$1,333,33.34) is <u>not</u> included in the Net Position of the joint venture, because such share is a contingent asset under generally accepted accounting principles. The MRC anticipates that such funds would be released to the Equity Charter Municipalities (net of any cost of the release) not later than early 2018 upon confirmation that PERC has made its last debt service payment.

Table 2 presents the revenues and expenditures of the joint venture, as well as the change in Net Position, for the second quarter of 2017 and preceding quarters. The excess of revenues over expenditures, as adjusted for changes in balance sheet items (the investment in PERC and in cash distributions payable) is reconciled with the change in the Net Position over each quarter. Table 2 also shows transfers from the Operating Budget Stabilization Fund to the MRC Operating Fund in prior quarters of 2017 and 2016.

2.0 DISTRIBUTIONS TO THE CHARTER MUNICIPALITIES

The MRC distributes cash to the Equity Charter Municipalities as required to achieve the target value of \$67 per ton of solid waste delivered in the prior quarter for all Equity and New Charter Municipalities on a pooled basis. The target value will increase to \$67 per ton from \$63 per ton for cash distributions after July 1, 2017, unless the MRC Board elects to reconsider the increase.

RE: Charter Municipality Assets at the start of the Third Quarter of 2017

To achieve the target value, the MRC needs to distribute at least \$642,906.03 to the Charter Municipalities to offset a portion of tip fees paid for MSW delivered in the second quarter of 2017 (\$579,588.90 to Equity Charter Municipalities and \$63,317.13 to New Charter Municipalities) based on the actual tonnages delivered by the Equity and New Charter Municipalities for the previous quarter and the prior tipping fee of \$81.20. The basis for this requirement is provided in Table 3.

3.0 SOURCES OF CASH FOR THE DISTRIBUTIONS

The MRC distributes Net Cash Flow and Performance Credits to the Equity Charter Municipalities on a quarterly basis. The Performance Credits are allocated and distributed among the individual Equity Charter Municipalities based on the pro rata share of actual tons at the end of the prior quarter (Extended Agreements, Article XVIII,B, pages 50-51). Net Cash Flow is distributed on the basis of ownership shares in the PERC partnership. Additional cash is distributed to the extent necessary to achieve the target value for the net disposal cost to all Equity Charter Municipalities on a system-wide average basis. The target value of \$67 per ton became effective on July 1, 2017, in accordance with a schedule of increases in the target values approved previously by the MRC Board of Directors.

The MRC distributes Performance Credits to New Charter Municipalities on a quarterly basis in the amount of the difference between the Tipping Fee in the prior quarter and the target value, which difference is multiplied by the actual tons of waste delivered by each New Charter Municipality.

To the extent that the MRC has not received payments of Performance Credits or Net Cash Flow during the quarter in sufficient amounts to make the cash distribution payments, the MRC can call on (a) the prior balance of cash available in the Custody Account; and (b) transfers of cash from the Tip Fee Stabilization Fund.

For the distribution required to achieve the target values for the second quarter of 2017, the following sources of cash are available for the distribution as of July 1, 2017, as described in Table 4:

- \$766,213.74 in Performance Credits distributed by PERC to the MRC on behalf of the Equity Charter Municipalities in the previous quarter.
- \$197,757.62 in partnership cash distributions (Net Cash Flow) from PERC to the MRC on behalf of the Equity Charter Municipalities in the previous quarter, which are being held in the Custody Account.
- **Performance Credits** from prior quarters held in the Custody Account and the Tip Fee Stabilization Account.

The balance of \$1,241,588.01 in the Custody Account as of July 1, 2017, is sufficient to provide cash for the total recommended distribution to the Charter Municipalities (which is \$642,906.03). Therefore, no transfer of cash from the Tip Fee Stabilization Fund to the Custody Account is needed to make the distribution.

A full allocation of the Note Payments and Performance Credits to be distributed to each Charter Municipality will be available after the Board meeting.

Under the Settlement, PERC and USA Energy Group, LLC, are guaranteeing to pay the MRC for the Charter Municipalities an aggregate amount of \$5.4 million in Performance Credits and Net Cash Flow stemming from partnership performance over the period from September 1, 2016, to March 31, 2018, as well as an additional payment of \$600,000 within 15 days of execution of a settlement agreement. As of July 17, 2017, PERC has made payments that count towards the \$5.4 million guarantee in the amount of \$2,960,048.30, which represents 54.8 percent of the \$5.4 million that would be paid pursuant to the Pending Settlement (see Table 6).

4.0 RECOMMENDATIONS

Based on the above, CRMC recommends approval of the following:

1. Make the cash distribution of \$642,906.03 to the Charter Municipalities.

No additional bond prepayment is recommended at this time.

If you have any further questions, please feel free to contact me.

Sincerely,

George H. Aronson

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Principal

Attachments Tables 1 through 5

Copies: PERC, LP

			Table 1					
		Joint Venture of	the Charter Municip	alities of the				
			I Review Committee					
	Go	vernmental Funds Ba		<u>'</u>				
			Basis, 2016-17, una					
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
	Notes	7/1/2017	4/1/2017	1/1/2017	10/1/2016	7/1/2016	4/1/2016	1/1/2016
ASSETS								
Cash and cash equivalents								
Custody Account (Bangor Savings Bank money market fund)		\$ 1,244,588.01	\$ 883,100.45	\$ 454,455.57	\$ 653,658.67	\$ 2,065,162.69	\$ 1,743,550.65	\$ 2,376,269.00
Maine DOT escrow account (allocated to Equity Charter Joining Members)	2	\$ 219,150.00						
Accounts Receivable								
PERC partnership distribution (Net Cash Flow) accrued for prior quarter								
Investments								
Tip Fee Stabilization Fund (portfolio managed by Peoples United Bank)	1	00 004 004 00	00 400 500 44	00 440 004 00	07 700 040 40	05 450 007 00	05 000 000 00	04 005 500 00
Account balance (CDs, money market fund, US agency bonds and Treasury notes)	1	22,021,331.80	26,139,569.11	26,112,661.26	27,736,948.18	25,450,097.90	25,363,033.60	24,605,560.98
Accrued interest income MRC Operating Budget Stabilization Fund (managed by Peoples United Bank)		45,663.71	64,304.15	47,994.84	49,796.92	43,545.67	57,219.26	53,457.86
Account balance (CDs, money market fund, US agency bonds and Treasury notes)	1	193,414.59	192,573.88	192,918.49	192.179.68	421,122,17	683.661.72	860.237.04
Accrued interest income	- 1	193,414.39	192,373.00	192,910.49	797.98	1,400.18	2,399.26	2,291.93
Value of Hampden site (cost basis, allocated to Equity Charter Joining Members	5)	5,226,725,00	1,620,173.00	1,620,173.00	131.30	1,400.10	2,000.20	2,231.33
Value of Equity Charter Municipal ownership share of the PERC Partnership	2	1,500,000.00	1,500,000.00	1,500,000.00	1,500,000.00	9,678,083.00	9,678,083.00	9,678,083.00
Talab of Equity States manisipal officions of all 1 Enter a all significants		1,000,000.00	1,000,000.00	1,000,000.00	1,000,000.00	0,0.0,000.00	0,010,000.00	0,070,000.00
TOTAL ASSETS		30,450,873.11	30.399.720.59	29.928.203.16	30,133,381.43	37,659,411.61	37,527,947.49	37.575.899.81
		,,		1,1 1, 11		,,,,,,		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
LIABILITIES AND NET POSITION	3							
Liabilities	3							
Cash distributions payable, current quarter		642,906.03	602,602.91	658,519.01	776,784.96	623,938.56	670,743.45	795,182.79
Indenture reserves released, awaiting final allocation		042,900.03	002,002.91	030,319.01	110,104.90	023,930.30	070,745.45	193,102.19
Statement of Net Position held for the benefit of Charter Municipalities	4	29.807.967.08	29.797.117.68	29,269,684,15	29.356.596.47	37.035.473.05	36.857.204.04	36,780,717.02
TOTAL LIABILITIES AND NET POSITION	-	30,450,873.11	30.399.720.59	29.928.203.16	30.133.381.43	37,659,411.61	37.527.947.49	37.575.899.81
		00,100,010.11	00,000,120.00	20,020,200.10	00,100,001110	07,000,777.00	0.,02.,010	07,070,000.01
NOTES								
1 Investments valued per market conditions as of date shown to account for unre	alized q	ains and losses, and a	crued interest.					
2 Value through 7/1/2016 based on Charter Municipal share of PERC Partners' ca	apital as	of the start of 2016 (or	r 2015) using results	of audit of MRC Joint	Venture financials for	2015 (or 2014) .		
Value on and after 10/1/2016 based on the aggregate price for purchase of Equ	ity Char	ter Municipal interests	in PERC Partnership	as proposed in the dr	aft settlement agreem	nent.		
Value held in Maine DOT escrow account, allocated among Joining Members of	nly, wou	ld be released upon co	mpletion of construct	on.				
3 Under gaap, Net Position does not include the contingent assets shown below,			funds held in reserve	by PERC's lender				
for distribution to the MRC when the debt is retired or when the reserve requirer	nent is v							
Bank Debt Reserve Fund		1,333,333.34	1,333,333.34	1,333,333.34	1,333,333.34	1,333,333.34	1,333,333.34	1,333,333.34
4 Net Position includes amounts accrued for payment to Charter Municipalities that					larch 2018 (known as	Departing Municipalities	s).	
Final amounts payable to the Departing Municipalities will be determined after M								
The amounts accrued for payment to Departing Municipalities from accounts ar	d funds	managed by the MRC	as of December 31,	, ,				
Custody Account				180,694.37				
Tip Fee Stabilization Account				11,006,889.68				
Operating Budget Stabilization Account				75,906.97				

Table 2

Joint Venture of the Charter Municipalities of the

Municipal Review Committee, Inc.

Statement of Governmental Fund Revenues, Expenditures and

Changes in Fund Balance/Statement of Activities

	Quarterry	/ basis, 2016-17, una	duditou			
	Unaudited	Unaudited	Audit in process	Audit in process	Audit in process	Audit in process
Period	Second quarter	First quarter	Fourth quarter	Third quarter	Second quarter	First quarter
from	4/1/2017	1/1/2017	10/1/2016	7/1/2016	4/1/2016	1/1/2016
to	7/1/2017	4/1/2017	1/1/2017	10/1/2016	7/1/2016	4/1/2016
DDITIONS (revenue)						
PERC Performance Credits	766,213.74	372,925.49	458,314.17	1,294,405.23	786,570.98	599,834.19
Net earning from investment in PERC (Net Cash Flow)	197,757.62	114,666.60	119,783.34	319,077.36	206,849.53	163,958.3
Consent Payment	· <u>-</u>	600,000.00	· ·	·	·	·
Appreciation (depreciation) of investments						
Tip Fee Stabilization Fund	(22,207.35)	(22,166.00)	(43,518.63)	(22,395.03)	33,757.65	122,131.2
MRC Operating Budget Stabilization Fund	(105.00)	(315.00)	(290.50)	(516.00)	2,788.36	1,144.50
Interest and dividend income		(4 4 4 4)	()	(1 1 1 1)	,	,
Tip Fee Stabilization Fund - net earnings	78,672.04	49,073.85	39,404.71	45,297.31	53,306.65	35,341.3
Tip Fee Stabilization Fund - interest accrued	(18,640.44)	16,309.31	(1,802.08)	6,251.25	(13,673.59)	3,761.4
Op Budget Stabilization Fund - net earnings	945.71	(29.61)	1,144.81	665.51	(807.91)	2,280.18
Op Budget Stabilization Fund - interest accrued	-	- '	(913.48)	(602.20)	(999.08)	107.3
Custodial Account (interest net of bank fees)	119.11	(428.20)	(515.65)	(1,048.05)	(1,065.02)	(1,328.0
TOTAL REVENUE (ADDITIONS)	1,002,755.43	1,130,036.44	571,606.69	1,641,135.38	1,066,727.57	927,230.4
	,,	,,	,	,, , , , , , , , , , , , , , , , , , , ,	, ,	,
EDUCTIONS (expenditures)						
Distributions to Charter Muncipalities (rebates)	602,602.91	658,519.01	776,784.96	623,938.56	670,743.45	795.182.79
Transfer to the MRC Operating Fund for operations	349,000.00	-	-	365,144.00	264,520.00	180,000.00
GAT shortfall penalty payment		_				
TOTAL EXPENDITURES (DEDUCTIONS)	951,602.91	658,519.01	776,784.96	989,082.56	935,263.45	975,182.79
	,		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	333,33333		0.0,.02
XCESS OF ADDITIONS OVER DEDUCTIONS	51,152.52	471,517.43	(205,178.27)	652,052.82	131,464.12	(47,952.3
	01,102.02	,	(200, 1.0.2.)	002,002.02	101,101112	(, 0 0 2 . 0 .
DJUSTMENTS						
Change in value of ownership position in PERC	-	-	_	(8,178,083.00)	-	_
Reserve funds released	_	_	_	(0,170,000.00)	_	_
Change in cash distribution payable	(40,303.12)	55,916.10	118,265.95	(152,846.40)	46,804.89	124,439.3
Total adjustments	(40,303.12)	55,916.10	118,265.95	(8,330,929.40)	46,804.89	124,439.3
Total aujustificitis	(40,303.12)	33,910.10	110,203.93	(0,330,929.40)	40,004.09	124,439.3
Adjusted Excess of Additions over Deductions	10,849.40	527,433.53	(86,912.32)	(7,678,876.58)	178,269.01	76,487.02
Aujusted Excess of Additions over Deductions	10,049.40	321,433.33	(00,912.32)	(1,010,010.30)	170,203.01	70,407.02
HANGE IN NET POSITION						
End of period	29,807,967.08	29,797,117.68	29,269,684.15	29,356,596.47	37,035,473.05	36,857,204.0
Start of period	29,797,117.68	29,269,684.15	29,356,596.47	37,035,473.05	36,857,204.04	36,780,717.0
Change in Net Position over Period	10,849.40	527,433.53	(86,912.32)	(7,678,876.58)	178,269.01	76,487.0

			Table	3				
		Distri	butions to the Cha	rter	Municipalities			
			in the Third Quar					
Εqι		Municipalities						
		e, second quarter				\$	81.20	
	Target valu		L			\$	(67.00)	
	Distribution	s required to achiev	e the target value, \$	per	ton	\$	14.20	(A)
	Waste deliv	veries, Equity Charte	er Municipalities, ton	S		\$	40,816.12	(B)
	Distribution	s required to achiev	e the target value			\$	579,588.90	(A) x (B
Vev		unicipalities						
		e, second quarter				\$	81.20	
	Target valu					\$	(67.00)	
	Distribution	s required to achiev	e the target value, \$	per	ton	\$	14.20	(D)
	Waste deliv	veries, New Charter	Municipalities, tons				4,458.95	(E)
	Distribution	s required to achiev	e the target value			\$	63,317.13	(D) x (E
۰	6	II Obawtau Mumiaina	litica					
Sur		II Charter Municipa	ilities			Φ.	F70 F00 00	(4) (5
		rter Municipalities				\$	579,588.90	(A) x (B
	Total	er Municipalities				\$ \$	63,317.13 642.906.03	(D) x (E
	Total					Ф	642,906.03	
			Table 4					
		Sources	and Uses of Cash	Re	ceived			
			he Third Quarter of					
S01	rces of Cas	e h						
300		ce Credits received		\$	766,213.74			
			ion)	\$	The state of the s			
		low (PERC distribut	ion)	Ф	197,757.62			
		count balance						
	Interest				000 074 00			
	Total				963,971.36			
lec	s of Cash							
036		to Equity Charter M	unicipalities	\$	579,588.90			
		to New Charter Mu		\$	63,317.13			
		future distributions	noihaiiries	φ	321,065.33			
	Total	luture distributions		\$	963,971.36			
	Total			Ψ	903,971.30			
				Sch	eduled target value	Sch	eduled target value	
Allo	ocations				Distributed		Reserved	
	Performand	ce Credits - Equity C	harters	\$	381,831.28	\$	321,065.33	
		ce Credits - New Cha		\$	63,317.13	<u> </u>	,	
		low (PERC distribut		\$	197,757.62	\$	-	
	Interest	(,	_	,	7		
			\$ 963,971.36	\$	642,906.03	\$	321,065.33	
				-	. ,		. ,	

			Table 5					
		Funds Ava	ilable After Cash [Distr	ibutions			
Cus	todial Accou	int balance as of 7/1				\$	1,244,588.01	
Dan	osits							
Бер		low from PERC		\$	324,025.30			
		e Credits, 7/15 (actu	ıal\	\$	345,616.00			
		e Credits, 7/15 (actorse Credits, 8/15 (estin		\$	483,923.46			
		e Credits, 9/15 (estin		\$	509,831.84			
	Subtotal	o Orcaits, or to (con	natou)	\$	1,663,396.60	\$	1,663,396.60	
	Cubiotai			Ψ	1,000,000.00	Ψ	1,000,000.00	
With	ndrawals							
	Distribution	to the Charter Munic	cipalities					
		Net Cash Flow distr	•	\$	(197,757.62)			
		GAT payment offset		Ĺ	, ,/			
		Performance Credit	s distributed	\$	(445,148.41)			
		Subtotal			,	\$	(642,906.03)	
							, , ,	
Proj	ected baland	ce after deposits and	withdrawals			\$	2,265,078.58	
Proj	ected funds	available after distrib	oution				2,265,078.58	
		t distribution				\$	(2,265,078.58)	
Trar	nsfer to the	Tip Fee Stabilization	n Fund					
D						Φ.	0.005.070.50	
Proj	ectea ciosin	g balance as of 9/30				\$	2,265,078.58	
		Та	ble 6					
		PERC Payments on		uara	ntoo			
	•	LIXO F ayillelits off	the \$5.4 Million G	uara	iiice			
		Performance						
		Credits	Net Cash Flow		Total			
		Cicalo	.101 0401111011		10141			
	Sep-16	400,643.45	99.279.84		499.923.29			
	Oct-16	357,700.38	89,418.39		447,118.77			
	Nov-16	100,613.79	30,364.95		130,978.74			
1	Mar-16	372,925.49	114,666.60		487,592.09			
	May-17	394,656.08	97,904.85		492,560.93			
	Jun-17	371,557.66	99,852.77		471,410.43			
	Jul-17	345,616.00	84,848.05		430,464.05			
		,	,		,			
	Total	2,343,712.85	616,335.45		2,960,048.30			
	Guarantee		·		5,400,000.00			
	% Paid				54.8%			