

CommonWealth

Resource Management Corporation

13 January 2017

The Municipal Review Committee, Inc. (the MRC)
Attn.: Greg Louder, 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 First 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 **first** 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 Fifth 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 an additional amendment to the Partnership Agreement, and a related settlement agreement (the Settlement), that provide 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 first quarter of 2017 and preceding quarters in a format that reflects the financial statements prepared by the MRC's auditor. As shown, as of January 1, 2017:

- The **Custody Account** balance at Bangor Savings Bank was **\$454,455.57**.
- The market value of the **Tip Fee Stabilization Fund**, including accrued income through the end of the fourth quarter of 2016, was **\$26,610,656.10**. 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 January 1, 2017, was \$3,144,681.90, which is 12.0 percent of the full value of the fund. Note that \$1.95 million in US federal agency bonds and \$1.153 million in bank CDs are scheduled to reach maturity in the quarter. These funds will be reinvested by the investment advisor unless directed otherwise by the MRC Board.

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. 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 fourth quarter of 2016 (also being managed by People's United Bank), was **\$192,918.49**. The balance in liquid money market funds readily available for withdrawal as of January 1, 2017, was \$17,202.74, which is 8.9 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 **\$658,519.01**, 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 not 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 fourth 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.

2.0 DISTRIBUTIONS TO THE CHARTER MUNICIPALITIES

The MRC distributes cash to the Equity Charter Municipalities as required to achieve the target value of **\$63 per ton** of solid waste delivered in the prior quarter for all Equity and New Charter Municipalities on a pooled basis.

To achieve the target value, the MRC needs to distribute at least **\$658,519.01** to the Charter Municipalities to offset a portion of tip fees paid for MSW delivered in the fourth quarter of 2016 (**\$593,987.75** to Equity Charter Municipalities and **\$64,531.26** to New Charter Municipalities) based on the tipping fee of **\$78.50** and the actual tonnages delivered by the Equity and New Charter Municipalities for the previous quarter. 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 \$63 per ton became effective on July 1, 2016, in accordance with a schedule of increases in the target values approved previously by the MRC Board of Directors.

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 January 1, 2017, the following payments have been made to the MRC, or approved for payment to the MRC, since September 1, 2016, that count towards the \$5.4 million guarantee:

<i>Payment date</i>	<i>Payment type</i>	<i>Amount</i>	<i>Amount to date</i>
Sept. 16, 2016	Performance Credits	\$400,643.45	\$400,643.45
Sept. 28, 2016	Net Cash Flow	\$99,279.84	\$499,923.29
Oct. 17, 2016	Performance Credits	\$357,700.38	\$857,623.67
Oct. 18, 2016	Net Cash Flow	\$89,418.39	\$947,042.06
Nov. 18, 2016	Performance Credits	\$100,613.79	\$1,047,655.85
Nov. 22, 2016	Net Cash Flow	\$25,191.79	\$1,078,020.80

The total of \$1,078,020.80 represents 19.96 percent of the \$5.4 million that would be paid pursuant to the Pending Settlement. No payments of Performance Credits or Net Cash were received in December, 2016, and none are anticipated to be received in the first quarter of 2017, because (i) PERC tip fee revenues decline in the winter months due to the seasonal downturn in waste deliveries; and (ii) expenses are elevated in the winter months, because schedules annual maintenance in the winter months during periods of low waste deliveries.

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 fourth quarter of 2016, the following sources of cash are available for the distribution as of January 1, 2017, as described in Table 4:

- **\$119,783.34** 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.
- **\$458,314.17** in Performance Credits distributed by PERC to the MRC on behalf of the Equity Charter Municipalities in the previous quarter.
- The **\$600,000.00** Consent Payment under the Settlement, which the MRC received in 2016 and transferred to the Custody Account in early 2017, some of which will be applied to offset payments of expenses associated with the negotiation of the Settlement and related matters.
- **Performance Credits** from prior quarters held in the Custody Account and the Tip Fee Stabilization Account.

With these sources, the balance of \$454,455.57 in the Custody Account as of January 1, 2017, when added to the \$600,000.00 transferred to the Custody Account in early 2017, together are sufficient to provide cash for the total recommended distribution to the Charter Municipalities (which is \$658,519.01). 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.

4.0 RECOMMENDATIONS

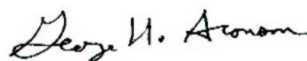
Based on the above, CRMC recommends approval of the following:

1. Make the cash distribution of **\$658,519.01** to the Charter Municipalities as described herein.

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
Principal

Attachments Tables 1 through 5
Copies: PERC, LP

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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					
Quarterly basis, 2016, unaudited					
	Period	Unaudited	Unaudited	Unaudited	Unaudited
	from	Fourth quarter	Third quarter	Second quarter	First quarter
	to	10/1/2016	7/1/2016	4/1/2016	1/1/2016
		1/1/2017	10/1/2016	7/1/2016	4/1/2016
ADDITIONS (revenue)					
PERC Performance Credits		458,314.17	1,294,405.23	786,570.98	599,834.19
Net earning from investment in PERC (Net Cash Flow)		119,783.34	319,077.36	206,849.53	163,958.31
Charter Municipality GAT payments					
Appreciation (depreciation) of investments					
Tip Fee Stabilization Fund		(43,518.63)	(22,395.03)	33,757.65	122,131.25
MRC Operating Budget Stabilization Fund		(290.50)	(516.00)	2,788.36	1,144.50
Interest and dividend income					
Tip Fee Stabilization Fund - net earnings		39,404.71	45,297.31	53,306.65	35,341.37
Tip Fee Stabilization Fund - interest accrued		(1,802.08)	6,251.25	(13,673.59)	3,761.40
Op Budget Stabilization Fund - net earnings		1,144.81	665.51	(807.91)	2,280.18
Op Budget Stabilization Fund - interest accrued		(913.48)	(602.20)	(999.08)	107.33
Custodial Account (interest net of bank fees)		(515.65)	(1,048.05)	(1,065.02)	(1,328.06)
TOTAL REVENUE (ADDITIONS)		571,606.69	1,641,135.38	1,066,727.57	927,230.47
DEDUCTIONS (expenditures)					
Distributions to Charter Municipalities (rebates)		776,784.96	623,938.56	670,743.45	795,182.79
Transfer to the MRC Operating Fund		-	365,144.00	264,520.00	180,000.00
GAT shortfall penalty payment					
TOTAL EXPENDITURES (DEDUCTIONS)		776,784.96	989,082.56	935,263.45	975,182.79
EXCESS OF ADDITIONS OVER DEDUCTIONS		(205,178.27)	652,052.82	131,464.12	(47,952.32)
ADJUSTMENTS					
Change in value of ownership position in PERC		-	(8,178,083.00)	-	-
Reserve funds released					
Change in cash distribution payable		118,265.95	(152,846.40)	46,804.89	124,439.34
Total adjustments		118,265.95	(8,330,929.40)	46,804.89	124,439.34
Adjusted Excess of Additions over Deductions		(86,912.32)	(7,678,876.58)	178,269.01	76,487.02
CHANGE IN NET POSITION					
End of period		29,269,684.15	29,356,596.47	37,035,473.05	36,857,204.04
Start of period		29,356,596.47	37,035,473.05	36,857,204.04	36,780,717.02
Change in Net Position over Period		(86,912.32)	(7,678,876.58)	178,269.01	76,487.02

Table 3				
Distributions to the Charter Municipalities				
in the First Quarter of 2017				
Equity Charter Municipalities				
Tipping Fee, first quarter		\$	78.50	
Target value		\$	(63.00)	
Distributions required to achieve the target value, \$ per ton		\$	15.50	(A)
Waste deliveries, Equity Charter Municipalities, tons			38,321.79	(B)
Distributions required to achieve the target value		\$	593,987.75	(A) x (B)
New Charter Municipalities				
Tipping Fee, first quarter		\$	78.50	
Target value		\$	(63.00)	
Distributions required to achieve the target value, \$ per ton		\$	15.50	(D)
Waste deliveries, New Charter Municipalities, tons			4,163.30	(E)
Distributions required to achieve the target value		\$	64,531.26	(D) x (E)
Summary for all Charter Municipalities				
Equity Charter Municipalities		\$	593,987.75	(A) x (B)
New Charter Municipalities		\$	64,531.26	(D) x (E)
Total		\$	658,519.01	
Table 4				
Uses and Sources of Cash for the Distribution				
in the First Quarter of 2017				
Distributions required to achieve the target values		\$	658,519.01	
Net Cash Flow				
Received in prior quarter	\$	119,783.34		
Distributed previously	\$	-		
Deferred for future distribution	\$	-		
Distribution			\$	(119,783.34)
Performance Credits				
Received in prior quarter	\$	458,314.17		
Distributed previously				
New Charter Municipalities				
Deferred for future distribution				
Equity Charter Municipalities - current distribution	\$	(458,314.17)		
Subtotal		\$	(578,097.51)	\$ (578,097.51)
Additional funds required			\$	80,421.50
Other cash available				
From prior Custody Account balance		\$	80,421.50	
Equity Charter allocation	\$	15,890.24		
New Charter allocation	\$	64,531.26		
			\$	80,421.50
			\$	(80,421.50)
Recommended cash transfer from the Tip Fee Stabilization Fund			\$	-
Table 5				
Funds Available After Cash Distributions				
Custodial Account balance as of 1/1		\$	454,455.57	
Deposits				
Performance Credits, 1Q (estimated)			325,000.00	
Other net payments				
Net Cash Flow from PERC, 1Q, estimated				
Subtotal		\$	325,000.00	\$ 325,000.00
Transfer from the Tip Fee Stabilization Fund		\$	-	
Withdrawals				
Distribution to the Charter Municipalities		\$	(658,519.01)	
Bank fees				
Projected funds available after distribution		\$	120,936.56	
Transfer to the Tip Fee Stabilization Fund				