

MUNICIPAL REVIEW COMMITTEE, INC.

BOARD OF DIRECTORS

A meeting of the Board of Directors of Municipal Review Committee, Inc. was held on Wednesday, October 21, 2020 at 10:00 a.m. in an online format via Zoom. In attendance were the following:

Directors:

Sophie Wilson, Town of Orono
Karen Fussell, City of Brewer
Kevin Howell, Town of Carmel
Irene Belanger, Town of China
Tony Smith, Town of Mount Desert

Dana Wrigley, Sr., Town of Oakland
Robert Butler, Town of Waldoboro
Catherine Conlow, City of Bangor
Ralph Saucier, Town of Millinocket

Staff:

Michael Carroll, MRC Executive Director

Consultants:

George Aronson, CRMC
Jon Pottle, Eaton Peabody

Joelle Ingalls kept the minutes of the meeting and President Fussell presided.

President Fussell convened the meeting at 10:00 a.m.

REVIEW OF REMOTE VOTING PROCEDURE

President Fussell reviewed the remote voting procedure, explaining that all votes of the Board will be completed by roll call performed by Jon Pottle. President Fussell went on to provide the methods in which the public in attendance can submit questions or concerns.

APPROVAL OF AGENDA

The first order of business to come before the Board was approval of the agenda. Michael Carroll proposed the agenda be edited to add consideration of the minutes of the July 22, 2020 special Board of Directors meeting.

Upon motion duly made and seconded it was unanimously:

VOTED BY ROLL CALL: That the agenda hereby is approved as amended to add consideration of the minutes of the July 22, 2020 special Board of Directors meeting

CONSIDERATION OF MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS ON JULY 22, 2020, AUGUST 14, 2020 AND SEPTEMBER 23, 2020

The next order of business to come before the Board was approval of the minutes of the July 22, 2020, August 14, 2020 and September 23, 2020 special meetings of the Board of Directors. There being no changes to the draft minutes as presented, upon motion duly made and seconded, it was unanimously:

VOTED BY ROLL CALL: That the minutes of the July 22, 2020, August 14, 2020 and September 23, 2020 special meetings of the Board of Directors hereby are approved in the form presented at the meeting.

ASSET MANAGEMENT REPORT - CUSTODY ACCOUNT, TIP FEE & OPERATING BUDGET STABILIZATION FUNDS, CASH COLLATERAL ACCOUNT, RESERVE FUND UPDATE, THIRD QUARTER JOINING MEMBER CASH DISTRIBUTIONS

George Aronson presented the Asset Management Report and proposed two recommendations:

1. To distribute \$158,796.36 to Joining Members to reduce their effective net disposal costs;
2. To transfer \$125,000.00 from the Target Value Reserve Fund (held within the Tip Fee Stabilization Fund) to the Custody Account to fund the distribution referenced in Item 1 above;

As of October 1, 2020, the Custody Account balance included \$240,955.52 held at First National Bank and \$483.07 held at Bangor Savings Bank pending transfer to First National Bank. Mr. Aronson noted that the Custody Account has been used as an escrow account to hold the proceeds of the interim short-term loan provided by the MRC to Coastal. As of the same date, the balance of the Tip Fee Stabilization Fund was \$5,727,253.43, and the balance of the

Operating Budget Stabilization Account was \$126,394.18. The Cash Collateral Agency Account now holds a balance of \$1,514,395.92.

There being no further discussion, upon motion made and duly seconded, it was unanimously:

VOTED BY ROLL CALL: That (i) the MRC hereby is authorized and directed to distribute the amount of \$158,796.36 ratably to Joining Members to reduce their effective net disposal costs; transfer \$125,000.00 from the Target Value Reserve Fund (held within the Tip Fee Stabilization Fund) to the Custody Account to fund the distribution in the first recommendation; and (ii) the Executive Director and Treasurer hereby are authorized to take such action, or cause such action to be taken, as may be necessary or appropriate to effectuate such transfers and payments.

**TREASURER’S REPORT INCLUDING CONSIDERATION OF
THE FINANCIAL STATEMENTS, CURRENT BILLS PAYABLE &
THIRD QUARTER BUDGET RECONCILIATION**

Sophie Wilson presented bills payable totaling \$32,726.77 to the Board for consideration. Ms. Wilson reports all vendor bills are up to date at this time and a review of the budget shows 35% expenditure for the year. Ms. Wilson noted that the operating expenses being presented do not include the tax bill which is currently owed to the Town of Hampden. After discussion, and upon motion duly made and seconded, it was unanimously:

VOTED BY ROLL CALL: That bills payable of \$32,726.77 as presented to the Board at this meeting hereby are approved for payment.

APPROVAL OF SLATE FOR 2020 MRC BOARD OF DIRECTORS ELECTION

President Fussell reported that three nominations were received of the nine available slots. Those three were:

- Sophie Wilson – Orono Town Manager
- Kevin Howell – Carmel Town Manager
- Melissa Doane – Bradley Town Manager

President Fussell went on to report that Ralph Saucier will be retiring in 2021. After discussion and upon motion duly made and seconded, it was unanimously:

VOTED BY ROLL CALL: That the slate for the 2020 MRC Board of Directors election is hereby accepted.

Mr. Carroll advised that ballots are expected to go out shortly with an expected return by mid-December.

EXECUTIVE DIRECTOR REPORT

Mr. Carroll began with an overview of the third quarter tonnage reports noting this year showed a slight increase over last year in the third quarter. Mr. Carroll reported that the Receiver is working on winterization of the facility, and the issue of the occupancy permit is being resolved. Mr. Carroll further noted he meets with the Receiver regularly and remains in close contact with PERC and Waste Management while the bypass is in effect.

In an update on the sale of the facility, Mr. Carroll reported proposals are being received from potential buyers and he has had two calls with the Bondholders' Trustee regarding these proposals. A bankruptcy package has been proposed, however, the MRC continues to interview remaining bidders and remains hopeful that a buyer will be secured.

Cathy Conlow noted commercial waste has increased a bit since the beginning of the pandemic but remains lower than last year. Residential waste dramatically increased with the onset of the pandemic but has since leveled out.

HAROLD BOUCHARD WAY CONSTRUCTION AND ROAD ACCEPTANCE UPDATE

Mr. Carroll reports on Monday, October 19th, the Town of Hampden voted to accept the road immediately, subject to a side agreement. Listed in the side agreement are the following conditions:

1. The Landlord (MRC) will ensure the tenant (new owner) sweeps the road on a regular basis; and
2. The Landlord will require the tenant to turn the pump station back on, and the Landlord will be responsible for any repairs required upon restarting the pump station.

Tony Smith notes that acceptance of the road by the Town of Hampden also means acceptance of the pump station. No vote is required to finalize this transfer as the MRC effectively voted on this matter two years ago.

COMMITTEE REPORTS

Mr. Carroll reported the Communications Committee is the only committee with any update to report. Two Town Halls were conducted and 18 constant contacts were sent out in the third quarter. Mr. Carroll and President Fussell have continued to attend Town Meetings, notably Dexter, Lee, Blue Hill and Clifton. And, finally George Aronson was a presenter at the E2 Trash Talk Seminar with 150 attendees.

SCHEDULE OF UPCOMING MEETING DATES

The next Town Hall is expected to take place in mid-November with a date to be determined. The Town Hall will be held in an online format.

The Annual Meeting will be held on either December 9th or December 16th and will also be virtual in an online format. The date and time to be determined.

PUBLIC COMMENT

President Fussell advised one question was received asking if the three prospective buyers are the preferred candidates by both the MRC and the Bondholders. Attorney Jonathan Pottle explained that ongoing negotiations do not allow for discussion, but advised that the MRC

is taking the necessary steps to protect its members' interests. Attorney Pottle also noted differing perspectives are normal within ongoing negotiations.

EXECUTIVE SESSION

At 10:42 a.m., a motion was made and duly seconded to go into executive session pursuant to 1 M.R.S. §405(6)(E) for the purpose of consultation with MRC's legal counsel.

Whereupon, it was voted by a quorum:

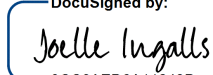
VOTED BY ROLL CALL: That the meeting is adjourned to executive session.

At 11:34 a.m., the executive session ended. The regular meeting resumed at 11:36 a.m. and upon motion duly made and seconded, it was unanimously:

VOTED BY ROLL CALL: That the MRC approve a fifth extension regarding the Integral Capabilities for Performance Test Protocol to and until January 31, 2021.

There being no further business, at 11:40 a.m. a motion was made, duly seconded, and approved to adjourn the meeting.

Respectively submitted,

DocuSigned by:

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Joelle A. Ingalls

Dated: 1/27/2021
