

**MUNICIPAL REVIEW COMMITTEE, INC.**

**BOARD OF DIRECTORS**

A special meeting of the Board of Directors of Municipal Review Committee, Inc. was held on Thursday, March 25, 2021 at 2:00 p.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  
Tony Smith, Town of Mount Desert

Dana Wrigley, Sr., Town of Oakland  
Robert Butler, Town of Waldoboro  
Catherine Conlow, City of Bangor  
Melissa Doane, Town of Bradley

**Staff:**

Michael Carroll, MRC Executive Director

**Consultants:**

George Aronson, CRMC  
Jon Pottle, Eaton Peabody  
Shawn Doil, Eaton Peabody

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

President Fussell convened the meeting at 2:02 p.m.

**APPROVAL OF AGENDA**

President Fussell proposed moving the Bypass Update item to occur prior to the Public Comment item. No objections were raised to this change, and the agenda was approved as amended.

### **EXECUTIVE SESSION**

At 2:05 p.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 unanimously:

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

At 3:20 p.m., the executive session ended. The regular meeting resumed at 3:21 p.m.

### **UPDATE ON RESULTS OF NEGOTIATIONS**

Michael Carroll provided an update regarding progress toward closing. Mr. Carroll reports the due diligence process is wrapping up and vendors have received proposals, previous employees are being interviewed for continued employment at the plant, and there are plant manager prospects being considered. At this time, the Municipal Review Committee (MRC), Delta Thermo Energy (DTE) and the Bond Holders' Trustee remain engaged in negotiations. All issues are being reviewed carefully by MRC to keep Members' best interests at the forefront.

Mr. Carroll reports that the contract with Penobscot Energy Recovery Co. (PERC) will move to a month to month arrangement beginning April 1, 2021 and DTE has agreed to pay the overage costs, recognizing that DTE has requested the extension of closing.

### **BYPASS ARRANGEMENTS**

PERC will be closed for the month of April, and 75% of Member solid waste will be bypassed to Juniper Ridge. There is no bypass number to be used; Members will need to let Juniper Ridge know they are part of the MRC during this time.

**PUBLIC COMMENT**

President Fussell asked for public comment. In response to questions received, the Board declined to comment on current and ongoing negotiations. The expectation remains that DTE will continue the Profit Improvement Plan (PIP) previously enacted, there will be some modifications and improvements made, but existing equipment will continue to be used. Any change in technology or permitting will require approval by the Department of Environmental Protection (DEP). Several questions were raised regarding the processing of sludge by the plant, and the Board reiterated that current permits do not allow this. MRC Counsel Jonathan Pottle responded to a question regarding Members processing their own waste while the plant is shut down. He reports there has been no suspension in Joinder Agreements and MRC will continue to manage the processing of solid waste while Members continue their individual recycling arrangements. DTE anticipates improvement in the diversion rate under their ownership and hopes to exceed the 80% expectation. A Town Hall is expected to occur in April during which Rob Van Naarden, Chief Executive Officer of DTE, will be present and responding to questions and comments from Members.

**CONSIDERATION OF ITEM(S) AS A RESULT OF EXECUTIVE SESSION  
INCLUDING AUTHORIZATION TO SIGN AN ASSET PURCHASE AGREEMENT  
AND OTHER ACTIONS NECESSARY TO ENABLE THE SALE OF THE CRM  
FACILITY**

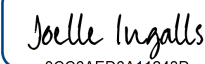
In order to allow the Board time to thoroughly review and consider issues before voting, the Board has agreed to extend the term of the Memorandum of Understanding.

Upon motion duly made and seconded it was unanimously:

**VOTED BY ROLL CALL:** That the Board President or her designee are hereby authorized to extend the term of the MOU as necessary and appropriate and in the best interests of MRC.

There being no further business, at 3:51 p.m., a motion was made, duly seconded, and to adjourn the meeting.

Respectively submitted,

DocuSigned by:  
  
0CC6AED6A11243D...  
\_\_\_\_\_  
Joelle A. Ingalls

Dated: 4/28/2021  
\_\_\_\_\_