



MEETING MINUTES OF THE BOARD OF DIRECTORS' REGULAR QUARTERLY MEETING ON JULY 23, 2025

A regular quarterly meeting of the Board of Directors of Municipal WasteHub ("MWH") was held on Wednesday, July 23, 2025, at 10:35 AM (following the Finance Committee Meeting) in a hybrid format with Board Members attending in person at the Hampden Town Office.

In attendance were the following:

Directors:

Aaron Huotari, City of Bangor
Tony Smith, Town of Mount Desert
Melissa Doane, Town of Bradley
Belle Ryder, Town of Orono

Paula Scott, Town of Hampden
Robert Butler, Town of Waldoboro
Karen Fussell, City of Brewer

Staff:

Michael Carroll, Municipal WasteHub Executive Director

Consultants:

George Aronson, CRMC (virtually)
Jon Pottle, Katahdin Law

President Huotari convened the meeting at approximately 10:35 AM.

APPROVAL OF AGENDA

The agenda was reviewed and approved as presented.

**CONSIDERATION OF MINUTES OF THE
JUNE 12, 2025, REGULAR BOARD MEETING**

The Board reviewed the draft minutes of the special Board meeting on June 12, 2025, and, upon motion duly made and seconded,¹ it was:

VOTED: That the minutes of the regular Board meeting on June 12, 2025, are approved as presented.

**BOARD OF DIRECTORS' VOTE TO UPDATE NAME
WITH MAINE MUNICIPAL EMPLOYEES HEALTH TRUST**

Executive Director Carroll reported the Maine Municipal Employees Health Trust required a specific vote by the Board to reflect the name change to Municipal WasteHub, with proposed language presented in the Board packet. Upon motion duly made and seconded, it was:

VOTED: Be it resolved by the Board of Directors of the Municipal WasteHub that the Municipal WasteHub join with other participating municipal and quasi-municipal employers in a Multiple Employer Welfare Arrangement for the provision of employee health benefits, as authorized by 24-A M.R.S.A. § 6601 et seq., said Arrangement to be known as the "Maine Municipal Employees Health Trust" (Health Trust); and for that purpose and in consideration of the mutual covenants and agreements among the participating employers, to authorize the Executive Director to enter into a Participation Agreement on behalf of the Municipal WasteHub and take whatever other actions may be necessary. The authority granted herein shall remain until revoked.

ANTICIPATED UPCOMING BOARD AND OFFICER VACANCIES

President Huotari reported that due to his new employment position and the transition process involved he desired to step down as President effective August 9, 2025. President Huotari noted he expected to change his residency at some point later in the year and would

¹ Member Fussell abstained from voting because she was not present at the meeting on June 12, 2025.

keep the Board updated on that timeline. Attorney Pottle noted there were two separate considerations. One was the position of the President, where the Board could accept/declare a vacancy and elect a replacement. The second was regarding membership of the Board of Directors, in which the bylaws required a member to inform the Board if that member no longer met eligibility requirements (e.g., residency in a Member community). Attorney Pottle further noted President Huotari was reporting an anticipated change of residency later in the year, not a current one. Attorney Pottle recommended the Board address the position of the President as that was a more current item and it is advisable for the Board to have an acting President. Upon motion duly made and seconded, it was unanimously:

VOTED: That, with regret, the Board accept the resignation of President Huotari as Board President effective on August 9, 2025, and, further, that Board Member Butler be elected to serve as President until the first regular meeting following the Annual Meeting in December.

TREASURER'S REPORT

Treasurer Ryder presented the Treasurer's Report starting with bills payable. Upon motion duly made and seconded, it was unanimously:

VOTED: That the June bills payables are approved as presented.

Treasurer Ryder then reported on the second quarter financial reports noting Municipal WasteHub's financial position remains strong and in line with the budget projections through June 30, and on the investment front through the second quarter the First National Wealth Management Fund has delivered solid performance. Treasurer Ryder also provided a briefing on the second quarter budget reconciliation.

Treasurer Ryder then discussed the due diligence performed on whether to conduct financial audits or financial reviews, with input from Mr. Aronson as well. The recommendation from this effort was to perform financial reviews and engage Haverlock Esterys & Curran based on its services proposal, noting that a financial audit could be performed in the future or on a multi-year basis (e.g., every 3-4 years) if desired at that future time. Upon motion duly made and seconded, it was unanimously:

VOTED: That the Board engage Haverlock Esterys & Curran to conduct financial reviews of Municipal WasteHub consistent with the services proposal presented.

Treasurer Ryder also reported on responses to a RFP for investment advisory services regarding Municipal WasteHub's Wealth Management Fund, summarizing responses from two service providers interested in assisting. Upon motion duly made and seconded, it was unanimously:

VOTED: That the Board authorize engaging and moving forward with both First National Wealth Management and Portland Trust for management of respective funds as presented and discussed, with each firm managing an initial investment of \$1.2M, separately, under the condition that Treasurer Ryder and Board Member Butler perform final due diligence on the proposals and do not identify any significant concerns that in their judgment warrant the Board to revisit this authorization, such absence (or existence) of significant issues to be reported to Executive Director Carroll in writing prior to engaging each firm on the terms presented.

ASSET MANAGEMENT REPORT

Mr. Aronson presented a summary of the Asset Management Report with reference to the written report provided to the Board in advance of the meeting and reviewed at the Finance Committee meeting, which serves as an independent review of Municipal WasteHub's finances. Mr. Aronson noted the assets in the reports and their values. Mr. Aronson stated the

overall full value of the net position of Municipal WasteHub was \$9,256,865.42 as of June 30, 2025.

Discussion then ensued on the Jay acquisition noting that would be a forward-looking item for future asset management reporting purposes.

EXECUTIVE DIRECTOR AND COMMITTEE REPORTS

Executive Director Carroll presented his summary report on Municipal WasteHub activities in the second quarter of 2025 with the following highlights:

- Municipal WasteHub Members delivered 23,410 tons of MSW in the second quarter of 2025, a modest decrease of 110 tons when compared to the second quarter of 2024;
- Successfully reopening of the Hampden Facility as a transfer station, which significantly helps in the ramp up to commercial operations by receiving more tonnage from Members and monitoring acceptable waste items and organic components for the digester;
- MDEP approval of permit conditions to advance the Hampden Facility's processing permit and path to resuming commercial operations;
- Update on Hub and Spoke initiative and ongoing outreach to Members on wider range of available services;
- Progress towards completing acquisition of the former Jay Mill disposal site, including meetings with Jay municipal officials and the public to provide information and answer questions;
- Continued efforts on community outreach on environmental and solid waste matters, including donation of gloves for clean-up events in Member communities and Hampden Facility tours;
- Summary of Legislative session and Municipal WasteHub's active participation with positive outcomes on proposed bills; and
- New resources available to Members, including stickers, posters, and video on Municipal WasteHub and solid waste best practices.

The Board noted the high volume of activities, expressing their continued appreciation for Mr. Carroll's and the Staff's hard work.

SCHOLARSHIP UPDATE

Executive Director Carroll provided an informational update on the development of scholarship criteria seeking Board input on timing and approach. Discussion ensued regarding ideas on scholarship criteria, amounts, and timing, with a target of having the process finalized by the December Annual Meeting so an announcement can be made together with an invitation for applications for scholarship award(s) in the Spring of 2026 (e.g., April 2026 regular Board meeting).

A member of the public was then recognized who had a question regarding the anticipated commercial startup of the Hampden Facility. The response was an estimate of the fourth quarter of 2025 (e.g., November-December timeframe) absent any significant unforeseeable events.

MUNICIPAL WASTE SOLUTIONS UPDATE ON HAMPDEN FACILITY

Representatives of Municipal Waste Solutions Kevin Hogan and Gary Hartman provided a summary report update on the Hampden Facility and ongoing efforts to resume commercial operations. They noted several items Mr. Carroll previously shared on positive progress, again noting their current target estimate was to resume commercial operations of the materials recovery facility (MRF) in the fourth quarter of 2025. They also noted the ramp up has been helpful to monitor waste coming into the facility from an acceptable/unacceptable waste

standpoint, and that the organic components of the waste stream for digestion purposes were in line with expectations. They also thanked Mr. Carroll for his efforts in support of the facility's path to re-opening. The Board thanked Mr. Hogan and Mr. Hartman for their efforts as well and looked forward to continuing positive progress.

UPCOMING REGULAR BOARD MEETINGS

President Huotari reported the next regularly scheduled Board meeting is October 22, 2025. Treasurer Ryder, referencing the Finance Committee meetings that immediately precedes the Board meeting, suggested changing that schedule and instead having the Finance Committee meet on an as-needed basis. It was noted Municipal WasteHub's finances have simplified in comparison to past years and there is a degree of redundancy between the Finance Committee meeting and regular Board meeting on finance items. Discussion ensued with consensus that the Finance Committee could meet on an as-needed basis, and the notice for the October 22, 2025 regular Board meeting would be updated accordingly.

PUBLIC COMMENT

Except for the public comment noted above during the Scholarship Update agenda item, no other public comments were received.

EXECUTIVE SESSION

At 11:55 AM, upon Motion duly made and seconded it was unanimously:

VOTED: That the Board go into executive session per 1 M.R.S. § 405(6)(A) to conduct Executive Director Annual Performance Evaluation.

At 1:20 PM, the Board left its executive session.

Upon motion duly made and seconded it was unanimously:

VOTED: That the Executive Director's compensation be adjusted, with an effective date of July 1, 2025, to reflect a \$15,000 increase in salary and \$1,750 per month travel stipend for vehicle use.

President Huotari then raised the issue of Board meeting attendance and requested guidance from Attorney Pottle. Attorney Pottle noted the bylaws require regular attendance of Board members, and that failure to attend 50% or more of scheduled meetings in a calendar year or missing three consecutive scheduled meetings are grounds for removal by affirmative vote of the Board. Attorney Pottle noted this in the context of the upcoming scheduled meetings (e.g., the meeting scheduled for October 22, 2025), and also specifically regarding Member Lewis who had missed multiple scheduled meetings that exceed the criteria for regular attendance. Thereafter, upon motion duly made and seconded:

VOTED: That, effective immediately, Member Lewis be removed as a Board Member of Municipal WasteHub for lack of regular attendance, and further that the Executive Director working with legal counsel communicate this action.

The Board adjourned the meeting at approximately 1:25 PM.

Respectfully submitted,

Date:

12/3/25


Jonathan Pottle, Esq.

Legal Counsel for Municipal WasteHub