

Draft

Operating Committee Minutes
January 17, 2012

Meeting opened at 2:08 pm by Acting Chair, Sheldon Morgan.

1. Establish that a quorum is present.

Chairman Morgan stated that a quorum was present in that six of the seven committee members were in attendance.

2. Approval of the Operating Committee Minutes of December 14, 2011.

Motion made by Jeanne Beaudin to accept the minutes of the December 14, 2011 meeting as received. Second to the motion by Joseph Jesseman. No further discussion, a vote was taken. All votes in favor, none opposed.

3. Co-op Agreement Amendment for financing single stream facility and to clean up other items in the Agreement.

Jim Presher presented a handout with a brief description of the Amendment to the Single Stream Facility Resolution as of June 24, 2010. Co-op Counsel, Bill Wilson explained that the document previously did not have a Table of Contents and one has been included with this amendment.

Bill also noted Editorial changes to Section 2.1, 2.2 and 2.3 substituting and defining "Term" for term of Agreement.

Sec. 9.8 is a clarification regarding the change of apportionment of the tipping fee; Sec. 9.8 makes it explicit.

Chip Chesley stated that it is the expectation that the communities will use their best estimate when giving a GMQ.

Sec. 9.12(d) is a clarification of how debt is to be repaid should the facility close.

Sec. (d) moved to (f) presenting how any amount left over would be balanced by tonnage.

Jim P. added that this applies only to those communities participating in the S.S. Facility. Chip asked how those numbers would be created. Craig Musselman the intent is to use delivered tons over the same numerator.

Jim said in some communities the numbers differ because not all have a flow ordinance and/or control of the recyclables. Joe J. stated that he has looked into the recyclable flow

control issue and has learned that a community cannot control the recyclables. Jeanne B. noted that Belmont has control of trash only.

Joe J. asked where is the premium for the Co-op towns. Paul Moynihan said it is based on the apportionment of revenue to Co-op participating members.

Joe J. then asked what does the last sentence of item (d) mean? Bill W. said what it does is translate the annual budget and tipping fees to specific costs.

Craig M. added that this language does distribute and precludes non-members, allowing value of the facility and equipment to be considered for debt if closure takes place. Craig added that the Co-op has recently brought on a financial advisor. Craig noted that currently the amount of debt is unknown. Bill W. asked what would be the repayment if revenue bonds would be clear. Craig said if it were with the Bond Bank they require that bonds not be callable, we would be required to continue making payments, adding that perhaps 50% would be available from the equipment and perhaps 75% from the facility and site, adding that for those not participating there is no risk.

Dave Hartman said if the Co-op puts in funds from Landfill Expansion and the facility fails there will be a need to repay which would require us to have the power to draw on the remaining LF Expansion account and also use other funds. George Turcotte added it could be done either way. Dave said that puts us at risk.

Dave added that the Co-op advantage is going away and that others may leave. Chip said we all need to learn co-exist under one roof.

Jim P. said that the lending institute will require that we do have reserves in place. Bill W. said that we will need to make certain that approval of the bonding is by two-thirds vote of the entire Co-op.

George added that there is still going to be trash to get rid of and we will need a place where it can be delivered. Bill W. said that is the power of being a part of an organization.

Dave H. added that we will need to be certain that the people running the facility are doing so to benefit the Co-op communities and RFAM's.

Craig noted that our contract with Casella is a 5 year contract with a clause that would allow us out of the contract in three years if we felt necessary. Craig also added that the Co-op offices and perhaps the recycling coordinator will be having offices at the site which will give a day to day operation oversight.

Jim P. said what he would like from this body is a recommendation to the Joint Board to adopt the Fourth Amendment. Chip C. said he feels a need to spend more time on the materials and discuss them with his superiors before giving a go ahead. Chip asked that the matter be tabled for today and brought back in a week or so because it was not

received until Sunday and is a lot to absorb in a short time.

Joe J. said it would be good to have more time for review.

Motion made by Chip Chesley to table the matter. Second to the motion by Paul Moynihan. Vote taken, all in favor, none opposed.

5. Nonpublic session with Counsel per RSA 91-A:2

Jim P. asked that the meeting be moved to Nonpublic as per RSA 91-A:2 (b) Consultation with legal counsel.

3:35 pm a motion was made by George Turcotte to move to Nonpublic session as per

RSA 91-A:2. Second to the motion by Joe Jesseman. Vote taken, all votes in favor, none opposed.

Chairman Bill Herman arrived at 3:50 pm.

4:22 pm Motion by Joe Jesseman to exit nonpublic session. Second to the motion by

George Turcotte. Vote taken, all votes in favor, none opposed.

6. Any other business

Discussion followed as to date for next OC meeting. Agreed to meet on Friday, January 27, 2012 at 2:00 pm at LGC if available.

4:24 Motion to adjourn made by Joe Jesseman. Second to the motion by Paul Moynihan. Vote taken, all votes in favor. None opposed.

Respectfully submitted



Sheldon Morgan, Secretary