

**MONTGOMERY-OTSEGO-SCHOHARIE SOLID WASTE MANAGEMENT
AUTHORITY
ANNUAL BOARD MEETING #2**

DATE: January 31, 2006

LOCATION: Howes Cave Administrative Complex

Members Present

Charles Buck
Raymond Halgas
Rudolph Laguna
Donald Lindberg
Meredith McNeil
Olga Podmajersky
William Strevy
Edward Wesnofske

Members Absent

Others Present

Gilbert Chichester
Marijeanne Broadwell
Karen Sullivan - Otsego Co.
Robin Loske

1. **Opening**

Chairman Wesnofske opened the meeting at 10:00 a.m.

2. **Adoption of Agenda**

Donald Lindberg motioned, seconded by Charles Buck, to adopt the Agenda. The motion was unanimously approved on voice call.

3. **Privilege of Floor**

Chairman Wesnofske offered privilege of the floor. No one came forth.

4. **Minutes of Prior Meeting**

Donald Lindberg motioned to accept the minutes of the prior meeting of December 13, 2005 as written. Olga Podmajersky seconded the motion. The minutes were unanimously approved on voice call.

Donald Lindberg motioned to accept the minutes of the special meeting of December 19, 2005 as written. Meredith McNeil seconded the motion.

Olga Podmajersky suggested that several changes be made to the minutes relative to the Director of Finance Administration employment with the Authority. According to her

recollection a Resolution was adopted relative to the continued employment of the Director of the Finance & Administration instead of it being done by motion as reported in the minutes. She also felt that there was conversation with the Director of Finance and Administration relative to her continued employment with the Authority and the possibility of another job offer as well her request for a raise that occurred during open session, which is not reported in the minutes. Mr. Chichester indicated that there is a digital recording of the meeting and suggested that members listen to the recording after the meeting to ascertain if what Ms. Podmajersky is correct. The members agreed to table the motion to accept the minutes until after they listened to the recording. (No one stayed after the meeting to listen to the recording).

*Note from Confidential Secretary: I went back and listened to the digital recording of the meeting in question. There was a motion made and approved for the continuation of the Director of Finance & Administration's employment. There was **not** a Resolution acted on or adopted. In reference to the discussion with Ms. Morlang relative to her having another employment offer and what she requested for a raise was **not** done in open session but was done in executive session. Anyone may listen to the recording.*

Olga Podmajersky motioned to accept the minutes of the special meeting of December 21, 2005 as written. Meredith McNeil seconded the motion. The minutes were unanimously approved on voice call.

Donald Lindberg motioned to accept the minutes of the special meeting of January 19, 2006 as written. Olga Podmajersky seconded the motion. The minutes were unanimously approved on voice call.

5. **Organizational Business**

Nominating Committee Recommendations for 2006 Officers

Resolution Number 2 Confirming Naming of Officers of the Montgomery-Otsego-Schoharie Solid Waste Management Authority for the Year 2006} Sponsored by Charles Buck – Seconded by Donald Lindberg

Charles Buck reported that the Nominating Committee recommended the following individuals be inserted in the Resolution as officers for the year 2006:

Chairman	Edward Wesnofske
Vice Chairman	Olga Podmajersky
Treasurer	Meredith McNeil
Secretary	Gilbert Chichester
Assistant Secretary	Marijeanne Broadwell

William Strevy motioned to amend the Nominating Committee's recommendations by inserting Olga Podmajersky as Chairman and Rudolph Laguna as Vice Chairman.

Mr. Strevy stated that it has been a long time since there has been a representative from Montgomery County as Chairman and Ms. Podmajersky has served as Vice Chair for several years and deserves the chance to serve as Chair. He indicated that he did not know Mr. Laguna very well but felt he could do a good job.

On roll call the amendment was approved with five members voting "aye" and three members (Buck, McNeil, Wesnofske) voting "nay".

Mr. Wesnofske stated that he was not in favor of Ms. Podmajersky as the Chair because she has shown a lack of positive leadership to make the Authority work over the past several years.

Regarding the current negotiations relative to the transportation and disposal agreement, Ms. Podmajersky favored a contract arrangement with Waste Management, which was a more expensive option than the contract with Riccelli Enterprises. If Waste Management got all the rights to the Authority's waste then Casella of Otsego County would abandon the MOSA system because they would lose the landfill rights. Most members agreed to split the waste system so that both companies would deliver their waste to the Authority. When it came time to finalize the agreement with Riccelli, Ms. Podmajersky adopted the position that the Authority should not go with Riccelli but just with Waste Management.

Another example would be that when personnel issues were discussed relative to management raises, Ms. Podmajersky articulated that personnel should not expect raises. Mr. Wesnofske felt that her position was not productive in maintaining employee moral and does not give employees the incentive to stay with the Authority.

Mr. Wesnofske pointed out that Ms. Podmajersky has not been very positive relative to the recycling programs in Otsego and Schoharie Counties.

Mr. Strevy stated that the Board did not need to hear Mr. Wesnofske's opinion on the matter. He stated that as Chairman of the Board, Mr. Wesnofske should lead the meetings and not give his opinion. Mr. Wesnofske pointed out that he is also a member of the Board and has a right to express his opinion so as to represent Otsego County.

Mr. Strevy went on to say that part of the problem is that Otsego and Schoharie County representatives tend to leave Montgomery County out of the business at hand. He felt that Ms. Podmajersky would work harder to bring the three counties together. Mr. Wesnofske stated that this has not been his observation.

On roll call the Resolution as amended was defeated with members (Podmajersky, Halgas, Strevy) voting "aye" and five members voting "nay".

Mr. Lindberg motioned to amend the Resolution to nominate Rudy Laguna as Chairman, Olga Podmajersky as Vice Chairman, Meredith McNeil as Treasurer, Gilbert Chichester as

Secretary and Marijeanne Broadwell as Assistant Secretary. Mr. Wesnofske seconded the motion.

Mr. Halgas asked Mr. Laguna how he felt about being Chairman. Mr. Laguna stated that he is honored that the Board would consider him as Chairman. He felt that MOSA is a very large and complex organization and felt he was being thrown in the deep water. He indicated that there is a lot that he does not understand yet and has reservations about serving as Chair.

Mr. Lindberg told Mr. Laguna that he felt that he could do just as good of a job as Chair as anyone on the Board.

Mr. Strevy asked Mr. Laguna if he would look at all three counties as equals. Mr. Laguna responded that he would.

Mr. Laguna stated that he is new to the Otsego County Board but he has heard numerous times that the counties do not see eye to eye and there has been a perception that one or more of counties felt that they are not being treated fairly.

On roll call the Resolution was unanimously adopted as amended.

The Board took a recess to give Mr. Laguna a chance to change chairs to begin acting as the Chairman.

Chairman Laguna called the meeting back to order.

Ms. Podmajersky asked for the floor to address some of the comments that Mr. Wesnofske made relative to Montgomery County and herself. She stated that she takes exception to Mr. Wesnofske saying that there is not positive leadership by Montgomery County. She indicated that the Montgomery County is trying to figure out what they could do to help MOSA. There was a plan to have the Counties take over the debt and have the Authority run as a business, which was voted down.

Relative to the transportation and disposal contract, the option to use the Fulton County Landfill, which is much closer to the MOSA Service Area, was not looked at.

In regards to recycling, the Counties have taken over the recycling programs. If the Authority put more effort into recycling there would be less time for the Board to deal with the garbage business.

Relative to personnel raises, she felt that management salaries are out of line for the area.

Charles Buck clarified that the Authority did offer to continue to the run the recycling programs if the Counties were willing to pay the costs for the programs. The Counties

were not willing to pay for the costs. Mr. Halgas wanted to clarify that this scenario took place in 1995 or 1996.

**Resolution Number 3 Establishing Official Newspapers for the Authority}
Sponsored by Charles Buck – Seconded by Raymond Halgas**

The Resolution designated the Amsterdam Recorder, The Gazette, Daily Star and the Times Journal as the official newspapers of the Authority for publishing legal notices, etc. The Resolution was unanimously adopted on voice call.

**Resolution Number 4 Establishing Official Depositories for the Authority}
Sponsored by William Strevy - Seconded by Olga Podmajersky**

The Resolution established the Key Bank, First Niagara, Wilber National Bank, Charter One and National Bank and Trust Company as the official depositories for the Authority.

Mr. Buck informed the Board that he owns stock in the National Bank and Trust Company. Mr. Strevy stated that he also owns stock in the Key Bank.

On voice call the Resolution was unanimously adopted.

Resolution Number 5 Establishing Regular Meetings for 2006} sponsored by Donald Lindberg – Seconded by William Strevy

Mr. Strevy suggested that all meetings and times be consistent every month. He suggested that it might be better for most members if the meetings started at 10:00 a.m. instead of 9:30 a.m. as has been past practice and that they be held on the third Thursday of the month.

The Board established and authorized the insertion of the following dates into the Resolution: March 16th, May 18th, July 20th, September 21st and November 16th, 2006. All meeting will began at 10:00 a.m.

On voice call the Resolution was unanimously adopted.

7. Other Business

Transportation and Disposal

Mr. Strevy asked if there had been any movement on the T&D Contract. Mr. Chichester responded that there is a subcontract for Casella, which is currently being reviewed by legal counsel. Mr. Chichester is anticipating a subcontract from Waste Management in the very near future. He indicated that there might be a need for a meeting in February for final review and approval of the contracts.

MOSA Contracts

Mr. Strevy asked how long the contract was good for with the current auditors. Mr. Chichester responded that there is a letter of engagement with the Auditors, which is executed on an annual basis that stipulates the amount for doing the audit. Mr. Strevy stated that the County goes out to bid for auditors and wondered if the Authority did the same. Mr. Wesnofske stated that there was a discussion a few years ago with auditors relative to their charges. Mr. Chichester indicated that the Authority did go out to bid a few years ago. Mr. Strevy stated that there should be something in place to show how professional services were obtained.

Mr. Strevy asked if there was a contract with the Authority's attorney. Mr. Chichester responded that there is a letter of engagement with the Attorney, which is ongoing until she is unengaged.

Mr. Halgas asked if there was a contract with Barton and Loguidice. Mr. Chichester responded that there is an ongoing contract with them.

Executive Director's Report

Mr. Chichester reported the following:

- The Audit that was scheduled for February 20th has been rescheduled until the end of March.
- The transportation and disposal contract is still ongoing.
- He is waiting for a report from the engineers relative to the Oneonta Transfer Station retrofit.
- The Department of Labor is still pressing the Authority on the safety issues at the Oneonta Transfer Station. ERSI was engaged to cleanup the pigeon guano from the electric panels at the station. A device was placed in the upper level to discourage the pigeons.
- The Department of Labor continues to press on the tarping situation.
- He has been interviewing people to fill the vacated position of the part time Weigh Station Operator at the Oneonta Transfer Station.
- He is working with the Engineers to prepare some information requested by the Army Corps of Engineers for the Eastern Landfill washout that occurred last April due to heavy rains. The report has to be submitted to the Army Corps of Engineers prior to FEMA making payment for the damages associated with the flood.

Director of Finance and Administration Position

Mr. Strevy asked the Board how they intend to deal with Ms. Morlang's resignation as the Director of Finance and Administration.

Mr. Wesnofske suggested that the Board assess and evaluate the current job description and qualifications for the position prior to moving forward.

Mr. Strevy pointed out that there is currently a job description for the position and asked if the Board intended to use it.

Mr. Halgas indicated that the Board should give consideration to Ms. Morlang's four-page letter to the Board concerning what the sister counties are doing. Before advertising for the position, Mr. Halgas suggested that the Executive Director of the Oneida-Herkimer Solid Waste Authority be invited to speak to the Board to get a ruff overview of their basic operations and get some ideas how MOSA might change its operations. There may not be a need for this person at that title. Something different might be needed.

Meredith McNeil referred to a time line summary (attached hereto) that was prepared by Ms. Morlang showing the tasks that need to be completed for the year. The summary was reviewed at the last Finance Committee meeting in January. Mr. McNeil stated that these tasks have to be kept in mind and that the reports for the State need to be prepared and submitted on a timely basis.

Chairman Laguna asked if there was anyone on staff presently that could prepare these reports in the absence of Ms. Morlang.

Mr. Chichester responded that there are two employees on staff that are capable of preparing these reports, which are Marijeanne and himself. He pointed out that Marijeanne's focus is to prepare for the Audit. Both Marijeanne and Mr. Chichester deal with day-to-day operational issues. They are both aware of the schedule of deadlines prepared by Ms. Morlang, but he feels that there is no way they can meet all the deadlines as presented on the schedule. He indicated that the only way to meet all the deadlines would be to set aside other issues. There are pressing issues as described in the Executive Director's report.

Mr. Chichester stated that it will take considerable time, maybe as much as a year or so, to make a decision as to what kind of position is required, advertising for such position, going through the interview process, hiring and getting someone on board and up to speed on the Authority's policies, activities, programs, etc. Mr. Chichester indicated that there might be a need to hire outside contractual assistance. He suggested that the Auditor's might be able to do some additional reporting while they are here doing the audit so that some of the reports can be completed in a timely fashion.

William Strevy stated that if the Auditor's are commissioned to do the reporting it is going to cost a fortune. He felt it would be more economical to hire another individual.

Mr. Strevy thanked Ms. Broadwell because he is sure that she has been put in a difficult position and asked her if she feels overwhelmed at this point of time. Ms. Broadwell responded that both Ms. Morlang and herself have a full workload and indicated that now that Ms. Morlang has resigned she is feeling the pressure.

Mr. Strevy stated that it might be a good idea to move forward with Mr. Halgas's suggestion to invite the Executive Director, Hans Arnold, from the Oneida-Herkimer Solid Waste Authority to meet with the MOSA Board.

Mr. Chichester pointed out that the problem with that idea is that the two Authorities are very different. Mr. Arnold can inform the Board of his Authority's activities but in order for him to address the Board on issues relative to MOSA he would have to spend time assessing MOSA's activities before offering an opinion or recommendation.

Olga Podmajersky stated that Mr. Arnold has a lot of experience in the solid waste business and felt it would be a good idea to approach him to see if he would do it and how much he might charge. Mr. Buck indicated that he was not sure that Mr. Arnold could charge for his opinion.

Mr. Halgas stated that there was need for a person to look at just the administrative office functions, which does not include the outside activities for equipment maintenance, transfer stations, transportation or landfill monitoring.

Mr. Wesnofske indicated what Mr. Halgas was looking for a management consultant. He pointed out that Mr. Arnold's Authority is much different than MOSA because they run collection services and a landfill. He did not think that MOSA could gain much insight into its particular management functions by going this route.

Mr. Lindberg felt that a new position should be immediately advertised for because it is not fair to Ms. Broadwell to leave her with everything. Mr. Strevy agreed.

Chairman Laguna stated that Mr. Halgas has a good idea as far as learning from a neighboring Authority about overall operations. But he felt that there was an immediate need for a fiscal person to deal with the timelines and deadlines.

Ms. Podmajersky felt that it was crucial for Mr. Chichester to decide if he wants someone with an accounting background or if there is a need for another kind of person. She indicated that it was an opportune time to decide on how to fill the position in reference to Authority operations.

Mr. Chichester felt that the Personnel Committee should identify the tasks and organize them. He stated that Ms. Morlang, Ms. Broadwell and himself all performed different tasks. He suggested that their tasks be identified and possibly be rearranged in a different manner to decide what kind of person should be hired.

Mr. Wesnofske motioned for the Personnel Committee, in conjunction with the Executive Director, to articulate the job description of the position needed and fill the position as soon as possible. The motion was seconded by Charles Buck and unanimously approved on voice call.

Mr. Wesnofske pointed out that the new Chair is responsible for establishing the Committees and the Chair should move forward with this as soon as possible.

Mr. Strevy stated that he agreed with what Ms. Podmajersky said. This is the time to evaluate the requirements of the job and combine everything into one position to help the Authority operate more efficiently.

Interview Process

Mr. Strevy asked who would be involved in the interview process for the new position. Mr. Buck responded that it probably is up to the Board how it will be handled. Mr. Chichester stated that in the Board acts upon the Executive Director's recommendations based on guidelines previously adopted by the Governing Board in the past.

Mr. Lindberg stated that it would be best if the Board has input because they have to support the position in the end.

Mr. Buck stated that the Personnel Committee and the Executive Director should sort through the applications and eliminate the people that are not qualified. It was understood that the Personnel Committee would be involved in the interview process and make a recommendation to the Board.

Next Meeting

It was discussed that a February meeting might be necessary to relate to the T&D contract. A date and time would be set based upon this need.

9. Closing

Charles Buck motioned to adjourn the meeting. The motion was seconded by Donald Lindberg and was unanimously approved on voice call.

The meeting adjourned at 11:23 a.m.

Respectfully Submitted,

Robin Loske
Confidential Secretary