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**MONTGOMERY-OTSEGO-SCHOHARIE SOLID WASTE MANAGEMENT
AUTHORITY
ANNUAL BOARD MEETING #1**

DATE: January 30, 2007

LOCATION: Howes Cave Administrative Complex

Members Present

Daniel Baker
Joan Bent
Martha Clarvoe
Rudolph Laguna
Meredith McNeil
Olga Podmajersky
William Strevy
Edward Wesnofske

Members Absent

Others Present

Gilbert Chichester
Carol Hawkins
Robin Loske
Terry Bliss - Otsego Co.
Donald Lindberg - Otsego Co

1. **Opening**

Chairman Laguna opened the meeting at 10:43 a.m.

2. **Adoption of Agenda**

Meredith McNeil motioned, seconded by Edward Wesnofske, to adopt the Agenda. The agenda was unanimously approved on voice call.

3. **Privilege of Floor**

Donald Lindberg, Chairman of the Otsego County Board of Representatives, took the floor and requested that the Authority reimburse Otsego County for its subsidy on the GAT overage. He indicated that a formal written request would be forthcoming from the County. Mr. Strevy stated that he is requesting the same for Montgomery County.

4. **Minutes of Prior Meeting**

Olga Podmajersky motioned to accept the minutes of the prior meetings of December 14 and December 20, 2006 as written. Meredith McNeil seconded the motion. The minutes were unanimously approved on voice call.

5. New Business

Resolution Number 1 Confirming Naming of Officers of the Montgomery-Otsego-Schoharie Solid Waste Management Authority} Sponsored by Edward Wesnofske - Seconded by Martha Clarvoe

Meredith McNeil motioned to amend the first “Resolved” clause, to insert the name of Edward Wesnofske as Chairman. Martha Clarvoe seconded the motion and on roll call the motion to amend was approved with five members voting “aye” and three members (Baker, Podmajersky, Strevy) voting “nay”.

Olga Podmajersky motioned to amend the amendment to insert the name of William Strevy in the first “Resolved” clause as Chairman. Daniel Baker seconded the motion.

Ms. Podmajersky stated that she recommended Mr. Strevy because he would make an excellent Chairman as he is very fair and knowledgeable in governmental affairs and would reach out to bring the Board together. He also has a strong background in construction and engineering and has solid waste experience.

Martha Clarvoe stated that she appreciates Mr. Strevy’s efforts with the Planning Committee and suggested that Mr. Strevy continue to focus his efforts in the direction of planning. She indicated that Mr. Wesnofske shows more support and knowledge of Authority issues and that is why she will support him.

Mr. Strevy stated that it was long overdue that a representative from Montgomery County chaired the Authority Board. Ms. Podmajersky stated that 1999 was the last time a Montgomery County representative chaired the Board. Mr. Strevy indicated that Montgomery County is the largest contributor to the MOSA system. Mr. Strevy went on to say that he liked Mr. Wesnofske but indicated that some decisions that have been made in the past have lead to serious problems relative to financial and long-term management issues. He indicated that Mr. Wesnofske has a strong influence over both the Otsego and Schoharie County representatives on the Board.

Ms. Bent noted that she is relatively new on the Board. She felt that the comment relative to Montgomery County not chairing the MOSA Board since 1999 is not relevant. She felt that it was more important for the Board to think about the whole tri-county region.

Ms. Podmajersky suggested that Ms. Bent read the Board meeting minutes from past years to see what Montgomery County recommended in the past, such as updating the solid waste plan, following through on the CBI report and many other recommendations that were voted down by other members on the Board.

On roll call the motion was defeated with three members (Baker, Podmajersky, Strevy) voting “aye” and five members voting “nay”.

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Joan Bent motioned to amend the second “Resolved” clause, to insert the name of William Strevy as Vice Chairman. Edward Wesnofske seconded the motion. Mr. Strevy respectfully declined the nomination and offered Ms. Podmajersky’ name as Vice Chair. Mr. Wesnofske motioned, seconded by Meredith McNeil, to insert Ms. Podmajersky name for Vice Chair.

On roll call the motion was unanimously approved.

Edward Wesnofske motioned to amend the third “Resolved” clause to insert the name of Meredith McNeil as Treasurer. Martha Clarvoe seconded the motion and on roll call the motion was unanimously approved.

Edward Wesnofske motioned to amend the fourth “Resolved” clause to insert the name of Gilbert Chichester as Secretary. Martha Clarvoe seconded the motion and on roll call the motion was unanimously approved.

Edward Wesnofske motioned to amend the fifth “Resolved” clause to insert the name of Carol Hawkins as Assistant Secretary. William Strevy seconded the motion and on roll call the motion was unanimously approved.

On roll call the Resolution was unanimously adopted as amended.

**Resolution Number 2 Establishing Official Newspapers for the Authority}
Sponsored by William Strevy - Seconded by Meredith McNeil**

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 roll call.

**Resolution Number 3 Establishing Official Depositories for the Authority}
Sponsored by Meredith McNeil - Seconded by William Strevy**

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.

On voice call the Resolution was unanimously adopted.

**Resolution Number 4 Establishing Regular Meetings for 2007} sponsored by
Meredith McNeil – Seconded by Martha Clarvoe**

Ms. Podmajersky suggested, as she has in past years, that some Board meetings be held in the evening, which would allow better attendance of the public. The other members were not opposed to having some evening meetings and stated it would depend upon weather conditions and should be considered on an as needed basis.

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The Board established and authorized the insertion of the following dates into the Resolution: March 15th, May 17th, July 19th, September 20th and November 15th, 2007. The starting time for meetings was established for 10:00 a.m.

On voice call the Resolution was unanimously adopted.

Resolution Number 5 Authorizing the Engagement of a Consultant for Professional Planning Services} Sponsored by Martha Clarvoe - Seconded by Olga Podmajersky

The Resolution authorized the Executive Director to work with the Authority's General Counsel to take whatever steps are necessary to formally engage Gershman, Brickner & Bratton, Inc. from 8550 Arlington Blvd, Suite 203, Fairfax, Virginia 22031, for professional planning services.

The payment for services rendered will be taken from the Bond Redemption and Improvement Disposition proceeds and the Planning Committee will be responsible for oversight of the Agreement put in place.

Olga Podmajersky asked why there was not a limit set on the funds to be used. Mr. Strevy explained that the Planning Committee would evaluate each task for cost prior to approval of that task.

Mr. McNeil asked if any of the members had an interest in having the firm back once more before engaging them. If that is the Board's desire the Resolution could be amended to state that the firm would be hired pending a return visit. Mr. Wesnofske asked what the purpose would be of a return visit. Ms. Bent responded that not all Board members were present during the interviewing sessions. Mr. McNeil stated that there was some discussion among some of the members at the last Planning Committee meeting to have the firm back for a pre-meeting relative to the scope of services.

Ms. Podmajersky stated that once the firm has sent in their Scope of Services and if the Board had questions they could request the firm to come back at that time, which would not involve additional costs.

Mr. Baker asked if the Authority had budgeted for these services. Mr. Chichester explained that the funds would not come from the Operating Budget but from the Bond Redemption and Improvement Disposition proceeds, which was gained from the sale of surplus equipment. Mr. Baker asked how much was in the fund. Mr. Chichester responded that \$1,459,562.09 was in the Bond Redemption and Improvement Disposition Fund.

Mr. McNeil stated that there are some projects that the Authority is looking to accomplish but because of hiring a firm to perform Planning Services those projects will be put on hold, which would free up some funds.

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Mr. Strevy stated that he headed the interview process as Chairman of the Planning Committee because he felt there was a value to be served for the residence of the Tri-County area. There are some real issues with the three counties relative to the subsidizing and the rise in the tipping fee. He indicated that he would support the Resolution because he feels that the consultants will help with this process and hope they will come up with a long-term plan that will suit the needs of all involved. He was not sure in the beginning if he would support the hiring of the consultants but stated as a MOSA Board member he feels that it is well needed and he will support it.

On roll call the Resolution was unanimously adopted.

6. Other Business

Executive Director's Report

Mr. Chichester stated that prior to reviewing the Financial Reports he would like to make a statement:

“The Year of 2006 was a year of change -

Board Changes –

Upon reflecting first on the Governing Board, four of the eight seats on this Board have changed, one twice. The focus of the Public Authorities Reform Act on Governance is well founded. Training is appropriate and necessary – governance, ethics, fiduciary responsibility and audits are all important topics covered.

The Audit and Governance Committees have established significant policies as required by the Public Authorities Reform Act:

1. A policy on Compensation and Time/Attendance for the Chief Executive Officer
2. A Performance Review Program for the Executive Director
3. An Expense Reimbursement Policy
4. A Whistleblowers Policy
5. MOSA Board Management Objectives were also established and placed on our web site at www.mosainfo.org

Staff Changes -

Approximately 1/3 of the full time staff working for the Authority has changed during this past year:

1. Twenty-two years of experience in the financial area left the Authority.

A consulting firm was engaged, CFO for Hire, as well as a former

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employee to assist in regaining/maintaining stability in managing the Authority's finances.

As we sit here today, the Accounting Team demonstrates commitment to gain the necessary knowledge to understand the MOSA systems and improve upon them. The commitment and drive is in place; time will resolve all deficiencies.

2. The Equipment Maintenance Department has completely turned over due to a retirement and the death of a long-term employee.
3. A new Transfer Station Operator was hired when two transfer stations were consolidated under one Transfer Station Supervisor.
4. The position of Director of Operations and Safety was filled after being vacant for twelve years. The field operations are benefiting from the organized and consistent efforts of the person in this position. Accountability is developing from clear expectations and training.

I indicated at this time a year ago that it would take a year to begin to get back on track. A full complement of staff is on board. They have been oriented to the purpose and cause of the Authority. The operational details are under review so as to afford the opportunity for new staff to acquire the knowledge to allow them to take charge and develop an integrated team management environment, one of the goals of this Board.

All staff is involved in the growth taking place – for the overall betterment of the organization.

Operational Activity -

Significant effort has been put forth to plan for a retrofit to the Oneonta Transfer Station.

An Engineer was engaged to plan for the use of the outside tip wall at the Western Transfer Station in Randall – to work on the recycling needs of the City of Amsterdam and the greater Montgomery County.

The truck scales were replaced at the Western Transfer Station due to the failure of the scales in place.

Operationally, we are ready to report to the committee the needs for 2007, (OTS, Equipment acquisition, etc.).

Planning Activity -

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The Transportation and Disposal Agreement was finalized in 2006 for the years of 2006 through 2010. This allows for the identification and review of options for the future.

A Request for Qualification was issued seeking professional assistance with short and long range planning for the Authority.

The Planning Committee has an aggressive project in front of it for 2007.

Financial Activity -

Great effort went into having the year-end Financial Reports ready for you today.

Many tasks are before us as we move into the 2007.

1. Preparation for the Audit continues. It is scheduled for the end of March, one month later than originally planned.
2. The year-end financial calculations have been reviewed:
 - a. It appears that we completed the year within budget.
 - b. Funds are available to move to the Operating Reserve and Equipment Replacement Funds.
 - c. Very few if any dollars will move into the Rate Stabilization Fund
 - d. The details will be reviewed at the next meeting of the Finance Committee.
3. The training of new staff on the maintenance of our financial records and related activities.

Labor Management --

1. We have moved into the negotiation process with CSEA, working toward a successor to the contract to expire on December 31, 2007.
2. Management needs beg attention.

Reporting –

We have several additional reports to address in the first 1/3 of the year.

1. OSHA Accident/Injury/Illness Report
2. DEC Transfer Stations Report
3. DOT Drug Testing Annual Report
4. Year-end Operating Budget Reconciliation & Transfer Report
5. State Comptrollers Report
6. DEC Recycling Reports
7. Authority's Annual Report
8. ABO Annual Report
9. SWMP Biannual Compliance Report

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All this along with:

1. The Monthly GAT report and preparation for the annual GAT calculation.
2. The Monthly Financial Reports.
3. Revenue and Expense reports which set the stage for the 2008 budget preparation.

Conclusion -

The number of changes, the level of changes and the dynamics surrounding the changes cut to the core of the Authority. The decisions made by those amongst us were with deep consequences.

In spite of the massive change, the tasks at hand have been covered. This is not by default, but is due to persistence and commitment.

I have lived MOSA for over 13 years. A team was developed, which was poised for further development with the addition of the Director of Operation and Safety position.

Now, that knowledge base is being rebuilt, refined and integrated.

I am committed, together with the new management team, to strive to fulfill the expectations established by the Governing Board toward a common vision for the future of MOSA.”

Financial Reports - November/December

Mr. Chichester distributed the November and December Financial Reports and reviewed the different sections of the report for the new member’s benefit. He asked that the Board bring any questions forward after they have had time to more thoroughly review the reports.

Pledge of Office

Chairman Wesnofske distributed a “Pledge of Office”, which he prepared in compliance with the new Public Authorities Accountability Act (as attached hereto). He read the pledge aloud and then signed the pledge and encouraged the other members to do the same.

Executive Session

Edward Wesnofske motioned to go into executive session to discuss a labor negotiation issue. Martha Clarvoe seconded the motion and on voice call the motion was unanimously approved.

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The executive session began at 12:00 p.m. and adjourned at 12:20 p.m.

Meredith McNeil motioned, seconded by Martha Clarvoe, to authorize the Executive Director to proceed as directed with the union negotiations. On voice call the motion was unanimously approved.

Meetings

Board Meeting - Thursday, February 22, 2007 at 10:00 a.m.

9. Closing

Meredith McNeil motioned to adjourn the meeting. Joan Bent seconded the motion, which was unanimously approved on voice call.

The meeting adjourned at 12:22 p.m.

Respectfully Submitted,

Robin Loske
Confidential Secretary