

**MONTGOMERY-OTSEGO-SCHOHARIE SOLID WASTE MANAGEMENT AUTHORITY  
BOARD MEETING #05**

**DATE:** June 16, 2010  
**LOCATION:** MOSA Administrative Complex, Howes Cave

**Members Present:**

John Mattas  
David Parker  
Olga Podmajersky  
Alexander Shields  
Philip Skowfoe (1:16 p.m.)  
John Thayer  
Harold Vroman  
Edward Wesnofske

**Others Present:**

Dennis Heaton  
Barbara Corrigan  
Floyd (Sam) Dubben, Otsego County  
Karen Sullivan, Otsego County  
Evelyn Lindley

**1. Opening – Roll Call**

Chairman Thayer called the meeting to order at 1:12 p.m. and asked for roll call.

**2. Adoption of Agenda**

Chairman Thayer asked if there were any additions to the agenda; hearing none, he asked for a motion to adopt the agenda. Ms. Podmajersky so moved and Mr. Mattas seconded. On voice call the motion unanimously carried.

**3. Privilege of the Floor**

Chairman Thayer offered the privilege of the floor to the public; no one came forward.

**4. Adoption of Minutes of Prior Meeting – April 21, 2010**

Chairman Thayer asked if there were any changes to the April 21, 2010 minutes; as there were none, he asked for a motion to approve the minutes. Mr. Wesnofske so moved, Ms. Podmajersky seconded and on voice call the motion unanimously carried.

**5. Reports**

**a. Chairman**

Chairman Thayer reported the following:

- ✓ Discussions had been held with the Executive Director regarding both the Transportation & Disposal (T&D) RFP and the Landfill Engineering Services RFP. He noted that he was very pleased with and encouraged by the results of the T&D RFP.
- ✓ Met with the Montgomery County Treasurer regarding setting up the Post Closure Reserve Account and noted there has been forward progress. He was advised that the treasurer is waiting for Otsego County's response.

Ms. Sullivan advised that the information has been sent to the Otsego County Clerk who has been asked to put the item on the agenda of the next Finance Committee meeting so that it can be approved through a resolution. She noted the resolution would probably not be ready before July.

- ✓ Chairman Thayer advised he had met with the ABO today prior to the meeting and noted that all other Board members have been interviewed as well.

**b. Finance**

Ms. Corrigan reviewed the Financial Reports as follows:

- ✓ The April Financial Report was reviewed at the Finance Committee meeting.
- ✓ GAT Summary
  - Projected year-end overage is 585 tons.
  - C&D projects totaled 1,166 tons.
- ✓ Actual vs. Budget
  - At this point in the year 58% should be available; we are doing well at 63%.
  - Environmental Protection is costs are higher than 2009 due to pulling wood and metal this year.

Chairman Thayer asked what the number of tons was on the wood and metal removed from the waste since the inception of the program.

Mr. Heaton responded that approximately 200-300 tons has been removed thus far.

Mr. Parker remarked that on the abstract he was reviewing there was a charge from Barton & Loguidice for a Greenhouse Gas Report and asked what it was about. Ms. Corrigan advised the report was mandatory as per the EPA and required testing be performed at the landfills to determine the output of methane gas. She noted the test results fell under the threshold for further reporting. Mr. Parker remarked that it was a simple test and the cost of the test was probably around \$100. Mr. Heaton noted that he had gotten quotes and gone with the lowest one to do the report.

- ✓ Statements of Revenue, Expenses & Changes in Net Assets
  - Supplies for the maintenance department are items purchased for work orders that are in process.
  - The change in net assets is \$394,981 but keep in mind the depreciation of \$517,590 taken out of that.
  - Last year looked better because of the large Pioneer demolition project in Amsterdam that brought in additional revenue.

Ms. Podmajersky asked why there was negative revenue. Ms. Corrigan advised it was due to the depreciation of \$517,590 year to date.

- ✓ Balance Sheet
  - Restricted assets are the \$1 million set aside for the Post Closure Reserve Account for the Counties and \$12,000 for the rebate calculation. She noted that Mr. Cooper is working with them so that those funds could be released.
  - Current Assets Operating Cash is at \$2.1 million, which represents approximately 3 months operating expenses. She listed the other accounts that fall under Operating Cash.
  - Reserve Cash is a summary of three accounts, Asset Management, Operating Reserve and Equipment Replacement. The funds in the Equipment Replacement account set aside to

buy equipment for the Otsego County Recycling RFP and are no longer needed and need to be transferred into the Revenue Account.

- CD rates have been reviewed. She noted that interest rates are still higher in the current bank account.

**c. Executive Director**

Mr. Heaton read through his report; a copy of which is attached to these minutes, and asked if there were any questions.

Mr. Skowfoe stated he had heard about a problem that occurred earlier in the day at the Northern Transfer Station and asked Mr. Heaton if he was aware of it.

Mr. Heaton responded that he was aware of the issue and explained the situation to the Board. He advised that the site supervisor had the day off and a full time employee had taken it upon himself to send a couple of commercial drivers to the Oneonta Transfer Station as he couldn't handle the amount of traffic at the site. Mr. Heaton noted that this is a personnel issue, which has been addressed. He went on to say that the commercial haulers have his personal cell phone number and had called him about the incident.

Mr. Heaton also noted that when comparing May 2009 to May 2010 numbers there has been a 70 ton increase in deliveries overall since the Northern Transfer Station opened.

**6. Committee Reports**

**a. Finance**

Ms. Podmajersky reported on the Finance Meeting held on June 9, 2010 as follows:

- ✓ Proposals received to the RFP for the new T&D contract were reviewed. This item is on today's agenda.
- ✓ A draft of a revised Expense & Reimbursement Policy was distributed with the request that Board members review it and provide comments at today's meeting.
- ✓ Staff provided a summary of the April Financial Report with good news.
  - Deliveries are above the aggregate GAT.
  - Budget numbers through May show available funds are 4% higher than last year.

• **Treasurer's Report**

Ms. Podmajersky noted that there was an error on the report in February. The \$108,180 amount listed under Debt Service should be crossed out. This error is also reflected in the year to date amount. Ms. Podmajersky asked Ms. Corrigan to provide a corrected report to be added to the minutes as an attachment.

**b. Governance**

Mr. Mattas reported on the Governance Meeting held on June 3, 2010 as follows:

- ✓ The committee reviewed the Policy Regarding Discrimination and Harassment. A few changes and clarifications were made. The committee is recommending the Board accept the policy, which is on today's agenda under Resolution # 29.
- ✓ Mr. Shields had requested staff look into the possibility of a reduction in insurance rates due to the fact that MOSA has such an excellent safety record.

- ✓ The Code of Ethics was reviewed and minor changes made. A copy of the revised Code of Ethics was distributed to the Board via their mail boxes.
- ✓ The ABO does not agree with the Authority's policy regarding gifts. He noted that it is ok to receive some gifts as long as they do not affect decision making and advised the Governance Committee would look review the policy.
- ✓ The committee has developed and is recommending a policy regarding Board site visitation, resulting in Resolution #33, which will be brought up under Other Business later in the meeting.
- ✓ A Governance Charter needs to be developed as per the request of the ABO. A model charter has been obtained from their website and in initial review; it looks like the Authority complies. The committee will work on developing the charter.

Chairman Thayer asked if anyone was receiving gifts. Mr. Mattas responded that he was not aware of anyone receiving gifts, but noted that gifts could be anything from a calendar from a vendor to money; the question is does the gift have an affect or influence on decision making. He stated that he would talk with the ABO for clarification prior to updating the policy.

Mr. Shields suggested using the ABO model without changing it if possible, keeping in mind that each Authority has its own needs.

- ✓ Mr. Mattas noted that Mr. Shields had suggested the potential of using video or telephone conferencing to participate in meetings on occasion as was allowed by the ABO. He asked if anyone had comments on this suggestion.

Ms. Nightingale noted that the ABO was working on this policy and advised that it would most likely change in the future. The model allows it; however, when comparing it to the law, this policy is not consistent.

Chairman Thayer noted that if a member is not physically present at a meeting, they cannot vote. Ms. Nightingale agreed.

## **7. Amendment No. 1 to Service Agreement**

Chairman Thayer asked for discussion or comments on the amendment.

Ms. Podmajersky remarked that she thought Ms. Chale had done a good job on the amendment.

Mr. Parker agreed, stating it was very simple, which was a good thing.

Chairman Thayer noted he was pleased that MOSA was taking the lead on this and that it showed good will toward the Counties.

Ms. Podmajersky noted that when the Service Agreement was created the Authority had landfills; if it was transporting waste at the time; this would probably have been incorporated in the original document.

Mr. Shields remarked that the amendment is very clear and takes the ambiguity out of it.

## **8. Landfill Engineering Services RFP**

Chairman Thayer asked Mr. Heaton to talk about the RFP.

Mr. Heaton noted the following:

- ✓ An Annual Engineering Report (AER) is an obligation under the Post Closure Agreement.
- ✓ The RFP for Landfill Engineering Services was issued on June 1, 2010 and responses received by June 15, 2010.
- ✓ All the proposers attended site meetings.
- ✓ There are three parts to the RFP.
  - Now
  - Future
  - 30 year term (looking ahead)

Ms. Podmajersky asked if Mr. Heaton had worked with the firm in Option A. Mr. Heaton responded that he had not; however, the proposer is a reputable engineering firm.

Mr. Parker questioned the hourly rate sheet attachment. Mr. Heaton advised he had asked for an hourly rate for possible additional future services.

Mr. Shields asked if landfill engineering services were tied to the manager. Chairman Thayer advised that it was the responsibility of the manager to engage a licensed engineer to perform landfill engineering services regardless of who the manager was. He noted that currently, MOSA is the manager so it is MOSA's responsibility.

Ms. Podmajersky asked what the additional 30 year cost estimate number meant under Option A, as it was not listed for Option B or C. Mr. Heaton explained that each of the proposers filled out the proposal form in their own way, but the bottom line was that Option A was the lowest proposal.

## **9. T&D RFP**

Chairman Thayer remarked that a resolution was needed to charge Mr. Heaton with going into negotiations.

Ms. Podmajersky questioned whether the Board was ready to make that recommendation. Chairman Thayer responded that is what we are discussing here today.

Mr. Parker remarked that he had suggested at the Finance Committee meeting that negotiations begin but the decision of the committee was to bring it to the full Board for approval. He suggested that either a motion or a resolution would suffice.

Ms. Podmajersky noted that it is a complex set up. Chairman Thayer remarked that is why we need to enter into negotiations.

Mr. Shields noted that in the RFP, section 4 page 10, talks about the evaluation process and in section 5 page it talks about the Authority reserving the right to negotiate the terms and conditions of the contract with selected respondents. He went on to say that his understanding of this is that the language is already in the RFP allowing the Executive Director to negotiate with selected respondents to get more clarity on the proposals. He noted that all proposers are aware of this having received and read the RFP.

Chairman Thayer remarked that the Board approved the release of the RFP and therefore, had approved the contents of the RFP. Mr. Shields agreed. Chairman Thayer then asked if Mr. Shields was saying that we don't need a resolution. Mr. Shields stated he believes a resolution would be redundant as the Board had already approved the evaluation process when they approved the RFP.

Mr. Wesnofske stated that Authority should be careful when entering into a tract where you are negotiating with two parties at the same time. He suggested selecting the preferred bidder and then negotiating with that party, unless you run up against a brick wall. He believes if you start going back and forth between parties, terms may get confused and issues may be difficult for the Board to sort through.

Mr. Shields reminded the Board that Otsego County discussed and interviewed two proposers with regard to its recycling RFP, MOSA being one of the proposers; he believes this is similar. He has had discussions with Mr. Heaton regarding his views on the benefits of negotiating with multiple proposers and trusts in his experience to negotiate. Mr. Shields noted that it states in the RFP that no valid decision can be made until approved by the Board.

Mr. Wesnofske stated that he was cloudy on the action being called for; was it to choose a party with whom to negotiate or to ferret out additional information, which is a more initial phase. He went on to say that in previous T&D RFPs, the Executive Director contacted proposers to see if there were any issues that were hot for them or whether their prices were hard and fast. The information received in these informal soundings was then used to help the Board decide with whom to enter into formal negotiations.

Ms. Podmajersky stated there are a lot of questions to be answered by 3 or 4 of the proposers and there needs to be a period of getting answers from them in order to evaluate the proposals properly prior to entering into negotiations.

Chairman Thayer stated the Executive Director needs to be given approval to speak with different parties and ferret out information; it would be negligent if we don't move forward on this RFP. He noted that the annual GAT and the annual budget are due in mid-October and we need to allow him to go out and question and negotiate. Chairman Thayer suggested Mr. Heaton could bring the results to the Finance Committee.

Mr. Parker remarked that he had spoken with Mr. Heaton and suggested other Board members do the same and express their concerns to the point man so he can continue with information gathering.

Ms. Podmajersky suggested a July Board meeting. Chairman Thayer believes it can be done in Finance with recommendations made to the Board at the August meeting. Ms. Podmajersky remarked she believes the proposals are too complex for committee and should come before the full Board.

Mr. Shields noted that the RFP has a timeline and the sooner we move forward, the better. He asked Mr. Heaton if there was a date by which the proposers had to be notified. Mr. Heaton responded that there is no hard and fast date for notification.

Mr. Heaton remarked that his mission or job was to bring back the best options to the Board and is just asking for permission to find out more information; he wants to be sure the Board is on the same page as him.

Mr. Shields remarked that he preferred to have a Special Board meeting, as was done for evaluating the Otsego County Recycling RFP, as he believes this is as important of an issue.

Mr. Mattas remarked that the proposals were complicated in their diversity of offerings and cautioned moving too quickly. He agrees with the need to proceed but with the best contract. He stated that he is ok with Mr. Heaton having some conversations, but would like to talk with both Ms. Corrigan and Mr. Heaton to get a handle on the proposals.

Chairman Thayer polled the Board for consensus on whether to call a Special Board meeting in July or allow the material to be given to the Finance Committee and whether or not to authorize Mr. Heaton to start negotiations, including gleaning information from several proposers. The results of the poll are listed below:

Ms. Podmajersky	Special Board	yes-negotiate
Mr. Shields	Special Board	yes-negotiate
Mr. Vroman	F.C. or Special Board	yes-negotiate
Mr. Mattas	Special Board	yes-negotiate
Mr. Wesnofske	Special Board	yes-talk
Mr. Parker	Special Board	yes-negotiate
Mr. Skowfoe	F.C. or Special Board	yes-negotiate

Mr. Parker noted that the first five options were recommended at the Finance Committee meeting.

Chairman Thayer noted that the consensus of the Board was to authorize the Executive Director to go into negotiations.

Mr. Shields made a motion to authorize the Executive Director to enter into negotiations with the five lowest bidders as established by the chart of RFP's received and to report his results back to the Board; Mr. Vroman seconded.

Mr. Wesnofske stated that he was troubled by the word "negotiations" with respect to approaching five different entities. He asked if commitments would come out of these negotiations or just expectations. Chairman Thayer remarked that ultimately, commitments would come out of the negotiations; the whole point of this is to enter into a contract with a hauler and a landfill. Mr. Wesnofske remarked that he doesn't believe you can negotiate in good faith with more than one vendor. Chairman Thayer suggested the motion could read the Executive Director will entertain discussions and then negotiations and asked if that was what he was looking for. He remarked that eventually, you have to settle on an entity. Mr. Wesnofske agreed and said this is when you enter into negotiations, after information gathering. He voiced his concern once again regarding good faith negotiations with respect to approaching five different entities at once.

Mr. Skowfoe remarked that proposers realize that talks will occur with other proposers and he is ok with authorizing Mr. Heaton to have discussions with vendors to find out what their bottom line is and bring back his results to the Board. This will help the Board choose which two vendors to negotiate with.

Mr. Parker stated he understands Mr. Wesnofske's point and agrees with it but believes it is just semantics. What is meant by negotiations is information gathering to obtain answers to valid questions, a list of which

is included in the Board packet. He noted there are certain aspects to each proposal that jump out at you and scream for negotiations for an advantage cost wise. He questioned whether that was called negotiation or information gathering.

Chairman Thayer noted that all proposers are aware of the selection process as outlined in the RFP. He read from the selection process in the RFP in which it states, "The Authority may select one or more respondents for interviews based on the review of the responses, and may select one or more respondents for negotiation of contract terms". He remarked that it is no secret that more than one respondent may be interviewed and continued to read from the selection process; "The Authority Board will make the final selection and authorization of contract terms based on its determination as to the best interests of the Authority in its sole discretion".

Mr. Wesnofske made the Board aware that in past RFP negotiations, when several vendors had been engaged, a vendor thought he had an agreement because a Board member had negotiated with the vendor on his own; this caused legal problems for the Authority, involved DEC and held up waste deliveries all over New York State.

Chairman Thayer asked if any action was taken against the Board member and stated that authorization had not been given to the Board member to go out and negotiate with vendors.

Mr. Wesnofske agreed that was true, but stated the problem is that people do not understand the meaning of the word "negotiate". He noted that he would like to change the word and the concept from negotiating with a number of parties, to getting information and interviewing, a number of parties. He stated that he thinks that terminology they would understand. But if you are saying you are engaged in multiple negotiations, you are opening up yourself for questions about how much in good faith you are operating.

Mr. Vroman noted that the motion is for Mr. Heaton to go out and negotiate, not the Board; therefore, the Board is not involved and that can't happen. Mr. Heaton could then come back to the Finance Committee and then to a Special Board meeting if so desired; this way the full Board is not involved until he comes back with the information.

Mr. Shields explained that one of the problems that came up while reviewing the RFP at the Finance Committee, was the ability to go into Executive Session to talk about the proposers and what is foilable and not foilable. The fact of the matter is the Counties and the Authority are held by the same standards for confidentiality. The RFP gives the name of the contact person for the Authority in this matter as Dennis Heaton, Executive Director/Contracting Officer. He noted that if a Board member breaks the confidence with information they have, as part of the decision making process, the Board member can be held liable under New York State laws. He informed the Board that this type of problem has come up at Otsego County Board meetings as well, in how to discuss issues and still remain transparent. Mr. Shields stated he asked Ms. Nightingale to contact Mr. Freeman (the author of these rules) to find out how to deal with that particular question and noted that Ms. Nightingale had sat in on an Executive Session at the Finance Committee in which the proposals were discussed. He remarked that you have to stay within the boundaries of the rules and understands Mr. Wesnofske's point of negotiating in good faith, but rules are in the RFP. Mr. Heaton is the contact person and can't do anything binding without full Board approval. He noted that the RFP was reviewed and approved by the Authority's attorney, who cautioned us not to exclude any of the proposers from negotiation. He asked Mr. Heaton if that was a true statement.

Mr. Heaton responded that it was and that he has had discussions with the attorney on the entire process. He noted that he is the contracting officer and for better or worse, there should be no one else involved in negotiations. He went on to say that it is his job to bring the best options and information to the table for the Board to be able to ask questions and make the best selection decision.

Ms. Podmajersky suggested allowing Mr. Heaton to get all the information possible as there is a lot of missing information in the proposals; there may even be another option that can be added and then, perhaps narrow it down to two proposals. She has no problem with negotiating with two vendors and noted that it has been done for \$1 million contracts in the past. She went on to say that an updated proposal comparison could then be done as per the answers received from the questions asked.

Mr. Wesnofske remarked he did not want to include the Option B proposal in discussions as it was only for three of the transfer stations, which does not meet our complete needs. Chairman Thayer remarked that it doesn't cost us anything to enter into discussions. Mr. Wesnofske noted they were non-responsive in meeting our needs.

Mr. Parker agreed with Mr. Wesnofske's conclusion, but stated that he would eliminate Option B because it would complicate the entire situation.

Chairman Thayer stated that there was a motion on the table, and asked if there was further discussion. As none was brought forth, he asked for a roll call vote.

Mr. Wesnofske asked for a solid articulation of the motion.

Chairman Thayer offered Mr. Shields, as sponsor of the motion, the opportunity to state the motion. Mr. Shields remarked that, as Chairman, he would like Mr. Thayer to state the motion.

Chairman Thayer stated the motion as follows; "to allow the Executive Director to enter into negotiations with the five (5) lowest bidders as established by the chart of RFPs that were received and to report back to the Board". He then asked both Mr. Shields as sponsor and Mr. Vroman as second if they agreed with the language of the motion; both agreed. On roll call vote, the motion carried with John Mattas, David Parker, Alexander Shields, Philip Skowfoe, John Thayer and Harold Vroman voting aye and Olga Podmajersky and Edward Wesnofske voting nay.

Ms. Podmajersky stated that in looking at all these proposals it became very clear to her that it would have been desirable to go out first with a contract to get airspace in a landfill; noting we should be able to get a very good price, perhaps better than what is in the proposals and then to go out in a separate contract for transportation. She noted that his had been recommended by Hans Arnold.

Chairman Thayer remarked that the Board has had this discussion and at some point, we need to move forward.

## **10. Resolutions**

### **a. Resolution #29 Adopting a Policy Regarding Discrimination & Harassment**

Chairman Thayer asked for a sponsor and a second. Mr. Mattas so moved and Ms. Podmajersky seconded.

Chairman Thayer asked for discussion. Mr. Mattas read through the changes made to the policy at the Governance Meeting. As there was no more discussion, on voice call vote, the resolution was unanimously adopted.

**b. Resolution #30 Adopting Amendment No. 1 to the Service Agreement & Authorizing the Executive Director to offer the Amendment to the Member Counties for Consideration**

Chairman Thayer asked for a sponsor and a second. Mr. Parker so moved and Mr. Wesnofske and Mr. Shields seconded.

Chairman Thayer asked for discussion; as there was none, on roll call vote, the resolution was unanimously adopted.

**c. Resolution #31 Authorizing the Executive Director to Execute an Agreement for Landfill Engineering Services**

Chairman Thayer asked for a sponsor and a second. Mr. Shields so moved and Mr. Mattas seconded.

Chairman Thayer asked for discussion. Mr. Wesnofske made a motion to amend the resolution to include the number of proposals received, (three) the name of the selected proposer, (Cornerstone Engineering and Land Surveying, PLLC), the amount of the lump sum (\$7,760) and the attachment of the selected proposer's hourly rate schedule and Mr. Thayer seconded.

Mr. Parker asked if the contract had a severability clause. Mr. Heaton read the severability clause from the sample contract included in the RFP.

Chairman Thayer asked for a vote on the amendment. On voice call, the amendment was unanimously adopted.

Chairman Thayer asked for a vote on the resolution as amended. On voice call, the resolution was unanimously adopted.

**d. Resolution #32 Authorizing the Transfer of Budget Funds**

Chairman Thayer asked for a sponsor and a second. Chairman Thayer so moved and Mr. Mattas seconded.

Chairman Thayer asked Ms. Corrigan to review the transfers. Ms. Corrigan advised that the Northern Transfer Station (NTS) transfers were between sites and related to costs above what had been budgeted.

Mr. Shields asked for an explanation of item #8. Ms. Corrigan advised it represented a portion of T&D costs transferred from the Oneonta Transfer Station (OTS) to the NTS, which was based on part of the year.

Mr. Skowfoe asked if a complete calculation was available on the amount of waste no longer going to the OTS since the opening of the NTS.

Mr. Heaton responded that he would like to wait a couple months in order to collect more data and then report. Mr. Skowfoe agreed to wait a few more months for the report.

Mr. Shields remarked that all transactions were computerized and asked why numbers were not available.

Mr. Parker noted that on the abstract he was reviewing, the numbers for the OTS were \$161,678 and for the NTS were \$53,359.

Chairman Thayer suggested giving Mr. Heaton an opportunity to collect more data over the next few months.

Mr. Heaton noted that some haulers that used to deliver to the Western Transfer Station are also now using the NTS.

As there was no further discussion, Chairman Thayer asked for a vote. On voice call, the resolution was unanimously adopted.

## **11. Other Business**

### **a. Resolution #33 Adopting a Policy for Board Member Site Visitation**

Chairman Thayer asked for a sponsor and a second. Mr. Mattas so moved and Ms. Podmajersky seconded.

Chairman Thayer asked for discussion.

Mr. Parker stated that he had a problem with the language in item #1 and suggested striking “scale house operator” and making it mandatory to notify the site supervisor. Other than that, he had no other comments on the policy.

Mr. Skowfoe remarked that in his experience at the sites, the scale house operator immediately notifies the supervisor of visitors.

Chairman Thayer noted that you can't get into a site without going through the scale house.

Mr. Shields remarked that he did not think it necessary to wear a safety helmet and vest while visiting the sites. He believed Board members have the common sense to be careful and not enter dangerous areas of the sites if not properly outfitted to do so. He went on to say that he believed if it wasn't for micro managing of site visitation by previous management, there would be no need for a policy at all.

Mr. Parker made a motion to amend the policy language in item #1 to remove “/or” from the second sentence and Mr. Vroman seconded.

Mr. Mattas remarked that the only reason to include the scale house operator was that it is easier to notify them when you drive up to the site.

Chairman Thayer asked for a vote on the amendment. On voice call, the motion to amend carried with all members voting aye with the exception of Mr. Mattas who voted nay.

Chairman Thayer asked for a vote on the resolution as amended. On voice call, the resolution was adopted as amended with all members voting aye with the exception of Mr. Shields who abstained.

Chairman Mattas asked if there was any other business. Mr. Shields asked that the organizational chart be updated to include the Board of Directors.

Chairman Thayer set the next meeting for July 15, 2010 at 2:00 p.m. This will be a Special Meeting to discuss the results of the T&D RFP evaluation process.

**12. Closing**

Mr. Mattas made a motion to adjourn at 2:50 p.m.; Mr. Parker seconded and on voice call the meeting adjourned.

Respectfully Submitted,

Judith Beeler,  
Confidential Secretary

DRAFT

**Montgomery - Otsego - Schoharie Solid Waste Management Authority  
Treasurer's Report**

Month	Payment Type	Amount	Contract Rate	T & D Information	
				2009	2010
				\$ 62.47	\$ 64.20
<b>December</b>					
January	Revenue Fund	135,554.44	Municipal Solid Waste Tons	7392.19	
	T & D	462,840.11	Tires (\$25/ ton)		
	Debt Service	-	Recycleable - Trans (\$350-09)	3	
	Reserves	-	Special Waste Tons (\$100/ton)		
	Payroll & Retirement	94,530.71	Surcharge		
	<b>January Disbursements</b>	<b>692,925.26</b>	Total	\$ 462,840.11	\$ -
<b>January</b>					
February	Revenue Fund	202,805.71	Municipal Solid Waste Tons	5944.02	6472.96
	T & D	416,264.03	Tires (\$25/ ton)	0	
	Debt Service	-	Recycleable - Trans (\$350-09)	4	2
	Reserves	-	Special Waste Tons (\$100/ton)	2552.44	
	Payroll & Retirement	87,225.18	Surcharge	0	
	<b>February Disbursements</b>	<b>706,294.92</b>	Total	\$ 627,966.93	\$ 416,264.03
<b>February</b>					
March	Revenue Fund	119,625.72	Municipal Solid Waste Tons	5628.92	5687.76
	T & D	366,204.19	Tires (\$25/ ton)		
	Debt Service	-	Recycleable - Trans (\$350-09)	2	3
	Reserves	-	Special Waste Tons (\$100/ton)	318.03	
	Payroll & Retirement	87,299.55	Surcharge		
	<b>March Disbursements</b>	<b>573,129.46</b>	Total	\$ 384,141.64	\$ 366,204.19
<b>March</b>					
April	Revenue Fund	96,563.17	Municipal Solid Waste Tons	7356.73	8072.64
	T & D	519,313.49	Tires (\$25/ ton)	20.5	
	Debt Service	-	Recycleable - Trans (\$350-09)	3	3
	Reserves	-	Special Waste Tons (\$100/ton)		
	Payroll & Retirement	85,632.39	Surcharge		
	<b>April Disbursements</b>	<b>701,509.05</b>	Total	\$ 461,137.43	\$ 519,313.49
<b>April</b>					
May	Revenue Fund	88,007.62	Municipal Solid Waste Tons	7507.52	9183.75
	T & D	590,646.75	Tires (\$25/ ton)	19.11	
	Debt Service	-	Recycleable - Trans (\$350-09)	4	3
	Reserves	-	Special Waste Tons (\$100/ton)	554.11	
	Payroll & Retirement	87,655.65	Surcharge		
	<b>May Disbursements To Date</b>	<b>766,310.02</b>	Total	\$ 526,283.52	\$ 590,646.75
<b>April</b>					
YTD	Revenue Fund	642,556.66	Municipal Solid Waste Tons	91,586.55	37,856.58
	T & D	2,355,268.57	Tires (\$25/ ton)	102.22	-
	Debt Service	-	Recycleable - Trans (\$375-08; \$350-09)	37.00	14.00
	Reserves	-	Special Waste Tons (\$100/ton)	4,218.81	-
	Payroll & Retirement	442,343.48	Surcharge	10.11	-
	<b>YTD Disbursements</b>	<b>3,440,168.71</b>	Total	\$ 6,159,529.86	\$ 2,435,292.44

**Draft for Discussion Purposes Only  
RMWSR 4 27 10**

**AMENDMENT NO. 1 TO SERVICE AGREEMENT**

**By and Between**

**MONTGOMERY, OTSEGO, SCHOHARIE SOLID WASTE MANAGEMENT  
AUTHORITY,**

**COUNTY OF MONTGOMERY,**

**COUNTY OF OTSEGO, and**

**COUNTY OF SCHOHARIE**

**Dated as of May 1, 2010**

## **AMENDMENT NO. 1 TO SERVICE AGREEMENT**

**THIS AMENDMENT NO. 1 TO SERVICE AGREEMENT** is made and entered into as of this 1st day of May, 2010, by and between the

**County of Montgomery**, a municipal corporation having its office and principal place of business located at 20 Park Street, Fonda, New York, 12608 (hereinafter referred to as "Montgomery County") and the

**County of Otsego**, a municipal corporation having its office and principal place of business located at 197 Main Street, Cooperstown, New York, 13326 (hereinafter referred to as "Otsego County") and the

**County of Schoharie**, a municipal corporation having its office and principal place of business located at 284 Main Street, Schoharie, New York, 12157 (hereinafter referred to as "Schoharie County") (Montgomery, Otsego and Schoharie collectively referred to hereinafter the "Counties") and the

**Montgomery, Otsego, Schoharie Solid Waste Management Authority**, a New York public benefit corporation with its office and principal place of business located at Route 7, Howes Cave, New York (hereinafter referred to as "MOSA");

**WHEREAS**, MOSA, Montgomery County, Otsego County and Schoharie County (collectively the "Counties") have entered into that certain Service Agreement dated as of May 1, 1989 (the "Service Agreement"); and

**WHEREAS**, the parties have determined it necessary to modify the Guaranteed Annual Tonnage ("GAT") delivery shortfall, as described herein,

**NOW, THEREFORE**, in consideration of the mutual promises, covenants and conditions contained herein, the parties agree to amend and supplement the Service Agreement as follows:

1. Section 10.2 of the Service Agreement is hereby amended by adding a new Section 10.2.4 to read as follows:
  - 10.2.4. For purposes of the delivery shortfall subsidy calculation under Section 10.2.1, the maximum fee shall be reduced by the Avoided Transportation and Disposal Cost for such period. "Avoided Transportation and Disposal Cost" for this purpose shall mean an amount determined by the Authority Board to be the portion of the Authority's maximum tipping fee reasonably allocable to the cost of transportation and disposal of waste from its Designated Facilities under one or more outside contracts, where such transportation and disposal cost has not actually been incurred by the Authority for undelivered waste amounts.
2. Effective Date. This Amendment No. 1 shall be effective for any GAT delivery shortfall for calendar year 2010 and thereafter.

3. All other terms and conditions of the Service Agreement shall remain in full force and effect.

**IN WITNESS WHEREOF**, Montgomery County, Otsego County, Schoharie County, and the Montgomery-Otsego-Schoharie Solid Waste Management Authority have caused this Agreement to be duly executed by their authorized officers, and to be dated as of the date and year first written above.

**COUNTY OF MONTGOMERY**

**BY:** \_\_\_\_\_

**Its:** \_\_\_\_\_

**COUNTY OF OTSEGO**

**BY:** \_\_\_\_\_

**Its:** \_\_\_\_\_

**COUNTY OF SCHOHARIE**

**By:** \_\_\_\_\_

**Its:** \_\_\_\_\_

**MONTGOMERY, OTSEGO, SCHOHARIE  
SOLID WASTE MANAGEMENT AUTHORITY**

**By:** \_\_\_\_\_

**Its:** Executive Director

State of New York )  
County of \_\_\_\_\_ ) ss.:

On this \_\_\_ day of \_\_\_\_\_, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

\_\_\_\_\_  
**Notary Public**

State of New York )  
County of \_\_\_\_\_ ) ss.:

On this \_\_\_ day of \_\_\_\_\_, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

\_\_\_\_\_  
**Notary Public**

State of New York )  
County of \_\_\_\_\_ ) ss.:

On this \_\_\_ day of \_\_\_\_\_, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

\_\_\_\_\_  
**Notary Public**

State of New York )

County of \_\_\_\_\_ ) ss.:

On this \_\_\_ day of \_\_\_\_\_, 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

\_\_\_\_\_  
Notary Public

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**MONTGOMERY - OTSEGO - SCHOHARIE SOLID WASTE MANAGEMENT AUTHORITY**

Executive Director's Report

Since date of last Board Meeting (4/21/2010)

- T&D RFP preparation, distribution, management, opening and review
- Annual Engineers Report RFP preparation, distribution, management, opening and review
- Authority Budget Office compliance review
- Albany Law School Public Authorities Training
- New York State Solid Waste Association annual conference
- Attended Montgomery County General Services Committee meeting
- Attended Otsego County Solid Waste Committee meetings
- Attended Schoharie County Energy Task Force meeting
- Interviewed for and involved with Otsego County Recycling RFP
- Worked to develop, train staff and institute NTS operating plan
- Involved with Bresees building demolition project
- Provided for and managed monthly site performance meetings
- Annual Insurance Program
- Various site/operational visits; WTS/CLF (5), ATS (4), NTS (5), STS (4), ELF (5) and Maintenance (4)
- Managed personnel issues