



## Memorandum

**DATE:** September 11<sup>th</sup>, 2014  
**TO:** Chairman and Members of the Board  
**FROM:** Kevin H. Roche, CEO/General Manager  
**SUBJECT:** Agenda for the Executive Committee Meeting

There is an **ecomaine Executive Committee Meeting** scheduled for **Thursday, September 18<sup>th</sup> at 4:00 PM** at the **ecomaine** Facility. The agenda for this meeting is as follows:

- Approval of the May 20<sup>th</sup>, 2014, Executive Committee Minutes (**Attachment A**)
- Review of Withdrawal Agreement – Ogunquit
  - Nick Nadzo, Jensen Baird Gardner & Henry (JBGH)
- Audit Committee Report
- Finance Committee Report
  - Review & Approval of Investment Advisor (**sent under separate cover**)
  - Review & Approval of Rebates (**Attachment B**)
  - Review & Approval of Reserve for the Recycling Revenue and Cost Sharing (**Attachment C**)
- Recycling Committee Report
- Review and Discussion on Purchase of contagious land.
- Review of Changes to By-Laws (**Attachment D**)
- Manager's Report
- FY 14
  - Financial Summary (**Attachment E1**)
  - Statement of Revenues and Expenses (**Attachment E2**)
  - Statistical Data (**Attachment E3**)
  - Tonnage – Graph (**Attachment E4**)
  - Statement of Cash Balances (**Attachment E5**)
- FY 15
  - Financial Summary (**Attachment F1**)
  - Statement of Revenues and Expenses (**Attachment F2**)
  - Statistical Data (**Attachment F3**)
  - Tonnage – Graph (**Attachment F4**)
  - Statement of Cash Balances (**Attachment F5**)
- Other:
- Future Meetings:
  - Audit Committee Meeting: September 25<sup>th</sup>, (Thursday) @ 3:00 PM
  - Recycling Committee Meeting: September 25<sup>th</sup>, (Thursday) @ 4:00 PM
  - Full Board Meeting: October 16<sup>th</sup>, 2014 (Thursday) @ 4:00 PM
  - Recycling Committee Meeting: October 30<sup>th</sup>, (Thursday) @ 4:00 PM
  - Finance Committee Meeting: November 20<sup>th</sup>, (Thursday) @ 2:30 PM
  - Executive Committee Meeting: November 20<sup>th</sup>, (Thursday) @ 4:00 PM
  - Recycling Committee Meeting: December 4<sup>th</sup>, (Thursday) @ 4:00 PM
  - Executive Committee Meeting: December 18<sup>th</sup>, (Thursday) @ 4:00 PM

The Board of Directors may wish to go into Executive Session for any of the above items under Section 405 of Title 1 of the Maine Revised Statutes [per the following legislative website: http://janus.state.me.us/legis/statutes/1/title1ch13sec0.html](http://janus.state.me.us/legis/statutes/1/title1ch13sec0.html).

**Owner Communities**

Bridgton  
 Cape Elizabeth  
 Casco  
 Cumberland  
 Falmouth  
 Freeport  
 Gorham  
 Gray  
 Harrison  
 Hollis  
 Limington  
 Lyman  
 North Yarmouth  
 Ogunquit  
 Portland  
 Pownal  
 Scarborough  
 South Portland  
 Waterboro  
 Windham  
 Yarmouth

DATE: May 21, 2014  
 TO: Chairman and Members of the Board  
 FROM: Kevin H. Roche, CEO  
 SUBJECT: Minutes of the May 20<sup>th</sup>, 2014 **ecomaine** Executive Committee Meeting

There was an **ecomaine** Executive Committee Meeting held on Thursday, May 20<sup>th</sup>, 2014, at the **ecomaine** facility. The meeting was called to order at 4:10 PM by Mr. McGovern.

**The following items were discussed:**

1. Approval of the February 20, 2014 Executive Committee Meeting Minutes
2. Audit Committee Report
3. Finance Committee Report
4. Recycling Committee Report
5. Annual Meeting Review
6. Managers' Report
7. Performance Evaluation of the General Manager/CEO
- 8.

**Associate Members**

Baldwin  
 Hiram  
 Naples  
 Parsonsfield  
 Porter  
 Saco  
 Standish

**Item #1- Approval of the February 20<sup>th</sup>, 2014 Executive Committee Minutes**

Approval of the Minutes from the meeting of February 20<sup>th</sup>, 2014 as presented was moved by L. Boudreau and seconded by T. Moon. Approved unanimously.

**Item #2 – Audit Report – Gary Foster - Chair**

Mr. Foster reported that RKO has been selected to perform FY 14 Audit and will start preliminary work in June with a draft report to the Audit Committee in September 2014.

**Item#3 – Finance Committee Report – Troy Moon - Chair**

Mr. Moon noted the following to the committee:

- **ecomaine** staff are moving forward with the developing an RFP for Investment Services with the intent to bring recommendations to the Finance Committee in September
- **ecomaine** staff has issued an RFP for review of our Procurement Process. Responses are in and scheduled for interviews in early June.

**Item#4 – Recycle Committee Report – Susan McGinty - Chair**

Ms. McGinty reported that the committee last met on April 24, 2014 with members updated on website activities, the Recycling is a Work of Art painting contest and outreach programs including the Sea Dogs & Civic Center efforts.

**Item#5 – Annual Meeting Update – Kevin Roche – CEO**

Mr. Roche reported that plans are well underway for the annual meeting scheduled here at **ecomaine** on June 19<sup>th</sup>, 2014. The guest speaker will be Patricia Aho, Commissioner of the Maine DEP.

Mr. Roche also noted multiple events scheduled at **ecomaine** for June including a training session for **ecomaine** Owners Communities on June 3<sup>rd</sup>, a Manager of Landfill Operations (MOLA) training session June 9<sup>th</sup> – June 12 (in cooperation with SWANA), and a technical session (Safety in Solid Waste Industry) also in cooperation with SWANA on June 20<sup>th</sup>.

**Contract Members**

Andover  
 Carmel  
 Cornish  
 Eliot  
 Etna  
 Glenburn  
 Greenland, NH  
 Hampton, NH  
 Jay  
 Kittery  
 Limerick  
 Livermore Falls  
 Manchester  
 Monmouth  
 Newburgh  
 Newton, NH  
 North Haven  
 Old Orchard Beach  
 Poland  
 Readfield  
 Sanford  
 Stetson  
 Stockton Springs  
 Swan's Island  
 Waterville  
 Wayne

**Item#6 – Managers’ Report – Kevin Roche – CEO**

Mr. Roche reviewed the ecomaine financials for April year to date, including supporting attachments.

Mr. Roche also reported on the Ogunquit Withdrawal Agreement. Staff was asked to develop an ad for Community papers (to be reviewed by E. Suslovic, C King and D. Abbott) and to send a letter to the Ogunquit Selectmen with a copy to the Town Manger regarding their membership in **ecomaine**.

**Item#7 – Performance Evaluation of the GM/CEO**

M. Bobinsky made a motion (seconded by E. Suslovic) to get into executive session under section 405 of Title 1 to discuss this subject, Approved unanimously.

M. Bobinsky made a motion (seconded by E. Suslovic) to exit executive session. Approved unanimously.

With no other matters before them M. Bobinsky made a motion (seconded by E. Suslovic) to adjourn the meeting. Approved unanimously.

**PRESENT:**

M. Bobinsky  
L. Boudreau  
D. Abbott  
M. Frank  
G. Foster  
J. Gailey  
T. Moon  
C. King  
M. McGovern  
M. Shaw  
E. Suslovic

**Others:**

S. McGinty  
E. Street

**Staff:** Arthur Birt & Kevin Roche



ecomaine Assessments & Rebates - FY 15 -- excluding MSW Tipping Fees

Community	FY 10 to FY 14 Avg										Assessment / Rebate					FY 15 Vs FY	
	09/10	10/11	11/12	12/13	13/14	Tons	%	FY 11	FY 12	FY 13	FY 14	FY 15	14	FY 15 Vs FY 11			
Bridgton	2,220	2,250	2,243	2,079	2,119	2,182	4.52%	\$ 205,264	\$ 195,760	\$ 152,579	\$ 131,453	\$ (45,201)	\$ (176,654)	\$ (250,466)			
Cape Elizabeth	2,624	2,542	2,515	2,432	2,474	2,528	5.24%	265,435	248,891	188,759	156,545	(52,366)	(208,911)	(317,801)			
Casco	909	904	904	884	898	900	1.86%	75,965	74,085	59,290	52,117	(18,639)	(70,756)	(94,604)			
Cumberland	1,708	1,605	1,511	1,467	1,339	1,526	3.16%	167,794	149,244	112,413	94,579	(31,609)	(126,188)	(199,404)			
Falmouth	2,141	1,961	1,957	2,057	2,078	2,029	4.20%	204,171	190,875	144,951	120,551	(42,029)	(162,580)	(246,200)			
Freeport	1,832	1,644	1,592	1,575	1,583	1,645	3.41%	163,972	157,494	120,868	102,792	(34,077)	(136,869)	(198,049)			
Gorham	2,148	2,144	2,154	2,233	2,332	2,202	4.56%	176,394	173,943	139,479	123,815	(45,614)	(169,430)	(222,009)			
Gray	2,610	2,558	2,568	2,505	2,684	2,585	5.35%	206,496	205,356	164,494	147,639	(53,544)	(201,182)	(260,039)			
Harrison	950	905	898	873	904	906	1.88%	91,982	87,334	66,277	56,139	(18,767)	(74,905)	(110,749)			
Hollis	945	944	961	978	1,001	966	2.00%	116,273	100,517	70,215	55,007	(20,005)	(75,011)	(136,278)			
Limington	1,650	1,541	1,539	1,465	1,463	1,532	3.17%	151,241	145,602	112,896	97,489	(31,723)	(129,212)	(182,963)			
Lyman	1,133	1,093	1,107	1,080	1,092	1,101	2.28%	97,299	86,942	72,637	64,845	(22,805)	(87,650)	(120,104)			
North Yarmouth	578	566	580	564	620	582	1.20%	98,265	84,566	57,969	42,686	(12,049)	(54,734)	(110,314)			
Ogunquit							0.00%	53,778	51,625	40,751	35,454	-	(35,454)	(53,778)			
Portland	10,115	9,735	9,446	9,378	9,392	9,613	19.91%	887,676	851,728	662,543	572,770	(199,120)	(771,891)	(1,086,797)			
Pownal	203	168	178	178	189	183	0.38%	28,289	25,404	18,039	14,049	(3,793)	(17,842)	(32,082)			
Scarborough	5,396	5,313	5,357	5,306	5,391	5,353	11.09%	508,747	475,250	359,452	305,189	(110,870)	(416,059)	(619,617)			
South Portland	6,662	6,226	6,244	5,873	5,699	6,141	12.72%	582,174	565,700	441,218	380,378	(127,194)	(507,573)	(709,368)			
Waterboro	2,456	1,804	1,794	1,752	1,945	1,952	4.04%	181,408	174,203	150,603	126,570	(40,423)	(166,994)	(221,831)			
Windham	2,232	2,116	2,103	2,058	2,151	2,132	4.42%	181,474	178,682	141,250	124,205	(44,159)	(168,364)	(225,633)			
Yarmouth	2,350	2,190	2,192	2,154	2,100	2,221	4.60%	234,556	218,905	165,426	137,836	(46,014)	(183,850)	(280,570)			
<b>Total</b>	<b>50,861</b>	<b>48,210</b>	<b>47,843</b>	<b>46,891</b>	<b>47,454</b>	<b>48,278</b>	<b>100.00%</b>	<b>\$4,678,654</b>	<b>\$4,442,109</b>	<b>\$3,442,109</b>	<b>\$2,942,109</b>	<b>(\$1,000,000)</b>	<b>(\$3,942,109)</b>	<b>(\$5,678,654)</b>			

Impact of Recycle Reserve on Owner Communities				
Community	FY14		\$ Value	
	Tons	%	FY 14	FY 15 YTD
BRIDGTON	571	2.7%	\$ (5,710)	\$ (8,565)
CAPE ELIZABETH	1,152	5.5%	(11,520)	(17,280)
CASCO	411	2.0%	(4,110)	(6,165)
CUMBERLAND	864	4.1%	(8,640)	(12,960)
FALMOUTH	1,409	6.7%	(14,090)	(21,135)
FREEPORT	634	3.0%	(6,340)	(9,510)
GORHAM	1,236	5.9%	(12,360)	(18,540)
GRAY	-			
HARRISON	190	0.9%	(1,900)	(2,850)
HOLLIS	318	1.5%	(3,180)	(4,770)
LIMINGTON	100	0.5%	(1,000)	(1,500)
LYMAN	251	1.2%	(2,510)	(3,765)
NORTH YARMOUTH	355	1.7%	(3,550)	(5,325)
OGUNQUIT		0.0%	-	-
PORTLAND	5,554	26.5%	(55,540)	(83,310)
POWNAI	142	0.7%	(1,420)	(2,130)
SCARBOROUGH	2,491	11.9%	(24,910)	(37,365)
SOUTH PORTLAND	2,292	10.9%	(22,920)	(34,380)
WATERBORO	430	2.0%	(4,300)	(6,450)
WINDHAM	1,531	7.3%	(15,310)	(22,965)
YARMOUTH	1,049	5.0%	(10,490)	(15,735)
<b>Owner Member Total</b>	<b>20,980</b>	<b>100.0%</b>	<b>\$ (209,800)</b>	<b>\$ (314,700)</b>

Time Period	Revenue \$/Ton	Rev/(Cost) Share
FY 14 - 12 months Average	\$ 70.18	\$ (10.00)
Fy 15 - 2 Months YTD Average	\$ 68.20	\$ (15.00)

**BY-LAWS**

**OF**

**ecomaine**

**ARTICLE I**

**Name, Principal Office, Corporate Seal**

Section 1. **Name.** The name of the Corporation shall be ECO Maine (hereinafter referred to as the “Corporation”). The Corporation may do business in the name of “**ecomaine**.”

Section 2. **Principal Office.** The location and principal office of the Corporation shall be in the City of Portland, State of Maine, but the Corporation may also maintain other offices in such places, either within or without the State of Maine, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 3. **Registered Office.** The registered office of the Corporation in the State of Maine may be (but need not be) the same as the principal office.

Section 4. **Seal.** The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the word “Maine.”

**ARTICLE II**

**Definitions**

Section 1. **Associate Member Municipalities.** “Associate Member Municipalities” means such municipalities which may become party to an Associate Member Waste Handling Agreement and be accepted by the Board of Directors as an Associate Member Municipality. Any municipality shall cease to be an Associate Member Municipality upon the date of termination of its Associate Member Waste Handling Agreement.

Section 2. **Board.** “Board” refers to the Corporation’s Board of Directors.

Section 3. **Interlocal Agreement.** “Interlocal Agreement” means the ECO Maine Interlocal Solid Waste Agreement, by and between the Cities of Portland and South Portland, and the Towns of Bridgton, Cape Elizabeth, Casco, Cumberland, Falmouth, Freeport, Gorham, Gray, Harrison, Hollis, Limington, Lyman, North Yarmouth, ~~Ogunquit~~, Pownal, Scarborough,

Windham, Waterboro and Yarmouth, dated as of December 1, 2005, as supplemented by an Addendum dated April 13, 2006, and by an Addendum dated June 30, 2006, and as further amended or supplemented by addendum from time to time.

Section 4. Participating Member Municipalities. "Participating Member Municipalities" means any municipalities which are or may later become a party to the Interlocal Agreement and be accepted by the Board of Directors as a Participating Member Municipality. Any municipality shall cease to be a Participating Member Municipality upon the effective date of its withdrawal from the Interlocal Agreement.

### **ARTICLE III** **Members**

The Corporation shall have no members and shall be a non-membership Corporation.

### **ARTICLE IV** **Board of Directors**

Section 1. Number and Qualifications. The business and affairs of the Corporation shall be managed by a Board of Directors elected in accordance with the procedures set forth in the Bylaws of the Corporation.

Section 2. Term of Office. Each Director shall serve for a term of three (3) years or until his or her successor is appointed and qualified. Directors shall be appointed prior to the annual meeting of the Board.

Section 3. Election of Directors. Each Participating Member Municipality shall appoint a minimum of one (1) Director to represent and vote the Voting Interest held by such Participating Member Municipality. In addition, a Participating Member Municipality whose Voting Interest is greater than five percent (5%) may appoint an additional Director for each increment of five percent (5%) or portion thereof, provided that the Voting Interest of such Municipality shall be allocated among the Directors representing such Municipality in such proportions as specified by the Municipal Officers of such Municipality, provided, however, in the event that a Participating Member Municipality is represented by more than one Director, unless

otherwise provided by the Municipal Officers of such Municipality, the Voting Interest of such Municipality shall be divided equally between and voted by the Directors representing such Municipality who are actually present at such meeting.

The Municipal Officers of each Participating Member Municipality shall have the right to appoint an alternate Director or Directors who may vote the interest of the Participating Member Municipality on the Board in the absence of its appointed representative(s) to the Board.

Section 4. Vacancies. A vacancy in the Board may occur by the following means: death, resignation, or forfeiture. A member of the Board shall forfeit his/her membership if at any time during his/her term he/she lacks any qualifications of membership prescribed by these By-Laws. If he/she fails to attend at least one-half of the meetings of the Board subsequent to the preceding annual meeting of the Board, or if he/she fails to attend two (2) consecutive meetings of the Board without having provided at least one (1) day's prior notice of such absence to the Chairman, Secretary or ~~General Manager~~Chief Executive Officer, the Participating Member Municipality from which the member was appointed shall be so notified by the Chair.

Section 5. Filling of Vacancies. If a vacancy in the membership of the Board should occur, his/her successor shall be elected in accordance with the procedure set forth in Section 3.

Section 6. Powers and Functions. The Board shall be the policy making body of the Corporation, and may exercise on behalf of the Corporation those powers and functions which are necessary or convenient to the accomplishment of the purposes stated in the Interlocal Agreement. Its functions and duties shall include:

- (a) election of officers;
- (b) adoption of the annual budget;
- (c) adoption and amendment of these By-laws;
- (d) election of members and alternate members of the Executive Committee;
- (e) election of members and alternate members of the Finance Committee;
- (f) election of members and alternate members of the Audit Committee;
- (g) election of members and alternate members of the Recycling Committee;
- (h) employment and termination of employment of the ~~General Manager~~Chief



Executive Officer.

Section 7. Annual Meeting. The Board shall meet annually at a time and place to be determined by the Chair, notice thereof being given to each Director at least five (5) days prior to the meeting. Elections of officers shall be held at the annual meeting.

Section 8. Other Meetings. Special meetings of the Board may be held at any time and place upon call by or at the request of the Chair, by a majority vote of the Executive Committee, by call of the Incorporator in the case of the first meeting of the Directors, or by request of Directors representing twenty-five per cent (25%) of the total Voting Interests of the Corporation, notice thereof being given to each Director at least five (5) days prior to the meeting.

Section 9. Notice. Notice of a meeting may be given by the Chair, Secretary, Chief Executive Officer~~General Manager~~ or by any one (1) of the Directors, and shall be given by written notice delivered personally or sent by mail or telegram to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Section 10. Voting Interest. Each Participating Member Municipality shall have a Voting Interest expressed as a percentage. The Voting Interest of each Participating Member Municipality shall be rounded off to the nearest hundredth of a per cent, and the Voting Interests of all Participating Member Municipalities shall total one hundred percent (100%).~~The Voting Interests of all Participating Member Municipalities are set forth in Appendix A.~~ The Voting Interest for each Participating Member Municipality shall be calculated at the end of each fiscal year based on a five-year rolling average of Municipal Solid Waste delivered to the facility by the Participating Member Municipality or its agent and processed by **ecomaine**.

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Section 11. Alternates. The Board may appoint one or more alternate members of the Executive Committee, Finance Committee and Audit Committee and any other committee that is created, and may specify their order of preference, provided that alternate members of the Executive Committee may be designated only from among members of the Board. Each such

alternate member may attend all meetings of the committee, but shall be without vote unless one or more of the regularly designated members of such committee fails to attend a meeting. In the absence of one or more of the regular members of the committee, such alternate member or members may be counted toward a quorum and may vote as though they were regular members of the committee. In the event that there are more alternate committee members present than there are absent regular committee members, the alternate members shall have the right to vote in the order of preference specified by the Directors in designating them or, if no order of preference was specified, in the order of their appointment or their listing in a single appointment.

Section 12. Voting. A simple majority, determined by the Voting Interests of Directors, shall constitute a quorum, and, except as otherwise provided in these By-Laws, action of the Board shall be by the majority of Voting Interests cast by those Directors present and voting at any duly called meeting. Except as otherwise provided in these By-Laws, each Director shall be entitled to vote the Voting Interest of the Participating Member Municipality represented by such Director or Directors.

Section 13. Restriction on Certain Expenditures. Action of the Board to approve making, financing or refinancing of any expenditure, the cost of which in the opinion of the Board is too great to be met from annual revenues, shall be by a vote of three-fourths (3/4) of the total Voting Interests of the Directors. Notice of any meeting called for the purpose of determining whether to incur the cost of such an expenditure and acting thereon shall be given to each Director at least thirty (30) days prior to the meeting.

Section 14. Rules and Regulations. The Board may adopt rules and regulations not inconsistent with these By-Laws. Except as otherwise provided in these By-Laws or in such rules and regulations, all business at meetings of the Board shall be conducted in accordance with Robert's Rules of Order.

## ARTICLE V

Executive Committee

Section 1. Composition and Eligibility.

- (a) There shall be an Executive Committee consisting of the following nine (9) Directors (“Municipal Directors”): two (2) members from Portland, one (1) member from South Portland, one (1) member from Scarborough and one (1) member from each of the five (5) Executive Committee Districts selected by the Directors representing the Participating Municipalities of such District. In addition, the Committee shall include the Chair, Vice-Chair, Secretary and Treasurer of the Corporation (the “Officers”); provided that, in the event an Officer(s) is not included among the Municipal Directors, the membership of the Committee shall be increased accordingly; and further provided that whenever the Committee votes on any action which directly affects property owned by the Corporation and located in Gorham, and the Director representing Gorham is not a member of the Committee, the membership of the Committee will be increased to add one (1) member from Gorham solely for the purpose of participating in such vote ; and further provided that the immediate past Chair, if a member of the Board, shall be a member of the Committee, without vote. In the event that the Directors representing the Participating Municipalities of any Executive Committee District are unable to agree on the selection of a Director to serve as the District’s member on the Committee, the Chair will select a Director to be appointed by the Board to serve as such District’s member on the Committee.
- (b) The representatives to the Executive Committee shall be appointed by the Board at the Annual Meeting.
- (c) The Executive Committee Districts shall be composed of the following Participating Member Municipalities:
- (i) District 1: Bridgton; Casco; Gray; Harrison
  - (ii) District 2: Hollis; Limington; Lyman; ~~Ogunquit~~; Waterboro
  - (iii) District 3: Gorham; Windham
  - (iv) District 4: Cumberland; Freeport; North Yarmouth; Pownal; Yarmouth
  - (v) District 5: Cape Elizabeth; Falmouth
- (d) Each member of the Executive Committee shall serve for a term of three (3) years or until his or her successor is appointed and qualified.

Section 2. Officers, Vacancies, Filling of Vacancies.

- (a) Officers. Officers of the Executive Committee shall include the Chair and President, Vice-Chair, Secretary and Treasurer of the Corporation, and such other officers as the Board of Directors may elect or desire. Only persons who are members of the Board of Directors shall be eligible to be officers of the Executive Committee.
- (b) Vacancies. A vacancy in the Executive Committee may occur by the following means: death, resignation, or forfeiture. A member of the Executive Committee shall forfeit his/her office if at any time during his/her term of office he/she lacks any qualifications of the office prescribed by these By-Laws. If he/she fails to attend at least one-half of the meetings of the Executive Committee subsequent to the preceding annual meeting of the Board, or if he/she fails to attend two (2) consecutive meetings of the Executive Committee without having provided at least one (1) day's prior notice of such absence to the Chair, Secretary or Chief Executive Officer~~General Manager~~, the Participating Municipality from which the member was appointed shall be so notified by the Chair.
- (c) Filling of Vacancies. If a vacancy in the Executive Committee should occur more than one hundred twenty (120) days prior to the next annual meeting of the Board, the Executive Committee shall call a meeting of the Board for the purpose of filling said vacancy. The Executive Committee may fill any other vacancy at any regular or special meeting from the membership of the Board, subject to the requirements of Section 1.

Section 3. Function and Powers. Except as may otherwise be provided by the Board, the Executive Committee shall have the following functions and powers:

- (a) To conduct the business of the Corporation within the policy guidelines of the Board.
- (b) To propose an annual budget.
- (c) To provide for an annual audit.
- (d) To appoint ad hoc or special committees.
- (e) To receive, hold and disburse funds, set fees for services, seek and accept grants, and enter into necessary contracts for the Corporation.
- (f) To review requests for membership to the Corporation and to make a recommendation to the Board concerning such requests.

- (g) To direct the ~~Chief Executive Officer~~General Manager to employ or contract for the employment of a staff, including fixing of salary and benefits in accordance with policies established by the Executive Committee, except that the employment and termination of employment of the ~~Chief Executive Officer~~General Manager shall be the responsibility of the Board in accordance with Article IV, Section 6.
- (h) To review and evaluate annually the performance of the ~~Chief Executive Officer~~General Manager.
- (i) To exercise such municipal powers as may be delegated to the Corporation by any Participating Municipality.

Section 4. Procedure.

- (a) Meetings. The Executive Committee shall meet monthly or on the call of the Chair or Vice-Chair, or at the direction of the Board.
- (b) Voting Interest. Each member of the Committee shall have a voting interest equal to one (1) vote, except as otherwise provided in this subsection ("Executive Committee Voting Interest"). Whenever pursuant to Section 1(a) of this Article V, the size of the Committee exceeds nine (9) members as a result of the addition of Officer(s), the Executive Committee Voting Interest of such Officer(s) and the Executive Committee Voting Interest of the Municipal Director(s), who represent the same municipality or a different municipality that is in the same Executive Committee District as the municipality represented by the Officer, shall be equal to a proportion of the total Executive Committee Voting Interest of such municipality or District. By way of example, if an Officer and an Executive Committee District representative are from the same Municipality, the Executive Committee Voting Interest of each would equal 1/2 (one half) vote. Notwithstanding any provisions in these By-Laws to the contrary, whenever, pursuant to Section 1(a) of this Article V, the size of the Committee is increased to add one (1) member from Gorham for the purpose of participating in votes on any action directly affecting property owned by the Corporation and located in Gorham, the Executive Committee Voting Interest of the member from Gorham and the member from Executive Committee District 3 shall each equal 1/2 (one-half) vote.
- (c) Voting. A simple majority, determined by Executive Committee Voting Interests of the members of the Executive Committee, shall constitute a quorum. Action of the Executive Committee shall be by an affirmative vote of a majority of the

Executive Committee Voting Interests of those members of the Executive Committee present and voting at any duly called meeting.

- (d) Rules. The Executive Committee may adopt rules and regulations not inconsistent with these By-Laws. Except as otherwise provided in these By-Laws or in such rules and regulations, all business at meetings of the Executive Committee shall be conducted in accordance with Robert's Rules of Order.

**ARTICLE VI**  
Finance Committee

Section 1. Membership. There shall be a Finance Committee of the Treasurer, as Chair, and four (4) or more other persons appointed by the Board, provided that no more than two (2) persons who are not Directors shall be members.

Section 2. Filling of Vacancies. If a vacancy in the membership of the Committee should occur, his/her successor shall be appointed by the Chair of the Corporation to serve until the next annual meeting of the Board.

Section 3. Function and Powers. The Finance Committee shall be responsible for preparation of the annual budget for review by the Executive Committee and for oversight of the Corporation's financial matters at the direction of the Executive Committee.

Section 4. Meetings. The Finance Committee shall meet semi-annually and upon call of the Chair or a majority of its members. Notice of the time and place of the meetings shall be provided to each member of the Committee at least five (5) days prior to the meeting.

Section 5. Voting. Each member of the Finance Committee shall have one vote, and a simple majority of the members of the Finance Committee shall constitute a quorum. No action of the Finance Committee shall be valid, or binding, unless adopted by an affirmative vote of a majority of the voting members of the Finance Committee present and voting at any duly called meeting.

**ARTICLE VII**  
Recycling Committee

Section 1. Membership. There shall be a Recycling Committee of four (4) or more persons appointed by the Board at the Annual Meeting, provided that no more than two (2) persons who are not Directors shall be members.

Section 2. Filling of Vacancies. If a vacancy in the membership of the Recycling Committee should occur, his/her successor shall be appointed by the Chair of the Corporation to serve until the next annual meeting of the Board.

Section 3. Function and Powers. The Recycling Committee shall be responsible for the Corporation's recycling activities for review by the Executive Committee and oversight of other matters at the direction of the Executive Committee.

Section 4. Meetings. The Recycling Committee shall meet semi-annually and upon call of the Chair or a majority of its members. Notice of the time and place of the meetings shall be provided to each member of the Committee at least five (5) days prior to the meeting.

Section 5. Voting. Each member of the Recycling Committee shall have one vote, and a simple majority of the members of the Recycling Committee shall constitute a quorum. No action of the Recycling Committee shall be valid, or binding, unless adopted by an affirmative vote of a majority of the voting members of the Recycling Committee present and voting at any duly called meeting.

#### **ARTICLE VIII** Audit Committee

Section 1. Membership. There shall be an Audit Committee of three (3) or more Directors appointed by the Board.

Section 2. Filling of Vacancies. If a vacancy in the membership of the Audit Committee should occur, his/her successor shall be appointed by the Chair of the Corporation to serve until the next annual meeting of the Board.

Section 3. Function and Powers. The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities related to corporate accounting, financial reporting practices, quality and integrity of financial reports as well as legal compliance and business ethics. Key components of fulfilling this charge include:

- (a) Facilitating and maintaining an open avenue of communication among the Board, the Audit Committee, senior management and the independent external accountants;
- (b) Serving as an independent and objective party to monitor the Corporation's financial reporting process and internal control system; and
- (c) Engaging, reviewing and appraising the efforts of the independent accountants.

Section 4. Meetings. The Audit Committee shall meet semi-annually and upon call of the Chair or a majority of its members. Notice of the time and place of the meetings shall be provided to each member of the Committee at least five (5) days prior to the meeting. All meetings will focus primarily on audit/financial issues but will also devote time to ethics and business conduct issues. The Committee will request legal updates from the Corporation's legal



counsel and/or outside legal resources as they determine the need exists, but no less than once during each fiscal year. The Committee members will have sole discretion in determining the meeting attendees and agenda.

- (a) Voting. Each member of the Audit Committee shall have one (1) vote, and a simple majority of the members of the Audit Committee shall constitute a quorum. No action of the Audit Committee shall be valid, or binding, unless adopted by an affirmative vote of a majority of the members of the Committee present and voting at any duly called meeting.
- (b) Rules and Regulations. The Audit Committee may adopt rules and regulations, not inconsistent with these By-Laws, which permit the Committee to remain flexible in order to best react to changing conditions and provide reasonable assurance to the Board that the accounting and reporting practices of the Corporation are in compliance with all legal requirements.

#### **ARTICLE IX** Officers, Elections and Vacancies

Section 1. Officers. The officers of the Corporation shall consist of a Chair and President, a Vice-Chair, a Secretary and a Treasurer. Only persons who are members of the Board shall be eligible to be officers.

Section 2. Nominations. The Chair shall appoint a nominating committee of four (4) Directors. The nominating committee shall recommend a slate of officers for election at the annual meeting of the Board. Nominations may also be made from the floor by any Director present.

Section 3. Elections. Elections shall be held at the annual meeting of the Board. A majority of the Voting Interests of the Directors present is required for election to any office.

Section 4. Vacancies, Filling of Vacancies.

- (a) Vacancies. A vacancy may occur by the following means: death, resignation, or forfeiture. An officer forfeits his office if at any time during his term he lacks the qualifications of his office as determined by these By-Laws.

- (b) Filling of Vacancies. Should a vacancy occur in the office of Chair and President, it shall be filled temporarily by the Vice-Chair. If the vacancy in the office of Chair and President should occur more than one hundred twenty (120) days prior to the annual meeting of the Board, then a special meeting shall be called by the Vice-Chair or Secretary for the purpose of electing a new Chair and President. The Board may fill any other vacancy.

Section 5. Powers and Duties of the Chair. The Chair shall preside over all meetings of the Board and in his or her absence, the Vice-Chair shall preside. In the absence of the Vice-Chair, the Secretary or Treasurer may preside at such meetings.

Section 6. Powers and Duties of the Secretary and Treasurer. The Secretary shall record or shall cause to be recorded all the votes and proceedings of the Board meetings in books kept for that purpose. The Secretary and the Treasurer shall also perform such further duties as the Board and/or the Executive Committee may from time to time direct. The Treasurer shall chair the Finance Committee. The Treasurer may be required to give bond for the faithful discharge of his/her duties, in such sum and with such sureties as the Board may require and approve.

## **ARTICLE X**

### Finances

Section 1. Disbursements of Funds. Funds which accrue to the Corporation for its use in furthering the aims and purposes of the Corporation shall be controlled, disbursed, and accounted for in a manner prescribed by the Executive Committee for general purposes.

Section 2. Fiscal Year. The Corporation's fiscal year shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

Section 3. Payment In Lieu of Taxes. In partial consideration for the obligations of the Participating Member Municipalities resulting from provisions of the Interlocal Agreement and the applicable waste handling agreements, the Corporation shall pay in lieu of taxes a sum not less than Five Hundred Thousand Dollars (\$500,000.00) annually, based upon the 1987 annual waste tonnage of Regional Waste Systems, which amount shall be increased in proportion to the waste tonnage increase from all sources, other than municipal waste, from the Participating Member Municipalities, and excluding all spot market waste, for the term of the waste handling agreements with Participating Member Municipalities, to be apportioned as follows: five-sevenths (5/7) to Portland; one-seventh (1/7) to South Portland; and one-seventh (1/7) to Scarborough. The

Corporation may pay in lieu of taxes additional amounts to any Participating or Associate Member Municipality in which any portion of the realty of the Corporation is located.

**ARTICLE XI**  
Indemnification

To the extent permitted by the laws of the State of Maine as they may now or hereafter exist, the Corporation shall indemnify any officer, director, employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he or she is or was an officer, director, employee or agent of the Corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; provided that no indemnification shall be provided with respect to any matter as to which he or she shall have been finally adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, in any criminal proceeding, to have had reasonable cause to believe that his or her conduct was unlawful. To the extent permitted by law, the Corporation may purchase and maintain insurance against the liability of its officers, directors, employees or agents.

**ARTICLE XII**  
Amendments to By-Laws

These By-Laws may be amended or altered at any meeting of the Board, provided that a written notice shall be sent to each Director no less than five (5) days before the date of such meeting, which notice shall state the proposed amendments. A two-thirds (2/3) vote of the Voting Interests of the Directors present at a duly called meeting is necessary for passage of amendments.

(Adopted 4/13/06)  
(Amended 6/30/06)  
(Amended 9/21/06)  
(Amended 10/18/07)  
(Amended 01/20/11)  
(Amended 10/16/14)

APPENDIX A

VOTING INTERESTS

Bridgton	4.35%
Cape Elizabeth	5.11%
Caseo	1.41%
Cumberland	4.09%
Falmouth	4.05%
Freeport	3.48%
Gorham	4.51%
Gray	3.54%
Harrison	1.80%
Hollis	3.02%
Limington	2.47%
Lyman	2.54%
North Yarmouth	1.83%
Ogunquit	2.82%
Portland	20.01%
Pownal	0.55%
Scarborough	9.77%
South Portland	11.67%
Waterboro	4.09%
Windham	4.08%
Yarmouth	4.81%
	<hr/> 100.00%

## Financial Summary June 2014 (FY2014)

<u>Revenues YTD- Compared to Budget and Last Year</u>											
Compared to Budget						Compared to FY13					
	Revenue YTD-\$000	Units	Revenue \$/Units	Revenue YTD - \$000	Units	Revenue \$/Units		Revenue YTD-\$000	Units	Revenue \$/Units	
Owner	↑ \$151	↑ 4%	↑ 1%	↓ \$708	↑ 3%	↓ 19%					
Associate	↓ \$221	↓ 30%	- 0%	↑ \$28	↑ 3%	↑ 1%					
Contract	↑ \$283	0%		↑ \$11	↓ 8%	↑ 13%					
Commercial	↑ \$361	↑ 8%	↓ 0%	↓ \$615	↑ 9%	↓ 18%					
Spot	↓ \$195	↑ 5%	↓ 13%	↓ \$282	↓ 5%	↓ 8%					
Recycling	↑ \$710	↑ 24%	↑ 1%	↑ \$663	↑ 22%	↑ 1%					
Assessments				↓ \$500							
Electrical	↑ \$928	↑ 6%	↑ 18%	↑ \$817	↓ 4%	↑ 27%					
Overall	↑ \$2,022			↓ \$609							

<u>Cash Expenses YTD</u>			
Cost Center	Status-\$000	% of Annual Budget	Notable Items Effecting Expenses YTD
WTE	↓ \$429	96%	Fav on gas & electric, benefits, chemicals, & major repairs, spare parts, engineering consulting, & major repairs partially offset by unfav cleaning, outside services & payroll
Recycling	↑ \$50	103%	Unfav temporary labor, replacement parts (due to high vol. processing), & building & grounds partially offset by fav payroll (vacancy), benefits, rollofs, baling wire & major repairs
Landfill	↓ \$53	97%	Fav benefits, water & sewer offset in part by unfav. Payroll expense
Administration	↓ \$8	100%	Fav business insurance, consulting, & computer maintenance; unfav. Payroll
Total Departmental Costs	↓ \$440	99%	

<u>Revenue Less Expenses</u>	YTD vs. Budget YTD			YTD vs. FY13 YTD		
	Rev. - Exp.			Rev. - Exp.	%	
	↑ \$2.9			↓ \$1.8	↓ 36%	

<u>Cash Flow</u>		
	Current Position	Notes
Cash on 7/1/2013	\$23.1 MM	
Cash Generated	\$8.3 MM	169% of 12 Month Budget
Cash Going Out	\$2.0 MM	\$2.0MM (Capital)
Current Cash Position	\$29.3 MM	Increased by \$6.3MM

<u>Average WTE Operations</u>				
Month	Pwr Sold % Capacity	Ave. Boiler Availability %	Sales-KWHrs	Notes
May	89%	95%	7,979	
June	89%	93%	7,794	Operational issues

<u>Recycling Markets</u>						
Materials	April 2014	May 2014	June 2014	June 2013	June 2014 Vs June 2013	
Cardboard	\$116	\$116	\$111	\$115	↓	-3%
Newspaper	54	51	51	57	↓	-10%
Cans	241	238	228	166	↑	37%
#2 Natural Plastic	960	0	- 10	710	↑	42%
#2 Colored Plastic	540	0	- 10	360	↑	62%
Post Burn Metal	84	88	80	88	↓	-9%

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## Statement of Revenue &amp; Expenses June 2014 (FY2014)

\$000's

	Actual - Prior Years YTD			Current Year To Date			FY14 to FY13 Variance
	2011	2012	2013	Actual	Budget	Variance	
<b>Operating revenues</b>							
Municipal assessments	\$ 4,679	\$ 4,442	\$ 3,442	\$ 2,942	\$ 2,942	\$ 0	\$ (500)
Owners tipping fees	4,296	4,261	4,170	3,462	3,311	151	(708)
Assoc tipping fees	864	886	879	907	1,128	(221)	28
Contract tipping fees	126	162	272	283	-	283	11
Commercial tipping fees	5,745	5,662	5,809	5,194	4,833	361	(615)
Spot market tipping fees	2,065	2,254	2,291	2,009	2,204	(195)	(282)
Electrical generating revenues	5,788	3,707	3,752	4,570	3,642	928	817
Sales of recycled goods	3,920	3,694	2,808	3,434	2,780	654	626
Recycling tipping fees	27	42	68	104	48	56	36
Gorham property assessments	139	157	170	166	159	7	(4)
Other operating income	86	86	110	91	94	(3)	(19)
Total operating revenues	27,736	25,355	23,772	23,163	21,141	2,022	(609)
<b>Operating expenses</b>							
Administrative expenses	2,394	2,433	2,447	2,531	2,539	8	(84)
Waste-to-energy operating expenses	8,792	8,693	9,019	9,412	9,841	429	(393)
Recycling operating expenses	1,735	1,780	1,652	2,017	1,967	(50)	(365)
Landfill/ashfill operating expenses	1,533	1,603	1,570	1,601	1,654	53	(31)
Contingency	1	-	-	-	250	250	-
Landfill closure & postclosure care costs	278	277	258	240	278	39	18
Post-retirement benefit- Health Care				95	95	(0)	(95)
Depreciation & amortization	3,918	3,808	4,015	4,195	4,300	105	(180)
Total operating expenses	18,651	18,594	18,961	20,092	20,925	834	(1,130)
<b>Net operating income</b>	9,085	6,761	4,811	3,071	215	2,856	(1,740)
<b>Non-operating income (expense)</b>							
Interest income	151	59	71	43	35	8	(27)
Interest expense	(429)	(113)	(0)	1	-	1	1
Misc. Income / (Expenses)	(730)	3	87	54	5	49	(34)
Net non-operating	(1,008)	(51)	158	98	40	58	(60)
<b>Total Revenue Less Expenses</b>	\$8,077	\$6,710	\$4,969	\$3,169	\$255	\$2,914	(1,800)

(Attachment E3)

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Statistical Data June 2014 (FY2014)

	Actual - VTD			Year to Date 2014				Year to Date Vs. Last Yr	
	2011	2012	2013	Actual	Budget	Var - Fav / (Unfav)		Units	%
						Units	%		
<b>MSW - Tons</b>									
Owner	49,463	49,093	48,021	49,519	47,642	1,877	3.9%	1,498	3.1%
Associate	11,349	11,264	10,902	11,175	15,995	(4,820)	-30.1%	273	2.5%
Contract	2,661	3,557	5,613	5,184	-	5,184	-7.6%	(429)	-7.6%
Commercial	68,021	67,705	68,824	75,201	69,796	5,405	7.7%	6,377	9.3%
Spot	37,541	40,292	42,332	40,236	38,464	1,772	4.6%	(2,096)	-5.0%
Total MSW	169,035	171,911	175,692	181,315	171,897	9,418	5.5%	5,623	3.2%

	Actual - VTD			Year to Date 2014				Year to Date Vs. Last Yr	
	2011	2012	2013	Actual	Budget	Var - Fav / (Unfav)		Units	%
						Units	%		
<b>Recycle - Tons</b>									
Inbound - MRF only	35,598	34,928	35,141	41,968	34,552	7,416	21.5%	6,827	19.4%
Outbound- MRF only	32,108	31,163	31,546	37,469	31,197	6,272	20.1%	5,923	18.8%
Outbound- Post Burn	2,576	1,417	4,333	4,542	4,600	(58)	-1.3%	209	4.8%
Outbound- Landfill Metal Mining	-	5,141	10,812	14,860	10,000	4,860	48.6%	4,048	37.4%
Outbound Total	34,684	37,721	46,691	56,871	45,797	11,074	24.2%	10,180	21.8%

	Actual - VTD			Year to Date 2014				Year to Date Vs. Last Yr	
	2011	2012	2013	Actual	Budget	Var - Fav / (Unfav)		Units	%
						Units	%		
<b>MSW - Revenue \$/Ton</b>									
Owner	\$86.86	\$86.80	\$86.84	\$69.92	\$69.50	\$0.42	0.6%	(16.92)	-19.5%
Associate	76.10	78.62	80.58	81.15	70.51	10.64	13.2%	11.64	14.8%
Contract	47.32	45.62	48.49	54.68	69.25	(14.57)	-21.0%	(17.57)	-21.0%
Commercial	84.47	83.63	84.41	69.07	69.25	(0.18)	-0.3%	(15.34)	-18.2%
Spot	55.01	55.94	54.12	49.92	57.29	(7.37)	-12.9%	(4.20)	-7.8%
Total MSW	\$77.48	\$76.93	\$76.39	\$65.39	\$66.76	(1.37)	-2.1%	(11.01)	-14.4%

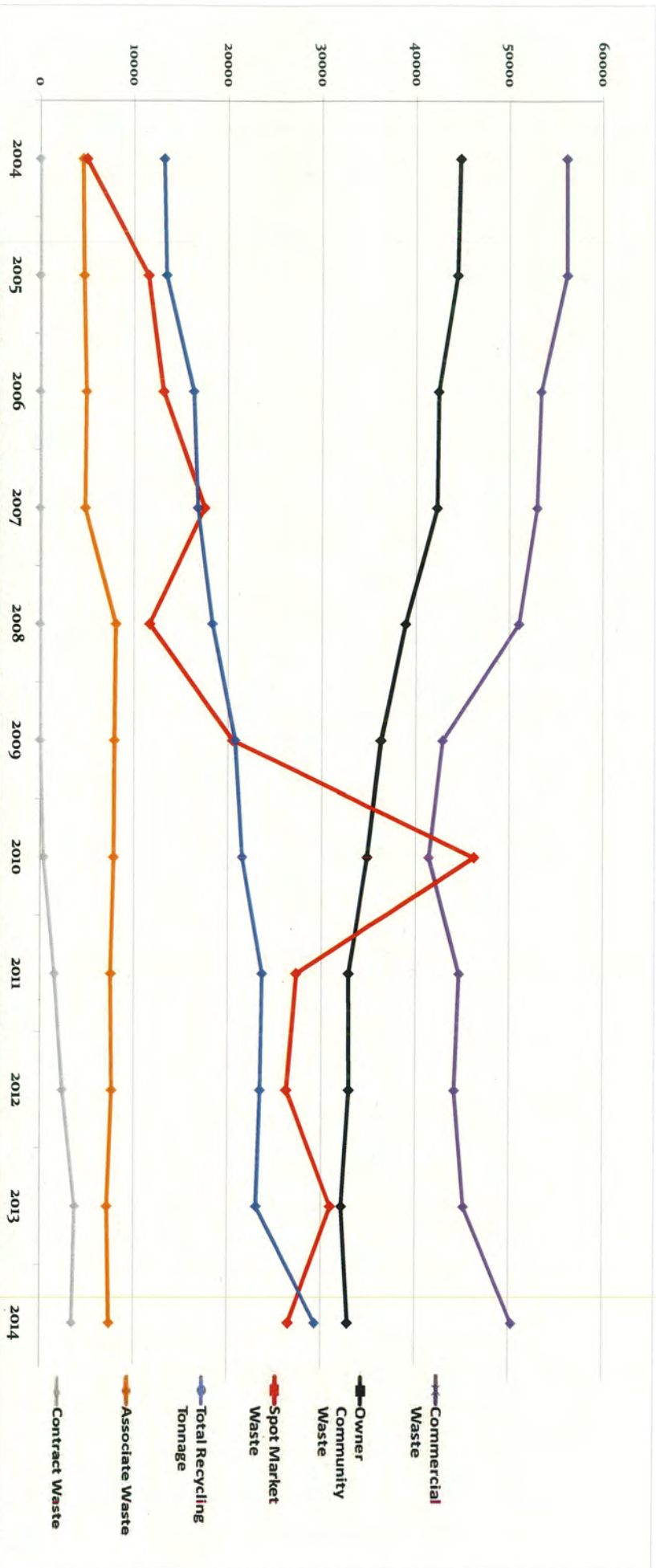
	Actual - VTD			Year to Date 2014				Year to Date Vs. Last Yr	
	2011	2012	2013	Actual	Budget	Var - Fav / (Unfav)		Units	%
						Units	%		
<b>Recycle - Revenue \$</b>									
\$/Ton Outbound (Includes glass/metals)	\$113.81	\$99.06	\$61.59	\$62.22	\$61.75	\$0.47	0.8%	\$0.63	1.0%
\$/Ton Inbound- Rev/Cost Sharing	\$110.16	\$106.55	\$73.78	\$70.18				-\$3.60	-4.9%

	Actual - VTD			Year to Date 2014				Year to Date Vs. Last Yr	
	2011	2012	2013	Actual	Budget	Var - Fav / (Unfav)		Units	%
						Units	%		
<b>Energy</b>									
MWH's Sold	86,396	84,762	90,001	86,562	81,557	5,005	6.1%	(3,439)	-3.8%
\$/MWH	\$67.00	\$43.74	\$41.69	\$52.79	\$44.65	\$8.14	18.2%	\$11.10	26.6%

**Steam Plant Capacity Factor %** - Steam to the turbine from the two boilers as a % of the total unadjusted capacity (144,000 lbs/hour for time in period with no down time)  
**Average Boiler Availability %** - Percent of hours that boilers are available to burn MSW during period - reflects time out of service for boilers due to equipment problems  
**Steam Plant Capacity Utilization %** - Steam to the turbine from the two boilers as a % of the adjusted capacity (144,000 lbs/hour for time in period less time not on MSW)  
**Power Capacity Factor %** - Actual power produced (MWH/s) by the turbine as a % of the rated capacity (14.1 MW/s) for all hours in the period  
**Power Sold - % of Capacity to Sell** - Power sold (MWH/s) on grid as a % of the power available to sell (generation net of internal load -- 12.1 MW/s) for the given time period  
**Revenue Share 'break even' is between \$80-85** -- when average revenue per ton falls below \$80, a payment is required by owners to ecomaine & when average revenue per ton exceeds \$85 a payment is paid by ecomaine to owners.



June Year to Date Tonnage - FY14



Year	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	Category
Owner Community Waste	67,130	66,834	62,905	62,631	57,514	53,722	51,775	49,463	49,093	48,021	49,519	Owner Community Waste
Associate Waste	6,965	7,104	7,366	7,193	12,076	11,842	11,746	11,349	11,264	10,902	11,175	Associate Waste
Contract Waste	-	-	-	-	-	-	920	2,661	3,557	5,613	5,184	Contract Waste
Commercial Waste	85,597	85,127	81,336	79,548	73,581	61,916	63,179	68,021	67,705	68,824	75,201	Commercial Waste
Spot Market Waste	6,248	14,141	16,736	18,038	17,138	37,176	61,233	37,541	40,292	42,332	40,236	Spot Market Waste
Total Waste	165,940	173,207	168,343	167,410	160,310	164,656	188,853	169,035	171,911	175,692	181,315	Total Waste
Recycling (Inbound)	19,597	20,734	24,610	24,884	27,931	30,723	33,286	35,998	34,928	35,141	41,968	Recycling (Inbound)



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Statement of Cash Balances June 2014 (FY2014)  
\$000's

	12 Month Actuals @ 6/30			Bud FY 2014 @ 6/30/14	Act FY 14 @ 6/30/14	Reserves as per policy	Target
	2011	2012	2013				
Cash, beginning of period	\$ 18,424	\$ 21,968	\$ 23,928	\$ 22,350	\$ 23,060		
Cash flows from operating activities:							
Net operating income	9,092	6,761	4,811	215	3,071		
Add back: depreciation	3,918	3,808	4,015	4,300	4,195		
Add back: landfill closure costs	278	277	258	278	240		
Add back: Post Retirement Benefit	101	-	-	95	95		
Other working capital changes	56	385	(711)	-	669		
Net cash provided by operating activities	13,445	11,231	8,373	4,888	8,271		
Cash flows from capital and related financing activities:							
Bank loan	(750)	-	-	-	-		
Payment of interest	(429)	(113)	-	-	1		
Repayment of long-term debt	(10,450)	(6,630)	(4,560)	-	-		
Repayment of capital leases	(1,580)	-	-	-	-		
Net cash used in capital and related financing	(13,209)	(6,743)	(4,560)	-	1		
Cash flows from investing activities:							
Receipts of interest	42	59	71	35	43		
Capital expenditures	(1,286)	(2,587)	(4,752)	(3,236)	(2,058)		
Net cash used in investing activities	(1,244)	(2,528)	(4,681)	(3,201)	(2,015)		
Net increase (decrease) in cash	(1,007)	1,960	(868)	1,687	6,256		
Cash, end of period	21,968	23,928	23,060	24,037	29,317		

Cash Reserve Detail

Detail	2011	2012	2013	Bud FY 2014 @ 6/30/14	Act FY 14 @ 6/30/14	Reserves as per policy	Target
Operating Cash Reserve	-	7,500	7,500	7,500	8,160	\$ 8,160	\$ 8,160
Short Term Capital Reserve	-	3,251	3,253	3,252	3,255	3,255	3,250
Long Term Capital Reserve	-	4,001	4,004	4,002	4,006	4,006	4,000
Landfill Closure reserve	-	850	1,701	3,050	3,052	3,052	22,217
Bond Payment Reserves	6,875	2,947	-	-	-	-	-
Debt Service Reserves	3,292	1,800	-	-	-	-	-
Balance Operating Cash	11,801	3,580	6,602	6,234	10,844	-	-
Total	\$ 21,968	\$ 23,929	\$ 23,060	\$ 24,038	\$ 29,317	\$ 18,473	\$ 37,627

## Financial Summary August 2014 (FY 2015)

Revenues YTD- Compared to Budget and Last Year								
	Compared to Budget				Compared to Prior Year			
	Revenue YTD-\$000	Units	Revenue \$/Units		Revenue YTD - \$000	Units	Revenue \$/Units	
Owner	↑ \$91	↑ 17%	↓ 1%		↑ \$9	↑ 1%	↑ 0%	
Associate	↑ \$24	↑ 13%	↑ 2%		↑ \$0	↓ 2%	↑ 2%	
Contract	↑ \$56	↑ 21%	↑ 2%		↓ \$2	↓ 7%	↑ 4%	
Commercial	↑ \$121	↑ 16%	↓ 2%		↑ \$25	↑ 4%	↓ 2%	
Spot	↑ \$164	↑ 48%	↑ 8%		↑ \$27	↓ 3%	↑ 9%	
Recycling	↑ \$126	↑ 22%	↑ 15%		↓ \$67	↓ 29%	↑ 0%	
Assessments					↓ \$490			
Electrical	↓ \$23	↓ 4%	↑ 1%		↑ \$51	↓ 3%	↑ 11%	
Overall	↑ \$514				↓ \$474			

Cash Expenses YTD			
Cost Center	Status-\$000	% of Annual Budget	Notable Items Effecting Expenses YTD
WTE	↓ \$313	12%	Fav on Parts(64k), chemicals (89k), gas/electric (20k), major repairs(61k), outside services(46k) & temp labor (10k); unfav on payroll(29k), water and sewer(6k), shutdown labor (5k)
Recycling	↓ \$39	15%	Unfav purchase of recyclables(14k) due to markets, payroll(8k), baling wire(10K), roll-offs (9k); fav on spare parts(30k), temp labor(10K), major repairs(10k), painting (5k) (all timing related)
Landfill	↓ \$67	14%	Fav consulting(21k), force main cleaning (20k), water quality (15k), outside serv. (8k) & major repairs (5k) all timing related; unfav. Temporary labor (11k)
Administration	↓ \$16	17%	Fav payroll (26k) due to short staffing, public relations (5k) timing, legal fees(7k), Insurance (5k) favorable rates; Unfav. Temp labor(21k), travel(8k), consulting (14k) & office supplies(5k) timing
Total Departmental Costs	↓ \$436	14%	

Revenue Less Expenses	YTD vs. Budget YTD		YTD vs. Prior YTD	
	Rev. - Exp.		Rev. - Exp.	%
	↑ \$1.0		↓ \$0.2	↓ 16%

Cash Flow		
	Current Position	Notes
Cash on 7/1/2014	\$29.3 MM	
Cash Generated	\$0.7 MM	26% of 12 Month Budget
Cash Going Out	\$0.0 MM	\$0.0MM (Capital)
Current Cash Position	\$30.0 MM	Increased by \$0.726MM

Average WTE Operations				
Month	Pwr Sold % Capacity	Ave. Boiler Availability %	Sales-KWHrs	Notes
July	79%	89%	7,099	
August	91%	98%	8,227	

Recycling Markets						
Materials	June 2014	July 2014	August 2014	August 2013	vs	August 2014 August 2013
Cardboard	\$115	\$112	\$109	\$121	↓	-10%
Newspaper	51	53	52	50	↑	4%
Cans	228	219	225	165	↑	36%
#2 Natural Plastic	1,007	1,010	0	770	↓	-100%
#2 Colored Plastic	584	550	0	340	↓	-100%
Post Burn Metal	80	88	87	87	↑	0%

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Statement of Revenue & Expenses August 2014 (FY 2015)

\$000's

	Actual - Prior Years YTD			Current Year To Date			FY15 to FY14 Variance
	2012	2013	2014	Actual	Budget	Variance	
<b>Operating revenues</b>							
Municipal assessments	\$ 740	\$ 574	\$ 490	\$ (0)	\$ -	\$ (0)	\$ (490)
Owners tipping fees	810	795	658	666	575	91	9
Assoc tipping fees	173	164	177	178	153	24	0
Contract tipping fees	39	57	59	56	46	11	(2)
Commercial tipping fees	1,045	1,053	974	999	877	121	25
Spot market tipping fees	448	570	412	439	275	164	27
Electrical generating revenues	752	596	696	747	770	(23)	51
Sales of recycled goods	867	505	655	593	473	120	(62)
Recycling tipping fees	3	8	22	17	12	5	(5)
Gorham property assessments	17	44	27	-	-	-	(27)
Other operating income	14	15	15	16	16	0	1
Total operating revenues	4,909	4,380	4,184	3,711	3,197	514	(474)
<b>Operating expenses</b>							
Administrative expenses	395	406	446	445	462	16	1
Waste-to-energy operating expenses	1,252	1,198	1,277	1,147	1,459	313	131
Recycling operating expenses	262	242	369	311	351	39	58
Landfill/ashfill operating expenses	265	275	243	237	304	67	6
Contingency	-	-	-	-	33	33	-
Landfill closure & postclosure care costs	46	46	43	40	43	3	3
Post-retirement benefit- Health Care			16	12	16	4	4
Depreciation & amortization	683	700	714	609	650	41	105
Total operating expenses	2,904	2,866	3,109	2,801	3,318	517	308
<b>Net operating income</b>	<b>2,005</b>	<b>1,514</b>	<b>1,076</b>	<b>910</b>	<b>(121)</b>	<b>1,031</b>	<b>(166)</b>
<b>Non-operating income (expense)</b>							
Interest income	4	10	12	9	7	3	(3)
Interest expense	(18)	(1)	3	(1)	-	(1)	(4)
Misc. Income / (Expenses)	-	-	1	(0)	(1)	1	(1)
Net non-operating	(14)	9	17	8	6	3	(8)
<b>Total Revenue Less Expenses</b>	<b>\$1,990</b>	<b>\$1,523</b>	<b>\$1,092</b>	<b>\$918</b>	<b>-\$115</b>	<b>\$1,034</b>	<b>(174)</b>

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Statistical Data August 2014 (FY 2015)

	Actual - YTD			Year to Date 2015					Year to Date Vs. Last Yr			
	2012	2013	2014	Actual	Budget	Var - Fav / (Unfav)		Units	%	Var-Fav / (Unfav)		
						Units	%			Units	%	
<b>MSW - Tons</b>												
Owner	9,327	9,321	9,501	9,600	8,193	1,407		17.2%	99		1.0%	
Associate	2,199	2,078	2,177	2,139	1,888	251		13.3%	(38)		-1.7%	
Contract	758	1,180	1,089	1,008	834	174		20.8%	(81)		-7.4%	
Commercial	12,245	12,898	14,120	14,738	12,723	2,015		15.8%	618		4.4%	
Spot	7,539	9,806	8,344	8,128	5,500	2,628		47.8%	(216)		-2.6%	
Total MSW	32,068	35,283	35,231	35,613	29,138	6,475		22.2%	382		1.1%	

	Actual - YTD			Year to Date 2015					Year to Date Vs. Last Yr		
	2012	2013	2014	Actual	Budget	Var - Fav / (Unfav)		Units	%	Var-Fav / (Unfav)	
						Units	%			Units	%
<b>Recycle - Tons</b>											
Inbound - MRF only	6,266	6,450	8,418	7,906	6,167	2,251		36.5%	1,968		30.5%
Outbound- MRF only	5,743	6,011	7,586	7,053	5,320	1,732		32.6%	(533)		-7.0%
Outbound- Post Burn	363	755	784	454	767	(313)		-40.8%	(330)		-42.1%
Outbound- Landfill Metal Mining	-	1,321	2,075	1,871	2,500	(629)		-25.2%	(204)		-9.8%
Outbound Total	6,107	8,087	10,444	9,377	8,587	1,857		21.6%	2,357		29.1%

	Actual - YTD			Year to Date 2015					Year to Date Vs. Last Yr		
	2012	2013	2014	Actual	Budget	Var - Fav / (Unfav)		Units	%	Var-Fav / (Unfav)	
						Units	%			Units	%
<b>MSW - Revenue \$ /Ton</b>											
Owner	\$86.83	\$85.33	\$69.20	\$69.40	\$70.23	-\$0.84		-1.2%	0.19		0.3%
Associate	78.68	78.76	81.43	83.01	81.18	1.83		2.3%	1.58		1.9%
Contract	50.81	48.31	53.84	55.81	54.78	1.03		1.9%	1.97		3.7%
Commercial	85.37	81.67	68.99	67.77	68.96	(1.20)		-1.7%	(1.22)		-1.8%
Spot	59.45	58.10	49.41	54.02	50.00	4.02		8.0%	4.60		9.3%
Total MSW	\$78.42	\$74.80	\$64.71	\$65.64	\$66.13	(0.48)		-0.7%	0.93		1.4%

	Actual - YTD			Year to Date 2015					Year to Date Vs. Last Yr		
	2012	2013	2014	Actual	Budget	Var - Fav / (Unfav)		Units	%	Var-Fav / (Unfav)	
						Units	%			Units	%
<b>Recycle - Revenue \$</b>											
\$/Ton Outbound (Includes glass/metals)	\$142.55	\$63.46	\$64.80	\$65.08	\$56.42	\$8.66		15.3%	\$0.28		0.4%
\$/Ton Inbound - Rev/Cost Sharing	\$139.38	\$81.57	\$67.92	\$68.20	\$63.13	\$5.07		0.0%	\$0.28		0.4%

	Actual - YTD			Year to Date 2015					Year to Date Vs. Last Yr		
	2012	2013	2014	Actual	Budget	Var - Fav / (Unfav)		Units	%	Var-Fav / (Unfav)	
						Units	%			Units	%
<b>Energy</b>											
MWH's Sold	15,842	15,863	15,798	15,326	15,935	(609)		-3.8%	(472)		-3.0%
\$/MWH	\$47.47	\$37.56	\$44.04	\$48.73	\$48.30	\$0.43		0.9%	\$4.70		10.7%

Steam Plant Capacity Factor % 91.6% 92.7% 91.7% 88.3%

Average Boiler Availability % 97.7% 97.9% 98.5% 93.4%

Steam Plant Capacity Utilization % 93.7% 94.7% 93.1% 94.5%

Power Capacity Factor % 87.9% 86.6% 87.1% 84.9%

Power Sold - % of Capacity to Sell 88.0% 88.1% 87.7% 85.1%

74.0%

Steam Plant Capacity Factor % - Steam to the turbine from the two boilers as a % of the total unadjusted capacity (144,000 lbs/hour for time in period with no down time)

Average Boiler Availability % - Percent of hours that boilers are available to burn MSW during period - reflects time out of service for boilers due to equipment problems

Steam Plant Capacity Utilization % - Steam to the turbine from the two boilers as a % of the adjusted capacity (144,000 lbs/hour for time in period less time not on MSW)

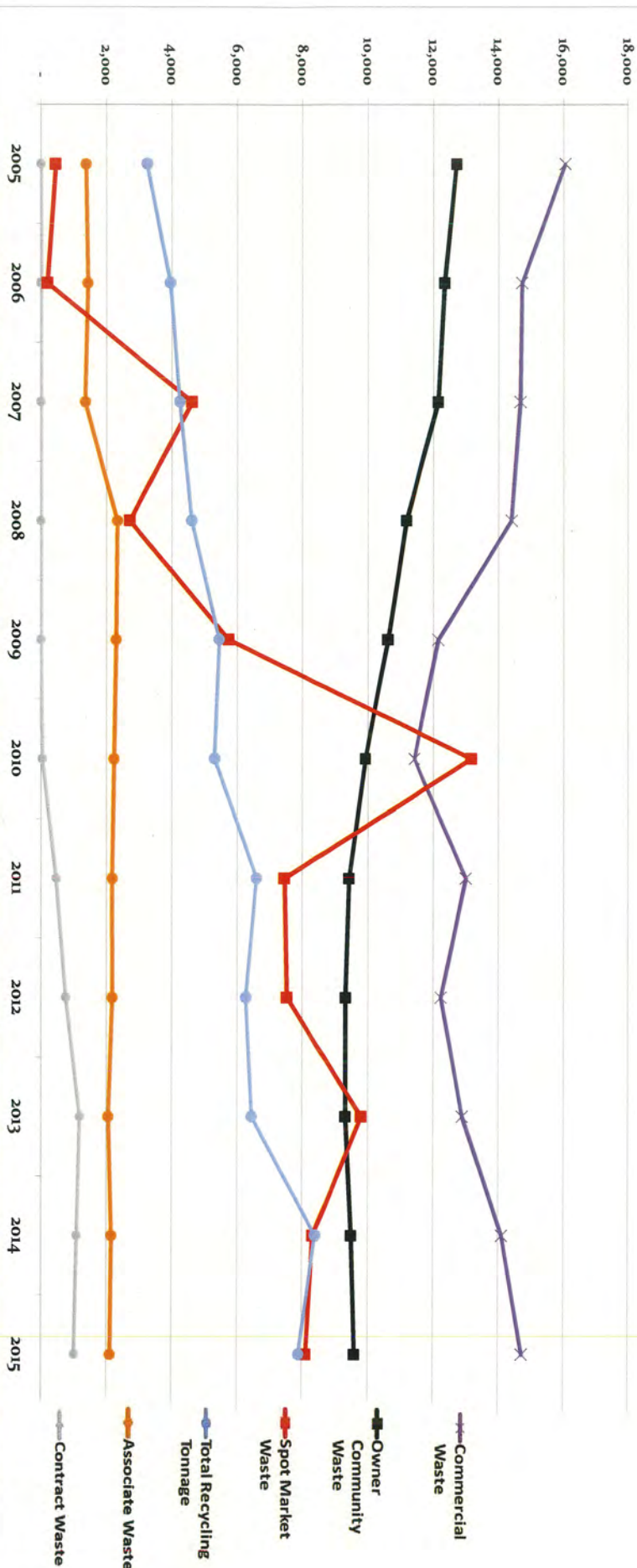
Power Capacity Factor % - Actual power produced (MWH's) by the turbine as a % of the rated capacity (14.1 MW's) for all hours in the period

Power Sold - % of Capacity to Sell - Power sold (MWH's) on grid as a % of the power available to sell (generation net of internal load -- 12.1 MW's) for the given time period

Revenue Share 'break even' is between \$80-85 -- when average revenue per ton falls below \$80, a payment is required by owners to ecomaine & when average revenue per ton exceeds \$85 a payment is paid by ecomaine to owners.



August Year to Date Tonnage - FY15



2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	
12,712	12,342	12,152	11,163	10,607	9,927	9,432	9,327	9,321	9,501	9,600	Owner Community Waste
1,386	1,441	1,362	2,355	2,313	2,256	2,196	2,199	2,078	2,177	2,139	Associate Waste
-	-	-	-	-	44	461	758	1,180	1,089	1,008	Contract Waste
16,064	14,729	14,681	14,410	12,157	11,417	13,008	12,245	12,898	14,120	14,738	Commercial Waste
456	198	4,626	2,727	5,741	13,170	7,459	7,539	9,806	8,344	8,128	Spot Market Waste
30,618	28,710	32,821	30,655	30,818	36,814	32,556	32,068	35,283	35,231	35,613	Total Waste
3,262	3,959	4,249	4,607	5,454	5,304	6,596	6,266	6,450	8,418	7,906	Recycling (Inbound)

ecomaine  
Statement of Cash Balances August 2014 (FY 2015)  
\$000's

	12 Month Actuals @ 6/30			Bud FY 2015 @ 6/30/15	Act FY 15 @ 8/31/14	Reserves as per policy	Target
	2012	2013	2014				
Cash, beginning of period	\$ 21,968	\$ 23,928	\$ 23,060	27,609	\$ 29,317		
Cash flows from operating activities:							
Net operating income	6,761	4,811	3,071	(1,621)	910		
Add back: depreciation	3,808	4,015	4,195	3,900	609		
Add back: landfill closure costs	277	258	240	258	40		
Add back: Post Retirement Benefit	-	-	95	95	12		
Other working capital changes	385	(711)	669		(881)		
Net cash provided by operating activities	11,231	8,373	8,270	2,632	690		
Cash flows from capital and related financing activities:							
Bank loan	-	-	-	-	-		
Payment of interest	(113)	-	1	-	(1)		
Repayment of long-term debt	(6,630)	(4,560)	-	-	-		
Repayment of capital leases	-	-	-	-	-		
Net cash used in capital and related financing	(6,743)	(4,560)	1	-	(1)		
Cash flows from investing activities:							
Receipts of interest	59	71	43	0	9		
Capital expenditures	(2,587)	(4,752)	(2,058)	(4,461)	28		
Net cash used in investing activities	(2,528)	(4,681)	(2,015)	(4,461)	37		
Net increase (decrease) in cash	1,960	(868)	6,256	(1,829)	726		
Cash, end of period	23,928	23,060	29,317	25,780	30,043		

Cash Reserve Detail

Detail	2012	2013	2014	Bud FY 2015 @ 6/30/15	Act FY 15 @ 8/31/14	Reserves as per policy	Target
Operating Cash Reserve	7,500	7,500	8,160	8,160	8,160	\$ 8,160	\$ 8,160
Short Term Capital Reserve	3,251	3,253	3,255	3,253	3,253	3,255	3,250
Long Term Capital Reserve	4,001	4,004	4,006	4,004	4,010	4,006	4,000
Landfill Closure Reserve	850	1,701	3,052	3,900	3,056	3,052	22,217
Bond Payment Reserves	6,875	2,947	-	-	-	-	-
Debt Service Reserves	-	-	-	-	-	-	-
Balance Operating Cash	1,451	3,655	10844	6,463	11,558	-	-
Total	\$ 23,928	\$ 23,060	\$ 29,317	\$ 25,780	\$ 30,043	\$ 18,473	\$ 37,627