

ecomaine

Memorandum

DATE: November 10, 2010

TO: Chairman and Members of the Board

FROM: Kevin H. Roche, General Manager

SUBJECT: **Agenda for the Executive Committee Meeting**

There is an **ecomaine Executive Committee Meeting** scheduled for **Thursday, November 18, 2010 at 4:00PM**, first floor of the Waste-to-Energy Facility. The agenda for this meeting is as follows:

1. Approval of the September 16, 2010 Executive Committee Meeting minutes (*Attachment A*)
2. Manager's Report
 - Statement of Revenue and Expenses, FY11
 - Tonnage Reports, FY11 (*Attachments B-1, B-2, B-3, B-4 & B-5*)
 - Electrical Revenues (*Attachment C*)
 - Operations
 - Legislative Update
 - Environmental Update
3. Finance Committee Report – Jim Gailey, Chairman
4. Audit Committee Report – Gary Foster, Chairman
5. Recycling Committee Report – Troy Moon, Chairman
6. Amendment to By-Laws (*Attachment D*)
7. Power Purchase Agreement - Update
8. Other Items
9. Future Meetings:
 - Recycling Committee: December 1st (*Wednesday*) @ 4:00PM.
 - Finance Committee: December 2nd (*Thursday*) @ 4:00PM.
 - Executive Committee: December 16th (*Thursday*) @ 4:00PM .
 - Recycling Committee: January 5th (*Wednesday*) @ 4:00PM
 - Full Board Meeting: January 20th (*Thursday*) @ 4:00PM.

The Executive Committee 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

Associate Members

Baldwin
Hiram
Naples
Parsonsfield
Porter
Saco
Standish

Recycling Members

Andover
Cornish
Monmouth
Poland
Sanford

DATE: September 17, 2010
TO: Chair and Members of the Executive Committee
FROM: Kevin H. Roche, General Manager
SUBJECT: Minutes of 9/16/10 **ecomaine** Executive Committee Meeting

The Executive Committee of **ecomaine** met on Thursday, September 16, 2010, at the Waste-to-Energy facility. The meeting was called to order at 4:10PM.

There were twelve items on the Agenda:

1. Approval of the May 20, 2010 Executive Committee Meeting minutes
2. Manager's Report
3. Finance Committee Report – Jim Gailey, Chairman
4. Audit Committee Report – Gary Foster, Chairman
5. Recycling Committee Report – Troy Moon, Chairman
6. Retirement Plan – Sub-Committee Report – Mike McGovern, Chairman
7. Discussion on Possible Amendment to By-Laws
8. Power Purchase Agreement - Update
9. Ashfill Metals Mining Proposal - Update
10. Leachate Blockage Issue at the Landfill - Update
11. Other Items
12. Future Meetings

Item #1 – Approval of the May 20, 2010 Executive Committee Meeting Minutes

Mr. Moon moved that **“The Executive Committee hereby approve the minutes of the May 20, 2010 Executive Committee meeting as presented”**. The motion was seconded by Mr. Foster and passed with a unanimous vote of the Committee.

Item #2 – Manager's Report

Statement of Revenue and Expenses, FY'10

Mr. Roche reviewed **Attachment B (ecomaine Statement of Revenue and Expenses for the Twelve Months Ending June 30, 2010)**, and noted that Total Operating Expenses are at \$1.5 million favorable to Budget.

Statement of Revenue and Expenses, FY'11

Regarding Attachment C (*ecomaine Statement of Revenue and Expenses for the Two Months Ending August 31, 2010*), it was noted that after two good summer months (July/August) of the fiscal year, we have Total Operating Revenues of \$765,000 favorable to budget. All expenses are running under budget by \$256,000.

Tonnage Reports, FY'10 & FY'11

Mr. Roche noted that although we were favorable to Budget, the residential tonnage figures are not favorable to last year at this time (see Attachment E-5, *ecomaine tonnage Comparison, August, 2010*).

Attachment D-2 (*ecomaine Monthly Total MSW Tonnages [including Spot Market]*) shows an increase in tonnage as **ecomaine** aggressively went after spot tons last year.

Attachment D-3 (*ecomaine Monthly Total Recycling Tonnages*) are up 10% from last year, assisted by **ecomaine's** efforts to recruit new tonnage.

Attachment D-4 (*ecomaine Analysis of All Tons Fiscal Year 07/01/09 – 06/30/10 as of 06/30/10*) shows that Residential Waste is down 2300 tons, Recycled Waste is up 2900 tons and Commercial Waste is up 26% at 25,000 tons (due to spot market tons).

Attachment E-1 (*ecomaine FY '11 Tonnages to Date Compared to 5-Year Averages*) notes that both Total Spot Market and Recycling are up, while commercial and residential waste tonnage is down.

Attachment E-2 (*ecomaine Monthly Total MSW Tonnages [Including Spot Market]*) shows that we were down 2300 tons through August when compared to last year.

Attachment E-3 (*ecomaine Monthly Total Recycling Tonnages*) notes that recycling tonnages are up 1039 tons through August (and up for July 2010 as well.)

Attachment E-4 (**ecomaine** Analysis of All Tons Fiscal Year 07/01/10 – 06/30/11 as of 08/31/10) shows that residential tonnage is down 7% when compared to last year at this time.

Electrical Revenues

Turning to Attachment F (*Waste to Energy Facility Electricity Generation*), **ecomaine's** current contract goes until February, 2011. Availability for August was at 98%.

Legislative Update

The Committee reviewed Handout #8 (*Resolve, Regarding Waste-to-Energy Power*). It states that the Governor's Office of Energy Independence and Security shall examine the issue of qualifying certain waste-to-energy power for renewable energy credits and renewable resource portfolio requirements.

Mr. Roche stated that four Waste-to-Energy Facilities have come up with a resolution for better reorganization of WTE RECS in order to increase their value and are looking at the State of Massachusetts as a model.

By February 15, 2011, the Governor's office is required submit a report of its findings and recommendations.

Environmental Update

ecomaine had to deal with some issues regarding lead and cadmium volumes. **ecomaine** retested for lead and cadmium problems and were within limits.

The Committee reviewed Attachment G (Evaluation of Electrostatic Precipitator (ESP) Upgrades based on in-house Stack Test for Cadmium-Lead-Mercury-Particulate Matter), which displays stack test statistics for lead, cadmium and mercury.

In June of 2010, **ecomaine** conducted an in-house stack test for lead, cadmium, mercury and particulate matter and the results were favorable.

Employee Evaluation: Pay for Performance

Three years ago, there were no performance evaluations being done at **ecomaine**. They have now been instituted, (see Handout #9 – Annual Employee Performance Evaluation Form). However, the pay-for-performance issue had to be abandoned because of budget issues (wages were frozen for one year).

Mr. Roche asked the Executive Committee to consider instituting pay for performance next spring. There would be oversight from the first line supervisor and then his/her supervisor would also sign off on the evaluations.

While the performance evaluations are being used for both union and non-union personnel, pay-for-performance would be utilized for the non-union personnel only. Pay for performance is not in our union contract (which already has a three year pay schedule in effect).

Mr. Roche would like to hear any comments the Committee may have.

Item #3 – Finance Committee Report – Jim Gailey (Chairman)

Mr. Gailey noted that the Finance Committee met September 16, 2010 at 3:00PM, just prior to the Executive Committee Meeting.

He thanked Mike McGovern for his service as the previous year's Finance Committee Chairman.

He noted that on July 1, 2010, **ecomaine** made a bond payment which leaves \$11.2 million remaining on the bond debt. Next July, we will make another payment.

The Finance Committee reviewed revenues and expenses through August 30, 2010.

Tip fees, electrical and recycling income are all favorable to budget.

Residential MSW tonnage has decreased since the prior year.

One of the Capital Projects has been started; the RO System (water treatment) and **ecomaine** will soon be working on renovating the first floor meeting room at **ecomaine's** Waste-to-Energy Facility. The major upgrade will be expansion of the space to meet the needs of meetings, events and tours.

The Finance Committee also discussed the Cash Reserve Policy.

It was noted that at the last Finance Committee Meeting on June 15, 2010, the Finance Committee had discussed the 5-year plan and the guiding principles for cash reserves and whether to consider them guiding principles or recommend that the Board adopt them as a Cash Reserve Policy. They decided to make them a policy and amended them by adding a section (D) to provide financial relief to owner communities if and when the financial position of the organization became more favorable and then adding a section (E) to review this policy every 2-3 years or when circumstances create the need. At the June 15th meeting, Mr. Cole made a motion to recommend this policy to the Executive Committee and then to the full board at the appropriate time. The motion was seconded by Mr. Regier and passed with a unanimous vote of the Committee.

Attachment I (ecomaine Cash Reserve Policies) denotes this in the last paragraph: Cash Reserve Policies should be reviewed every 2-3 years, adjusted as necessary and approved as necessary by the full Board.

Mr. Bobinsky then made a motion to accept the recommendation from the Finance Committee on Cash Reserve Policies. The motion was seconded by Mr. Shaw and passed with a unanimous vote of the Committee.

The Executive Committee then reviewed Handout #1 (ecomaine Corporate Member Assessments, Updated Five Year Averages for 6/30/10) and the two proposals noted in Handout #2 (ecomaine Member Assessments).

The two proposals from Handout #2 are as follows:

<u>Proposal</u>	<u>Assessment</u>	<u>Savings to Town</u> (revenue loss to ecomaine)
1. Freeze cost per ton @ \$80.00	\$4,612,184	\$66,470
2. Freeze cost per ton @ \$77.05	\$4,442,110	\$236,544

A discussion followed concerning how **ecomaine** would make up the shortfall in the reduction of income.

The Finance Committee had earlier in the day (at their September 16th meeting) passed a motion to recommend Proposal #2 to the Executive Committee.

Mr. Regier moved *that the Executive Committee accept the Finance Committee's recommendation to propose to the ecomaine Board that Assessments be kept at \$77.05 (Proposal #2). The motion was seconded by Mr. Foster and passed unanimously by the Committee.*

Mr. Roche noted that last year's surplus was dedicated to the Capital Improvement Fund. That fund is stronger now and suggested that this year's surplus be left in retained earnings.

The next Finance Committee Meeting will be on Thursday, October 21st at 3:00PM (just prior to the full Board Meeting that day at 4:00PM).

Item #4 – Audit Committee Report – Gary Foster (Chairman)

Mr. Foster reported that the Audit Committee last met on April 15, 2010 at 3:00PM, just prior to that day's Board meeting at 4:00PM.

He stated that **ecomaine** should have a draft report from Runyon Kersteen Ouellette (RKO) by the next meeting (September 29th at 4:00PM) at which RKO will be in attendance. At that time, the Audit Committee hopes to approve the report and recommend it to the full Board at its meeting in October.

He also noted that the new accounting system has lowered the overall cost of the Audit.

Mr. Van Gaasbeek requested that the Audit Report be made available to Board Members prior to the next Audit Committee Meeting.

The Committee will meet next on Wednesday, September 29, 2010 at 4:00PM to review the Audit Report, which will be presented to the Board in October.

Item #5 – Recycling Committee Report – Troy Moon (Chairman)

Recycling has processed 3219 tons this August, which surpasses last year's August tonnage of 2,637 tons.

By January 1, 2011, the Maine DEP expects its final plan for recycling of CFL bulbs to go into effect (*LD 973 – law that requires mercury added lamp manufacturers to provide for recycling of these bulbs*).

This year's **ecomaine** Open House will be held on Saturday, September 25th from 8:30AM to 11:30AM and will feature tours of both the WTE and Recycling Facilities. There will be lots of family friendly activities and an opportunity to win a kayak made from recycled plastic. Everyone is invited to attend!

The Recycling Committee has been working to develop an electronic bulletin board, which would be a central (website-based) location in which towns could share information on recycling and recycling programs. The Committee hopes to have this project up and running within the next couple of months and will monitor this pilot program through the end of the fiscal year.

The Committee is also involved in developing a competition to paint the silver bullets. The competition would be open to High School and college classes. The idea is to have designs painted on the silver bullets with the theme of reducing, reusing and recycling in Maine. The designs will be placed on the website and the public will vote for their favorites. Six silver bullets will be painted with the winning designs. Once the program is fully developed, we will have a deadline for the competition.

The Recycling Committee will next meet on Wednesday, October 6th at 4:00PM.

Item #6 – Retirement Plan – Sub-Committee Report – Mike McGovern, Chairman

A sub-committee of the Board was formed to review the company's non-union retirement plan with an eye on new regulations, fiduciary responsibility and services of current provider. The sub-committee last met on Thursday, August 31, 2010 at 10:00AM.

He stated that the present Met Life plan (this regards non-union employees only) has hidden fees, inadequate website access and a penalty to withdraw from the MetLife plan for which the employees would have to pay.

The sub-committee will meet with Met Life to see if it can get out of the penalty phase of the old contract. The sub-committee will schedule another meeting once staff has a chance to meet with Met Life.

Item #7 – Discussion on Possible Amendment to By-Laws

Mr. Roche referred to handouts #3 through #6. Handout #3 (*Article V Executive Committee*), Handout #4 (*By-Laws of ecomaine*), Handout #5 (*ecomaine Board of Directors – Fiscal Year – 2010-2011*). Handout #6 (*ecomaine Officers 2010-2011*).

A discussion followed regarding the above handouts, as they relate to the composition and eligibility of the Executive Committee, Board member appointments and voting.

It was decided that rather than increasing the number of votes from nine that are in the current by-laws, if we need to increase Executive Committee membership, then the district would need to split their vote (to maintain a total of nine votes). The Committee asked staff to work this out and bring it back for consideration by the full board.

This draft amendment will be an agenda item at the next meeting.

Item #8 – Power Purchase Agreement - Update

The Executive Committee reviewed the options for the next Power Purchase Agreement. The Executive Committee authorized **ecomaine** staff to choose the most favorable Power Purchase Agreement Option available.

Item #9 – Ash fill Metals Mining Proposal – Update

*Handout #7 (Post burn Ferrous Metals Mining and Reclamation, **ecomaine** Ash Landfill)*

ecomaine staff has reviewed a proposal from Reserve Management Group (RMG) to excavate the existing ash in the **ecomaine** ashfill and process it with the intent to recover the ferrous and non-ferrous metals. RMG would assist **ecomaine** in applying for and obtaining all governmental approvals and reimburse **ecomaine** the cost of permit applications and license. They additionally would carry liability insurance with **ecomaine** as a named insured and will provide a bond for the project in an amount of \$200,000.

Kevin Roche and Tom Raymond will be visiting one of their mining operations in Florida this October (the company they will be visiting is just starting up). Mr. Roche will bring back a proposal to the Board.

Item #10 – Leachate Blockage Issue at the Landfill – Update

Mr. Roche and Mr. Raymond reported on the Leachate blockage issue at the Landfill. Sevee & Maher were hired to evaluate the situation and issue a report.

As soon as the report (with the DEP’s approval) is complete, we will forward it to the Board members.

Mr. Roche also noted that we are continuing to recirculate Leachate in the older sections of the balefill to complete our evaluation of the methane generation. Mr. Roche said that results of this project will be available next year.

Item #11 – Other Items

General Manager Employment Agreement

The Committee reviewed the General Manager’s new Employment Agreement. The new Agreement combines his vacation and sick time benefits under one category called Paid Leave as outlined in the management Personnel Manual. Vacation and sick time balances will be transferred to a paid leave balance.

Mr. Shaw made a motion to approve the new Employment Agreement as presented. The motion was seconded by Mr. Moon and passed with a unanimous vote of the Committee.

Mr. Van Gaasbeek made a motion to adjourn the meeting. The motion was seconded by Mr. Foster and all were in favor. The meeting adjourned at 6:15PM.

PRESENT:

M. Bobinsky
G. Foster
J. Gailey
M. McGovern
J. Miller
N. Miner

ABSENT:

None

T. Moon
R. Regier
M. Shaw
L. Boudreau
R. Brobst
B. Rodden
L. Van Gaasbeek
M. St. Clair

Other:

Erik Street – Director of Public Works, Town of Yarmouth.

Paula Miller Gibbs – Resident of the Town of Harrison and free-lance reporter for
the Lewiston Sun Journal.

Staff: E. Doane, S. Dunn, T. Raymond, K. Roche, K. Trytek and L. Trufant.

FY '11 Tonnages to Date Compared to 5-Year Averages

	07/31/10	08/31/10	09/30/10	10/31/10
TOTAL COMMERCIAL WASTE	(550.10)	(1,274.26)	(2,131.18)	(3,037.29)
TOTAL MUNICIPAL WASTE	(838.56)	(1,857.07)	(2,486.58)	(3,501.73)
TOTAL SPOT MARKET	1,688.43	2,704.28	3,966.38	5,287.91
TOTAL MSW	299.77	(427.05)	(651.38)	(1,251.11)
RECYCLING	914.40	1,692.94	2,487.60	2,953.45
TOTAL ALL MATERIAL	1,214.17	1,265.89	1,836.22	1,702.34

MONTHLY TOTAL MSW TONNAGES (INCLUDING SPOT MARKET)

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01	2001/02	2002/03	2003/04	2004/05	2005/06	2006/07	2007/08	2008/09	2009/10	2010/11
JUL	15,971.45	15,089.95	16,583.50	17,704.15	17,083.69	16,933.26	14,825.65	16,738.26	15,574.18	13,271.34	14,482.90	15,315.37	13,901.78	15,024.28	14,947.61	15,963.52	18,856.18	16,038.44
YTD	15,971.45	15,089.95	16,583.50	17,704.15	17,083.69	16,933.26	14,825.65	16,738.26	15,574.18	13,271.34	14,482.90	15,315.37	13,901.78	15,024.28	14,947.61	15,963.52	18,856.18	16,038.44
AUG	16,915.92	17,350.14	16,694.24	16,902.72	15,980.83	16,858.81	15,439.42	16,555.26	16,099.21	13,676.09	14,572.64	15,302.61	14,808.65	17,796.24	15,707.88	14,539.72	17,701.68	15,384.02
YTD	32,887.37	32,440.09	33,277.74	34,606.87	33,064.52	33,792.07	30,265.07	33,293.52	31,673.39	26,947.43	29,055.54	30,617.98	28,710.43	32,820.52	30,655.49	30,503.24	36,557.86	31,422.46
SEP	16,018.81	15,681.13	13,256.11	14,658.87	16,074.10	16,723.18	15,545.45	11,256.97	13,511.36	14,072.30	15,198.87	14,559.17	13,411.53	16,299.81	12,267.74	13,756.56	17,563.32	14,435.46
YTD	48,906.18	48,121.22	46,533.85	49,265.74	49,138.62	50,515.25	45,810.52	44,550.49	45,184.75	41,019.73	44,254.41	45,177.15	42,121.96	49,120.33	42,923.23	44,259.80	54,121.18	45,857.92
OCT	15,088.61	13,685.31	12,589.58	16,868.87	15,292.42	15,158.10	13,097.60	12,397.12	14,535.17	13,187.56	15,250.56	14,245.68	15,000.12	14,856.00	13,778.03	13,717.42	17,702.98	14,411.18
YTD	63,994.79	61,806.53	59,123.43	66,134.61	64,431.04	65,673.35	58,908.12	56,947.61	59,719.92	54,207.29	59,504.97	59,422.83	57,122.08	63,976.33	56,701.26	57,977.22	71,824.16	60,269.10
NOV	14,247.99	13,146.39	14,852.25	14,797.31	12,866.00	12,958.25	14,927.16	13,575.02	13,452.02	12,759.51	12,762.05	14,357.88	15,380.16	14,080.62	13,540.32	12,230.62	15,161.13	-
YTD	78,242.78	74,952.92	73,975.68	80,931.92	77,297.04	78,631.60	73,835.28	70,522.63	73,171.94	66,966.80	72,267.02	73,780.71	72,502.24	78,056.95	70,241.58	70,207.84	86,985.29	60,269.10
DEC	14,122.32	13,224.01	14,820.77	15,516.02	14,385.65	14,586.61	15,167.97	12,985.27	13,044.96	12,617.67	14,627.99	14,502.87	14,014.52	14,365.69	12,407.44	13,561.83	16,658.48	-
YTD	92,365.10	88,176.93	88,796.45	96,447.94	91,682.69	93,218.21	89,003.25	83,507.90	86,216.90	79,584.47	86,895.01	88,283.58	86,516.76	92,422.64	82,649.02	83,769.67	103,643.77	60,269.10
JAN	11,852.79	12,732.82	15,994.10	14,918.90	13,575.80	14,183.91	12,932.59	13,284.28	12,824.40	12,723.92	12,534.27	14,618.88	14,117.00	14,134.41	13,657.26	11,542.86	13,814.84	-
YTD	104,217.89	100,909.75	104,790.55	111,366.84	105,258.49	107,402.12	101,935.84	96,792.18	99,041.30	92,308.39	99,429.28	102,902.46	100,633.76	106,557.05	96,306.28	95,312.53	117,458.61	60,269.10
FEB	11,206.62	13,598.79	14,625.80	13,553.85	12,060.85	13,645.70	12,240.03	11,508.10	10,712.00	10,882.56	11,106.04	13,927.83	13,307.45	10,999.50	13,404.36	11,453.68	12,553.67	-
YTD	115,424.51	114,508.54	119,416.35	124,920.69	117,319.34	121,047.82	114,175.87	108,300.28	109,753.30	103,190.95	110,535.32	116,830.29	113,941.21	117,556.55	109,710.64	106,766.21	130,012.28	60,269.10
MAR	13,934.62	15,021.33	12,822.27	15,218.74	13,769.03	14,627.93	14,478.91	13,151.76	11,882.69	11,807.41	13,181.80	14,690.40	15,143.28	11,904.11	12,189.43	12,587.44	15,734.19	-
YTD	129,359.13	129,529.87	132,238.62	140,139.43	131,088.37	135,675.75	128,654.78	121,452.04	121,635.99	114,998.36	123,717.12	131,520.69	129,084.49	129,460.66	121,900.07	119,353.65	145,746.47	60,269.10
APR	14,677.82	12,882.71	13,515.35	16,569.60	15,575.00	14,731.04	13,524.73	13,634.12	13,041.33	12,790.13	13,259.47	13,514.30	11,359.34	12,059.53	11,513.44	13,962.11	13,059.45	-
YTD	144,036.95	142,412.58	145,753.97	156,709.03	146,663.37	150,406.79	142,179.51	135,086.16	134,677.32	127,788.49	136,976.59	145,034.99	140,443.83	141,520.19	133,413.51	133,315.76	158,805.92	60,269.10
MAY	15,216.74	14,440.12	16,758.76	16,331.92	14,563.69	14,804.78	16,654.86	14,412.58	13,476.39	12,897.96	13,635.35	13,823.86	13,641.24	13,334.09	12,026.85	15,343.01	12,949.34	-
YTD	159,253.69	156,852.70	162,512.73	173,040.95	161,227.06	165,211.57	158,834.37	149,498.74	148,153.71	140,686.45	150,611.94	158,858.85	154,085.07	154,854.28	145,440.36	148,658.77	171,755.26	60,269.10
JUN	15,578.86	16,601.71	15,296.28	15,814.95	15,777.42	14,952.44	16,071.81	14,603.76	12,070.51	12,746.94	15,328.40	14,347.81	14,258.35	12,555.89	14,869.55	15,997.08	15,769.61	-
	174,832.55	173,454.41	177,809.01	188,855.90	177,004.48	180,164.01	174,906.18	164,102.50	160,224.22	153,433.39	165,940.34	173,206.66	168,343.42	167,410.17	160,309.91	164,655.85	187,524.87	60,269.10

MONTHLY TOTAL RECYCLING TONNAGES

	1993/94	1994/95	1995/96	1996/97	1997/98	1998/99	1999/00	2000/01	2001/02	2002/03	2003/04	2004/05	2005/06	2006/07	2007/08	2008/09	2009/10	2010/11
JUL	496.67	533.59	593.37	667.46	666.77	732.22	1085.76	1174.28	1439.83	1392.49	1670.01	1536.03	1801.55	1963.92	2212.79	2,776.35	2,761.09	3,217.54
YTD	496.67	533.59	593.37	667.46	666.77	732.22	1085.76	1174.28	1439.83	1392.49	1670.01	1536.03	1801.55	1963.92	2212.79	2,776.35	2,761.09	3,217.54
AUG	507.49	632.76	669.37	716.80	631.03	681.37	1160.65	1335.45	1549.36	1380.26	1611.16	1725.95	2157.27	2285.15	2394.69	2,729.66	2,636.60	3,219.21
YTD	1004.16	1166.35	1262.74	1384.26	1297.80	1413.59	2246.41	2509.73	2989.19	2772.75	3281.17	3261.98	3958.82	4249.07	4607.48	5,506.01	5,397.69	6,436.75
SEP	546.27	606.30	660.45	682.07	741.43	827.63	1175.35	1217.37	1474.21	1420.08	1836.76	1742.24	2117.62	2078.68	2045.61	2,868.29	2,721.67	3,161.04
YTD	1550.43	1772.65	1923.19	2066.33	2039.23	2241.22	3421.76	3727.10	4463.40	4192.83	5117.93	5004.22	6076.44	6327.75	6653.09	8,374.30	8,119.36	9,597.79
OCT	516.48	608.88	677.03	730.60	693.07	772.33	1013.54	1290.35	1998.15	1667.28	1800.58	1593.15	1993.01	2294.74	2357.24	2,783.06	2,827.04	2,916.87
YTD	2066.91	2381.53	2600.22	2796.93	2732.30	3013.55	4435.30	5017.45	6461.55	5860.11	6918.51	6597.37	8069.45	8622.49	9010.33	11,157.36	10,946.40	12,514.66
NOV	543.15	626.32	688.18	688.07	621.13	824.11	1146.92	1316.17	1750.31	1596.47	1483.24	1744.19	2198.55	2277.91	2256.00	2,333.81	2,662.58	-
YTD	2610.06	3007.85	3288.40	3485.00	3353.43	3837.66	5582.22	6333.62	8211.86	7456.58	8401.75	8341.56	10268.00	10900.40	11266.33	13,491.17	13,608.98	12,514.66
DEC	514.09	599.10	683.42	806.53	795.31	834.70	1178.45	1341.32	1764.33	1841.63	1919.08	1936.94	2256.75	2166.13	2362.55	2,937.11	3,198.83	-
YTD	3124.15	3606.95	3971.82	4291.53	4148.74	4672.36	6760.67	7674.94	9976.19	9298.21	10320.83	10278.50	12524.75	13066.53	13628.88	16,428.28	16,807.81	12,514.66
JAN	444.28	557.29	608.08	632.55	606.67	673.01	909.51	1367.61	1707.27	1765.43	1467.16	1657.08	2114.52	2068.29	2564.76	2,441.23	2,685.89	-
YTD	3568.43	4164.24	4579.90	4924.08	4755.41	5345.37	7670.18	9042.55	11683.46	11063.64	11787.99	11935.58	14639.27	15134.82	16193.64	18,869.51	19,493.70	12,514.66
FEB	464.59	451.68	523.30	619.28	605.88	616.02	945.88	1084.71	1547.84	1395.61	1394.75	1497.44	1689.38	1633.72	2139.22	2096.49	2,290.24	-
YTD	4033.02	4615.92	5103.20	5543.36	5361.29	5961.39	8616.06	10127.26	13231.30	12459.25	13182.74	13433.02	16328.65	16768.54	18332.86	20966.00	21,783.94	12,514.66
MAR	512.53	570.16	584.39	616.62	671.88	751.34	1062.77	1098.41	1459.30	1572.04	1629.24	1774.99	2016.88	1823.79	2258.34	2354.49	2,998.01	-
YTD	4545.55	5186.08	5687.59	6159.98	6033.17	6712.73	9678.83	11225.67	14690.60	14031.29	14811.98	15208.01	18345.53	18592.33	20591.20	23320.49	24,781.95	12,514.66
APR	549.15	538.63	667.71	676.79	671.45	752.00	1000.57	1220.48	1638.89	1710.90	1524.35	1627.25	1831.65	1871.62	2363.75	2395.67	2,875.88	-
YTD	5094.70	5724.71	6355.30	6836.77	6704.62	7464.73	10679.40	12446.15	16329.49	15742.19	16336.33	16835.26	20177.18	20463.95	22954.95	25716.16	27,657.83	12,514.66
MAY	547.91	671.66	698.84	639.03	707.09	765.11	1193.95	1311.08	1714.14	1732.85	1576.35	1877.96	2224.46	2279.00	2516.52	2279.50	2,814.47	-
YTD	5642.61	6396.37	7054.14	7475.80	7411.71	8229.84	11873.35	13757.23	18043.63	17475.04	17912.68	18713.22	22401.64	22742.95	25471.47	27995.66	30,472.30	12,514.66
JUN	583.87	654.97	624.78	660.55	752.80	807.31	1234.16	1348.20	1453.10	1783.82	1683.84	2020.91	2207.89	2140.94	2459.61	2727.78	3167.65	-
	6,226.48	7,051.34	7,678.92	8,136.35	8,164.51	9,037.15	13,107.51	15,105.43	19,496.73	19,258.86	19,596.52	20,734.13	24,609.53	24,883.89	27,931.08	30,723.44	33,639.95	12,514.66

ANALYSIS OF ALL TONS
FISCAL YEAR 07/01/10 - 06/30/11
AS OF 10/31/10

RESIDENTIAL WASTE

RECYCLED WASTE

COMMERCIAL WASTE

RESIDENTIAL, RECYCLED, COMMERCIAL COMBINED

Community	Total Annual Tons		over/(under)
	FY 6/30/10	FY 6/30/11	
Bridgton	939.03	922.07	(16.96)
Cape Elizabeth	927.35	897.44	(29.91)
Casco	357.19	346.46	(10.73)
Cumberland	629.02	582.02	(47.00)
Falmouth	774.74	699.87	(74.87)
Freeport	673.15	584.20	(88.95)
Gorham	729.97	714.37	(15.60)
Gray	932.08	938.69	6.61
Harrison	401.45	368.82	(32.63)
Hollis	339.55	330.04	(9.51)
Limington	641.83	554.09	(87.74)
Lyman	404.55	388.61	(15.94)
North Yarmouth	199.64	188.13	(11.51)
Ogunquit	345.47	314.01	(31.46)
Portland	3,654.52	3,402.36	(252.16)
Pownal	93.54	58.26	(35.28)
Scarborough	1,975.39	1,908.62	(66.77)
South Portland	2,445.76	2,142.72	(303.04)
Waterboro	870.64	636.50	(234.14)
Windham	773.66	730.92	(42.74)
Yarmouth	860.22	785.04	(75.18)
	18,968.75	17,493.24	(1,475.51)
Baldwin	202.75	184.44	(18.31)
Cornish	0.00	0.00	0.00
Hiram	202.75	180.09	(22.66)
Monmouth			0.00
Naples	437.56	423.26	(14.30)
Parsonsfield	361.96	241.19	(120.77)
Poland	0.00	0.00	0.00
Porter	202.75	184.44	(18.31)
Saco	1,778.35	1,788.53	10.18
Standish	1,077.39	1,055.79	(21.60)
	4,263.51	4,057.74	(205.77)
	23,232.26	21,550.98	(1,681.28)

Spot Market

Commercial Recycling

Grand Total

Community	Total Annual Tons		over/(under)
	FY 6/30/10	FY 6/30/11	
Bridgton	228.17	247.19	19.02
Cape Elizabeth	369.17	466.04	96.87
Casco	79.86	109.68	29.82
Cumberland	241.07	317.14	76.07
Falmouth	587.97	589.53	1.56
Freeport	150.24	175.64	25.40
Gorham	439.86	396.56	(43.30)
Gray	-	-	0.00
Harrison	72.98	86.84	13.86
Hollis	113.32	108.65	(4.67)
Limington	31.55	35.41	3.86
Lyman	79.12	80.55	1.43
North Yarmouth	178.66	169.09	(9.57)
Ogunquit	51.36	36.00	(15.36)
Portland	1,675.15	1,730.63	55.48
Pownal	46.51	59.91	13.40
Scarborough	972.18	975.90	3.72
South Portland	835.44	872.62	37.18
Waterboro	146.96	202.79	55.83
Windham	534.98	567.05	32.07
Yarmouth	292.47	351.78	59.31
	7,127.02	7,579.00	451.98
Baldwin	9.80	10.07	0.27
Cornish	11.07	16.60	5.53
Hiram	9.80	16.84	7.04
Monmouth	109.69	85.21	(24.48)
Naples	97.62	78.10	(19.52)
Parsonsfield	31.56	42.49	10.93
Poland	142.47	144.03	1.56
Porter	9.80	10.07	0.27
Saco	586.06	619.02	32.96
Standish	240.65	232.24	(8.41)
	1,248.52	1,254.67	6.15
	8,375.54	8,833.67	458.13
	0.00	0.00	0.00
	2,570.50	3,358.85	788.35
	10,946.04	12,192.52	1,246.48

Community	Total Annual Tons		over/(under)
	FY 6/30/10	FY 6/30/11	
Bridgton	-	0.28	0.28
Cape Elizabeth	23.54	21.63	(1.91)
Casco	308.70	244.20	(64.50)
Cumberland	83.78	62.59	(21.19)
Falmouth	213.62	203.92	(9.70)
Freeport	594.42	593.88	(0.54)
Gorham	565.11	625.00	59.89
Gray	1.59	20.02	18.43
Harrison	-	-	0.00
Hollis	93.27	96.28	3.01
Limington	3.13	2.05	(1.08)
Lyman	9.49	3.38	(6.11)
North Yarmouth	1.58	1.84	0.26
Ogunquit	-	-	0.00
Portland	15,092.23	15,316.72	224.49
Pownal	13.34	11.28	(2.06)
Scarborough	605.21	1,419.17	813.96
South Portland	1,790.71	2,622.78	832.07
Waterboro	72.22	190.22	118.00
Windham	943.53	950.95	7.42
Yarmouth	339.22	380.12	40.90
	20,754.69	22,766.31	2,011.62
Baldwin	-	2.41	2.41
Cornish	-	-	0.00
Hiram	39.87	2.34	(37.53)
Monmouth	-	-	0.00
Naples	21.77	15.83	(5.94)
Parsonsfield	3.56	8.41	4.85
Poland	-	-	0.00
Porter	14.96	2.80	(12.16)
Saco	16.91	6.47	(10.44)
Standish	236.32	92.40	(143.92)
	333.39	130.66	(202.73)
	21,088.08	22,896.97	1,808.89
	27,503.82	15,821.15	(11,682.67)
	0.00	0.00	0.00
	48,591.90	38,718.12	(9,873.78)

Community	Total Annual Tons		over/(under)
	FY 6/30/10	FY 6/30/11	
Bridgton	1,167.20	1,169.54	2.34
Cape Elizabeth	1,320.06	1,385.11	65.05
Casco	745.75	700.34	(45.41)
Cumberland	953.87	961.75	7.88
Falmouth	1,576.33	1,493.32	(83.01)
Freeport	1,417.81	1,353.72	(64.09)
Gorham	1,734.94	1,735.93	0.99
Gray	933.67	938.71	25.04
Harrison	474.43	455.66	(18.77)
Hollis	546.14	534.97	(11.17)
Limington	676.51	591.55	(84.96)
Lyman	493.16	472.54	(20.62)
North Yarmouth	379.88	359.06	(20.82)
Ogunquit	396.83	350.01	(46.82)
Portland	20,421.90	20,449.71	27.81
Pownal	153.39	129.45	(23.94)
Scarborough	3,552.78	4,303.69	750.91
South Portland	5,071.91	5,638.12	566.21
Waterboro	1,089.82	1,029.51	(60.31)
Windham	2,252.17	2,248.92	(3.25)
Yarmouth	1,491.91	1,516.94	25.03
	46,850.46	47,838.55	988.09
Baldwin	212.55	196.92	(15.63)
Cornish	11.07	16.60	5.53
Hiram	252.42	199.27	(53.15)
Monmouth	109.69	85.21	(24.48)
Naples	556.95	517.19	(39.76)
Parsonsfield	397.08	292.09	(104.99)
Poland	142.47	144.03	1.56
Porter	227.51	197.31	(30.20)
Saco	2,381.32	2,414.02	32.70
Standish	1,554.36	1,380.43	(173.93)
	5,845.42	5,443.07	(402.35)
	52,695.88	53,281.62	585.74
	27,503.82	15,821.15	(11,682.67)
	2,570.50	3,358.85	788.35
	82,770.20	72,461.62	(10,308.58)

ecomaine
 Tonnage Comparison
 October 2010 FY YTD

	<u>Oct</u>	<u>Budget</u>	<u>Variance</u>	<u>%</u>	<u>Prior</u>	<u>Change from</u>	<u>%</u>
		<u>To Budget</u>	<u>Variance</u>		<u>Year</u>	<u>Prior Year</u>	<u>Variance</u>
Residential	21,551	20,183	1,368	7%	23,232	(1,681)	-7%
Commercial	22,897	17,753	5,144	29%	21,088	1,809	9%
Spot	15,821	16,667	(846)	-5%	27,504	(11,683)	-42%
Recycling	12,193	11,100	1,093	10%	10,946	1,246	11%
Totals	72,461	65,703	6,758	10%	82,770	(10,309)	-12%

Waste-to-energy Facility Electricity Generation

Generation Period	Availability	On Peak	Off Peak	Total KWHs	On Peak Rate	Off Peak Rate	Revenues
Oct-08	75%	3,158,169	2,942,893	6,101,062	\$0.0740	\$0.0562	\$440,631
Nov-08	68%	2,323,451	2,791,790	5,115,241	\$0.0770	\$0.0592	\$385,838
Dec-08	95%	3,571,380	4,122,251	7,693,389	\$0.0836	\$0.0656	\$610,774
Jan-09	90%	2,945,020	3,802,363	6,747,383	\$0.0971	\$0.0773	\$621,560
Feb-09	97%	3,104,417	3,511,712	6,616,129	\$0.0982	\$0.0772	\$617,901
Mar-09	78%	2,648,993	2,960,993	5,609,986	\$0.0831	\$0.0667	\$462,656
Apr-09	66%	2,804,854	2,650,600	5,455,450	\$0.0723	\$0.0544	\$392,288
May-09	94%	3,527,939	4,518,672	8,046,611	\$0.0702	\$0.0534	\$534,616
Jun-09	91%	3,526,138	3,667,987	7,194,125	\$0.0762	\$0.0552	\$520,495
Jul-09	95%	3,807,050	3,690,597	7,497,647	\$0.0850	\$0.0614	\$599,850
Aug-09	99%	3,716,120	4,638,122	8,354,242	\$0.0843	\$0.0618	\$650,030
Sep-09	98%	3,606,261	4,364,408	7,970,669	\$0.0730	\$0.0556	\$555,761
Oct-09	95%	3,827,493	4,072,705	7,900,198	\$0.0740	\$0.0562	\$561,672
Nov-09	94%	3,569,156	4,120,551	7,689,707	\$0.0770	\$0.0592	\$568,778
Dec-09	98%	3,811,497	4,354,948	8,166,445	\$0.0836	\$0.0656	\$653,855
Jan-10	98%	3,310,034	4,482,631	7,792,665	\$0.0971	\$0.0773	\$717,439
Feb-10	95%	3,038,210	3,650,447	6,688,657	\$0.0982	\$0.0772	\$629,756
Mar-10	96%	3,668,101	3,741,131	7,409,232	\$0.0831	\$0.0667	\$612,036
Apr-10	61%	1,897,314	2,169,219	4,066,533	\$0.0723	\$0.0544	\$312,336
May-10	93%	3,407,537	4,431,390	7,838,927	\$0.0702	\$0.0534	\$533,701
Jun-10	93%	3,787,872	3,946,891	7,734,763	\$0.0762	\$0.0552	\$552,430
Jul-10	96%	3,451,635	4,510,803	7,962,438	\$0.0850	\$0.0614	\$616,555
Aug-10	98%	3,880,733	4,478,367	8,359,100	\$0.0843	\$0.0618	\$650,513
Sep-10	94%	3,536,806	4,092,807	7,629,613	\$0.0730	\$0.0556	\$531,986
Oct-10	99%	3,684,282	4,715,036	8,399,318	\$0.0740	\$0.0562	\$583,762
Nov-10					\$0.0770	\$0.0592	

Electric revenues include renewable energy credits and installed capacity payments

rl 11-10-10

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, 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;
- (gh) employment and termination of employment of the General Manager.

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, 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.

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 ~~a nine (9) member~~an Executive Committee consisting of the following nine (9) Directors ("Municipal Directors")~~Chair, Vice-Chair, Secretary and Treasurer of the Corporation and five (5) other members of the Board;~~ provided that the Executive Committee shall include: 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 ~~Executive~~ 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 Executive Committee District 3 shall have one-half (1/2) vote;~~ and further provided that the immediate past Chair, if a member of the Board, shall be a member of the ~~Executive~~ 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 ~~Executive~~ Committee, the Chair will select a Director to be appointed by the Board to serve as such District's member on the ~~Executive~~ 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 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 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 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 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 ~~Executive~~ 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. ~~one vote, and a simple majority of the voting members of the Executive Committee shall constitute a quorum. No action of the Executive Committee shall be valid, or binding, unless adopted by an affirmative vote of a majority of the voting members of the Executive Committee present and voting at any duly called meeting.~~
- (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

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Committee present and voting at any duly called meeting.

- (ed) 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

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~~Section 5.~~ Finance Committee.

~~(a)~~ 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.

~~(b)~~ 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.

~~(c)~~ Section 4. Meetings. The Finance Committee shall meet semi-annually and ~~regularly~~ specialy 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.

~~(d)~~ 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

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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.

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Section 2. Filling of Vacancies. If a vacancy in the membership of the Recycling

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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 23. 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.

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Section 34. Meetings. The Audit Committee shall meet semi-annually and **specialty** 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 ~~VHIX~~
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 ~~VIII~~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 1st through June 30th.

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 ~~XXI~~
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 ~~XXII~~
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)

APPENDIX A

VOTING INTERESTS

Bridgton	4.35%
Cape Elizabeth	5.11%
Casco	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%
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	100.00%