



## MEMORANDUM

TO: MRC Membership  
FROM: Greg Louder  
DATE: July 21, 2016  
**RE: Regular Meeting of MRC Board of Directors – July 27, 2016**

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### **Upcoming Meeting**

Please find enclosed an agenda for the upcoming meeting of the MRC Board of Directors to be held at the City of Orono Municipal Building on July 27, 2016 starting **at 10:00 a.m.**

**Beginning at 9 a.m. the Finance Committee will meet to discuss investments, the 2016 budget, the 2015 financial audit, finance reports/bills payable and allocation of available funds among designated reserve funds for the post-2018 period.**

The MRC Board wishes to extend an invitation to all member representatives to attend the upcoming Finance Committee meeting at 9 AM and Board of Directors meeting at 10 AM. To assist in our preparation, please contact Greg Louder at 866-254-3507 or 664-1700 if you plan to attend.

### **What's New**

The latest news on progress being made with MRC's Post 2018 Planning Process is provided in the attached Newsletter.

**PUBLIC MEETING - PLEASE POST**  
MUNICIPAL REVIEW COMMITTEE, INC. (MRC)  
BOARD OF DIRECTORS MEETING  
Orono Municipal Building, 59 Main Street, Orono, Maine - July 27, 2016 10:00 AM

The MRC Finance Committee will meet at 9 AM to review the investment portfolio, the 2016 budget, the 2015 audit and year to date finance reports/bills payable and allocation of available funds among designated reserve funds for the post-2018 period.

**AGENDA**

1. 10:00 AM - Call to Order
2. Executive Session per 1 MRS 405(6)(e) Discussion with legal counsel concerning legal rights and duties regarding pending litigation with PERC's general partner USAE (ESTIMATED TO BE 30 MINUTES IN DURATION)
3. Consideration of Minutes of April 27, 2016 Regular and July 11, 2016 Special Board of Directors Meetings
4. Consideration of Financial Statement & Bills Payable
5. Consideration of the audit of MRC Financial Statements for the calendar year ending December 31, 2015
6. Consideration of Transfer of Funds from the Tip Fee Stabilization Fund to the MRC Operating Fund consistent with the adopted 2016 MRC Capital Asset Management Budget to meet expenses associated with Existing PERC Infrastructure Retirement (USAE Litigation & Partnership Wind Up). Note: per Board policies, withdrawals from the Tip Fee Stabilization Fund require approval by Supermajority vote of the MRC Board of Directors.
7. Third Quarter 2016 Tipping Fee Calculation; trends in MSW deliveries
8. PERC Facility Operations Report – Hank Lang, PERC Plant Manager
9. Charter Municipality Asset Management Report – Custody Account, Tip Fee & Operating Budget Stabilization Funds, LP Interest/Bond Prepayment & 3rd Quarter Cash Distribution.
10. Status of Joining Members and Departing Municipalities (including those seeking extensions) as of June 30, 2016, and status of subsequent actions. Vote regarding determination of good cause shown for waiver of terms of re-admittance as a Joining Member for action after June 30, 2016, by members afforded additional time by voted decision of the MRC Board on July 11, 2016, pursuant to the Joinder Agreements, Section 4.3(d) and Exhibit B, Section 6.
11. Consideration of adjustment to the July 1, 2016, scheduled step increase in the Target Value Step Increase Plan and/or subsequent scheduled step increases.
12. Discussion of end-of-term provisions of the Waste Disposal Agreements, including (a) obligation of PERC to notify the MRC of any material adverse change or potential change in financial condition which in its opinion could result in a cessation of operations under Article XII. Paragraph C; and (b) option to purchase partnership interests in PERC at fair market value as of March 31, 2018, per Article XIX, Paragraph B. Discussion of terms under which Joining Members would offer to sell PERC limited partnership shares to the PERC General Partner, USAE, or to Departing Municipalities.

13. Update on acquisition of permits for the Fiberight project.
14. Update on status of and schedule of and requirements for Fiberight to achieve construction financing.
15. MRC actions related to Fiberight's financing, including (a) amendments to the Master Waste Supply Agreement and (b) amendment of the language of the Site Lease
16. Discussion of process for completing the next MRC steps in the development of the site for the Fiberight project, including:
  - 16.A. Infrastructure construction. – consideration of selection of construction contractor, approval of form of construction contract and conditions, approval of arrangements for wetlands mitigation, approval of form of security to be provided by Fiberight/Covanta prior to financial close as security for the MRC decision to proceed with site acquisition and infrastructure construction; other conditions precedent.
  - 16.B. authorization of expenditure of up to \$5.0 million of funds from the Tip Fee Stabilization Fund for site acquisition and infrastructure development; authorization to proceed with site acquisition; authorization to complete negotiation of and execute the Site Lease; authorization to issue a notice to proceed with infrastructure construction. Note: per Board policy, authorization of withdrawals from the Tip Fee Stabilization Fund require approval by a Supermajority vote of the MRC Board of Directors.

NOON BREAK

17. Executive Session per 1 MRS 405(6)(e) Discussion with legal counsel concerning legal rights and duties regarding potential construction contract negotiations
18. Adjourn  
**Members are welcome. Please call ahead 866-254-3507 or 664-1700 if you plan to attend.**