

NOTE: These minutes are subject to review and modification by the ACSWMD Board of Supervisors at its next Board meeting.

**Addison County Solid Waste Management District
Minutes
Board of Supervisors Annual Organizational Meeting No. 325
Thursday, April 14, 2022, 7:00 PM
Virtual Meeting on Zoom**

1. OPEN MEETING – ROLL CALL – The Board of Supervisors (BOS) meeting was called to order by Tim Wickland, Chair at 7:00 PM on April 14, 2022. Present:

Town	Vote	Supervisor/Alternate	Town	Vote	Supervisor/Alternate
Addison	1	Bill Munoff	Orwell	1	
Bridport	1	Edward Payne	Panton	1	Paul Sokal
Bristol	2	Joel Bouvier	Ripton	1	/Steven Zwicky
Cornwall	1	(Vacant)/(Vacant)	Salisbury	1	
Ferrisburgh	2	David Olson	Shoreham	1	
Goshen	1	Annina Seiler	Starksboro	1	Susan Jefferies
Leicester	1	Richard Reed	Vergennes	2	Cheryl Brinkman
Lincoln	1	Bill Finger	Waltham	1	
Middlebury	4	Diane Mott	Weybridge	1	Tim Wickland
Monkton	1	/Jessica Demeritt	Whiting	1	Eric Zuesse
New Haven	1	Patrick Palmer			
Staff:		Teresa Kuczynski (TK), District Mgr.; Patti Johnson (PJ), Business Mgr.; Donald Maglienti (DM), Program Mgr.	Guests:		

2. APPROVE THE AGENDA –

Motion #1: S.Jefferies moved to approve the agenda. E.Zuesse seconded the motion.

VOTE on Motion #1: Yes – 20 (Addison, Bridport, Bristol (2), Ferrisburgh (2), Leicester, Lincoln, Middlebury (4), Monkton, Panton, Ripton, Starksboro, Vergennes (2), Weybridge, Whiting). No – 0. Abstain – 0.

3. PUBLIC COMMENT PERIOD – The Chair opened the public comment period.

4. MEMBER COMMUNICATIONS – N/A

5. APPROVAL OF MINUTES FROM MEETING NO. 324 –

Motion #2: C.Brinkman moved to approve the minutes of meeting No. 324. E.Zuesse seconded the motion.

Correction by the Chair: On p. 3, line 14, “I” should be replaced with “TK.”

VOTE on Motion #2, as amended: Yes – 20 (Addison, Bridport, Bristol (2), Ferrisburgh (2), Leicester, Lincoln, Middlebury (4), Monkton, Panton, Ripton, Starksboro, Vergennes (2), Weybridge, Whiting). No – 0. Abstain – 0.

6. ELECTION OF OFFICERS, EXECUTIVE BOARD MEMBERS - The Chair presented the Slate of Officers on behalf of the Nominating Committee and invited nominations from the floor. Hearing none, the Chair recommended that the Slate of candidates be presented for election: Tim Wickland for Chair; Bill Munoff for Vice Chair; Cheryl Brinkman, Deb Gaynor, David Olson and Randy Orvis for Executive Board members.

Motion #3: D.Mott moved to approve the Slate of candidates presented by the Nominating Committee for election. B.Munoff seconded the motion.

1 **VOTE on Motion #3: Yes - 20 (Addison, Bridport, Bristol (2), Ferrisburgh (2), Leicester,**
2 **Lincoln, Middlebury (4), Monkton, Panton, Ripton, Starksboro, Vergennes (2),**
3 **Weybridge, Whiting). No – 0. Abstain – 0.**
4

5 **7. BOARD MEMBER ROLES AND CONDUCT INTRODUCTION BY CHAIR** – The Chair gave a
6 broad overview of the duties and responsibilities of the BOS members, as included in the BOS Manuals. More
7 details will be discussed in the review of the draft Conflict of Interest and Ethical Conduct Policy in New
8 Business. J.Demeritt asked why the Middlebury Supervisor is automatically a member of the E.Bd. The Chair
9 explained that the Host Community Agreement with the Town of Middlebury requires it. The Chair and Vice
10 Chair also have seats on the E.Bd, leaving four other seats. C.Brinkman added that the E.Bd is elected by
11 person, not by town, and therefore the alternates may not vote on the E.Bd.
12

13 **8. FINANCIAL REPORTS –**

14 **a. February 2022 Financial Report and Single Stream Recycling Report** – PJ presented the
15 February Financials showing a net loss of (\$47,356) in the General Fund. The Feb MSW/C&D tonnage of
16 1,376 tons was 153 tons higher than Feb 2021, and YTD tonnage of 2,778 tons was 136 tons higher than
17 YTD 2021. Feb. transactions were 2,918, and YTD transactions of 5,771 were 741 lower than the YTD
18 2021. No tires were disposed of in Feb. The food scraps total was 5.71 tons in Feb with a YTD total of
19 13.58 tons, down by 4.36 tons. The Transfer Station received 314 tons of Single Stream Recyclables, with
20 658 tons in YTD Feb. The Transfer Station delivered 232.03 tons to the Materials Recovery Facility
21 (MRF) in Feb. Casella informed PJ of an error in the Feb. tons due to some tons having been transported
22 by Casella Construction trucks during a recent breakdown of the District compactor. The missing tons
23 were just reported; Feb totals will be adjusted in the March financial report. The Feb processing fee was
24 \$82/ton, and YTD net gain was \$10,341.18.
25

26 **b. Draft 2021 Annual Financial Audit, RHR Smith & Co., CPAs** – TK presented the final draft of the
27 2021 Annual Audit Report, reviewed by the E.Bd with the auditors. The March 15th Auditor’s
28 Management Letter to the BOS states that no material/substantial issues were found in the review of the
29 District Financials and noted no transactions of the District in 2021 for which there was a lack of
30 authoritative guidance or consensus or deviation from best practice. TK referred to the March 17th
31 Auditor’s letter to the BOS that describes the qualitative aspects of accounting practices and reported no
32 significant audit findings or difficulties with management. TK explained that the Management’s
33 Discussion & Analysis (MD&A) at the beginning of the Audit Report is not audited. Its purpose is to
34 explain some of the audited totals and various funds. The MD&A includes Financial and Other Highlights
35 of 2021. On p. 13, potential Economic Factors and the 2022 Annual Budget and Rates are discussed. PJ
36 reviewed the major sections of the year-end financials including net position, fund balances, and the
37 overall health of the District’s financial position.

38 **Motion #4: E.Zuesse moved to approve the Draft 2021 Annual Audit, RHR Smith & Co.,**
39 **CPAs. S.Jefferies seconded the motion.**

40 **VOTE on Motion #4: Yes – 20 (Addison, Bridport, Bristol (2), Ferrisburgh (2), Leicester,**
41 **Lincoln, Middlebury (4), Monkton, Panton, Ripton, Starksboro, Vergennes (2),**
42 **Weybridge, Whiting). No – 0. Abstain – 0.**
43

44 **c. Municipal Diversion Grant Applications** – None Received.

45 **d. School Diversion Grant Applications** – None Received.
46

47 **9. NEW BUSINESS –**

48 **a. Proposed Meeting Schedule and Location, 2022 -2023** – The Chair confirmed that the BOS meets
49 at 7:00 p.m. and the E.Bd meets at 4:30 p.m. Both are virtual meetings on Zoom.

50 **Motion #5: E.Zuesse moved to approve the Proposed Meeting Schedule and Location, 2022-**
51 **2023. B.Munoff seconded the motion.**

52 **VOTE on Motion #5: Yes - 20 (Addison, Bridport, Bristol (2), Ferrisburgh (2), Leicester,**
53 **Lincoln, Middlebury (4), Monkton, Panton, Ripton, Starksboro, Vergennes (2),**
54 **Weybridge, Whiting). No – 0. Abstain – 0.**

1
2 **b. District Legal Representation, 2022-2023 –**

3 **Motion #6: J.Bouvier moved to approve the District Legal Representation, based on staff**
4 **recommendation, for 2022-2023. C.Brinkman seconded the motion.**

5 **VOTE on Motion #6: Yes – 20 (Addison, Bridport, Bristol (2), Ferrisburgh (2), Leicester,**
6 **Lincoln, Middlebury (4), Monkton, Panton, Ripton, Starksboro, Vergennes (2),**
7 **Weybridge, Whiting). No – 0. Abstain – 0.**

8
9 **c. Draft Conflict of Interest and Ethical Conduct Policy –** TK reported that the E.Bd has reviewed the
10 Conflict of Interest (COI) Policy in its effort to revisit District policies. Some of the language is taken from the
11 VLCT Model Conflict of Interest & Ethical Conduct policy. The E.Bd met with Mark Sperry, Esq. to review
12 his recommended changes. The COI no longer refers to “perceived” COIs, only actual COIs. Section III
13 “Prohibitions” contains the details mentioned in the Chair’s BOS Roles and Conduct introduction. Section IV
14 “Disclosure” and Section V “Recusal” both address the role of the BOS member in disclosing a COI and the
15 recusal. Section VI “Enforcement” refers to the BOS’s ability to seek any available legal or equitable remedy.
16 Section VII “Exception” allows for an exception from the recusal provisions if the BOS determines by vote
17 that an emergency exists, and that an Official Action otherwise could not take place.

18 **Motion #7: B.Munoff moved to approve the Draft Conflict of Interest and Ethical Conduct**
19 **Policy. E.Zuesse seconded the motion.**

20 **VOTE on Motion #7: Yes – 22 (Addison, Bridport, Bristol (2), Ferrisburgh (2), Goshen,**
21 **Leicester, Lincoln, Middlebury (4), Monkton, New Haven, Panton, Ripton, Starksboro,**
22 **Vergennes (2), Weybridge, Whiting). No – 0. Abstain – 0.**

23
24 **d. Update on Purchase & Sale (P&S) Agreement, Site Investigations, Due Diligence Period - New**
25 **Haven –** TK updated the BOS on the status of the P&S Agreement for the property in New Haven and the
26 April 3d deadline of the Contingency Period of the P&S Agreement, within which Due Diligence was required
27 in order to proceed with permitting. The District’s engineers completed the Phase I site assessment and Traffic
28 Study. Due to a prior use of the Church Lot as a small engine repair shop and the discovery of a floor drain
29 inside the Church, the District’s engineers suggested conducting a Phase II Site Assessment and Soil Analysis
30 of the Church Lot. The District therefore requested an extension of the Contingency Period to complete this
31 assessment. Negotiations with Seller also included some revisions requested by its attorney. The E.Bd was
32 prepared to sign the Final 1st Amendment to the P&S Agreement on April 1. Seller’s attorney responded on
33 4/1 that Seller wanted to take time to review and was not prepared to sign the 1st Amendment to the P&S
34 Agreement by the Contingency Period deadline. TK was therefore instructed by the E.Bd to write a letter to
35 Seller with notice that the District would proceed with the purchase contemplated by the original P&S
36 Agreement of 9/23/2021, subject to the remaining Closing Conditions set forth in the Agreement. The District
37 also requested that access be provided on April 5 for the District’s engineers to access the Church building to
38 conduct the Phase II Site Assessment. Seller met the engineers at the site on April 5, and the engineers were
39 able to visually inspect the area around the pipe exiting the building and to take soil samples. Neither the
40 Phase I nor Phase II assessments raised any major issues. E.Zuesse commented that Seller’s reluctance to
41 allow more time does not seem to be in good faith. E.Zuesse proposed a motion: “Unless Seller reverses that
42 statement, we withdraw our offer for the reason that the Seller declined to allow us more time, which
43 constitutes in itself sufficient reason for us to withdraw our offer unless the Seller can provide compelling
44 reason to us why we ought to trust a Seller who would crimp us in that matter.” B.Finger called for a point of
45 order, that he thinks the motion is to simply withdraw the offer and then we can discuss the reasons for that.
46 E.Zuesse agreed. C.Brinkman moved to go into executive session. The Chair said we already have a motion
47 on the floor to withdraw the offer contingent to details to be determined in executive session.

48 **Motion #8: E.Zuesse moved to withdraw the District’s offer to purchase the property from**
49 **Seller. B.Finger seconded the motion.**

50 **VOTE on Motion #8: Yes – 5 (Bridport, Bristol (2), Lincoln, Whiting). No - 17 (Addison,**
51 **Ferrisburgh (2), Goshen, Leicester, Middlebury (4), Monkton, New Haven, Panton,**
52 **Ripton, Starksboro, Vergennes (2), Weybridge). Abstain – 0.**

1 The motion failed. B.Finger called another point of order that he believed you can only go into executive
2 session to discuss an option to purchase, and we've already signed the option to purchase, so discussions
3 should be in public. The Chair stated that pulling the plug on a contract should be discussed in executive
4 session. It looks like the motion has failed, so we will move on to the District Manager's Report.
5

6 **10. DISTRICT MANAGER REPORT – Legislative update:** TK is waiting to hear the latest on pending
7 legislation: The Bottle Bill is reportedly still in play. If H.115, the EPR for HazWaste, does not pass, the
8 District will run out of AAFM grant funds it needs to pay for pesticide disposal this year. TK will have to
9 discuss with the E.Bd about possibly having to charge farmers for pesticides disposal for the first time. The
10 EPR for packaging bill received a lot of testimony but it may not have passed out of committee. TK will find
11 out the status of a bill proposing a moratorium on new depackaging facilities while awaiting the ANR Secretary
12 to establish standards for land application of the digestate (that may contain plastics). **Full Cert. Permit**
13 **Amendment Application, Middlebury Transfer Station:** We have not yet received a confirmation of whether
14 this permit amendment was approved. **VLCT PACIF Grant:** The District was awarded a \$6,000 grant from
15 the VT League of Cities & Towns for the purchase & installation of security cameras.
16

17 **11. PROGRAMS REPORT** – DM provided a summary of our 4th Repair Fair event, held on March 5. The
18 event was held at the Hannaford Career Center (HCC) from 9 AM to 1 PM and drew around 70 participants.
19 This event required preregistration for 20-minute time slots in order to spread out the attendance and reduce
20 waiting times. Of the items brought for repair, 60% were successfully fixed. Items included small appliances
21 (47%), lamps (24%), and sewing (23%). The event used a total of seven fixers, most of which were eager to
22 return for a future event. Participant surveys showed 81% were very satisfied, and 70% expressed that they
23 gained confidence in attempting their own repairs in the future. Another Repair Fair will likely be held in the
24 future. DM also conducted a 2-hour workshop on recycling at the HCC on April 6 in conjunction with the
25 Middlebury Natural Foods Coop's Sustainability Series and gave a recycling presentation on April 8 to a fifth-
26 grade class at Mary Hogan School in Middlebury. DM completed the requirements for Year 2 of the Solid
27 Waste Implementation Grant, which provided the District with \$40,796, all of which is applied to the hazardous
28 waste collection and disposal budget. DM is currently scheduling trainings for staff for hazardous materials
29 transport, RCRA, and HAZWOPER. The District received another annual award for leadership with battery
30 recycling from Call2Recycle. Staff has been busy preparing for Green-Up Day on May 7th.
31

32 **12. EXECUTIVE SESSION** – None Needed.
33

34 **13. OTHER BUSINESS** – B.Munoff questioned the legality of trash haulers changing their monthly disposal
35 bills by adding fees such as sustainability fees, eco fees, fuel subsidies, etc. B.Finger does not understand why
36 the BOS is desperate to hold onto the New Haven property option when difficulties arise, and that he doesn't
37 feel the BOS has been as involved in the P&S agreement. The Chair stated that the BOS can discuss this at the
38 May BOS meeting.
39

40 **14. ADJOURN** –

41 **Motion #9: B.Finger moved to adjourn at 8:16 PM. B.Munoff seconded the motion.**

42 **VOTE on Motion #9: Yes – 22 (Addison, Bridport, Bristol (2), Ferrisburgh (2), Goshen,**
43 **Leicester, Lincoln, Middlebury (4), Monkton, New Haven, Panton, Ripton, Starksboro,**
44 **Vergennes (2), Weybridge, Whiting). No – 0. Abstain – 0.**
45

46 *I agree that this is an original of the April 14, 2022 minutes that were considered and approved by the*
47 *BOS at its meeting of _____.*
48

49 _____
Teresa A. Kuczynski, District Clerk