

The regular meeting of the Oak Grove Multi-Municipal Compost Processing Board (“Board”) was held on Monday, January 12, 2015 at 10:09 am at the Schoonover Municipal building.

Members present: Mike Dwyer, Annette Atkinson, John Sivick, Dick Volmer, Brian Barrett and Lee Bower. Also present; Solicitor Donald Petrille, Esq., Consultant Pat Calpin, Lehman Township Solicitor Robert Bernathy, Esq. and Recording Secretary Michele Clewell.

Re-Organization

- a. Township Appointments for 2015;
Middle Smithfield Township; Mike Dwyer; one year, Annette Atkinson; three years, Cory Lyon Alternate,

Smithfield Township: Brian Barrett; one year, Lee Bower; three years. Mr. Barrett stated that they have not appointed their alternate representative but expect to do so at their meeting this evening.

Lehman Township; Dick Volmer; one year, John Sivick; three years and Stan Whittaker Alternate.

Attorney Petrille asked if each municipality passed resolutions for the appointments. Everyone stated that the appointments were done at their yearly organizational meeting.

- b. OGMMCPB Officers

Chairman – Mike Dwyer upon a motion of Brian Barrett, second by Dick Volmer. Motion passed 6-0.

Vice Chairman – Annette Atkinson upon a motion of Brian Barrett, second by Dick Volmer. Motion passed 6-0.

Secretary – John Sivick upon a motion of Brian Barrett, second by Dick Volmer. John Sivick stated that he did not want to be the secretary. Attorney Petrille stated that the “Agreement” states that the secretary/treasurer is one person not two separate appointments. The motion was rescinded appointing John Sivick as the secretary. Mike Dwyer made a motion to nominate Brian Barrett as the Secretary/Treasurer. Annette Atkinson seconds the motion. Motion passed 6-0.

Approval of Minutes

Attorney Bernathy stated that Rob Rohner did not agree with the statement made by Mike Dwyer on page two of the December 8, 2014 minutes (*Mike Dwyer stated that Lehman Township did not want to use individual township Solicitors and it was either Mr. Sivick or Rohner that requested the OGMMCPB to retain a Solicitor first, which, at the time, all agreed to Lehman’s request*) and that he contacted Michele Clewell on January 2, 2015 to clarify that he did not say what was reported in the minutes.

John Sivick made a motion to strike the statement from the record as it is inaccurate. Attorney Petrille stated that the minutes reflect what is said, not if it is true or false. Attorney Bernathy agreed.

Mike Dwyer made a motion to approve the minutes as written. Lee Bower seconded the motion. Brian Barrett and Dick Volmer recuse themselves as they were not at the December 8, 2014 meeting. Mr. Sivick stated that he previously did say that the "Board" could have used a solicitor from any of the municipalities. Attorney Petrille stated that a written correspondence should be sent to the "Board" if a statement is inaccurate, or the inaccuracy should be addressed during regular business, but the approval of the meeting minutes is not the appropriate time to debate substantive questions. According to Attorney Petrille, the approval of the meeting minutes is only to discuss whether or not the minutes captured what actually took place, not whether what was said was correct.

Mr. Sivick stated that a second correction to the minutes is required as they do not reflect what he said. It should say "neither he nor Mr. Rohner said that the Oak Grove Board needs to retain a solicitor first before getting a bridge loan. Attorney Petrille stated that whatever statements have been said in June or July of 2014, those minutes have already been approved and reflect what was said.

Motion to approve the minutes: Mike Dwyer, Annette Atkinson and Lee Bower voted in favor, Brian Barrett and Dick Volmer recused as they were not at the last meeting and John Sivick voted no.

Solicitors Report

Attorney Petrille stated that during a teleconference between himself, MST Solicitor, ST Solicitor, and LT Solicitor, to review and discuss the Intermunicipal Agreement was held on December 23, 2014. He stated that under Section 3e, By Laws, on how the board functions is mentioned and the Board may wish to consider having them as well as written rules for conducting meetings. If the Board so chooses, he would be willing to undertake the project.

Attorney Petrille stated that MST has the responsibility of selecting the Compost Processing Program Coordinator and this does need to be done yearly. Mike Dwyer stated that Cory Lyon was named as MST Recycling Coordinator at the MST Supervisor's organization meeting.

Attorney Petrille stated that all four attorneys on the conference call agreed that the Intermunicipal Agreement does not require the Townships to supply the money for capital improvements for the OGMMCPB. Attorney Petrille recommended that the OGMMCPB go for its own line of credit and each municipality would be required to approve it.

Attorney Bernathy continued Lehman Township's position that they are under no obligation to go for a line of credit for these capital improvements. A bridge loan by the Board should be pursued for these expenses. He also stated it's not in the budget, and not in the best interest of Lehman Township to go for a line of credit. If Smithfield Township and Middle Smithfield

Township advance their money, which has been done, Lehman Township would agree to a bridge loan and a line of credit if the DEP grant defaulted but Lehman Township will not advance the OGMMCPB any money.

Attorney Petrille stated that if the grant is not obtained for the compost site, an addendum to the Intermunicipal Agreement can be done to further delineate responsibilities for capital contributions.

Mike Dwyer thanked Attorney Petrille for his report.

Mike Dwyer stated that a letter from the MST Solicitor was sent to each municipality's solicitor explaining that we have delayed the vendors for more than 90 days. Dick Volmer asked why a bridge loan wasn't obtained back in the day. He asked if ESSA Bank & Trust and Wayne Bank were contacted. Mike Dwyer stated that ESSA Bank and Trust was contacted back in June, Wayne Bank was never contacted. Due to the timing and expense is the reason why a 90 day loan was not pursued. The terms of the bridge loan were discussed and Brian Barrett stated that he recalls each municipality would have to be responsible for \$150,000. Attorney Petrille stated that the terms could be negotiated, and would only be agreed to if the Board and all three municipalities agreed to the terms. Mr. Sivick stated that the recourse would be if someone pulled out. Annette Atkinson stated that because of the costs and interest rate is why the bridge loan was not obtained and why everyone had agreed for each municipality to upfront the money necessary to pay the bills.

Lehman Township representatives stated they are in favor of the bridge loan and Middle Smithfield Township is not in favor. Attorney Petrille stated that this Board does not have the borrowing base due to being in operation for just one year.

When asked, Pat Calpin stated it could take up to eight weeks to get the reimbursement from PA DEP.

Mike Dwyer asked if it is Lehman Township's position to not put up the money to pay the bills. Attorney Bernathy stated that they are under no obligation to do it, they will not advance money for capital expense. Mike Dwyer stated if not palatable to Lehman and approving expenses over months ago, that Middle Smithfield Township will advance the money and will do that at a public meeting.

Attorney Petrille stated that there are two options; (1) MST advance the monies to the OGMMCPB with the understanding the Oak Grove pay it back as well as pay back what Smithfield Township has paid or (2) Pursue a bridge loan to pay the bills.

Treasurers Report

Payables - Annette Atkinson provided the payables list for review and approval. Annette Atkinson made a motion to pay the operational costs incurred throughout the month. Lee Bower seconded the motion. Motion passed 6-0.

Engineering Rate Schedule – Boucher & James submitted their 2015 rate schedule for engineering services and the rates are the same as the 2014 rates. Annette Atkinson made a motion to accept and approve the 2015 rates. Dick Volmer seconded the motion. Motion passed 6-0.

Facility Improvements

Mike Dwyer reported that Middle Smithfield Township met with John Motts of the Monroe county Conservation District and we have a letter. The grade breaks were added and additional breaks are to be installed.

Christmas trees have been collected throughout the month.

Pat Calpin stated that he also spoke to Craig Todd and John Motts of the MCCD and everything is good from their viewpoint.

Old Business

Grand Opening – Spring 2015; To be discussed as it gets closer.

Bank Signature Cards; New signature cards at ESSA Bank & Trust require John Sivick, Brian Barrett, Annette Atkinson and Mike Dwyer to stop in and sign at their earliest convenience.

Next meeting is scheduled for February 9, 2015 at 10:00 a.m.

John Sivick asked what type of bills are anticipated for 2015. Mike Dwyer stated the well house, electric that needs to be relocated and site improvements such as landscaping.

Attorney Petrille stated that under new business it should be discussed whether or not Middle Smithfield Township is going to advance the OGMMCPB the money to pay bills and if they are going to ask for any guarantees or is it premature.

Mike Dwyer stated that OGMMCPB would be guaranteeing the loan to Middle Smithfield and Smithfield Township respectfully. John Sivick asked what the pro-rated share is. Mr. Dwyer said roughly \$39,000.00. Mr. Sivick asked if Middle Smithfield Township approved this at a public meeting. Mr. Dwyer stated that it was approved at a supervisors meeting on October 23, 2014.

Mr. Sivick asked for a copy of the Middle Smithfield Township Board of Supervisors minutes from their October 23, 2014 meeting. Annette Atkinson stated that they are available online.

Mr. Dwyer stated that Middle Smithfield Township will advance the \$39,000.00 in order for OGMMCPB to pay its bills and if the grant is not received, then the OGMMCPB will have to pay it back.

Dick Volmer made a motion to accept the loan from Middle Smithfield Township and ratify money from Middle Smithfield Township and Smithfield Township and be paid back in (30) days of the "Board's" receipt of the PA DEP grant money without interest and if grant money is not received then the "Board" would go to the municipalities to reimburse their proportionate share in the same percentages as those of the operating costs specified for each municipality in the Intermunicipal Agreement. Brian Barrett seconded the motion. Motion passed 6-0.

Attorney Petrille asked if the "Board" would like to pursue someone going to the financial institution for a bridge loan for 2015. Mr. Dwyer stated that OGMMCPB is not up for a grant this year, we will not need it. Mr. Sivick asked about the capital expenses for 2015, Mr. Dwyer stated no major capital expenses are anticipated and the minor improvements are funded through the grant.

Adjournment

Dick Volmer made a motion to adjourn the meeting at 11:27 am. Lee Bower seconded the motion. Motion passed 6-0.

Respectfully submitted,

Michele L. Clewell
Recording Secretary to the
OGMMCPB