

**CHITTENDEN SOLID WASTE DISTRICT
SOUTH BURLINGTON CITY HALL
MINUTES OF SPECIAL MEETING
October 26, 2005**

PRESENT

BOARD MEMBERS:

Bolton	-----
Burlington	Steve Goodkind
Charlotte	-----
Colchester	Dirk Reith
Essex Junction	-----
Essex	-----
Hinesburg	Thomas Nostrand
Huntington	-----
Jericho	Bert Lindholm
Milton	Ken Nolan
Richmond	Mary Houle
St. George	-----
Shelburne	Gene Cloutier
So. Burlington	Paul Stabler
Underhill	Mike Weisel, Dan Steinbauer, alt.
Westford	-----
Williston	Mike Coates
Winooski	-----

STAFF:

Tom Moreau
Jim Ticehurst
Tony Barbagallo
Amy Jewell

OTHERS PRESENT:

Thomas Melloni, Esq.
Dave Florence, Northeast News

AGENDA:

1. Call to Order
2. BATS Transfer Station Lease/Purchase
3. Other Business
4. Executive Session

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1. **CALL TO ORDER** - Bill Leach called the meeting to order at 6:05 p.m.
 2. **BATS Transfer Station Lease/Purchase – Waive termination ability upon changes in ownership or management in section 5.14**

T. Moreau informed the Board that CSWD has received notice that North East Waste Services, Inc. and its subsidiaries, including the Burlington Area Transfer Station and Moretown Landfill are being purchased by AIG Highstar Capital II, LP. Section 5.14 of

the CSWD Lease Purchase Agreement for the transfer station with WPV gives CSWD limited rights to “terminate this Lease upon any material change in ownership of WPV or it’s Parent Company” T. Moreau explained that the proposed purchase of BATS provides a decision point for CSWD in that an opportunity might exist to restructure the agreement between the two parties concerning the future use of the transfer station. T. Moreau noted that in early October CSWD received word of this and brought this to the Executive Board, which discussed the issue fairly extensively. T. Moreau mentioned that during that Exec Board meeting, no one from North East was there so the Executive Board did not want to give consent. T. Moreau explained subsequent to the Exec Board meeting, that Dave Florence, Executive Vice President and Chief Operating Office for North East Waste Services (NEWS) met with both Tom and Tony to discuss this issue. Dave Florence concurred that everyone on their end and NEWS/WSI is fine with the letter of intent.

Paul Stabler asked if CSWD was covered if another sale occurred. Thomas Melloni explained that CSWD was covered and that is clear in the lease agreement. Paul Stabler asked about flow control and why that was linked to the agreement. T. Moreau explained that NEWS had a concern regarding maintaining a level playing field because if they lost the transfer station and there was no flow control, and Casella was still operating their transfer station, NEWS would be at a disadvantage competing with Casella. Dave Florence concurred that if there is flow control and the District opened up a regional landfill that everyone had to use, then NEWS could compete with Casella.

Mary Houle questioned CSWD’s attorney Thomas Melloni on the issue of flow control. Thomas Melloni explained that flow control is legal and alive and could be challenged by the Supreme Court. There have been cases in New York and other areas where various forms of flow control has been upheld. Thomas also explained that with a mandatory ordinance or franchise arrangement CSWD could also control the waste in Chittenden County and this has been upheld by the courts.

MOTION by Mary Houle, SECOND by Alan Nye, that the Board of Commissioners authorize the General Manager to sign the attached Letter of Intent with the understanding that a formal Lease Agreement will be presented to the full Board for Approval at its November meeting. VOTING: unanimous; motion carried.

2. **OTHER BUSINESS** - No discussion was held.

4. **EXECUTIVE SESSION**

MOTION by Paul Stabler, SECOND by Mary Houle, that the Board of Commissioners of the Chittenden Solid Waste District go into Executive Session to consider pending civil actions and contract negotiations where premature general public knowledge would clearly place the District, its member municipalities, and other public bodies or persons involved at a substantial disadvantage, and further, to seek and discuss the advice of attorneys on various legal issue where premature public knowledge could adversely affect the outcome of such civil action against the

District, and to permit staff and the Solid waste District attorney(s) to be present for this session. **VOTING: unanimous; motion carried.**

The Board entered Executive Session at 6:18 p.m.

MOTION by Mike Coates, SECOND by Mary Houle, to adjourn Executive Session and reconvene the regular meeting. VOTING: unanimous; motion carried.

Executive Session was adjourned and the regular meeting reconvened at 6:28 p.m.

5. ADJOURNMENT

MOTION by Mike Coates, SECOND by Mary Houle, to adjourn the meeting. VOTING: unanimous; motion carried.

The meeting was adjourned at 6:29 p.m.

Amy Jewell, Recording Secretary

I agree that this is an original copy of minutes and they have been approved by motion of the Board of Commissioners at the _____ meeting held in _____.

Mike Coates, Secretary/Treasurer