

RSWA BOARD OF DIRECTORS
Minutes of Regular Meeting
November 26, 2001

A regular meeting of the Rivanna Solid Waste Authority (RSWA) Board of Directors was held on Monday, November 26, 2001, at 3:02 p.m., in the Conference Room, Administration Building, 200 Franklin Street, Charlottesville, Virginia.

Board members present: Mr. Richard Collins, presiding, Mr. Mark Graham, Mrs. Judith Mueller, Mr. Robert Tucker, and Mr. Gary O'Connell

Authority staff present: Mr. Lawrence Tropea, Mr. Wayne Stephens, Mr. Lonnie Wood, Mr. Bruce Edmonds, and Ms. Carol Wiles.

Also present: Mr. Robert Huff, Independent Auditor, Mr. Kurt Krueger, RSWA Attorney, members of the public and media representatives.

1.0 Call To Order

The regular meeting of the RSWA Board of Directors was called to order by Mr. Richard Collins, Chairman, on Monday, November 26, 2001, at 3:02 p.m., and a quorum was present.

2.0 Minutes Of Previous Meeting

Upon a motion by Mr. Tucker, and seconded by Mr. Graham, the Board of Directors voted to approve the minutes of the regular Board meeting held on Monday, October 22, 2001.

3.0 Items From The Public

Chairman Collins then asked if any members of the public desired to speak.

Mr. Ed Strange, Ivy, Virginia, requested that the following items be addressed:

1. In the Financial Report there is a statement that the legal costs are the cause of the budget variance in the Administrative Cost Center. Mr. Strange requested a breakdown of the actual legal costs as those expenditures are included within the Administrative cost figures.
2. Mr. Strange asked for the balance of the Financial Assurance Trust fund, as the amount of interest earned appeared to have declined.

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3.0 Items From The Public Continued

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3. Mr. Strange identified that in the draft minutes from the RSWA Citizens Advisory Committee, there is a statement that three wells had constituents above groundwater protection standards, but these numbers were coming down. Mr. Strange commented that he did not take much solace in the latest sample results since, in his opinion, the numbers almost invariably come down when there has been no rain.
4. The final item addressed by Mr. Strange was the planned passive gas collection system to be installed as part of the Cell 2 (unlined) closure. Mr. Strange commented that there were past problems at the Ivy landfill with this type of system from an odor standpoint. He also voiced a concern as to the annoyance to residents of Peacock Hill who will have full view of the flares at night. Mr. Strange suggested that the RSWA abandon the passive system and convey the gas to the existing active landfill gas control system.

Ms. Cynthia Deupree, Ivy, Virginia, also voiced concern about the planned installation of the passive gas collection system because of previous problems with odors. She stated that she had no complaints with the existing active gas system, but stated that candle flares are not adequate to deal with this situation. Ms. Deupree suggested that RSWA install a back-up active system so a changeover can occur quickly in the event problems develop.

In response to the request for a breakdown on legal fees, Mr. Wood stated that he would provide these figures to the Board and to Mr. Strange.

Regarding the passive gas system, Mr. Tropea responded that it was discussed at the CAC meeting and it is our understanding that a passive system could operate without problems in this application if properly maintained. He also added that the Authority is obtaining updated costs for both a passive and active system.

Responding to the question regarding the Financial Assurance Trust Fund, Mr. Wood stated that excess interest had been withdrawn from the fund and placed in another interest-bearing account.

4.0 Consent Agenda

Mr. Tropea asked if there were any items that the Board members would like to discuss regarding the Consent Agenda.

- a) Staff Report on Finance
- b) Material Utilization Center Manager's Report

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4.0 Consent Agenda Continued

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- c) McIntire Road Recycling Center/Paper Sort Recycling Operations Manager's Report
- d) Staff Report on Employee Safety

In regards to item 4b), the Material Utilization Center Manager's Report, Mr. Tropea reported that the "windshield survey" began on Sunday, November 25, 2001 and will run through Saturday, December 8, 2001. He stated that the results would be provided for the December Board meeting.

Mr. Tropea called the Board's attention to the positive results from the Fall Bulky Waste Days. He stated that we should be proud of the large turnout of people, and the items they brought will be properly managed and not become an eyesore or environmental problem to the community.

In regards to item 4c), the McIntire Road Recycling Center/Paper Sort Recycling Operations Manager's Report, Mr. Tropea stated that one of RSWA's recent successes was the November 15th America Recycles cookout celebration at which we congratulated area recyclers for their commitment.

In regards to item 4d), the Staff Report on Employee Safety, Mr. Tropea stated that we would supplement the report in future months as suggested by Mr. O'Connell during the RWSA meeting.

Upon a motion by Mr. Tucker, and seconded by Mrs. Mueller, the Board of Directors approved items 4a), b), c), and d) of the Consent Agenda. All members voted aye.

5.0 Other Business

In regards to item 5a), Citizens Advisory Committee, the draft minutes were accepted by the Board. There was no action required by the Board of Directors.

In regards to item 5b), a Resolution to Approve the Fixed Swap Master Agreement, Mr. Wood reported to the Board that the Authority currently has a \$2 million loan with the Bank of America at a variable interest rate. He stated that interest rates are now low, and we have the opportunity to fix that rate over a ten-year period. Mr. Wood explained that this is achieved through a fixed rate swap by which the Authority agrees to pay the bank interest at a fixed rate, and the bank agrees to pay a floating interest rate. Mr. Wood noted that these swaps become negotiable instruments in themselves. Mr. Wood added that we can terminate this arrangement at any time but would have to pay a fee. In response to a question from Mr. Collins, Mr. Wood explained that the rate would be fixed at a higher rate than the variable rate we are paying now in order to eliminate the risk of an even higher rate over a ten-year period.

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5.0 Other Business Continued

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Mrs. Mueller made a motion as follows: "I move approval of the resolutions required by Bank of America, N.A. for the purpose of approving the Authority's entry into the ISDA Master Agreement between the Bank and the Authority, in the form of the resolutions set forth on the Bank's Certificate of Corporate Resolutions, a copy of which has been distributed to the Directors and will be attached to these minutes, and pursuant to which Mr. Tropea as the Executive Director, and Mr. Wood as the Director of Finance and Administration, are each authorized to execute the Agreement and all related documents in the name of, and on behalf of the Authority, and, I further move that the Secretary of the Authority be authorized to sign the Certificate of Corporate Resolutions, and to sign such other certificates and attest the signatures of the aforementioned officers of the Authority in connection with the Agreement as may be required by the Bank."

The motion was seconded by Mr. O'Connell, and the Board of Directors approved the motion. All members voted aye.

In regards to item 5c), Proposed Board Meetings Schedule for Calendar Year 2002, a motion was made by Mr. Tucker, and seconded by Mrs. Mueller, that the Board of Directors approve the proposed Board meeting schedule for calendar year 2002. All members voted aye.

In regards to item 5d), the Audit and Comprehensive Annual Financial Report, Mr. Robert Huff, a representative of Robinson, Farmer, Cox Associates stated that the financial report for the year ending June 2001 finds the RSWA's accounts are in good standing and all his opinions are unqualified. In response to questions regarding the contents of the Management Report, Mr. Huff replied that improvements from the prior year were noted and no new issues were raised.

Mr. Collins noted that the Government Finance Officers Association of the United States and Canada have awarded a Certificate of Achievement for Excellence in Financial Reporting to the Rivanna Solid Waste Authority for its comprehensive annual financial report for the fiscal year ending June 2000.

Mr. Collins thanked Mr. Wood, Mr. Tropea, and Mr. Hendrix for the excellent Financial Report.

Upon a motion by Mr. Tucker, and seconded by Mr. Graham, the Board of Directors voted to approve the Annual Audit and Comprehensive Financial Report for Fiscal Year 2001. All members voted aye.

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5.0 Other Business Continued
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In regards to item 5e), upon a motion by Mr. Tucker, and seconded by Mr. Graham, the Board of Directors approved the recommended 2001 Holidays scheduled for December 24th and December 31st. All members voted aye.

6.0 Other Items From Board/Staff Not On Agenda

Mr. Tropea provided copies of a memo to the Board members from Mr. Cole Hendrix, which outlined two items associated with the closure of Cell 2 (unlined). He stated that past Board minutes do not indicate Board approval for these two expenditures. He asked that the Board take formal action on the following bids:

Item 1: Geosynthetic Clay Liner

RSWA issued a purchase order for the purchase and installation of a Geosynthetic Clay Liner in May of 1999 to National Seal Company. The current cost of that activity has been determined to be \$345,692.00.

Item 2: Landfill Gas Control System

As part of the Cell 2 (unlined) closure, the Authority will be required to install a gas system. The current cost of the passive system is \$15,350.00.

In response to questions regarding the two types of landfill gas systems, Mr. Tropea stated that an active system involves the collection and burning of landfill gas through an incineration device while the passive system uses multiple devices located at strategic locations at the landfill.

Upon a motion by Mrs. Mueller, and seconded by Mr. O'Connell, the Board of Directors approved the \$345,692.00 for the Geosynthetic liner and \$15,350.00 for a passive gas system on Cell 2 (unlined). All members voted aye.

7.0 Items From The Public

Mr. Ed Strange, Ivy, Virginia, asked Mr. Tropea for clarification regarding the landfill gas control system for Cell 2 (unlined). Mr. Strange stated it is his understanding that the groundwork for the two gas systems were similar and that the passive system for Cell 2 could be modified to an active system if problems developed. Mr. Tropea replied in the affirmative.

8.0 Closed Meeting

There was no need for a closed meeting.

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9.0 Adjournment

Mr. Tucker made a motion, which was seconded by Mrs. Mueller, to adjourn this meeting at 3:30 p.m.

Respectively Submitted,

Mr. Gary O'Connell
Secretary – Treasurer