

SOLID WASTE SPECIAL SERVICE DISTRICT #1 (SWSSD1)
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Consistent with provisions of the Utah Open and Public Meetings Act, Utah Code Ann. §54-2-207(4), the Administrative Control Board of the Solid Waste District has decided to continue to hold electronic meetings without a physical anchor location. Due to the health and safety risks related to the ongoing COVID-19 pandemic and considering public health orders limiting in-person gatherings, the Solid Waste District has continued to hold meetings by electronic means.

**MINUTES: REGULAR MEETING OF THE
SWSSD1 ADMINISTRATIVE CONTROL BOARD**

MONDAY, MARCH 22, 2021, 6:00 PM

BOARD MEMBERS PRESENT: Kalen Jones (Chair), Mary McGann (Treasurer), Kevin Fitzgerald (Vice Chair), Chad Harris (Member), and Diane Ackerman (Member).

Others present: Evan Tyrrell (District Manager), Jessica Thacker (District Program Manager/District Clerk), Chris Scovill (District Facilities Supervisor), LJ Blackburn (District Administrative Assistant/Bookkeeper), Alexander Pearson (Kirton and McConkie), Kirk Nintz (Unitt Ventures), Bryce Dalton (Kirton and McConkie), Japheth McGee (Zions Public Finance), and Alex Buxton (Zions Public Finance).

These minutes are presented in the order of the agenda and not necessarily in the order of discussion. The board packet is available on the District's website located here:
<https://swssd1.org/board-meetings-and-minutes/>.

REGULAR MEETING – CALL TO ORDER (6:00PM)

Kalen Jones called the meeting to order at 6:01pm. Chad Harris joined the meeting at 6:02pm.

CITIZEN'S INPUT

No comments were received.

APPROVAL OF MEETING MINUTES

A. FEBRUARY 18, 2021 REGULAR MEETING

MOTION: Mary McGann motioned/Diane Ackerman seconded to approve the draft minutes for February 18, 2021 as written in the March 22, 2021 Board packet. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

B. MARCH 4, 2021 SPECIAL MEETING

MOTION: Mary McGann motioned/Diane Ackerman seconded to approve the draft minutes for March 4, 2021 as written in the March 22, 2021 Board packet. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

TREASURER/FINANCIAL

C. ACTION ITEM: APPROVAL OF EXPENDITURES FOR THE MONTH OF FEBRUARY 2021

Evan Tyrrell provided a brief summary of the expenditures for the month of February with both routine expenditures along with non-routine expenditures such as the first annual payment towards the Bomag 772 Compactor loan. He stated there would be four more similar annual payments in the future.

MOTION: Mary McGann motioned/Kevin Fitzgerald seconded to approve the expenditures of February 2021 for \$158,417.13. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

REPORTS FROM BOARD AND STAFF

D. DISTRICT STAFF REPORTS

Evan Tyrrell provided a brief staff report indicating that the District was currently seeking an equipment operator and had posted a job listing in several locations. He also provided progress on District facilities such as the completed chipping and grinding of reclaimed green waste at the Moab Landfill, the participation from both residents and commercial entities at the Household Hazardous Waste Collection Event on March 6th, the process and current participation of the ongoing Moab Landfill Spring Voucher Cleanup Program, ongoing updates and revisions being considered regarding District policies, and participation of a safety summit hosted by SWANA. Evan Tyrrell reminded the Board of upcoming events such as the Moab Landfill and Community Recycle Center tours, pending Earth Day events on April 24th, and rescheduling of the April 2021 Board meeting.

Jessica Thacker gave a brief staff report providing updates on participants in the CRC Sponsorship Program, stated appreciation towards the City of Moab for granting the District funds to assist with costs associated with the Spring Voucher Cleanup Program, and updated the Board on a discussion with the regional USDA representative regarding the details of the Water and Waste Loan and Grant program.

LJ Blackburn reported that a noticeable decrease in credit cards transaction fees had been observed due to the new credit card processing service. She also stated that she was currently researching health insurance options for District employees and would present those findings later in the Board meeting (Agenda Item F).

Chris Scovill notified the Board that the 980 Loader had been delivered onsite and that it is a vast improvement over current equipment to support the ongoing excavation at the Moab Landfill.

E. BOARD REPORTS

Diane Ackerman stating that following some research and community outreach, she had organized a composting workshop with the Our Village Community Center on April 10th at 9am, where a demonstration on how to build a compost pile from scratch would be shown. No other Board reports were presented.

OLD BUSINESS

F. REVIEW AND DISCUSSION OF QUOTES RECEIVED FOR THE EVALUATION OF ALTERNATIVE HEALTH INSURANCE OPTIONS FOR DISTRICT STAFF

LJ Blackburn stated that she reached out to several insurance companies for quotes and selected those with most favorable plans then compared them to the District's current insurance plan. Mary McGann asked if there was a recommended plan and LJ replied that the PEHP Summit Exclusive Star HSA Option 2 Plan and Option 3 Plan were the most highly recommended plans. Evan Tyrrell supported the Option 2 Plan as it provided enhanced coverage compared to the District's current health insurance and resulted in a notable cost savings to the District. He explained the two main focuses on benefits analysis were the deductible costs and out-of-pocket maximums to District employees, especially in comparison to the District's current plan (received through Grand County) and associated expenses. Mary McGann asked how these recommended plans compare to the health insurance Monument Waste Services, LLC (MWS) employees currently receive. Evan Tyrrell explained that MWS employees currently pay for a large portion of their health insurance cost (25% employee contributions) where District employees' health insurance cost are currently covered in full by the District. Mary McGann stated these recommended plans appear to be more beneficial to all employees and Evan Tyrrell agreed stating that adopting one of these recommended health insurance plans would enhance the benefits and lower costs to both MWS and District employees.

Chad Harris stated this acquisition was the proper time to be exploring new health insurance options. LJ Blackburn explained that while District employees' insurance is 100% covered by the District, MWS employees pay for 25% of their health insurance costs. Evan Tyrrell stated these recommended plans and the District pursuit of them would allow the District to make health insurance more equitable between the two entities, and that current District employee contributions should be considered with any new plan. Kalen Jones voiced his appreciation at the level of research presented and agreed that the recommended plans appeared beneficial to all applicable employees. LJ Blackburn also explained that the recommended plans offered expanded health services in Colorado, thus covering employees who utilized services in Grand Junction. She requested Board members to volunteer for committee assistance in furthering employee-based decisions such as health insurance, determining employee policies, and Employee Handbook assistance. Chad Harris and Kevin Fitzgerald were designated.

NEW BUSINESS

G. *POSSIBLE ACTION ITEM: APPROVAL OF KLONDIKE LANDFILL FRANCHISE AGREEMENT WITH AW CONSTRUCTION*

Evan Tyrrell stated that language was added to Article 7 regarding the leasing and subcontracting of haulers and/or trucks and that a legal review had been completed to verify the additional language.

MOTION: Mary McGann motioned/Kevin Fitzgerald seconded to approve the Klondike Landfill Franchise Agreement with AW Construction and authorize the Chair and District Manager to sign all associated documents. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

H. *POSSIBLE ACTION ITEM: APPROVAL OF KLONDIKE LANDFILL FRANCHISE AGREEMENT WITH KUBIK BUILDERS*

MOTION: Kevin Fitzgerald motioned/Diane Ackerman seconded to approve the Klondike Landfill Franchise Agreement with Kubik Builders and authorize the Chair and District Manager to sign all associated documents. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

I. *POSSIBLE ACTION ITEM: APPROVAL OF DISTRICT COVID-19 VACCINATION POLICY*

Evan Tyrrell stated that the development of the District's COVID-19 Vaccination Policy was rather challenging due to the lack of guidance and resources on employer vaccination policies. He stated that both himself and Jessica Thacker did extensive research and incorporated incentives for staff that receive the full vaccine dosage. Evan Tyrrell stated this policy brought up several questions such as allowance of negative sick leave to District staff. He informed the Board that Jessica Thacker had developed educational material that discussed vaccine development along with specific details on the individual vaccine available to be discussed at an upcoming safety meeting. Evan Tyrrell detailed the development of a vaccine declination form for those that choose to opt-out of the COVID-19 vaccine while providing incentives to those that choose to opt-in.

Mary McGann voiced support of the proposed policy and incentive aspect. Chad Harris asked how the incentive was determined (in the form of a \$50 gift card) rather than an HSA deposit. Evan Tyrrell responded that a gift card felt more appealing to staff and stated that there currently seemed to be a decent amount of reluctance amongst the staff regarding the COVID-19 vaccine.

MOTION: Kevin Fitzgerald motioned/Mary McGann seconded to approve the District COVID-19 Vaccination Policy with an effective date of March 23, 2021. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

J. *POSSIBLE ACTION ITEM: APPROVAL OF THE PURCHASE AND REPLACEMENT OF NEW TRACK ASSEMBLIES, INCLUDING BOTH TRACKS, SHOES, AND SPROCKET SEGMENTS FOR THE DISTRICT'S 2005 CATERPILLAR D8 BULLDOZER IN AN AMOUNT NOT TO EXCEED \$22,500*

Evan Tyrrell stated that the D8 tracks, shoes, and sprocket segment are categorized as wear items and should have been rotated several years ago. He stated that failure to replace these items could result in the tracks falling off and stranding the D8 dozer in an inaccessible location. Chris Scovill explained that by addressing the problem now, it provides cost savings for potential future breakdowns and allows the District to schedule the maintenance in an appropriate timeframe.

MOTION: Chad Harris motioned/Kevin Fitzgerald seconded to approve the purchase and replacement of new track assemblies, including both tracks, shoes, and sprocket segments for the District's 2005 Caterpillar D8 bulldozer in an amount not to exceed \$22,500. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

K. *POSSIBLE ACTION ITEM: APPROVAL OF REAL PROPERTY PURCHASE AND SALE AGREEMENT WITH MOAB LAND COMPANY, LLC FOR THE PURCHASE OF THE REAL PROPERTY LOCATED AT 2295 SOUTH HIGHWAY 191, MOAB, GRAND COUNTY, UTAH, AND ASSET PURCHASE AGREEMENT WITH MONUMENT WASTE SERVICES, LLC FOR THE PURCHASE OF SUBSTANTIALLY ALL OF THE ASSETS RELATING TO THE OPERATIONS OF MONUMENT WASTE SERVICES, LLC'S BUSINESS IN GRAND AND SAN JUAN COUNTIES IN UTAH WITH A COMBINED PURCHASE PRICE NOT TO EXCEED \$11,410,000*

Evan Tyrrell introduced this topic by stating that this is a huge opportunity for the District. Past strategic plans and consultant have suggested that the District acquire the transfer station and collections component, which has been a long-time goal of the District. Evan Tyrrell stated that a series of consultant had been retained over the past several months to support due diligence inquires, financial analyses, real estate due diligence, and a solid waste company acquisition expert was utilized throughout the analyses, including evaluation of purchase prices. Evan Tyrrell stated that these types of acquisitions are typically conducted under strict confidentiality agreements, which Monument Waste Services required leading up to the approval of purchase agreements. Finally, Evan Tyrrell stated that as a result of the combined services, several efficiencies will be realized, resulting in both short- and long-term benefits to residents and businesses of Grand County and the City of Moab.

Evan Tyrrell introduced the legal consultants: Alexander Pearson (Kirton and McConkie), Bryce Dalton (Kirton and McConkie), and Kirk Nimitz (Unitt Ventures) who provided legal, acquisition, financial, and other due diligence support. Evan Tyrrell reported that the Phase I Environmental Site Assessment of the property came back clean and that no additional investigations were recommended. He stated the appraisal for the real property was scheduled for the following day and recommended the Board utilize the presence of the legal representatives to answer any questions the Board might have regarding the two purchase agreements.

Mary McGann stated the Real Property Purchase and Sale Agreement was a very dense document but she had no questions at the time. Alexander Pearson explained that this document is a binding document that can still be backed out of pending additional due diligence to be performed.

MOTION: Mary McGann motioned/Kevin Fitzgerald seconded to approve the Real Property Purchase and Sale Agreement with the Moab Land Company, LLC for the purchase of the real property located at 2295 South Highway 191, Moab, Grand County, Utah and asset purchase agreement with Monument Waste Services, LLC for the purchase of the assets related to the operations of Monument Waste Services, LLC business in Grand County and San Juan Counties in Utah with the combined purchase price not to exceed \$11,410,000.

AMENDED MOTION: Mary McGann motioned/Kevin Fitzgerald seconded to approve the Real Property Purchase and Sale Agreement with the Moab Land Company, LLC for the purchase of the real property located at 2295 South Highway 191, Moab, Grand County, Utah and Asset Purchase Agreement with Monument Waste Services, LLC for the purchase of the assets related to the operations of Monument Waste Services, LLC business in Grand County and San Juan Counties in Utah with the combined purchase price not to exceed \$11,410,000 and authorize the Chair and District Manager to sign all associated documents. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

L. *POSSIBLE ACTION ITEM: CONSIDERATION FOR THE ADOPTION OF A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT MORE THAN \$15,000,000 AGGREGATE PRINCIPAL AMOUNT OF GENERAL REVENUE AND REFUNDING BONDS, SERIES 2021; AND RELATED MATTERS*

Evan Tyrrell introduced Japheth McGee (Zion Public Finance) and Alex Buxton (Zions Public Finance) to the Board as the District's financial advisers and stated that bids have been released and that a favorable bid has been received. He stated the resolution has not changed and if approved, will open a thirty (30) day contestability period along with a public hearing period. Japheth McGee stated that interest rates were very low in February and appear to be tracking upwards. Alex Buxton reiterated that the terms of the received favorable bond are progressing and many discussions with bidders have occurred. Evan Tyrrell reminded the Board that although the resolutions states a not to exceed amount of \$15,000,000 does not necessarily indicate the District will borrow that amount. He stated that 15-year and 18-year loan terms are available.

MOTION: Mary McGann motioned/Kevin Fitzgerald seconded to adopt a resolution authorizing the issuance and sale of not more than \$15,000,000 aggregate principal amount of general revenue and refunding bonds, Series 2021, and authorize the Chair and District Manager to sign all associated documents. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

CLOSED SESSION(S)

MOTION: Mary McGann motioned/Diane Ackerman seconded to enter into closed session to discussion the character, professional competence, or physical or mental health of an individual(s) as well as strategy sessions to discuss the purchase, exchange, or lease of real property. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

The closed session began at 7:13pm.

M. DISCUSSION OF THE CHARACTER, PROFESSIONAL COMPETENCE, OR PHYSICAL OR MENTAL HEALTH OF AN INDIVIDUAL(S)

N. STRATEGY SESSION TO DISCUSS THE PURCHASE, EXCHANGE, OR LEASE OF REAL PROPERTY

MOTION: Mary McGann motioned/Chad Harris seconded to exit the closed session. Roll call vote: Diane Ackerman, Chad Harris, Kalen Jones, Mary McGann, and Kevin Fitzgerald each voted yes. Motion passed unanimously.

The closed session ended at 7:44pm.

CLOSING ACTIONS / ADJOURNMENT

O. FUTURE CONSIDERATIONS

A Special Meeting and Public Hearing will be held on April 8, 2021, beginning at 5:00 pm.

P. ADJOURNMENT

MOTION: Kevin Fitzgerald motioned/Mary McGann seconded to adjourn the meeting.

The meeting adjourned at 7:45 p.m.

Respectfully submitted to the Board,

Jessica Thacker
District Clerk, Solid Waste Special Service District #1