



MEETING NOTICE RAMSEY/WASHINGTON RECYCLING & ENERGY BOARD

Date: Thursday, May 26, 2022

Time: 10:00 am to 12:00 pm

Commissioners, Key staff, Presenters:

Ramsey County Environmental Health | 2785 White Bear Ave N. | 2nd Floor Conf. Room
Maplewood, MN | 55109 | [Map](#)

Public Zoom: <https://zoom.us/j/98367710896?pwd=K2ISM0wwS0l4bmRyYlByRzB3bFU4dz09>

Meeting ID: 983 6771 0896 | Passcode: 422558 | Phone: 1-651-372-8299

The Recycling & Energy Board Chair approved, starting with the March 24, 2022 R&E Board meeting, hosting with commissioner members all in person at Ramsey County Environmental Health Offices in Maplewood, along with key staff and presenters. Members of the public are encouraged to participate remotely via Zoom or may attend at the Maplewood address.

AGENDA:

- I. Call to Order, Introductions, Commissioner Roll Call**
- II. Approval of Agenda** Action Page 1
- III. Approval of Minutes – April 21, 2022 Board Minutes** Action Page 3
- IV. Consent Agenda** Action Page 9
 - a. Juneteenth Holiday
- V. Governance**
 - a. Bylaws Amendment – 30-Day Amendment Notice Action Page 12
 - b. JPA Amendment Action Page 26
- VI. Management and Administration**
 - a. Facility & Finance Committee Report
 - i. 2022 Budget Status Information Page 47
 - b. Workgroup Report: End-Use Markets Facility Site Visits Information Page 50
- VII. Policy – no items.**
- VIII. Updates and Reports** Information Page 52
 - a. Legislative update
 - b. Facility Updates
 - c. Joint Activities Updates Page 54
 - d. Procurement Report Page 56

IX. Other

- a. Invitation for Comments from Ex Officio R&E Board Members: Information
MPCA and City of Newport

X. Adjourn

NEXT MEETING:

R&E Board | Thursday, June 23, 2022 | 10 am – 12 pm | Ramsey County Environmental Health, Maplewood



THURSDAY, APRIL 21, 2022
RAMSEY/WASHINGTON RECYCLING & ENERGY BOARD MINUTES

A meeting of the Ramsey/Washington Recycling & Energy Board (R&E Board) was held at 10:00 a.m. on Thursday, April 21, 2022, at the Ramsey County Environmental Health Office, 2785 White Bear Avenue North, Suite 350, Maplewood, Minnesota. Members of the public were able to attend via Zoom or in person at the Maplewood address.

MEMBERS PRESENT

Commissioners Wayne Johnson, Stan Karwoski, Fran Miron, Lisa Weik – Washington County
Commissioners Nicole Frethem, Trista MatasCastillo, Rafael Ortega – Ramsey County

MEMBERS NOT PRESENT

Commissioner Gary Kriesel (alternate) - Washington County
Commissioners Mary Jo McGuire, Victoria Reinhardt, Jim McDonough (alternate) - Ramsey County

EX-OFFICIO MEMBERS PRESENT

Dave Benke, Minnesota Pollution Control Agency

EX-OFFICIO MEMBERS ATTENDING REMOTELY

Tom Ingemann, City of Newport

ATTENDING AT RAMSEY ENVIRONMENTAL HEALTH, MAPLEWOOD

Leigh Behrens, Sheena Denny, Amanda Erickson, Kelli Hall, Sam Hanson, Sam Holl, Kevin Johnson, Jennefer Klennert, Nathan Klett, Juna Ly, Kevin Magnuson, Andrea McKennan, Jim Redmond, Michael Reed, John Ristad, Nikki Stewart, Jody Tharp, Jordan Thone, Kris Wehlage

ATTENDING REMOTELY

Joel Anderson, Kate Bartelt, Tammy Christopherson, Shannon Conk, Max Dalton, Dan Donkers, David Eid, Rae Eden Frank, Jamie Giesen, Michelle Gin, Tabatha Hansen, Jon Jacobson, Hannah Keller, Julie Ketchum, Nick Kluge, Leslie Duling McCollum, Jennifer Nguyễn Moore, Jeff O'Donnell, Jessica Paquin, Minette Saulog, John Springman, Ryan Tritz, Margaret Vesel, Renee Vought, Joua Yang, Susan Young

CALL TO ORDER/APPROVAL OF THE AGENDA

Vice Chair Miron called the meeting to order at 10:01 a.m. Introductions were made. A roll call of commissioners was conducted.

Commissioner Johnson moved, seconded by MatasCastillo, to approve the agenda as presented.

Roll Call: Ayes: 7 Nays: 0 Motion Carried.

APPROVAL OF MINUTES

Commissioner Weik moved, seconded by Ortega, to approve the March 24, 2022 R&E Board minutes.

Roll Call: Ayes: 7 Nays: 0 Motion Carried.

CONSENT AGENDA

Commissioner MatasCastillo moved, seconded by Ortega, to approve Resolution R&EB-2022-06, Consent Agenda. The R&E Board:

- Approves the Labor Agreement with a term of January 1, 2022, through December 31, 2024, between the Ramsey/Washington Recycling & Energy Board and the International Brotherhood of Electrical Workers Local Union No. 23.
- Approves the revised R&E Board Procurement Guidelines and authorizes the JLT to implement these procedures.
- Approves the participation of members from the R&E Facility & Finance Committee on the end-use market site visits and for the workgroup to report back to the R&E Board at a later date.

Roll Call: Ayes: 7 Nays: 0 Motion Carried.

MANAGEMENT AND ADMINISTRATION

Facility & Finance Committee Report

Commissioner Wayne Johnson, Facility & Finance (F&F) Committee chair, presented an update from the committee meeting of April 14, 2022, at which amendments needed to 2023 budgets were discussed.

2023 Budget Objectives and Impacts

Nikki Stewart, Washington County and R&E Joint Leadership Team (JLT), reviewed the R&E budget structure. Highlights of the three budgets for amendments in 2023 include:

- Joint Activities (JA) Budget – No changes to total county contributions from the County Environmental Charge (CEC).
- Equipment Maintenance & Replacement (EM&R) Budget – No changes to total. EM&R Budget is primarily funded by recycling revenues, which have been higher than budgeted in 2022 and 2023 as recycling commodity prices have recovered from record lows.
- Facility Budget – Amendments are needed due to increased costs.

Stewart reviewed impacts to the Facility Budget, primarily in transportation costs and transload fees. She reviewed the R&E Joint Activities Fund Balance Policy.

- Transportation costs are for trucking firms to transport material to Xcel facilities, recycling markets and landfills. Current contracts expire in 2022, and new contracts are needed for 2023. The proposed 2023 increase of \$1.6 million is due to inflation and rising fuel costs.
- Transload fees are paid to transfer station operators to receive, weigh, and manage waste delivered to their facilities. Current contracts expire in 2022, and new contracts are needed for 2023. The proposed 2023 increase of \$113,000 is due to inflation.
- Recommendations to address the 2023 increase in expenses include:
 - Transfer \$1.5 million of the 2021 Joint Activities Fund balance to the 2023 Facility Budget.
 - Use a portion of the budgeted 2023 Contingency Fund in the amount of \$268,110.

Impacts from these recommendations include:

- Without use of the fund balance, the 2023 tipping fee would need to increase by an additional \$4/ton to \$103/ton. As approved in 2021, the 2023 tipping fee will be \$99/ton.
- R&E does not need to tap into its Operating Reserve Fund (ORF) or the Enterprise Reserve Fund (ERF), and R&E repayment to the counties remains on schedule.
- The Joint Activities Fund Balance remains at 35%.

Other tools reviewed and considered included:

- Identifying possible reductions in the current 2022 and the 2023 proposed Facility Budgets (Enterprise Fund).
- Redirecting a portion of the EM&R cumulative reserve.
- Raising the R&E Center tipping fee, which requires 90 days' notice.

Additional options available but were not considered included:

- Redirecting a portion of the 2023 Joint Activities Budget (Governmental Fund).
- Using the remaining original Operating Reserve Fund (ORF) drawdown of \$4.1 million (currently \$2.6 million).
- Drawing down on the ORF held by counties or scheduled transfers to build up the Enterprise Reserve Fund (ERF) created in August 2019.

Stewart reviewed the 2023 budget preparation timeline. At their May 19 meeting, the F&F Committee will approve budgets and recommend for R&E Board approval. County board workshops will be held in June as needed. The F&F Committee will present the budgets to the R&E Board for discussion on June 23, and the R&E Board will adopt the budgets on July 21. Following R&E Board recommended approval, county boards will approve the Joint Activities Budget in August or September.

Personnel Complement Increase

Michael Reed, Ramsey County and R&E JLT, provided an overview of the proposed increase. The proposed 2023 JA Budget includes the addition of two positions. JLT is recommending these positions be staffed in 2022 with funds available in the 2022 JA Budget.

- A 1.0 FTE planning specialist is needed to support planning and project management for the R&E Center related to operations and safety, and for Joint Activities for implementation of new efforts in the current 2022-2023 budget and into the future.
- A 1.0 FTE program assistant is needed to support current R&E Joint Activities programming, including the development of the food scraps pickup program.

Commissioner Miron asked if new positions will be permanent, not project-specific, which will go away after program implementation. Commissioner Johnson responded that these positions would be permanent.

Commissioner Miron inquired whether internship programs have been implemented at R&E. Stewart said temporary staff have been used in the past and are part of current considerations. Internships are often short-term and entry level, whereas a higher level of skill is needed for the development of the food scraps pickup program and other Joint Activities programs.

Commissioner Miron asked what the employee count will be with respect to Joint Activities. Stewart said there are 12 staff in the JA budget. Some of those 12 staff support the entire organization (such as administration, finance, procurement), not just joint activities. The Facility Budget contains staff that are dedicated to the Facility.

Commissioner Miron asked whether employment cost is split among funding sources or from the Joint Activities Budget only. Kris Wehlage, R&E accounting manager, said funding for these positions is solely within the Joint Activities Budget. Stewart stated that the Facility Budget is specifically focused on direct operations of the facility. A number of staff functions cross over budgets, for example the tour room is in the Facility Budget, and Joint Activities staff coordinate that function.

Commissioner Ortega said it seems all should be prorated to each program area to have a clear picture in financial reports.

Commissioner Miron said additional information on the staff time for Joint Activities versus the Facility Budget would be useful to have considering past discussions about the R&E Center being self-sufficient.

Commissioner MatasCastillo moved, seconded by Johnson, to approve Resolution R&EB-2022-07, Personnel Complement Increase. The R&E Board:

- Approves the addition of 1.0 FTE planning specialist and 1.0 FTE program assistant to the Joint Activities Budget in 2022 and authorizes the Joint Leadership Team to make necessary budget adjustments.

Roll Call: Ayes: 7 Nays: 0 Motion Carried.

End-Use Markets Request for Proposals (RFP) Phase II Recommendations

Leigh Behrens, R&E planning specialist, presented an update on the revised scope for resource management, the future of R&E resource management when new facility enhancements are completed and an overview of anaerobic digestion systems. Behrens reviewed the overall timeline for end markets procurement, the steps taken in identifying top vendors for the Phase II proposals and the proposed strategy for negotiation.

Jim Redmond, R&E contracts manager, explained the need to close the RFP for End-Use Markets for Byproducts and recommending that the R&E Board authorizes JLT to enter into direct negotiations with vendors.

Commissioner Karwoski asked for clarification on whether R&E was able to research and determine the end user markets prior to issuing the RFP. Redmond stated that RFP statutes are fairly restrictive on what can be discussed with vendors. Minnesota statute allows direct purchases because of the type of work that R&E does. If direct purchases had been chosen initially, R&E could have negotiated, but because R&E went through and is currently in an RFP process, R&E cannot engage in negotiations until the RFP process is closed. Behrens added that the R&E process included extensive research with end markets and technologies prior to this RFP process starting. The current action allows negotiation with vendors who have already been identified through the RFP process.

Commissioner MatasCastillo moved, seconded by Karwoski, to approve Resolution R&EB-2022-08, End-Use Markets Phase II RFP Recommendations. The R&E Board:

- Authorizes the JLT to close the RFP for end-use markets for byproducts from the Recycling & Energy Center.
- Authorizes the JLT to enter into direct negotiations with vendors for end-use markets for byproducts from the Recycling & Energy Center, pursuant to the authority granted under Minn. Stat. § 473.811, subd. 4b and requests the JLT to return to the R&E Board with resulting contract(s) for approval.

Roll Call: Ayes: 7 Nays: 0 Motion Carried.

2021 Annual Report

Andrea McKennan, R&E communications coordinator, reviewed the highlights of the 2021 annual report. The report is digital and available on the [R&E website](#).

Commissioners discussed opportunities for this information to be shared with legislators and residents, including adding the link in commissioner signature blocks, on social media, or other communications from commissioners to their constituents, as well availability of a brief summary sheet.

Commissioner MatasCastillo shared that the mattress recycling program was so successful that Second Chance Recycling is moving and expanding their program facility from Hennepin to Ramsey County to grow this partnership and to expand the program.

UPDATES AND REPORTS

Facilities Updates

Sam Holl, R&E Center facility manager, provided updates on processing enhancements construction, which remains on time and under budget. The building for food scrap bag processing is complete and the focus is now on equipment installation and commissioning slated for June 2022. Contractors will then move to construction of the recycling recovery system, with scheduled completion in early 2023.

Commissioner Miron inquired whether a higher risk of fires is anticipated with heat generated by food scraps. Holl stated that the highest fire risk is on the tipping floor, and since food scraps will be processed and not remain on the tipping floor, existing risk is not expected to increase.

Commissioner Miron inquired about changes for insurance for the facility in the last year. He expressed interest in a report about insurance needs and how construction and projects enhancements have changed the needs. Holl stated that an insurance renewal was executed on April 1. It continues to be a challenging market, but R&E experienced a better renewal process than last year. R&E recently completed an evaluation exercise to assess property needs and to develop a strategy going forward for additional insurance needs.

Commissioner Johnson inquired whether R&E has adequate cyber insurance. Holl said R&E recently went through cyber insurance renewal, increasing from \$1 million in coverage to \$2 million. An IT response plan has been implemented, including multi-factor authentication for the R&E Center. Risks are related more with employees (e.g., remote work, ransomware events) and less to the equipment (e.g., robots). IT infrastructure improvements in the past year and continuing in 2022-2023 were favorable factors for the renewal.

Commissioner Miron requested staff prepare a report on insurance for a future meeting.

Nate Klett, Foth Engineering environmental engineer, provided a review of 2021 odor monitoring. A graphic showed odor monitoring site locations in Newport. In 2021, the R&E Center was in compliance with the City of Newport odor ordinance and had zero odor exceedances, achieving its stated goal to not have an odor exceedance more than once per six-month period. Klett shared information about the addition of louvers and power roof vents for odor control, addition of an enclosure for the load out area, and real-time EcoLink remote monitoring and odor control features installed in the food scrap bag building. Foth has partnered with Nasal Ranger and Ecosorb for odor monitoring education.

Commissioner Miron inquired whether this report has been provided to the Newport City Council. Stewart said it has not yet been shared with the city and staff will contact the City of Newport to offer a report.

Joint Activities Updates

Sam Hanson, R&E Joint Activities manager, introduced Juna Ly, R&E's new food scraps pickup program coordinator. Ly provided the commissioners with a food scraps pickup program toolkit for use when in the community. Additional communication tools will be provided as the program evolves.

Ly provided an overview of the program and how it will work for residents. This is an opt-in program for residents, who will be able to order a one-year supply of bags on an annual basis. Residents will order online or call the customer service line to order bags. Reminders will be sent for reorder.

Commissioner Frethem inquired whether businesses will be participating in the program. Hanson shared that the focus of the program is for residents. Businesses are not anticipated to be eligible until the entire residential population has access. Staff are setting criteria for potential business participation.

Commissioner Frethem inquired about plans for apartment and property owners to get bags to their residents. Hanson said this will be part of ongoing services offered through the multi-unit program to have available for its residents.

Commissioner Johnson noted that restaurants can produce more food scraps than residents and asked why they would be left out of the program. Hanson said that, due to volume, a better fit for restaurants is to have cart service through their garbage provider.

Commissioners Karwoski and Frethem noted existing BizRecycling partnerships with MN United and the Saints and opportunities for promotion of the food scraps pickup program through them.

Commissioner Weik expressed interest in how food recovery fits with the food scrap pickup program as it expands to businesses in the future. Commissioner Miron invited Dave Benke, MPCA and ex officio member, to respond. Benke noted that MPCA has worked with numerous food providers of both perishable and non-perishable food to identify barriers, which often relate to the equipment needed to be able to either serve food quickly or to freeze and store it. This effort tackles both environmental and food insecurity issues, and R&E is doing well at moving materials up the waste hierarchy.

Commissioner Ortega inquired about R&E's relationship with Second Harvest Heartland and where their undistributed food goes. Hanson replied that R&E has had an ongoing relationship with Second Harvest Heartland and collaborated with them to establish an organic recycling program. Hanson stated that Second Harvest partnered with U of M to evaluate a small-scale digester on site and will confirm what happens to the food they are unable to distribute. Commissioner Miron noted that agreements are also in place with farmers for livestock feed.

Juna Ly provided information on community engagement for the food scraps pickup program. The R&E's focus group is wrapping up. The purpose of the focus group was to learn about in-home program user experience, barriers to participation and effectiveness of program messaging, including instructional and marketing messages. An update will be presented in May. Ly reviewed the program timeline and said a pilot test is on schedule for launch in late 2022. Phase 1 launch in a few cities is slated for early 2023, with and full launch to all residents in both counties to be completed by the end of 2023.

Procurement Report

Jim Redmond, R&E contract manager, presented the report for the period March 1 through March 30, 2022.

OTHER

Invitation for Comments from Ex Officio R&E Board Members

Tom Ingemann, City of Newport, will inform Newport that R&E staff will provide an update on odor.

Dave Benke, MPCA, shared that MPCA started bringing staff back into the office in phases.

ADJOURN

Vice Chair Miron declared the meeting adjourned at 12:01 p.m.

NEXT MEETING:

R&E Board | Thursday, May 26, 2022 | 10 am – 12 pm | Ramsey County Environmental Health, Maplewood



**RAMSEY/WASHINGTON
RECYCLING & ENERGY**
CONNECTING VALUE TO WASTE

R&E BOARD MEETING DATE:		May 26, 2022				AGENDA ITEM:		IV.a	
SUBJECT:		Juneteenth Holiday							
TYPE OF ITEM:		<input type="checkbox"/>	INFORMATION	<input type="checkbox"/>	POLICY DISCUSSION	<input type="checkbox"/>	ACTION	<input checked="" type="checkbox"/>	CONSENT
SUBMITTED BY:		Joint Leadership Team (JLT)							

R&E BOARD ACTION REQUESTED:

Approve the addition of Juneteenth as an official paid R&E holiday for employees beginning June 20, 2022.

EXECUTIVE SUMMARY:

President Abraham Lincoln issued the Emancipation Proclamation on January 1, 1863. The proclamation declared "that all persons held as slaves" within the rebellious states "are, and henceforward shall be free." On June 19, 1865, Union soldiers landed in Galveston, Texas and told the enslaved that they were free. Juneteenth signifies freedom and liberation for African Americans in the United States. African Americans have been celebrating Juneteenth since the 1800s.

R&E values diversity and would like to honor Juneteenth as a recognized holiday. Adding Juneteenth to the R&E holiday schedule is a part of R&E's work to advance racial equity. It demonstrates R&E's recognition of the achievements as well as the hardships that African Americans have endured and are still enduring.

In observation of Juneteenth, R&E offices will be closed. The R&E Center will remain open on Juneteenth as it does on most other holidays. This holiday is not currently included in the collective bargaining agreement. If approved by the R&E Board, a memorandum of understanding will be presented to the Union to add the holiday to the current agreement. If the Union agrees to the change, Union employees working on Juneteenth will receive a "holiday in lieu" to use another day.

With this addition, R&E will have 11 recognized holidays plus one floating holiday – for a total of 12 paid holidays. This is in alignment with the 12 paid holidays in both Ramsey and Washington counties. Juneteenth was added as an official county holiday in both Ramsey and Washington counties in 2021.

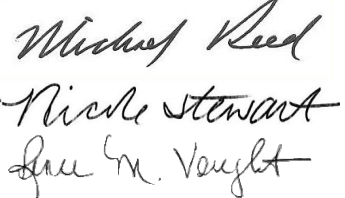


ATTACHMENTS:

1. Resolution

FINANCIAL IMPLICATIONS:

Funds are available in the approved 2022 – 2023 Facility and Joint Activities budgets for this added expense.

SUBJECT: *Addition of Juneteenth as R&E holiday*

AUTHORIZED SIGNATURES	DATE
JOINT LEADERSHIP TEAM	5/19/2022
	
RAMSEY COUNTY ATTORNEY	5/19/2022
	
WASHINGTON COUNTY ATTORNEY	5/19/2022
	



RESOLUTION R&EB-2022-09

WHEREAS, The Ramsey/Washington Recycling & Energy Board ("R&E Board") is governed by the Amended and Restated Joint Powers Agreement by and between Ramsey County and Washington County dated November 19, 2019, ("Joint Powers Agreement"); and

WHEREAS, The R&E Board adopted Procurement Guidelines on January 24, 2019 (Resolution R&EB-2019-2), which specify the procurement methods for contracts and purchases; and

WHEREAS, President Abraham Lincoln issued the Emancipation Proclamation on January 1, 1863; and

WHEREAS, On June 19, 1865, Union soldiers landed in Galveston, Texas and told the enslaved that they were free; and

WHEREAS, Juneteenth signifies freedom and liberation for African Americans in the United States; and

WHEREAS, R&E values diversity and would like to honor Juneteenth as a recognized holiday; and

WHEREAS, Adding Juneteenth to the R&E holiday schedule is a part of R&E's work to advance racial equity and demonstrates R&E's recognition of the achievements as well as the hardships that African Americans have endured and are still enduring; and

WHEREAS, In observation of Juneteenth, R&E offices will be closed but the R&E Center will remain open on Juneteenth as it does on most other holidays; and

WHEREAS, Staff working on Juneteenth will earn a holiday in lieu day to use on another date. NOW, THEREFORE, BE IT

RESOLVED, The R&E Board hereby approves the addition of Juneteenth as an official paid R&E holiday beginning June 20, 2022.

Victoria Reinhardt, Board Chair
May 26, 2022

Attest
May 26, 2022



**RAMSEY/WASHINGTON
RECYCLING & ENERGY**
CONNECTING VALUE TO WASTE

R&E BOARD MEETING DATE:	May 26, 2022				AGENDA ITEM:	V.a		
SUBJECT:	Bylaw Amendment – 30-Day Amendment Notice							
TYPE OF ITEM:	<input type="checkbox"/>	INFORMATION	<input type="checkbox"/>	POLICY DISCUSSION	<input checked="" type="checkbox"/>	ACTION	<input type="checkbox"/>	CONSENT
SUBMITTED BY:	Joint Leadership Team (JLT)							

R&E BOARD ACTION REQUESTED:

Provide the mandatory 30-day notice for amendment of the Bylaws at the May 26, 2022 meeting to:

- Change Article III, Section 5 Item (b), to add the Ramsey/Washington Financial Advisory Work Group to the list of Administrative Functions under Board Administration.
- Clarify Article V, Section 10 (b) and Section 11 by changing the name of the Budget Committee to Facility & Finance Committee.
- Change Article V, Section 11 to move Joint Activities Budget approval by the counties from September 1 to October 1 to reflect a more accurate timeline.
- Change Article VIII, Section 24 to update Principal Place of Business from the Ramsey County office in Maplewood to the Recycling Energy Center address at: 100 Red Rock Road, Newport, MN 55055.

EXECUTIVE SUMMARY:

Changes and updates to the Bylaws are necessary to provide the following updates and clarifications: define the role of the Ramsey/Washington Financial Advisory Work Group, clarify that the Budget Committee is the Facility & Finance Committee, amend the date out by one month for the counties to approve the Joint Activities Budget and change the Principal Place of Business mailing address from the Maplewood Environmental Health Office to the Recycling & Energy Center at 100 Red Rock Road, Newport, MN. Under Article VIII, Section 25 of the Bylaws, at least thirty (30) days written notice must be provided to all members of the board identifying the section or sections of the Bylaws proposed to be amended.

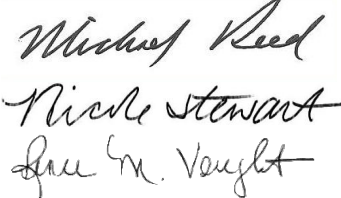


ATTACHMENTS:

1. Resolution
2. Proposed Amendments to the R&E Board Bylaws

FINANCIAL IMPLICATIONS:

None

SUBJECT: *Bylaw Amendment – 30-Day Amendment Notice*

AUTHORIZED SIGNATURES	DATE
JOINT LEADERSHIP TEAM	5/20/2022
	
RAMSEY COUNTY ATTORNEY	5/20/2022
	
WASHINGTON COUNTY ATTORNEY	5/20/2022
	



Resolution R&EB-2022-10

WHEREAS, The Ramsey/Washington Recycling & Energy Board (the “R&E Board”) is governed by the amended and restated joint powers agreement by and between Ramsey County and Washington County dated November 19, 2019, (“Joint Powers Agreement”); and

WHEREAS, The R&E Board has the authority to change its Bylaws as needed in accordance with Section IV.C of the Amended and Restated R&E Board Joint Powers Agreement; and

WHEREAS, The Bylaws set forth the steps needed for amendment in Article VIII. Section 25. of the Bylaws of the R&E Board; and

WHEREAS, these amendments are needed to clarify and execute business processes for the R&E Board.

NOW, THEREFORE, BE IT RESOLVED, the R&E Board hereby provides the mandatory 30-day notice for amendment of the Bylaws at its May 26, 2022 meeting to define the role of the Ramsey/Washington Financial Advisory Work Group under the list of Administrative Functions of the Board, clarify the role of the Facility & Finance Committee, amend the date where the counties will approve the Joint Activities Budget and update the business address of the R&E Board.

- Change Article III, Section 5 (b), to add the Ramsey/Washington Financial Advisory Work Group to the list of Administrative Functions under Board Administration.
- Clarify Article V, Section 10 (b) and Section 11 by changing the name of the Budget Committee to Facility & Finance Committee.
- Change Article V, Section 11 to move Joint Activities Budget approval by the counties from September 1 to October 1 to reflect a more accurate timeline.
- Change Article VIII, Section 24 to update Principal Place of Business from the Ramsey County office in Maplewood to the Recycling Energy Center address at: 100 Red Rock Road, Newport, MN 55055.

Victoria Reinhardt, Board Chair
May 26, 2022

Attest
May 26, 2022

**AMENDED AND RESTATED BYLAWS OF THE
RAMSEY/WASHINGTON RECYCLING AND ENERGY BOARD**
Adopted by the Board January 23, 2020

ARTICLE I

RAMSEY/WASHINGTON RECYCLING AND ENERGY BOARD

The Ramsey/Washington Recycling and Energy Board (the “Board”) is governed by the amended and restated joint powers agreement by and between Ramsey County and Washington County (each a “County” and together the “Counties”) dated September 22, 2015, as it may be amended from time to time (the “Joint Powers Agreement”). These Bylaws are adopted pursuant to Article IV, Section C of the Joint Powers Agreement, are effective as of the date of their adoption by the Board and shall remain in effect for such time as the Board continues to exist pursuant to the Joint Powers Agreement. Definitions of the terms contained in the Joint Powers Agreement shall apply in these Bylaws unless otherwise expressly stated herein.

ARTICLE II

BOARD GOVERNANCE AND OPERATIONS

Section 1. Board Meetings.

(a) **Open Meeting Law.** All meetings of the Board and Board committees shall be conducted pursuant to the Minnesota Open Meeting Law (Minnesota Statutes, Chapter 13D).

(b) **Regular Meetings.** The Board shall meet on a regular basis, with an annual schedule determined at its first meeting each calendar year. The Chair, in consultation with the Vice Chair, may cancel a regular meeting upon furnishing reasonable notice to each member of the Board.

(c) **Special Meetings.** The Board may hold special meetings on an as needed basis, to be called at the discretion of the Chair, in consultation with the Vice Chair. Notice of special meetings, describing the date, time, place, and purpose of the meeting shall be delivered to Board members at least five (5) days prior to each meeting. Public notice of Board meetings shall be published as required by the Minnesota Open Meeting Law.

(d) **Emergency Meetings.** Emergency meetings may be called in compliance with Minn. Stat. § 13D.04, subd. 3.

(e) **Quorum and Actions of the Board.** The presence of five (5) Board members at a meeting shall constitute a quorum. Unless otherwise required by law, the Joint Powers Agreement, or Robert’s Rules of Order, actions of the Board are taken by a majority vote of Board members present. Actions that, pursuant to the Joint Powers Agreement, require a two-thirds majority,

must have affirmative votes from six Board members. A County commissioner designated as an alternate Board member by a County may vote and be counted for purposes of establishing a quorum in place of an absent Board member from that County. All resolutions of the Board shall be in writing, signed by the Chair and attested to by the Secretary/Treasurer. All other actions of the Board shall be by motion recorded in the written minutes. The Board's meeting minutes and actions shall be recorded in a journal, in compliance with the Minnesota Data Practices Act and the Minnesota Open Meetings Law.

(f) **Conduct of Meetings.** Meetings of the Board shall be conducted pursuant to the most recent edition of Robert's Rules of Order.

(g) **Meetings by Interactive Television or Other Electronic Means.** At the discretion of the Chair, in consultation with the Vice Chair, Board meetings may be conducted by interactive television in compliance with the conditions and requirements set forth in Minn. Stat. §13D.02. At the discretion of the Chair, in consultation with the Vice Chair, in emergency conditions, Board meetings may be conducted by telephone or other electronic means in compliance with the conditions and requirements set forth in Minn. Stat. §13D.021.

Section 2. Board Members.

(a) **Board Members.** As provided in the Joint Powers Agreement, the Board shall consist of four commissioners from Washington County and five commissioners from Ramsey County, as appointed by each County. The Counties may replace their respectively designated Board members at any time, at their discretion. Each County also may designate alternate commissioners to serve on the Board in the absence of a County's representative Board member. Board members and alternates shall not receive any salary for their services, provided however that the Board may provide for expense reimbursements to the extent permitted by law.

(b) **Ex-Officio Members.** The Board may appoint representatives from the City of Newport, Minnesota (as provided in the Joint Powers Agreement) and the Minnesota Pollution Control Agency to serve as a non-voting, ex officio members of the Board. From time to time, the Board may appoint one or more additional non-voting, ex officio Board members.

Section 3. Board Committees.

(a) **Standing Committees.** The Board will have three standing committees as set forth below. The standing committees are subject to the orders of the Board and committee actions may not conflict with actions or directions of the Board. Subject to the notice requirements set forth in Section 1, committee meetings may be held at the discretion of the respective chairperson of each committee.

(1) *Executive Committee.* An Executive Committee is created, which shall consist of the Chair, the Vice Chair, the Secretary/Treasurer. The Executive Committee shall have general supervision of the affairs of the Board between its meetings, make recommendations to the Board and perform such other duties as specified in the Joint Powers Agreement, in these Bylaws, or as delegated by the Board. The Executive

Committee is authorized to solicit bids and requests for proposals, and to execute contracts, including any amendments that are included in the approved annual Facility Budget or Joint Activities Budget and are within the authority of the Board to execute. The Board may delegate other functions and authority to the Executive Committee at its discretion. For voting, the presence of at least one committee member from each County is required.

(2) *Facility & Finance Committee.* A Facility and Finance Committee is created, which shall consist of the Secretary/Treasurer, and two additional commissioners, with the total makeup of the Committee including one commissioner from Washington County and two commissioners from Ramsey County. Members of the Facility and Finance Committee shall be appointed by the Chair each year and ratified by majority vote of the R&E Board. The Facility and Finance Committee is authorized to develop and oversee the Joint Activities Budget, Facility Budget, and Equipment Maintenance and Replacement Budget and make recommendations for these budgets to the R&E Board. The Facility and Finance Committee is also authorized to monitor ongoing Facility operations and make recommendations to the Executive Committee or R&E Board, as appropriate, to ensure efficient operation of the Facility.

(b) **Ad Hoc Committees.** The Board may establish ad hoc committees as it deems necessary and desirable. Such ad hoc committees may take actions to execute their duties or may be advisory committees. Each ad hoc committee must include a representative from each County.

Section 4. Officers. The Board shall elect a Chair, a Vice Chair, a Secretary/Treasurer, and other officers as determined appropriate by the Board. The officers of the Board shall be elected as provided below by the Board at the first meeting of the Board in a calendar year involving a quorum. Each officer shall have the powers and duties specified in these Bylaws, and as the Board may prescribe from time to time. An office vacated by resignation of an office shall be filled by Board action.

(a) **Chair.** The Chair of the Board shall rotate on a biennial basis between commissioners from each County. The Chair in 2016 shall be held by Washington County, and the biennial rotation shall begin in 2017 with Ramsey County assuming the Chair. The Chair of the Board shall preside (when present) at all Board meetings. The Chair is authorized to execute agreements on behalf of the Board and exercise and perform such other powers and duties as may be from time to time assigned to the Chair by the Board.

(b) **Vice Chair.** The Vice Chair of the Board shall also rotate, and shall be from the County that does not hold the Chair. The Vice Chair in 2016 shall be held by Ramsey County and the biennial rotation shall begin in 2017 with Washington County assuming the Vice Chair. In the absence or disability of the Chair, the Vice Chair shall perform all of the duties of the Chair and shall have all the powers of, and be subject to all the restrictions upon, the Chair.

(c) **Secretary/Treasurer.** The Secretary/Treasurer shall be elected on a biennial basis, with the first term beginning in October 2015 and continuing through 2017. The Secretary/Treasurer shall perform, or cause to be performed, the following duties: (i) official recording of the minutes of all proceedings of the Board meetings and actions; (ii) provision for notice of all meetings of the Board; and (iii) authentication of the records of the Board. In addition,

the Secretary/Treasurer shall oversee the Board's budget and finances. In the absence of the Chair and Vice Chair, the Secretary/Treasurer shall preside over the Board.

ARTICLE III

MANAGEMENT, ADMINISTRATION AND STAFFING

Section 5. Board Administration.

(a) **Joint Leadership Team.** As set forth in the Joint Powers Agreement, the Joint Leadership Team shall oversee Board administration and carry out the functions of the Board, as set forth in the Joint Powers Agreement and in these Bylaws, and as directed by the Board from time to time. The Joint Leadership Team will oversee and manage any employees of the Board, consultants to the Board, and any County staff assigned to carry out Board functions.

(b) **Administrative Functions.** The following administrative functions are necessary for the Board's operation. Entities carrying out these functions shall be compensated as provided for in specific purchase of service or other agreements.

(1) *Fiscal Agent.* As set forth in the Joint Powers Agreement, the Ramsey County Finance Department shall act as the Fiscal Agent on behalf of the Board, and shall provide any and all financial management, accounting and reporting services necessary or convenient for the Board. The Board may conform to the procurement policies of either County, as it deems appropriate. ~~The Washington County Accounting and Finance Department will be consulted on any future County bonding or major Board finance issues that impact Washington County.~~

(2) *Legal Representation.* As set forth in the Joint Powers Agreement, the Ramsey County Attorney's Office and the Washington County Attorney's Office are attorneys for the Board. Any special legal counsel shall be designated and chosen with the advice of the Ramsey and Washington County Attorney's Offices.

(3) *Human Resources.* The Board shall select an agent to provide Human Resources services for its employees. As provided in the Joint Powers Agreement, employees of the Board are not employees of either County. Initially the Ramsey County Human Resources Department shall provide human resources services for the Board, pursuant to a purchase of services agreement between the Board and Ramsey County.

(4) *Information Services.* The Board shall decide how to procure information services for its operations. The Board shall procure its own hardware and software, and support services in the manner it chooses. The Board may enter into a purchase of services agreement with the Information Services Department of either County for elements of IT support. Beginning in 2016 the Ramsey County Information Services Department shall provide those information services for the Board identified in a purchase of services agreement.

(5) Ramsey/Washington Financial Advisory Work Group. As set forth in the Joint Powers Agreement, the Ramsey/Washington Financial Work Group shall be responsible for advising the Joint Leadership Team on financial matters such as budget development, budget updates, and annual financial statements and audits. The Ramsey/Washington Financial Advisory Work Group will be consulted on any future county bonding or major Board finance issues that impact either county.

Section 6. Staffing and Consultants.

(a) **Staffing.** The Counties may from time to time designate employees to perform work on behalf of the Board, including members of the Joint Leadership Team. The Board also may authorize the Joint Leadership Team to hire and maintain staff to exclusively work for the Board (“Board Staff”). The Board hereby delegates authority to the Joint Leadership Team to hire (consistent with the Facility Budget or Joint Activities Budget, as applicable) and supervise Board Staff. At all times, Board Staff shall be employees of the Board and not employees of either County, even if one of the Counties provides human resources services. The Board hereby further directs the Joint Leadership Team to oversee development of employee policies applicable to Board Staff.

(b) **Consultants.** The Board may retain such consultants as may be needed to render services to or perform functions of the Board, consistent with the annual Facility Budget or Joint Activities Budget, as applicable.

(c) **Reimbursement.** Staffing and other services provided by the Counties to the Board shall be reimbursed at rates negotiated during preparation of the annual Facility Budget or annual Joint Activities Budget, or as set forth in specific service agreements, as applicable.

Section 7. Facility Management.

(a) The Joint Leadership Team will supervise Facility business operations and the transition of these functions to public operation of the Facility. Such business functions include, but are not limited to: finance and accounting (including budgeting, contract management, payroll, inventory, information services, human resources (including recruiting, training, labor relations, and safety), Facility engineering (on-going operation and design updates), permit compliance, and Facility business relations.

(b) [Reserved]

Section 8. Joint Activities. Under the supervision of the Joint Leadership Team, County staff and Project employees will carry out the Board’s Joint Activities, in accordance with the County Board-approved Joint Activities Budget.

ARTICLE IV

FACILITY OPERATIONS

[Reserved]

ARTICLE V

FISCAL YEAR, BUDGET AND AUDIT

Section 9. Fiscal Year. The Fiscal Year of the Board shall be the calendar year.

Section 10. Facility Budget.

(a) **Enterprise Fund.** In the normal course of Facility operations, the Board will endeavor to operate the Facility Budget as an enterprise fund.

(b) **Annual Facility Budget.** ~~The Facility & Finance Budget~~ Committee will prepare the annual Facility Budget for Board approval each year on or prior to August 1. The annual Facility Budget does not require approval of the Counties, provided however, that the respective Counties must approve any County contributions to the annual Facility Budget other than the initial contributions set forth in the Joint Powers Agreement.

(c) **Operating Reserve Fund.**

(1) *Establishment of Operating Reserve Fund; Size and Scope.* The Board shall establish an operating reserve fund, initially equivalent to \$10,000,000.00.

(i) Beginning in 2020 the size of the operating reserve fund shall be reduced to \$5,000,000.00, with the released funds being used to provide a loan from the Counties to the R&E Board for R&E Center improvements.

(ii) Ramsey County's initial obligation is equivalent to 73% of the total operating reserve fund amount (\$7,300,000.00) and Washington County's obligation is equivalent to 27% of the total operating reserve fund amount (\$2,700,000.00).

(iii) During the period of 2025–2028 the aggregate obligation of the counties shall be reduced by at least \$1,000,000.00 per year, until the obligation is eliminated. The aforementioned aggregate obligation reduction shall be credited to each County pro rata pursuant to the percentages set forth in subpart (ii) above. The release of this obligation is directly related to the creation, growth and maintenance of the Enterprise Reserve Fund. The reduction of the Counties' obligation related to the operating reserve fund may be accelerated at the sole discretion of the R&E Board, if Facility Budget surplus funds exceed \$1,500,000.00 in years 2020–2022, and \$1,000,000.00 thereafter, and the excess funds are placed into the Enterprise Reserve Fund and are not otherwise designated for another use by the R&E Board.

(iv) During the period 2025–2028 the R&E Board shall repay the \$4,100,000.00 operating reserve fund withdrawal made in 2016 as follows:

Year	Payment from R&E to Counties to pay back \$4,100,000 withdrawal	Payment from R&E to Ramsey County to pay back the county's share of the \$4,100,000 withdrawal	Payment from R&E to Washington County to pay back the county's share of the \$4,100,000 withdrawal
2025	\$1,000,000	\$730,000	\$270,000
2026	\$1,000,000	\$730,000	\$270,000
2027	\$1,000,000	\$730,000	\$270,000
2028	\$1,100,000	\$803,000	\$297,000

(v) Pursuant to the Joint Powers Agreement, each County has agreed to commit or hold sufficient funds for its respective obligation for the operating reserve fund.

(2) *Transfer of Funds From Counties to Board.* If the Board in its sole discretion determines there would be a material adverse effect on the Facility, Facility financing, Facility employees, or Facility operations, it may request delivery from the Counties' operating reserve funds in an amount it determines to be reasonably necessary to avoid such material adverse effect. The amount requested shall be contributed by each County in proportion to their respective obligations, 73% from Ramsey County and 27% from Washington County.

(d) **Facility Equipment Maintenance and Replacement Fund.** The Board shall establish a facility equipment maintenance and replacement fund, to be incorporated into the Facility Budget. The purpose of this fund is to assure sufficient resources for major maintenance projects, as well as major equipment replacement. The Facility Committee shall identify the size, scope, and schedule for establishing this fund.

(e) **Payment in Lieu of Taxes.** The Board shall make payments in lieu of taxes to local government entities with taxing jurisdiction (excluding the state of Minnesota and fiscal disparity) in amounts equal to the taxes that would be applicable to the Facility if it were classified as commercial/industrial property privately owned. The Washington County Department of Property Records and Taxpayer Services shall prepare and deliver to the Board a note which calculates the amount of tax due to the local government entities as if the Facility were classified as commercial/industrial property privately owned. The Board shall make payments in lieu of taxes to the Washington County Department of Property Records and Taxpayer Services, to be distributed to the taxing districts pursuant to Minn. Stat. § 276.111 and § 276.11. Payments will be made on or before May 15 and October 15 of each year.

Any special assessments will be paid by the Board as separately billed by the Washington County

Department of Property Records and Taxpayer Services.

(f) **Enterprise Reserve Fund**

(1) *Establishment of Enterprise Reserve Fund; Size and Scope.* The Board shall establish an Enterprise Reserve Fund, initially equivalent to at least \$1,640,000.00 from surplus 2018 funds.

(2) The size of the Enterprise Reserve Fund will increase each year until it reaches at least 25% of the Facility Budget. Funds more than 25% of the Facility Budget may be used by the Board for projects it identifies.

(3) The Enterprise Reserve Fund shall be managed as follows:

(i) At the end of 2019, \$1,500,000.00 in year-end surplus funds will be deposited into the Enterprise Reserve Fund.

(ii) For the period of 2020 through 2023, R&E will deposit at least \$1,500,000.00 per year into the Enterprise Reserve Fund.

(iii) For the period of 2024 through 2030, at least \$1,000,000.00 per year shall be deposited.

(iv) In any year the increase in the Enterprise Reserve Fund may be accelerated at the sole discretion of the R&E Board, if Facility Budget surplus funds exceed \$1,000,000.00 and the excess funds are not otherwise designated for another use by the R&E Board.

Section 11. Joint Activities Budget. ~~The Facility & Finance Budget~~ Committee will prepare a two year budget for Joint Activities Budget for the Board approval each year on or prior to August 1. The Board will submit the Joint Activities Budget for approval of the Counties (for the Counties respective contributions) on or prior to ~~September~~ October 1 each year.

ARTICLE VI

RECORDS AND REPORTS

Section 12. General Requirements. The books and records of the Board shall be maintained in compliance with the Minnesota Data Practices Act.

Section 13. Governance Documents. The Board shall keep at its registered office or its principal executive office, or in an authorized repository, the following governance documents:

(a) The Joint Powers Agreement and all amendments thereto;

(b) The Bylaws and all amendments thereto;

(c) A list of the names and addresses of the Board's current Board members and officers; and

(d) A journal of the Board's meeting minutes and actions, in compliance with the Minnesota Data Practices Act and the Minnesota Open Meetings Law and as set forth in ARTICLE II Section 1 and Section 14.

Section 14. Other Records. The accounting books and records and minutes of proceedings of the board and any committee shall be kept at any place or places designated by the Board, or, in the absence of the designation, at the principal office of the Board. The minutes shall be kept in written or electronic form and the accounting books and records shall be kept either in written or electronic form or in any other form capable of being converted into written or electronic form within a reasonable time.

Section 15. Inspection of Records. Each Board member shall have the absolute right at any reasonable time to inspect all Board books, records, and documents of every kind.

Section 16. Records Retention. The Board shall establish and implement a records retention policy, consistent with the Requirements of the Minnesota Data Practices Act, Minn. Stat. §138.17, et seq., and other applicable laws. The Board may contract with either County for assistance with implementing records retention.

ARTICLE VII

FINANCIAL CONTROLS

Section 17. Fiscal Policy and Procedures. The Board shall follow the fiscal policies and procedures set forth in the Fiscal Agency Agreement with Ramsey County. The Board may establish additional fiscal or financial policies, procedures and controls as it deems necessary and as consistent with these Bylaws and any current Fiscal Agency Agreement.

Section 18. Authorized Signatories/Execution of Documents. The Chair and the Secretary are authorized to execute documents on behalf of the Board. The Board may authorize any other officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Board, and such authority may be general or confined to specific instances.

Section 19. Expenditures.

(a) **Facility Expenditures.** The Joint Leadership Team is authorized to enter into agreements and commit the Board to payment obligations in an emergency in order to maintain facility operations with limitations on authority to be outlined in the Board's fiscal policy.

(b) **Joint Activities Expenditures.** The Joint Leadership Team is authorized to enter into agreements or financial commitments consistent with the Board's joint activities budget in order to achieve the purposes of the Joint Powers Agreement, not to exceed \$50,000 dollars without

specific Board authorization, subject to approval by County Attorneys and in accordance with Board's fiscal policies.

Section 20. Debt.

(a) **Supermajority Approval Required.** As provided in the Joint Powers Agreement, any issuance of debt by the Board must be approved by a two-thirds (2/3) majority of the full governing body of the Board.

(b) **Bonding.** [Reserved.]

Section 21. Loans. [Reserved.]

Section 22. Checks, Drafts, Notes. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Board shall be signed by such officer or officers, agent or agents of the Board and in such manner as shall from time to time be determined by resolution of the Board.

Section 23. Insurance. [Reserved.]

ARTICLE VIII

MISCELLANEOUS

Section 24. Principal Place of Business. The Board's principal place of business of the Board shall be located at ~~100 Red Rock Road, Newport, MN 55055.2785 White Bear Avenue, Suite 350, Maplewood, MN 55109.~~

Section 25. Amendment. These bylaws may be amended from time-to-time by resolution of the Board duly adopted upon a two-thirds (2/3) majority vote of the full Board; provided, however, that no such amendment shall be adopted unless at least thirty (30) days written notice thereof has previously been given to all members of the Board. Such notice shall identify the section or sections of the Bylaws proposed to be amended.

Section 26. Governing Law; Priority of Documents. These Bylaws are governed and construed in accordance with the laws of the State of Minnesota. In the event of conflicting provisions between the Joint Powers Agreement as may be amended from time to time, these Bylaws, other actions of the Board, the provisions shall govern in the following order: the Joint Powers Agreement, the Bylaws, and other actions of the Board.

Section 27. Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

Adopted October 22, 2015. Resolution R&EB-2015-1.

Amended January 28, 2016. Resolution R&EB-2016-01. Change Article II. Section 3 (a) (2) and (3) – Committee Appointments.

Amended January 24, 2019. Resolution R&EB-2019-05. Change Article II. Section 3 (a) (2), and delete (3) – Create Facility & Finance Committee.

Amended January 23, 2020. Resolution R&EB-2020-01. Change Article V. Section 10 (c); add subsection (f) – Modify Operating Reserve Fund; Create Enterprise Reserve Fund.

PROPOSED: Amended May 26, 2022. Resolution R&EB-2022-10. Change Article III. Section 5 (b) (1) – Remove Washington County Accounting and Finance Department from Fiscal Agent statement; add (2) Ramsey/Washington Financial Advisory Work Group. Change Article V. Section 10 (b) and Section 11 – Change Budget Committee to Facility & Finance Committee. Change Article V. Section 11 – Change Joint Activities Budget submission to the Counties from September to October 1. Change Article VIII. Section 24 – Change principal place of business to 100 Red Rock Road, Newport MN.



**RAMSEY/WASHINGTON
RECYCLING & ENERGY**
CONNECTING VALUE TO WASTE

R&E BOARD MEETING DATE:	May 26, 2022				AGENDA ITEM:	V.b		
SUBJECT:	JPA Amendment							
TYPE OF ITEM:	<input type="checkbox"/>	INFORMATION	<input type="checkbox"/>	POLICY DISCUSSION	<input checked="" type="checkbox"/>	ACTION	<input type="checkbox"/>	CONSENT
SUBMITTED BY:	Joint Leadership Team (JLT)							

R&E BOARD ACTION REQUESTED:

Recommend that the Ramsey and Washington County Boards of Commissioners approve and authorize execution of the Second Amended and Restated Ramsey/Washington Recycling & Energy Board (R&E Board) Joint Powers Agreement (JPA).

EXECUTIVE SUMMARY:

Staff is recommending changes to the Joint Powers Agreement to legally change the Principal Place of Business for the R&E Board, change the membership of the Joint Leadership Team and define the role of the Ramsey/Washington Financial Advisory Work Group as it relates to R&E financial matters.

An amendment to R&E's legal mailing address is required in order to change the mailing address for government agencies such as the Internal Revenue Service and Minnesota Pollution Control Agency on the Solid Waste Facility Permit. Currently all correspondence is being mailed to the Ramsey County Environmental Health office in Maplewood and must be forwarded. This amendment would allow all R&E business-related U.S. mail to be sent to the Recycling & Energy Center in Newport.

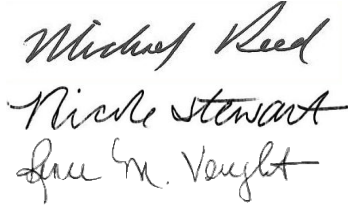


Currently, the Joint Leadership Team (JLT) membership is comprised of one staff member each from Washington County Department of Public Health and Environment, Saint Paul - Ramsey County Public Health, and the Ramsey County Finance Department. The Ramsey County Finance JLT staff member role has been as a liaison between the JLT and Ramsey County on finance matters. The current structure does not allow for direct involvement in financial matters from Washington County. In an effort to have direct input on financial matters from both Ramsey and Washington Counties, JLT has created the Ramsey/Washington Financial Advisory Work Group designated to advise the JLT and consult on Ramsey/Washington Recycling & Energy financial matters.

ATTACHMENTS:

1. Resolution
2. Proposed Amendments to the R&E Board Joint Powers Agreement

SUBJECT: JPA Change Introduction

FINANCIAL IMPLICATIONS: None

AUTHORIZED SIGNATURES	DATE
JOINT LEADERSHIP TEAM 	5/20/2022
RAMSEY COUNTY ATTORNEY 	5/20/2022
WASHINGTON COUNTY ATTORNEY 	5/20/2022



Resolution R&EB-2022-11

WHEREAS, Ramsey and Washington Counties (the “Counties”) have committed to continue to protect and ensure the public health, safety, welfare and environment of each County’s residents and businesses through sound management of solid and hazardous waste generated in each County; and

WHEREAS, it is the stated policy of the State of Minnesota, under the Waste Management Act, to manage solid waste in an environmentally sound manner; and

WHEREAS, Ramsey and Washington Counties have in place County Solid Waste Management Master Plans (“Master Plans”) approved by the Commissioner of the Minnesota Pollution Control Agency (“MPCA”); and

WHEREAS, the Counties have entered into the Amended and Restated Ramsey/Washington Recycling & Energy (“R&E”) Joint Powers Agreement (“JPA”), dated November 2019; and

WHEREAS, the Recycling & Energy Board (“R&E Board”) no longer has offices at the Maplewood Environmental Health office; and

WHEREAS, the JPA must be amended to change the legal business address for R&E; and

WHEREAS, the Ramsey/Washington Financial Advisory Work Group will allow for direct involvement in R&E financial matters from both Ramsey and Washington counties.

NOW, THEREFORE, BE IT RESOLVED, The R&E Board hereby recommends that the Ramsey and Washington County Boards of Commissioners approve and authorize execution of the Second Amended and Restated Ramsey/Washington Recycling & Energy Board (R&E Board) Joint Powers Agreement (JPA).

Victoria Reinhardt, Board Chair
May 26, 2022

Attest
May 26, 2022

**SECOND AMENDED AND RESTATED
RAMSEY/WASHINGTON RECYCLING AND ENERGY BOARD
JOINT POWERS AGREEMENT**

Adopted September 22, 2015

Amended November 19, 2019

Amended (date), 2022

This Amended and Restated Joint Powers Agreement (the “Agreement”), amends and restates in its entirety the Joint Powers Agreement for the Resource Recovery Project dated December 2006. This Agreement is entered into by and between Ramsey County and Washington County (each a “County” or collectively, the “Counties”) pursuant to Minnesota Statutes § 471.59, and is effective upon the date of approval by both Counties.

WHEREAS, the Counties have committed to continue to protect and ensure the public health, safety, welfare and environment of each County’s residents and businesses through sound management of solid and hazardous waste generated in each County;

WHEREAS, Ramsey and Washington Counties have in place County Solid Waste Management Master Plans (“Master Plans”) consistent with the Metropolitan Solid Waste Management Policy Plan (“Policy Plan”) and approved by the Commissioner of the Minnesota Pollution Control Agency;

WHEREAS, the Master Plans have a goal of maintaining and improving an integrated system of solid waste management that supports Minnesota’s hierarchy of solid waste management, with an emphasis on waste reduction, reuse, recycling and composting before the remaining solid waste is managed through resource recovery;

WHEREAS, the Master Plans also include policies that affirm the processing of waste, for the purpose of recovering energy and recyclables, and other beneficially usable materials, as the preferred method to manage solid waste that is not reduced, reused or recycled;

WHEREAS, the Counties have agreed to jointly acquire, own, and operate the Ramsey/Washington County Resource Recovery Facility located in Newport, Minnesota (the “Facility”);

WHEREAS, the Counties recognize clear environmental, financial and policy benefits to public ownership and operation of the Facility and desire to amend and restate their Joint Powers Agreement for the purpose of owning, operating and improving the Facility; advancing recycling and other waste management goals of the Counties; and overseeing other joint waste management activities.

2022-05-26 - Proposed amendment to 2019-11-19 Amended & Restated R&EB JPA

NOW, THEREFORE, pursuant to the authority contained in Minnesota Statutes Section 471.59, and the county solid and hazardous waste management authority provided in Minnesota Statutes Chapters 115A, 116, 473, and other Minnesota Statutes, Ramsey and Washington Counties hereby enter into this Amended and Restated Joint Powers Agreement under the terms and conditions set forth below.

I. Introduction

A. Definitions

1. Board means the Ramsey/Washington Recycling and Energy Joint Powers Board established by this Agreement.
2. Bylaws shall mean the bylaws adopted by the Board as provided in Section IV.C.
3. County or Counties shall mean Ramsey and/or Washington County as the context may require.
4. Facility shall mean the Ramsey/Washington Resource Recovery Facility located at 100 Red Rock Road, Newport, MN.
5. Facility Budget shall mean the annual operating budget for the Facility.
6. Fiscal Agent shall mean the Fiscal Agent provided for in Section VI.C of this Agreement.
7. Hauler shall mean any person who owns, operates, or leases vehicles for the purpose of collection and transportation of any type of solid waste.
8. Hauler Rebate shall mean a payment to a hauler for delivery of solid waste by a hauler to the Facility.
9. Joint Activities shall mean joint waste management activities, including the activities listed in Section V.B.9.
10. Joint Activities Budget shall mean the annual budget to be approved by the respective County Boards for the Board to administer and carry out joint waste management activities.
11. Mixed Municipal Solid Waste shall have the meaning given in Minnesota Statutes Section 115A.02.
12. Project means the Ramsey/Washington Resource Recovery Project.
13. Solid Waste shall have the meaning given in Minnesota Statutes Section 115A.02.
14. Waste shall have the meaning given in Minnesota Statutes Section 115A.02.

- B. Name.** The entity created by this Joint Powers Agreement shall be called the Ramsey/Washington Recycling and Energy Board (the "Board").

- II. Purpose of this Agreement.** A key purpose of this Agreement is to create a structure for joint ownership and operation of the Facility by the Board and to define the rights, obligations, and responsibilities of each County with respect to the Board and Facility. In addition, the purpose of this Agreement is to accomplish the Vision Statement adopted by the Project in 2013, which calls for significant advancements in waste reduction, recycling, organics management, and recovery of resources from Waste, promoting economic development through enhanced resource recovery, and accomplishing the goals and requirements of Minnesota Statutes Section 473.803, all as amended from time to time, along with other joint waste management activities, as agreed to by the Board.
- III. Term.** This Agreement shall take effect on the date of approval by both Counties and will continue until terminated or dissolved in accordance with section IX.B.3 of this Agreement. However, in no event shall this Agreement be terminated prior to the payment in full of all bonds and other indebtedness of the Board incurred to acquire or improve the Facility. The Counties agree not to terminate or dissolve the Board if termination or dissolution would conflict with or violate the terms or conditions of any debt instruments by or on behalf of the Board.
- IV. Governing Body.** For the purpose of managing this Agreement, the joint powers board created pursuant to Minn. Stat. § 471.59, which was called the Ramsey/Washington Resource Recovery Project Board and referred to herein as the “Project,” is continued as the Ramsey/Washington Recycling and Energy Board pursuant to the terms of this amended and restated Agreement. It is the intention of the Counties that the Board has all powers necessary to fulfill the purpose of this Agreement and all the powers granted to it by law now or hereafter.

A. Joint Powers Board

1. Composition. The governing body of the Board shall consist of four commissioners from Washington County and five commissioners from Ramsey County. The commissioners will be appointed by the respective County Boards. Each County may appoint an alternate commissioner.
2. Ex Officio Members of the Board. The Board may appoint a representative from the City of Newport, Minnesota to serve as a non-voting, ex officio member of the governing body of the Board. The Bylaws may provide for appointing one or more additional ex-officio members.
3. Officers. The Board shall provide for the election of officers in the Bylaws.
4. Board Meetings and Voting. The governing body of the Board shall meet on an as needed basis and provide adequate public notice. The presence of five (5) Board members at a meeting shall constitute a quorum. Board actions shall be determined by a majority of the Board. A County-designated alternate Board member may vote in place of an absent Board

member from that County. Additional requirements or procedures for Board meetings may be provided for in the Bylaws.

- B. Board Committees. The Board shall provide for the establishment of an Executive Committee and other standing or ad hoc committees as it deems appropriate through the Bylaws.
- C. Bylaws. The Board shall adopt Bylaws by a two-thirds (2/3) majority of the Board to govern its operations. The Bylaws shall be consistent with this Agreement and all applicable laws. The Bylaws may be amended from time to time by a two-thirds (2/3) majority of the Board after notice in accordance with the Bylaws.
- D. Records. The books and records, including minutes of the Board, shall be subject to Chapter 13 of the Minnesota Statutes. The records shall be maintained at a location determined by the Board.
- E. Principal Place of Business. The initial principal place of business of the Board shall be located at ~~100 Red Rock Road, Newport, MN 55055.2785 White Bear Avenue, Suite 350, Maplewood, MN.~~

V. Scope and Authority.

- A. General Powers. The Board is hereby authorized to exercise the authority and powers as is necessary and convenient to carry out the mandates and purposes set forth in this Agreement without individual County Board approval unless otherwise specified in this Agreement. The Board has all powers granted to joint exercise of powers agencies under Minnesota law as well as all powers necessary to the exercise of the powers, duties and obligations of this Agreement.
- B. Specific Powers. The Board shall administer operation of the Facility and other joint waste management activities. Specific powers delegated to the Board include, but shall not be limited to:
 - 1. Property. Authority to acquire, improve, own, lease and hold real and personal property, as may be required to accomplish the purposes of this Agreement and, upon termination of this Agreement, make distribution of the property as provided under this Agreement.
 - 2. Facility Management. Authority to manage and oversee the operation, maintenance, and improvement of the Facility and take actions necessary to ensure efficient operation of the Facility. The Board, in its sole discretion, may determine to accept Waste at the Facility generated from outside the Counties.
 - 3. Contracts and Procurement. Authority to negotiate, enter, and enforce contracts relating to the Facility and its operations, Joint Activities, and as otherwise necessary and convenient to carry out the purposes of this

Agreement, provided however that contracts let and purchases made under this Agreement must conform to the requirements applicable to contracts and purchases of either County, as the Board determines appropriate.

4. Employees. Authority to employ agents or employees and authority to engage in labor negotiations or collective bargaining, in accordance with applicable law. Such employees shall be employees of the Board, regardless of whether the Board provides its own human resources services or contracts with one of the Counties to provide such services.
5. Grants. Authority to apply for, accept, receive, and disburse grants, loans, donations and other assistance from the federal government, state of Minnesota, or any other agency or organization.
6. Debt. Authority to incur and discharge debts, liabilities and obligations, including the authority to issue bonds pursuant to Minnesota and federal law. Any issuance of debt must be approved by a two-thirds (2/3) majority of the Board. In addition to the foregoing powers of the Board:
 - a. Each County upon approval by both County boards (by majority vote or as required by law), is hereby authorized to issue bonds or obligations on behalf of itself and the other County, under any law by which such County may independently issue bonds or obligations, and may use the proceeds of the bonds or obligations to carry out the purposes of the law under which the bonds or obligations are issued, including but not limited to loaning the proceeds thereof to the Board to finance a portion of the cost of the acquisition of the Facility; provided that such loans, bonds or obligations shall be issued only in connection with the Facility and only with the express consent of each County board as to any issue or series of bonds or obligations; and
 - b. To further secure any bonds or obligations issued by a County (the “Issuer County”) on behalf of the other County (the “Non-Issuer County”), each such Non-Issuer County shall agree with the Issuer County, subject to applicable law, to pay its proportionate share of the principal and interest on such bonds under this Agreement.
7. Power to Sue and be Sued. Authority to sue and be sued in the Board's name.
8. Annual Budgets. Authority to establish rates and fees associated with the Facility, and to hold and receive revenue, in accordance with the Board-approved budget and the joint activities budget approved by the County Boards.

9. Joint Activities. In addition to the responsibilities associated with ownership and operation of the Facility, the Board shall administer joint solid waste management activities, which shall include but not be limited to:
 - a. Administering a Hauler Rebate program as determined necessary by the Board.
 - b. Conducting waste education and outreach related to reduction, recycling, waste processing and other waste management messages.
 - c. Engaging in educational activities with schools, including Facility tours and other efforts.
 - d. Administering non-residential recycling programs, including BizRecycling and related programs.
 - e. Making plans and conducting research in furtherance of the goals of this Agreement.
 - f. Initiating or administering other joint solid waste management projects on behalf of the Counties, as determined by the Board.

VI. Board Staff, Consultants and Support

- A. Joint Leadership Team. For the purpose of facilitating this Agreement and carrying out the various functions of the Board, the Joint Leadership Team is created, which shall be comprised of one staff member from each of the following: the Washington County Department of Public Health, and Environment, Saint Paul - Ramsey County Public Health. ~~and the Ramsey County Finance Department. The Ramsey County Finance Department staff role shall be as a liaison between the Joint Leadership Team and Ramsey County on financial matters.~~ The Joint Leadership Team shall perform its duties under the general direction and supervision of the Board. The Joint Leadership Team shall have such powers and duties as further set out in this Agreement below, and the Bylaws.
- B. Ramsey/Washington Financial Advisory Work Group. ~~The Ramsey/Washington Financial Advisory Work Group is hereby designated to advise the Joint Leadership Team and consult on Ramsey/Washington Recycling & Energy financial matters. The Ramsey/Washington Financial Advisory Work Group shall be comprised of one staff member from each of the following: Ramsey County Finance Department and Washington County Accounting & Finance Department and additional representation designated by the Joint Leadership Team.~~
- C. Staff. The Board may be supported by a combination of Board staff, County staff, and consultants. As directed by the Board, the Joint Leadership Team will hire and supervise Board employees and consultants. Additional direction on staffing, project

administration and reimbursement for staffing and other services provided by the Counties may be provided for in the Bylaws.

- D. Fiscal Agent. The Ramsey County Finance Department shall act as the Fiscal Agent on behalf of the Board, performing functions determined appropriate by the Board and subject to the terms of a Fiscal Agent Agreement to be entered by and between Ramsey County and the Board.
- E. Legal Representation. The Ramsey County Attorney's Office and the Washington County Attorney's Office are hereby designated as the attorneys for the Board. Any special legal counsel shall be designated and chosen with the advice of the Ramsey and Washington County Attorney's Offices. County attorneys will be reimbursed for the services provided at the rate established from time to time by each county attorney's office.
- F. Reimbursement for Services. Staffing and other services provided by the Counties to the Board shall be reimbursed at as provided in the Board's Facility Budget and/or Joint Activities Budget.
- G. Changes to Administrative Structure. The Counties hereby recognize that changes or additions to the administrative structure created by this Agreement may be necessary during the term of the Agreement.

VII. Obligations and Rights of the Counties

- A. Ordinances. Each County agrees to use its best efforts to enforce its respective solid and hazardous waste ordinances.
- B. Waste Haulers. Each County shall properly license waste haulers as required by their respective solid waste ordinances.
- C. Waste Management Service Charges. Each County shall maintain and implement its ordinance requirements that impose on all waste generators a waste management service charge, currently called the County Environmental Charge.
- D. Waste Supply.
 - 1. Delivery Agreements. The Board is authorized to enter into waste delivery agreements for the Facility and may seek to use such agreements to secure waste deliveries.
 - 2. Waste Designation. The Counties agree to coordinate with each other and the Board to amend county Solid Waste Master Plans as necessary to accomplish the goals of this Agreement and prepare a joint Waste Designation Plan pursuant to Minnesota Statutes §§ 115A.80 to 115A.893. Each County agrees to adopt, implement, maintain and enforce waste designation ordinances. From time to time, each County may seek

to amend its waste designation ordinances to respond to changing conditions, capture opportunities to manage waste higher on the State of Minnesota's hierarchy of waste management (as established by Minnesota Statutes § 115A.02), and/or seek to designate additional waste that is allowable but was not initially designated. Such amendments will be coordinated by the Counties.

E. Joint Activities. The Board is authorized to administer the joint solid waste activities set forth in Section V.B.9 and approve an annual joint activities budget that includes funding for such activities during the term of this Agreement.

F. Budgets

1. Facility Budget. A Facility Budget shall be established for the operation and administration of the Facility by the Board. Other than initial contributions from the Counties set forth in Article VIII, it is anticipated that funds for the Facility operations and maintenance will be derived from revenue collected in the normal course of operation of the Facility, including collection of tipping fees. The Board shall establish procedures and policies for managing the Facility Budget in the Bylaws. Costs that shall be included in the Facility Budget include, but are not limited to, operating funds, any operating reserve fund, capital improvements and repairs, administrative costs, and debt service payments.
2. Joint Activities Budget. Project funds existing at the time of the execution of this Agreement, shall be retained by the Board and accounted for in a Joint Activities Budget. The Joint Activities Budget will be drawn upon for Board activities, including the Joint Activities set forth in Section V.B.9. The Counties' fiscal responsibility will be in proportion to the following percentages: 73% from Ramsey County and 27% from Washington County. It is the intention of the Counties to continue their respective County Environmental Charges for purposes of making their respective contributions to the Joint Activities Budget.
3. Accounting and Audits. All Board funds shall be accounted for according to generally accepted accounting principles and any other applicable laws. The Board shall further develop accounting and auditing procedures and requirements in the Bylaws.

VIII. Facility Acquisition. As of the effective date of this Agreement, the Counties are in the process of purchasing the Facility. The Counties agree to undertake certain actions and authorize the Board to take certain actions to facilitate acquisition of the Facility, and transitioning the Facility to public ownership and operation, including, but not limited to, the following:

- A. Facility Purchase. The Board is authorized to take necessary actions to close on purchasing the Facility. The Counties agree to cooperate, execute documents, and perform other acts as reasonably necessary to complete the acquisition.
- B. Facility Financing. To finance acquisition of the Facility by the Board, the Counties agree to the following financing plan:
 - 1. Each County will make a loan to the Board sufficient to cover its share of the Facility acquisition as determined by the final Asset Purchase Agreement. Ramsey County will contribute 73% (“Ramsey Facility Loan”) and Washington County will contribute 27% (“Washington Facility Loan”) of the funds necessary to complete the purchase of the Facility in sufficient time to effect the transaction.
 - 2. The Board is hereby authorized to use the proceeds of the Ramsey Facility Loan and the Washington Facility Loan to acquire the Facility.
 - 3. Each County shall decide the manner by that it will fund its respective Facility Loan, which may include, but not be limited to, the use of existing cash reserves, the issuance of bonds and use of the bond sale proceeds, or a combination thereof. For the avoidance of doubt, a combination may include a cash payment that is replaced with the proceeds from a bond sale taking place after the acquisition of the Facility.
 - 4. The Board shall be obligated to repay the County Facility Loans on terms and conditions that match, or are otherwise consistent with, any terms and conditions of any bonding Ramsey County may elect to use to fund its Facility Loan. Repayment by the Board will be made on a pro-rata basis to each County based on its respective Facility Loan percentages described above. Payments will be made from and included in the Facility Budget.
- C. Capital Contributions. The Counties agree to make contributions to the Board for initial Facility capital expenditures in an amount to be determined by the Board. The total capital contribution will be 73% by Ramsey County and 27% by Washington County for this purpose. The Counties agree to make their respective capital contributions within thirty (30) days of receiving notice from the Board of its determination of the amount of the capital contribution.
- D. Operating Reserve Fund. As part of the Facility Budget, the Board shall create an operating reserve fund to at least maintain essential Facility operations, second to make any required debt or obligations payments to third parties, and third to make any debt or obligations payments required to Ramsey or Washington Counties. The Bylaws shall outline the scope and size of the operating reserve fund. Upon recommendation by the Board to the Counties, each County agrees to commit or hold sufficient funding for the operating reserve fund. The Counties’ respective contributions to establish the operating reserve fund shall be 73% from Ramsey County and 27% from Washington County. The Bylaws shall also

provide a process to release the Counties from the obligation to hold funding for the operating reserve fund, and to pay back any operating reserve funds transferred to the Board, as an enterprise reserve fund is created and funded.

- E. Enterprise Reserve Fund. As part of the Facility Budget, the Board shall create an Enterprise Reserve Fund that will replace the Operating Reserve Fund over a time period specified in the Bylaws. The purpose of the Enterprise Reserve Fund is, first, to at least maintain essential Facility operations; second, to make any required debt or obligations payments to third parties; and, third, to make any debt or obligations payments required to Ramsey or Washington Counties. The Bylaws shall outline the scope and size of the Enterprise Reserve Fund.

IX. Other Provisions

A. Liability and Insurance

1. Separate Public Entity. The Board shall be considered a separate and distinct public entity to which the Counties have transferred all responsibility and control for actions taken pursuant to this Agreement. The Board shall comply with all laws and rules that govern a public entity in the State of Minnesota and shall be entitled to the protections of Minnesota Statutes Chapter 466.
2. Insurance. The Board shall obtain and maintain such insurance as will protect the Board against risk of loss or damage to the Facility and against claims that may arise or result from the maintenance and use of the Facility, and which will support indemnification of the Counties as provided in this Agreement and as determined by the Board. Such insurance may include as applicable workers' compensation insurance, general liability insurance, environmental liability insurance, automobile insurance for vehicles and general liability insurance for bodily injury, personal injury and property damage to the Board and County officials, employees and agents in the performance of duties arising from the Agreement, errors and omissions insurance, and such other insurance as the Board deems appropriate.
3. Indemnification and Liability of Board.
 - a. The Board will indemnify, defend and hold harmless the Counties, their agents, commissioners and employees from all claims, damages, losses, demands, actions or causes of action, lawsuits, liabilities, costs and expenses, including reasonable attorney's fees and expenses, whatsoever arising out of any act or omission on the part of the Board or its contractors, subcontractors, partners, agents, or employees in relation to operation and management of the Facility.

- b. Any claims settled or judgments rendered against the Board subsequent to termination of this Agreement, and not otherwise covered by insurance, shall be apportioned between the Counties according to the percentages outlined in Section VII.F.2 of this Agreement, including but not limited to worker's compensation claims, unemployment insurance claims, tort claims, contract claims or civil rights actions.

B. Counties' Relationship

1. Other Agreements. Upon the Effective Date, this Agreement shall supersede all former joint powers agreements related to the Project between the Counties and all prior joint powers agreements shall be terminated.
2. Amendment. This Agreement may be amended upon agreement in writing of the two County Boards.
3. Termination. This Agreement may be terminated by mutual agreement of both Counties. Upon termination of this Agreement:
 - a. any remaining financial obligations shall continue until discharged by law, this Agreement, or any other agreement;
 - b. the Board shall immediately commence winding up its affairs;
 - c. the Board shall arrange to sell, transfer, or otherwise dispose of the Facility and related assets held by the Board for fair market value;
 - d. any proceeds from the sale of the Facility and related assets shall be distributed in the following order:
 - (1) first to repay any outstanding debt due by the Board to third parties;
 - (2) second as pro-rata payments to each County until each county's Facility Loan is repaid in full; and
 - (3) third to each County in the proportions set forth in VII.F.2.
 - e. all remaining property of the Board shall be returned to the County providing the property or distributed to the Counties in the proportions set forth in VII.F.2. of this Agreement; and
 - f. following disposal of the Facility, any remaining liabilities shall be distributed in the proportions set forth in set forth in VII.F.2. of this Agreement.

C. Dispute Resolution. In the event of a dispute arising under this Agreement, the Counties agree to attempt to resolve their dispute by following the process described below:

1. A County shall provide written notice to the other County describing the perceived conflict, positions, and underlying reasons.

2. The other County shall provide written response to the notice within seven (7) days of receipt of the notice.
 3. The Counties shall meet within 14 days of receipt of response with a neutral facilitator. The neutral facilitator will be a representative from the Minnesota Office of Collaboration and Dispute Resolution. Costs of such facilitator shall be shared equally by all parties to the dispute.
 4. At the first meeting, the neutral facilitator will assist the Counties in identifying the appropriate parties and participants in the dispute resolution process, their concerns, a meeting agenda and design for any subsequent meetings. The Counties shall agree on a process for resolving the problem that would involve additional negotiations, mediation, or arbitration.
 5. In developing the process, the Counties will be guided by the following principles:
 - a. The parties will attempt in good faith to reach a negotiated settlement.
 - b. The parties agree that there must be fair representation of the parties directly involved in the dispute.
 - c. The parties will use legal proceedings as a last resort.
 - d. In the event the parties are unable to resolve the dispute, each party retains all rights, remedies or defenses it had prior to entering the process.
- D. Notices. All notices or other communication required or permitted herein shall be in writing and shall be delivered personally or sent by express, registered or certified mail, return receipt requested. Notices delivered personally or by express mail shall be considered given when received. Notices sent by registered or certified mail shall be considered given two (2) business days after deposit in the United States mail, postage prepaid, addressed to the person to receive such notice. Notices shall be addressed to:

Ramsey County:

Ramsey County Board Chair
220 Court House
15 West Kellogg Blvd.
St. Paul, MN 55102

with a copy to the Ramsey County
Attorney

Washington County:

Washington County Board Chair

with a copy to the Washington County

2022-05-26 - Proposed amendment to 2019-11-19 Amended & Restated R&EB JPA

Washington County Government
Center
14949 62nd Street North
Stillwater, MN 55082

Attorney

Board:

Ramsey/Washington Recycling and
Energy Board Chair
100 Red Rock Road
Newport, MN 55055
~~White Bear Avenue, Suite 350,
Maplewood, MN 55109~~

with a copy to the Ramsey County
Attorney and the Washington County
Attorney

- E. Applicable Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Minnesota.
- F. Counterparts. This Agreement may be executed in counterparts, each of which shall have the effect of and be considered as an original of this Agreement.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the parties have caused this agreement to be executed as of the dates below.

**APPROVED:
RAMSEY COUNTY**

BY: _____

Chair, County Board

DATE: _____

BY: _____

Chief Clerk, County Board

Date: _____

Resolution No. _____

**APPROVED AS TO FORM:
RAMSEY COUNTY**

BY: _____

Assistant County Attorney

DATE: _____

**APPROVED:
WASHINGTON COUNTY**

BY: _____

Chair, County Board

DATE: _____

BY: _____

County Administrator

Date: _____

**APPROVED AS TO FORM:
WASHINGTON COUNTY**

BY: _____

Assistant County Attorney

DATE: _____

2022-05-26 - Proposed amendment to 2019-11-19 Amended & Restated R&EB JPA

December 2006. Joint Powers Agreement (JPA) for Resource Recovery Project adopted.

September 22, 2015. Amended and Restated Ramsey/Washington Recycling and Energy Board JPA adopted.

November 19, 2019. Amendment #1 to JPA approved by Washington County Board of Commissioners and by Ramsey County Board of Commissioners (Resolution B2019-266). Amendment changed Section VIII, part D – Release obligation to hold Operating Reserve Fund and added Section VIII, part E – Create Enterprise Reserve Fund.



**RAMSEY/WASHINGTON
RECYCLING & ENERGY**
CONNECTING VALUE TO WASTE

R&E BOARD MEETING DATE:		May 26, 2022				AGENDA ITEM:		VI.a.i	
SUBJECT:		2022 Budget Status							
TYPE OF ITEM:		<input checked="" type="checkbox"/>	INFORMATION	<input type="checkbox"/>	POLICY DISCUSSION	<input type="checkbox"/>	ACTION	<input type="checkbox"/>	CONSENT
SUBMITTED BY:		Kris Wehlage – Accounting Manager							

R&E BOARD ACTION REQUESTED:

For information only.

EXECUTIVE SUMMARY:

Staff will provide an overview of the 2022 year-end projections for Ramsey/Washington Recycling & Energy budgets (Joint Activities, Facility, and Equipment Maintenance & Replacement) Below are items to note for each budget.

2022 estimated year-end Joint Activities Budget – projected surplus

- County and R&E staff resources redirected to supporting the development and implementation of the food scraps pickup program
- County staff working on pandemic-related efforts
- Businesses are hesitant to make significant changes during uncertain times

2022 estimated year-end Facility Budget – projected on budget

- Projected 2022 municipal solid waste (MSW) tonnage of 450,000 in system equals budget
- Personnel cost savings due to difficult labor market
- Transportation over budget primarily due to rising fuel costs
- Facility operations over budget primarily due to contracted labor and rising utility costs
- Facility budget projected to be on budget

2022 estimated year-end Equipment Maintenance & Replacement Budget – projected increased revenues

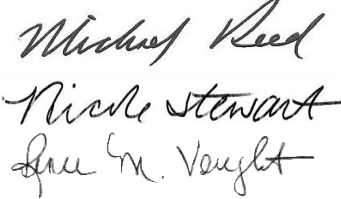


- Increased revenue due to higher recycling rates for ferrous and non-ferrous metals

ATTACHMENTS:

1. 2022 Budget Status Report

FINANCIAL IMPLICATIONS:

SUBJECT: 2022 Budget Status

AUTHORIZED SIGNATURES	DATE
JOINT LEADERSHIP TEAM	5/17/2022
	
RAMSEY COUNTY ATTORNEY	5/17/2022
	
WASHINGTON COUNTY ATTORNEY	5/17/2022
	

Ramsey/Washington Recycling & Energy
SURPLUS/DEFICIT YEAR-END PROJECTION REPORT
As of March 31, 2022

JOINT ACTIVITIES	2022 Approved Budget	2022 Projection	Variance
Project Management	2,729,727	2,541,558	188,169
Non-Residential Recycling	4,090,000	3,680,000	410,000
Community Waste Solution	795,000	305,600	489,400
Food Scrap Recycling	1,468,000	1,468,000	-
General Outreach	605,000	605,000	-
Policy Evaluation	1,020,000	1,040,000	(20,000)
	<u>10,707,727</u>	<u>9,640,158</u>	<u>1,067,569</u>
Revenue:	<u>10,707,727</u>	<u>10,707,727</u>	<u>-</u>
Surplus/(Deficit)	-	1,067,569	1,067,569

FACILITY	2022 Approved Budget	2022 Projection	Variance
Personnel Costs	9,908,945	8,329,132	1,579,813
Fuel Supply	6,642,039	6,738,775	(96,736)
Landfill	4,943,653	4,712,309	231,344
Transportation	7,007,329	8,540,407	(1,533,078)
Transload	2,854,370	2,405,772	448,598
Facility Operations	6,880,179	7,951,616	(1,071,437)
Contingency	690,767	-	690,767
Enterprise Reserve Fund (ERF)	1,500,000	1,500,000	-
Transfer to Equipment Maintenance	300,000	300,000	-
Debt Services	1,693,855	1,693,855	-
	<u>42,421,137</u>	<u>42,171,866</u>	<u>249,271</u>
Revenue:	<u>42,421,137</u>	<u>42,397,472</u>	<u>(23,665)</u>
Surplus/(Deficit)	-	225,606	225,606

EQUIPMENT MAINTENANCE	2022 Approved Budget	2022 Projection	Variance
Equipment/Maintenance	1,435,000	1,284,947	150,053
Revenue:	1,130,000	1,962,052	832,052
Surplus/(Deficit)	<u>(305,000)</u>	<u>677,105</u>	<u>982,105</u>



**RAMSEY/WASHINGTON
RECYCLING & ENERGY**
CONNECTING VALUE TO WASTE

R&E BOARD MEETING DATE:		May 26, 2022				AGENDA ITEM:		VI.b	
SUBJECT:		Workgroup Report: End-Use Markets Facility Site Visits							
TYPE OF ITEM:		<input checked="" type="checkbox"/>	INFORMATION	<input type="checkbox"/>	POLICY DISCUSSION	<input type="checkbox"/>	ACTION	<input type="checkbox"/>	CONSENT
SUBMITTED BY:		Joint Leadership Team (JLT)							

R&E BOARD ACTION REQUESTED:

For information only.

EXECUTIVE SUMMARY:

At its April 21, 2022, meeting, Ramsey/Washington Recycling & Energy Board (R&E Board) approved Resolution R&EB-2022-06, which authorized the participation of members from the R&E Facility & Finance Committee in end-use market site visits and for the workgroup to report back to the R&E Board at a later date.

Ramsey and Washington counties have been evaluating alternative waste management technologies for nearly two decades. The R&E Board has continued this work to achieve environmental, economic and social benefits for the East Metro. Enhancements currently underway at the Recycling & Energy Center (R&E Center) will accommodate the collection of source-separated organics in food scrap bags and enable the recovery of high-value organic-rich materials (ORM) from the waste stream. Plans for organics management have taken shape through extensive research, facility site visits and engagement with technology providers. Anaerobic digestion (AD) provides new opportunities for end-use of organic materials processed at the R&E Center.

AD is a process in which organic materials are placed into a sealed container deprived of air. Microorganisms break down the materials, producing biogas and digestate. There are different AD processes that are largely based on the feedstock's mix of solids and liquids – known as “wet” and “dry” digestion. Biogas produced and captured during the process of AD, largely composed of methane and carbon dioxide, can be used for heat or generating electricity, or it can also be refined into renewable natural gas (RNG). RNG is a carbon-negative substitute for natural gas derived from fossil fuels, and it can be used for vehicle fuel or in the natural gas utility grid to provide energy for homes and businesses. Digestate, the solid and/or liquid residual from AD, contains high amounts of plant nutrients from the breakdown of organic waste. Solid digestate can be composted to make a soil amendment for agriculture or construction projects, or it can be converted into other value-added products. Liquid digestate can be used as liquid fertilizer, usually for agricultural use. AD is a proven technology for managing organic wastes, with flexibility and decades of operation and success in Europe and worldwide.

SUBJECT: Workgroup Report: End-Use Markets Facility Site Visits

The workgroup's role in participating in site visits was to observe AD processes operating in real-world conditions and report their observations to the R&E Board. The members of the workgroup gathered information on the technology visited and application to materials produced at the R&E Center during site visits conducted between April 26 and May 3, 2022. The workgroup did not conduct any official business, including any voting, related to the visits. The R&E Board is the sole decision-making authority for procurement of end markets.

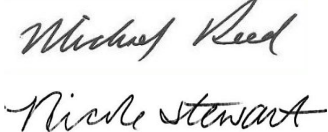


The members of the Facility & Finance Committee will present to the R&E Board at the May 26, 2022, meeting to share their findings.

ATTACHMENTS:

None.

FINANCIAL IMPLICATIONS:

None.

AUTHORIZED SIGNATURES	DATE
JOINT LEADERSHIP TEAM	5/18/2022
	
RAMSEY COUNTY ATTORNEY	5/18/2022
	
WASHINGTON COUNTY ATTORNEY	5/18/2022
	



**RAMSEY/WASHINGTON
RECYCLING & ENERGY**
CONNECTING VALUE TO WASTE

R&E BOARD MEETING DATE:			May 26, 2022			AGENDA ITEM:			VIII		
SUBJECT:		R&E Updates and Reports									
TYPE OF ITEM:		<input checked="" type="checkbox"/>	INFORMATION	<input type="checkbox"/>	POLICY DISCUSSION	<input type="checkbox"/>	ACTION	<input type="checkbox"/>	CONSENT		
SUBMITTED BY:		Joint Leadership Team (JLT)									

R&E BOARD ACTION REQUESTED:

For Information only.

EXECUTIVE SUMMARY:

Legislative Briefing

The Minnesota Legislative Session began on January 31, 2022. The state constitution requires the legislature to conclude business by no later than May 23, 2022. Staff will provide an update on relevant legislative issues.

Facility Updates

Staff will provide updates on R&E Center projects and operations.

Joint Activities Updates

Staff will provide updates on Joint Activities. This will include an update on the food scraps pickup program.

Procurement Report

Staff will provide a written report of new contracts and amendments that were executed under authority of R&E's procurement guidelines during the period of April 1, 2022 through April 30, 2022. Funding for the contracts is available in the approved Joint Activities, Facility and EM&R Budgets, following approval as to form by the Ramsey County or Washington County attorney's office.

ATTACHMENTS:

1. Food Scraps Pickup Program Trial Executive Summary
2. Procurement Report

FINANCIAL IMPLICATIONS:

None.

SUBJECT: *R&E Updates and Reports*

AUTHORIZED SIGNATURES	DATE
JOINT LEADERSHIP TEAM	5/20/2022
<i>Nicole Stewart</i> <i>Michael Reed</i>	

Food Scraps Pickup Program Trial Executive Summary

The food scraps pickup program is a program in development by Ramsey/Washington Recycling & Energy, Ramsey County, and Washington County. The program will provide free, equitable, and accessible food scraps recycling pickup (co-collected with garbage) for all residents in the two counties. For more program information including timelines, please visit <https://recyclingandenergy.org/food-scraps-pickup/>.

In April of 2022, qualitative research was conducted for the food scraps pickup program. The purpose of this research was to:

- Understand resident experience within the food scraps pickup program parameters
- Inform resident support needs, resources, and/or tools
- Understand barriers to participation
- Inform outreach and education efforts
- Test marketing and motivation messaging
- Test instructional messaging

Research Methodology

Residents across Ramsey and Washington counties were invited to participate in a food scrap pickup program trial. The purpose of the trial was to test in-home user experience of the program (bags, containers, storage, etc.) as well as program messaging. 2,639 residents signed up expressing interest to participate.

Seeking a representative mix of participant age, race, education, gender, household type, and location, 40 participants were selected based upon their demographics and their experience recycling food scraps.

38 residents of Ramsey and Washington counties completed the trial, which required two weeks of in-home testing using the 6- and 13-gallon bags, noting barriers and successes in a provided journal, and attending both a pre-trial orientation and a post-trial focus group.

Participants were divided into two groups: those who usually or always recycle food scraps and those who seldom or never recycle food scraps.



Conclusions and Recommendations

With consideration for the goals and purpose of the food scraps pickup program research, these are the key insights and take-aways:

Resident experience within the food scraps pickup program parameters

Many residents noted familiarity with the 2.5-gallon food scrap bags, but did come to understand the reasons why 6-gallon bags will be the smallest size available in the new program. Because of the familiarity and comfort using smaller sized bags and containers, education on the use of the 6- and 13-gallon bags and the long-term impacts of food scraps recycling is recommended.

Resident support needs, resources, and/or tools

Residents would like the counties to provide support and resources. A starter kit that includes a 3-month supply of bags, a refrigerator magnet (or poster or sticker) that contains a full list of what can be recycled, bag storage tips, and a collection bin (or voucher for a bin) is recommended.

Barriers to participation

Residents find confusion over selecting a collection bin, having space for a collection bin, and dealing with the odor of food scraps to be the most significant barriers to participation. Starter kits, education, program ambassadors, trial/testing opportunities, and marketing are recommended to alleviate the perceived barriers.

Outreach and education efforts

Outreach and education efforts need to be clear and easily digestible. They should include pictures whenever possible and emphasize the program's key attributes and impacts on the environment. Participants in food scraps recycling are eager to tell others about it and can become ambassadors for the program.

Marketing and motivation messaging

Marketing and motivation messaging should be clear and concise, emphasizing the ease and convenience of collection, the short- and long-term benefits of collection, how the process works, and the fact that the program is free.



**RAMSEY/WASHINGTON
RECYCLING & ENERGY**
CONNECTING VALUE TO WASTE

Report of all professional service and supplies, equipment, material and labor (SEML) contracts and amendments executed under authority of Recycling & Energy's procurement guidelines (Resolution R&EB 2019-2), April 1, 2022 through April 30, 2022.

Vendor	Effective Date	Description	NTE/Budgeted Amount	Procurement Type
Cerida Investment Corp. ("AnswerNet")	5/1/22	Joint Activities – Customer services related to the food scraps pickup program.	\$78,480 per year	Professional Services
KSP Fulfillment, LLC	5/1/22	Joint Activities – Warehousing and distribution services related to the food scraps pickup program.	Rate Setting	Professional Services
DM Enterprises, LLC	4/1/22	Facility – Purchase of spare parts and equipment.	\$47,108	SEML
Asset Management Systems, Inc. d/b/a USA Security, Inc.	3/1/22	Facility – Building security and equipment services.	Rate Setting	SEML
Mike McPhillips, Inc.	3/1/22	Facility – Parking lot sweeping.	Rate Setting	SEML
Bay & Bay Transfer Co., Inc.	4/26/22	Facility – Allow transportation services to Wilmarth.	Rate Setting	SEML
Schlomka Services, LLC	1/1/22	Facility – Industrial holding tank maintenance.	Rate Setting	SEML
Vic's Crane and Heavy Haul, Inc.	3/1/22	Facility – Crane equipment and operator services.	Approximately \$25,000 per year	SEML
North American Trailer Sales	4/22/22	Facility – Trailers for the food scraps pickup program.	\$242,749	SEML
Augie's Trucking	4/1/22	Facility – Trailer maintenance and repair.	Rate setting	SEML