

**MATERIALS INNOVATION AND RECYCLING AUTHORITY**

**FOUR HUNDRED AND FIFTY-FIFTH**

**MAY 28, 2015**

A regular meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thurs. May 28, 2015, in the Board Room at 211 Murphy Road Hartford, CT 06114. Those present were:

Directors: Chairman Don Stein  
Vice-Chairman Dick Barlow  
John Adams  
Marilynn Cruz-Aponte  
Ralph Eno  
Joel Freedman  
Jim Hayden  
Andy Nunn (present by telephone)  
Scott Shanley  
Steve Edwards, Southwest Project Ad-Hoc (present by telephone)  
Bob Painter, CSWS Project Ad-Hoc

Present from MIRA in Hartford:

Tom Kirk, President  
Mark Daley, Chief Financial Officer  
Thomas Edstrom, Risk Manager  
Roger Guzowski, Contract and Procurement Manager  
Laurie Hunt, Director of Legal Services  
Peter Egan, Director of Operations and Environmental Affairs  
Marianne Carcio, Executive Assistant  
Moirra Kenney, Assistant HR Manager/Board Administrator

Others: Ann Cutino, Esq., Halloran & Sage LLP; John Pizzimenti, USA Hauling; Lee Sawyer, CT DEEP; James P. Sandler, Esq., Sandler & Mara, P.C.,

Chairman Stein called the meeting to order at 9:40 a.m. and said a quorum was present.

**PUBLIC PORTION**

Chairman Stein said the agenda allowed for a public portion in which the Board would accept written testimony and allow individuals to speak for a limit of three minutes.

As there were no members of the public present who wished to address the Board the Chairman proceeded with the regularly scheduled agenda.

**APPROVAL OF THE REGULAR APRIL 23, 2015, BOARD MEETING MINUTES**

Chairman Stein requested a motion to approve the minutes of the Regular Apr. 23, 2015, Board Meeting. Director Adams made the motion which was seconded by Director Hayden.

The motion was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Hayden, Director Nunn, and Director Painter voted yes. Director Cruz-Aponte, Director Eno, and Director Freedman abstained.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte			X
Ralph Eno			X
Joel Freedman			X
Jim Hayden	X		
Andrew Nunn	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project			
Steve Edwards, Southwest Project	X		

**REVIEW AND RECOMMEND RESOLUTION REGARDING COOPERATIVE SERVICE AGREEMENT BETWEEN MIRA AND THE USDA ANIMAL AND PLANT HEALTH INSPECTION SERVICES/WILDLIFE SERVICES FOR BIRD CONTROL**

Chairman Stein requested a motion on the above referenced item. The motion to approve was made by Director Adams and seconded by and Director Eno.

**RESOLVED:** That the President is hereby authorized to execute an agreement with the United States Department of Agriculture Animal and Plant Health Inspection Services, for the control of nuisance birds at the South Meadows Waste Processing Facility, substantially as presented and discussed at this meeting.

The motion was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Freedman, Director Hayden, Director Nunn, and Director Painter voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		

Andrew Nunn	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		
Steve Edwards, Southwest Project			

**RESOLUTION REGARDING ON-CALL MSW DIVERSION TRANSPORTATION AND DISPOSAL WORK**

Chairman Stein requested a motion on the above referenced item. The motion to approve was made by Director Adams and seconded by and Director Eno.

**RESOLVED:** That the President is hereby authorized to execute agreements for CSWS on-call municipal solid waste diversion transportation and disposal work with the following company, substantially as presented and discussed at this meeting:

- Southbridge Recycling & Disposal Park, Inc. (a subsidiary of Casella Resource Solutions)

The motion was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Freedman, Director Hayden, Director Nunn, and Director Painter voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Andrew Nunn	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		
Steve Edwards, Southwest Project			

**RESOLUTION REGARDING COMMERCIAL AND INDUSTRIAL REAL ESTATE SERVICES**

Chairman Stein requested a motion on the above referenced item. The motion to approve was made by Director Adams and seconded by Director Eno.

**RESOLVED:** That the President is hereby authorized to enter into contracts with the following firms for Commercial and Industrial Real Estate Services, substantially as discussed and presented at this meeting.

- MR Valuation Consulting, LLC
- Vimini Valuation Services, LLC

The motion was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Freedman, Director Hayden, and Director Nunn voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Andrew Nunn	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project			
Steve Edwards, Southwest Project			

**RESOLUTION REGARDING AMENDMENT TO TIER 1 AND TIER 3 MUNICIPAL SOLID WASTE MANAGEMENT SERVICE AGREEMENTS**

Chairman Stein requested a motion on the above referenced item. The motion to approve was made by Director Freedman and seconded by and Director Hayden.

**RESOLVED:** The President is hereby authorized to amend the Tier 1 and Tier 3 Municipal Solid Waste Management Services Agreements (“MSA’s”) for the provision of acceptable solid waste and acceptable recyclables services with Connecticut municipalities, substantially as presented and discussed at this meeting.

The motion was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Freedman, Director Hayden, Director Painter and Director Shanley voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		

Scott Shanley	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		
Steve Edwards, Southwest Project			

**REGARDING AUTHROIZING ADDITIONAL USE OF RESERVES TO PAY CERTAIN FY'15 LEGAL COSTS**

Chairman Stein requested a motion on the above referenced item. The motion to approve was made by Director Freedman and seconded by and Director Hayden.

**RESOLVED:** The President is authorized to expend up to an additional \$50,000 from the Landfill Operating Reserve Account for payment of legal costs incurred in fiscal year 2015 in connection with MIRA’s continued operation of the solar electricity generating facility to the City for use at its public works complex.

The motion was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director Painter and Director Shanley voted yes. Director Cruz-Aponte abstained.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte			X
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Scott Shanley	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		
Steve Edwards, Southwest Project			

**RESOLUTION REGARDING PROCURMENT OF INSURANCE COVERAGE FOR AUTO, GENERAL LIABILITY, UMBRELLA, PUBLIC OFFICIALS, AND WORKERS COMPENSATION**

Chairman Stein requested a motion on the above referenced item. The motion to approve was made by Director Freedman and seconded by and Director Shanley.

**RESOLVED:** That MIRA purchase the insurance coverages in the amount and from the carriers according to the recommended option 1 from its broker as presented and discussed in this meeting.

The motion was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Freedman, Director Hayden, Director Nunn, Director Painter and Director Shanley voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Andrew Nunn	X		
Scott Shanley	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		
Steve Edwards, Southwest Project			

**MOTION TO ADD AN ITEM TO THE AGENDA WHICH DISUCSSES AND DIRECTS ACTION ON SENATE BILL 3298**

Chairman Stein requested a motion to add an item to the agenda concerning discussion and ultimately action on Senate Bill 3298. The motion to approve was made by Director Shanley and seconded by and Director Adams.

The motion to add an item to the agenda was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Edwards, Director Eno, Director Freedman, Director Hayden, Director Nunn, Director Painter and Director Shanley voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Andrew Nunn	X		
Scott Shanley	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		
Steve Edwards, Southwest Project	X		

**RESOLUTION REGARDING ACTION ON SENATE BILL 3298**

Chairman Stein requested a motion on the above referenced item. The motion to approve was made by Director Shanley and seconded by and Director Painter.

After discussion the Board agreed to empower MIRA’s President to draft alternative language to this bill to reflect discussion held on the matter and to also include a review of existing best practices and to offer up to \$15,000 in funding with potential matches from other sources.

The motion was approved by roll call. Chairman Stein, Director Adams, Director Cruz-Aponte, Director Edwards, Director Eno, Director Freedman, Director Hayden, Director Nunn, Director Painter and Director Shanley voted yes. Vice-Chairman Barlow voted no.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow		X	
John Adams	X		
Marilynn Cruz-Aponte	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Andrew Nunn	X		
Scott Shanley	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		
Steve Edwards, Southwest Project	X		

**EXECUTIVE SESSION**

Chairman Stein requested a motion to enter into Executive Session to discuss potential real estate leads and pending litigation. The motion, made by Vice-Chairman Barlow was seconded by Director Adams and was approved unanimously.

Chairman Stein asked the following people join the Directors in the Executive Session:

- Tom Kirk
- Mark Daley
- Peter Egan
- Laurie Hunt

The motion to go into Executive Session was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Freedman, Director Hayden, Director Nunn, Director Shanley, Director Painter and Director Edwards voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
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Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Andrew Nunn	X		
Scott Shanley	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		
Steve Edwards, Southwest Project Ad-Hoc	X		

The Executive Session began at 11:30 a.m. and concluded at 12:57 p.m. Chairman Stein noted that no votes were taken in Executive Session.

The meeting was reconvened at 12:57 p.m. The door was opened, and the Board Secretary and all members of the public (of which there were none) were invited back in for the continuation of public session.

**RESOLUTION REGARDING PROJECTED LEGAL EXPENDITURES**

Chairman Stein requested a motion on the above referenced item. The motion to approve was made by Director Adams and seconded by and Director Eno.

**WHEREAS**, MIRA has entered into Legal Service Agreements with various law firms to perform legal services; and

**WHEREAS**, the Board of Directors has previously authorized certain amounts for payment of fiscal year 2015 projected legal fees; and

**WHEREAS**, MIRA expects to incur greater than authorized legal expenses related to several matters with its general counsel;

**NOW THEREFORE, it is RESOLVED:** That the following additional amount be authorized for payment of projected legal fees and costs to be incurred during fiscal year 2015:

<u>Firm:</u>	<u>Amount:</u>
Halloran & Sage	\$285,000



The motion was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director Nunn, Director Painter, and Director Shanley voted yes. Director Cruz-Aponte abstained.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Marilynn Cruz-Aponte			X
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Andrew Nunn	X		
Scott Shanley	X		
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		
Steve Edwards, Southwest Project			

**ADJOURNMENT**

Chairman Stein requested a motion to adjourn the meeting. The motion to adjourn was made by Vice-Chairman Barlow seconded by Director Adams and was approved unanimously.

There being no other business to discuss, the meeting adjourned at 1:00 P.m.

Respectfully Submitted,

Moira Kenney  
Assistant HR Manager/Board Administrator