

CONNECTICUT RESOURCES RECOVERY AUTHORITY

FOUR HUNDRED AND EIGHTH MEETING

OCTOBER 26, 2006

A Regular meeting of the Connecticut Resources Recovery Authority Board of Directors was held on Thursday, October 26, 2006 at 100 Constitution Plaza, Hartford, Connecticut. Those present were:

Chairman Michael Pace

Directors: Michael Cassella (Present until 12:35 p.m.)
Mark Cooper
James Francis
Michael Jarjura (Present beginning at 10:10 a.m.)
Edna Karanian
Mark Lauretti (Present beginning at 9:50 a.m.)
Theodore Martland
James Miron (Present beginning at 9:50 a.m.)
Raymond O'Brien

Present from the CRRA staff:

Tom Kirk, President
Jim Bolduc, Chief Financial Officer
Bettina Bronisz, Assistant Treasurer and Director of Finance
Michael Bzdyra, Government Relations Liaison
Robert Constable, Controller
Peter Egan, Director of Environmental Affairs & Development
Tom Gaffey, Director of Recycling & Enforcement
Floyd Gent, Director of Operations
Laurie Hunt, Director of Legal Services
Paul Nonnenmacher, Director of Public Affairs
Michael Tracey, Operations Manager, Construction Management
Alexandra Anweiler, Communications Intern
Donna Tracy, Executive Assistant
Kristen Greig, Secretary to the Board/Paralegal

Also present were: Theodore Doolittle, Esq. of the Office of the Attorney General, Richard Goldstein, Esq. of Pepe & Hazard, Stephen Hillyer of CCEJ, James Maher, Esq. of Halloran & Sage, Allan Mercado of CCEJ, Douglas Pelham, Esq. of Cohn, Birnbaum & Shea (via teleconference), John Pizzimenti of USA Hauling & Recycling, Steven Rogers of Nationwide Electric, and Jerry Tyminski of SCRRRA.

Chairman Pace called the meeting to order at 9:40 a.m. and stated that a quorum was present.

PLEDGE OF ALLEGIANCE

Chairman Pace requested that everyone stand for the Pledge of Allegiance, whereupon, the Pledge of Allegiance was recited.

PUBLIC PORTION

Chairman Pace said that 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.

Mr. Hillyer of the Connecticut Coalition for Environmental Justice stated that he would like the Board to consider opening recycling centers throughout various neighborhoods in Hartford. Mr. Hillyer said that the centers would not necessarily have to be open every day, but suggested that they have a rotating schedule. Mr. Hillyer added that the centers would be a good way to help Hartford increase its recycling.

Mr. Hillyer stated that he was reviewing some of the information on CRRA's website and wanted to complement CRRA for its employment practices. Mr. Hillyer said he noticed that CRRA's website includes positions that do not require a driver's license. Mr. Hillyer noted that there are jobs that can be done by individuals who are not able to drive and commended CRRA for its sensitivity and awareness of that issue.

Chairman Pace stated that he would like to hear Mr. Hillyer's ideas regarding possible locations for the previously mentioned recycling centers. Chairman Pace added that CRRA is trying to increase recycling in Hartford and around the State, and said it is unfortunate that the Connecticut Coalition for Environmental Justice is resisting CRRA's efforts. Chairman Pace said that he hopes the Connecticut Coalition will revisit its true goals and those of CRRA. Chairman Pace said that, working together, the two organizations can achieve those goals for Hartford.

With no further comments from the public, Chairman Pace stated that the regular meeting would commence.

APPROVAL OF THE MINUTES OF THE SEPTEMBER 28, 2006 REGULAR BOARD MEETING

Chairman Pace requested a motion to approve the minutes of the September 28, 2006 Regular Board Meeting. The motion was made by Director O'Brien and seconded by Director Martland.

Director Martland noted that page 8 should say, "The motion previously made and seconded was approved." Director Martland noted that he voted "nay."

Director Martland added that, regarding the Emergency Procurements on page 17, he said that *most* of the items were single-source vendors.

The minutes as amended were approved. Director Cassella abstained.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella			X
Mark Cooper	X		
James Francis	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

RESOLUTION REGARDING CERTAIN BRIDGEPORT PROJECT RESERVES

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director Francis:

RESOLVED: That \$230,000 is re-designated from the Waterbury Landfill Closure Reserve to the Waterbury Postclosure Reserve.

Director O'Brien seconded the motion.

Director Francis informed the Board that during the review of the reserves, it was concluded that the Waterbury Landfill Closure Reserve was over-funded and the Waterbury Postclosure Reserve was under-funded. This action will transfer funds between the two reserves to bring them to reasonable levels.

Chairman Pace asked if there would be additional changes made to the reserves. Mr. Bolduc responded that the reserves would be analyzed again during the budget process for the various Projects. Mr. Bolduc noted that any recommended changes would be brought to the Finance Committee and Board for approval.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		

James Francis	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

RESOLUTION AUTHORIZING CONTRACT FOR ECONOMIC ADVISORY SERVICES

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director Francis:

RESOLVED: That the President be authorized to enter into a contract for economic advisory services to Environmental Capital, LLC to assist management with work on a variety of projects including, but not limited to, financial and economic evaluation with regard to the strategic plans of the Authority, market information on other comparable solid waste authorities and innovations within the solid waste field; financial feasibility analyses; and analysis of state and federal laws and regulations relative to solid waste management and municipal bonds. This contract will be for a three-year period, from November 1, 2006 to October 31, 2009.

Director O'Brien seconded the motion.

Mr. Bolduc stated that CRRA's current economic advisor is Environmental Capital and that contract is expiring in the end of October. Mr. Bolduc explained that a Request for Qualifications was issued and five bidders responded. The recommendation is to continue with Environmental Capital, who is the low bidder and has provided expertise and advice over the last three years with respect to the Enron situation. Mr. Bolduc said that Environmental Capital is familiar with CRRA's strategic plans, which will be critical over the next few years.

Chairman Pace noted that Environmental Capital has a special qualification because the firm specializes in solid waste. Chairman Pace stated that that specialization in addition to being the lowest bidder makes it clear that Environmental Capital will provide the best service for CRRA's needs. Director Francis pointed out that Environmental Capital also stood out because they are also very familiar with complex bond issues and has worked with CRRA's bond counsel in the past and noted that this resolution was recommended by the Finance Committee.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		
James Francis	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

A RESOLUTION AUTHORIZING SENIOR MANAGEMENT TO APPLY AVAILABLE FUNDS OF THE AUTHORITY TO THE DEFEASANCE OF OUTSTANDING MID-CONNECTICUT SYSTEM INDEBTEDNESS AND THE EXECUTION AND DELIVERY OF AN ESCROW DEPOSIT AGREEMENT WITH U.S. BANK NATIONAL ASSOCIATION TO PROVIDE FOR THE CUSTODY, INVESTMENT AND APPLICATION OF SUCH FUNDS TO EFFECT SUCH DEFEASANCE

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director Francis:

WHEREAS, the Connecticut Resources Recovery Authority (the “Authority”) now has outstanding under its resolution adopted March 13, 1985 as supplemented and amended (the “Bond Resolution”) approximately \$30 million in debt, consisting of \$15,290,000, Mid-Connecticut System Bonds, 1996 Series A (the “Bonds”) and \$15,066,061 Subordinated Indebtedness owing to the State (the unpaid amount thereof, the “State Loan” and, collectively, with the outstanding Bonds, “Outstanding Indebtedness”); and

WHEREAS, the Authority anticipates that it will from time to time realize additional funds that, together with funds available for the purpose under the Bond Resolution (all such funds collectively, “Available Funds”), may be applied to the payment, redemption or defeasance of all or a portion of the Outstanding Indebtedness; and

WHEREAS, the Board of Directors of the Authority (the “Board”) has determined to confer upon senior management of the Authority discretion as to when, which and in what amounts Available Funds are to be applied to the payment, redemption and defeasance of Outstanding Indebtedness, taking into account the best interests of the Authority and the holders of its Outstanding Indebtedness; and

WHEREAS, a legal defeasance of Outstanding Indebtedness will require the Authority to enter into an agreement with the Trustee under the Bond Resolution to provide irrevocably for the custody, investment and payment or redemption of the Outstanding

Indebtedness to be defeased, to the end that such Outstanding Indebtedness shall be deemed to have been paid in accordance with the provisions of Section 11.1(B) of the Bond Resolution; now, therefore, be it

RESOLVED: That the Board hereby authorizes the President and the Chief Financial Officer of the Authority (the “Officials”), in their discretion, to apply, at one time or from time to time, all or any of the Authority’s Available Funds, not to exceed \$32 million in the aggregate, to payment, redemption or defeasance of so much of the Outstanding Indebtedness, as the Officials shall determine at the time to be in the best interests of the Authority and the holders of its Outstanding Indebtedness; and

FURTHER RESOLVED: That the Board hereby approves the execution and delivery by the Officials of an Escrow Deposit Agreement or Agreements, substantially the form of the escrow deposit agreement approved by resolution of the Board on May 26, 2006 in connection with a prior defeasance under the Bond Resolution, with such changes as the Officials shall approve as necessary to provide at one time or from time to time for the defeasance of all or any portion of the Outstanding Indebtedness and as in the best interests of the Authority, their execution and delivery thereof being conclusive evidence of their approval of any such changes; and

FURTHER RESOLVED: That the Officials be, and hereby are, authorized to take all such further actions, including, without limitation, the withdrawal and transfer of Available Funds, not in excess of \$32 million in the aggregate, to the Escrow Fund or Funds created under the Escrow Deposit Agreement and to execute such further documents on behalf of the Authority to accomplish the defeasance of Outstanding Indebtedness as contemplated hereby, and as otherwise may be necessary and appropriate or required by the terms and conditions of any and all the aforesaid documents.

Capitalized terms not defined herein shall have the meanings accorded to them by the Bond Resolution. This resolution shall take effect immediately.

Director O’Brien seconded the motion.

Mr. Bolduc explained that CRRA is anticipating getting to a point where settlement funds related to Enron may be paid to CRRA and the \$15 million in escrow for the state loan may be released to the State. Mr. Bolduc said that CRRA would like to be in a position to defease the remaining Mid-Connecticut bonds as those funds become available.

Mr. Bolduc noted that when the new Board first started in 2002, CRRA had over \$180 million in outstanding debt. During the last three years, CRRA has paid off the majority of the debt and when these proposed defeasances are completed, the debt will be paid off. Mr. Bolduc pointed out that this is about six years in advance of when the original debt was due.

Director O’Brien stated that it was pointed out at the Finance Committee meeting that this action was explicitly required by the agreement with the trustee two years ago. Mr. Bolduc added that the trustee’s letter specifically referred to the \$111 million Enron bankruptcy claim when requiring that settlement funds be used for defeasance of debt. Mr. Bolduc said that it was

clearly the intent of the trustee that all settlement funds as a result of Enron be used for that purpose.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		
James Francis	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

RESOLUTION REGARDING THE REFURBISHMENT OF STEEL PAN CONVEYOR CV-200B AGREEMENT AT THE WASTE PROCESSING FACILITY

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director Karanian:

RESOLVED: That the President is hereby authorized to execute an agreement with Construction Network Services to implement the Refurbishment of Steel Pan Conveyor CV-200B located at the Mid-Connecticut Waste Processing Facility, substantially as presented and discussed at this meeting.

Director Martland seconded the motion.

Chairman Pace pointed out that this was one of the issues brought up in the report regarding the condition of the facility. Chairman Pace stated that the Board has been aware of the recommendations regarding the facility and has done their due diligence prior to voting on this matter.

Director Martland stated that he appreciates the selection of the low bid, but said he is uneasy that there is such a large difference in the bids. Director Martland asked why there was such a large spread. Mr. Tracey responded that the project was bid out based on both dollar rate and man-hours. Mr. Tracey stated that the low bidder's man-hour rate was lower than the rest of the bidders. Mr. Kirk noted that CRRA is comfortable with the capabilities of the low bidder. Mr. Gent said that CRRA checked the contractors references, which were all positive and the company is currently doing some work with Covanta at the Power Block Facility.

Director Lauretti added that such large spreads are not uncommon. Director Francis agreed and said that he has seen similar spreads in West Hartford. Director Francis explained that his town has seen similar differences in projects that involve steel or other elements with petroleum. Some vendors may have an inventory and therefore a different price schedule than vendors who do not have an inventory and have to pay a higher price for certain raw materials.

Director Francis noted that this item was included in the capital improvement budget, which was approved by the Board. Director Cooper pointed out that \$250,000 was budgeted for this project. Mr. Gent stated that the materials for this project were already purchased by MDC so the combined price of the project totals approximately \$180,000.

Mr. Tracey informed the Board that MDC originally bid this project out, but based on their bid of \$175,000, CRRA felt it was in the organization’s best interest to take this project on internally.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

RESOLUTION REGARDING ELECTRIC POWER MARKET PROFESSIONAL SERVICES

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director O'Brien:

RESOLVED: That the President is hereby authorized to enter into a contract with Navigant Consulting, Inc. for Electric Power Market Professional Services for the Mid-Connecticut Electric Generating Facility, substantially as discussed and presented at this meeting.

Director Cooper seconded the motion.

Mr. Kirk stated that when CRRA originally attempted to procure these services, it was anticipated that the cost would be under \$50,000 as in years past. Mr. Kirk said that the final prices exceeded \$50,000 and the preferred contractor was not the low bidder. Mr. Kirk explained that another Request for Proposals (RFP) was issued based upon and incorporating feedback from the Board. Mr. Kirk said that new RFP called for fixed prices for certain tasks and CRRA attempted to expand the pool of potential bidders by contacting more firms. Mr. Kirk noted that the results of the RFP again point to Navigant as the preferred provider for this project.

Director O'Brien noted that the contract value is listed as \$76,000 and said that it is his understanding that the project is not to exceed \$76,000. Mr. Gent responded that Navigant submitted a firm price for Tasks 1, 2 and 3, which was \$40,400. Mr. Gent explained that the balance is based on a time and materials price, which reflects an estimated number of man-hours. Mr. Gent said that it is difficult to estimate the number of man-hours that will be needed because that depends on the number of bidders that respond to the RFP to purchase the electricity. Director O'Brien stated that he wants to be certain the Board is not approving an open-ended contract. Mr. Gent stated that there have been contracts that were approved on a time and materials basis and if those contracts exceed the original estimate, that information is brought to the Board's attention. Attorney Hunt confirmed that if a contract exceeds the Board approved amount, the Board would be notified. Chairman Pace stated that if the time and maintenance portion of the agreement exceeds the approved amount by a certain percentage, he would like that brought to the Chairman of the Finance Committee, and based on the recommendation of the Finance Committee, to the Board for approval. Director Francis stated that the Finance Committee and Policies & Procurement Committee can work together to find what percentage would provide the Board with the level of comfort they are looking for. Director O'Brien stressed that this should not be dealt with after the total of \$76,000 has been exceeded, but before the project exceeds the approved amount. Mr. Kirk agreed and stated that it has been CRRA's practice to obtain Board approval when a purchase order is exceeded by \$50,000. Chairman Pace suggested that the Chairman of the Finance Committee be notified if the time and materials portion of the project exceeds the approval of the agreement by 30%.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

CHAIRMAN'S REPORT

Chairman Pace noted that there have been some recent changes in the membership of the Board. Chairman Pace stated that the Executive Committee now consists of the Chairman of the subcommittees and the Vice-Chairman of the Board. The Executive Committee members are Chairman Pace, Vice-Chairman Cohn, Director Cooper, Director Francis, and Director O'Brien.

Chairman Pace stated that the recent Strategic Planning Retreat was very useful and provided management with some direction for the future.

Chairman Pace asked when the budget cycle would begin again. Mr. Bolduc responded that the General Fund and Southeast budgets would be reviewed in November. The Wallingford and Bridgeport Project budgets are reviewed in January and the Mid-Connecticut Project budget is done in February.

Chairman Pace pointed out that he is a chief elected official in Old Saybrook and said there was an enforcement issue in a neighboring town. Chairman Pace said that the neighboring town asked if enforcement was also done in Old Saybrook. Chairman Pace said that management has done a fair and complete review to ensure Old Saybrook is not receiving any preferential treatment.

Mr. Gaffey explained that CRRA enforcement officials inspect transfer stations and will occasionally find issues relative to the delivery of recyclables that are required by contract to be delivered to CRRA facilities. Mr. Gaffey said that, in the case of the previously mentioned town, several years ago it was found that a significant amount of newspaper was being diverted to another company. CRRA worked with this town to bring it into compliance with its contractual obligations, but recently an inspection uncovered a significant amount of mixed paper had again been diverted to the same company. Mr. Gaffey explained that mixed paper, along with other fibers, have become valuable commodities and those were being diverted. Mr. Gaffey explained that when the attendant at the transfer station was confronted, the attendant asked if CRRA had inspected the Old Saybrook transfer station. Mr. Gaffey assured the Board that CRRA inspects recyclables and solid waste at all transfer stations, including Old Saybrook, to ensure they comply with CRRA delivery standards. Mr. Gaffey stated that he has since written a letter to the town requesting that they come into compliance and to cease diverting materials that are required to be delivered by contract. Mr. Gaffey explained that it is CRRA's goal to bring towns into compliance, which is sometimes difficult, but CRRA has been extremely patient with the towns. Mr. Gaffey said that CRRA hopes that the town will choose to come into compliance and CRRA will follow up to see if the town needs any assistance to do so.

Mr. Kirk noted that CRRA is unique in that it does not charge a tip fee for recyclables, but the reason that can be done is because CRRA counts on all member towns sending all of their recyclables as required. Mr. Kirk stated that is what allows CRRA to have a successful recycling project.

PRESIDENT'S REPORT

Mr. Kirk noted that the tour of the Hartford Landfill will take place on Saturday and gave the details of the meeting place and tour. Mr. Kirk stated that local dignitaries and the public have been invited and the event has been heavily advertised in weekly papers in the north end of Hartford.

Mr. Kirk said that the construction of the recycling center has been substantially delayed by the intervention from the Connecticut Coalition for Environmental Justice. Subject to a favorable report from the hearing officer, the facility will be operational next year. Mr. Kirk informed the Board that, to date, the intervention has cost CRRA \$110,000 in legal fees.

Regarding MDC, Mr. Kirk stated that CRRA has been negotiating with MDC leadership under the guidance of Judge Wagner to resolve the appeal of the binding arbitration decision. Mr. Kirk said that Judge Wagner is intent on having this issue settled out of court and added that CRRA and MDC were currently negotiating settlement terms.

Mr. Kirk stated that he appreciates the comments of those who participate in the Public Comment, especially considering the recycling rate in Hartford. Mr. Kirk pointed out that Hartford is unique in that it receives \$100,000 per year as a host community from CRRA. Mr. Kirk noted that there was a recommendation from the Committee level that CRRA do what it can to help Hartford effect the spending of those funds in the most efficient and appropriate way. Mr. Kirk said that CRRA would be inviting the City to meet with CRRA because that credit has now grown to \$416,000. Mr. Kirk stated that CRRA has ideas and opportunities to enhance participation by the Hartford community.

COMMITTEE REPORTS

Policies and Procurement Committee

RESOLUTION REGARDING RATIFICATION OF EMERGENCY PROCUREMENT CONTRACTS

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director O'Brien:

RESOLVED: That the Authority Board of Directors ratifies the Emergency purchase as substantially presented and discussed at this meeting.

The motion was seconded by Director Martland.

Director O'Brien noted that this matter is straightforward and commended management for documenting the emergency procurements in a timely manner. Director O'Brien noted that an update regarding the crossing referenced in the procurement documentation will be forthcoming.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

RESOLUTION REGARDING REVISION TO PROCUREMENT POLICY

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director O'Brien:

RESOLVED: That the Authority's Board of Directors adopts the changes to Section 5.10 of the Procurement Policies and Procedures pertaining to Emergency purchases as substantially presented at this meeting.

Director Martland seconded the motion.

Director O'Brien stated that this resolution was recommended by the Policies & Procurement Committee. Director O'Brien pointed out that the change addresses concerns about the Board being required to approve very small purchases just because they were emergencies. Director O'Brien noted that even though emergency procurement will not require Board ratification unless they exceed \$10,000, all emergency procurements will still be reported to the Committee.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		

Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

Organizational Synergy and Human Resources Committee

Director Cooper reported that the Committee met earlier in the day and will continue working on the item that is behind tab 9 in the Board Package. Director Cooper made a motion to table the resolution regarding health and dental benefits for part-time employees. The motion was seconded by Director Francis and approved unanimously.

RESOLUTION REGARDING EXECUTION OF A GENERAL RELEASE OF AMERICAN INTERNATIONAL GROUP, INC.

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director O'Brien:

WHEREAS, pursuant to the terms of a Settlement Agreement between American International Group, Inc. ("AIG") and the New York Attorney General and Superintendent of Insurance ("Settlement Agreement"), the Authority is eligible to receive payments from the Excess Casualty Fund established by AIG; and

WHEREAS, in order to participate in the Fund, the Authority must execute and return the General Release prescribed by the Settlement Agreement by January 26, 2007; and

WHEREAS, the Board has reviewed the said General Release and determined that it is in the best interests of the Authority to execute the said Release, so as to participate in the Excess Casualty Fund as described therein;

NOW, THEREFORE, IT IS RESOLVED: That the President of the Authority is hereby authorized to execute and return the General Release required by the Settlement Agreement, as presented and discussed at this meeting, and to take all related actions in connection with said General Release necessary to participate in the Excess Casualty Fund as provided therein.

Director Cooper seconded the motion.

Attorney Hunt explained that CRRA has reviewed the agreement and believes it is in the best interests of the Authority. Mr. Kirk added that this item is similar to the prior settlement with Marsh. Attorney Hunt stated that the Attorney General declined to advise CRRA on this matter, but was clear in the fact that he has no objection.

Director Martland stated that he would like the record to show that the New York Attorney General caused CRRA some grief with the insurance renewals.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

EXECUTIVE SESSION

Chairman Pace requested a motion to enter into Executive Session to discuss pending litigation and real estate acquisition matters with appropriate staff. The motion made by Director O'Brien and seconded by Director Francis was approved unanimously. Chairman Pace requested that the following people be invited to the Executive Session:

- Tom Kirk
- Jim Bolduc
- Robert Constable (Present from 10:50 a.m. until 11:18 a.m.)
- Peter Egan (Present from 10:50 a.m. until 11:07 a.m.)
- Floyd Gent (Present from 10:50 a.m. until 11:07 a.m.)
- Laurie Hunt, Esq.
- Michael Tracey (Present from 10:50 a.m. until 11:07 a.m.)

Outside Counsel

- Theodore Doolittle, Esq. (Present from 11:20 a.m. to 11:56 a.m.)
- Richard Goldstein, Esq. (Present from 11:20 a.m. to 11:56 a.m.)
- James Maher, Esq. (Present from 10:50 a.m. until 11:07 a.m.)

The Executive Session began at 10:50 a.m. and concluded at 11:56 a.m. Chairman Pace noted that no votes were taken in Executive Session.

The meeting was reconvened at 11:56 a.m.

RESOLUTION AUTHORIZING SETTLEMENT WITH A LAW FIRM WHICH FORMERLY REPRESENTED ENRON AND/OR RELATED ENTITIES

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director O’Brien:

RESOLVED: That the President is hereby authorized to agree to settlement of the Authority’s lawsuit against a law firm which formerly represented Enron and/or related entities, including taking all actions, executing all documents, and doing all other things necessary to accomplish a settlement substantially on the terms discussed at this meeting, subject and pursuant to the approval of the Attorney General.

Director Martland seconded the motion.

Director O’Brien noted that this issue was thoroughly discussed in Executive Session.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O’Brien	X		
Non Eligible Voters			
NONE			

RESOLUTION AUTHORIZING THE PRESIDENT TO EXERCISE CRRA’S OPTION TO ACQUIRE THE PARCEL OF LAND IN THE SOUTH MEADOWS KNOWN AS PARCEL 3

Chairman Pace requested a motion regarding the above-captioned matter. The following motion was made by Director O’Brien:

RESOLVED: That the President is hereby authorized to exercise the option granted to CRRA in the Substation and Storage Area Option Agreement between The Connecticut Light and Power Company and CRRA dated December 22, 2000 (the “Agreement”) to acquire for \$1.00 the land known as Parcel 3 and more particularly described in Attachment A to the Agreement; and

FURTHER RESOLVED: That the President is hereby authorized to take any and all such other action as is necessary or desirable in order to expeditiously complete the acquisition of Parcel 3 in accordance with the terms of the Agreement as discussed at this meeting.

Director Francis seconded the motion.

Director O'Brien noted that this issue was thoroughly discussed in Executive Session and by the Policies and Procurement Committee. Director Miron recommended that CRRRA purchase title insurance for the property.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Michael Cassella	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
James Miron	X		
Raymond O'Brien	X		
Non Eligible Voters			
NONE			

ADJOURNMENT

Chairman Pace requested a motion to adjourn the meeting. The motion to adjourn made by Director O'Brien and seconded by Director Miron was approved unanimously.

There being no other business to discuss, the meeting was adjourned at 12:00 p.m.

Respectfully submitted,

Kristen B. Greig
Secretary to the Board/Paralegal