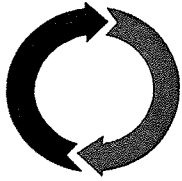


**CRRA
BOARD MEETING
JANUARY 27, 2005**



**CONNECTICUT
RESOURCES
RECOVERY
AUTHORITY**

**100 Constitution Plaza • Hartford • Connecticut • 06103 • Telephone (860)757-7700
Fax (860)757-7745**

MEMORANDUM

TO: CRRA Board of Directors
FROM: Kristen Greig, Secretary to the Board/Paralegal
DATE: January 20, 2005
RE: Notice of Meeting

There will be a regular meeting of the Connecticut Resources Recovery Authority Board of Directors held on Thursday, January 27, 2005 at 9:30 a.m. The meeting will be held in the Board Room of 100 Constitution Plaza, 6th Floor, Hartford, Connecticut.

Please notify this office of your attendance at (860) 757-7787 at your earliest convenience.

Connecticut Resources Recovery Authority
Board of Directors' Meeting

Agenda

January 27, 2004

9:30 AM

I. Pledge of Allegiance

II. Public Portion

A public portion from 9:30 to 10:00 will be held and the Board will accept written testimony and allow individuals to speak for a limit of three minutes. The regular meeting will commence if there is no public input.

III. Minutes

1. Board Action will be sought for the approval of the November 18, 2004 Regular Board Meeting Minutes (Attachment 1).
2. Board Action will be sought for the approval of the November 23, 2004 Special Board Meeting Minutes (Attachment 2)
3. Board Action will be sought for the approval of the December 16, 2004 Regular Board Meeting Minutes (Attachment 3).

IV. Finance

1. Board Action will be sought for the approval of the Wallingford Project Operating & Capital Budget for FY'06 (Attachment 4).
2. Board Action will be sought for the approval of the Bridgeport Operating & Capital Budget for FY'06 (Attachment 5).
3. Board Action will be sought for the approval of an Increase in Legal Expenditures (Attachment 6).

V. Project Issues

A. Mid-Connecticut

1. Board Action will be sought regarding Loose Residential Mixed Paper Purchase and Sale Agreement with Recycle America Alliance, L.L.C. (Attachment 7).

2. Board Action will be sought regarding an Extension of the Mid-Connecticut Project Project Loose Paper Transloading Agreement with Murphy Road Recycling and Murphy Road Realty (Attachment 8).
3. Board Action will be sought regarding an Agreement with FCR Redemption, Inc., the Mid-Connecticut Project's Container Processing Facility Operator (Attachment 9).

B. Bridgeport

1. Board Action will be sought regarding Settlement Agreement for the Bridgeport Project (Attachment 10).
2. Board Action will be sought regarding an Agreement with Enviro Express, Inc. to Deliver City of Stamford Acceptable Solid Waste to CRRA's Bridgeport Project Resources Recovery Facility (Attachment 11).
3. Board Action will be sought regarding an Agreement with the City of Stamford to Deliver its Acceptable Solid Waste to CRRA's Bridgeport Project Resources Recovery Facility (Attachment 12).
4. Board Action will be sought regarding an Amendment to the Contract for the Operation of an Intermediate Processing Center to Serve the Municipalities of the Southwest Connecticut Regional Recycling Operating Committee ("SWEROC") (Attachment 13).
5. Board Action will be sought regarding an Amendment to the Supplement to Amended and Restated Agreement by and among SWEROC and CRRA (Attachment 14).

C. General

1. Board Action will be sought regarding Waste Export and Diversion Hauling and Disposal Services for Mid-Connecticut and Wallingford Projects (Attachment 15).
2. Board Action will be sought regarding Spot Waste Delivery Services for the Mid-Connecticut and Wallingford Projects (Attachment 16).

VI. Chairman's Report

1. Board Action will be sought for Appointment of Board Committees (Attachment 17).

TAB 1

CONNECTICUT RESOURCES RECOVERY AUTHORITY

THREE HUNDRED EIGHTIETH MEETING

NOVEMBER 18, 2004

A Regular meeting of the Connecticut Resources Recovery Authority Board of Directors was held on Thursday, November 18, 2004 at 100 Constitution Plaza, Hartford, Connecticut. Those present were:

Chairman Michael Pace

Directors: Stephen Cassano, Vice-Chairman (Present until 12:00 p.m.)
Mark Cooper
James Francis
Michael Jarjura (Present beginning at 9:55 a.m.)
Edna Karanian
Mark Lauretti (Present beginning at 10:10 a.m.)
Theodore Martland
Raymond O'Brien
Veronica Airey-Wilson (Ad-Hoc for Mid-Connecticut Project)
Timothy Griswold (Ad-Hoc for Mid-CT Project)
(Present until 11:45 a.m.)
Sherwood Lovejoy (Ad-Hoc for Bridgeport Project)

Present from the CRRA staff:

Tom Kirk, President
Jim Bolduc, Chief Financial Officer
Rob Constable, Controller
Peter Egan, Director of Environmental Affairs & Development
Floyd Gent, Director of Operations
Ron Gingerich, Development, Environmental Compliance & IT Manager (Present beginning at 10:30 a.m.)
Laurie Hunt, Director of Legal Services
Paul Nonnenmacher, Director of Public Affairs
Donna Tracy, Executive Assistant
Kristen Greig, Secretary to the Board/Paralegal

Also in attendance were: Brian Anderson of AFSCME Council 4, David Arruda of MDC, William Bennett of AFSCME Local 1026, Larry Dorman of AFSCME Council 4, Bob Facey AFSCME Local 3713, Frank Marci of USA Hauling & Recycling, Chip Ross of Local 184, Christine Stuart of the Journal Inquirer, Joyce Tentor of HEJN, Jerry Tyminski of SCRRA

Chairman Pace called the meeting to order at 9:35 a.m. and noted 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.

NEW AD-HOC DIRECTOR

Chairman Pace introduced a new Ad-Hoc Director representing the Mid-Connecticut Project, Veronica Airey-Wilson. The Board members introduced themselves and welcomed Director Airey-Wilson. Director Airey-Wilson stated it was a pleasure to join the Board of Directors and noted that the work done at CRRA was very important to the City of Hartford.

PUBLIC PORTION

Chairman Pace said the first item on 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. Bob Facey introduced himself as the President of Local 3713 of AFSCME Council 4 and stated that he represented the professional engineering group of the MDC. Mr. Facey asked the following questions:

- What is your intent in respect to the public employees of the Metropolitan District that are doing work for you at the CRRA facilities? What is the intent of sub-contracting that out, privatizing that type of work, and what is your overall goal and what do you see as your objective along those lines?
- What is the actual cost difference between the municipalities' tipping fees and spot waste fees based on spot waste market? Is there a large difference?
- Does CRRA plan to reduce or increase tipping fees within the next couple of years? What is the forced thought, budgetary means, what are the things CRRA is looking to do in respect to what has been done previously?
- When do contracts with member towns expire?

Chairman Pace responded to the misuse of the term "privatization," that CRRA was looking to contract with a contractor and MDC was one of CRRA's contractors. Chairman Pace stated that CRRA had made every effort to evaluate the MDC contract and have MDC management bring efficiencies into it. Chairman Pace noted that effort had been going on for several years.

Chairman Pace stated that the CRRA Board was in place to make sure tip fees were the lowest they could possibly be and would continue looking for further reductions to benefit the taxpayers in the State of Connecticut and the municipalities. That would require efficiencies within the operation and means of increasing revenue flows.

Mr. Facey asked what the difference was between what CRRA charged member towns and spot waste fees paid by non-member towns. Mr. Kirk explained that CRRA was required by law to set the tip fee at an amount that paid for all of the operating costs and the pay back of the bonds. Mr. Kirk further explained that tip fees in the private sector were set by market rates. Mr. Kirk stated the market rate in Central Connecticut was \$70.00, higher in western Connecticut, and approximately \$74.00 in southwestern Connecticut. Mr. Kirk added that market rates fluctuated in response to a supply and demand curve and the cost of exporting waste. Mr. Kirk stated that CRRA's tip fees for the Mid-Connecticut project were \$70.00 which was in line with market rates.

Mr. Facey asked if it was more enticing to build the market from outside the State of Connecticut to lower spot fees outside the state and have that build up the market inside Connecticut. Chairman Pace responded that CRRA's first responsibility was to the State of Connecticut and to address the market needs of the municipalities.

Vice-Chairman Cassano added that the DEP was moving forward with a serious effort to develop a statewide solid waste disposal plan. Vice-Chairman Cassano stated that answers to most of Mr. Facey's questions would be answered in that plan.

Mr. William Bennett introduced himself as the president of the supervisor's union at MDC. Mr. Bennett stated that he represented the workers of MDC who lost their jobs or were forced to take pay cuts. Mr. Bennett stated that CRRA claimed to be the "new and transparent" CRRA, but recent actions looked more like the old CRRA. Mr. Bennett asked what CRRA's plans were with the privatizing of the facility and displacement of the MDC workers.

Chairman Pace responded that CRRA has tried to work with MDC for the last two years. Chairman Pace stated that CRRA has been totally transparent and said he hoped Mr. Bennett would hold the MDC board to the same standard. Chairman Pace stated that CRRA would be totally open with its business plan as it unfolded and noted that CRRA was again coming out of arbitration with MDC. Chairman Pace stated that CRRA had proposed many options to MDC management, all of which were rejected. Chairman Pace said he understood that the displaced workers were employees of MDC, which was why CRRA took two years to try to reach a resolution.

Ms. Joyce Tentor stated that she was representing the Hartford Environmental Justice Network. Ms. Tentor stated that there was a public hearing held regarding the Hartford Landfill where Mr. Paul Nonnenmacher represented CRRA. Ms. Tentor stated that there was still a lot of animosity regarding the landfill and thanked and commended Mr. Nonnenmacher for the excellent job he did at that meeting.

Chairman Pace stated that the new Board of Directors was sensitive to environmental justice, which showed in their decision to close the Hartford Landfill. Chairman Pace stated that this Board continued to look at the facilities and the towns there were affected by the facilities to see what could be done to increase the efficiency of those facilities.

Ms. Tentor stated that the original intent of her comment was to encourage the CRRA Board to bring on a member from the City of Hartford, but Director Airey-Wilson, who is a Councilwoman in the City of Hartford, satisfied that suggestion. Ms. Tentor stated that having a Hartford resident on the Board would diffuse some of the disconnect between the City of Hartford and CRRA.

Mr. Brian Anderson introduced himself as a political representative for AFSMCE Council 4, which represents the MDC employees working at CRRA facilities. Mr. Anderson presented a letter from Mr. Sal Luciano, the Executive Director of AFSCME Council 4. Mr. Anderson stated that there had been several questions asked at previous Board meetings and again at this meeting that he did not feel were being answered. Mr. Anderson asked what CRRA's intention was for the public employees. Mr. Anderson noted that the CRRA Board were public appointees and said CRRA had the responsibility to tell the public employees what their intentions were. Mr. Anderson stated that CRRA was being secretive in its refusal to answer that question.

Chairman Pace stated that he appreciated Mr. Anderson's comments and asked that he bring those same comments to the MDC Board. In response to Mr. Anderson's comment regarding being secretive, Chairman Pace said that he hoped Mr. Anderson would also make that comment to the MDC Board. Chairman Pace stated that if MDC would try to resolve this matter with CRRA, perhaps Mr. Anderson would have more accurate information.

Chairman Pace stated that CRRA Board had worked diligently to try to resolve this matter with MDC. Chairman Pace noted that the workers Mr. Anderson was referring to were contracted through MDC, which is why CRRA made efforts through mediation and arbitration. Chairman Pace stated that CRRA's goal was not to displace the workers, but to get MDC to work with CRRA so tip fees could be kept at market rates.

APPROVAL OF THE MINUTES OF THE SEPTEMBER 23, 2004 REGULAR BOARD MEETING

Chairman Pace requested a motion to approve the minutes of the September 23, 2004 Regular Board Meeting. The motion was made by Director O'Brien and seconded by Director Martland.

Chairman Pace referred the Board to page 11 of the minutes where there was a discussion regarding odor control issues. Chairman Pace asked if the resolution to be acted upon regarding roll-up doors was in response to that discussion. Mr. Gent responded in the affirmative. Chairman Pace noted that when the Board was aware of a problem, the Board and management took immediate action to resolve it. Chairman Pace stated that some of the odor control issues were a result of MDC operations. Chairman Pace stated he would like MDC to be aware of the issues so they could assist East Hartford and be a good neighbor.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Theodore Martland	X		
Raymond O'Brien	X		
Non Eligible Voters			
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

APPROVAL OF THE MINUTES OF THE OCTOBER 15, 2004 SPECIAL BOARD MEETING

Chairman Pace requested a motion to approve the minutes of the October 15, 2004 Special Board meeting. The motion was made by Director O'Brien and seconded by Director Martland.

The motion previously made and seconded was approved. Vice-Chairman Cassano abstained from the vote as he was not present at the meeting.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano			X
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Theodore Martland	X		
Raymond O'Brien	X		
Non Eligible Voters			
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

APPROVAL OF THE MINUTES OF THE OCTOBER 21, 2004 REGULAR BOARD MEETING

Chairman Pace requested a motion to approve the minutes of the October 21, 2004 Regular Board meeting. The motion was made by Director O'Brien and seconded by Director Martland.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Non Eligible Voters			
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

RESOLUTION REGARDING CHANGES TO CERTAIN PROJECT RESERVE ACCOUNTS

Chairman Pace requested a motion regarding the referenced item. Director O'Brien made the following motion:

RESOLVED: That the CRRA Board of Directors recognizes that there are insufficient assets to continue the classification of the Mid-Connecticut Project Landfill Replacement Reserve Portion of this fund as Board designated and due to this circumstance, the Mid-Connecticut Project portion of the unrestricted funds be dissolved.

Director Cooper seconded the motion.

Director O'Brien noted that the above-referenced resolution was recommended by the Finance Committee. Mr. Bolduc stated that the audit showed undesignated unrestricted reserves on the net asset statement, which was not permissible under GAAP. Mr. Bolduc stated that this particular reserve had been set up for landfill replacement efforts for approximately \$1.8 million,

but when the reserve was set up there was no cash to fund the reserve. The resolution was part of an ongoing effort to clean up the net asset reserve categories.

Chairman Pace asked when the reserve was set up. Mr. Bolduc responded that it was prior to the constitution of the current Board.

Director Airey-Wilson asked if the Board intended to set up this kind of account in the future. Chairman Pace stated that the account would be reestablished when there were funds available to allocate to the reserve. Mr. Bolduc stated that as the net assets were available it would be the Board's prerogative to designate the assets as they were available. Mr. Bolduc recognized that this was an important account.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut	X		
Timothy Griswold, Ad Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

RESOLUTION REGARDING THE ADOPTION OF AN ISSUANCE AND RETIREMENT OF BONDS, NOTES AND OTHER OBLIGATIONS OF THE AUTHORITY PROCEDURE

Chairman Pace requested a motion regarding the referenced item. Director O'Brien made the following motion:

RESOLVED: That the Issuance and Retirement of Bonds, Notes and Other Obligations of the Authority Procedure of the Connecticut Resources Recovery Authority be adopted substantially in the form as presented and discussed at this meeting.

Director Martland seconded the motion.

Director O'Brien noted that the resolution was recommended by the Finance Committee and requested confirmation that the procedure had been publicly noticed. Mr. Bolduc confirmed that the procedure had been noticed and there were no comments.

Mr. Bolduc explained that the procedure was required by statute. Mr. Bolduc explained that the policy did exist but had not been revised in many years. Mr. Bolduc explained that the policy outlined the general guidelines for the issuance and retirement of bonds and notes.

Chairman Pace noted that the procedure established limits, which required the approval of both the President and the Board.

Director O'Brien stated that he would like the motion to include a correction of the Board approval date on page 5.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Non Eligible Voters			
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

RESOLUTION REGARDING FINANCE COMMITTEE RECOMMENDATION TO BOARD OF DIRECTORS REGARDING THE PURCHASE OF THE EPICOR E-PROCUREMENT MODULE

Chairman Pace requested a motion regarding the referenced item. Director O'Brien made the following motion:

RESOLVED: That the Board of Directors authorizes the purchase of the Epicor E-Procurement module at a cost not to exceed \$76,000.

Costs include:

- Procurement with 20 named users: \$35,000
- Annual maintenance (18% of software price): \$6,000
- Implementation and training costs: Implementation for our size company is estimated to be between \$25,000 and \$35,000 depending upon our specific requirements

Benefits include:

- Improve internal and external communications allowing for improved catalog management, workflow routing, and document exchanges
- Routine purchases/contracts can be cataloged for easier requisitioning
- Better information and automation to improve out efficiencies
- Better integration of functions and planning; requisitioning through vouchering
- Standardize and monitor the procurement function
- Reporting capability will eliminate the need for individual department to create and maintain off line reports
- Automated approvals based on the characteristics of the request, using the current paper based system, the order approval process is cumbersome and slow with few gauges for timely follow-through or accountability
- Integrated into financials; i.e. requisitioner will have current account budget information available at time of requisition
- Define departmental roles and assure cross checks are in place
- Greater efficiency in purchasing process, from requisition through approvals and payment
- Electronic history retained on all items
- Paperless, separate hard copies no longer need by every department
- Document (contracts, spreadsheets, memos) can be attached and viewed as needed through the entire process
- Process visible to CRRA employees; i.e. no need to call accounting for order details or copies

Director Cooper seconded the motion.

Director O'Brien pointed out that the above-referenced resolution was recommended by the Finance Committee.

Mr. Bolduc stated that the Policies & Procurement Committee had rewritten the Procurement Policy to ensure CRRA was in compliance with the applicable statutes and requirements. Management then sought and got authorization to hire a Purchasing Manager to simplify purchasing and implement the Procurement Policy. Mr. Bolduc explained that the final step was purchasing a computerized system for putting out purchase requisitions, modifying the purchase order procedure and ensuring compliance.

Mr. Bolduc explained that the procurement system was compatible with the accounting software. Mr. Bolduc noted that the system would give CRRA the efficiency and control procedures it was looking for.

Director O'Brien stated that he appreciated that the benefits were listed in the resolution so they public knew why the money was spent. Chairman Pace highlighted some of the key benefits.

Chairman Pace asked if the cost was budgeted. Mr. Bolduc responded in the affirmative.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Non Eligible Voters			
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

RESOLUTION REGARDING THE ADOPTION OF THE FISCAL YEAR 2006 GENERAL FUND OPERATING AND CAPITAL BUDGET

Chairman Pace requested a motion regarding the referenced item. Director O'Brien made the following motion:

RESOLVED: That the fiscal year 2006 General Fund Operating and Capital budget be adopted substantially in the form as presented and discussed at this meeting.

The motion was seconded by Director Martland.

Mr. Bolduc explained that the General Fund budget had to be voted on now because the portion allocated to the Southeast Project had to be approved by the SCRRRA Board by the end

of December. Mr. Bolduc noted that there were some minor corrections from the budget presented to the Finance Committee.

Mr. Bolduc stated that CRRA was very conscious of the cost impact on the towns so management made great efforts to keep the General Fund costs down. Mr. Bolduc noted that the General Fund encompassed general operating costs which were not related to a specific project.

Mr. Constable handed out a correction to the Personnel section. Mr. Constable noted that there was a \$9,000 change to the Social Security limit. Mr. Constable stated that he recommended that the budget be adopted with that modification.

Mr. Constable stated that the hand-out also explained that there was only a 1.1% change in the Personnel section because there was an overstatement of payroll and Social Security in the 2005 budget. Mr. Constable stated that there was actually a 5.8% increase over the restated 2005 payroll budget.

Chairman Pace asked for an explanation of how increases in payroll were handled. Mr. Constable stated that the Compensation Plan consisted of two increases—a 2% increase at the mid-year review and up to 4% for merit increases which may or may not be given depending on performance. For budgeting purposes, however, Mr. Constable stated that payroll figures were determined by the full potential amount of the increase.

Chairman Pace asked for more information regarding the \$112,000 increase in Capital Outlay. Mr. Constable stated that CRRA currently leased its copiers for approximately \$25,000 per year and the Capital Outlay figure assumed the purchase of those copiers. Mr. Constable stated that there would be a cost-benefit analysis done prior to the purchase.

Chairman Pace noted that under the Debt Service/Administration section, the savings from the move from the 17th and 18th floors was reflected in the Rental/Lease Expense section.

Director O'Brien commended the staff for getting corrections from the Finance Committee to the Board Package in a timely manner.

Mr. Bolduc noted that CRRA was trying to be very sensitive to the impact on the towns and the tip fees while also trying to be sensitive to the needs of the employees.

Mr. Bolduc stated that CRRA was beginning to give the individual departments more responsibility in budgeting and cost accounting.

Director Airey-Wilson noted that there was a significant increase in Other Consulting Services. Mr. Bolduc stated that biggest piece of the increase was the future landfill options study.

Regarding the repayment of the office relocation, Vice-Chairman Cassano asked if the proposed FY06 amount was the last of the payments for the move from Allyn Street. Mr.

Bolduc stated that the original costs were still being amortized and noted that there were approximately 3-4 more years of payments remaining.

Director O'Brien made a motion amend the resolution to incorporate the changes detailed in the hand-out. Director Martland seconded the motion to amend. The motion to amend was approved unanimously.

The amended motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Non Eligible Voters			
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

RESOLUTION REGARDING THE ADOPTION OF THE FISCAL YEAR 2006 CONNECTICUT RESOURCES RECOVERY AUTHORITY SOUTHEAST PROJECT OPERATING AND CAPITAL BUDGETS

Chairman Pace requested a motion regarding the referenced item. Director O'Brien made the following motion:

RESOLVED: That the fiscal year 2006 Connecticut Resources Recovery Authority portion of the Operating and Capital Budgets related to the Southeast Project be adopted as substantially presented and discussed at this meeting.

The motion was seconded by Director Francis.

Mr. Bolduc noted that there would be a small adjustment to the Southeast Project budgets as a result of the previously mentioned \$9,000 change in the General Fund budget.

Mr. Bolduc explained that the SCRRA Board set the tip fee for the Southeast Project. As a result, CRRA presented its portion of the Southeast Project to the SCRRA Board for their approval. SCRRA added its direct costs and those combined became the Southeast Project Budget which would be approved by the SCRRA Board.

Mr. Bolduc stated that the CRRA portion of the budget had been already been reviewed by the SCRRA Executive Committee and the SCRRA Board.

Mr. Bolduc noted that the Southeast Project was starting to generate surpluses as a result of electric revenues. Mr. Bolduc stated that the project term extended through 2015 with a possible extension and the SCRRA Board was being very proactive about future option studies.

Mr. Bolduc said that it was CRRA's fiduciary responsibility to ensure there were enough reserves to meet the day-to-day working capital requirements and noted that CRRA used approximately 4-6 months worth of working capital as a guide.

Mr. Bolduc explained that there was \$100,000 in the SCRRA portion of the budget allocated for future option studies. Mr. Bolduc stated that the SCRRA Board would be using those funds for future option studies on issues related to the Southeast Project. Mr. Tyminski stated that future option studies would be used to determine when the landfill would reach capacity and how to deal with ash and bulky waste in the future. Director O'Brien pointed out that the intent was that SCRRA would be working in synergy with CRRA to ensure studies by the two organizations were not duplicated. Mr. Tyminski agreed that SCRRA's efforts would be coupled with CRRA, but their efforts would be concentrated on issues facing the Southeast Project.

Mr. Constable stated that there was a line item for working capital of approximately \$280,000 and noted that the SCRRA Board was currently evaluating their own budget which could affect that figure. Mr. Constable said the SCRRA Board was looking to maintain the current tip fee of \$60.00.

Director Martland asked if the two Indian facilities delivered waste to the Project. Mr. Tyminski responded that Mohegan Sun delivered approximately 9,000 tons per year of burnable waste through the town of Montville. Mr. Tyminski stated that Mohegan Sun had been a very good neighbor, especially in regards to the landfill. Chairman Pace asked what Mohegan Sun paid for disposal and asked if that figure was negotiable. Mr. Tyminski responded that the tip fee was the same as member towns because the agreement between Mohegan Sun and Montville allowed Mohegan Sun to dispose under Montville's Municipal Service Agreement and as a result, any negotiation would have to be done through Montville.

Chairman Pace asked if debt would be pre-paid. Mr. Bolduc responded that the Southeast Bonds became callable without a premium charge just 3 days ago at a 7 1/5% rate. Mr. Bolduc stated that CRRA was looking to call those bonds in with American Ref-Fuel's approval. Mr. Bolduc said American Ref-Fuel also had a \$30 million bond on their books, for which CRRA was the conduit issuer, which American Ref-Fuel was looking to refinance. Mr.

Bolduc stated that discussions were beginning regarding how the Project could share in the benefit of that refinance.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Non Eligible Voters			
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

EXECUTIVE SESSION

Chairman Pace requested a motion to go into Executive Session to discuss pending litigation, contract negotiations and personnel matters. The motion made by Director O'Brien and seconded by Director Cooper was approved unanimously. Chairman Pace requested that the following people remain for the Executive Session:

- | | |
|-------------------------------|-------------------|
| Chairman Michael Pace | Tom Kirk |
| Vice Chairman Stephen Cassano | Jim Bolduc |
| Mark Cooper | Peter Egan |
| James Francis | Laurie Hunt, Esq. |
| Michael Jarjura | Ron Gingerich |
| Edna Karanian | |
| Mark Lauretti | |
| Theodore Martland | |
| Raymond O'Brien | |
| Veronica Airey-Wilson | |
| Timothy Griswold | |
| Sherwood Lovejoy | |

The Executive Session began at 10:50 a.m. and concluded at 12:15 p.m. Chairman Pace noted that no votes were taken in Executive Session.

Chairman Pace reconvened the Board meeting at 12: 15 p.m.

RESOLUTION REGARDING DELIVERY OF COVER SOILS TO THE HARTFORD LANDFILL

Chairman Pace requested a motion regarding the referenced item. Director O'Brien made the following motion:

RESOLVED: That the President is hereby authorized to enter into a contract with TRC Environmental Corporation for delivery of contaminated soil to be used as daily cover at the Hartford Landfill, and as approved by the Connecticut Department of Environmental Protection, substantially as discussed and presented at this meeting.

Director Cooper seconded the motion.

Chairman Pace stated that the use of these soils increased revenue and reduced costs.

Director Lauretti asked if the soils had to be approved by the DEP. Mr. Egan responded that the DEP approved each increment of contaminated soil before CRRA accepted it at the Landfill.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

RESOLUTION REGARDING AGREEMENT FOR THE OPERATION OF THE ESSEX TRANSFER STATION FOR RECYCLABLE MATERIALS BETWEEN THE CONNECTICUT RESOURCES RECOVERY AUTHORITY, THE CONNECTICUT RIVER ESTUARY REGIONAL PLANNING AGENCY (“CRERPA”), AND THE MUNICIPALITIES

Chairman Pace requested a motion regarding the referenced item. Director O’Brien made the following motion:

RESOLVED: The President is authorized to enter into an agreement for the operation of the Essex Transfer Station for recyclable materials between the CRRA, Connecticut River Estuary Regional Planning Agency (“CRERPA”), and the CRERPA Towns, substantially as presented and discussed at this meeting.

Director Cooper seconded the motion.

Mr. Kirk stated that this was a routine annual agreement with the Connecticut River Estuary Regional Planning Agency. Mr. Kirk said that CRRA worked closely with that organization to maximize recycling in the member towns.

Chairman Pace disclosed, for the record, that he is the Chairman of the Board of Valley Selectmen and noted that Old Saybrook is a member of CRERPA. Chairman Pace pointed out the Old Saybrook paid \$0.80 per ton to support those activities.

Mr. Gent added that the Contract Summary should state that the term of the agreement extends through 2012, not 2004.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

RESOLUTION REGARDING AN AGREEMENT FOR THE INSTALLATION OF HIGH SPEED ROLL-UP DOORS IN THE RDF STORAGE AREA AT THE WASTE PROCESSING FACILITY

Chairman Pace requested a motion regarding the referenced item. Director O'Brien made the following motion:

RESOLVED: That the President is hereby authorized to execute an agreement with Bode Equipment Company to install two Dynaco High Speed Roll-Up Doors in the east and west entrances to the RDF storage area located at the Mid-Connecticut Waste Processing Facility, substantially as presented and discussed at this meeting.

Director Jarjura seconded the motion.

Mr. Kirk stated that the doors were of a very high quality, because there had been problems in the past with doors being inoperative and expensive to repair. Mr. Kirk stated that these doors would be significantly more reliable and though they were expensive, the doors were critical to maintaining performance and controlling odors. Mr. Kirk stated that management did a lot of research on various products and vendors and determined that these doors best suited CRRA's needs.

Chairman Pace highlighted that these doors were the only ones in the North American market with this design, which showed the extent to which CRRA was willing to go to for the public's interest.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

CHAIRMAN’S AND COMMITTEE REPORT

Policies & Procurement Committee

RESOLUTION REGARDING THE ADOPTION OF THE REVISED “VEHICLE USAGE POLICY”

Chairman Pace requested a motion regarding the referenced item. Director O’Brien made the following motion:

RESOLVED: That the Board of Directors hereby adopts the revised “Vehicle Usage Policy” substantially as discussed and presented at this meeting.

Director Cooper seconded the motion.

A corrected policy was handed out because a page was missing from the Board package.

Director O’Brien noted that this policy was approved by the Policies & Procurement Committee and did not require public notice because it was an internal procedure.

Mr. Kirk stated that there were only minor changes to address CRRA’s need to enforce contracts when necessary. Mr. Kirk said the changes would allow enforcement personnel to track vehicles without the CRRA sign on the door. Mr. Kirk explained that the changes were minor so they did not compromise the Board’s intent of maintaining control of company vehicles.

Chairman Pace pointed out that it had been said that there had been a 5% leakage and said that CRRA was in the process of determining why that leakage occurred and who was monitoring the scales at the time of the leakage. Chairman Pace stated the revision gave CRRA a means of enforcement to be sure the public’s interest was protected.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		

Non Eligible Voters			
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

RESOLUTION REGARDING THE APPROVAL OF THE CONNECTICUT RESOURCES RECOVERY AUTHORITY POLICY REGARDING HIRING, COMPENSATION, PROMOTION AND DISMISSAL PROCEDURES

The above-reference matter was tabled to be discussed at a subsequent meeting.

Organizational Synergy & Human Resources Committee

RESOLUTION REGARDING HUMAN RESOURCES COMMITTEE RECOMMENDATION TO BOARD OF DIRECTORS REGARDING RENEWAL OF HEALTH/DENTAL/LIFE/LONG-TERM & SHORT-TERM DISABILITY INSURANCE PROGRAMS

Chairman Pace requested a motion regarding the referenced item. Director O'Brien made the following motion:

RESOLVED: That the Board of Directors authorizes the renewal of the health, dental, life, long-term disability and short-term disability insurance through Anthem and The Standard Insurance for the period of January 1, 2005 through December 31, 2005 for an estimated premium not to exceed \$670,000.

Director Cooper seconded the motion.

Director Francis explained that there were six bids submitted for the health insurance programs. Director Francis noted that even with changes made to co-insurance payments and co-pays, the rates were higher than in 2005.

Director Francis stated that the Committee recommended that management continue with Anthem.

Mr. Bolduc stated that CRRA was doing what it could to maintain costs and noted that there would be some changes implemented in employee contributions and deductible amounts while being careful to phase these changes in gradually. Mr. Bolduc said CRRA would be looking at some options to work with other quasi-public agencies in the state.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Non Eligible Voters			
Veronica Airey-Wilson, Ad-Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

ADDITION TO THE AGENDA

Chairman requested a motion to suspend the rules to add an item to the agenda. Director O'Brien made the following motion:

RESOLVED: That the Board requests and authorizes the Chairman to respond in writing to the letter from Mr. Luciano in a timely manner and to provide copies of the response to the Board in the next Board package. The Board requests that the Chairman address the misuse of the term privatization in the letter and the Public Comment.

Director Francis seconded the motion.

Chairman Pace stated that responding would offer another opportunity to communicate and develop a better understanding between the parties.

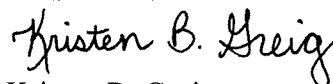
The motion previously made and seconded was approved unanimously.

ADJOURNMENT

Chairman Pace requested a motion to adjourn the meeting. The motion to adjourn made by Director Cooper and seconded by Director Martland was approved unanimously.

There being no other business to discuss, the meeting was adjourned at 12:19 p.m.

Respectfully submitted,



Kristen B. Greig
Secretary to the Board/Paralegal

TAB 2

CONNECTICUT RESOURCES RECOVERY AUTHORITY

THREE HUNDRED EIGHTY-FIRST MEETING

NOVEMBER 23, 2004

A Special telephonic meeting of the Connecticut Resources Recovery Authority Board of Directors was held on Thursday, November 23, 2004 at 100 Constitution Plaza, Hartford, Connecticut. Those present were:

Chairman Michael Pace

Directors: Stephen Cassano, Vice-Chairman (Present until 11:45 a.m.)
James Francis
Michael Jarjura
Edna Karanian
Mark Lauretti (Present until 11:45 a.m.)
Theodore Martland
Raymond O'Brien
Andrew Sullivan
Veronica Airey-Wilson (Ad-Hoc for Mid-Connecticut Project) (Present until 11:45 a.m.)

Present from the CRRA staff:

Jim Bolduc, Chief Financial Officer
Peter Egan, Director of Environmental Affairs & Development
Laurie Hunt, Director of Legal Services
Kristen Greig, Secretary to the Board/Paralegal

Chairman Pace called the meeting to order at 11:05 a.m. and noted that a quorum was present.

EXECUTIVE SESSION

Chairman Pace requested a motion to go into Executive Session to discuss litigation matters. The motion made by Director Martland and seconded by Director O'Brien was approved unanimously. Chairman Pace requested that the following people remain for the Executive Session:

Chairman Michael Pace
Vice Chairman Stephen Cassano
James Francis
Michael Jarjura
Edna Karanian
Mark Lauretti
Theodore Martland
Raymond O'Brien
Andrew Sullivan
Veronica Airey-Wilson

Jim Bolduc
Peter Egan
Laurie Hunt, Esq.
Kristen Greig

The Executive Session began at 10:08 a.m. and concluded at 11:47 a.m. Chairman Pace noted that no votes were taken in Executive Session.

Chairman Pace reconvened the Board meeting at 11:47 a.m.

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CONNECTICUT RESOURCES RECOVERY AUTHORITY TO AUTHORIZE A SETTLEMENT WITH THE ESTATE OF RESOURCE TECHNOLOGY CORPORATION

Chairman Pace requested a motion regarding the referenced item. Director Martland made the following motion:

WHEREAS, the Connecticut Resources Recovery Authority (the "Authority") entered into a certain Lease and Operating Agreement for Landfill Gas Conversion at the Shelton Landfill with Resource Recovery Associates Limited Partnership ("RRALP"), originally dated February 4, 1992 and amended February 18, 1992, May 29, 1992, and June 24, 1994, when RRALP assigned its rights and obligations to Resource Technology Corporation ("RTC"), and as further amended on June 24, 1994; and

WHEREAS, an involuntary bankruptcy proceeding was commenced against RTC in the United States Bankruptcy Court in the Northern District of Illinois Eastern Division in or about November 1999, and subsequently converted to a Chapter 11 bankruptcy proceeding, with RTC acting as a debtor in possession; and

WHEREAS, the Authority and the debtor in possession subsequently asserted and litigated various claims against each other; and

WHEREAS, a trustee (the "Trustee") for the estate of RTC (the "Estate") was appointed; and

WHEREAS, the Authority's insurer, American International Group ("AIG"), which had been paying for the Authority's defense in the matter, then disclaimed responsibility for the payment of certain outstanding legal expenses and has refused to pay additional legal expenses incurred; and

WHEREAS, the Authority's claim for damages against the Estate remains to be litigated, and the Estate currently retains the right to appeal the order and judgment entered in favor of the Authority on the Estate's adversary claim against the Authority; and

WHEREAS, the parties now wish to avoid further litigation and settle all remaining issues between them by entering into a formal settlement agreement, which, when executed, will be subject to and conditioned upon the approval of the Bankruptcy Court; and

WHEREAS, the Authority and the Estate have negotiated a letter agreement (the "Letter Agreement"), which contains the terms to be included in a formal Settlement Agreement and

which provides, among other things that: the Authority's claim against the Estate shall be a general, non-priority unsecured claim in the amount of \$2.5 million; the Authority and the Trustee will agree upon which Estate property, if any, the Trustee intends to recover and remove from the Landfill; subsequent opportunity for any lienholder claiming an interest in any Estate property remaining at the Landfill to remove such property; the requirement that the Estate sell and the Authority purchase all Estate property remaining at the Landfill thereafter for \$1,000; the Authority and the Estate will each provide a general release of all claims against the other (excluding claims arising under the Settlement Agreement); and

WHEREAS, the Board of Directors of the Authority has reviewed the proposed Letter Agreement and determined that it is in the best interests of the Authority to enter into the Letter Agreement, so as to settle all remaining matters between the Authority and the Estate and avoid further litigation;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Authority:

Section 1. That the Board of Directors of the Authority hereby approves the Letter Agreement substantially in accordance with the terms of such Letter Agreement presented to the Board of Directors of the Authority, but subject to the agreement by AIG to pay all related legal expenses that remain unpaid, to reimburse the Authority for its payment of \$61,000.00 in legal expensed authorized by the Board's May 2004 resolution and to pay all legal expenses to be incurred in connection with bringing the proposed settlement to its conclusion.

Section 2. That the President of the Authority is authorized and shall have the discretion to defer the dispute over legal expenses with AIG by waiving this resolution's requirement that AIG agree to pay those expenses before settlement is authorized.

Section 3. That the President is authorized and shall have the discretion to compromise any aspect of CRRA's claim for legal expenses against AIG.

Section 4. That the President of the Authority is hereby authorized to take all actions and to execute any and all agreements in connection with the Letter Agreement, and to proceed with a settlement with the Estate substantially in accordance with the terms of the Letter Agreement.

Section 5. This resolution shall take effect immediately.

Director O'Brien seconded the motion.

Director O'Brien made a motion to amend Sections 2 and 3 of the resolution to read as follows:

Section 2. That the President of the Authority is authorized and shall have the discretion to defer the dispute over legal expenses with AIG by waiving this resolution's requirement that AIG agree to pay those expenses before settlement is authorized,

provided that he shall obtain the prior approval of the Chairman of the Board or of the Chairman of the Finance Committee.

Section 3. That the President is authorized and shall have the discretion to negotiate any aspect of CRRA's claim for legal expenses against AIG, provided that he shall obtain the prior approval of the Chairman of the Board or of the Chairman of the Finance Committee.

The motion to amend the resolution was seconded by Director Martland.

Director O'Brien stated that the Board thoroughly reviewed the resolution and settlement letter in Executive Session.

Director O'Brien noted that Vice-Chairman Cassanno, Director Lauretti and Director Airey-Wilson expressed their support for the resolution prior to disconnecting from the conference call.

The amended motion previously made and seconded was approved unanimously.

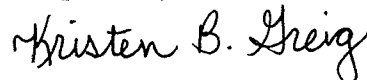
Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
James Francis	X		
Michael Jarjura	X		
Edna Karanian	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		

ADJOURNMENT

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

There being no other business to discuss, the meeting was adjourned at 11:51 a.m.

Respectfully submitted,



Kristen B. Greig
Secretary to the Board/Paralegal

TAB 3

CONNECTICUT RESOURCES RECOVERY AUTHORITY

THREE HUNDRED EIGHTY-SECOND MEETING

DECEMBER 16, 2004

A telephonic meeting of the Connecticut Resources Recovery Authority Board of Directors was held on Thursday, December 16, 2004 at 100 Constitution Plaza, Hartford, Connecticut. Those present were:

Chairman Michael Pace

Directors: Stephen Cassano, Vice-Chairman (Present beginning at 9:42 a.m.)
Benson Cohn
Mark Cooper
James Francis
Michael Jarjura (present beginning at 10:00 a.m.)
Edna Karanian
Mark Lauretti (Present beginning at 9:40 a.m.)
Theodore Martland
Raymond O'Brien
Andrew Sullivan
Timothy Griswold (Ad-Hoc for Mid-Connecticut Project)

Present from the CRRA staff:

Tom Kirk, President
Jim Bolduc, Chief Financial Officer
Bettina Bronisz, Assistant Treasurer & Director of Finance
Laurie Hunt, Director of Legal Services
Donna Tracy, Executive Assistant

Also Present: Christine Stuart of the Journal Inquirer (Present beginning at 9:42 a.m.)

Chairman Pace called the meeting to order at 9:34 a.m. and noted that a quorum was present.

RESOLUTION AUTHORIZING THE ISSUANCE OF \$30 MILLION CORPORATE CREDIT RESOURCE RECOVERY REFUNDING BONDS – 2005 SERIES (SOUTHEAST PROJECT)

Chairman Pace requested a motion regarding the referenced item. Director Sullivan made the following motion:

WHEREAS, the Connecticut Resources Recovery Authority (the “Authority”) has previously issued, pursuant to an Indenture of Trust, dated January 15, 1992 (the “Original Indenture”), by and between the Authority and Connecticut National Bank, as trustee, \$30,000,000 aggregate principal amount of its Corporate Credit Bonds/Tax

Exempt Interest (American REF-FUEL Company of Southeastern Connecticut Project – 1992 Series A) (“1992 Series A Bonds”)(and

WHEREAS, pursuant to a Loan Agreement, dated January 15, 1992 (the “Original Loan Agreement”), the Authority loaned the proceeds of the 1992 Series A Bonds to American REF-FUEL Company of Southeastern Connecticut (the “Company”) to reimburse the Company for a portion of the costs associated with the acquisition, construction, equipping, installation, start-up and performance testing of a solid waste disposal and resource recovery facility in the Town of Preston, Connecticut; and

WHEREAS, the 1992 Series A Bonds are secured solely by a promissory note of the Company and a Corporate Guaranty Agreement, dated April 30, 2001, from American Ref-Fuel Company LLC to the trustee, State Street Bank and Trust Company (as successor to Connecticut National Bank); and

WHEREAS, the Finance Committee, upon the advice of the Chief Financial Officer of the Authority, recommended by motion passed at its December 9, 2004 regular meeting, the issuance of \$30,000,000 aggregate principal amount of its Corporate Credit Bonds/Tax Exempt Interest (American REF-FUEL Company of Southeastern Connecticut – 2005 Refunding Series) (“2005 Refunding Bonds”) to refund the 1992 Series A Bonds, as permitted by Chapter 446e, Section 22-269a of the Connecticut General Statutes and Board of Directors Policy No. 15 of the Authority; and

WHEREAS, pursuant to Section 501 of the Amended and Restated Bylaws of the Authority, a quorum of the Board of Directors of the Authority (the “Board”), acting with the advice of the Chief Financial Officer pursuant to Board of Directors Policy No. 15, has considered the matter of refunding the 1992 Series A Bonds.

NOW THEREFORE, be it

RESOLVED: That the Board hereby authorizes the issuance of \$30,000,000 aggregate principal amount of the 2005 Refunding Bonds to be [dated as the date of issue].

FURTHER RESOLVED: That the Board shall submit a copy of this resolution to the Treasurer of the State of Connecticut (the “State Treasurer”) with all deliberate speed so as to facilitate the approval of the State Treasurer, pursuant to Chapter 446e, Section 22-269a of the Connecticut General Statutes and shall take such other measures necessary to secure the approval of the State Treasurer.

FURTHER RESOLVED: That the Board authorizes the Authority to enter into certain legal agreements to permit the issuance of the 2005 Refunding Bonds, including, but not limited to, a First Supplemental Indenture of Trust (the “First Supplemental Indenture” and, together with the Original Indenture, the “Indenture”), between the Authority and U.S. Bank National Association, as Trustee (the “Trustee”); a First Amendment to Loan Agreement (collectively, with the Original Loan Agreement, the “Loan Agreement”) a Preliminary Official Statement relating to the offering and sale of

the 2005 Refunding Bonds; a Bond Purchase Agreement among the Authority, the Company and Banc of America Securities LLC, a nationally-recognized bond dealer; and a Letter of Instructions and Indemnity from the Authority to the Trustee, U.S. Bank, National Association (as successor to State Street Bank and Trust Company).

FURTHER RESOLVED: That the proceeds of the 2005 Refunding Bonds shall be made available to the Company, pursuant to the terms of the Loan Agreement, for use with other funds made available to the Company, to refund the 1992 Corporate Credit Bonds.

FURTHER RESOLVED: That the 2005 Refunding Bonds are to be issued in a single series and in book-entry only form, maturing November 15, 2022, bearing interest, subject to optional redemption prior to maturity and having the terms, all to be set forth in the First Supplemental Indenture.

FURTHER RESOLVED: That the 2005 Refunding Bonds shall be secured by a promissory note of the Company and a Parent Company Guarantee from American Ref-Fuel Company LLC to the Trustee.

FURTHER RESOLVED: That the President and other officers of the Authority be, and hereby are, authorized to take all such further actions and execute such further documents on behalf of the Authority to accomplish the issuance, sale, performance and delivery of the 2005 Refunding Series Bonds as contemplated hereby, and as otherwise might be necessary and appropriate, and of the terms and conditions of any and all the aforesaid documents.

This resolution shall take effect immediately.

Director O'Brien seconded the motion.

Director Sullivan stated that the resolution was being recommended by the Finance Committee. Director Sullivan explained that American Ref-Fuel was going to benefit from the refinance, but CRRA had to approve the action as a conduit issuer. Director Sullivan stated that the Southeast Project would get the benefit of a \$200,000 fee from the refinance.

Director Sullivan said that, in addition to the fee, the Finance Committee was recommending the resolution because there was a potential for future transactions in which CRRA would require American Ref-Fuel's approval.

Director Martland asked if the State Treasurer's Office was satisfied with the refinance. Ms. Bronisz stated that the State Treasurer's Office would have to approve the refinance, but said it should be perfunctory because it would result in economic savings, not new debt.

Chairman Pace pointed out that the fee would only benefit the Southeast Project.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Edna Karanian	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Non Eligible Voters			
Timothy Griswold, Ad Hoc, Mid-Connecticut			

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CONNECTICUT RESOURCES RECOVERY AUTHORITY TO AUTHORIZE THE ISSUANCE OF SUBORDINATED INDEBTEDNESS UNDER THE GENERAL BOND RESOLUTION IN THE FORM OF A LOAN NOT TO EXCEED \$20,000,000 FOR THE FISCAL YEAR ENDING JUNE 30, 2006 AND SUBSEQUENT FISCAL YEARS FROM THE STATE OF CONNECTICUT FOR THE BENEFIT OF THE MID-CONNECTICUT PROJECT

Chairman Pace requested a motion regarding the above captioned matter. Director Sullivan made the following motion:

WHEREAS, the Connecticut Resources Recovery Authority (the "Authority") has been duly established and constituted as a body politic and corporate, constituting a public instrumentality and political subdivision of the State of Connecticut, to carry out the purposes of Chapter 446e of the Connecticut General Statutes, Sections 22a-260 et. seq., as amended (the "Act"); and

WHEREAS, the Authority has, from time to time, issued bonds, pursuant to certain powers and duties expressly provided for in the Statute, and pursuant to the terms of its Resolution Authorizing the Issuance of Mid-Connecticut System Bonds, adopted on March 13, 1985, as amended (the "General Bond Resolution"), for the purpose of financing its Mid-Connecticut Project, a Waste Processing Facility and Power Block Facility of the Authority, pursuant to the powers vested in the Authority under the Statute (the "Mid-Connecticut Project"); and

WHEREAS, Section 2(a) of Public Act No. 03-5, as the same is codified under Section 22a-268d of the Act provides that the Authority may, upon the approval of two-thirds of the appointed directors of the Authority and subsequent approval of the State Treasurer and the Secretary of the Office of Policy and Management ("OPM"), borrow from the State of

Connecticut (the "State"), for the fiscal years ending June 30, 2003 and June 30, 2004, an amount not to exceed twenty-two million dollars (\$22,000,000) and, for the fiscal years ending subsequent to June 30, 2004, an amount in the aggregate not to exceed ninety-three million dollars (\$93,000,000), which borrowing shall be for the purposes of supporting the repayment of debt issued by the Authority on behalf of the Mid-Connecticut Project, and shall be collateralized, as determined by the State Treasurer and the Secretary of OPM, to the extent possible under the Act; and

WHEREAS, the Act requires that any loan from the State to the Authority for such purpose as stated above shall be subordinate to all bonded indebtedness of the Authority; and

WHEREAS, on February 27, 2003, the Board of Directors of the Authority (the "Board"), adopted a resolution authorizing the members of the Steering Committee of the Board, the President and the Chief Financial Officer of the Authority (the "Officials") to, among other items: (i) submit an application to the State Treasurer and the Secretary of OPM for loans in an amount not to exceed \$115,000,000 in accordance with the provisions of the Act; and (ii) negotiate and document such financing in connection with the Mid-Connecticut Project; and

WHEREAS, on April 10, 2003, the Board adopted a resolution supplementing the February 27, 2003 resolution, and authorizing the Officials, pending the final determination by the State as to the original \$115,000,000 application, to enter into an interim financing arrangement with the State in the form of a loan in an amount not to exceed twenty-two million dollars (\$22,000,000), the proceeds of which shall be expended by the Authority for the purpose of supporting the repayment of debt service on the Mid-Connecticut Project during the remainder of the Authority's fiscal year 2003 and fiscal year 2004; and

WHEREAS, on May 5, 2003, the Authority filed its Financial Mitigation Plan, as required to access any borrowing under the Act, with the State Treasurer and the Secretary of OPM (the "Financial Mitigation Plan"); and

WHEREAS, on June 27, 2003, the Authority and the State entered into an interim financing arrangement in the form of a credit facility from the State to the Authority in the aggregate amount of \$2,000,000 (the "\$2,000,000 Loan"), which \$2,000,000 Loan was issued pursuant to the terms of a Master Loan Agreement, dated as of June 27, 2003, by and between the Authority and the State, and evidenced by a Promissory Note, in the aggregate amount of \$2,000,000, dated June 27, 2003; and

WHEREAS, on July 24, 2003, the Authority and the State entered into a second interim financing arrangement in the form of a credit facility from the State to the Authority in the aggregate amount of \$2,171,149 (the "\$2,171,149 Loan"), which "\$2,171,149 Loan was issued pursuant to the terms of a Master Loan Agreement, dated as of July 24, 2003, by and between the Authority and the State, and evidenced by a Promissory Note, in the aggregate amount of "\$2,171,149, dated July 24, 2003; and

WHEREAS, Article II, Section 2.3 and 2.10 of the General Bond Resolution authorizes the Authority to issue Bonds and/or Additional Bonds (as the same is defined to include

Subordinated Indebtedness in the form of bonds, notes or other evidences of indebtedness issued pursuant to the General Bond Resolution and not secured by the Special Capital Reserve Fund), for the purpose of providing sufficient funds for the Mid-Connecticut Project; and

WHEREAS, Article II, Section 2.9(3) of the General Bond Resolution authorizes the Authority to issue such Additional Bonds for the purpose of paying or refunding any Series of Outstanding Bonds; and

WHEREAS, on October 29, 2003, the Authority and the State entered into an aggregate \$22,000,000 financing arrangement, consisting of (i) the reclassification of both the \$2,000,000 Loan and the \$2,171,149 Loan as Subordinated Indebtedness under the General Bond Resolution, and (ii) the issuance of an additional \$17,828,851 of indebtedness, classified as Subordinated Indebtedness under the General Bond Resolution (the "\$22,000,000 Loan"), all pursuant to the terms of an Amended and Restated Master Loan Agreement, dated as of October 29, 2003; and

WHEREAS, on December 18, 2003, the Board adopted a resolution authorizing the Officials to: (i) submit an application to the State Treasurer and the Secretary of OPM for loans in an amount not to exceed \$93,000,000 in accordance with the provisions of the Act, to support the repayment of debt issued by the Authority on behalf of the Mid-Connecticut Project for the fiscal years ending subsequent to June 30, 2004; and (ii) submit to the State Treasurer and the Secretary of OPM, those items required under the provisions of the Act to access such loans including, but not limited to the First Supplement to the Financial Mitigation Plan, substantially in the form attached to such December 18, 2003 resolution; and

WHEREAS, on December 18, 2003, the Authority filed its First Supplement to the Financial Mitigation Plan with the State Treasurer and the Secretary of OPM; and

WHEREAS, the State Treasurer and the Secretary of OPM accepted the application of the Authority for such \$93,000,000 loan, with the understanding that the Authority would use a maximum of \$20,000,000 of such available funds for the fiscal year ending June 30, 2005; and

WHEREAS, on January 22, 2004, the Board adopted a resolution authorizing the Officials to enter into an interim financing arrangement with the State in the form of a loan in an amount not to exceed twenty million dollars (\$20,000,000), the proceeds of which shall be expended by the Authority for the purpose of supporting the repayment of debt service on the Mid-Connecticut Project for the fiscal year ending June 30, 2005 and subsequent fiscal years; and

WHEREAS, on March 1, 2004, the Authority and the State entered into a loan in an amount not to exceed \$20,000,000 for the purpose of paying a portion of the debt service payments on its outstanding Bonds issued for the Mid-Connecticut Project for the fiscal year ending June 30, 2005 and subsequent fiscal years, classified as Subordinated Indebtedness under the General Bond Resolution (the "\$20,000,000 Loan"), all pursuant to the terms of a Master Loan Agreement, dated as of March 1, 2004; and

