

**MATERIALS INNOVATION AND RECYCLING AUTHORITY**

**FOUR HUNDRED AND FORTY-EIGHTH**

**OCT. 23, 2014**

A regular meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thurs. Oct. 23, 2014, in the Board Room at 211 Murphy Rd., Hartford, CT. Those present were:

Directors: Chairman Don Stein  
Vice-Chairman Barlow  
John Adams  
Ralph Eno  
Joel Freedman  
Jim Hayden  
Andy Nunn  
Scott Shanley  
Bob Painter

Present from CRRA in Hartford:

Tom Kirk, President  
Mark Daley, Chief Financial Officer  
Peter Egan, Director of Environmental Affairs and Operations  
Roger Guzowski, Contracts and Procurement Manager  
Laurie Hunt, Director of Legal Service  
Richard Quelle, Chief Engineer  
Virginia Raymond, Operations Manager  
Chris Shepard, Environmental Compliance Manager  
Moirra Kenney, HR Specialist/Board Administrator

Others: Josh Hughes, Hughes & Cronin; John Pizzimenti, USA Hauling; Jim Sandler Esq., Sandler & Mara

Chairman Stein called the meeting to order at 9:30 a.m. and said a quorum was present.

**PUBLIC PORTION**

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

As there were no members of the public present wishing to speak, Chairman Stein proceeded with the meeting agenda.

**APPROVAL OF THE REGULAR SEPT. 24, 2014, BOARD MEETING MINUTES**

Chairman Stein requested a motion to approve the minutes of the Regular Sept. 24, 2014, Board Meeting. Director Hayden made the motion which was seconded by Director Adams.

The motion to approve the minutes as amended was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director Nunn, Director Painter, and Director Shanley voted yes.

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

**RESOLUTION REGARDING EXTENDING PUBLIC OFFICIALS AND PROPERTY INSURANCE POLICY**

Chairman Stein requested a motion on the above referenced item. Director Freedman made the motion which was seconded by Director Shanley.

**RESOLVED:** That MIRA extend the term of its current Public Official insurance policy with ACE American Insurance company for three months, from 4/1/15 to 6/30/15, for a pro-rated premium of \$36,044; and

**FURTHER RESOLVED:** That MIRA extend the term of its Property insurance policy with its current four carriers – Zurich, Swiss Re, Starr Tech, and XL – for three months, from 4/1/15 to 6/30/15, for a pro-rated total premium of \$230,000;

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

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Andrew Nunn	X		
Scott Shanley	X		

<b>Ad-Hoc</b>			
Bob Painter, CSWS Project			

**RESOLUTION REGARDING TRANSFERRING ADDITIONAL FUNDS INTO THE MID-CONNECTICUT LITIGATION RESERVE**

Chairman Stein requested a motion on the above referenced item. Director Freedman made the motion which was seconded by Director Nunn.

**WHEREAS**, in May, 2014, MIRA obtained Board authorization to pay FY '15 Mid-Connecticut Project litigation fees and expenses from the Mid-Connecticut Project Litigation Reserve; and

**WHEREAS**, multiple additional hearing days have now been added to the schedule of MIRA's arbitration with MDC, which are anticipated to require significant additional funding for legal fees, arbitrators' compensation, and retention of expert witnesses; and

**WHEREAS**, the amount of funds remaining in the Mid-Connecticut Litigation Reserve is expected to be insufficient to cover the remaining costs of the MDC arbitration; and

**WHEREAS**, there are funds available in the Mid-Connecticut Project Closure Reserve for the payment of such additional costs;

**NOW THEREFORE**, it is

**RESOLVED**: That \$500,000 be transferred from the Mid-Connecticut Project Closure Reserve to the Mid-Connecticut Project Litigation Reserve; and

**FURTHER RESOLVED**: That the President is authorized to expend up to an additional \$800,000 from the Mid-Connecticut Project Litigation Reserve for payment of legal costs incurred in fiscal year 2015 in connection with MDC arbitration.

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

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
Jim Hayden	X		
Andrew Nunn	X		
Scott Shanley	X		

<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	<b>X</b>		

**RESOLUTION REGARDING DISTRIBUTING ESCROW AND RELATED FUNDS TO WALLINGFORD PROJECT TOWNS**

Chairman Stein requested a motion on the above referenced item. Director Freedman made the motion which was seconded by Director Hayden.

**WHEREAS**, on April 23, 2009 the Materials Innovation and Recycling Authority (the “Authority”) formerly the Connecticut Resources Recovery Authority (“CRRA”) Board of Directors (the “Board”), in consultation with and with unanimous consent of the Wallingford Project Policy Board (the ‘Policy Board”), authorized the closing and transfer of various funds in order to provide an initial distribution of surplus funds to the Wallingford Project member towns; and

**WHEREAS**, the Policy Board has previously requested that remaining Project funds be equitably distributed based on a five-year weighted average of tons delivered to the Wallingford Project member towns, consisting of the towns of Cheshire, Hamden, Meriden, North Haven, and Wallingford, Connecticut (the “Towns”); and

**WHEREAS**, the percentage of the relative amounts of acceptable solid waste delivered by each Town has been developed to reflect delivered and diverted tons for the five-year time period beginning July 1, 2005 and ending June 30, 2010: and

**WHEREAS**, the Wallingford Project officially ended on June 30, 2010 and the ownership of the Resource Recovery Facility (“RRF”) located in Wallingford Connecticut was transferred to the Operator of the RRF (the “OPERATOR”) as prescribed in the Wallingford Project Operating Agreement; and

**WHEREAS**, in order to effectively transfer ownership of the RRF, certain environmental work had to be performed under the State of Connecticut’s Transfer Act; and

**WHEREAS**, funds were provided to the Operator under a June 30, 2010 Release and Settlement Agreement to mitigate the cost of this environmental work provided that unused funds be returned to the Wallingford Project once the environmental work is completed; and

**WHEREAS**, as of October 1, 2014, the environmental work has been completed by the Operator and \$600,000 of the initial funding provided by the Wallingford Project has been refunded to the Authority (includes \$500,000 from the Wallingford Escrow Account and \$100,000 from the Operator); and

**WHEREAS**, this \$600,000 is surplus to the needs of the Authority’s Wallingford Project and can be returned to the Towns.

**NOW THEREFORE**, be it

**RESOLVED:** That the amount of \$600,000 together with applicable interest be distributed to the Towns in the percentage values and dollar amounts as follows based upon the tonnage formula previously agreed to by the Policy Board:

Town	Total Tons Delivered FY 2006-20010:	Percentage of Tonnage:	Tonnage
Cheshire	99,877.67	13.41%	\$ 80,501.13
Hamden	171,685.53	23.06%	\$ 138,378.07
Meriden	164,997.82	22.16%	\$ 132,987.79
North Haven	106,919.58	14.36%	\$ 86,176.89
Wallingford	201,104.24	27.01%	\$ 162,089.47
Total	744,584.85	100.00%	\$ 600,133.36

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

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

### **EXECUTIVE SESSION**

Chairman Stein requested a motion to enter into Executive Session to discuss pending litigation, trade secrets, personnel matters, security matters, pending RFP's, and feasibility estimates and evaluations. The motion, made by Director Adams and seconded by Director Eno, was approved unanimously. Chairman Stein asked the following people join the Directors in the Executive Session:

Tom Kirk  
 Mark Daley  
 Peter Egan  
 Laurie Hunt

The Executive Session began at 11:18 a.m. and concluded at 1:00 p.m. Chairman Stein noted that no votes were taken in Executive Session.

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

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

**ADJOURNMENT**

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

There being no other business to discuss, the meeting adjourned at 1:05 p.m.

Respectfully Submitted,

Moira Kenney  
 HR Specialist/Board Administrator