

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FOUR HUNDRED AND FORTY-NINTH

NOV. 20, 2014

A regular meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thurs. Nov. 20, 2014, in the Board Room at 211 Murphy Rd., Hartford, CT. Those present were:

Directors: Chairman Don Stein
Vice-Chairman Barlow
John Adams (present by telephone)
Steve Edwards
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
Jeff Duvall, Director of Budgets and Forecasting
Thomas Edstrom, Interim Risk Manager
Laurie Hunt, Director of Legal Service
Deepa Krishna, Manager of Accounting and Financial Reporting
Tina Mateo, Assistant Director of Budgets and Cash Management
Moira Kenney, HR Specialist/Board Administrator
Eileen Kearney, Temporary Board Administrator

Others: Josh Hughes, Hughes & Cronin; John Pizzimenti, USA Hauling and Ann Catino, Esq.
Halloran & Sage

Chairman Stein called the meeting to order at 9:38 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 OCT. 23, 2014, BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the Regular Oct. 23, 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, and Director Painter voted yes. Director Edwards abstained.

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			
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc			X
Bob Painter, CSWS Project	X		

RESOLUTION REGARDING DRAFT AUTHORITY BUDGET

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

WHEREAS, The Materials Innovation and Recycling Authority (“MIRA”) is contractually obligated to adopt Disposal Fees for its Connecticut Solid Waste System “(CSWS”) member towns on or before February 28, 2015; which fees will apply during MIRA’s fiscal year 2016 which begins July 1, 2015 and ends June 30, 2016; and

WHEREAS, The Southeastern Connecticut Regional Resource Recovery Authority (“SCRRA”) is contractually obligated to adopt Disposal Fees for the Southeast Project member towns on or before January 1, 2015; which fees will apply during MIRA’s fiscal year 2016 which begins July 1, 2015 and ends June 30, 2016; and

WHEREAS, such Disposal Fees are to reflect the net cost of operation of the CSWS and Southeast Project as defined in the Municipal Service Agreements between CSWS member towns and MIRA, and between Southeast Project member towns and SCRRA, respectively, each of which net cost of operation includes a properly allocable to MIRA’s general administrative expenses commonly known as the “Authority Budget”; and

WHEREAS, in order for MIRA and SCRRA to progress timely with the evaluation and establishment of Disposal Fees for the CSWS and Southeast Project member towns it is

necessary for MIRA to adopt the Authority Budget for fiscal year 2016 this time including the budget for personnel and non-personnel services that compromise MIRA’s general administrative expenses and the amounts thereof that are properly allocable to MIRA projects and divisions that will be active during fiscal year 2016 including:

1. Connecticut Solid Waste Systems (CSWS)
2. Southeast Project
3. Mid Connecticut Project
4. Property Division
5. Landfill Division

NOW THEREFORE, be it

RESOLVED, that the fiscal year 2016 Materials Innovation and Recycling Authority Operating Budget attached hereto as Exhibit A be adopted substantially in the form as presented and discussed at the meeting.

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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc			
Bob Painter, CSWS Project			

RESOLUTION REGARDING ANNUAL AIR EMISSION TESTING AT THE CSWS RESOURCE RECOVERY FACILITY

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

RESOLVED: That the President is hereby authorized to enter into a contract with TRC Environmental Corporation for performance of the annual air emissions testing at the CSWS Power Block Facility for calendar years 2015, 2016, and 2017, substantially as discussed and presented at this meeting.

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.

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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc			
Bob Painter, CSWS Project	X		

RESOLUTION REGARDING INTERRUPTIBLE CONTRACT WASTE DELIVERY AGREEMENT

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

RESOLVED: That the President is authorized to enter into a revenue contract with K&W Materials and Recycling, LLC for the delivery of Interruptible Contract Waste to the Connecticut solid Waste System, substantially as presented and discussed at this meeting; and

FURTHER RESOLVED, That the President is authorized to enter into a revenue contract with City Carting, Inc. for the delivery of Interruptible contract Waste to the Connecticut Solid Waste System, substantially as presented and discussed at this meeting.

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.

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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc			
Bob Painter, CSWS Project	X		

RESOLUTION REGARDING MATERIALS INNOVATION AND RECYCLING AUTHORITY ADOPTING AN AMENDMENT TO SECTION 2.2.18 OF THE AUTHORITY'S PROCUREMENT POLICIES AND PROCEDURES

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

RESOLVED: That the Procurement Committee recommend that the Board of Directors adopt a revision to Section 2.2.18, Public Notice, of the Procurement Policies and Procedures. The proposed revision would amend Section 2.2.18 to include the requirement to post certain solicitations for goods and services on the State Contracting Portal and eliminate the requirement of print publication.

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.

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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc			
Bob Painter, CSWS Project	X		

RESOLUTION REGARDING DRAFT SOUTHEAST BUDGET

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

RESOLVED, that the Materials Innovation and Recycling Authority (“MIRA”) Board of Directors approve the Southeast Project MIRA Administrative Expenses in the amount of \$501,833.00; and

FURTHER RESOLVED, That the fiscal year 2016 MIRA Southeast Project Operating Budget be adopted subject to the Southeastern Connecticut Regional Resource Recovery Authority’s (“SCRRA”) approval of this budget and as substantially presented and discussed at this meeting.

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.

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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc	X		
Bob Painter, CSWS Project	X		

RESOLUTION REGARDING RECYCLING REBATES

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

WHEREAS, The Materials Innovation and Recycling Authority (“MIRA”) Board of Directors desires to encourage maximum recycling efforts by the municipalities that are contract members of its Connecticut Solid Waste System (“CSWS”) consistent with the goals of the State’s Solid Waste Management Plan;

WHEREAS, Section 3.4 of the Municipal Solid Waste Management Services’ Agreements (“MSA’s) for contract members of the CSWS with recycling commitments provides for the distribution of recycling rebates when i) revenues received from recycling operations exceed the cost of providing recycling services and ii) the MIRA Board of Directors declares a surplus with respect to such revenues;

WHEREAS, pursuant to letters dated November 4, 2011, such contract members of the CSWS with recycling commitments were further offered the option to end their obligation to deliver all Acceptable Recyclables if MIRA does not provide a Recycling Rebate of at least \$10.00 per ton,

which option first applies to MIRA’s Fiscal Year 2014 which began July 1, 2013 and ended June 30, 2014;

WHEREAS, during Fiscal Year 2014 , the CSWS received 42,247 tons of Acceptable Recycles eligible for rebate as summarized below and listed in detail in Exhibit A hereto,

- Tier 1 Long Term - 33,454.95 tons
- Tier 1 Short Term - 8,349.86 tons
- Tier 3 - 441.85 tons
- Total Acceptable Recyclables - 42,246.66 tons

WHEREAS, estimated expenses in the amount of \$424,893 for payment of recycling rebates against the accounts of the CSWS were accrued in Fiscal Year 2014;

NOW THEREFORE, be it

RESOLVED, that the MIRA Board of Directors hereby declares as surplus \$422,466.60 in operating funds of the CSWS and directs management to disburse such funds to the CSWS member towns listed in Exhibit A at the rate of \$10.00 for each ton of Acceptable Recyclables delivered by or under the control of such member.

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.

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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc			
Bob Painter, CSWS Project	X		

RESOLUTION REGARDING THE PURCHASE OF INSURANCE CONSULTING AND BROKER SERVICES OR THE PERIOD 1/1/15 – 12/31/17

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

WHEREAS, as a result of MIRA’s consultation with R. C. Knox and Co., Management and the Organizational Synergy & Human Resources Committee recommend that the Board of Directors approve renewals with ConnectiCare, Met Life, Americas and Lincoln Financial for the aforementioned employee benefit programs mentioned programs. In addition, Management further recommends that the combined net premium of \$705,000, as adjusted for final employee plan sections, be accepted for the period of January 1, 2015 to December 31, 2015.

NOW THEREFORE, be it

RESOLVED, that The President is authorized to enter into an agreement with Beecher Carlson for Insurance Consulting and Broker Services for the period 1/1/15 – 12/31/2017, substantially as discussed at this meeting.

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.

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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc			
Bob Painter, CSWS Project	X		

RESOLUTION REGARDING A SITE ACCESS AGREEMENT WITH THE CITY OF HARTFORD

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

WHEREAS, the authority constructed an innovative capping system on the top of the Hartford Landfill that includes a Solar Electricity Generating Facility (“EGF”); and

WHEREAS, the Authority operates and maintains the Landfill under a long term lease with the City of Hartford, which lease ends upon certification of final closure of the landfill by the Connecticut Department of Energy & Environmental Protection (“CTDEEP”); and

WHEREAS, the Authority anticipates CTDEEP will certify final closure of the Landfill in early 2015, there by ending the long term lease; and

WHEREAS, the Authority and the City wish to negotiate a new long term lease access agreement with Power Purchase Agreement (“PPA”) so the Authority can continue to own, operate, and maintain the EGF, and the City and authority can benefit from the electricity generated; and

WHEREAS, such negotiations may not be complete before the current lease expires; and

WHEREAS, the Authority and the City wish to enter into an interim Site Access Agreement to provide the authority access to the EGF while a new long term access agreement and PPA is negotiated.

NOW THEREFORE, be it

RESOLVED: That the Board of Directors authorizes the President to enter into a Site Access Agreement to provide the Authority access to the EGF while a new Long Term Access Agreement with the City of Hartford substantially as discussed and presented at this meeting.

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.

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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc			
Bob Painter, CSWS Project	X		

RESOLUTION REGARDING EMPLOYEE BENEFIT PROGRAM RENEWAL

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

WHEREAS, as a result of consultation with our broker, R. C. Reynolds & Co., Management and the Organizational Synergy & Human Resources Committee recommends that the Directors approve renewals with ConnectiCare, MetLife, Ameritas, and Lincoln Financial for the employee benefit programs mentioned as a result of consultation with our Broker, R. C. Reynolds & Co.

NOW THEREFORE, BE IT

RESOLVED: That the Board of Directors approve renewals with ConnectiCare, MetLife, Ameritas, and Lincoln Financial for the employee benefit programs mentioned as a result of consultation with our Broker, R. C. Reynolds & Co.;

FURTHER RESOLVED, that the combined Net premium of \$705,000, as adjusted for final employee plan selections, be accepted for the period of January 1, 2015 to December 31, 2015.

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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc			
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 10:56 a.m. and concluded at 11:45 a.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 Edwards, Director Eno, Director Freedman, Director Hayden, Director Nunn, Director Painter 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		
Ad-Hoc			
Steve Edwards, Southwest Project Ad-Hoc	X		
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 11:45 a.m.

Respectfully Submitted,

Eileen Kearney
Temporary Board Administrator