

CONNECTICUT RESOURCES RECOVERY AUTHORITY

FOUR HUNDRED AND FORTY-FIRST

MAY 22, 2014

A regular meeting of the Connecticut Resources Recovery Authority Board of Directors was held on Thurs. May 22, 2014, in the Board Room at 100 Constitution Plaza, Hartford, CT. Those present were:

Directors: Chairman Don Stein
Vice-Chairman Barlow
John Adams
Ralph Eno
Joel Freedman (present by telephone until arrival in person at 9:45 a.m.)
Jim Hayden (present by telephone 9:40 a.m. until arrival in person at 10:16 a.m.)
Andrew Nunn (present by telephone)
Scott Shanley
Steve Edwards, Southwest Project Ad-Hoc
Bob Painter, CSWS Project Ad-Hoc

Present from CRRA in Hartford:

Tom Kirk, President
Mark Daley, Chief Financial Officer
Jeff Duvall, Director of Budgets and Forecasting
Peter Egan, Director of Environmental Affairs and Operations
Laurie Hunt, Director of Legal Service
Marianne Carcio, Executive Assistant
Moira Kenney, HR Specialist/Board Administrator

Others present: John Pizzimenti, USA Hauling; Jim Sandler, Esq., Sandler & Mara; Ed Spinella, Esq.

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 MINUTES OF THE SPECIAL TELEPHONIC FEB. 26, 2014 BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the Special Telephonic Feb. 26, 2014 Board Meeting. Vice-Chairman Barlow made the motion which was seconded by Director Adams.

The motion to approve the minutes was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Nunn, Director Painter, and Director Shanley 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 | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | X | | |
| Steve Edwards, Southwest | | | X |

APPROVAL OF THE MINUTES OF THE REGULAR APRIL 24, 2014 BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the regular April 24, 2014, Board Meeting. Vice-Chairman Barlow made the motion which was seconded by Director Freedman.

The motion to approve the minutes was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Edwards, Director Eno, Director Freedman, 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 | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | X | | |
| Steve Edwards, Southwest | X | | |

REVIEW AND RECOMMEND RESOLUTION REGARDING THE STANDARD FORM MUNICIPAL SOLID WASTE DELIVERY AGREEMENT FOR THE CONNECTICUT SOLID WASTE SYSTEM

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

RESOLVED: The President is authorized to enter into revenue contracts with commercial haulers for the delivery of Acceptable Solid Waste and Acceptable Recyclables to the Connecticut Solid Waste System, substantially as presented and discussed at this meeting.

Mr. Kirk said this item is the standard agreement for a one year contract at \$64.00 a ton which has been utilized in past years. He said there are about 12 one year contracts to deliver waste to the facility. Mr. Kirk said the tonnage is expected to increase to about 170,000, which is favorable news as it is a good price. He said an advantage to the one year contract is that it puts these haulers in sync with the larger group of haulers whose five year contract is expiring.

Mr. Kirk said there is a typo in the original write-up which has since been corrected. He said CRRA does not require the haulers to bring all of the recycling they pick up, only the recycling attached to the municipal agreements.

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Eno, Director Freedman, 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 | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | X | | |
| Steve Edwards, Southwest | | | |

REVIEW AND RECOMMEND RESOLUTION REGARDING 3 YEAR PUBLIC RELATIONS SERVICES AGREEMENTS

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

RESOLVED: That the President is hereby authorized to execute, deliver, and perform on behalf of the authority, Public Relations Services Agreements as were substantially set forth in the

Request for Qualifications dated February 24, 2014, for a period of three years commencing on July 1, 2014, and terminating on June 30, 2017, with the firms listed below. All firms will provide services “on-call”

- Kelier
- Decker Creative Marketing

Mr. Kirk said this agreement is to populate CRRA’s stable for public relations services. He said two providers were interviewed and selected after the bid process. Mr. Kirk said the public relations consultants are used when called upon at pre-negotiated rates. He said management expects to use these folks about the same or slightly more than in years past as there is no longer a public relations position at CRRA.

AMENDMENT TO THE RESOLUTION REGARDING 3 YEAR PUBLIC RELATIONS SERVICES AGREEMENTS

Chairman Stein requested a motion on the above referenced item as amended. The motion was made by Director Shanley and seconded by Vice-Chairman Barlow.

RESOLVED: That the President is hereby authorized to execute, deliver, and perform on behalf of the authority, Public Relations Services Agreements as were substantially set forth in the Request for Qualifications dated February 24, 2014, for a period of three years commencing on June 1, 2014, and terminating on May 31, 2017, with the firms listed below. All firms will provide services “on-call”

- Kelier
- Decker Creative Marketing

Mr. Kirk asked that the amended version (with a new commencement date of June 1, 2014, and a termination date of May 31, 2017) be approved as management may utilize the public relations services a month earlier than originally proposed for two reasons: the anticipated transformation of CRRA into MIRA, which may require actions prior to July 1, and secondly management anticipates a grand opening for the solar panel start-up in the near future which may require a public relations consultant.

The amendment previously made and seconded was passed 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-Hocs | | | |
| Bob Painter, CSWS | X | | |
| Steve Edwards, Southwest | | | |

REVIEW AND RECOMMEND RESOLUTION REGARDING LEGAL SERVICES AGREEMENT FOR GENERAL COUNSEL SERVICES

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

RESOLVED: The President is hereby authorized to execute, deliver, and perform on behalf of this Authority, a legal Services Agreement for General Counsel Services with Halloran & Sage LLP for a period of one year beginning on July 1, 2014, with two options to extend, in CRRA’s sole discretion, for additional terms of one year each.

Mr. Kirk said this resolution is a for a one year contract. He said management is retaining the general counsel services’ of Halloran & Sage, which has been with CRRA for over 10 years. He said the agreement is for one year with two options, each for one year at CRRA’s sole discretion.

The motion previously made and seconded was passed 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-Hocs | | | |
| Bob Painter, CSWS | | | |
| Steve Edwards, Southwest | | | |

REVIEW AND RECOMMEND RESOLUTION REGARDING INCREASING THE CAP ASSOCIATED WITH THE AUTHORITY'S TIP FEE STABILIZATION FUND

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

WHEREAS, The Authority has previously authorized the Property Division Flow of Funds attached hereto as Exhibit A including the establishment of a Tip Fee Stabilization Fund within such Division's General Fund; and

WHEREAS, The Authority previously authorized such Tip fee Stabilization Fund to be funded to a maximum value equivalent to \$7.00 for each budgeted Aggregate Ton of MSW (as defined in the Municipal Service Agreements) anticipated to be processed at CSWS in accordance with the adopted Operating Budget for CSWS subject to available funding; and

Whereas, The Authority previously authorized such maximum Tip Fee Stabilization Fund value to be further assessed and established with the start of each fiscal year; and

Whereas, The Authority has undertaken such assessment as summarized on Exhibit B and desires to increase the maximum Tip Fee Stabilization Fund value effective with the start of Fiscal year 2015.

NOW THEREFORE, be it

RESOLVED: The Board of Directors hereby authorizes and approves a maximum Tip Fee Stabilization Fund value of seven million dollars (\$7,000,000.00) effective as of the first disbursement of Fiscal Year 2015 funding.

Mr. Daley said two months ago he mentioned management was approaching the cap on the tip fee stabilization fund approved by the Board when it approved the FY'15 budget. He said the \$2.6 million target was based on a \$7.00 per aggregate ton of waste. Mr. Daley said the Finance Committee wanted to visit the initial benchmark and develop some additional benchmarks and ensure the cap and the tip fee stabilization is at a significant level for a broader range of potential impacts to the budget. Mr. Daley said management did that and the additional examined bench marks are contained in the package.

The motion previously made and seconded was passed by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director Nunn, and Director Shanley voted yes. Director Painter voted no.

| Directors | Aye | Nay | Abstain |
|--------------------------|------------|------------|----------------|
| | | | |
| Chairman Stein | X | | |
| Vice-Chairman Barlow | X | | |
| John Adams | X | | |
| Ralph Eno | X | | |
| Joel Freedman | X | | |
| James Hayden | X | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | | X | |
| Steve Edwards, Southwest | | | |

REVIEW AND RECOMMEND RESOLUTION REGARDING THE CITY OF HARTFORD PAYMENT IN LIEU OF TAXES PAYMENT

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

WHEREAS, the Connecticut Resources Recovery Authority (“CRRA”) and the City of Hartford (the “CITY”) entered into a Payment in Lieu of Taxes (“PILOT”) Agreement in December 2013; and

WHEREAS, the PILOT Agreement contemplated two payments to the City one in December 2013 and one in June 2014; and

WHEREAS, CRRA made a first payment to the City in the amount of \$1,100,000 in December 2013 for Fiscal Year 2014 pursuant to this PILOT Agreement; and

WHEREAS, this PILOT Agreement states that on or before June 30, 2014, contingent upon the determination by the CRRA Board in its sole discretion of the adequacy of CRRA's then - current cash position, CRRA shall pay the City the amount of \$1,100,000 or such lesser amount as the Board in its sole discretion shall determine; and

WHEREAS, currently CRRA has not attained its cash flow position goal of one hundred and twenty days of cash availability in the CSWS Operating account; and

WHEREAS, CRRA’s ten year Transition Plan forecast provides for an annual PILOT payment of \$1,500,000 beginning in Fiscal Year 2014;

NOW THEREFORE, be it

RESOLVED: That the Board of Directors approve a PILOT payment on or before June 30, 2014 in the amount \$400,000 to the City for the final Fiscal Year 2014 PILOT payment.

Vice-Chairman Barlow expressed disappointment that the City of Hartford was not able to continue its involvement with CRRA at the Board level. Director Freedman agreed that a representative from Hartford is important considering the involvement of the City of Hartford has with CRRA and several landfills related projects.

Director Hayden suggested providing a cover letter concerning the \$1.5 million PILOT payment CRRA plans on paying going forward. He suggested making an amendment to the resolution.

**MOTION TO AMEND THE RESOLUTION REGARDING THE CITY OF HARTFORD
PAYMENT IN LIEU OF TAXES PAYMENT**

Chairman Stein requested a motion on the above referenced item. Director Adams made a motion to amend the resolution. The motion to amend was seconded by Director Eno as worded below:

WHEREAS, the Connecticut Resources Recovery Authority (“CRRA”) and the City of Hartford (the “CITY”) entered into a Payment in Lieu of Taxes (“PILOT”) Agreement in December 2013; and

WHEREAS, the PILOT Agreement contemplated two payments to the City one in December 2013 and one in June 2014; and

WHEREAS, CRRA made a first payment to the City in the amount of \$1,100,000 in December 2013 for Fiscal Year 2014 pursuant to this PILOT Agreement; and

WHEREAS, this PILOT Agreement states that on or before June 30, 2014, contingent upon the determination by the CRRA Board in its sole discretion of the adequacy of CRRA's then - current cash position, CRRA shall pay the City the amount of \$1,100,000 or such lesser amount as the Board in its sole discretion shall determine; and

WHEREAS, currently CRRA has not attained its cash flow position goal of one hundred and twenty days of cash availability in the CSWS Operating account; and

WHEREAS, CRRA's ten year Transition Plan forecast provides for an annual PILOT payment of \$1,500,000 beginning in Fiscal Year 2014;

NOW THEREFORE, be it

RESOLVED: That the Board of Directors approve a PILOT payment on or before June 30, 2014 in the amount \$1,100,000 to the City for the final Fiscal Year 2014 PILOT payment.

The amendment previously made and seconded was passed 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 | | |
| James Hayden | X | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | X | | |
| Steve Edwards, Southwest | | | |

MOTION TO FURTHER AMEND THE RESOLUTION REGARDING THE CITY OF HARTFORD PAYMENT IN LIEU OF TAXES PAYMENT

Chairman Stein requested a motion on the above referenced item. Director Adams made a motion to further amend the resolution. The motion to amend was seconded by Director Eno as worded below:

WHEREAS, the Connecticut Resources Recovery Authority (“CRRA”) and the City of Hartford (the “CITY”) entered into a Payment in Lieu of Taxes (“PILOT”) Agreement in December 2013; and

WHEREAS, the PILOT Agreement contemplated two payments to the City one in December 2013 and one in June 2014 of \$1,100,000; and

WHEREAS, CRRA made a first payment to the City in the amount of \$1,100,000 in December 2013 for Fiscal Year 2014 pursuant to this PILOT Agreement; and

WHEREAS, this PILOT Agreement states that on or before June 30, 2014, contingent upon the determination by the CRRA Board in its sole discretion of the adequacy of CRRA's then - current cash position, CRRA shall pay the City the amount of \$1,100,000 or such lesser amount as the Board in its sole discretion shall determine; and

WHEREAS, currently CRRA has not attained its cash flow position goal of one hundred and twenty days of cash availability in the CSWS Operating account; and

WHEREAS, the Board has determined that the Authority’s cash flow position is adequate to pay the City the full second payment of \$1,100,000; and

WHEREAS, CRRA’s ten year Transition Plan forecast provides for an annual PILOT payment of \$1,500,000 beginning in Fiscal Year 2014;

NOW THEREFORE, be it

RESOLVED: That the Board of Directors approve a PILOT payment on or before June 30, 2014 in the amount \$1,100,000 to the City for the final Fiscal Year 2014 PILOT payment; and

FURTHER RESOLVED: That the Board of Directors will approve future City PILOT payments annually during the budget process in accordance with the Authority’s ten year Transition Plan for Fiscal Years 2015 through Fiscal Year 2024. Such future PILOT payments are not anticipated to exceed \$1,500,000 in any single Fiscal Year during this ten year period.

The motion previously made and amended twice was passed 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 | | |
| James Hayden | X | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | X | | |
| Steve Edwards, Southwest | | | |

FINAL MOTION ON THE AMENDED RESOLUTION REGARDING THE CITY OF HARTFORD PAYMENT IN LIEU OF TAXES PAYMENT

Chairman Stein requested a motion on the above referenced item. The motion, which was originally made by Director Adams and seconded by Director Eno as twice amended is below in its final form:

WHEREAS, the Connecticut Resources Recovery Authority (“CRRA”) and the City of Hartford (the “CITY”) entered into a Payment in Lieu of Taxes (“PILOT”) Agreement in December 2013; and

WHEREAS, the PILOT Agreement contemplated two payments to the City one in December 2013 and one in June 2014 of \$1,100,000; and

WHEREAS, CRRA made a first payment to the City in the amount of \$1,100,000 in December 2013 for Fiscal Year 2014 pursuant to this PILOT Agreement; and

WHEREAS, this PILOT Agreement states that on or before June 30, 2014, contingent upon the determination by the CRRA Board in its sole discretion of the adequacy of CRRA’s then - current cash position, CRRA shall pay the City the amount of \$1,100,000 or such lesser amount as the Board in its sole discretion shall determine; and

WHEREAS, currently CRRA has not attained its cash flow position goal of one hundred and twenty days of cash availability in the CSWS Operating account; and

WHEREAS, the Board has determined that the Authority’s cash flow position is adequate to pay the City the full second payment of \$1,100,000; and

WHEREAS, CRRA’s ten year Transition Plan forecast provides for an annual PILOT payment of \$1,500,000 beginning in Fiscal Year 2014;

NOW THEREFORE, be it

RESOLVED: That the Board of Directors approve a PILOT payment on or before June 30, 2014 in the amount \$1,100,000 to the City for the final Fiscal Year 2014 PILOT payment; and

FURTHER RESOLVED: That the Board of Directors will approve future City PILOT payments annually during the budget process in accordance with the Authority’s ten year Transition Plan for Fiscal Years 2015 through Fiscal Year 2024. Such future PILOT payments are not anticipated to exceed \$1,500,000 in any single Fiscal Year during this ten year period.

The motion previously made and amended was passed 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 | | |
| James Hayden | X | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | X | | |
| Steve Edwards, Southwest | | | |

REVIEW AND RECOMMEND RESOLUTION REGARDING 3 YEAR COMPUTER INFORMATION CONSULTING SERVICES

Chairman Stein requested a motion on the above referenced item. The motion was made by Vice-Chairman Barlow and seconded by Director Adams.

RESOLVED: That the President is hereby authorized to execute an agreement for computer information consulting services with The Walker Group for the period from July 1, 2014, through June 30, 2017, substantially as presented and discussed at this meeting.

Mr. Kirk said this is a routine authorization following a market based solicitation process. He said management is recommending the selection of the Walker group, CRRA’s incumbent for IT services. Mr. Kirk said a number of companies were looked at; however after consideration management feels the Walker group continues to be the best selection. He said CRRA is expanding the IT department’s reach and will be doing several IT activities at the WPF and PBF which are currently provided via a pass through contract by NAES. Mr. Kirk said management believes there are savings and coordination benefits to be had by having Walker handle the activities.

The motion previously made and seconded was passed 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 | | |
| James Hayden | X | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | | | |
| Steve Edwards, Southwest | | | |

REVIEW AND RECOMMEND RESOLUTION REGARDING COOPERATIVE SERVICES AGREEMENT BETWEEN THE CONNECTICUT RESOURCES RECOVERY AUTHORITY AND THE UNITED STATES DEPARTMENT OF AGRICULTURE ANIMAL AND PLANT HEALTH INSPECTION SERVICES/WILDLIFE SERVICES

Chairman Stein requested a motion on the above referenced item. The motion was made by Vice-Chairman Barlow and seconded by Director Eno.

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

Mr. Kirk said this is an annual agreement with the USDA for vector control. He said the complete report is contained in the supplemental package.

The motion previously made and seconded was passed 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 | | |
| James Hayden | X | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | X | | |
| Steve Edwards, Southwest | | | |

REVIEW AND RECOMMEND RESOLUTION REGARDING FY15 PROJECTED LEGAL EXPENDITURES

Chairman Stein requested a motion on the above referenced item. The motion was made by Vice Chairman Barlow and seconded by Director Hayden.

WHEREAS, CRRA has negotiated three-year Legal Services Agreements with various law firms for the provision of legal services beginning July 1, 2014; and

WHEREAS, CRRA now seeks Board authorization for projected legal expenditures pursuant to said Agreements during Fiscal Year 2015;

NOW THEREFORE, it is

RESOLVED: That the following amounts be authorized for projected legal fees to be incurred during FY '15:

| <u>Firm:</u> | <u>Amount:</u> |
|--|-----------------------|
| Brown Rudnick | 85,000 |
| Cohn Birnbaum & Shea | 55,000 |
| Day Pitney | 45,000 |
| Halloran & Sage | 1,240,000 |
| Kainen, Escalera & McHale | 240,000 |
| McCarter & English | 30,000 |
| McElroy, Deutsch, Mulvaney & Carpenter | 70,000 |

| | |
|------------------------------|--------|
| Pullman & Comley | 30,000 |
| Willinger, Willinger & Bucci | 10,000 |

Further RESOLVED: That the President be authorized to expend up to \$10,000 from the Landfill Development Fund Reserve for payment of legal fees incurred in fiscal year 2015 in connection with the Authority’s suspension of its efforts to develop a new ash landfill in the State of Connecticut;

Further RESOLVED: That the President be authorized to expend up to \$400,000 from the CSWS Legal Reserve for payment of legal fees incurred in fiscal year 2015 in connection with ongoing CSWS matters;

Further RESOLVED: That the President be authorized to expend up to \$70,000 from the Enron Litigation Reserve for payment of legal expenses incurred in fiscal year 2015 in connection with the Enron Global litigation continuing under the aegis of the Attorney General; and

Further RESOLVED: That the President be authorized to expend up to \$5,000 from the Wallingford Project Closure Reserve for payment of legal fees incurred in fiscal year 2015 in connection with continuing Wallingford Project obligations; and

Further RESOLVED: That the President be authorized to expend up to \$145,000 from the Mid-Connecticut Project Closure Reserve for payment of legal fees incurred in fiscal year 2015 in connection with continuing Mid-Connecticut Project obligations; and

Further RESOLVED: That the President be authorized to expend up to \$25,000 from the Hartford Landfill Closure Reserve for payment of legal fees incurred in fiscal year 2015 in connection with closure of the Hartford Landfill; and

Further RESOLVED: That the President be authorized to expend up to \$650,000 from the Mid-Connecticut Litigation Reserve for payment of Mid-Connecticut Project litigation-related legal fees and expenses incurred in fiscal year 2015.

Director Shanley asked if management was confident in these numbers, or if they are place holders. Ms. Hunt replied some of each. She said the place holder numbers will change as we go forward into FY’15 and a better idea of expenses for the matter is expected. Ms. Hunt said there is always the possibility of a second round of arbitration.

Director Adams said he intends to vote although he does not typically vote on matters related to Brown Rudnick as Larry Cafero was his appointee to the CRRA Board. However as there are only eight members of the Board and his vote is required for CRRA to continue doing business he will do so. Director Eno said he was in the same position and will also vote.

The motion previously made and seconded was passed 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 | | |
| James Hayden | X | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | | | |
| Steve Edwards, Southwest | | | |

CHAIRMAN’S REPORT

Director Stein said he had reached out to the Governor’s office and reminded them that there are currently three vacancies on the CRRA Board which require appointments. He asked for any suggestions from the Board members.

PRESIDENTS’ REPORT

Mr. Kirk said the bulk of the transfers of the landfill reserves to OPM are complete. He said the last \$7 million with the towns of Wallingford and, according to the Board resolution, cannot be transferred until CRRA has an agreement from the City of Wallingford releasing CRRA from its obligations to the lease of the Landfill as well as concurrent direction from the Wallingford Policy Board to release those funds. He said the CT DEEP is working on the issues under the conditions of the MOU. Mr. Kirk said the maintenance and operations assignment of the contracts to the CT DEEP is occurring.

Mr. Kirk said SB 27 was incorporated as an amendment into a much larger bill. He said Director Shanley had a question on a potential last minute change which would address the opt-out provision. Mr. Kirk said it is not a change to the opt-out but it does specify that development of the South Meadows facility will not be considered as a legislative mandate which potentially has the same impact.

Mr. Kirk said the bill was released to the Governor’s office and after fifteen days it will become law unless it is vetoed. He said management expects the bill to become law. Director Painter asked how management plans to address by-law changes. Mr. Kirk said he hopes to have a plan of action concerning administrative and operational changes within the next month.

Mr. Kirk said the legislation requires CRRA/MIRA to the extent it is involved in new technology and development to do so in conjunction with the CT DEEP. He said CRRA has made a modest

commitment to an organic fuel project the and has drafted a letter to CT DEEP to ensure CRRA can move forward with its obligation with cooperation from CT DEEP.

Mr. Kirk said in the absence of the creation for the foundation which is supposed to take over the State educational aspect of CRRA, management has determined the best approach is to give the appointing authorities opportunity to make appointments and create the foundation before any significant changes are made to education. He said in keeping of the statute CRRA will restrict its focus on education to its regional customers. Mr. Kirk explained the museum will continue to operate however CRRA will focus on regional towns and not the full State.

OS & HR REPORT

Director Hayden said the Organizational Synergy and Human Resources Committee had agreed by consensus that the compensation review was accepted and recommended to the full Board. He said the review was very important and the Committee is comfortable that compensation levels are fair. Director Hayden said part two of this is going to be an assessment on proper staffing and if the present employees are suited for their particular responsibilities and position.

Mr. Kirk said an RFP for those services was put out and only one response was received. He said if need be a second round will be done. Mr. Kirk said management agrees better review of responsibilities and requirements and proper sizing should be undertaken in the process CRRA is undertaking in its conversion to MIRA.

EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss pending litigation, trade secrets, personnel matters, and feasibility estimates. The motion, made by Vice-Chairman Barlow 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 11:25 a.m. and concluded at 12:08 p.m. Chairman Stein noted that no votes were taken in Executive Session.

The motion previously made and seconded 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 | | |
| James Hayden | X | | |
| Andrew Nunn | X | | |
| Scott Shanley | X | | |
| | | | |
| Ad-Hocs | | | |
| Bob Painter, CSWS | X | | |
| Steve Edwards, Southwest | X | | |

ADJOURNMENT

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

There being no other business to discuss, the meeting adjourned at 12:08 p.m.

Respectfully Submitted,

Moira Kenney
HR Specialist/Board Administrator