

**MATERIALS INNOVATION AND RECYCLING AUTHORITY**

**FOUR HUNDRED AND FIFTY-FIRST**

**DEC. 18, 2014**

A telephonic meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thurs. Dec. 18, 2014, in the Board Room at 100 Constitution Plaza, Hartford, CT. Those present were:

Directors: Chairman Don Stein (present by telephone)  
Vice-Chairman Dick Barlow (present by telephone)  
John Adams (present by telephone)  
Ralph Eno (present by telephone)  
Joel Freedman (present by telephone)  
Jim Hayden (present by telephone)  
Andy Nunn (present by telephone)  
Scott Shanley (present by telephone)  
Bob Painter

Present from CRRA in Hartford:

Tom Kirk, President  
Mark Daley, Chief Financial Officer  
Peter Egan, Director of Environmental Affairs and Operations  
Tom Gaffey, Enforcement/Recycling Director  
Laurie Hunt, Director of Legal Services (present by telephone)  
Marianne Carcio, Executive Assistant  
Eileen Kearney, Temporary Board Administrator

Others: John Pizzimenti, USA Hauling and Ann M. Catino, Esq. Halloran & Sage

Chairman Stein called the meeting to order at 9:37 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 NOV. 20, 2014, BOARD MEETING MINUTES**

Chairman Stein requested a motion to approve the minutes of the Regular Nov. 20, 2014, Board Meeting. Director Eno 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 Hayden, Director Nunn, and Director Painter 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			
<b>Ad-Hoc</b>			
Bob Painter, CSWS Project	X		

Chairman Stein requested a motion to approve the amended minutes of the Regular Nov. 20, 2014, Board Meeting. Director Adams made the motion which was seconded by Vice-Chairman Barlow and Director Nunn.

The motion to approve the minutes 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.

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

Mr. Kirk noted to the Board that the Nov. 20, 2014, Board of Directors minutes be amended.

Ms. Kearney agreed to make the changes to the minutes as per Mr. Kirk's recommendations.

**RESOLUTION REGARDING ASH RESIDUE DISPOSAL SERVICES FOR THE PRESTON RESOURCE RECOVERY FACILITY**

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

**RESOLVED:** that the President is hereby authorized to execute an extension of the agreement with Wheelabrator Technologies Inc. to provide disposal services for ash residue from the Preston Resource Recovery Facility, 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, 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		

Mr. Kirk provided background to the Board on the resolution by saying that it was an extension of the ash disposal services contract with Wheelabrator for ash residue from the Preston Resource Recovery Facility. He continued by noting that the extension added time to the contract without a price increase. He said that the SCRRRA Board had approved the extension and the Policies & Procurement Committee recommended that the MIRA Board approve the resolution as presented.

**RESOLUTION REGARDING REVISION TO THE MIRA’S CSWS PERMITTING, DISPOSAL AND BILLING PROCEDURES**

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

**RESOLVED:** That the Board of Directors hereby approves amendments to the CONNECTICUT SOLID WASTE SYSTEM PERMITTING, DISPOSAL AND BILLING PROCEDURES, 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.

<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		

Mr. Kirk provided background to the Board on the Resolution by summarizing the amendments to the policy that the Policies and Procedures Committee recommended to the Board. He said that the amendments made the policy more convenient to potential spot customers who are not currently permitted to use MIRA's facilities; allowed quick registry for these customers by expediting the registration of their vehicles and allowed MIRA fuel availability during times of high prices where the facility needed fuel quickly. He continued by saying that no financial risk would be undertaken.

Director Shanley asked if the Policies and Procurement Committee had reviewed the changes. Mr. Gaffey responded that the Committee had approved them. Director Adams also stated that if the Committee had reviewed the changes and recommended that they be approved. Mr. Kirk responded that the Committee had and recommended that the resolution be presented to the Board for approval.

### **FINANCE COMMITTEE REPORTS**

No reports were presented at the meeting.

### **CHAIRMAN AND PRESIDENT'S REPORT**

Chairman Stein indicated that he had spoken to Deputy Commissioner McCleary and that the Deputy Commissioner indicated that MIRA will need to move on technology. Chairman Stein asked the Board if a standing subcommittee could be formed this week in order to review the topic. He recommended that he, Director Adams, Vice-Chairman Barlow, Director Painter and Director Shanley comprise the subcommittee.

Director Shanley asked the Chairman when would the meetings be.

Further discussion among the Board continued. Chairman Stein requested that Mr. Kirk send an e-mail to Deputy Commissioner McCleary regarding subcommittee meeting times. Mr. Kirk agreed and said that he would send the subcommittee members the result of the e-mail.

Chairman Stein also indicated to the Board that he had spoken to First Selectman Leo Paul of Litchfield and noted to the Board that he would be meeting with First Selectman Paul after the first of the year to discuss MSA and a possible extension. Mr. Kirk then noted that he had responded to the municipalities of Cromwell, Manchester, South Windsor and Newington regarding the market. He noted that all of these towns know we are transparent on our pricing. Director Stein recommended that MIRA develop a real marketing strategy on the issue particularly with regard to pricing. Director Shanley noted that he would need to be recused from the meeting when Manchester is discussed. Mr. Kirk agreed and said that any discussion regarding Manchester would be discussed at the end of the meeting so that Director Shanley could excuse himself.

Mr. Kirk then presented the President's Report. He noted that environmental and safety issues remain firm. He said that CSWS operating revenues were under \$5M and this represented a 2% change and that this was behind on year to date.

Vice-Chairman Barlow had a comment on page 4 of tab 1 of the supplemental package. He noted that the month of October pricing was below budget, production was above budget and that generation pricing revenue was also below budget. Mr. Kirk agreed that this was correct. Director Stein then asked if MIRA would be able to catch up before year end. Mr. Kirk responded that 20 megawatts had been sold on a firm basis and some risks had been mitigated. Director Stein then asked if there was any benefit that would be seen from this and asked about the effect of CL&P wholesale prices. Mr. Kirk responded that there was a lag by PURA pricing for CL&P and that bids depended on forward looking prices.

Discussion then moved to wholesale prices and seasonal effects on them. Director Shanley asked if there would be a winter peak increase in wholesale prices. Director Eno asked about the effect of natural gas supply on prices. Mr. Kirk responded that based on a report from MIRA's consultant, natural gas storage prices would be down and there would be storage and transmission issues. He continued by noting that the report indicated that storage prices were higher than last year. Mr. Kirk noted that if Director Eno wished, Mr. Kirk or Virginia Raymond could forward the Director a copy of the consultant report. Director Eno indicated that this was not necessary.

## **EXECUTIVE SESSION**

Chairman Stein requested a motion to enter into Executive Session to discuss pending litigation. The motion, made by Director Hayden was seconded by Director Adams and 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 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		

The Executive Session began at 9:58 a.m. and concluded at 10:00 a.m. Chairman Stein noted that no votes were taken in Executive Session.

The meeting was reconvened at 10:01 a.m. The door was opened, and the Board Secretary and all members of the public (of which there were none) were invited back in for the continuation of public session.

**RESOLUTION REGARDING ADDITIONAL PROJECTED LEGAL EXPENDITURES**

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

**WHEREAS**, MIRA has entered into Legal Service Agreements with various law firms to perform legal services; and

**WHEREAS**, the Board of Directors has previously authorized certain amounts for payment of fiscal year 2015 projected legal fees; and

**WHEREAS**, MIRA expects to incur greater than authorized legal expenses from one of its counsels for its arbitration with MDC;

**NOW THEREFORE, it is RESOLVED:** That the following additional amount be authorized for payment of projected legal fees and costs to be incurred during fiscal year 2015:

<u>Firm:</u>	<u>Amount:</u>
Kainen, Escalera & McHale	\$150,000

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, Director Painter, and Director Shanley voted yes.

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

**ADJOURNMENT**

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

There being no other business to discuss, the meeting adjourned at 10:05 a.m.

Respectfully Submitted,

Eileen Kearney  
Temporary Board Administrator