

CONNECTICUT RESOURCES RECOVERY AUTHORITY

THREE HUNDRED SEVENTY-FOURTH MEETING

JULY 22, 2004

A regular meeting of the Connecticut Resources Recovery Authority Board of Directors was held on Thursday, July 22, 2004 at 100 Constitution Plaza, Hartford. Those present were:

Chairman Michael Pace

Directors: Stephen Cassano
Benson Cohn
Mark Cooper
James Francis
Michael Jarjura (arrived at 9:51 a.m.)
Mark Lauretti
Theodore Martland
Raymond O'Brien
Andrew Sullivan
Timothy Griswold (ad hoc for Mid-Connecticut)
Sherwood Lovejoy (ad hoc for Bridgeport) (present until 1:01 p.m.)

Present from the CRRA staff:

Thomas Kirk, President
James Bolduc, Chief Financial Officer
Bettina Bronisz, Assistant Treasurer and Director of Finance
Peter Egan, Director of Environmental Affairs & Development
Floyd Gent, Director of Operations
Paul Nonnenmacher, Director of Public Affairs
Kristen Greig, Legal Temp

Present from the Office of the Attorney General:

Attorney General Richard Blumenthal
Arnold Menchel, Assistant Attorney General

Others in attendance: Peter Boucher, Esq. of Halloran & Sage, Frank Marci of USA Hauling & Recycling Inc., Paul Rachmuth, Esq. of Anderson Kill & Olick, Alice Sexton, Esq. of the State Ethics Commission, John Stafstrom, Esq. of Pullman & Comley, Christine Stuart of the Journal Inquirer, Joyce Tentor of HEJN, Jerry Tyminski of SCRRRA

Chairman Pace called the meeting to order at 9:30 a.m. Chairman Pace requested that everyone stand for the Pledge of Allegiance, whereupon, the Pledge of Allegiance was recited.

PUBLIC PORTION

Chairman Pace said that 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.

Chairman Pace noted that there were no comments from the public and that the regular meeting would commence.

ETHICS TRAINING

Chairman Pace requested a motion to add the referenced item to the agenda. The motion to add the item made by Director O'Brien and seconded by Director Cooper was approved unanimously.

Attorney Sexton from the State Ethics Commission gave a training session regarding the Code of Ethics and its applicability to the Connecticut Resources Recovery Board of Directors. Attorney Sexton distributed an Ethics Training Outline and an Op Ed piece by Michael Rion regarding ethics.

NEW BOARD MEMBER

Chairman Pace introduced and welcomed The Honorable Michael J. Jarjura to the CRRRA Board of Directors. Director Jarjura is the Mayor of the City of Waterbury and will be filling the position previously held by Director Alex Knopp, whose term ended June 30, 2004.

EXECUTIVE SESSION

Chairman Pace requested a motion to convene an executive session to discuss pending litigation. Director O'Brien made the motion which was seconded by Director Cassano. Chairman Pace requested that the following people remain during executive session:

Attorney General Blumenthal, Assistant Attorney General Menchel, Attorney Rachmuth, Attorney Stafstrom, Attorney Boucher, Mr. Kirk, Mr. Bolduc, and Ms. Bronisz.

The motion previously made and seconded was approved unanimously.

The Executive Session began at 10:05 a.m. and concluded at 11:36 a.m.

Chairman Pace noted that no votes were taken in Executive Session.

Chairman Pace reconvened the Board meeting at 11:37 a.m.

AUTHORIZATION REGARDING SETTLEMENT OF THE ENRON LITIGATION

Chairman Pace requested a motion regarding the referenced item. 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; and

WHEREAS, U.S. Bank National Association serves as trustee to the Authority (the “Trustee”) under that certain Resolution Authorizing the Issuance of Mid-Connecticut System Bonds, adopted March 13, 1985, as amended (the “Resolution”), which Resolution provides for the issuance of the Authority’s Mid-Connecticut System Bonds (the “Bonds”); and

WHEREAS, on or about December 22, 2000, the Authority entered into an Energy Purchase Agreement with Enron Power Marketing, Inc. (the “Energy Purchase Agreement”); and

WHEREAS, pursuant to the Resolution, the Energy Purchase Agreement, as the same was guaranteed by Enron Corp., was pledged to the Trustee to secure the Authority’s outstanding Bonds and the obligations of the Authority under the Resolution; and

WHEREAS, Enron Corp. and its affiliates, including Enron Power Marketing, Inc. (collectively, “Enron”), subsequently filed petitions for reorganization under the U.S. Bankruptcy Code; and

WHEREAS, as a result of such Enron bankruptcy filing, the Authority filed, and the Trustee caused to be filed, separate proofs of claim against Enron and became parties in interest under those certain Enron bankruptcy cases, seeking to recover losses sustained in connection with the failed transaction with Enron (the “Enron Litigation”); and

WHEREAS, a settlement of the Enron Litigation has been proposed which, among other conditions, requires the Trustee to withdraw those separate proofs of claim filed by the Trustee which are duplicative of those proofs of claim filed by the Authority; and

WHEREAS, the Authority has deemed it to be in its best interests to authorize the settling of the Enron Litigation, substantially in accordance with the terms and provisions of: (i) that certain settlement letter from Weil, Gotshal & Manges LLP to Attorney Paul Rachmuth of Anderson Kill & Olick, P.C., dated June 29, 2004 (the "Settlement Letter"), as presented to the Board of Directors of the Authority, and (ii) that certain Pledge Acknowledgment and Confirmation Agreement as to Proofs of Claim (the "Acknowledgment Agreement"), as proposed to be executed by and between the Authority and the Trustee, and as presented to the Board of Directors of the Authority; and

WHEREAS, the Attorney General, who is charged with supervision of all Enron-related litigation on behalf of the Authority pursuant Connecticut General Statutes, Section 220-268c, has strongly recommended approval of the terms of the proposed settlement set forth in the Settlement Letter.

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

Section 1. That the Authority hereby approves the settlement of the Enron Litigation substantially in accordance with the terms and provisions of the Settlement Letter.

Section 2. That the President of the Authority, for and in the name of and on behalf of the Authority, is authorized and directed to take any and all actions and to negotiate any and all such documents settling the Enron Litigation, substantially in accordance with the Settlement Letter.

Section 3. That the Authority hereby approves the terms and provisions of the Acknowledgment Agreement, and further authorizes the President of the Authority, for and in the name of and on behalf of the Authority, to enter into such Acknowledgment Agreement, substantially in accordance with the terms and provisions as presented to the Board.

Section 4. That the President of the Authority is authorized and directed to perform and take such other actions as may be desirable, necessary, proper or convenient to accomplish the intent and purposes expressed herein, and the performance thereof by the President shall be conclusive as to the approval by the Authority of the terms thereof.

Section 5. This resolution shall take effect immediately.

Date: July 22, 2004

Director O'Brien seconded the motion.

Director Sullivan explained that the referenced matter had been thoroughly discussed in executive session and in a meeting with the Attorney General's Office.

Director Sullivan requested that the minutes reflect that the Pledge Acknowledgement Agreement was intended to have the status of a Supplemental Resolution.

Chairman Pace asked if the resolution had come to the Board with the recommendation of the Finance Committee. Director Sullivan answered in the affirmative.

Director O'Brien requested that the recommendation letter from the Attorney General be included in the minutes. (See Exhibit A).

Director Sullivan also noted that it was within the purview Board's authority to approve the acceptance of the settlement.

Directors O'Brien and Sullivan thanked and commended the Attorney General and all those involved in the process that brought the Board to the point of settlement.

Chairman Pace noted, for the record, that while the open session was brief, there was a detailed discussion in a lengthy executive session.

Attorney General Blumenthal stated that CRRA would not have made such progress without the Board's persistence, perseverance, courage, and the conviction that CRRA could be turned around. Attorney General Blumenthal noted that the settlement was an important step, but not the final step. Attorney General Blumenthal stated that his office would continue to work on CRRA's behalf and stated that he believed in CRRA's leadership.

Mr. Kirk thanked Attorney General Blumenthal on behalf of the management and expressed his appreciation for the Attorney General's constant efforts to distinguish between the old CRRA and the new, reconstituted CRRA.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		

Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Timothy Griswold, Ad Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

EXECUTIVE SESSION

Chairman Pace requested a motion to convene an executive session to discuss pending litigation, contract negotiations and personnel matters. Director Sullivan made the motion which was seconded by Director Cassano. Chairman Pace requested that the following people remain during executive session:

Attorney Rachmuth, Attorney Stafstrom, Attorney Boucher, Mr. Kirk, Mr. Bolduc, and Ms. Bronisz.

The motion previously made and seconded was approved unanimously.

The Executive Session began at 11:50 a.m.

The Executive Session concluded at 1:01 p.m.

Chairman Pace reconvened the Board meeting at 1:02 p.m.

Chairman Pace noted that no votes were taken in Executive Session.

APPROVAL OF THE MINUTES OF THE MAY 17, 2004 SPECIAL BOARD MEETING, THE MAY 20, 2004 REGULAR BOARD MEETING AND THE JUNE 3, 2004 SPECIAL BOARD MEETING

Chairman Pace requested a motion to approve the minutes of the May 17, 2004 special Board meeting, the May 20, 2004 regular Board meeting, and the June 3, 2004 special Board meeting. The motion was made by Director O'Brien and seconded by Director Cooper.

Regarding the May 20, 2004 minutes, Mr. Kirk stated that on page 12, the last sentence in the in the third paragraph should read, "Chairman Pace stated that he was positive MDC would continue to make efforts to reduce costs."

The motion previously made and seconded to accept the May 17, 2004, May 20, 2004 (as amended) and June 3, 2004 minutes was approved.

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

AUTHORIZATION REGARDING INITIATION OF THE BIDDING PROCESS AND CLAIM SOLICITATION IN CONNECTION WITH THE POTENTIAL SALE OF ANY RECOVERY ASSOCIATED WITH THE ENRON SETTLEMENT

Chairman Pace requested a motion to add the referenced item to the agenda. The motion to add the item made by Director Sullivan and seconded by Director O'Brien was approved unanimously.

Chairman Pace requested a motion regarding the referenced item. 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; and

WHEREAS, the Authority is a party in interest under those certain claims filed in connection with the Enron bankruptcy cases, seeking to recover losses sustained in connection with the failed transaction with Enron Corp. (the "Enron Litigation"); and

WHEREAS, in connection with the Enron Litigation, the Authority has been represented by both the Office of the Attorney General of the State of Connecticut, and the law firm of Anderson Kill & Olick, P.C., bankruptcy counsel to the Authority; and

WHEREAS, by separate resolution, the Board of Directors of the Authority has approved the settlement of the Enron Litigation (the “Enron Settlement”); and

WHEREAS, the Authority has deemed it to be in its best interests to sell the claim resulting from the Enron Settlement (the “Enron Settlement Claim”) to a third party pursuant to an established bidding process and claim solicitation procedure; and

WHEREAS, the Authority seeks to engage the services of Anderson Kill & Olick, P.C. to not only establish the bidding process, but also to conduct such solicitation and receipt of bids from interested parties and to report the results of such process to the Board of Directors of the Authority for final approval, all in connection with the sale of the Enron Settlement Claim.

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

Section 1. That the Authority is hereby authorized, subject to the provisions of this authorization, to sell its interests in the Enron Settlement Claim.

Section 2. That the firm of Anderson Kill & Olick, P.C., as bankruptcy counsel to the Authority, is hereby retained by the Authority to establish the bidding process, as well as to solicit and receive bids, all in connection with the sale of the Enron Settlement Claim.

Section 3. That Anderson Kill & Olick, P.C., in establishing and conducting the bidding process, shall consult with the Steering Committee of the Board of Directors, the President and the Chief Financial Officer of the Authority.

Section 4. That any sale of the Enron Settlement Claim shall be subject to the final review and approval of the Board of Directors, after consultation with counsel to the Authority, of those bids received by Anderson Kill & Olick, P.C. and submitted to the Board of Directors in connection with the established bidding procedures.

Section 5. That the President and Chief Financial Officer of the Authority are hereby authorized to take all actions and to execute any and all agreements in connection with the solicitation and receipt of bids relating to the sale of the Enron Settlement Claim.

Section 6. This resolution shall take effect immediately.

Date: July 22, 2004

Director O’Brien seconded the motion.

Director Sullivan stated that both the Finance Committee and the Board of Directors thoroughly reviewed the matter at length in executive session.

Director Sullivan explained that the resolution authorized Anderson Kill & Olick P.C. to begin engaging in the possibilities of selling the claim. Director Sullivan said that the marketplace indicated that a sale might result in a premium. Director Sullivan stated that he was in favor of the decision to sell because it eliminated the risk associated with the stock portion of the Enron bankruptcy payout.

Director Sullivan emphasized that the resolution did not necessarily mean the CRRA was going to sell the claim. It meant the CRRA would accept proposals from various organizations, evaluate the best offers, and decide if a sale was the best course of action.

Director O'Brien asked if the Finance Committee supported the action. Director Sullivan responded that the Finance Committee was unanimous in its support of the action. Director Sullivan added that in the letter from Attorney General Blumenthal (See Exhibit A), Attorney General Blumenthal said that the decision to sell the claim was a business decision of the CRRA Board of Directors and it was in the purview of the Board's authority to execute the resolution and the potential sale.

Director Martland asked if it was necessary to state that the process was being handled according to federal guidelines. Chairman Pace responded that the Board had taken the advice of its attorneys, including the Attorney General and Anderson Kill & Olick, among others, in relationship to what jurisdiction governed the action and to ensure the action adhered in both language and in intent.

Chairman Pace stated that resolution required a three-step process. The first step was accepting the settlement, which the Board approved with the Attorney General's recommendation. The second step was the initiation of the bidding process and the claim solicitation. The final step was the Board's decision to sell or not to sell the claim, which had not yet been determined.

Chairman Pace also noted that while the discussion seemed brief, there was a lengthy executive session in which the matter was thoroughly discussed.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Laretti	X		

Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Timothy Griswold, Ad Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING APPROVAL OF FISCAL YEAR 2004 MDC BUDGET TRANSFERS

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

RESOLVED: That the following transfers, as requested by the MDC, be authorized as substantially presented and discussed at this meeting:

- Transfer \$18,105 from the Waste Transfer and Transportation Administration function to the Ellington Transfer Station function
- Transfer \$13,150 from Waste Processing Facility function to the Administration function

Director O'Brien seconded the motion.

Mr. Bolduc explained that the agreement with MDC required CRRA Board approval for transfers of funds within the MDC budget. Mr. Bolduc said the resolution would authorize a transfer between two cost centers, which would have no net effect on the budget.

Chairman Pace asked why CRRA was paying the employee a premium over what the previous employee was paid. Mr. Bolduc responded that activities had been consolidated and the employee was currently filling two positions, which resulted in an offset in savings.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		

Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Timothy Griswold, Ad Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING INCREASE OF AUDIT SERVICE FEES

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

RESOLVED: That the President is hereby authorized to enter into a First Amendment to the Independent Auditing Services Agreement with Carlin, Charron & Rosen, LLP to pay for additional fees, not to exceed \$6,000, for changes in the scope of services associated with new pronouncements issued by GASB as substantially presented and discussed at this meeting.

Director O'Brien seconded the motion.

Director Sullivan stated that the increase in fees was a result of changes in the scope of service. Director Sullivan stated that Carlin, Charron & Rosen's fees were originally scheduled to increase from \$19,000 to \$20,000 in 2005. Director Sullivan said that Scott Trenholm of Carlin, Charron & Rosen agreed to cap the fees, including the increase, at \$25,000 for 2004 and 2005.

The motion previously made and seconded was approved.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis		X	
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Non Eligible Voters			

Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING ALLOCATION OF FUNDS WITHIN THE WALLINGFORD “NET ASSET ACCOUNT” AND CREATION OF FUTURE PLANNING RESERVE FUND

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

WHEREAS, the balance as of June 30, 2003 in the unrestricted/undesignated net asset account (“Undesignated Balance” and “Net Asset Account”) for the Wallingford Project is \$11,677,000; and

WHEREAS, the balance as of June 30, 2003 in the Wallingford System Municipal Disposal Fee Stabilization Fund (“Stabilization Fund”) is \$5,400,000, to be used for the purposes defined in the Wallingford System Amended and Restated Municipal Solid Waste Delivery and Disposal Contracts between the Participating Municipalities of the Wallingford Project and CRRA (the “MSAs”) and for ameliorating the anticipated significant decline in electric revenues and increases in other operating costs prior to 2010; and

WHEREAS, the Board of Directors and Wallingford System Policy Board have agreed that \$4,500,000 of the Undesignated Balance should be credited to the Stabilization Fund; and

WHEREAS, Connecticut General Statute § 22a-267(6) authorizes the Board of Directors to segregate such CRRA revenues as may at any time be adjudged by said directors to be surplus to the needs of CRRA to meet its contractual and other obligations and to provide for its operations or other business purposes, and to equitably redistribute such segregated surplus revenues to some or all of the users of the system in accordance with applicable provisions of the state solid waste management plan; and

WHEREAS, the Board of Directors has adjudged that \$1,177,000 of the Undesignated Balance is surplus to the needs of CRRA to meet its contractual and other obligations and to provide for its operations or other business purposes (the “Surplus Revenues”) and CRRA’s independent auditor has certified that the amount of the Surplus Revenues reflected as Undesignated Balance is represented by cash and/or investments; and

WHEREAS, the Wallingford System Policy Board has requested that \$1,177,000 of the Undesignated Balance be distributed to the Participating Municipalities;

IT IS HEREBY RESOLVED:

That \$4,500,000 from the Net Asset Account be credited to the Stabilization Fund;

That \$1,177,000 from the Net Asset Account be restricted for distribution to the Participating Municipalities based on the relative amounts of Acceptable Solid Waste delivered by the Participating Municipalities in the Contract Years beginning July 1, 1999 and ending June 30, 2003, as follows:

	Tons Delivered	Amount
Cheshire	102,138	\$158,893
Hamden	162,013	\$252,038
Meriden	165,970	\$258,193
North Haven	132,842	\$206,657
Wallingford	193,626	\$301,219

That as an alternative to the above immediate distribution of Surplus Funds, and at the request of any Participating Municipality, such Municipality's portion of the \$1,177,000 segregated and placed in a restricted cash account to be known as the Future Planning Reserve Accounts ("Future Funds") for purposes such as transitioning the Wallingford Project tip fee subsequent to termination of the existing MSAs from project based costing to market pricing;

That any funds so deposited in the restricted Future Fund shall be identified as allocable to such Participating Municipality and shall be held for that Participating Municipality's benefit only, and shall be protected from any other use except for the benefit of the Participating Municipality to which those funds are allocable;

That each Participating Municipality's share shall be placed in the Future Fund until such time as the Participating Municipality elects, in writing, to receive its share as a distribution; and

That those funds that remain in the Future Fund will be invested in accordance with CRRA's Investment Policy.

Be it recommended to the CRRA Board of Directors that:

- (1) \$4,500,000 from the New Asset Account be credited to the Municipal Disposal Fee Stabilization Fund; and

(2) That \$1,177,000, as judged by CRRA as surplus in the Net Asset Account, be dispersed to the Wallingford Project Participating Municipalities; and

(3) That the dispersion be based on the relative amounts of Acceptable Solid Waste delivered by each municipality in the Contract Years beginning July 1, 1998 and ending June 30, 2003 as follows:

<u>Municipality</u>	<u>Tons Delivered</u>	<u>Amount</u>
Cheshire	102,138	\$158,893
Hamden	162,013	\$252,038
Meriden	165,970	\$258,193
North Haven	132,842	\$206,657
Wallingford	193,626	\$301,219

Director O'Brien seconded the motion.

Director Sullivan said that the resolution was reflective of what the member towns in the Wallingford Project wanted to do within their Project.

Chairman Pace noted that the towns individually could elect whether or not to withdraw the funds at the current time. Chairman Pace stated that the Wallingford Policy Board had already approved the action on their part.

Director Sullivan stated that the Stabilization Fund was important to the towns because they had such a favorable energy contract. Director Sullivan said that CRRA and the Wallingford Project towns wanted to be sure there were funds available for tip fee mitigation when the energy contract expired.

Mr. Bolduc added that the resolution was drafted to clearly delineate between the responsibilities of the CRRA Board in the Project through 2010 and the Wallingford Policy Board's responsibilities post-2010.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Laretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		

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

**AUTHORIZATION REGARDING PURCHASE OF WORKERS
COMPENSATION INSURANCE FOR CONNECTICUT RESOURCES
RECOVERY AUTHORITY EMPLOYEES**

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

RESOLVED: In recognition of the requirement that CRRA comply with Connecticut's workers compensation statutes, Connecticut Resources Recovery Authority Board of Directors hereby ratifies the actions taken to acquire workers compensation insurance from Connecticut Interlocal Risk Management Agency (CIRMA) for the period 7/1/04-10/1/05 for a premium not to exceed \$72,836.

Director O'Brien seconded the motion.

Director Sullivan explained that the Board had previously approved a premium not to exceed \$65,000 for the period 7/1/04-6/30/05. Director Sullivan said the resolution was in response to an effort to get policy periods in sync. The increase represented a three month premium that would extend the policy through October 1 when other policies expired.

Director Sullivan noted the resolution was recommended by the Finance Committee.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Non Eligible Voters			

Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

**AUTHORIZATION REGARDING COOPERATIVE SERVICES AGREEMENT
BETWEEN CONNECTICUT RESOURCES RECOVERY AUTHORITY AND
UNITED STATES DEPARTMENT OF AGRICULTURE ANIMAL AND PLANT
HEALTH INSPECTION SERVICE WILDLIFE SERVICES**

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

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

Director Sullivan seconded the motion.

Mr. Kirk stated that CRRA had a commitment to the host community and neighbors in the north end of Hartford to improve the operations of the landfill. Mr. Kirk said that improvement was a priority and that there had been significant progress, especially in vector control. Mr. Kirk explained that CRRA had taken responsibility of vector control back from its vendors. The USDA had previously been hired on a temporary basis for the control of nuisance birds with much success. Mr. Kirk stated that management was recommending a full year contract with the USDA to continue work at the landfill.

Chairman Pace asked who had been responsible for vector control at the landfill prior to CRRA reclaiming responsibility. Mr. Kirk responded that MDC was previously responsible for vector control.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		

Timothy Griswold, Ad Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING AN RDF FLOOR REPAIRS AGREEMENT AT THE WASTE PROCESSING FACILITY

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: That the President is hereby authorized to execute an agreement with Gardner Engineering, Inc. to implement repairs to the RDF floor located at the Mid-Connecticut Waste Processing Facility, substantially as presented and discussed at this meeting.

Director Cassano seconded the motion.

Mr. Gent said that CRRA solicited competitive bids for repair of the floor in the Refuse Derived Fuel (RDF) area. The work entailed repairing 6,400 square feet with 8,000 psi concrete. Mr. Gent explained that the concrete slab was structural and worn to the point where rebar was exposed.

Director O'Brien, referencing the Financial Summary, noted that \$385,000 was budgeted between FY04 and FY05. Director O'Brien asked if any of the budgeted funds had been used. Mr. Gent responded that approximately \$165,000 was allocated to FY04, but it had not been spent.

Chairman Pace asked whether the repairs would affect the productivity of the area. Mr. Gent responded that a structure would be built to allow material to be processed while the repairs were being completed. Chairman Pace asked if the contractor operating the facility was aware of the repairs to be made. Mr. Gent stated that there would be close coordination between the operating contractor and the construction contractor and that no delays were anticipated.

Mr. Kirk said that CRRA had been working closely with MDC to improve processes and procedures to minimize the impact upon customers. Mr. Kirk added that rubber-tip blades were now used on front-end loaders to avoid damage to the concrete.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		

Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Timothy Griswold, Ad Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING EMPLOYMENT OF BROWN RUDNICK BERLACK & ISRAELS LLP TO PROVIDE LEGAL SERVICES ON MATTERS REGARDING THE ELLINGTON LANDFILL

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: That the President is hereby authorized to enter into a Request for Services pursuant to the three year legal services agreement with Brown Rudnick Berlack & Israels LLP for services associated with Ellington Landfill property matters, substantially as discussed and presented at this meeting.

Director Cassano seconded the motion.

Mr. Kirk stated that this matter was discussed in executive session and that Brown Rudnick Berlack & Israels would be utilized for both real estate and environmental matters. Mr. Kirk explained that the decision was a slight modification from the typical process of choosing a separate real estate panel attorney for the work.

Chairman Pace requested an explanation of the estimated contract value. Mr. Kirk responded that the estimated value of the contract was \$80,000, but stated that the cost could be significantly less.

Chairman Pace stated that the issue had been standing when the new Board came into effect, but that CRRA was continuously working towards a resolution.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		

Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Timothy Griswold, Ad Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING ELLINGTON TRANSFER STATION LEASE

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: That the President is authorized to enter into the Ellington Transfer Station Equipment Lease substantially as presented and discussed at this meeting.

Director Cassano seconded the motion.

Mr. Kirk explained that the transportation and operations associated with the Ellington Landfill would be transferred to CWPM. The Equipment Lease would complete the transaction by providing for CWPM's legal operation of the equipment for the benefit of CRRA.

Director Martland asked if there was a hold harmless clause in the agreement. Mr. Kirk stated that all issues had been resolved to the satisfaction of CRRA's legal counsel and that CRRA was indemnified.

Chairman Pace stated that the transfer was part of CRRA's effort to reduce costs and increase efficiency. Mr. Kirk added that there were significant savings as a result of the change of contractors.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper			X

James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Timothy Griswold, Ad Hoc, Mid-Connecticut	X		
Non Eligible Voters			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING FIRST AMENDMENT TO THE TOWN OF SOUTHBURY'S MUNICIPAL SOLID WASTE MANAGEMENT SERVICES AGREEMENT

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: That the President is authorized to execute the First Amendment to the Town of Southbury's Solid Waste Management Services Agreement substantially as presented and discussed at this meeting.

Director Cassano seconded the motion.

Mr. Gent explained that the above-referenced Amendment was in response to congestion problems at the Watertown Transfer Station. Mr. Gent said that Southbury brought over 300 loads a year to the Watertown Transfer Station, which were then reloaded for transport to Hartford. Redirection of the town's residential hauler to the Waste Processing Facility would save costs associated with double handling the waste and reduce congestion at the Watertown Transfer Station.

Mr. Gent said that CRRA would reimburse the hauler for the increase in costs associated with hauling the waste to Hartford. Chairman Pace requested confirmation that CRRA would be offsetting the costs.

Director Cooper stated that there was a benefit to all of the Mid-Connecticut Project towns because it kept operational costs down by eliminating the reloading of the waste at the Watertown Transfer Station. Mr. Kirk added that the towns that used the Watertown Transfer Station would also benefit by the reduction in congestion.

Mr. Gent stated that the Southbury Town Council had not yet acted on the proposal and the action was subject to their approval. Mr. Gent said action was expected by the Southbury Town Council no later than August 5.

Director O'Brien recognized the savings from eliminating the reloading, but noted that there was an out-of-pocket expenditure of \$9.04 per ton. Director O'Brien asked what the source of those funds was and if they were being offset. Mr. Gent responded that cost savings was realized because CRRA had a transportation agreement with CWPM. Once the waste was loaded on the trailer at Watertown, CRRA paid over \$12.00 per ton for transport to Hartford. Under the amendment, Southbury's hauler would charge the referenced \$9.04 per ton, resulting in a savings to CRRA of approximately \$3.00 per ton.

The motion previously made and seconded was approved unanimously.

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

AUTHORIZATION REGARDING THE FIRST AMENDMENT TO AMENDED AND RESTATED AGREEMENT FOR OPERATION AND MAINTENANCE OF POWER BLOCK FACILITY BETWEEN CONNECTICUT RESOURCES RECOVERY AUTHORITY AND RESOURCE RECOVERY SYSTEMS OF CONNECTICUT, INC. FOR THE INSTALLATION AND OPERATION OF A DOLOMITIC LIME SYSTEM FOR ASH STABILIZATION

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: The President is hereby authorized to execute the First Amendment to Amended and Restated Agreement For Operation and Maintenance of Power Block Facility for the installation and operation of a Dolomitic Lime Ash Stabilization System with Covanta Mid-Conn, Inc., formerly known as Resource Recovery Systems of Connecticut, Inc., substantially in accordance with the terms and conditions discussed at this meeting.

Director Cassano seconded the motion.

Mr. Gent stated that the Board approved the construction of the Dolomitic Lime System in December. Mr. Gent said that an Operation and Maintenance fee had not been negotiated at that time. The proposed amendment included a fee for operation and maintenance through 2012 as well as approval of the terms and conditions related to the installation, design, and construction of the Dolomitic System.

Director Sullivan stated that the fee for operation and maintenance was approximately 8% of the construction costs and asked if that was standard. Mr. Kirk responded that there was not typically a relationship between construction costs and operation and maintenance costs.

Chairman Pace asked for a brief overview of why the system was needed. Mr. Gent responded that there had been concerns regarding the make-up of the waste which could potentially exceed Toxicity Characteristic Leaching Procedure (TCLP) limits. Mr. Gent explained that studies had shown that controlling the pH in the ash could assure that TCLP requirements were met.

Director O'Brien asked when the construction was expected to be complete. Mr. Gent responded that he expected the system would be complete in October. Director O'Brien asked where the funds for operation and maintenance would come from. Mr. Gent responded that the funds were budgeted for, and that the actual fees were lower than the budgeted amount.

The motion previously made and seconded was approved unanimously.

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

AUTHORIZATION REGARDING METALS AND NON-PROCESSIBLE WASTE MARKETING, TRANSPORTATION AND DISPOSAL SERVICES

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: That the President is authorized to enter into the agreement with CWPM, LLC for Metals and Non-Processible Marketing and Transportation and Disposal Services for the Wallingford Project substantially as presented and discussed at this meeting.

Director Cassano seconded the motion.

Mr. Gent stated that CRRA issued a Request for Bids for hauling services for metals and non-processible waste received at the Wallingford plant. Mr. Gent informed the Board that only one bid was submitted due to the small size of the order. Mr. Gent said that the price was reasonable and gave an overview of where the metals and non-processible waste were delivered.

Mr. Kirk agreed that the price was reasonable, but noted that CRRA would review its standard requirements and procedures to ensure that the smaller scale jobs would attract more competitors.

The motion previously made and seconded was approved unanimously.

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

AUTHORIZATION REGARDING ADOPTION OF THE DELINQUENT HAULER NOTIFICATION PROCEDURE

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: That the Board of Directors hereby adopts the Delinquent Hauler Notification Procedure, substantially as presented and discussed at this meeting.

Director Cassano seconded the motion.

Mr. Bolduc explained that the procedure detailed how the Billing Department would process delinquencies. Mr. Bolduc added that the procedure allowed CRRA to satisfy the statutory requirement that CRRA notify the municipality when its hauler was delinquent in paying tipping fees for three consecutive months.

Director Cassano asked if the procedure had been proposed to the haulers. Mr. Bolduc stated that he thought the procedure should be a non-event, because the procedure was mostly intended to provide a notification process so the towns were aware of any problems with the haulers.

Mr. Gent stated that the matter would be brought up at the next quarterly hauler meeting and confirmed that the procedure was consistent with current procedures.

Director Sullivan asked whether there had been many adverse experiences. Mr. Gent responded that there had been problems with a small number of haulers. Mr. Kirk stated that it was remarkable how few problems there had been regarding accounts receivable from the haulers.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Non Eligible Voters			

Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING WASTE DISPOSAL SERVICES

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: That the President is authorized to enter into the agreement with the Town of Windsor for the disposal of MSW and process residue at the Bloomfield-Windsor Landfill substantially as presented and discussed at this meeting

Director Cooper seconded the motion.

Director Cassano made a motion to amend the resolution to read as follows:

RESOLVED: That the President is authorized to enter into the agreement with the Town of Windsor for the disposal of MSW and process residue at the Bloomfield-Windsor Landfill substantially as presented and discussed at this meeting

BE IT FURTHER RESOLVED: That the CRRA will continue to work with the Towns of Bloomfield and Windsor to resolve disputed landfill issues still needing resolution

Director Cooper seconded the motion as amended.

Mr. Kirk stated that management supported the amended resolution. Mr. Kirk said it was CRRA's desire to be as helpful and cooperative as possible in assisting Bloomfield and Windsor resolve their dispute over the landfill. Mr. Kirk stated that he would like to help both towns and the 70 members of the Mid-Connecticut Project by signing the proposed agreement with the Town of Windsor. The agreement would provide additional disposal opportunities for the 70 towns of Mid-Conn and provide a plan for the Windsor Landfill, which would create significant revenue for the closure and post-closure monitoring of the landfill.

The amended motion as amended previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		

James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Non Eligible Voters			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING FIRST AMENDMENT TO EQUIPMENT LEASE FOR TORRINGTON AND WATERTOWN TRANSFER STATION ROLLING STOCK AND AMENDMENT NO. 6 TO AGREEMENT FOR WASTE TRANSPORTATION AND TRANSFER STATION AND ROLLING STOCK OPERATION AND MAINTENANCE SERVICES

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: That the President is authorized to enter into the First Amendment to the Equipment Lease and Amendment No. 6 substantially as presented and discussed at this meeting.

Director Cassano seconded the motion.

Mr. Gent stated that purpose of Amendment Number 6 was to transfer the per ton rates for CWPM from the various transfer stations in Wallingford to Windsor. Mr. Gent stated that there was a discrepancy in the previous valuation of the equipment. Mr. Gent said the Amendment corrected that discrepancy in the buy-out price and the equipment lease.

Mr. Gent stated that there had also been equipment that was not transferred that was listed on the original schedule of equipment. The Amendment clarified any misconception that the equipment was owned by CWPM.

Mr. Kirk noted that CWPM was very cooperative in effectuating the changes. Mr. Kirk stated he looked forward to the conclusion of the issues associated with contract.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		

Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		
Non Eligible Voters			
Timothy Griswold, Ad Hoc, Mid-Connecticut			
Sherwood Lovejoy, Ad Hoc, Bridgeport			

AUTHORIZATION REGARDING THE COMPENSATORY TIME POLICY

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

RESOLVED: That the new Compensatory-time Policy of the Connecticut Resources Recovery Authority be adopted substantially in the form as approved by the Organizational Synergy and Human Resources Committee.

Director Cassano seconded the motion.

Director Cassano stated that there were not any significant changes to the existing policy, but that minor changes were made to be consistent with the new timekeeping software. Director Cassano noted that the policy defined that employees could not use comp time as part of their notice of resignation period and that it allowed for a pay-out of accrued comp time upon separation of employment.

The motion previously made and seconded was approved unanimously.

Eligible Voters	Aye	Nay	Abstain
Michael Pace, Chairman	X		
Stephen Cassano	X		
Benson Cohn	X		
Mark Cooper	X		
James Francis	X		
Michael Jarjura	X		
Mark Lauretti	X		
Theodore Martland	X		
Raymond O'Brien	X		
Andrew Sullivan	X		

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

CHAIRMAN’S REPORT

Chairman Pace read a letter sent to former Director Alex Knopp on behalf of the Board. Chairman Pace thanked Director Knopp for his contribution to the CRRRA Board.

ADJOURNMENT

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

There being no other business to discuss, the meeting was adjourned at 1:52 p.m.

Respectfully Submitted,

Kristen B. Greig
Legal Temp

EXHIBIT A

RICHARD BLUMENTHAL,
ATTORNEY GENERAL



55 Elm Street
P.O. Box 120
Hartford, CT 06141-0120

Office of The Attorney General
State of Connecticut
July 21, 2004

Mr. Michael Pace
Chairman
Connecticut Resources Recovery Authority
100 Constitution Plaza
Hartford, CT 06103-1722

Dear Mr. Pace:

As you are aware, as part of our ongoing effort to maximize CRRA's recovery of assets lost in the CRRA-Enron transaction, my office brought claims against Enron and various Enron affiliates in the bankruptcy court in the Southern District of New York. I am happy to report that, by letter dated June 29, 2004, Enron has agreed to our proposed settlement of the claims.

Under the settlement, Enron has agreed to recommend that the bankruptcy judge approve a claim value of \$220 million. If this is approved by the judge, we estimate that CRRA can expect an ultimate payout of approximately \$80 million at the end of the bankruptcy proceeding. Thus, the proposed settlement achieves our mutual goal of maximizing CRRA's recovery from Enron in the bankruptcy proceeding. The Proposed Settlement is highly advantageous to CRRA, and for the first time gives CRRA certainty as to the size of its expected bankruptcy recovery. For these reasons, I strongly recommend that the CRRA board approve the proposed settlement with Enron.

We understand that an active market has emerged for the sale of approved bankruptcy claims, such as the one that CRRA will hold against Enron if the proposed settlement is approved by the bankruptcy court. If CRRA's Directors were to conclude in the exercise of their business judgment that it would be prudent for CRRA to sell its bankruptcy claim under a competitive bidding process, CRRA has full authority to do so, without any necessity of returning to this office for approval. Any such sale would not fall into the sphere of a litigation decision within the authority of my office, but would rather be a business decision for CRRA to make alone.

I will be present at tomorrow's meeting of the CRRA board to discuss the proposed settlement more fully and answer any questions you may have.

Very truly yours,

Richard Blumenthal

Richard Blumenthal
Attorney General