

MIRA
REGULAR BOARD MEETING
Apr. 23, 2015

Materials Innovation Recycling Authority
Regular Board of Directors Meeting

Agenda
Apr. 23, 2015
9:30 AM

I. Pledge of Allegiance

II. Public Portion

A ½ hour public portion will be held and the Board will accept written testimony and allow individuals to speak for a limit of three minutes. The regular meeting will commence if there is no public input.

III. Minutes

Board Action will be sought for Approval of the Regular March 16, 2015, Board Meeting Minutes (Attachment 1).

IV. Policy and Procurement Committee Reports

1. Board Action will be sought for Resolution Regarding Signatory Authority for Stormwater General Permit Related Activities (Attachment 2).
2. Board Action will be sought for Resolution Regarding Tier 2 Municipal Service Agreement (Attachment 3).
3. Board Action will be sought for Resolution Regarding Standard Hauler Agreement (Attachment 4).
4. Board Action will be sought for Resolution Regarding Agreement for Interruptible Contract Waste (Attachment 5).

V. Finance Committee Update

VI. Chairman and President's Reports

VII. Executive Session

An Executive Session will be held to discuss pending litigation, trade secrets, personnel matters, security matters, pending RFP's, and feasibility estimates and evaluations.

VII. Legal

1. Board Action will be sought for Resolution Regarding Projected Legal Expenditures (Attachment 6).

Materials Innovation and Recycling Authority

100 Constitution Plaza

Hartford, Connecticut 06103

Telephone (860)757-7700 - Fax (860)757-7743

MEMORANDUM

TO: MIRA Board of Directors

FROM: Moira Kenney, HR Specialist/Board Administrator

DATE: April 17, 2015

RE: Notice of Regular Board Meeting

There will be a Regular Meeting of the Connecticut Resources Recovery Authority Board of Directors on Thurs. Apr. 23, 2015, at 9:30 a.m. The meeting will be available to the public in the Board Room at 211 Murphy Road, Hartford, CT 06114.

Please notify this office of your attendance at (860) 757-7787 at your earliest convenience.

TAB 1

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FOUR HUNDRED AND FIFTY-FOURTH

MAR. 26, 2015

A regular meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thurs. Mar. 26, 2015, in the Board Room at 211 Murphy Road Hartford, CT 06114. Those present were:

Directors: Chairman Don Stein
 Vice-Chairman Dick Barlow
 John Adams
 Ralph Eno
 Joel Freedman
 Jim Hayden
 Andy Nunn
 Scott Shanley
 Steve Edwards, Southwest Project Ad-Hoc (present by phone)
 Bob Painter, CSWS Project Ad-Hoc

Present from MIRA in Hartford:

Tom Kirk, President
Mark Daley, Chief Financial Officer
Dave Bodendorf, Senior Environmental Engineer
Jeffrey Duvall, Director of Budgets and Forecasting
Laurie Hunt, Director of Legal Services
Peter Egan, Director of Operations and Environmental Affairs
Chris Shepard, Environmental Compliance Manager
Moira Kenney, HR Specialist/Board Administrator

Others: Ann Cutino, Esq., Halloran & Sage LLP; John Pizzimenti, USA Hauling; Lee Sawyer, Department of Energy and Environmental Protection and James P. Sandler, Esq., Sandler & Mara, P.C., Ed Spinella, Esq.

Chairman Stein called the meeting to order at 9:35 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.

Mr. Sawyer of the Department of Energy and Environmental Protection (hereinafter referred to as the "CT DEEP") said that he had met with members of the MIRA Board on March 10, 2015, to discuss the upcoming RFP. He said the desire to expedite the process was made clear by the MIRA representatives and the CT DEEP hopes to have the draft RFP by August. Mr. Sawyer said another

meeting is scheduled on April 13, 2015, at 10:30 a.m. at which point ethics and confidentiality for the process will be discussed as well as the actual criteria for the RFP.

APPROVAL OF THE REGULAR FEB. 15, 2015, BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the Regular Feb. 15, 2015, Board Meeting. Director Adams made the motion which was seconded by Director Shanley.

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

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

RESOLUTION REGARDING CONSTRUCTION QUALITY ASSURANCE SERVICES ASSOCIATED WITH THE HARTFORD LANDFILL

Chairman Stein requested a motion to table the above-referenced item. The motion to table was made by Director Adams and seconded by and Director Shanley.

RESOLVED: That the President is hereby authorized to enter into a Request for Services with Fuss & O’Neill, Inc. to perform Construction Quality Assurance (CQA) services associated with the Phase 2 Area Closure and Photovoltaic System Project, substantially as discussed and presented at this meeting.

Director Adams said this resolution is straightforward and was discussed twice at the Committee level. Mr. Kirk said this agreement was for \$47,000 originally; however a small change order brought that amount over \$50,000 which requires Board approval. He said this item was postponed from the last meeting as there were not eight Board members available.

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

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

RESOLUTION REGARDING - FISCAL YEAR 2016 LANDFILL DIVISION OPERATING AND CAPITAL BUDGET

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

RESOLVED: That the Fiscal Year 2016 Landfill Division Operating Budget attached be adopted substantially in the form as presented and discussed at this meeting.

Mr. Daley said this is the last budget which will be adopted for FY'16. He said the \$250,000 in revenues is based on MIRA's last proposal to the City of Hartford for revenue share on the solar panels. He said on the expenditure side the major costs are the insurance requirements. Mr. Daley said the current proposal is not final yet. Mr. Daley said the revenues are supporting the insurance costs and indirect costs and the budget is balanced. He said this division will be self-sustaining if the current proposal is approved.

Director Painter asked how the proposal is developing. Mr. Kirk said finalization of the power purchase agreement (PPA) and the business terms is still being negotiated with the City of Hartford. He said the Mayor of Hartford has signed a request to CL&P to approve the technical interconnection system. Mr. Egan said MIRA has engaged an engineering firm to design the interconnection system however it will not be bid until there is an agreement on the PPA. Mr. Kirk said the business terms on the split of the revenues are still being addressed. He said management has not moved forward engaging a contractor as MIRA is currently responsible for paying all of the out of pocket costs and export costs and management would like to be limited to the estimated number with the understanding that costs over that amount should not be MIRA's obligation to cover.

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

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

RESOLUTION REGARDING – AUTHORIZATION OF TEMPORARY SERVICES FOR PROPERTY DIVISION

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

RESOLVED: That the President is hereby authorized to engage Staffing Now (a division of SNI Companies) to provide temporary staffing services at the MIRA Trash Museum under contract number 130103 that commenced on July 1, 2012 and will terminate on June 30, 2015.

Director Freedman said the Board had previously determined that the museum needs to be kept open on an interim basis until the State of Connecticut takes over the responsibility for statewide education. He said due to a recent decline in personnel, management is requiring the use of a temporary agency in order to provide the staffing the museum requires to continue to function.

Mr. Daley said Board action is required as management does not have a temporary services amount budgeted in the Property Division. Chairman Stein said this resolution is through June 30, 2015. He asked what the plan post that date is. Mr. Daley replied that further action may be needed at that time.

Director Shanley asked how the foundation charged with future administration for the museum is developing. Mr. Sawyer responded the foundation; Recycle Connecticut, has been formed and is having their first meeting that afternoon. He said the foundation will serve as a non-profit Board of Directors and was provided with some seed money by the State of Connecticut. Mr. Sawyer said the foundation is currently seeking an Executive Director and plans to look into grants and fundraising activities.

Mr. Sawyer said the Board members are appointees and has its initial bare minimum needed to begin and has several further appointees in the process. He said the Trash Museum’s future is still pending determination by this Board.

Director Freedman asked why the foundation is not assisting MIRA with the current costs of the Trash museum. Mr. Sawyer responded that the initial funding is intended to start the organization and

intended for use for specific activities such as funding an Executive Director. He said the programming for Recycling Connecticut has yet to be determined. Director Freedman said if the council determines that the Trash Museum is not in its future plans MIRA’s management needs to be apprised of this decision as soon as possible.

Director Painter asked if the Executive Director will be appointed. Mr. Sawyer responded that the position will be sourced from a National Search and the focus is on finding a candidate with fundraising experience and experience building a Board with a recycling background as well.

Director Freedman asked who the foundation members are. Mr. Sawyer responded; Ron Angelo, Ronald Goldstein, Tom DeVivo, Anthony Gallo, and the Commissioner for the CT DEEP will act as the Chair. He said several other appointments will be made in the coming weeks. Chairman Stein said the MIRA Board is anxious to make this decision and a schedule and transition plan would be appreciated.

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

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

RESOLUTION REGARDING TRANSFER AND CLOSURE OF ENRON LITIGATION

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

WHEREAS, on October 25, 2007 this Board of Directors (the “Board”) established a reserve in a Treasurer’s Short Term Investment Fund (“STIF”) account for the purpose of funding expenses related to continuing legal fees associated with pursuing settlements of Enron related matters; and

WHEREAS, on October 25, 2012 this Board assigned the Enron Litigation Reserve to the Authority’s Property Division as part of the transition from the Mid-Connecticut Project to CSWS, which resolution is attached hereto; and

WHEREAS, the Authority does not anticipate needing additional funding for the activities related to pursuing additional Enron related settlements; and

WHEREAS, all outstanding invoices related to these activities have been remitted and the Enron Litigation Reserve maintains a balance; and

WHEREAS, this Board desires to reduce the quantity and complexity of the Authority's accounts in order to promote transparency.

NOW THEREFORE, be it

RESOLVED: That the funds in the Enron Litigation Reserve be transferred to the Property Division General Fund and the Enron Litigation Reserve be dissolved and its corresponding STIF account be closed.

Mr. Daley said there is one legacy reserve from CRRA related to Enron. He said it was assigned to the Property Division several years ago and most recently it was used for payment to maintain a data base which has since been discontinued. Mr. Daley said the pending decision from the courts on this matter is not anticipated any time soon and management is recommending closing this account and merging it into the Property Division general fund. He said there is roughly \$398,000 in the account. Mr. Kirk noted that the Attorney General manages the litigation. Mr. Daley said the Board can use these funds as they see fit.

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

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

RESOLUTION REGARDING 3 YEAR AGREEMENTS FOR INDEPENDENT AUDITING SERVICES

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

RESOLVED: That the President is hereby authorized to execute an agreement with Mahoney Sabol & Company, LLP for Independent Auditing Services, the scope of work for which will include both the fixed fee Annual Independent Audit for fiscal years 2015, 2016, and 2017; and additional on-call auditing work, substantially as presented and discussed at this meeting.

FURTHER RESOLVED: That the President is hereby authorized to execute agreements with the following firms for On-Call Independent Auditing Services, the scope of work for which will include the additional on-call auditing work, but not the annual independent audit, substantially as presented and discussed at this meeting:

- Marcum, LLP
- Sax/BST

Director Freedman said MIRA is at the point in the financial cycle where it goes out to bid to secure auditors for a three year period. He said this recommendation is for the next fiscal year.

Mr. Daley said management undertook the bid process and had a good response. He said out of the responses the firm which rose to the top for the responsibility of the annual independent audit for FY'15 – FY'17 was Mahoney Sabol & Company, LLP with the lowest fixed price submitted. Mr. Daley said the cost will be significantly lower than the \$75,000 plus cost incurred for the FY'14 audit. He said Mahoney has experience with a number of other quasi-public, municipal and non-profits.

Mr. Daley said two other firms are also being recommended for the stable to be used for specific assignments such as project close outs. He said those recommendations are for Marcum, LLP, one of the largest firms in the State. Mr. Daley said the other firm Sax/BST is the current firm utilized by MIRA and although they can't do the annual audit per the statute there is background and knowledge they possess which may be helpful for task specific assignments going forward.

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

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

ELEMENTS OF LONG TERM FINANCIAL PLAN UPDATE

Director Freedman said this item was discussed extensively at the February meeting. He said future planning sessions need to be on the Board's agenda. Mr. Daley said there are three planning efforts which were discussed at the Finance Committee including: reviewing the original objectives of nine year plan for MIRA, setting the stage for a performance comparison of the nine year plan versus the original 10 year plan, and lastly plan adaptations which may be necessary after mandates to redevelop the CWWS and transition out of education were put into effect. Mr. Daley said the original plan was developed before the implementation of the landfill transfer and as a result may require further adaptations. Mr. Daley also discussed the status of the Jets sustainability including ongoing cost / benefit and cash flow analyses related to a potential environmental upgrade of the jets to secure operating authority beyond expiration of the current trading order.

The Board reviewed these items at length and determined a dedicated planning and strategic meeting would be planned in the future.

RESOLUTION REGARDING HUMAN RESOURCES CONSULTING SERVICES

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

RESOLVED: That the President is hereby authorized to enter into a Request for Services with Marchese Consulting LLC to continue to perform outsourced HR services and training, substantially as discussed and presented at this meeting.

Director Hayden said MIRA's Human Resources Manager, Eric Womack, left in January. He said MIRA's labor attorney was very concerned that an interim consultant be utilized until those job duties were assigned.

Director Hayden said Marchese Consulting LLC has been employed in the interim and this resolution serves to extend that RFS as needed. He said there are net savings to salary and a reduction in expenses overall.

Ms. Hunt said it was especially important to utilize this resource as two employees are departing MIRA and will require pink slips and Cobra information, which Ms. Marchese will be supplying. Mr. Kirk said future HR responsibilities have been spread out over several employees. He said management is expecting to be able to move forward without a designated HR Manager and will realize a substantial savings in personnel costs as a result.

Vice-Chairman Barlow asked which employees will be taking on the HR duties. Mr. Kirk replied that Ms. Kenney will be taking on a substantial amount of the day to day activities with the expectation that she will become the HR Generalist. He said MIRA's risk manager; Thomas Edstrom will be taking on much of the benefits information and additional oversight and administrative tasks will be performed by Deepa Krishna, Manager of Accounts and Financial Reporting. Mr. Kirk said Field Services Operator, John Kowzun and Project Manager, John Romano were both leaving MIRA. Vice-Chairman Barlow asked management to extend the Board's appreciation and thanks to the departing employees.

The Board discussed the possibility of sharing the expenses of an HR Manager with other quasi-public entities.

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

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

PRESIDENT’S UPDATE

Mr. Kirk said all of the facilities operated without environmental, public safety, or health impacts throughout the reporting period. He said the operating revenue for CSWS during January came in at \$5.63 million, an 11% unfavorable variance. Mr. Kirk explained this is due to lower power production and electricity which was somewhat offset by improved deliveries and pricing of waste. He said January is the start of long term contract sales of the first 20 megawatts at 6.7 cents.

Mr. Kirk said operating expenses for the reporting period are 9% below budget for the reporting period and trending 4% below budget for the year to date. He said waste pricing has been seasonably soft however MIRA is still on track for meeting budget delivery totals. Mr. Kirk said recycling commodity pricing continues to be soft and deliveries are strong versus budget. He said metal and commodities pricing is lower than expected.

Mr. Kirk said MIRA will be unfavorable to the budget at the end of the fiscal year however production numbers have improved. He said MIRA is beginning its large turbine outage in April.

Chairman Stein asked management what the plan is to balance the budget at the end of the year. Mr. Daley replied that MIRA will have income in the CSWS and Property divisions although lower than budgeted and the books will be balanced. He said the Board should expect to see a deficit in budget versus actual CSWS income before reserve contributions but there will not be a deficit in terms of showing an operating loss. He said the \$5.4 million balance for the tip fee stabilization fund is a true balance and there will be a decline in the cash position on the CSWS side. He said the situation is manageable and will be done so in accordance with the Board’s policies.

Mr. Kirk said discussion on a possible office move will take place in Executive session. He noted that Mike Sullivan was recently appointed as the Director of the CT DEEP and has experience working with MIRA and management in the past.

EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss potential real estate leads and pending litigation. The motion, made by Vice-Chairman Barlow 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 Shanley, Director Painter and Director Edwards voted yes.

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

The Executive Session began at 10:55 a.m. and concluded at 12:45 p.m. Chairman Stein noted that no votes were taken in Executive Session.

The meeting was reconvened at 12:45p.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.

ADJOURNMENT

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

There being no other business to discuss, the meeting adjourned at 12:45 p.m.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'MK', with a long horizontal flourish extending to the right.

Moira Kenney
HR Specialist/Board Administrator

TAB 2

**RESOLUTION REGARDING SIGNATORY AUTHORITY
FOR WATER POLLUTION CONTROL SUBMITTALS**

RESOLVED: Pursuant to Conn. Gen. Stat. Section 22a-277(c) the board hereby authorizes the President to delegate to David Bodendorf, Senior Environmental Engineer, as duly authorized representative of the Authority, the authority to sign permit-required reports and other applicable information submitted by the Authority to the Connecticut Department of Energy and Environmental Protection, in connection with water pollution control compliance and permitting programs, substantially as presented and discussed at this meeting. This delegation of authority, in the President's opinion, would be appropriate for the prompt and orderly transaction of the business of the Authority.

Materials Innovation and Recycling Authority

Signatory Authority for Water Pollution Control Submittals

April 23, 2015

Discussion

The Connecticut water pollution control regulations at RCSA 22a-430-3(b)(2)(B) require that all reports required by permits, and other information submitted to the Commissioner of the Department of Environmental Protection, be signed by the principal executive officer of MIRA, or his/her duly authorized representative. In the case of MIRA, the President is the principal executive officer, and Peter W. Egan, in his position as Director of Operations and Environmental Affairs was duly authorized by the President in a letter to the Connecticut Department of Environmental Protection dated February 4, 2003. Additionally, Christopher Shepard, MIRA's Environmental Compliance Manager, was duly authorized by the President in a letter to the Connecticut Department of Environmental Protection dated July 24, 2006.

This is to request that the MIRA Board of Directors authorize the President of MIRA to delegate as a duly authorized representative, for the purpose of signing permit-required reports and other applicable information related to compliance with water pollution control regulations and permits, David Bodendorf, Senior Environmental Engineer for MIRA. Mr. Bodendorf reports to Mr. Egan, and is responsible for day-to-day oversight of stormwater permit compliance and the reporting activities associated with stormwater permitting. Mr. Bodendorf is a licensed professional engineer in the state of Connecticut. This signatory authority will be extended by the President, in writing, to Mr. Bodendorf in accordance with the water pollution control regulations at RCSA 22a-430-3(b)(2)(B).

TAB 3

**RESOLUTION REGARDING TIER 2 MUNICIPAL SOLID WASTE
MANAGEMENT SERVICES AGREEMENT FOR THE PROVISION OF
ACCEPTABLE SOLID WASTE SERVICES**

RESOLVED: The President is hereby authorized to enter into Tier 2 Two-Year Term Municipal Solid Waste Management Services Agreements (“MSAs”) for the provision of acceptable solid waste and acceptable recyclables services with Connecticut municipalities, substantially as presented and discussed at this meeting.

**Materials Innovation and Recycling Authority
Contract Summary for Contracts Entitled**

**TIER 2 MUNICIPAL SOLID WASTE MANAGEMENT SERVICES
AGREEMENT FOR THE PROVISION OF ACCEPTABLE SOLID WASTE
SERVICES**

Presented to the MIRA Board:	April 23, 2015
Counterparties:	Connecticut municipalities
Contract Type/Subject matter:	Municipal Services Agreement ("MSA")
Facility(ies)/Project(s) Affected:	Connecticut Solid Waste System
General:	Tier 2 MSA; Two-Year term
Effective Date:	July 1, 2015
Term:	June 30, 2017
Term Extensions:	None
Disposal Fees:	Tier 2 tip fee established in the Annual CSWS Budget for FY2016 and FY2017
Delivery Standard:	Acceptable Solid Waste in accordance with Connecticut Solid Waste System Permitting, Disposal & Billing Procedures
Credit Security:	None

TIER 2 MUNICIPAL SOLID WASTE MANAGEMENT SERVICES AGREEMENT FOR THE PROVISION OF ACCEPTABLE SOLID WASTE SERVICES

April 23, 2015

Executive Summary

The current Tier 2 Municipal Services Agreements (“MSAs”) expire June 30, 2015. This resolution is to request approval of the MIRA Board of Directors for the President to enter into Tier 2 Two-year MSAs with municipalities for acceptable solid waste services.

Discussion

With the upcoming expiration of the current Tier 2 contracts on June 30, 2015 the Central Connecticut Solid Waste Authority (CCSWA) issued an RFP on behalf of the towns of Cromwell, Manchester and South Windsor. (Cromwell is not currently a Connecticut Solid Waste System participating municipality and was participating in the RFP for disposal of bulky waste only.) MIRA responded to the RFP offering a Tier 2 contract with a 3-year term identical to the Tier 2 MSA the towns of Manchester and South Windsor currently have. The CCSWA Evaluation Committee, after reviewing MIRA’s proposal, requested an option for a 2-year term which would allow Manchester and South Windsor to align their contract cycle with the other CCSWA towns that had signed a Tier 1 Short-Term MSA with MIRA. The Tier 2 MSA includes minimum tonnage commitments and tonnage caps, which are based on the waste under the municipality’s control (i.e., the municipality, either directly or indirectly, pays for its disposal), rather than on all of the waste generated within the municipality’s borders.

This MSA would be available to any Connecticut municipality.

TAB 4

**RESOLUTION REGARDING THE CONNECTICUT SOLID WASTE
SYSTEM SOLID WASTE AND RECYCLABLES DELIVERY
AGREEMENT (COMMERCIAL HAULER AGREEMENT)**

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.

**Connecticut Solid Waste System
Solid Waste and Recyclables Delivery Agreement**

CONTRACT SUMMARY

Presented to Board: April 23, 2015

Vendors: Commercial Waste Haulers

Contract Type: Revenue - Standard Form Solid Waste Delivery Agreement

Facility: Connecticut Solid Waste System

Revenue: FY2016: estimated total of 440,000 tons of which 265,000 tons will be delivered at the base rate of \$65.00/ton and 175,000 tons will be delivered at the Tier 1 Long Term rate of \$63/ton. Total revenues generated are estimated at \$28,250,000. Second year to include any adopted increase due to change in law (eg. State Solid Waste Assessment Fee).

Term: One (1) year (7/1/2015 – 6/30/2016) or Two (2) year (7/1/2015 – 6/30/2017)

Term Extensions: None

General: There are two forms of commercial hauler agreements; one for large haulers and one for small haulers. A large hauler is one that has historically delivered 4,000 tons or more of MSW per year. A small hauler is one that has historically delivered less than 4,000 tons of MSW per year.

Service Fee: FY2016: \$65.00/ton (base rate)
\$63.00/ton (Tier 1 Long Term rate).

Delivery Requirement: Hauler agrees to deliver all Acceptable Solid Waste collected within the corporate boundaries of the Connecticut Solid Waste System Participating Municipalities and all residential and municipal Acceptable Recyclables under its control, plus non-participating municipality waste up to a contractual delivery cap.

Put-or-Pay: Large commercial haulers executing agreements are subject to quarterly delivery commitments. Large haulers who fail to meet their quarterly delivery commitments are subject to a delivery payment in the amount of \$15 - \$30/ton, dependent on the time of

year, for each ton of waste not delivered. Small haulers are not subject to put-or-pays and the associated damages.

Delivery Standard:

Acceptable Solid Waste and Acceptable Recyclables in accordance with Connecticut Solid Waste System Permitting, Disposal & Billing Procedures.

Credit Security:

Guaranty of payment in a form of letter of credit, surety bond or cashier's check in the amount equal to 2 months of waste delivery charges.

Materials Innovation & Recycling Authority
Connecticut Solid Waste System
Standard Form
Municipal Solid Waste and Recyclables Delivery Agreement

April 23, 2015

Executive Summary

The current waste delivery agreements between MIRA and commercial waste haulers expire on June 30, 2015. MIRA management is seeking authorization to enter into new agreements with these waste haulers for the delivery of solid waste and recyclables to the Connecticut Solid Waste System.

Discussion:

Since 1998 MIRA has had Municipal Solid Waste Delivery Agreements with private sector haulers for the delivery of municipal solid waste. The terms of the agreement were generally three to five years until 2013 when the Board of Directors approved one-year agreements to enable all hauler agreements to expire at the same time on June 30, 2015. These agreements now may include either a one-year or two-year term in order to be coterminous with other delivery agreements.

The agreement contains the following provisions:

- minimum waste delivery commitment (put-or-pay) guarantee for large haulers;
- ability to deliver MSW originating from non-Connecticut Solid Waste System Participating Municipalities;
- delivery caps; and
- a requirement that haulers deliver all Acceptable Recyclables under their control and collected from residential and municipal customers within the corporate boundaries of any Tier 1 Participating Municipalities, exclusive of the MSW-only Tier 1 Participating Municipalities;

There are also provisions in the agreement to accommodate individual hauler changes in business. If a hauler grows or expands its collection business it is assured access to the system for the additional tons. In the event a hauler's collection business shrinks, the hauler can have its put-or-pay guarantee adjusted so as not to be liable for the payment of liquidated damages.

The service fee is the Base Disposal Fee established in the FY2016 Connecticut Solid Waste System budget: \$65.00 per ton. (For deliveries of MSW generated in municipalities that have executed a Tier 1 long term contract with MIRA, the commercial haulers pay the Tier 1 Long Term tip fee: \$63.00 per ton.) In accordance with the Resolution adopted by the Board of

Directors at their meeting held on February 19, 2015, if the final state biennial budget does not include all or part of the increase in the State's Solid Waste Assessment fee proposed by Governor's FY 2016-2017 Biennial Budget, the Authority shall reduce its CSWS FY 2016 Disposal Fees by a comparable amount.

The second year of the two-year agreements shall include an opt-out provision, similar to the opt-out provision contained in the municipal service agreements. The agreement will provide for the pass-through of any adopted increase due to change-in-law (e.g., State Solid Waste Assessment Fee) or increase in PILOT payments, similar to the provision contained in the municipal service agreements

TAB 5

**RESOLUTION REGARDING INTERRUPTIBLE CONTRACT WASTE
DELIVERY AGREEMENT FOR DELIVERY OF ACCEPTABLE SOLID
WASTE TO THE CONNECTICUT SOLID WASTE SYSTEM**

RESOLVED: The President is authorized to enter into a revenue contract with Murphy Road Recycling, Inc. for the delivery of Interruptible Contract Waste to the Connecticut Solid Waste System, substantially as presented and discussed at this meeting; and,

FURTHER RESOLVED: The President is authorized to enter into a revenue contract with CWPM, LLC for the delivery of Interruptible Contract Waste to the Connecticut Solid Waste System, substantially as presented and discussed at this meeting; and

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

**Connecticut Solid Waste System
Interruptible Contract Waste Delivery Agreement**

CONTRACT SUMMARY

Presented to Board: April 23, 2015

Counterparty: Murphy Road Recycling, Inc.

Contract Type: Revenue – Interruptible Contract Waste Delivery Agreement

Facility: Connecticut Solid Waste System

Revenue: FY2016: 30,000 tons at \$54.00/ton, 40,000 tons at \$48.63/ton, equating to revenues of \$3,565,200. Second year to include any adopted increase due to change in law (e.g., State Solid Waste Assessment Fee).

Term: Two (2) year (7/1/2015 – 6/30/2017)

Term Extensions: None

Delivery Requirement: Hauler agrees to deliver 70,000 tons of Acceptable Solid Waste, which is referred to as Interruptible Contract Waste. Acceptable Solid Waste delivered under this agreement cannot originate in a Municipality that has a Tier 1 Municipal Services Agreement with MIRA. MIRA has the right to curtail deliveries (“Interrupt”) in the event of an unscheduled facility disruption (e.g. boiler outage). MIRA has also put haulers on notice through the RFP documents that there is currently a twenty-eight (28) day outage scheduled in April, 2016 so it is not anticipated that there will be any need for deliveries during that month. Hauler will be notified prior to the start date of this Agreement if that outage schedule is changed to meet the needs of MIRA.

Put-or-Pay: Haulers are subject to quarterly delivery commitments. Failure to meet their quarterly delivery commitments subjects the hauler to a delivery payment in the amount of \$15- \$30/ton, dependent on the time of year, for each ton of waste not delivered.

Delivery Standard: Acceptable Solid Waste in accordance with Connecticut Solid Waste System Permitting, Disposal & Billing Procedures.

Credit Security: Guaranty of payment in a form of letter of credit, surety bond or cashier’s check in the amount equal to two months of waste delivery charges.

Connecticut Solid Waste System Interruptible Contract Waste Delivery Agreement

CONTRACT SUMMARY

Presented to Board: April 23, 2015

Counterparty: CWPM, LLC

Contract Type: Revenue – Interruptible Contract Waste Delivery Agreement

Facility: Connecticut Solid Waste System

Revenue: FY2016: 25,000 tons at \$54.00/ton, equating to revenues of \$1,350,000. Second year to include any adopted increase due to change in law (e.g., State Solid Waste Assessment Fee).

Term: Two (2) year (7/1/2015 – 6/30/2017)

Term Extensions: None

Delivery Requirement: Hauler agrees to deliver 25,000 tons of Acceptable Solid Waste, which is referred to as Interruptible Contract Waste. Acceptable Solid Waste delivered under this agreement cannot originate in a Municipality that has a Tier 1 Municipal Services Agreement with MIRA. MIRA has the right to curtail deliveries (“Interrupt”) in the event of an unscheduled facility disruption (e.g. boiler outage). MIRA has also put haulers on notice through the RFP documents that there is a twenty-eight (28) day outage scheduled in April, 2016 so it is not anticipated that there will be any need for deliveries during that month. Hauler will be notified prior to the start date of this Agreement if that outage schedule is changed to meet the needs of MIRA.

Put-or-Pay: Haulers are subject to quarterly delivery commitments. Failure to meet their quarterly delivery commitments subjects the hauler to a delivery payment in the amount of \$15- \$30/ton, dependent on the time of year, for each ton of waste not delivered.

Delivery Standard: Acceptable Solid Waste in accordance with Connecticut Solid Waste System Permitting, Disposal & Billing Procedures.

Credit Security: Guaranty of payment in a form of letter of credit, surety bond or cashier’s check in the amount equal to two months of waste delivery charges.

**Connecticut Solid Waste System
Interruptible Contract Waste Delivery Agreement**

CONTRACT SUMMARY

Presented to Board: April 23, 2015

Counterparty: K&W Materials & Recycling, LLC

Contract Type: Revenue – Interruptible Contract Waste Delivery Agreement

Facility: Connecticut Solid Waste System

Revenue: FY2016: 10,000 tons at \$41.00/ton, equating to revenues of \$410,000. Second year to include any adopted increase due to change in law (e.g., State Solid Waste Assessment Fee).

Term: Two (2) year (7/1/2015 – 6/30/2017)

Term Extensions: None

Delivery Requirement: Hauler agrees to deliver 10,000 tons of Acceptable Solid Waste, which is referred to as Interruptible Contract Waste. Acceptable Solid Waste delivered under this agreement cannot originate in a Municipality that has a Tier 1 Municipal Services Agreement with MIRA. MIRA has the right to curtail deliveries (“Interrupt”) in the event of an unscheduled facility disruption (e.g. boiler outage) or if acceptance of the waste would require MIRA to divert waste out of the CSWS system. MIRA has also put haulers on notice through the RFP documents that there is a twenty-eight (28) day outage scheduled in April, 2016 so it is not anticipated that there will be any need for deliveries during that month. Hauler will be notified prior to the start date of this Agreement if that outage schedule is changed to meet the needs of MIRA.

Put-or-Pay: Haulers are subject to quarterly delivery commitments. Failure to meet their quarterly delivery commitments subjects the hauler to a delivery payment in the amount of \$15- \$30/ton, dependent on the time of year, for each ton of waste not delivered.

Delivery Standard: Acceptable Solid Waste in accordance with Connecticut Solid Waste System Permitting, Disposal & Billing Procedures.

Credit Security: Guaranty of payment in a form of letter of credit, surety bond or cashier’s check in the amount equal to two months of waste delivery charges.

**Materials Innovation and Recycling Authority
Connecticut Solid Waste System
Interruptible Contract Waste Delivery Agreement**

April 23, 2015

Executive Summary

This is to request approval for the President to enter into contracts with three separate waste hauling companies for delivery of Interruptible Contract Waste during fiscal year 2016. MIRA conducted a public solicitation to secure these tons of acceptable solid waste for delivery to the Hartford RRF during FY2016, and subsequently agreed to a contract for a two year term with each of the companies.

Discussion:

These three agreements are to secure 105,000 tons of acceptable solid waste for delivery to the MIRA Connecticut Solid Waste System. This acceptable solid waste does not originate in Tier 1 participating municipalities; consequently, these tons will not be delivered to the MIRA's system under municipal service agreements or standard hauler agreements. Accordingly, MIRA will contract with these waste hauling companies for delivery of these 70,000, 25,000 and 10,000 ton increments of acceptable solid waste to help ensure that sufficient tons of MSW are delivered to the MIRA Hartford Resource Recovery Facility in Fiscal Years 2016 and 2017. MIRA's Connecticut Solid Waste System FY2016 budget assumes delivery of contract tons, and these tons comprise a portion of those budgeted tons.

Overview of RFP

MIRA issued an RFP for Delivery of Interruptible Contract Waste on February 20, 2015. The RFP was posted on the MIRA website and on the State of Connecticut Department of Administrative Services (DAS) State Contracting Portal website in accordance with MIRA's Procurement Policy. An e-mail notice regarding the availability of the RFP was sent to a distribution list of MIRA's current hauler customers in accordance with MIRA's Procurement Policy.

Responses to the RFP for Delivery of Interruptible Contract Waste were due by March 19, 2015.

MIRA received Proposals from four firms:

- Murphy Road Recycling, Inc.
- CWPM, LLC
- K&W Materials & Recycling, LLC.
- City Carting, Inc.

<i>Hauler</i>	<i>Tons Proposed</i>	<i>Price per ton</i>
Murphy Road Recycling, Inc.	30,000	\$54.00
	10,000	\$52.00
	15,000	\$50.00
	15,000	\$45.00
CWPM, LLC	28,000	\$54.00
K&W Materials & Recycling, LLC P.	10,000	\$41.00
City Carting, Inc.	13,200	\$28.00

The President appointed Peter Egan, Director of Operations and Environmental Affairs; Mark Daley, Chief Financial Officer; Thomas Gaffey, Director of Enforcement and Recycling; and Roger Guzowski, Contract and Procurement Manager to evaluate the proposals.

MIRA initiated discussions with the three firms whose proposals provided the best value to MIRA. Management is recommending entering into agreements with these three proposers as detailed on the preceding Contract Summary pages.

Note that MIRA and Murphy Road Recycling, Inc. have agreed to consolidate the \$52.00, \$50.00 and \$45.00 per ton increments into one price category, equating to a blended rate of \$48.63 per ton.

Financial Summary

The total revenues associated with the three contracts equal \$5,325,200.00 provided all 105,000 tons are delivered. This revenue is associated with the Connecticut Solid Waste System budget.

TAB 6

RESOLUTION REGARDING ADDITIONAL PROJECTED LEGAL EXPENDITURES

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:

Firm:

Amount:

Kainen, Escalera & McHale

\$150,000

MATERIALS INNOVATION AND RECYCLING AUTHORITY

Request regarding Authorization for Payment of Projected Additional Legal Expenses

April 23, 2015

Executive Summary

This is to request board authorization of payment of additional projected fiscal '15 legal expenses.

Discussion

At its May 2014 regular meeting, the Board of Directors approved payment of FY 15 legal fees and expenses from appropriate budgets and reserves, including use of funds from the Mid-Connecticut Litigation Reserve to pay the costs of the arbitration with MDC. At its October 2014 regular meeting, the Board authorized the transfer of funds from the Mid-Connecticut Project Closure Reserve to the Mid-Connecticut Litigation Reserve, and the payment of up to an additional \$800,000 of projected additional legal costs and expenses of the MDC arbitration from the Mid-Connecticut Litigation Reserve.

The parties submitted Proposed Findings of Fact and Conclusions of Law to the arbitration panel on March 16th; simultaneous responses are due May 4th, and oral argument is scheduled to be heard on June 3rd and 4th. We are now seeking board authorization to incur additional legal expenses with Kainen, Escalera & McHale for these matters, which costs will be paid from the Mid-Connecticut Litigation Reserve.