

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FOUR HUNDRED AND FIFTY-SIXTH

JUNE 25, 2015

A regular meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thurs. June 25, 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
 Marilynn Cruz-Aponte
 Ralph Eno
 Joel Freedman (present by telephone until 10:30 a.m.)
 Jim Hayden
 Andy Nunn (present by telephone until 10:40 a.m.)
 Steve Edwards, Southwest Project Ad-Hoc (present by telephone)
 Bob Painter, CSWS Project Ad-Hoc

Present from MIRA:

Tom Kirk, President
Mark Daley, Chief Financial Officer
Peter Egan, Director of Operations and Environmental Affairs
Moira Kenney, Assistant HR Manager/Board Administrator

Others: Alan Curto, Esq., Halloran & Sage LLP; John Pizzimenti, USA Hauling.

Chairman Stein called the meeting to order at 9:40 a.m. and said a quorum was present.

PUBLIC PORTION

Chairman Stein said the agenda allowed for a public portion in which the Board would accept written testimony and allow individuals to speak for a limit of three minutes.

As there were no members of the public present who wished to address the Board the Chairman proceeded with the regularly scheduled agenda.

APPROVAL OF THE SPECIAL MAY 6, 2015, BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the Special May 6, 2015, Board Meeting. Director Adams made the motion which was seconded by Director Hayden.

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

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

APPROVAL OF THE REGULAR MAY 28, 2015, BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the Regular May 28, 2015, Board Meeting. Director Adams made the motion which was seconded by Director Hayden.

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

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

DISCUSSION CONCERNING LIABILITY FOR AUDIT COSTS

The Board discussed previously estimated and accrued expenses for the audit which was conducted through the Connecticut Department of Environmental Energy and Protection (hereinafter referred to as "CT DEEP") which have not yet been invoiced by DEEP. They agreed to send a letter to the CT DEEP asking when the invoice is to be expected and noting that MIRA would gladly utilize those funds for the upcoming RFP process.

REVIEW AND RECOMMEND RESOLUTION REGARDING PURCHASE OF JET FUEL FOR THE SOUTH MEADOWS JET TURBINE FACILITY

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

RESOLVED: That the President is hereby authorized to execute a purchase order with Dime Oil Company, LLC for purchase of Ultra Low Sulfur No. 1 Diesel Fuel to support operation of the South Meadows Jet Turbine Facility, substantially as presented and discussed at this meeting.

Chairman Stein said the resolution in the package is being replaced by the distributed handout as there was recently a change to the DAS preferred pre-qualified provider from the incumbent, Santa Buckley Energy, Inc. to Dime Oil Company, LLC. Mr. Kirk said this resolution will provide authorization to purchase fuel from the Dime Oil Company to keep the tanks sufficiently full in order to meet MIRA’s capacity responsibilities to ISO New England.

Mr. Kirk said the agreement provides MIRA with the ability to buy the fuel at the market rate on that particular day. He said using Dime Oil Company will result in a cost savings from the incumbent, Santa Buckley, and noted that Dime will submit the invoice to MIRA without tax.

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

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

RESOLUTION REGARDING LEGAL EXPENDITURE

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

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

WHEREAS, MIRA now seeks Board authorization for projected legal expenditures pursuant to said Agreements during Fiscal Year 2016;

NOW THEREFORE, it is

RESOLVED: That the following amounts be authorized for projected legal fees to be incurred during FY '16:

<u>Firm:</u>	<u>Amount:</u>
Brown Rudnick	25,000
Cohn Birnbaum & Shea	55,000
Day Pitney	20,000
Halloran & Sage	675,000
Kainen, Escalera & McHale	125,000
McCarter & English	10,000
Pullman & Comley	85,000

Mr. Kirk said this resolution was approved by the Policies & Procurement Committee. He said there is a long list of legal items which were budgeted for and for which funds have been appropriated but have yet to be incurred. Mr. Daley said for Mid-Conn and MDC related issues most of those dollars are from a separate reserve.

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

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

CHAIRMAN'S REPORT

Chairman Stein said the Town of Litchfield is back with MIRA with a long term contract. He said there are no updates on Board appointments at this time.

PRESIDENT'S REPORT

Mr. Kirk said there was no environmental, health, or public safety impacts during the reporting period. He said the outage was recently concluded and extensive emergent work extended the length of the expected turbine outage. Mr. Kirk said all issues were resolved and the turbines are back up and running although there have been some start up issues.

Mr. Kirk said the impact to MIRA will be cleaning up the large buildup of trash as management turned off as little of the interruptible trash as possible. He said the one third drop in capacity at Mid-Conn generated a particular impact to the State's capacity particularly with the closure at Wallingford. Mr. Kirk said MIRA customers' did not experience a service impact as MIRA's turnaround times continued to be in the nine minutes range (which is top of the state) and noted other facilities had lengthy wait times. He said management made a conscious effort to avoid over selling capacity at the plant.

Mr. Kirk said there was a significant financial impact to MIRA as the plant was down a lot longer than budgeted and anticipated for. He said while down the electrical prices were at historical lows and continue to be very low in the 2 cent range. Mr. Kirk said management expects to clear the stock piled inventory in several weeks and will move forward with a more reliable equipment in the future.

Mr. Kirk said the 2015 legislative session recently concluded. He said there were 51 bills with a potential impact to MIRA which management tracked and monitored. Mr. Kirk said of the 51 possibly impactful bills 5 were passed however none of them will affect MIRA.

Mr. Kirk said that MIRA has been awarded second place for excellence in landfill closure, from the national Solid Waste Association of America. He said it is a great innovative project which is achieving national attention. Mr. Kirk said the first place award was a golf course project implemented by Donald Trump and Jack Nicholson.

RESOLUTION REGARDING HUMAN RESOURCES CONSULTING SERVICES RFS

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

RESOLVED: That the President is hereby authorized to enter into contracts with the following firms for Human Resources Consulting Services, substantially as discussed and presented at this meeting:

- A. For Temporary Staffing Services
Horton International LLC
Linium Staffing

- B. Recruiting Services
Horton International LLC
Linium Staffing
Marchese Consulting LLC

- C. Outsourced Human Resources Services
Horton International LLC
Linium Staffing
Marchese Consulting LLC

- D. Position and/or Organizational Review Services
Horton International LLC
Marchese Consulting LLC

- E. General/Miscellaneous Human Resources Consulting Services
Horton International LLC
Marchese Consulting LLC

FURTHER RESOLVED: That, although the on-call nature of these Agreements does not commit the authority to any expenditure, in approving these Agreements, the Board of Directors is also acknowledging and approving, in accordance with CGS Section 22a-265a, that the total sum expended under any of the Agreements over the three year term may equal or exceed \$50,000, provided that all expenditures under these Agreements are conducted and reported in accordance with MIRA's Procurement Policy and Procedures.

Mr. Kirk said this resolution was discussed and approved at the Organizational Synergy & Human Resources Committee meeting. He said this resolution will staff the Human Resources Consulting services stable however management can approach and and seeking alternative prices from other firms as well.

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

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

DISCUSSION

Director Painter said he is concerned that the Board has not addressed long term issues such as alternative technology. He said recycling is also an issue he would like to see discussed as well as possible plans for land owned by MIRA which is underutilized. He said he feels MIRA has an opportunity to explore business possibilities, its relationship with the Legislature, and alternatives to the ten year plan.

After some discussion the Board agreed that Connecticut Center for Advanced Technology would be invited to the July Board meeting for a discussion on possible alternative technology for MIRA and that the other issues broached would be addressed at the planning meeting in September.

EXECUTIVE SESSION

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

Chairman Stein asked the following people join the Directors in the Executive Session:

Tom Kirk
Mark Daley
Peter Egan

The motion to go into Executive Session was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Edwards, Director Eno, Director Hayden, Director Shanley, and Director Painter voted yes.

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

The Executive Session began at 10:40 a.m. and concluded at 12:12 p.m. Chairman Stein noted that no votes were taken in Executive Session.

The meeting was reconvened at 12:12 p.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

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

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

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

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

Respectfully Submitted,

Moira Kenney
Assistant HR Manager/Board Administrator