

**Policies & Procurement Committee**  
**Sept. 10, 2015**  
**Regular Meeting Draft Minutes**

Members Present by phone:           Committee Chairman John Adams  
  Vice-Chairman Richard Barlow (present by telephone)  
  Ralph Eno (present by telephone)

MIRA Staff Present:                   Tom Kirk, President  
  Mark Daley, Chief Financial Officer  
  Dave Bodendorf, Senior Environmental Engineer  
  Jeffrey Duvall, Director of Budgets and Forecasting  
  Peter Egan, Director of Operations and Environmental Affairs  
  Laurie Hunt, Director of Legal Services  
  Roger Guzowski, Contracts and Procurement Manager  
  Laurie Hunt, Director of Legal Services  
  Moira Kenney, Assistant HR Manager/Board Administrator

Also Present:                           John Pizzimenti, USA Hauling

Committee Chairman Adams called the meeting to order at 11:05 a.m. and noted that a quorum was present.

Committee Chairman Adams noted there were no members of the public present who wished to address the Committee and said the regular meeting would commence.

**1.     APPROVAL OF MINUTES OF THE JUNE 11, 2015, REGULAR MEETING**

Committee Chairman Adams requested a motion to accept the minutes of the Regular June 11, 2015, Policies & Procurement Committee meeting. The motion to approve the minutes was made by Vice-Chairman Barlow and seconded by Director Eno.

The motion to approve the minutes was approved unanimously by roll call.

**2.     REVIEW AND RECOMMEND RESOLUTION REGARDING AN AGREEMENT WITH ELECTRICAL ENERGY SYSTEMS CORPORATION AND A POWER PURCHASE AGREEMENT WITH THE CITY OF HARTFORD**

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

**WHEREAS**, in July 2015 the Board of Directors approved a Power Purchase Agreement (“PPA”) with the City of Hartford for the sale of solar energy directly to the City of Hartford (“City”) and a Settlement Agreement with the City for the settlement of all claims associated with MIRA’s operation (including closure) of the Hartford Landfill; and

**WHEREAS**, the PPA authorization included a contribution by MIRA of \$162,500 for the design and construction of the physical connection of the Solar Energy Generating Facility to the City Public Works facility; and

**WHEREAS**, the Settlement Agreement authorization includes a payment by MIRA of \$693,000 to the City; and

**WHEREAS**, MIRA issued a Request for Proposals for the physical connection that resulted in one proposal from a qualified proposer which increases the design and construction cost to approximately \$419,129, which includes approximately \$30,000 in design cost; and

**WHEREAS**, MIRA and the City have agreed that it would benefit both parties to proceed with the physical connection with both parties sharing equally in the cost of design and construction above the \$162,500 contribution by MIRA;

**NOW, THEREFORE, BE IT:**

**RESOLVED:** That the Board of Directors authorizes the President to draw \$693,000 for the settlement from the Mid-Connecticut Post Project Closure Reserve; and

**FURTHER RESOLVED:** That the Board of Directors authorizes the President to pay \$549,685.50 of the settlement drawn from the Mid-Connecticut Post Project Closure Reserve to the City; and

**FURTHER RESOLVED:** That the Board of Directors authorizes the President to transfer the remaining \$143,314.50 of the settlement drawn from the Mid-Connecticut Post Project Closure Reserve to the Landfill Operating Account; and

**FURTHER RESOLVED:** That the Board of Directors authorizes the President to enter into an Agreement with Electrical Energy Systems Corporation for \$389,129, to be paid out of the Landfill Operating Account for construction of facilities for Medium Voltage Interconnection From MIRA PV To Hartford DPW; and

**FURTHER RESOLVED:** That the Board of Directors authorizes the President to utilize \$30,000 from the Landfill Operating Account as a contingency against additional project costs; and

**FURTHER RESOLVED:** That 50% of any unused contingency will be refunded to the City from the Landfill Operating Account, substantially as discussed and presented at this meeting;

Mr. Egan said this resolution allows MIRA to enter into an agreement with a contractor to connect the Hartford Landfill Solar EGF with the City of Hartford's DPW building. He said this resolution reaffirms approval of the agreement the Board previously approved which provided for up to \$162,500 in associated costs. Mr. Egan said the bid costs came in higher than the originally estimated amount and this resolution will also serve to provide approval to spend additional funds out of the landfill division.

Mr. Egan said a public solicitation went out several months ago. He said five companies attended the bid walk however, only one bid was received for \$389,129. Mr. Egan said management

and the City agreed to spend the additional cost required to undertake this activity. He said this resolution contains an additional \$30,000 for contingencies (which are not expected to be needed).

Mr. Egan said the third page of the write-up contains the key terms of the power purchase agreement. He said the total cost of the project is approximately \$419,129, \$305,000 of which MIRA is responsible for. Mr. Egan said the remaining \$143,000 is the responsibility of the City of Hartford. He explained that will be paid by MIRA withholding the funds agreed upon when the settlement agreement is assigned. He said another \$15,000 will be withheld for the City's portion of the contingency, and in the event it is not required that amount will be returned to the City.

Committee Chairman Adams asked if management felt another bidder would offer a better price. Mr. Bodendorf said it was possible as one potential bidder indicated the project schedule did not meet their own. He said however the City and MIRA are interested in moving this process along. Mr. Bodendorf explained the costs were higher than initially estimated because the City's consultant did not spend as much time as needed with a detailed analysis, for example they did not realize a new transformer would be required.

Director Eno asked if the \$30,000 contingency is fully funded by MIRA. Mr. Egan said MIRA is going to pay the contractor; however some of the funds will essentially be paid in advance by the City through the withholding of funds by MIRA. He said MIRA will operate the facility for 21 years and the long term agreement provides options for the contracts to be assigned or to sell the system if need be. Mr. Egan said MIRA will own the facility, which is defined in the agreement. Mr. Bodendorf said the City of Hartford will own the connection from the array to the DPW and the City will be responsible for any repairs per the contract.

The motion previously made and seconded was approved unanimously by roll call.

3. **REVIEW AND RECOMMEND RESOLUTION REGARDING PURCHASE OF A CATERPILLAR 980H WHEEL LOADER FOR THE WASTE PROCESSING FACILITY**

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

**WHEREAS**, the Materials Innovation and Recycling Authority (the "Authority"), a body politic and corporate, constituting a public instrumentality and political subdivision of the State of Connecticut, is authorized to purchase, acquire and lease personal property for use in its facilities and operations, and to enter into contracts in connection therewith; and

**WHEREAS**, the Authority desires to lease, purchase, and finance a Caterpillar 980H Wheel Loader from Caterpillar Financial Services Corporation and an authorized Caterpillar dealer ("Caterpillar") by entering into a Governmental Equipment Lease-Purchase Agreement (the "Agreement") with Caterpillar;

**NOW, THEREFORE**, it is hereby

**RESOLVED:** That i) the Agreement, including all schedules and exhibits attached thereto, is approved in substantially the form presented and discussed at this meeting, with any Approved Changes (as defined below), ii) the Authority enter in the Agreement with Caterpillar, and iii) the Agreement when executed will constitute a binding obligation of the Authority; and

**Further RESOLVED:** That changes may be made by the President to the form of the Agreement in accordance with the Authority's policies and procedures (the "Approved Changes"), and that the signing of the Agreement and any related documents is conclusive evidence of the approval of the changes; and

**Further RESOLVED:** That the President of the Authority, Thomas D. Kirk, be and he hereby is, authorized, directed and empowered, on behalf of the Authority, to i) sign and deliver the Agreement to Caterpillar, together with any related documents, and ii) take or cause to be taken all action which he deems necessary or advisable to acquire the Caterpillar 980H Wheel Loader, including the signing and delivery of the Agreement and related documents; and

**Further RESOLVED:** That the Corporate Secretary of the Authority is authorized to attest to these resolutions.

Mr. Egan said when the budget was developed this fiscal year, funding for a couple of loader re-builds was included. He said as more capital dollars than expected have been spent on the turbine outage management reduced the amount of money in the capital budgets for FY'16. Mr. Egan said in order to maximize the CSWS improvement fund management elected to have NAES purchase this wheel loader with its O&M dollars in the operating budget and pay for it over twelve months.

Mr. Egan said this is coming before the Board because NAES cannot have title to any equipment, therefore MIRA has to be counterparty to this agreement which requires Board approval as it is more than \$50,000. He said this purchase is a very good deal as MIRA will be getting an almost new 980 wheel loader which has proven to be an effective and durable loader. Mr. Egan said the loader being purchased was damaged by a fire and has subsequently been completely re-built and comes with a 5,000 hour or three year warranty.

The motion previously made and seconded was approved by roll call.

#### **4. INFORMATIONAL**

Vice-Chairman Barlow asked if MIRA still owns the Collins building. Mr. Kirk replied yes. He said there is a plan to have roof work done in consideration of a possible future sale. He said in the meantime minimum maintenance is required to meet with insurance requirements. He said any sale proceeds would go to the Property Division.

Vice-Chairman Barlow asked why portions of the roofing deck in Torrington required repairs. Mr. Egan replied that it is essentially replacement work. A discussion on direct haul costs was undertaken.

#### **5. EXECUTIVE COMMITTEE**

Chairman Adams requested a motion to enter into Executive Session to discuss pending litigation and real estate. The motion made by Vice-Chairman Barlow and seconded by Chairman Eno was approved unanimously. Chairman Adams requested that the following people remain for the Executive Session, in addition to the Committee members:

Tom Kirk  
Mark Daley  
Laurie Hunt, Esq.  
Peter Egan

The Executive Session commenced at 11:45 a.m.

The meeting was reconvened at 12:15 p.m., the door was opened, and the Board Secretary and all members of the public were invited back in for the continuation of public session. Chairman Adams noted that no votes were taken.

**5. ADJOURNMENT**

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

The meeting was adjourned at 12:15 p.m.

Respectfully submitted,

Moira Kenney  
Assistant HR Manager/Board Administrator