

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FOUR HUNDRED AND SIXTY THIRD

APRIL 26, 2016

A special telephonic meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thurs. April 26, 2016, in the Board Room at 200 Corporate Place, Suite 202, Rocky Hill, CT 06067. Those present by telephone were:

Directors: Chairman Don Stein
 Vice-Chairman Dick Barlow
 John Adams
 Ralph Eno
 Jim Hayden
 Andy Nunn
 Bob Painter
 Patricia Wildlitz

Present from MIRA in Rocky Hill:

Tom Kirk, President
Mark Daley, Chief Financial Officer
Dave Bodendorf, Senior Environmental Engineer
Peter Egan, Director of Operations and Environmental Affairs
Laurie Hunt, Director of Legal Services
Moira Kenney, Assistant HR Manager/Board Administrator

Chairman Stein called the meeting to order at 2:00 p.m. and said a quorum was present.

EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss trade secrets, pending RFP's, and feasibility estimates and evaluations. The motion was made by Director Adams and seconded by Director Eno and was approved unanimously.

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

Tom Kirk
Mark Daley
Peter Egan
Laurie Hunt

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

Directors	Aye	Nay	Abstain

Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Andy Nunn	X		
Patricia Wildlitz	X		

The Executive Session began at 2:00 p.m. and concluded at 2:18 p.m. Chairman Stein noted that no votes were taken in Executive Session.

The meeting was reconvened at 2:18 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.

RESOLUTION REGARDING OPTION AGREEMENTS AND ACCESS AND USE AGREEMENTS FOR DEVELOPMENT OF CLEAN ENERGY WITH GREENSKIES RENEWABLE ENERGY LLC

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

WHEREAS, on March 9, 2016, the Connecticut Department of Energy and Environmental Protection (“DEEP”) issued a Notice Of Request For Proposals From Developers of Clean Energy (“DEEP RFP”); and

WHEREAS, on March 17, MIRA issued a Request for Proposals For Private Developers To Access And Use MIRA Properties For The Development Of Clean Energy, for the purpose of identifying one or more Developers, to propose into the DEEP RFP, Clean Energy projects on MIRA properties; and

WHEREAS, MIRA has received a proposal to access and use its Wallingford Property for the development of a Clean Energy project, and negotiated the terms of such access and use with Lend Lease Energy Development, LLC (“Lend Lease”); and

WHEREAS, in order for Lend Lease to submit a project into the DEEP RFP for development on MIRA’s Wallingford Property, Lend Lease must demonstrate site control through an Access and Use Option Agreement with MIRA; and

WHEREAS, in the event Lend Lease’s project submitted into the DEEP RFP for development on MIRA’s Wallingford Property is selected by DEEP, Lend Lease and MIRA will execute the Agreement to Access and Use MIRA Property for Development of Clean Energy, as such Agreement will define MIRA’s and Lend Lease’s respective rights and responsibilities (including lease payments to MIRA) regarding the development, operation, and decommissioning of the selected project;

NOW, THEREFORE, BE IT:

RESOLVED: That the Board of Directors authorizes the President to enter into an Access and Use Option Agreement with Lend Lease to enable Lend Lease to demonstrate site control of the Wallingford Landfill Property for the purposes of proposing into the DEEP RFP; and

FURTHER RESOLVED: That the Board of Directors authorizes the President to enter into an Agreement to Access and Use MIRA Property for Development of Clean Energy, for the Wallingford Property, substantially as presented and discussed at this meeting, in the event Lend Lease’s project submitted into the DEEP RFP for development on MIRA property is selected by DEEP.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Andy Nunn	X		
Bob Painter	X		
Patricia Wildlitz	X		

RESOLUTION REGARDING AN OPTION AGREEMENT AN ACCESS AND USE AGREEMENT FOR DEVELOPMENT OF CLEAN ENERGY WITH LEND LEASE ENERGY DEVELOPMENT, LLC

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

WHEREAS, on March 9, 2016, the Connecticut Department of Energy and Environmental Protection (“DEEP”) issued a Notice Of Request For Proposals From Developers of Clean Energy (“DEEP RFP”); and

WHEREAS, on March 17, MIRA issued a Request for Proposals For Private Developers To Access And Use MIRA Properties For The Development Of Clean Energy, for the purpose of identifying one or more Developers, to propose into the DEEP RFP, Clean Energy projects on MIRA properties; and

WHEREAS, MIRA has received proposals to access and use its Ellington and Waterbury landfill properties for the development of Clean Energy projects, and negotiated the terms of such access and use with Greenskies Renewable Energy, LLC (“Greenskies”); and

WHEREAS, in order for Greenskies to submit projects into the DEEP RFP for development on MIRA properties, Greenskies must demonstrate site control through an Access and Use Option Agreement with MIRA; and

WHEREAS, in the event Greenskies' projects submitted into the DEEP RFP for development on MIRA properties are selected by DEEP, Greenskies and MIRA will execute the Agreement(s) to Access and Use MIRA Property(s) for Development of Clean Energy, as such Agreement will define MIRA's and Greenskies' respective rights and responsibilities (including lease payments to MIRA) regarding the development, operation, and decommissioning of the selected project(s);

NOW, THEREFORE, BE IT:

RESOLVED: That the Board of Directors authorizes the President to enter into Access and Use Option Agreements with Greenskies to enable Greenskies to demonstrate site control of the Ellington and Waterbury landfill properties for the purposes of proposing into the DEEP RFP; and

FURTHER RESOLVED: That the Board of Directors authorizes the President to enter into Agreement(s) to Access and Use MIRA Property(s) for Development of Clean Energy, for the Ellington and Waterbury landfill properties, substantially as presented and discussed at this meeting, in the event Greenskies' projects submitted into the DEEP RFP for development on MIRA properties are selected by DEEP.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Andy Nunn	X		
Bob Painter	X		
Patricia Wildlitz	X		

ADJOURNMENT

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

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Andy Nunn	X		
Bob Painter	X		
Patricia Wildlitz	X		

There being no other business to discuss, the meeting adjourned at 2:20 p.m.

Respectfully Submitted,

Moira Kenney
Assistant HR Manager/Board Administrator