

Materials Innovation and Recycling Authority

200 Corporate Place, Suite 202, Rocky Hill CT

Telephone (860)757-7700 - Fax (860)757-7740

MEMORANDUM

TO: MIRA Board of Directors

FROM: Moira Kenney, Assistant HR Manager/Board Administrator

DATE: August 25, 2016

RE: Notice and Agenda of Special Telephonic Board Meeting

There will be a Special Telephonic Meeting of the Materials Innovation and Recycling Authority Board of Directors on Tuesday, August 30, 2016 at 3:00 p.m. The meeting will be available to the public in the Board Room at 200 Corporate Place, Suite 202, Rocky Hill, CT 06067.

Agenda:

1. Executive Session: held to discuss pending RFP for Access and Use of the Shelton Landfill Property for the Development of Clean Energy.
2. Board Action will be sought for Resolution Regarding Option Agreement and Access and Use Agreement for Development of Shared Clean Energy.

**RESOLUTION REGARDING ACCESS AND USE OPTION AGREEMENT
AND AGREEMENT TO ACCESS AND USE SHELTON LANDFILL
PROPERTY FOR DEVELOPMENT OF SHARED CLEAN ENERGY
WITH
UNITED STATES SOLAR CORPORATION**

WHEREAS, on July 1, 2016, the Connecticut Department of Energy and Environmental Protection (“DEEP”) issued a Notice Of Request For Proposals From Private Developers for Shared Clean Energy Facilities (“DEEP RFP”); and

WHEREAS, on July 28, 2016, MIRA issued a Request for Proposals For Private Developers To Access And Use MIRA Shelton Landfill Property For The Development Of Shared Clean Energy, for the purpose of identifying a Developer, to propose into the DEEP RFP, a Shared Clean Energy project on the Shelton Landfill Property; and

WHEREAS, MIRA has received and reviewed proposals to access and use its Shelton Landfill Property for development of a Shared Clean Energy project, and negotiated the terms of such access and use with United States Solar Corporation (“US Solar”); and

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

WHEREAS, in the event US Solar’s project submitted into the DEEP RFP for development on the Shelton Landfill Property is selected by DEEP, US Solar and MIRA will execute the Agreement to Access and Use Shelton Landfill Property for Development of Shared Clean Energy, as such Agreement will define MIRA’s and US Solar’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 US Solar to enable US Solar to demonstrate site control of the Shelton 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 Shelton Landfill Property for Development of Shared Clean Energy, for the Shelton Landfill Property, substantially as presented and discussed at this meeting, in the event US Solar’s project submitted into the DEEP RFP for development on the Shelton Landfill Property is selected by DEEP.