

MIRA
REGULAR BOARD MEETING
Dec. 17, 2015

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, Assistant HR Manager/Board Administrator

DATE: Dec. 11, 2015

RE: Notice of Regular Telephonic Board Meeting

There will be a Regular Telephonic Meeting of the Connecticut Resources Recovery Authority Board of Directors on Thurs. Dec. 17, 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.

Materials Innovation Recycling Authority
Regular Telephonic Board of Directors Meeting

Agenda
Dec. 17, 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

1. Board Action will be sought for Approval of the Regular Nov. 19, 2015, Board Meeting Minutes (Attachment 1).

IV. Finance Committee Reports

1. Board Action will be sought for the Resolution Amending the FY 2016 CSWS Operating and Capital Budget (Attachment 2).

V. Policy and Procurement Committee Reports

1. Board Action will be sought for Resolution Regarding Ratification of an Emergency Procurement for a Replacement Roof at the Collins Building Replacement (Attachment 3).

VI. Organizational Synergy & Human Resources Report

VII. Chairman and President's Reports

1. Board Action will be sought for Resolution Regarding a Transfer of Funds and an Adjustment to the FY2016 CSWS Capital Budget (Information to Follow Under a Separate Cover).

VIII. 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.

TAB 1

DRAFT RESOLUTION FOR THE MATERIALS INNOVATION AND RECYCLING AUTHORITY BOARD OF DIRECTORS

REGARDING AMENDMENT OF THE FISCAL YEAR 2016 CSWS OPERATING AND CAPITAL BUDGETS

WHEREAS, The Authority has previously adopted a Fiscal Year 2016 Operating and Capital Budget (Budget) for the Connecticut Solid Waste System (CSWS); and

WHEREAS, The CSWS Budget contemplates that its Cost of Operation will be recovered from operating revenues including Non-Disposal Fee Revenues and Solid Waste Disposal Fees from Member Municipalities; and

WHEREAS, Fiscal year to date CSWS operating revenues as of October 31, 2015 are \$3.7 million (17%) under budget; and

WHEREAS, Such shortfall in operating revenue is primarily the result of unplanned and extended planned downtime within the CSWS Resource Recovery Facility; and

WHEREAS, Such Resource Recovery Facility downtime has also contributed to certain cost savings resulting in fiscal year to date CSWS operating expenses as of October 31, 2015 being \$2.1 million (11%) under budget; and

WHEREAS, CSWS Income before reserve contributions remains \$1.6 million (102%) under budget which has placed added pressure on the CSWS Tip Fee Stabilization Fund and caused the deferral of budgeted contributions to the CSWS Operating and Improvement funds.

NOW THEREFORE, be it

RESOLVED: That the Fiscal Year 2016 Authority Budget be reduced by \$361,000 and such reduction allocated to the Authority's CSWS, Property and Landfill divisions in accordance with FY 2016 adopted allocation percentages; and

FURTHER RESOLVED: That the Fiscal Year 2016 CSWS Operating and Capital Budget be reduced by \$1,627,580 (2.8%) including the allocated Authority Budget reduction as shown on Exhibit A attached hereto and substantially as discussed in this meeting.

Exhibit A (Page 1 of 2)
 Materials Innovation and Recycling Authority
 CSWS Operating Budget Amendment
 December 10, 2015 Finance Committee

	July through November	Dec-15	Jan 16	Feb 16	Mar-16	Apr-16	May 16	Jun 16	YTD
Original Budget Expenditures									
Administrative Expenses	\$ 1,384,220	\$ 251,587	\$ 377,872	\$ 251,587	\$ 251,587	\$ 251,587	\$ 251,587	\$ 251,587	\$ 3,271,618
Operational Expenses	\$ 1,447,582	\$ 274,766	\$ 348,518	\$ 274,766	\$ 274,766	\$ 274,766	\$ 274,766	\$ 274,766	\$ 3,444,678
Assessment, Fees, Subsidies, and PILOTS	\$ 1,128,330	\$ 222,666	\$ 222,666	\$ 222,666	\$ 222,666	\$ 222,666	\$ 222,666	\$ 222,666	\$ 2,687,000
Waste Transport	\$ 5,672,399	\$ 1,218,679	\$ 1,218,679	\$ 1,084,347	\$ 1,218,679	\$ 1,040,032	\$ 1,218,679	\$ 1,177,126	\$ 13,948,620
Recycling Facility	\$ 385,910	\$ 77,182	\$ 77,182	\$ 77,182	\$ 77,182	\$ 77,182	\$ 77,182	\$ 77,182	\$ 926,170
Murphy Road Operations	\$ 53,040	\$ 10,608	\$ 10,608	\$ 10,608	\$ 10,608	\$ 10,608	\$ 10,608	\$ 10,612	\$ 127,300
MIRA Facilities Operating Exp.	\$ 361,025	\$ 72,205	\$ 72,205	\$ 72,205	\$ 72,205	\$ 72,205	\$ 72,205	\$ 72,205	\$ 1,146,000
NAES Contract Operating Charges	\$ 12,979,149	\$ 2,120,434	\$ 2,735,808	\$ 2,061,520	\$ 2,068,884	\$ 2,985,853	\$ 2,214,951	\$ 2,318,401	\$ 29,485,000
NAES On-Site Incentive Comp.	\$ 378,045	\$ 75,609	\$ 75,609	\$ 77,536	\$ 77,536	\$ 77,536	\$ 77,536	\$ 77,536	\$ 919,000
Transfer Station - Ellington	\$ 497,920	\$ 99,584	\$ 99,584	\$ 99,584	\$ 99,584	\$ 99,584	\$ 99,584	\$ 99,584	\$ 1,195,000
Transfer Station - Essex	\$ 6,660	\$ 1,332	\$ 1,332	\$ 1,332	\$ 1,332	\$ 1,332	\$ 1,332	\$ 1,348	\$ 16,000
Transfer Station - Torrington	\$ 237,875	\$ 47,575	\$ 47,575	\$ 47,575	\$ 47,575	\$ 47,575	\$ 47,575	\$ 47,575	\$ 570,900
Transfer Station - Watertown	\$ 227,540	\$ 45,508	\$ 45,508	\$ 45,508	\$ 45,508	\$ 45,508	\$ 45,508	\$ 45,512	\$ 546,100
TOTAL ACCRUED EXPENDITURES	\$ 24,995,945	\$ 4,564,985	\$ 5,382,323	\$ 4,373,666	\$ 4,515,362	\$ 5,253,684	\$ 4,661,424	\$ 5,002,997	\$ 58,750,386
Amendment 1 Budget Reductions									
Administrative Expenses	\$ -	\$ -	\$ (44,316)	\$ (44,316)	\$ (44,316)	\$ (44,316)	\$ (44,316)	\$ (44,320)	\$ (265,900)
Operational Expenses	\$ -	\$ -	\$ (14,083)	\$ (14,083)	\$ (14,083)	\$ (14,083)	\$ (14,083)	\$ (14,085)	\$ (84,500)
Assessment, Fees, Subsidies, and PILOTS	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Waste Transport	\$ -	\$ -	\$ (82,500)	\$ (82,500)	\$ (82,500)	\$ (82,500)	\$ (82,500)	\$ (82,500)	\$ (495,000)
Recycling Facility	\$ -	\$ -	\$ (33,000)	\$ (33,000)	\$ (33,000)	\$ (33,000)	\$ (33,000)	\$ (33,000)	\$ (200,000)
Murphy Road Operations	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
MIRA Facilities Operating Exp.	\$ -	\$ -	\$ (5,360)	\$ (5,360)	\$ (5,360)	\$ (5,360)	\$ (5,360)	\$ (5,360)	\$ (32,180)
NAES Contract Operating Charges	\$ -	\$ -	\$ (91,650)	\$ (91,650)	\$ (91,650)	\$ (91,650)	\$ (91,650)	\$ (91,750)	\$ (550,000)
NAES On-Site Incentive Comp.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
NAES Management Fees	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Transfer Station - Ellington	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Transfer Station - Essex	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Transfer Station - Torrington	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Transfer Station - Watertown	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
TOTAL BUDGET REDUCTIONS	\$ -	\$ -	\$ (270,909)	\$ (270,909)	\$ (270,909)	\$ (270,909)	\$ (270,909)	\$ (273,035)	\$ (1,627,580)
Amended Budget Expenditures									
Administrative Expenses	\$ 1,384,220	\$ 251,587	\$ 333,556	\$ 207,271	\$ 207,271	\$ 207,271	\$ 207,271	\$ 207,271	\$ 3,005,718
Operational Expenses	\$ 1,447,582	\$ 274,766	\$ 334,435	\$ 260,683	\$ 260,683	\$ 260,683	\$ 260,683	\$ 260,663	\$ 3,360,178
Assessment, Fees, Subsidies, and PILOTS	\$ 1,128,330	\$ 222,666	\$ 222,666	\$ 222,666	\$ 222,666	\$ 222,666	\$ 222,666	\$ 222,674	\$ 2,687,000
Waste Transport	\$ 5,672,399	\$ 1,218,679	\$ 1,136,179	\$ 1,001,847	\$ 1,136,179	\$ 957,532	\$ 1,136,179	\$ 1,094,626	\$ 13,353,620
Recycling Facility	\$ 385,910	\$ 77,182	\$ 44,182	\$ 44,182	\$ 44,182	\$ 44,182	\$ 44,182	\$ 42,168	\$ 726,170
Murphy Road Operations	\$ 53,040	\$ 10,608	\$ 10,608	\$ 10,608	\$ 10,608	\$ 10,608	\$ 10,608	\$ 10,612	\$ 127,300
MIRA Facilities Operating Exp.	\$ 361,025	\$ 72,205	\$ 66,845	\$ 66,845	\$ 66,845	\$ 66,845	\$ 66,840	\$ 346,370	\$ 1,113,820
NAES Contract Operating Charges	\$ 12,979,149	\$ 2,120,434	\$ 2,644,158	\$ 1,969,870	\$ 2,894,203	\$ 2,123,301	\$ 2,226,651	\$ 2,226,651	\$ 28,935,000
NAES On-Site Incentive Comp.	\$ 378,045	\$ 75,609	\$ 77,536	\$ 77,536	\$ 77,536	\$ 77,536	\$ 77,536	\$ 77,666	\$ 919,000
Transfer Station - Ellington	\$ 497,920	\$ 99,584	\$ 99,584	\$ 99,584	\$ 99,584	\$ 99,584	\$ 99,584	\$ 99,576	\$ 1,195,000
Transfer Station - Essex	\$ 6,660	\$ 1,332	\$ 1,332	\$ 1,332	\$ 1,332	\$ 1,332	\$ 1,332	\$ 1,348	\$ 16,000
Transfer Station - Torrington	\$ 237,875	\$ 47,575	\$ 47,575	\$ 47,575	\$ 47,575	\$ 47,575	\$ 47,575	\$ 47,575	\$ 570,900
Transfer Station - Watertown	\$ 227,540	\$ 45,508	\$ 45,508	\$ 45,508	\$ 45,508	\$ 45,508	\$ 45,508	\$ 45,512	\$ 546,100
TOTAL ACCRUED EXPENDITURES	\$ 24,995,945	\$ 4,564,985	\$ 5,111,414	\$ 4,102,757	\$ 4,244,453	\$ 4,982,775	\$ 4,390,515	\$ 4,729,962	\$ 57,122,806
Cash Flow Budget Amendment									
Net Transfer to Operating Fund	\$ -	\$ (1,020,000)	\$ (607,580)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (1,627,580)
	\$ 24,995,945	\$ 3,544,985	\$ 4,714,743	\$ 4,373,666	\$ 4,515,362	\$ 5,253,684	\$ 4,661,424	\$ 5,002,997	\$ 57,122,806

Exhibit A (Page 2 of 2)

Materials Innovation and Recycling Authority
 CSWS Operating Budget Amendment
 Administrative Adjustment Detail
 December 10, 2015 Finance Committee

Position	Annual Salary	6 Months Salary	With 40% Benefits	Allocation Percent	Budget Reduction
Ops Engineer	\$ 95,864.00	\$ 47,932.00	\$ 67,104.80	100.00%	\$ 67,104.80
HR Director	\$ 107,572.00	\$ 53,786.00	\$ 75,300.40	67.64%	\$ 50,933.19
Educator	\$ 24,615.00	\$ 12,307.50	\$ 17,230.50	67.64%	\$ 11,654.71
MPA Adjust	\$ 60,000.00	\$ 30,000.00	\$ 42,000.00	67.64%	\$ 28,408.80
HR Specialist	\$ (13,917.00)	\$ (6,958.50)	\$ (9,741.90)	67.64%	\$ (6,589.42)
Authority Budget Personnel Services Reduction	\$ 274,134.00	\$ 137,067.00	\$ 191,893.80		
CSWS Allocated Personnel Services Reduction					
Authority Budget Reduction for Medical (below)					\$ 41,652.00
CSWS Allocated Medical Reduction					
Total Personnel Services Reduction					\$ 179,685.49
Non Personnel (Legal See Below)					\$ 127,500.00
CSWS Allocated Non-Personnel					
Authority Budget Total					\$ 361,045.80
CSWS Allocation Total					
Budget Reduction for Medical				Total	Monthly
Employee Medical Budget (Net) July - October				\$ 204,329.00	\$ 51,082.25
Employee Medical Actual (Net) July - October				\$ 160,510.00	\$ 40,127.50
Variance				\$ 43,819.00	\$ 10,954.75
Assume 10% net monthly increase January 1					
Employee Medical Budget (Net) January - June				\$ 306,493.50	\$ 51,082.25
Employee Medical Actual (Net) January - June				\$ 264,841.50	\$ 44,140.25
Variance				\$ 41,652.00	\$ 6,942.00
Authority Budget Legal Services				Total	Monthly
Budget July - September				\$ 93,750.00	\$ 31,250.00
Actual July - September				\$ 17,905.00	\$ 5,968.33
Variance				\$ 75,845.00	\$ 25,281.67
Assume \$10,000 Per Month Max Spending January 1					
Budget January - June				\$ 187,500.00	\$ 31,250.00
Actual January - June				\$ 60,000.00	\$ 10,000.00
Variance				\$ 127,500.00	\$ 21,250.00

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FOUR HUNDRED AND SIXTIETH

NOV. 19, 2015

A regular meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thurs. Nov. 19, 2015, in the Board Room at 211 Murphy Rd. Hartford, CT 06103. Those present were:

Directors: Chairman Don Stein
 Vice-Chairman Dick Barlow
 John Adams
 Marilynn Cruz-Aponte
 Ralph Eno
 Jim Hayden
 Scott Shanley
 Bob Painter, CSWS Ad-Hoc

Present from MIRA in Hartford:

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

Others Present: Ann Catino, Esq., John Pizzimenti, USA Hauling; Thomas Zemetis, CT DEEP.

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.

Thomas Zemetis, Policy Analyst for the Connecticut Department of Energy and Environmental Protection (hereinafter referred to as CT DEEP) provided the Board with an update on the RFP process. He said the RFP was posted on Nov. 6, 2015, and is available to the public on the web. Mr. Zemetis said a press release was also utilized to reach a broad audience in addition to several mailings. He said there was a successful pre-proposal process with 50 people in attendance and thanked management for their assistance. Mr. Zemetis said final proposals are due March 1, 2015.

Mr. Zemetis said Recycle Connecticut will be meeting in December to discuss some of the education grants that are already underway. He said several schools have indicated interest in initiatives to promote recycling and composting. Mr. Zemetis said the grants range from \$1,500 - \$2,500. Director

Cruz-Aponte said the initial understanding by the MIRA Board was that the CT Recycling Foundation was to take on the overall education for the State of Connecticut. Mr. Zemetis said the goal of the Foundation is to increase education State wide and those first steps are to work with a school grant program to increase education. He said an innovation grant to work with non-profits, municipalities and non-profits and those organizations could then use the funding in more widespread programs.

Mr. Zemetis said the CT Coalition is not a function of the CT DEEP at this time and is currently in the process of applying for status as a 501(c)3. He said the funds supporting the program are currently coming from a litigation fund at this time. Mr. Zemetis said the Coalition may work in coordination with the CT DEEP.

Director Shanley asked if this coalition has long term plans to sustain the funding it currently has. Mr. Zemetis said the coalition has discussed this issue and is exploring its options. He said there is no budget for a CEO for the Coalition Board at this time.

Director Adams noted that he had recused himself from the RFP process to avoid the possibility of a conflict of interest with his current employer.

APPROVAL OF THE OCT. 22, 2015 MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the Sept. 17, 2015, Board Meeting. Vice-Chairman Barlow made the motion which was seconded by Director Adams.

Chairman Stein noted that Director Painter should be added to the list of Directors present at the meeting.

The motion to approve the minutes as amended was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, 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		
Jim Hayden	X		
Scott Shanley	X		
Ad-Hoc			
Bob Painter, CSWS Project	X		

RESOLUTION ADOPTING THE FY 2017 PROPERTY DIVISION OPERATING AND CAPITAL BUDGET

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

WHEREAS, The Authority has previously established a tip fee stabilization fund within its Property Division intended to be drawn upon by the Connecticut Solid Waste System (CSWS) during periods of relatively low wholesale energy prices and refunded to the Property Division during periods of relatively high energy prices as a means to mitigate inflationary pressures on CSWS solid waste disposal fees; and

WHEREAS, Effective with the disbursement of receipts for the period ending September 30, 2015 and continuing through and including the disbursement of receipts for the period ending June 30, 2016, the Authority authorized all Property Division receipts remaining within the Property Division Clearing Account after disbursement to the Property Division Operating STIF to be transferred directly to the CSWS Tip Fee Stabilization Fund in lieu of the Property Division general fund, and further increased the maximum tip fee stabilization fund value by the amount of such transfers, in recognition of CSWS budgetary pressures associated with declining energy output and low wholesale energy prices; and

WHEREAS, The Authority anticipates that declining energy output and low wholesale energy prices will continue to put added pressure of CSWS tip fees in its fiscal year 2017 operating and capital budget.

NOW THEREFORE, be it

RESOLVED: That the Fiscal Year 2017 Materials Innovation and Recycling Authority Operating and Capital Budgets for the Property Division attached hereto as Exhibit A be adopted substantially in the form as presented in Exhibit B attached hereto and discussed at this meeting; and

RESOLVED: That effective with the disbursement of receipts for the period ending July 31, 2016 and continuing through and including the disbursement of receipts for the period ending June 30, 2017, the Board of Directors authorizes Property Division receipts remaining within the Property Division Clearing Account after disbursement to the Property Division Operating STIF and Improvement Fund to be transferred directly to the CSWS Tip Fee Stabilization Fund in lieu of the Property Division General Fund, and the maximum Tip Fee Stabilization Fund value is hereby increased by the amount of such transfers. Management is directed to report monthly to the Board on the status of such transfers to the Tip Fee Stabilization Fund which shall not exceed three million dollars during this period without further Board authorization.

Director Shanley said the Finance Committee discussed this item at length. He said there will have to be some adjustments to the funding of the stabilization fund due to the strain on CSWS however the Committee felt this was an appropriate budget.

Mr. Daley reviewed the resolution and attachments which include a summary table of the revenues and expenses and income for the FY17 proposed budget compared to the FY16 actual budget. He said the resolution approves the FY17 budget and authorizes management to continue to distribute

funds to the CSWS tip stabilization fund which picks up from the earlier resolution approved by the Board through FY17. Mr. Daley said the Finance Committee asked that management implement a \$3 million cap on the distributions for FY17. He said the resolution contains a provision that management will report monthly to the Board on the status of the tip fee stabilization fund.

Mr. Kirk said the Collins Building Property is to some extent integrated with the recycling center in back of it. He explained the Collins Building is being addressed as part of MIRA's initiative to appraise and consider sale of properties. Mr. Kirk said the RFP process would take place in 2017.

Director Cruz-Aponte asked what an annual depletion of the tip fee stabilization fund means. Mr. Daley said use the fund is deposited into by the Property Division and then drawn out on the CSWS side and is a true subsidy. He said when power prices go down the funds flow back.

Mr. Egan addressed the \$950,000 expenditure towards the jets. Mr. Kirk said the WPF and the jets were very well maintained. He said however the PBF contract provided for the Contractor to take on the risk of operation and as such was responsible for maintenance and repair of the facilities. The condition of the facilities at the expiration of the contract was problematic and it will be has been a challenge moving forward.

Mr. Egan said the jets do not have state of the art pollution control equipment. He said to comply with environmental regulations MIRA has purchased emission reduction credits which essentially serve to offset NOX emissions from the facility. Mr. Egan said MIRA has purchased credits to date which provide at the typical annual operating quantity of about 20 hours a year through 2019. He said management intends to continue to purchase credits necessary to support the facility through FY 2022, and the trading order will be revised in spring 2017 as the CT DEEP is re-writing the section of the regulations which addresses fossil fuel power plants. Mr. Egan said at the end of Phase One all trading orders will go away and all facilities will need to be physically modified with pollution control equipment in order to be in compliance.

Mr. Egan said management analyzed the feasibility of installing the equipment necessary to reduce NOX levels and determined that the income and cash flow benefit to MIRA is more preferable under the trading order scenario versus a \$15 million installation of equipment. Mr. Kirk said management is monitoring two risks, legislative or administrative re-write of the trading order and also the availability of those credits going forward as they are limited.

The motion previously made and seconded was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, 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		
Jim Hayden	X		
Scott Shanley	X		
Ad-Hoc			
Bob Painter, CSWS Project	X		

RESOLUTION ADOPTING THE FY 2017 LANDFILL OPERATING BUDGET

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

RESOLVED, That the Fiscal Year 2017 Materials Innovation and Recycling Authority Operating Budget for the Landfill Division attached hereto as Exhibit A be adopted substantially in the form as presented and discussed at this meeting.

Mr. Daley said the landfill budget at this point is essentially reflecting the terms of the power sharing agreement with the City of Hartford for the solar panels at the Harford Landfill and the continued need for insurance on the landfills MIRA retains ownership of. He said there is a small deficit of \$12,000 which is offset by a use of reserves from the landfill operating account. Mr. Daley said it will cost about \$3.5 million to run the solar panel project after the project ends.

Mr. Daley said the ZREC is a fifty/fifty share and MIRA sells the power to Hartford at \$45.00 a megawatt hour until the tenth year when it goes to \$55.00.

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

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		

RESOLUTION AUTHORIZING THE PRESIDENT TO EXECUTE RELEASE OF LIABILITY AND REQUIRED CONCURRENCES EFFECTUATING THE TRANSFER OF SOUTHEAST PROJECT FLOW OF FUNDS RESPONSIBILITIES TO THE SOUTHEASTERN CONNECTICUT REGIONAL RESOURCE RECOVERY AUTHORITY

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

WHEREAS, by resolution adopted at its October 22, 2015 meeting, the Materials Innovation and Recycling Authority (MIRA) Board of Directors approved the transfer of flow of funds responsibility for the Southeast Project to the Southeastern Connecticut Regional Resource Recovery Authority (SCRRA) subject to the sequence of events, release of liability and required concurrences outlined in a September 30, 2015 letter attached hereto as Exhibit A; and

WHEREAS, MIRA staff have proceeded to jointly develop release of liability documents with SCRRA and Covanta Southeastern Connecticut Company which are attached hereto as Exhibits B and C, respectively; and

WHEREAS, the parties now desire to move forward with the transfer of flow of funds responsibilities; and

WHEREAS, except as specifically modified by the release of liability documents attached hereto as Exhibits B and C, MIRA's rights, duties and obligations under Service Agreement, Bridge and Management Agreement and other related Southeast Project contracts shall otherwise continue in full force and effect after the transfer of flow of funds responsibilities.

NOW THEREFORE, be it

RESOLVED: The Board of Directors hereby authorizes the President to enter into the release of liability documents attached hereto as Exhibits B and C and to transfer flow of funds responsibilities for the Southeast Project to SCRRA pursuant to the sequence of events outlined in Exhibit A.

Mr. Kirk said this resolution contains documentation finalizing transferring liabilities, responsibilities, and operations from the Southeast Project to SCRRA. He said an agreement has been drafted and approved by MIRA's general counsel with Covanta for a release of liabilities. Mr. Kirk said the flow of funds mechanism and transfer of responsibilities was negotiated and agreed upon some time ago but took some time to be implemented.

Mr. Daley said initially MIRA requested a release of liabilities from all expenses from the Southeast Project. He said as a result there is strong language in the agreement as SCRRA's application to the circumstances are narrow and limited to the transfer of the flow of funds. He said management is comfortable with the language however it does result in more work in determining long term exposure.

Chairman Stein asked if there would be an arrangement with SCRRRA for MIRA to continue to provide support and advice if needed. Mr. Kirk said he does not believe a document is needed however SCRRRA is interested in such a relationship with MIRA.

Ms. Hunt said Covanta has the right to purchase the facility for \$1.000 and Covanta does plan on doing so, although that has not occurred as of yet.

The motion previously made and seconded was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, 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		
Jim Hayden	X		
Scott Shanley	X		
Ad-Hoc			
Bob Painter, CSWS Project	X		

RESOLUTION REGARDING FINAL TRANSFER OF BRIDGEPORT PROJECT FUNDS

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

WHEREAS, on April 26, 2009 the Materials Innovation and Recycling Authority (the “Authority”) formerly the Connecticut Resources Recovery Authority (“CRRA”) Board of Directors (the “Board”) adopted a resolution authorizing the establishment of a Post Project Reserve relating specifically to the former Bridgeport Project; and

WHEREAS, the Bridgeport Project officially ended on December 31, 2008 and the ownership of the Resource Recovery Facility (“RRF”) located in Bridgeport Connecticut was transferred to the Operator of the RRF (the “OPERATOR”) as prescribed in the Bridgeport Project Solid Waste Disposal Agreement; and

WHEREAS, in order to effectively mitigate Bridgeport Project legacy liabilities associated with the RRF, the Project transfer stations, the Project landfills, and other Project related liabilities prior to the RRF’s transfer to the Operator certain funds were deposited into the Bridgeport Post Project Reserve; and

WHEREAS, there are no more quantifiable liabilities for which funds need to be maintained; and **WHEREAS**, as of October 31, 2015, the Bridgeport Post Project Reserve has a remaining balance of \$141,168.86 which can be returned to the Towns; and

WHEREAS, in addition to the Bridgeport Post Project Reserve the Bridge Bridgeport Project has a bank account with funds, as of October 31, 2015, in the amount of \$116.20 which can be returned to the Towns; and

WHEREAS, the Board has previously approved distributions to the Bridgeport Project Towns (the "Towns") based on the Towns' request to use a five and half year weighted average for tonnage commitment payments and tons delivered to the Bridgeport Project by the Towns; and

WHEREAS, the percentage of the relative amounts of acceptable solid waste committed and/or delivered by each Town has been developed to reflect tonnage commitment payments and tons delivered for the five and half year time period beginning July 1, 2004 and ending December 31, 2009; and

WHEREAS, the funds in the Bridgeport Post Project Reserve are the only Bridgeport Project funds remaining with the Authority and once these funds have been distributed the Authority's Bridgeport Project will be completed.

NOW THEREFORE, be it

RESOLVED: That the Bridgeport Post Project Reserve account and the Bridgeport Project bank account be closed and the accounts' funds in the amount of \$141,168.86 and \$116.21 respectively together with applicable interest be distributed to the Bridgeport Project Towns in the percentage values and dollar amounts as follows based upon the tonnage formula previously agreed to by the Towns and the Board:

Town	Total of Tons Committed and Delivered FY2005-2009:	Percentage of Tonnage:	Distribution Amount:
Bethany	\$ 670,087	0.37%	\$ 522.75
Bridgeport	\$ 30,970,725	17.21%	\$ 24,315.16
Darien	\$ 4,665,590	2.59%	\$ 3,659.28
East Haven	\$ 6,257,601	3.48%	\$ 4,916.72
Easton	\$ 1,304,479	0.73%	\$ 1,031.38
Fairfield	\$ 20,380,681	11.32%	\$ 15,993.47
Greenwich	\$ 23,663,500	13.15%	\$ 18,578.99
Milford	\$ 18,135,682	10.08%	\$ 14,241.54
Monroe	\$ 5,114,459	2.84%	\$ 4,012.50
Norwalk	\$ 21,182,496	11.77%	\$ 16,629.25
Orange	\$ 2,718,611	1.51%	\$ 2,133.40
Shelton	\$ 8,437,007	4.69%	\$ 6,626.27
Stratford	\$ 11,557,532	6.42%	\$ 9,070.50
Trumbull	\$ 8,711,097	4.84%	\$ 6,838.20
Weston	\$ 2,297,669	1.28%	\$ 1,808.45
Westport	\$ 8,383,378	4.66%	\$ 6,583.88
Wilton	\$ 3,996,415	2.22%	\$ 3,136.53
Woodbridge	\$ 1,518,867	0.84%	\$ 1,186.79
Total	\$ 179,965,877	100.00%	\$ 141,285.07

Mr. Kirk said this resolution details the final distribution of Bridgeport funds.

The motion previously made and seconded was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Hayden, 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		
Jim Hayden	X		
Scott Shanley	X		
Ad-Hoc			
Bob Painter, CSWS Project			

CONSENSUS REGARDING THE COLLINS BUILDING EMERGENCY PROCUREMENT

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

RESOLVED: That the President is hereby authorized to execute an agreement for installation of a replacement roof at 171 Murphy Rd. (the "Collins Building") with Quality Roofing Services, Inc. substantially as presented and discussed at the meeting.

Mr. Kirk said this item would need eight votes according to MIRA's procurement policy. He said the Collins building has a leaky roof and before sale of leasing options are explored the roof needs to be repaired. Mr. Kirk asked that the Board consider approving this item as an emergency procurement in order to avoid further delay of the repair work as the Collins Building has a flat roof and if there is snow in the next month there could be further delays.

The Board agreed by consensus to approve this item as an emergency procurement with ratification of the resolution at the next meeting.

OS & HR REPORT AND RESOLUTION AUTHORIZING THE COMMITTEE TO DISCUSS AND FINALIZE THE BENEFIT RENEWALS

The Organizational Synergy and Human Resources Committee was granted authority by the Board to discuss and finalize the particulars of the medical benefit renewals with MIRA's incumbent providers for medical, dental, visions, and life insurance benefits. Director Cruz-Aponte was also appointed to the Committee.

The motion made by Director Adams and seconded by Director Shanley was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Hayden, 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		
Jim Hayden	X		
Scott Shanley	X		
Ad-Hoc			
Bob Painter, CSWS Project			

CHAIRMAN'S REPORT

Chairman Stein said he continues lobbying for appointments to the three MIRA Board vacancies and has suggested several candidates to the appointees.

PRESIDENT'S REPORT

Mr. Kirk said that he had approached Commissioner Klee to secure funding for the education program. Commissioner Klee appreciates the effectiveness of the program there does not seem to be a way to secure funding at this time.

Mr. Kirk said all of MIRA's facilities operated within environmental public safety, and public health requirements. He said management completed its repairs which affected interruptible tonnage, which had been turned off since April. He said MIRA has been dealing with electric production issues and noted that wholesale electric prices continue to be poor.

Mr. Kirk said MIRA's plan to move to Rocky Hill, CT continues to be worked on and by the next Board meeting MIRA will be in the midst of the physical move.

Mr. Kirk informed the Board that the track mounted shredder commonly referred to as a "Terminator" caught on fire several weeks ago and may not be salvageable. He said the machine had recently been inspected and management is hopeful that there will be a favorable insurance recovery. He said in the meantime MIRA needs to find a way to either divert the bulky and disposable waste which comes across the scale or procure a similar machine.

Mr. Kirk provided the Board with an overview of the improvements and repairs to Turbine 13. He suggested that the Board consider accessing the Mid-Conn reserve for legacy costs with a target of \$2.3 million in order to undertake long needed repairs.

Mr. Kirk said adjustments were recently made to customer accounts based on deliveries. He said MIRA's private haulers have tonnage commitments which they sometimes fall short of, although MIRA does not typically bill the haulers for the missing waste instead arranging with the haulers to increase deliveries in the following quarter. Mr. Kirk said when a smaller hauler without alternatives to MIRA competitors misses their minimum they are typically permitted to adjust their commitment downward.. He said this quarter MIRA incorrectly provided a hauler a tonnage total as such they under delivered by about 500 tons. Mr. Kirk said MIRA has opted not to charge the hauler for this shortfall as it was MIRA's error.

EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss pending litigation, trade secrets, personnel matters, security matters, pending RFP's and feasibility estimates. The motion was made by Vice-Chairman Barlow and seconded by Director Shanley 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
Christopher Shepard

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

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

The Executive Session began at 11:30 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 12:45 a.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 AUTHORIZING THE PRESIDENT TO AGREE TO A SETTLEMENT

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

RESOLVED: That the President is hereby authorized to agree to settlement with one remaining defendant financial institution in the matter known as CRRA v Lay, et al, subject and pursuant to the approval of the Attorney general, including taking all actions, executing all documents, and doing all other things necessary to accomplish a settlement substantially on the terms discussed at this meeting.

The motion previously made and seconded was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Hayden, 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		
Jim Hayden	X		
Scott Shanley	X		
Ad-Hoc			
Bob Painter, CSWS Project			

ADJOURNMENT

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

The motion previously made and seconded was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Cruz-Aponte, Director Eno, Director Hayden, 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		
Jim Hayden	X		
Scott Shanley	X		
Ad-Hoc			
Bob Painter, CSWS Project			

There being no other business to discuss, the meeting adjourned at 12:46 p.m.

Respectfully Submitted,



Moira Kenney
Assistant HR Manager/Board Administrator

TAB 2

TAB 3

**RESOLUTION REGARDING RATIFICATION OF EMERGENCY
PROCUREMENT CONTRACT**

RESOLVED: That the MIRA Board of Directors ratifies the Emergency Procurement as substantially presented and discussed at this meeting.

Emergency Procurement Contract

November 20, 2015

The following written evidence is being provided to the Board for ratification pursuant to Sections 2.2.12 and 5.10 of the MIRA Procurement Policy.

2.2.12 “Emergency Situation”

“Emergency Situation” shall mean a situation whereby purchases are needed to remedy a situation that creates a threat to public health, welfare, safety or critical governmental or MIRA service or function. The existence of such a situation creates an immediate and serious need that cannot be met through the normal procurement methods and the lack of which would seriously threaten: (i) the health or safety of any person; (ii) the preservation or protection of property; (iii) the imminent and serious threat to the environment; or (iv) the functioning of MIRA. Any such situation shall be documented with written evidence of said situation.

5.10 Emergency Procurements

In the event of an Emergency Situation as defined herein, the procedures for pre-approval of Contracts in these Policies and Procedures by the Board do not apply. When the President, Chairman, or designee determines that an Emergency Situation has occurred, the President, Chairman, or their designee is authorized to enter into a Contract under either a competitive or sole source basis, in such amount and of such duration as the President, Chairman, or their designee determines shall be necessary to eliminate the Emergency Situation. Such Emergency Situation contract(s), with written evidence of said Emergency Situation, shall be presented to the Board for ratification as soon as practicable following the execution of the Contract. The Board shall ratify such emergency Contract unless it is determined that under no circumstances would a reasonable person believe that an Emergency Situation existed.

Emergency Procurement

<u>Date</u>	<u>Description</u>	<u>Contract Value</u>	<u>Vendor</u>
11/20/2015	FY – 2016. Replacement of the roof on the Collins Building, located at 171 Murphy Road. See attached memo dated 11/20/2015.	\$217,800.00	Quality Roofing Services, Inc.

Memorandum

To: Thomas D. Kirk, MIRA President
From: Peter W. Egan, Director of Operations & Environmental Affairs
Date: 11/20/2015
Re: Replacement of Collins Building Roof

This is to request authorization for an emergency procurement in order to immediately proceed with execution of a contract to replace the roof at MIRA's "Collins Building" located at 171 Murphy Road in Hartford.

Because the roof is in a significantly deteriorated condition, because time is of the essence due to potentially inclement winter weather conditions that could potentially delay the roof replacement project until the spring (which could result in further detrimental deterioration of the existing roof structure making the building unsafe for use), and moreover because MIRA intends to shortly undertake a professional appraisal of the building so that it can be evaluated for possible sale, it is prudent and necessary that MIRA immediately move ahead to contract with Quality Roofing Services, Inc. for replacement of the roof.

MIRA underwent a public solicitation to identify a roofing contractor for this project. The RFP process resulted in nine bids, and MIRA management presented a recommendation to its Board of Directors at its November 19, 2015 meeting that MIRA proceed to contract with the qualified low bidder, Quality Roofing Services, Inc., for a contract price of \$217,800.00.

MIRA's Board of Directors reviewed management's recommendation at its November 19, 2015 meeting, and, during discussion of this matter, those present at the meeting agreed unanimously that MIRA should contract with the recommended vendor for this service. The Board of Directors was unable to formally approve the resolution at this meeting due to the absence of one board member (its eighth member). You advised the Board that you intended to proceed to contract with Quality Roofing Services, Inc., pursuant to the Emergency Procurement provision in MIRA's Procurement Policies and Procedures. The Board concurred with this plan.

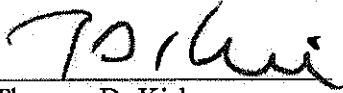
MIRA will execute the contract with the preferred bidder, Quality Roofing Services, Inc., pursuant to Section 3.1.2.1 of MIRA's Procurement Policies & Procedures, which governs "Emergency Situations."

November 20, 2015

This procurement will be brought to the Board of Directors to be ratified at its December 2015 meeting in accordance with Section 3.1.2.1 of MIRA's Procurement Policies & Procedures, which governs "Emergency Situations."

Please indicate your approval of this \$217,800 expenditure by signing below.

Thank you.

A handwritten signature in black ink, appearing to read "T. Kirk", written over a horizontal line.

Thomas D. Kirk
President, Duly Authorized