

Policies & Procurement Committee
Dec. 1, 2016
Regular Meeting Draft Minutes

Members Present: Chairman Donald Stein (present by telephone)
Committee Chairman John Adams
Vice-Chairman Richard Barlow
Ralph Eno (present by telephone)
Patricia Widlitz

MIRA Staff Present: Tom Kirk, President
Mark Daley, Chief Financial Officer
Peter Egan, Director of Operations and Environmental affairs
Laurie Hunt, Esq., Director of Legal Services
Tom Gaffey, Director of Recycling & Enforcement
Roger Guzowski, Procurement Manager
Virginia Raymond, Operations Manager
Chris Shepard, Environmental Compliance Manager
Moira Kenney, Assistant HR Manager/Board Administrator

Others Present: John Pizzimenti, USA Hauling

Committee Chairman Adams called the meeting to order at 11:00 a.m. and noted that a quorum was present.

1. PUBLIC COMMENT

Ed Spinella, Esq. addressed the Committee with some concerns regarding the inclusion of public comment on the Committee and Board agendas as well as the terminology of the Executive Session on the agendas.

2. APPROVAL OF MINUTES OF THE OCT. 13, 2016 REGULAR MEETING

Committee Chairman Adams requested a motion to accept the minutes of the Regular Oct. 13, 2016, Policies & Procurement Committee meeting. The motion to approve the minutes was made by Vice-Chairman Barlow and seconded by Director Widlitz.

The motion to approve the minutes was approved by roll call. Chairman Stein abstained.

3. REVIEW OF THE MIRA SPOT WASTE STUDY CONDUCTED BY HDR

Mr. Kirk said the spot waste study was undertaken in an effort to ensure MIRA's efforts to solicit and procure spot waste are done with maximum transparency, to provide the most information possible to the public, to maximize efforts to reach all prospective customers, and is efficient while still bringing in the highest possible price while providing the flexibility to keep the plant full. He said

the MIRA Board provided management with the direction to undertake this study using an independent consultant. Mr. Kirk said the bid process resulted in three bidders, out of which, HDR was selected. He explained they spent about two months looking into this process at roughly a \$20,000 cost.

Mr. Kirk said the report is thorough and well done and draws several important conclusions, the most important being that HDR found no evidence of ethical or procedural violations. He said in addition HDR provided several recommendations to further improve MIRA's reach to a wider solicitation audience.

Mr. Egan distributed a handout from management analyzing the HDR findings and recommendations. The Committee undertook a substantive discussion on the overview.

Vice-Chairman Barlow recommended that the Committee recommend the report as provided. He said with regard to the HDR recommendations he would suggest that items 1, 2, 3, and 4 be approved, and concerning the matter of Item 5 that management review those and see that MIRA acknowledge it has procedures for forecasting and ask that staff try to review those and make any needed formal changes to that process. He said with regards to Item 6 that MIRA consider asking staff to modify the bid procedure for shipments to the transfer station for non-transfer deliveries, with regard to Item 7 that MIRA does not accept the recommendations from HDR, and finally concerning Item 8 that MIRA accept and acknowledge that recommendation.

Mr. Kirk said with regard to Item 9, MIRA has procedure in place as to how waste is accepted. He said the goal is to take in as many long term customers as possible, starting with municipalities. Vice-Chairman Barlow asked that Mr. Kirk come back to the Committee with any recommendations after exploring the possible need for executing a separate process for acting on bids received from the existing process. He asked that in addition Mr. Kirk provide any recommendations on spot market forecasting, and finally any other recommendations on the flexibility needed to undertake the spot waste process. Vice-Chairman Barlow stated that he did not think this is the type of procedure which can be cast in stone and suggested changing the wording in order to provide that flexibility.

Vice-Chairman Barlow asked that Mr. Kirk provide the full Committee with a recommendation concerning the HDR report as well as the auditor's report on the spot waste process. He stated that he would like recommendations from Mr. Kirk about having an independent determination analysis of bids from the team which is making the analysis as to whether there needs to be a separate process (from the existing process) which makes recommendations to the President. The Committee agreed by consensus to support this recommendation.

4. DISCUSSION OF PROPOSED REVISIONS TO THE AUTHORITY'S BYLAWS

Mr. Kirk said these revisions will allow for MIRA to incorporate the changes that SB 1497 made to the mission and scope of MIRA's responsibilities. He said the changes will reflect the new statutory reality.

Director Adams if there are any requirements or law subject to public comment at Board and Committee meetings. Ms. Hunt replied not to her knowledge. Vice-Chairman Barlow said that he is comfortable entertaining public comment at special meetings. Ms. Hunt said she could make that

change to MIRA's telephone policy. Vice-Chairman Barlow said he did not feel the by-laws were the place to address the Executive Session wording, but more of a procedural issue. He said an expanded definition can certainly be provided when possible.

Ms. Hunt said that she has proposed that the Committee meeting minutes be simplified as they are extremely time consuming for the Board Secretary to produce. Mr. Kirk said the more detailed ~~minutesets~~ will be utilized for the Board meetings; however the Committee minutes will reflect summaries, ~~and the~~ basic motions and substantive information.

Vice-Chairman Barlow said minutes should not be verbatim transcriptions. He said it was his feeling that a particular item should be reduced to just the action and a summary ~~with noting~~ "the committee deliberated". Director Widlitz said that she has just gone through this at the Legislative level and it was determined that the minutes were restricted to action items while the discussion was a separate item referred to as notes. Director Eno noted that when Committee decisions are presented to the full Board for action that would be an appropriate time to present the Committee's deliberations. He said there is a comprehensive list of documentation for any Board action taken already in place.

The Committee reviewed the suggested edits provided by Ms. Hunt. They agreed she would make edits based on their suggestions and bring the final product back to the Committee next month.

5. **INFORMATIONAL**

Chairman Adams said the Informational material had been thoroughly reviewed.

6. **EXECUTIVE SESSION**

Committee Chairman Adams requested a motion to enter into Executive Session to discuss potential litigation and pending RFP responses. The motion made by Director Eno and seconded by Director Widlitz was approved unanimously. Committee 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
Roger Guzowski
Virginia Raymond (~~for a portion~~)
Chris Shepard (~~for a portion~~)

The Executive Session commenced at 12:15 p.m.

The meeting was reconvened at 1:14 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. Committee Chairman Adams noted that no votes were taken.

7. **ADJOURNMENT**

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

The meeting was adjourned at 1:15 p.m.

Respectfully submitted,

Moira Kenney
Assistant HR Manager/Board Administrator