

**MATERIALS INNOVATION AND RECYCLING AUTHORITY**

**FOUR HUNDRED AND SIXTY-SECOND**

**APRIL 20, 2017**

A regular meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thurs. Apr. 20, 2017, in the Board Room at 200 Corporate Place, Suite 202, Rocky Hill, CT 06067. Those present were:

Directors: Chairman Don Stein  
Vice-Chairman Dick Barlow  
John Adams  
Ralph Eno  
Jim Hayden  
Bob Painter  
Scott Shanley  
Patricia Widlitz

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  
Thomas Gaffey, Director of Recycling and Enforcement  
Laurie Hunt, Director of Legal Services  
Moira Kenney, Assistant HR Manager/Board Administrator

Others Present: Ann Catino, Esq., Peggy Diaz, CT DEEP; and John Pizzimenti, USA Hauling.

Chairman Stein called the meeting to order at 9:30 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.

Peggy Diaz said the CT DEEP had released the procurement on March 30, 2017. She said it is posted on the website and DEEP is still working on the contract principals which will be released to the bidders shortly. Ms. Diaz said the CT DEEP is working on setting up a meeting with Hartford and the bids are scheduled to come in during July.

**APPROVAL OF THE MARCH 23, 2017 MEETING MINUTES**

Chairman Stein requested a motion to approve the corrected minutes of the March 23, 2017, Board Meeting. Director Adams made the motion which was seconded by Director Eno.

The motion to approve the minutes as amended was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Hayden, Director Painter, Director Shanley, and Director Widlitz voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

**RESOLUTION REGARDING REVISIONS TO THE CONNECTICUT SOLID WASTE SYSTEM PERMITTING DISPOSAL & BILLING PROCEDURES**

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

**RESOLVED:** That the Board of Directors hereby approves amendments to the CONNECTICUT SOLID WASTE SYSTEM PERMITTING, DISPOSAL AND BILLING PROCEDURES, as presented and discussed at this meeting.

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

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

**RESOLUTION REGARDING SPOT WASTE DELIVERIES**

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

**RESOLVED:** That the President is hereby authorized to select Spot Waste delivery offers that are responsive to the needs of the CSWS resources recovery facility during a Fuel Shortage

Period in accordance with Internal Management Procedure No. 140 to ensure the desired optimal operation of the facility, substantially as discussed and presented at this meeting and;

**FURTHER RESOLVED:** that the President is authorized to select a Spot Waste delivery offer from John’s Refuse and Recycling LLC for delivery of MSW to the CSWS Resources Recovery Facility and;

**FURTHER RESOLVED:** that the President is authorized to select a Spot Waste delivery offer from AJ Waste Systems LLC for delivery of MSW to the CSWS Resources Recovery Facility and;

**FURTHER RESOLVED:** that the President is authorized to select a Spot Waste delivery offer from CWPM LLC for delivery of MSW to the CSWS Resources Recovery Facility and;

**FURTHER RESOLVED:** that the President is authorized to select a Spot Waste delivery offer from Patterson Enterprises LLC for delivery of MSW to the CSWS Resources Recovery Facility and;

**FURTHER RESOLVED:** that the President is authorized to select a Spot Waste delivery offer from Covanta Projects of Wallingford LLC for delivery of MSW to the CSWS Resources Recovery Facility and;

**FURTHER RESOLVED:** that the President is authorized to select a Spot Waste delivery offer from All American Waste LLC for delivery of MSW to the CSWS Resources Recovery Facility.

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, Director Shanley, and Director Widlitz voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

**RESOLUTION REGARDING THREE YEAR LEGAL SERVICES AGREEMENTS**

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

**RESOLVED:** The President is hereby authorized to execute, deliver, and perform on behalf of the Authority, Legal Services Agreements as were substantially set forth in the Request for Qualifications dated January dated January 30, 2017, for a period of three years commencing on July 1, 2017, and terminating on June 30, 2020, with the law firms listed below. Except for the General Counsel position, all counsel positions will be “on call”.

The motion previously made and seconded to approve the resolution above as amended was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Hayden, Director Painter, Director Shanley and Director Widlitz voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

**RESOLUTION REGARDING REPEAL OF THE AUTHORITY’S TELEPHONIC MEETING POLICY AND PROCEDURE**

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

**RESOLVED:** That the Board hereby repeals in its entirety the Authority’s Telephonic Meeting Policy and Procedure.

The motion previously made and seconded to approve the resolution above as amended was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Hayden, Director Painter, Director Shanley, and Director Widlitz voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

**RESOLUTION REGARDING INCREASING FY 2017 AUTHORIZED DISTRIBUTIONS TO THE TIP FEE STABILIZATION FUND**

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

**WHEREAS:** The Materials Innovation and Recycling Authority (“Authority”) adopted its Fiscal Year 2017 Operating and Capital Budgets for the Property Division at its November 19, 2015 meeting; and

**WHEREAS,** The resolution adopting such Property Division budgets authorized management to disburse Property Division receipts remaining within the Property Division Clearing Account (after executing required disbursements to the Property Division Operating and Improvement Funds) directly to the CSWS Tip Fee Stabilization Fund in lieu of the Property Division general Fund which disbursements were not to exceed three million dollars without further Board authorization (“Maximum Disbursements”); and

**WHEREAS,** The Authority has experienced production and pricing challenges within the CSWS Resource Recovery Facility throughout Fiscal Year 2017 resulting in significant revenue budget shortfalls and necessitating an increase in such Maximum Disbursement.

**NOW THEREFORE,** be it

**RESOLVED:** That the maximum Disbursement of net Property Division receipts of three million dollars established in the Authority’s November 19, 2015 resolution attached hereto as Exhibit A is hereby increased to a maximum of four million dollars.

The motion previously made and seconded to approve the resolution above as amended was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Hayden, Director Painter, Director Shanley, and Director Widlitz voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

**MOTION TO ADD AN ITEM TO THE AGENDA**

Chairman Stein requested a motion to add an item to the agenda concerning the Southeast Project Closure Reserve. The motion was made by Director Shanley and seconded by Director Hayden.

The motion previously made and seconded to approve the resolution above as amended was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Hayden, Director Painter, Director Shanley, and Director Widlitz voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

**RESOLUTION AUTHORIZING DISTRIBUTION OF CERTAIN FUNDS FROM THE SOUTHEAST PROJECT CLOSURE RESERVE TO THE SOUTHEASTERN REGIONAL RESOURCE RECOVERY AUTHORITY**

Chairman Stein requested a motion on the above referenced item. The motion was originally made by Director Adams and seconded by Director Eno.

**WHEREAS**, by resolution adopted at its September 22, 2016 meeting, this Board authorized the release of funds available in the Southeast Project Closure Reserve (the “Reserve”) (minus \$100,000 for remaining accrued expenses and ongoing liabilities) to SCRRRA upon the execution of agreements containing specified terms and conditions with SCRRRA and Covanta, and SCRRRA’s provision of certain documents related to the Montville landfill; and

**WHEREAS**, SCRRRA has provided the said landfill-related documents, but the required agreements, though fully negotiated by the parties, have not been executed; and

**WHEREAS**, MIRA and SCRRRA personnel have met and discussed potential alternatives to the conditions previously agreed upon;

**NOW THEREFORE**, it is hereby

**RESOLVED**: That upon receipt by MIRA of the following:

- SCRRRA agreement to the transfer of \$405,639.29 from the Southeast Project Post Project Reserve funds to MIRA for MIRA’s own use, in lieu of any further MIRA capacity and inspection rights at the Preston facility;
- SCRRRA release and indemnification of MIRA substantially in the form previously negotiated; and
- Covanta release of MIRA substantially in the form previously negotiated;

Management is authorized to distribute to SCRRRA all Reserve funds remaining following the transfer to MIRA referenced above, less \$100,000.

**FURTHER RESOLVED**: Management shall transfer such \$405,639.29 to the CSWS RISK FUND.

After some discussion the Board agreed to amend the resolution to contain a deadline for the requirements to be met by Covanta and SCRRRA.

**AMENDMENT TO THE MOTION**

Chairman Stein requested an amendment on the resolution discussed above. The amendment was made by Vice-Chairman Barlow and seconded by Director Shanley.

Vice-Chairman Barlow asked that Covanta and SCRRRA execute their requirements under the agreement by June 30, 2017, or the resolution would be null and void.

The motion previously made and seconded to approve the resolution above as amended was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Hayden, Director Shanley, and Director Widlitz, voted yes. Director Painter voted no.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter		X	
Scott Shanley	X		
Patricia Widlitz	X		

**VOTE ON THE RESOLUTION AUTHORIZING DISTRIBUTION OF CERTAIN FUNDS FROM THE SOUTHEAST PROJECT CLOSURE RESERVE TO THE SOUTHEASTERN REGIONAL RESOURCE RECOVERY AUTHORITY AS AMENDED**

Chairman Stein requested a motion on the above referenced item as amended. The motion was originally made by Director Adams and seconded by Director Eno.

**WHEREAS**, by resolution adopted at its September 22, 2016 meeting, this Board authorized the release of funds available in the Southeast Project Closure Reserve (the “Reserve”) (minus \$100,000 for remaining accrued expenses and ongoing liabilities) to SCRRRA upon the execution of agreements containing specified terms and conditions with SCRRRA and Covanta, and SCRRRA’s provision of certain documents related to the Montville landfill; and

**WHEREAS**, SCRRRA has provided the said landfill-related documents, but the required agreements, though fully negotiated by the parties, have not been executed; and

**WHEREAS**, MIRA and SCRRRA personnel have met and discussed potential alternatives to the conditions previously agreed upon;

**NOW THEREFORE**, it is hereby

**RESOLVED:** That upon receipt by MIRA of the following:

- SCRRRA agreement to the transfer of \$405,639.29 from the Southeast Project Post Project Reserve funds to MIRA for MIRA’s own use, in lieu of any further MIRA capacity and inspection rights at the Preston facility;
- SCRRRA release and indemnification of MIRA substantially in the form previously negotiated; and
- Covanta release of MIRA substantially in the form previously negotiated;

Management is authorized to distribute to SCRRRA all Reserve funds remaining following the transfer to MIRA referenced above, less \$100,000.

**FURTHER RESOLVED:** Management shall transfer such \$405,639.29 to the CSWS RISK FUND.

\*Covanta and SCRRRA must execute their requirements under the agreement by June 30, 2017 or the resolution will be null and void.

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, Director Shanley, and Director Widlitz voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

**EXECUTIVE SESSION**

Chairman Stein requested a motion to enter into Executive Session to discuss pending litigation. The motion was made by Director Shanley 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 previously made and seconded was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Eno, Director Hayden, Director Painter, Director Shanley, and Director Widlitz voted yes.



<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

The Executive Session began at 11:00 a.m. and concluded at 12:20 p.m. Chairman Stein noted that no votes were taken in Executive Session.

The meeting was reconvened at 12:20 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.

**ADJOURNMENT**

Chairman Stein requested a motion to adjourn the meeting. The motion to adjourn was made by Director Shanley seconded by Director Hayden 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 Painter, Director Shanley, and Director Widlitz voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Jim Hayden	X		
Bob Painter	X		
Scott Shanley	X		
Patricia Widlitz	X		

There being no other business to discuss, the meeting adjourned at 12:20 p.m.

Respectfully Submitted,

Moira Kenney  
Assistant HR Manager/Board Administrator