

**MATERIALS INNOVATION AND RECYCLING AUTHORITY**

**FOUR HUNDRED AND SEVENTY-SIX**

**NOVEMBER 16, 2017**

A regular meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Thursday, November 16, 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  
Jim Hayden  
Bob Painter  
Scott Shanley (present from 9:45 a.m.)  
Patricia Widlitz  
Lizz Milardo (present by telephone from 10:55 a.m.)

Present from MIRA:

Tom Kirk, President  
Mark Daley, Chief Financial Officer  
Laurie Hunt, Director of Legal Services  
Peter Egan, Director of Operations and Environmental Affairs  
Jeffrey Duvall, Director of Budgets & Forecasting  
Thomas Edstrom, Risk Manager  
Thomas Gaffey, Director of Recycling & Enforcement  
Tina Mateo, Assistant Director of Budgets and Cash Management  
David Bodendorf, Senior Environmental Engineer  
Christopher Shepard, Environmental Compliance Manager  
Kanchan Arora, General Accountant/Board Administrator

Public Present:

Ann Catino, Esq.,  
John Pizzimenti, USA Hauling,

Chairman Stein called the meeting to order at 9:46 a.m. and said that 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. As there were no members of the public who wished to address the Board the meeting commenced.

**APPROVAL OF THE OCTOBER 19, 2017 BOARD MEETING MINUTES**

Chairman Stein requested a motion to approve the minutes of the October 19, 2017, Board meeting. Director Adams made the motion which was seconded by Director Hayden.

The motion to approve the minutes was approved. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Hayden, Director Widlitz and Director Painter voted yes.

| <b>Directors</b>     | <b>Aye</b> | <b>Nay</b> | <b>Abstain</b> |
|----------------------|------------|------------|----------------|
| Chairman Stein       | X          |            |                |
| Vice Chairman Barlow | X          |            |                |
| John Adams           | X          |            |                |
| Jim Hayden           | X          |            |                |
| Bob Painter          | X          |            |                |
| Pat Widlitz          | X          |            |                |

**RESOLUTION FOR THE MATERIALS INNOVATION AND RECYCLING AUTHORITY BOARD OF DIRECTORS REGARDING ADOPTION OF THE FISCAL YEAR 2019 AUTHORITY BUDGET**

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

**WHEREAS**, The Materials Innovation and Recycling Authority (MIRA) is contractually obligated to adopt disposal fees for its Connecticut Solid Waste System (CSWS) participating towns on or before February 28, 2018, which fees will apply during MIRA’s fiscal year 2019 which begins July 1, 2018 and ends June 30, 2019; and

**WHEREAS**, such disposal fees are to reflect the net cost of operation of the CSWS as defined in the Municipal Service Agreements between CSWS participating towns and MIRA, which net cost of operation includes a properly allocable share of MIRA’s general administrative expenses commonly known as the “Authority Budget”; and

**WHEREAS**, in order for MIRA to progress timely with the evaluation and establishment of disposal fees for the CSWS it is necessary for MIRA to adopt the Authority Budget for fiscal year 2019 at this time including the budget for personnel and non-personnel services that comprise MIRA’s general administrative expenses and the amounts thereof that are properly allocable to MIRA projects and divisions that will be active during fiscal year 2019 including:

1. Connecticut Solid Waste System (CSWS)
2. Property Division
3. Landfill Division

**NOW THEREFORE, be it**

**RESOLVED:** That the fiscal year 2019 Materials Innovation and Recycling Authority Proposed Total Personnel Services Budget and Proposed Authority Budget attached hereto as Exhibit A be adopted substantially in the form as presented and discussed at this meeting; and

**FURTHER RESOLVED:** That such operating budgets remain subject to modification by the Board of Directors through final adoption of the FY 2019 operating and capital budget for the CSWS.

Mr. Daley informed the Board that MIRA has completed the proposed Authority Budget for Fiscal Year 2019 with reviews from the OS & HR and the Finance Committees. The Authority Budget will be held open through the process until the FY 19 Tip Fee is adopted in February 2018. The FY 2019 total proposed Personnel Services budget is \$4,500,781 which is a 2.2% reduction from FY 2018 adopted budget. The proposed budget funds a total of 34 positions. The proposed budget includes Unassigned MPA Adjustments equal to the FY 2018 budget. In addition, Health and Welfare Benefit costs are budgeted based on current actual premiums and employee cost shares resulting from the CY 2017 open enrollment and a 15% increase has been applied for the premiums to be effective during FY 2019 pending further analysis. Employee contributions are assumed to be unchanged, until further evaluation.

MIRA will be funding a 50% annual contribution to employee health savings accounts. The maximum contribution has been increased to current limits. MIRA’s total burden is at 36%; no allocation to Resource Rediscovery has been made in the Authority Budget. The total proposed Authority Budget for FY 2019 is \$3,376,654, which represents a 6.5% decrease from FY 2017 actual expenses and a 5.0% decrease from the FY 2018 budget.

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

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

**ORGANIZATIONAL SYNERGY AND HUMAN RESOURCES COMMITTEE REPORT**

Director Hayden said the Committee had an organizational review meeting a couple of days ago. We received detail information on health insurance programs, and we are doing further analysis to find the best fit. MIRA is aware that there might be a 15% increase in health insurance cost. MIRA will report further details at our next meeting; no action was taken yet.

**EXECUTIVE SESSION**

Chairman Stein requested a motion to enter into Executive Session to discuss pending litigation, pending RFP’S, and feasibility estimates and evaluations. The motion was made by Director Painter and seconded by Director Hayden.

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

- Tom Kirk
- Mark Daley
- Peter Egan
- Laurie Hunt
- Ann Catino, Esq.,

The motion was approved unanimously. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Hayden, Director Painter, and Director Shanley, voted yes.

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

The Executive Session began at 10:02 a.m. and concluded at 10:58 a.m. Chairman Stein noted that no votes were taken in Executive Session.

The meeting was reconvened at 10:58 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.

**REVIEW AND RECOMMEND RESOLUTION REGARDING AN ACCESS EASEMENT AGREEMENT WITH THE CITY OF HARTFORD ASSOCIATED WITH MIRA’S SOUTH MEADOWS PROPERTY.**

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

**RESOLVED:** That the President is hereby authorized to execute an Easement Agreement with Comcast, granting to Comcast an easement across a portion of the MIRA South Meadow Station site, substantially as presented and discussed at this meeting.

Mr. Egan said the purchase price is \$15,900 plus additional expense which brings the total that MIRA will receive from Comcast to \$23,000.

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

| <b>Directors</b>     | <b>Aye</b> | <b>Nay</b> | <b>Abstain</b> |
|----------------------|------------|------------|----------------|
| Chairman Stein       | X          |            |                |
| Vice-Chairman Barlow | X          |            |                |
| John Adams           | X          |            |                |
| Jim Hayden           | X          |            |                |
| Bob Painter          | X          |            |                |
| Lizz Milardo         | X          |            |                |
| Pat Widlitz          | X          |            |                |
| Scott Shanley        | X          |            |                |

**RESOLUTION REGARDING AMENDED AND RESTATED OPTION AGREEMENT FOR SOLAR ENERGY SYSTEM LEASE AND GROUND LEASE FOR SOLAR ENERGY SYSTEM WITH USS SHELTON SOLAR, LLC**

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

**WHEREAS**, at its August 30, 2016 meeting, MIRA’s Board of Directors authorized its President to enter into an option agreement and a ground lease with United States Solar Corporation (“US Solar”) for the purposes of partnering with it to bid into a CT DEEP RFP for the development of a Shared Clean Energy project on MIRA’s Shelton Landfill. The Option Agreement was executed August 30, 2016; and

**WHEREAS**, on June 28, 2017, CT DEEP issued a Final Determination that it had selected the proposal submitted by US Solar to develop a solar photovoltaic electricity generating system, on the MIRA Shelton Landfill; and

**WHEREAS**, in August 2017, MIRA received a request from US Solar to negotiate an Amended and Restated Option Agreement and a Ground Lease; and

**WHEREAS**, MIRA has learned that the counterparty to both agreements would not be US Solar, as approved by the MIRA Board, but USS Shelton Solar, LLC (“USS”), a special purpose entity established by US Solar to develop and construct the project.

**NOW, THEREFORE, BE IT:**

**RESOLVED:** That the Board of Directors authorizes the President to enter into an Amended and Restated Option Agreement for Solar Energy System Ground Lease with USS substantially as presented and discussed at this meeting; and

**FURTHER RESOLVED:** In the event USS exercises it's Option, that the Board of Directors authorizes the President to enter into a Ground Lease for Solar Energy System substantially as presented and discussed at this meeting.

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

| <b>Directors</b>     | <b>Aye</b> | <b>Nay</b> | <b>Abstain</b> |
|----------------------|------------|------------|----------------|
| Chairman Stein       | <b>X</b>   |            |                |
| Vice-Chairman Barlow | <b>X</b>   |            |                |
| John Adams           | <b>X</b>   |            |                |
| Jim Hayden           | <b>X</b>   |            |                |
| Bob Painter          | <b>X</b>   |            |                |
| Lizz Milardo         | <b>X</b>   |            |                |
| Pat Widlitz          | <b>X</b>   |            |                |
| Scott Shanley        | <b>X</b>   |            |                |

**RESOLUTION REGARDING MARKET DRIVEN PURCHASES AND AGREEMENTS FOR THE DIVERSION OF MUNICIPAL SOLID WASTE FROM MIRA'S CONNECTICUT SOLID WASTE SYSTEM**

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

**WHEREAS:** From time-to-time MIRA must divert waste from the CSWS due to elevated MSW inventory levels at the CSWS Resource Recovery Facility (RRF) that may occur from time to time; Now Therefore, be it

**RESOLVED:** that the President is authorized to enter into a market driven purchase of capacity with Murphy Road Recycling, LLC for transportation and disposal of MSW from the CSWS Waste Processing Facility (WPF) to Waste Management's Chicopee, Massachusetts landfill, and;

**FURTHER RESOLVED:** that the President is authorized to enter into a market driven purchase of capacity with Murphy Road Recycling, LLC for disposal of MSW from the CSWS Waste Processing Facility and the Town of Bloomfield at their Babylon Transfer Station located in Suffield, CT, and;

**FURTHER RESOLVED:** that the President is authorized to enter into a market driven purchase of capacity with Murphy Road Recycling, LLC for disposal of Non-Processible Waste from the City of East Hartford at their transfer station located in Hartford, CT, and;

**FURTHER RESOLVED:** that the President is authorized to enter into a market driven purchase of capacity with Murphy Road Recycling, LLC for disposal of residue generated from the CSWS Recycling Facility to their transfer station located in Hartford, CT, substantially as discussed and presented at this meeting.

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

| <b>Directors</b>     | <b>Aye</b> | <b>Nay</b> | <b>Abstain</b> |
|----------------------|------------|------------|----------------|
| Chairman Stein       | X          |            |                |
| Vice-Chairman Barlow | X          |            |                |
| John Adams           | X          |            |                |
| Jim Hayden           | X          |            |                |
| Bob Painter          | X          |            |                |
| Lizz Milardo         | X          |            |                |
| Pat Widlitz          | X          |            |                |
| Scott Shanley        | X          |            |                |

**EXECUTIVE SESSION**

Chairman Stein requested a motion to enter into Executive Session to discuss pending litigation, pending RFP’S, and feasibility estimates and evaluations. The motion was made by Director Adams and seconded by Director Barlow.

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

- Tom Kirk
- Mark Daley
- Peter Egan
- Laurie Hunt
- Ann Catino, Esq.,

The motion was approved unanimously. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Hayden, Director Painter, DirectorWidlitz, and Director Shanley, voted yes.

| <b>Directors</b> | <b>Aye</b> | <b>Nay</b> | <b>Abstain</b> |
|------------------|------------|------------|----------------|
|                  |            |            |                |

|                      |   |  |  |
|----------------------|---|--|--|
| Chairman Stein       | X |  |  |
| Vice-Chairman Barlow | X |  |  |
| John Adams           | X |  |  |
| Jim Hayden           | X |  |  |
| Bob Painter          | X |  |  |
| Pat Widlitz          | X |  |  |
| Scott Shanley        | X |  |  |

The Executive Session began at 11:15 a.m. and concluded at 1:05 p.m. Chairman Stein noted that no votes were taken in Executive Session.

The meeting was reconvened at 1:07 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 Vice President Barlow and seconded by Director Adams.

The motion to adjourn was approved unanimously by Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Hayden, Director Painter, Director Widlitz, and Director Shanley.

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

There being no other business to discuss, the meeting adjourned at 1:07 p.m.

Respectfully Submitted,

Kanchan Arora  
General Accountant/Board Administrator