

Policies & Procurement Committee
November 2, 2017
Regular Telephonic Meeting Draft Minutes

Members Present: Committee Chairman John Adams (present via telephone)
Richard Barlow (in person)
Patricia Widlitz (present via telephone)

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
Thomas Gaffey, Enforcement/Recycling Director
Roger Guzowski, Procurement Manager
David Bodendorf, Senior Environmental Engineer
Christopher Shepard, Environmental Compliance Manager
Kanchan Arora, General Accountant/Board Administrator

Others Present: John Pizzimenti, USA Hauling

Committee Chairman Adams called the meeting to order at 11:01 a.m. and noted that a quorum was present.

1. PUBLIC COMMENT

Committee Chairman Adams said the agenda allowed for a public portion in which the Committee would accept written testimony and allow individuals to speak for a limit of three minutes. As there was no one present who wished to address the Committee the regular meeting commenced.

2. APPROVAL OF MINUTES OF THE OCTOBER 5, 2017, REGULAR MEETING

Committee Chairman Adams requested a motion to accept the minutes of the Regular October 5, 2017, Policies and Procurement Committee meeting. The motion to approve the minutes was made by Director Barlow and seconded by Director Widlitz.

The motion to approve the minutes was approved.

3. REVIEW AND RECOMMEND RESOLUTION REGARDING AN ACCESS EASEMENT AGREEMENT WITH COMCAST ASSOCIATED WITH MIRA'S SOUTH MEADOWS PROPERTY.

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

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 it's an interest in land that was recently discovered which had never been recorded on the land records. In order to have a complete verification report for submittal to the DEEP with regard to the Transfer Act, MIRA has to record an easement on the land records and have it subordinated to the Environmental Land Use Restrictions. MIRA will receive compensation for use of the property as well as for the cost of our efforts: recording fees, surveying cost and legal fees. Mr. Egan informed the Board that Chris Shepard can provide further details.

Director Widlitz said that these easements not recorded on the land record are popping up, and asked whether we have regular review and if everything is being recorded. Mr. Shepard responded that yes, there is a summary form which is part of the ELUR package and at this point MIRA believes we have everything that is recorded and things not recorded.

Director Adams asked whether Comcast's conduit enters the ground or simply goes over the Bridge. Mr. Shepard responded that it is an underground conduit with wires in it so it comes onto the site underground through Reserve Road and leaves the site underground and then it comes up on the next bridge pier across the river which is off MIRA's property.

Director Barlow asked what the value of the compensation is. Mr. Egan responded \$22,733 of which \$15,900 is the purchase price, the value of which is based on a prior easement payment by another easement holder.

The motion previously made and seconded was approved.

4. **REVIEW AND RECOMMEND RESOLUTION REGARDING AN OPTION AGREEMENT ASSOCIATED WITH SOLAR DEVELOPMENT AT THE SHELTON LANDFILL.**

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

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 its 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.

Mr. Kirk said the Board has addressed this particular issue in the past; however MIRA is asking the Board to readdress it due to a request by our counter party. 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.

Mr. Bodendorf added that approval is requested not only for option agreement but also for the subsequent ground lease if the developer executes the option.

Director Barlow asked if MIRA was to no longer exist where the payments would go. Mrs. Hunt informed the Board the agreement provides that payment would go to MIRA’s successor or assignee; if MIRA were dissolved, it would go to the State of Connecticut.

The motion previously made and seconded was approved.

5. **REVIEW AND RECOMMEND RESOLUTION REGARDING MARKET DRIVEN PURCHASES OF SOLID WASTE DISPOSAL CAPACITY ASSOCIATED WITH DIVERSION OF MUNICIPAL SOLID WASTE FROM MIRA’S CSWS.**

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

Mr. Kirk informed the Board that this resolution is to authorize market driven purchases of transportation and disposal of bypass waste that can't be processed in the facility due to elevated inventory. There have been some changes in supply and demand in Southern New England regarding the availability of spot waste disposal at landfills in the region.

Director Adams asked if these are contracts that have already taken place.

Mr. Egan replied yes that is correct. Mr. Kirk said this is for MIRA to keep up with the purchasing procedures to allow MIRA to react to the pressures and opportunities and go back retrospectively to get the Board's acknowledgment.

Director Barlow asked with respect to the Non Processible Waste where does that go? Mr. Egan said MIRA usually manages the Non-Processible Waste at our plant through a mobile shredder but because of the limited room, it was necessary for MIRA to keep it out of the plant during these latest outages. It actually takes up more room per unit volume than MSW.

Director Widlitz noted a typo in the summary where it was noted MMR instead of MRR. Mr. Egan confirmed that the error will be corrected before going to the Board.

The motion previously made and seconded was approved.

Mr. Egan informed the committee that the facility had a unit come down on Monday morning and unfortunately it was the unit that was repaired recently, Unit 13. It has been down all week and hopefully will be back up and running by the end of Friday morning. MIRA will have three boilers online by the end of the week. MIRA has stopped diverting all garbage as of this past Monday assuming we would have three boilers running this week. MIRA will manage the plant without diverting till next week and see where MIRA stands. MIRA may find ourselves in a position where we might have to resume diversions.

6. REPORT ON DIVERSIONS OF MUNICIPAL SOLID WASTE FROM THE CSWS

Mr. Egan said the Diversions have changed a little bit since last reported. MIRA has diverted approximately 11,000 tons in the last two months. The cost to the organization has been \$892,000. The actual cash that will be paid to vendors will be approximately \$1.005 million. The \$892,000 takes into account costs that MIRA would have incurred anyway.

7. INFORMATIONAL

Chairman Adams said the Informational material had been thoroughly reviewed.

ADJOURNMENT

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

The meeting was adjourned at 11:19 a.m.

Respectfully submitted,

Kanchan Arora
General Accountant/Board Administrator