

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FIVE HUNDRED AND SIXTEEN

June 10, 2020

A Regular Telephonic Board meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Wednesday, June 10, 2020. Present via video or audio conferencing were:

Those present were:

Directors:

Chairman Stein
Vice-Chairman Dick Barlow
John Adams
Edward Bailey
Carl Fortuna, Jr.
Jim Hayden
Scott Shanley
Pat Widlitz
Luke Bronin, CSWS Ad Hoc (from 9:55am)

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
Thomas Gaffey, Director of Recycling & Enforcement
Jeffrey Duvall, Director of Budgets and Forecasting

Public Present:

Ann Catino, General Counsel, H&S (on the Telephone)

Chairman Stein called the meeting officially to order at 9:30 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 MAY 13, 2020 BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the May 13, 2020 Board meeting. Director Adams made the motion which was seconded by Director Shanley.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Edward Bailey	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Pat Widlitz	X		

**REVIEW AND RECOMMEND RESOLUTION REGARDING INSURANCE
COVERAGE RENEWING JULY 1, 2020.**

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

WHEREAS, The Materials Innovation and Recycling Authority (MIRA) insurance coverage for Auto, General Liability, Public Officials, Umbrella, Workers Compensation, Pollution, Crime and Fiduciary will expire on June 30, 2020.

NOW THEREFORE, be it

RESOLVED: That MIRA purchase new insurance coverage for Auto, General Liability, Public Officials, Umbrella, Workers Compensation, Pollution, Crime and Fiduciary according to the recommended options from its broker, Beecher Carlson, as presented and discussed in this meeting; and

FURTHER RESOLVED: That MIRA finance premium over a ten month period.

Director Shanley moved to amend the resolution in light of additional information regarding Pollution coverage and pricing received last evening. Director Bailey seconded the motion, which was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bailey, Director Hayden, Director Fortuna, Director Shanley, and Director Widlitz voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Edward Bailey	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Pat Widlitz	X		

**AMENDED RESOLUTION REGARDING INSURANCE COVERAGE
RENEWING JULY 1, 2020.**

WHEREAS, The Materials Innovation and Recycling Authority (MIRA) insurance coverage for Auto, General Liability, Public Officials, Umbrella, Workers Compensation, Pollution, Crime and Fiduciary will expire on June 30, 2020;

NOW THEREFORE, be it

RESOLVED: That MIRA purchase new insurance coverage for Auto, General Liability, Public Officials, Umbrella, Workers Compensation, Pollution, Crime and Fiduciary according to the recommended options from its broker, Beecher Carlson, as presented and discussed in this meeting; and

FURTHER RESOLVED: That MIRA finance all premiums other than Pollution over a ten month period; and

Further Resolved: That MIRA renew its Pollution coverage for a three year term ending July 1, 2023 and pay the cost thereof first from its Pollution Insurance Reserve with any balance remaining paid from its Landfill Operating Account.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Edward Bailey	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Pat Widlitz	X		

**REVIEW AND RECOMMEND RESOLUTION REGARDING FY 2021 PROJECTED
LEGAL EXPENDITURES**

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

WHEREAS, MIRA has negotiated three-year Legal Services Agreements with various law firms for the provision of legal services beginning July 1, 2020; and

WHEREAS, MIRA now seeks Board authorization for projected legal expenditures pursuant to said Agreements during Fiscal Year 2021; and

WHEREAS, The Board of Directors has approved Fiscal Year 2021 budgeted legal expenditures in the Authority Budget operating account, the CSWS operating account, the Property Division operating account, and the Landfill Division operating account; and

WHEREAS, MIRA has not previously established a budget, nor identified a funding source, for FY 21 fees and expenses which may be incurred in connection with the initiative known as Resource Rediscovery; and

WHEREAS, MIRA has identified moneys available in the Landfill Division as the source of funds for payment for such Resource Rediscovery-related legal services; and

WHEREAS, Funding is requested at this time from Mid-Connecticut Project reserves not approved through the budget process;

NOW THEREFORE, it is

RESOLVED: That the following amounts be authorized for projected legal fees to be incurred during FY '21:

Firm: Amount:

Cohn Birnbaum & Shea	15,000
Day Pitney	15,000
Halloran & Sage	400,000
Kainen, Escalera & McHale	20,000

FURTHER RESOLVED: That the President be authorized to expend up to \$3200 from the Mid-Connecticut Post Project Closure Reserve for payment of legal fees incurred in fiscal year 2021 in connection with continuing Mid-Connecticut Project obligations; and

FURTHER RESOLVED: That a budget of \$10,000 be established for payment of FY 21 legal fees and expenses incurred in connection with Resource Rediscovery; that \$10,000 from the Landfill Division be available as the funding source for such budget;

and that the President be authorized to expend up to that budgeted amount for payment of such costs; and

FURTHER RESOLVED: That Management shall report the legal expenditures monthly on an accrual basis reconciled to the Authority's general ledger.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Edward Bailey	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Pat Widlitz	X		

REVIEW AND RECOMMEND RESOLUTION REGARDING REPAIRS TO THE WATERTOWN TRANSFER STATION TIP FLOOR.

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

RESOLVED: That the President is hereby authorized to execute an agreement with Structural Preservation Systems, LLC to repair the structural tip floor at the Watertown Transfer Station, substantially as presented and discussed at this meeting; and

FURTHER RESOLVED: That this project will be funded from the CSWS major maintenance fund.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Edward Bailey	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Pat Widlitz	X		

REVIEW AND RECOMMEND RESOLUTION REGARDING SUBMITTAL OF AN ANNUAL PLAN OF OPERATIONS TO THE CONNECTICUT DEPARTMENT OF ENERGY AND ENVIRONMENTAL PROTECTION.

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

RESOLVED: That the Board of Directors hereby authorizes MIRA management to submit the Annual Plan of Operations for FY 2021 to the Connecticut Department of Energy and Environmental Protection, substantially as discussed and presented at this meeting.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Edward Bailey	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Pat Widlitz	X		

EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss pending litigation and pending RFP responses, potential lease of MIRA real estate, trade secrets, personnel matters, security matters, and feasibility estimates and evaluations. The motion was made by Director Bailey and seconded by Director Adams. Chairman Stein requested that the following people remain for the Executive Session, in addition to the Board members:

- Tom Kirk
- Mark Daley
- Peter Egan
- Laurie Hunt
- Tom Gaffey
- Ann Catino, Legal Counsel

The motion previously made and seconded was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bailey, Director Hayden, Director Fortuna, Director Shanley, Director Widlitz and Ad Hoc Bronin voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Edward Bailey	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Pat Widlitz	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin, CSWS Ad Hoc	X		

The Executive Session commenced at 9:55 a.m.

The meeting was reconvened at 10:35 a.m. Chairman Stein noted that no votes were taken.

REVIEW AND RECOMMEND RESOLUTION REGARDING AN AGREEMENT FOR INTERRUPTIBLE CONTRACT WASTE

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

RESOLVED: The President is authorized to enter into a revenue contract with the following firms for the delivery of Interruptible Contract Waste to the Connecticut Solid Waste System, substantially as presented and discussed at this meeting:

- Country Transfer LLC

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Bob Painter	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Pat Widlitz	X		

ADJOURNMENT

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

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Edward Bailey	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Pat Widlitz	X		

There being no other business to discuss, the meeting adjourned at 10:40 a.m.

Respectfully Submitted,

Kanchan Arora
Consultant