

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FIVE HUNDRED AND TWENTY THREE

November 18, 2020

A Regular Telephonic (Zoom) Board meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Wednesday, November 18, 2020. Present via audio or video conferencing were:

Directors:

Chairman Stein
Vice-Chairman Dick Barlow
John Adams
Edward Bailey (joined 10:50 a.m.)
Carl Fortuna, Jr.
Jim Hayden
Scott Shanley
Susan Weisselberg
Tom Swarr, CSWS Ad Hoc

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 and Forecasting
Thomas Edstrom, Risk Manager/Benefits Administrator
Thomas Gaffey, Director of Recycling & Enforcement
Roger Guzowski, Contract and Procurement Manager
Cheryl Kaminsky, Manager of Accounting & Financial Reporting

Public Present:

Attorney Ann Catino (Halloran & Sage)
Attorney Bill Wilson (Halloran & Sage)
Attorney Dan Krisch (Halloran & Sage)

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 OCTOBER 14, 2020 REGULAR BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the October 14, 2020 Regular Board meeting. Director Adams made the motion which was seconded by Director Fortuna.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

REVIEW AND RECOMMEND RESOLUTION REGARDING APPROVING THE FISCAL YEAR 2022 AUTHORITY BUDGET.

Chairman Stein requested a motion on the above referenced item. Director Weisselberg made the motion which was seconded by Director Fortuna.

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, 2021, which fees will apply during MIRA’s Fiscal Year 2022 which begins July 1, 2021 and ends June 30, 2022; 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 member 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 2022 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 2022 including:

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

NOW THEREFORE, be it

RESOLVED: That the Fiscal Year 2022 Materials Innovation and Recycling Authority Operating Budget attached hereto as Exhibit A be adopted substantially in the form as presented and discussed at this meeting.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		

Scott Shanley	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

REVIEW AND RECOMMEND RESOLUTION REGARDING ADDITIONAL PROJECTED LEGAL EXPENDITURES.

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

WHEREAS, MIRA has entered into Legal Service Agreements with various law firms to perform legal services; and

WHEREAS, the Board of Directors has previously authorized certain amounts for payment of fiscal year 2021 projected legal fees; and

WHEREAS, MIRA expects to incur greater than authorized legal expenses related to several matters with its general counsel;

NOW THEREFORE, it is RESOLVED: That the following additional amount be authorized for payment of projected legal fees and costs to be incurred during fiscal year 2021:

<u>Firm:</u>	<u>Amount:</u>
Halloran & Sage	\$300,000

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

RESOLUTION TO ADD A MOTION REGARDING 3-YEAR AGREEMENT FOR INSURANCE CONSULTING AND BROKER SERVICES TO THE AGENDA.

Chairman Stein requested a motion to add the above-referenced item to the agenda. Director Adams made the motion which was seconded by Director Fortuna.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Ad Hoc Members	Aye	Nay	Abstain

Tom Swarr, CSWS Ad Hoc	X		

REVIEW AND RECOMMEND RESOLUTION REGARDING 3-YEAR AGREEMENTS FOR INSURANCE CONSULTING AND BROKER SERVICES.

Chairman Stein requested a motion on the above referenced item. Director Adams made the motion which was seconded by Director Weisselberg.

RESOLVED: That the President is hereby authorized to execute an agreement with the following firm for Insurance Consulting and Broker Services, substantially as presented and discussed at this meeting:

- Beecher Carlson Insurance Services LLC

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss pending litigation related to FCR, LLC v. MIRA and to MIRA's consideration of action to assert its legal rights. The motion was made by Director Adams and seconded by Director Barlow. 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
 Ann Catino
 Bill Wilson
 Dan Krisch

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

MOTION TO ADD CERTAIN TRADE SECRET INFORMATION PERTAINING TO POTENTIAL FUTURE SOLID WASTE DISPOSAL PROCESSES TO EXECUTIVE SESSION.

Chairman Stein requested a motion on the above-referenced item. Director Fortuna made the motion which was seconded by Director Adams.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

Executive Session began at 10:05 a.m. and concluded at 12:10 p.m. Chairman Stein noted that no votes were taken in Executive Session, and adjourned the meeting.

Respectfully Submitted,

Kanchan Arora
Consultant