

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FIVE HUNDRED AND THIRTY

April 14, 2021

A Regular Telephonic (Zoom) Board meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Wednesday, April 14, 2021. Present via audio or video conferencing were:

Directors:

Chairman Stein
Vice-Chairman Dick Barlow
John Adams
Scott Shanley (until 10:30)
Jim Hayden
Edward Bailey
Carl Fortuna, Jr.
Susan Weisselberg
Bert Hunter
Marcia Leclerc
Suzette DeBeatham-Brown (until 10:30)
Tom Swarr, CSWS Ad Hoc

Present from MIRA:

Tom Kirk, President
Mark Daley, Chief Financial Officer
Laurie Hunt, Director of Legal Services
John Clark, Director of Operations and Environmental Affairs
Thomas Gaffey, Director of Recycling & Enforcement
Roger Guzowski, Contracts and Procurement Manager
Jeff Duvall, Director of Budgets and Forecasting
Cheryl Kaminsky, Manager of Accounting and Financial Reporting
Chris Shepard, Environmental Compliance Manager

Others Present:

Ann Catino, Halloran & Sage

Katie Dykes, Commissioner, Dept. of Energy and Environmental Protection
Betsy Wingfield, Deputy Commissioner, Dept. of Energy and Environmental Protection

Chairman Stein called the meeting officially to order at 9:35 a.m. and said that a quorum was present.

PUBLIC PORTION

Chairman Stein welcomed the DEEP Commissioner and invited her to address the Board. The Commissioner said that she had participated in discussions with HRRA and SCRRRA regarding how those Authorities manage and fund the services they provide to their member towns, and suggested that the MIRA Board invite presentations from them at a subsequent board meeting.

1. APPROVAL OF THE MARCH 10, 2021 BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the March 10, 2021 Board meeting. Director Adams made the motion, which was seconded by Director Leclerc.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Shanley, Director Hayden, Director Bailey, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, Director Brown 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		
Edward Bailey	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		

Marcia Leclerc	X		
Suzette DeBeatham-Brown	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

2. APPROVAL OF THE MARCH 15, 2021 BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the March 15, 2021 Board meeting. Director Adams made the motion, which was seconded by Director Bailey.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Shanley, Director Hayden, Director Bailey, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, Director Brown, 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		
Edward Bailey	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

3. RESOLUTION APPROVING SELECTION OF THE AUTHORITY'S INDEPENDENT AUDITOR

Chairman Stein requested a motion to approve the foregoing resolution. The motion was made by Director Shanley and seconded by Director Hayden.

RESOLVED: That the President is hereby authorized to execute an agreement with Whittlesey PC for Independent Auditing Services, the scope of work for which will included both the fixed fee Annual Independent Audit for fiscal years 2021, 2022, and 2023; and additional on-call auditing work if needed, substantially 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 Shanley, Director Hayden, Director Bailey, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, and Director Brown voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Edward Bailey	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc			

4. RESOLUTION APPROVING EMERGENCY PROCUREMENT OF PROPERTY INSURANCE

Chairman Stein requested a motion to approve the foregoing resolution. The motion was made by Director Shanley and seconded by Director Hunter.

RESOLVED: That the MIRA Board of Directors ratifies the Emergency Procurement as substantially 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 Shanley, Director Hayden, Director Bailey, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, and Director Brown voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Edward Bailey	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc			

5. RESOLUTION REGARDING AGREEMENT FOR METALS RECOVERY AND MARKETING SERVICES FOR POST-COMBUSTION FERROUS METALS AND MAINTENANCE METALS

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

RESOLVED: The President is authorized to enter into an agreement with wTe Recycling, Inc. for the transportation, processing and recycling of post-combustion ferrous metals and maintenance metals generated at the CSWS South Meadows Resource Recovery Facility, substantially 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 Shanley, Director Hayden, Director Bailey, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, Director Brown 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		
Edward Bailey	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

6. RESOLUTION REGARDING ANNUAL STACK TESTING AT THE CSWS POWER BLOCK FACILITY FOR CALENDAR YEARS 2021, 2022 AND 2023

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

RESOLVED: The President is hereby authorized to enter into a contract with Elemental Air, LLC, for performance of the annual air emissions testing at the CSWS Power Block Facility for calendar years, 2021, 2022 and 2023, substantially as discussed and presented at this meeting.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Shanley, Director Hayden, Director Bailey, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, Director Brown 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		
Edward Bailey	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

7. RESOLUTION REGARDING AGREEMENT FOR OUTDOOR ADVERTISING ON MIRA PROPERTY

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

RESOLVED: That the President is hereby authorized to execute an agreement with Outfront Media LLC (“Licensee”) to obtain the license rights from MIRA and to lease from MIRA a portion of MIRA’s property located on Reserve Road adjacent to the Charter Oak Bridge (the “Reserve Road Site”) to construct/erect at Licensee’s sole expense and in accordance with all applicable industry standards and the Laws and Regulations, a new billboard at the Reserve Road Site, substantially as presented and discussed at this meeting.

The board debated the wisdom of reserving the billboard for use specifically focused on MIRA’s mission. It was concluded that using the billboard for education on solid waste and recycling

matters was not the best vehicle for achieving MIRA’s goals; rather, the board directed MIRA to explore use of the revenue received from the license agreement on social media advertising to promote environmentally sound waste and recycling practices, and to return to the board with suggestions and pricing.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice Chairman Barlow	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Edward Bailey	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc			

Chairman Stein said that Directors Hunter and Weisselberg had prepared a draft document titled “MIRA Direction Going Forward”, and asked them to present it. The board discussed tactics for managing waste and increasing diversion and enhancing recycling in the short term, while the State develops long-term plans. The board and Commissioner Dykes reiterated their intent to work together to formulate comprehensive waste management strategies, including outreach to communities.

8. RESOLUTION REGARDING THE CONNECTICUT SOLID WASTE SYSTEM SOLID WASTE AND RECYCLABLES DELIVERY AGREEMENT (COMMERCIAL HAULER AGREEMENT)

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

RESOLVED: The President is authorized to enter into revenue contracts with commercial haulers for the delivery of Acceptable Solid Waste and Acceptable Recyclables to the Connecticut Solid Waste System, substantially 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 Hayden, Director Bailey, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, 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			
Edward Bailey	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown			
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

3. EXECUTIVE SESSION

EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss the following:

- a. Pending litigation, including *Zurich American Insurance Company et al. v. NAES Corporation*, *Tremont Public Advisors LLC v. Materials Innovation and Recycling Authority*, *Sam Cortes v. NAES Corporation et al.* and *Heriberto*

Santos-Benitez et al. v. NAES Corporation et al., pursuant to Conn. Gen. Stat. Section 1-210(b)(4); and

- b. Pending RFPs and Feasibility Estimates and Evaluations relative to prospective public supply contracts, including MIRA RFP's and prospective contracts Connecticut Solid Waste System transfer facilities, transportation and disposal of acceptable solid waste and acceptable recyclables at alternate disposal facilities, and the potential impact of same upon CSWS operating and capital budgets.

Vice Chairman Barlow moved the motion, with the addition to Item 9.b. of discussion regarding prospective contracts related to the de-commissioning of the W-T-E Facility. Director Adams seconded the motion. Ms. Hunt clarified that Pending RFPs are covered by Conn. Gen. Stat. Section 1-210(b)(24) and Feasibility Estimates and Evaluations relative to prospective public supply contracts by Conn. Gen. Stat. Section 1-210(b)(7).

Chairman Stein requested that the following people remain for the Executive Session, in addition to the Board members:

Tom Kirk
 Mark Daley
 John Clark
 Peter Egan
 Laurie Hunt
 Tom Gaffey
 Ann Catino

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Hayden, Director Bailey, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, 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			
Edward Bailey	X		
Carl Fortuna	X		
Susan Weisselberg	X		

Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown			
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc	X		

The Executive Session commenced at 10:58 a.m. and concluded at 12:17 p.m. The meeting was adjourned at 12:17 p.m.