

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FIVE HUNDRED AND THIRTY-ONE

May 12, 2021

A Regular Telephonic (Zoom) Board meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Wednesday, May 12, 2021. Present via audio or video conferencing were:

Directors:

Chairman Stein
Vice-Chairman Dick Barlow
John Adams
Scott Shanley
Jim Hayden
Edward Bailey
Carl Fortuna, Jr. (until 11:00)
Susan Weisselberg
Bert Hunter
Marcia Leclerc (until 11:00)
Suzette DeBeatham-Brown (until 11:30)
Tom Swarr, CSWS Ad Hoc (until 11:30)
Luke Bronin, CSWS Ad Hoc (arrived 10:15, left 11:30)

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
Dave Bodendorf, Senior Environmental Engineer
Peter Egan, Consultant

Others Present:

Ann Catino, Halloran & Sage
Robert Isner, Director Waste Engineering and Enforcement Division, DEEP

Chairman Stein called the meeting officially to order at 9:32 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.

1. APPROVAL OF THE APRIL 14, 2021 BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the April 14, 2021 Board meeting. Director Barlow 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. **RESOLUTION REGARDING A COOPERATIVE SERVICES AGREEMENT BETWEEN THE MATERIALS INNOVATION AND RECYCLING AUTHORITY AND THE UNITED STATES DEPARTMENT OF AGRICULTURE ANIMAL AND PLANT HEALTH INSPECTION SERVICES / WILDLIFE SERVICES.**

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

RESOLVED: That the President is hereby authorized to execute an agreement with the United States Department of Agriculture Animal and Plant Health Inspection Services - Wildlife Services, for the control of nuisance birds at the South Meadows Waste Processing Facility, substantially as presented and discussed at this meeting.

The motion previously made and seconded was approved.

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 REGARDING SIGNATORY AUTHORITY FOR ENVIRONMENTAL REGULATORY COMPLIANCE SUBMITTALS.

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

RESOLVED: Pursuant to Conn. Gen. Stat. Section 22a-277(c) the board hereby authorizes the President to delegate to John D. Clark, Director of Operations and Environmental Affairs, as duly authorized representative of the Authority, the authority to sign regulatory and permit-required applications, reports and other applicable information submitted by the Authority to the Connecticut Department of Energy & Environmental Protection, in connection with air, water, and solid waste compliance and permitting programs, substantially as presented and discussed at this meeting. This delegation of authority, in the President’s opinion, would be appropriate for the prompt and orderly transaction of the business of the Authority.

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	X		

4. RESOLUTION REGARDING THE PURCHASE OF JET FUEL FOR THE SOUTH MEADOWS JET TURBINE FACILITY.

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

RESOLVED: That the President is hereby authorized to execute a purchase order with Dime Oil Company, LLC for the purchase of Ultra Low Sulfur No. 1 Diesel Fuel to support operation of the South Meadows Jet Turbine 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, 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			

MOTION TO RE-ORDER THE AGENDA

Chairman Stein requested a motion to re-order the Agenda to move the HR Committee Report after Executive Session. The motion was made by Director Shanley and seconded by Director Weisselberg.

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.

The motion 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		

5. Chairman's and President's Report

President Kirk reported on the operational and financial status of the CSWS.

President Kirk introduced Robert Isner, Director Waste Engineering and Enforcement Division, Department of Energy and Environmental Protection, and thanked Mr. Isner for DEEP's expedited response to MIRA's draft letter requesting clarification of DEEP's interpretation of MIRA's solid waste permit. Mr. Isner expounded upon and discussed with the Board DEEP's disagreement with MIRA's understanding regarding operation of the South Meadows property as a transfer station without a modification to the existing solid waste permit or issuance of a new permit.

6. EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss Pending RFPs pursuant to Conn. Gen. Stat. Section 1-210(b)(24) and Feasibility Estimates and Evaluations relative to prospective public supply contracts pursuant to Conn. Gen. Stat. Section 1-210(b)(7), including MIRA RFP's and prospective contracts for Connecticut Solid Waste System transfer facilities, transportation and disposal of acceptable solid waste at alternate disposal facilities, and the potential impact of same upon CSWS operating and capital budgets, and to discuss personnel employment matters pursuant to Conn. Gen. Stat. Section 1-200(6), including issues regarding the retention of critical skilled employees at the W-T-E Facility.

The motion was made by Director Shanley and seconded by Director Bailey.

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
Chris Shepard
Ann Catino

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, Ad Hoc Swarr and Ad Hoc Bronin 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		
Luke Bronin, CSWS Ad Hoc	X		

Executive Session began at 10:22 a.m. and ended at 11:27 a.m., and public session was resumed. Chairman Stein noted that no motions were made in Executive Session.

7. RESOLUTION REGARDING THE ESTABLISHMENT OF A SEVERANCE PROGRAM FOR NAES WASTE-TO-ENERGY AND JETS FACILITY EMPLOYEES.

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

WHEREAS, MIRA anticipates shutting down the South Meadows Waste-to-Energy Facility (the “WTE Facility”) as early as May 15, 2022, and no later than June 30, 2022; and

WHEREAS, MIRA plans to issue RFPs in the coming months that may include the conversion and operation of the WTE Facility as a transfer station (the “Transfer Station RFP”), the decommissioning of the WTE Facility (the “Decommissioning RFP”), and the most convenient

and cost effective means of operating and maintaining MIRA's Jet Turbine Facility (the "Jets Facility") after the WTE Facility shuts down (the "Jets RFP"); and

WHEREAS, NAES may opt to submit proposals for the provision of services pursuant to one or more of the MIRA RFPs; and

WHEREAS, in the event that NAES submits one or more such proposals in response to the MIRA RFPs, and is selected as the successful proposer(s) by MIRA, MIRA anticipates that the resulting agreements will identify the existing NAES personnel to be retained for the performance of such work ("Continued Employment"); and

WHEREAS, in the event NAES decides not to submit such proposals in response to the MIRA RFPs, or is not selected as the successful proposer by MIRA, MIRA anticipates that the selected respondents will be obligated to evaluate their staffing requirements and offer employment to appropriately qualified NAES employees ("Alternative Employment"); and

WHEREAS, MIRA proposes to develop a severance program for NAES employees who are not offered Continued Employment or Alternative Employment, or who reject such offers ("Eligible Employees"); and

WHEREAS, due to the uncertainty regarding continued employment, it is becoming increasingly difficult for NAES to recruit and retain sufficient staff to properly operate and maintain the WTE Facility; and

WHEREAS, following discussion with NAES, MIRA believes that the promise of severance for all NAES' employees who remain employed at the WTE Facility until released on MIRA's instructions will be of significant assistance in employee retention; and

WHEREAS, MIRA proposes to fund a severance program for NAES WTE and Jets Facility employees who are not offered Continued Employment or Alternative Employment, or who reject such offers, which program will be funded by MIRA and administered by NAES through dedicated draw requests as MIRA-directed separations from employment occur under specified guidelines;

NOW, THEREFORE, it is

RESOLVED: That the Board of Directors authorizes the President to contractually commit to fund severance payments to all NAES' onsite full-time employees at the WTE and Jets Facility who are not offered Continued Employment or Alternative Employment, or who reject such offers; and

FURTHER RESOLVED: That the President is authorized to fund such severance payments first through use of the Fiscal Year 2022 adopted budgets for NAES salary and benefits at the WTE and Jets Facility, second through transfer of surplus funds identified within other Fiscal Year 2022 CSWS or Property Division expenditure budgets pursuant to the President's existing authority, third through use of such reserve funds as may subsequently be established by this

Board of Directors for such purpose and forth through any such Fiscal Year 2023 budgets as may subsequently be adopted by this Board of Directors for such purpose; and

FURTHER RESOLVED: That such severance program shall comprise a Base Plan available to all Eligible Employees and a Retention Plan available to Eligible Employees identified as Key Employees; and

FURTHER RESOLVED: That the Base Plan shall include six week's wages based on a 40 hour work week, plus the employer share of payroll taxes attributed thereto, plus a one-time fixed payment equal to the current cost of the employer's share of the employee's monthly health insurance premiums for 4 months, together with prorated payment of the agreed Fiscal Year 2022 Employee Incentive Based Compensation based on the number of days employed during Fiscal Year 2022 , which shall be administered by NAES and passed through to each employee in full excepting only the employer share of payroll taxes; and

FURTHER RESOLVED: That the Retention Plan shall include up to ten additional weeks' wages based on a 40 hour work week, plus the employer share of payroll taxes attributed thereto, which shall be administered by NAES and passed through to each employee in full excepting only the employer share of payroll taxes; and

FURTHER RESOLVED: That the President is authorized to execute amendments to the WTE and Jets Operation and Maintenance Agreements as may be necessary or desirable, specifying the terms and conditions of the WTE and Jets Facility Severance Program as set forth herein, and to do all such other things as may be reasonably necessary or desirable to establish and implement the WTE and Jets Facility Severance Program, all substantially as presented and discussed at this meeting; and

FURTHER RESOLVED: That MIRA may consider and propose to this Board of Directors the subsequent development of a modified severance program if necessary to secure key employees for Continued Employment or Alternative Employment.

MOTION TO AMEND

Director Hayden made a motion to amend the resolution to read:

WHEREAS, MIRA anticipates shutting down the South Meadows Waste-to-Energy Facility (the "WTE Facility") as early as May 15, 2022, and no later than June 30, 2022; and

WHEREAS, MIRA plans to issue RFPs in the coming months that may include the conversion and operation of the WTE Facility as a transfer station (the "Transfer Station RFP"), the decommissioning of the WTE Facility (the "Decommissioning RFP"), and the most convenient and cost effective means of operating and maintaining MIRA's Jet Turbine Facility (the "Jets Facility") after the WTE Facility shuts down (the "Jets RFP"); and

WHEREAS, NAES may opt to submit proposals for the provision of services pursuant to one or more of the MIRA RFPs; and

WHEREAS, in the event that NAES submits one or more such proposals in response to the MIRA RFPs, and is selected as the successful proposer(s) by MIRA, MIRA anticipates that the resulting agreements will identify the existing NAES personnel to be retained for the performance of such work (“Continued Employment”); and

WHEREAS, in the event NAES decides not to submit such proposals in response to the MIRA RFPs, or is not selected as the successful proposer by MIRA, MIRA anticipates that the selected respondents will be obligated to evaluate their staffing requirements and offer employment to appropriately qualified NAES employees (“Alternative Employment”); and

WHEREAS, MIRA proposes to develop a severance program for NAES employees who are not offered Continued Employment or Alternative Employment, or who reject such offers (“Eligible Employees”); and

WHEREAS, due to the uncertainty regarding continued employment, it is becoming increasingly difficult for NAES to recruit and retain sufficient staff to properly operate and maintain the WTE Facility; and

WHEREAS, following discussion with NAES, MIRA believes that the promise of severance for all NAES’ employees who remain employed at the WTE Facility until released on MIRA’s instructions will be of significant assistance in employee retention; and

WHEREAS, MIRA proposes to fund a severance program for NAES WTE and Jets Facility employees who are not offered Continued Employment or Alternative Employment, or who reject such offers, which program will be funded by MIRA and administered by NAES through dedicated draw requests as MIRA-directed separations from employment occur under specified guidelines;

NOW, THEREFORE, it is

RESOLVED: That the Board of Directors authorizes the President to contractually commit to fund severance payments to all NAES’ onsite full-time employees at the WTE and Jets Facility who are not offered Continued Employment or Alternative Employment, or who reject such offers; and

FURTHER RESOLVED: That the President is authorized to fund such severance payments first through use of the Fiscal Year 2022 adopted budgets for NAES salary and benefits at the WTE and Jets Facility, second through transfer of surplus funds identified within other Fiscal Year 2022 CSWS or Property Division expenditure budgets pursuant to the President’s existing authority, third through use of such reserve funds as may subsequently be established by this Board of Directors for such purpose and forth through any such Fiscal Year 2023 budgets as may subsequently be adopted by this Board of Directors for such purpose; and

FURTHER RESOLVED: That such severance program shall comprise a Base Plan available to all Eligible Employees and a Retention Plan available to Eligible Employees identified as Key Employees; and

FURTHER RESOLVED: That the Base Plan shall include six week’s wages based on a 40 hour work week, plus the employer share of payroll taxes attributed thereto, plus a one-time fixed payment equal to the current cost of the employer’s share of the employee’s monthly health insurance premiums for 4 months, together with prorated payment of the agreed Fiscal Year 2022 Employee Incentive Based Compensation based on the number of days employed during Fiscal Year 2022 , which shall be administered by NAES and passed through to each employee in full excepting only the employer share of payroll taxes; and

FURTHER RESOLVED: That the Retention Plan shall include up to ten additional weeks’ wages based on a 40 hour work week, plus the employer share of payroll taxes attributed thereto, which shall be administered by NAES and passed through to each employee in full excepting only the employer share of payroll taxes; and

FURTHER RESOLVED: That the President is authorized to execute amendments to the WTE and Jets Operation and Maintenance Agreements as may be necessary or desirable, specifying the terms and conditions of the WTE and Jets Facility Severance Program as set forth herein, and to do all such other things as may be reasonably necessary or desirable to establish and implement the WTE and Jets Facility Severance Program consistent with the purposes of such program, all substantially as presented and discussed at this meeting; and

FURTHER RESOLVED: That the amendments referenced above shall include the commitment of NAES not to transfer or assign NAES employees working at the WTE Facility or Jets Facility to any other facility without MIRA written consent; and

FURTHER RESOLVED: That MIRA may consider and propose to this Board of Directors the subsequent development of a modified severance program if necessary to secure key employees for Continued Employment or Alternative Employment.

Director Bailey seconded the motion. Director Hunter suggested a friendly additional amendment to change the term “MIRA-directed” to “MIRA-consented” in the final WHEREAS clause of the Resolution. Directors Hayden and Bailey agreed. The Motion to Amend was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Shanley, Director Hayden, Director Bailey, Director Weisselberg, and Director Hunter 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			
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc			
Suzette DeBeatham-Brown			
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr, CSWS Ad Hoc			
Luke Bronin, CSWS Ad Hoc			

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

The meeting was adjourned at 11:37 a.m.