MATERIALS INNOVATION AND RECYCLING AUTHORITY

FIVE HUNDRED AND THIRTY-THREE **JULY 14, 2021**

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

Directors:

Chairman Stein
John Adams
Scott Shanley
Jim Hayden
Carl Fortuna, Jr.
Susan Weisselberg
Bert Hunter
Marcia Leclerc (joined 9:40)
Suzette DeBeatham-Brown (until 10:18)
Tom Swarr
Luke Bronin (from 9:45 to 10:27)

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
Jeff Duvall, Director of Budgets and Forecasting
Cheryl Kaminsky, Manager of Accounting and Financial Reporting
Dave Bodendorf, Senior Environmental Engineer
Peter Egan, Consultant

Others Present:

Ann Catino, Halloran & Sage

Chairman Stein called the meeting officially to order at 9:37 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 JUNE 9, 2021 BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the June 9, 2021 Board meeting. Director Adams made the motion, which was seconded by Director Fortuna.

The motion previously made and seconded was approved by roll call vote. Chairman Stein, Director Adams, Director Shanley, Director Hayden, Director Fortuna, Director Weisselberg, Director Hunter, Director Brown voted yes. Ad Hoc Swarr abstained.

Directors	**Aye**	**Nay**	**Abstain**
Chairman Stein	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc			
Suzette DeBeatham-Brown	X		
Ad Hoc Members	**Aye**	**Nay**	**Abstain**
Tom Swarr			X
Luke Bronin			

2. RESOLUTION REGARDING APPROVAL OF INSURANCE POLICY RENEWALS.

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

WHEREAS, The Materials Innovation and Recycling Authority ("Authority") maintains certain insurance policies which expire July 1, 2021; and

WHEREAS, The renewal of such policies is in the best interest of the Authority and contemplated within its Fiscal Year 2022 adopted budgets;

NOW THEREFORE, be it

RESOLVED: That the President is authorized to bind the following insurance policies effective for the period July 1, 2021 through July 1, 2022 substantially as presented and discussed at this meeting:

- General Liability
- Auto Liability
- Workers Compensation
- Public Officials
- Fiduciary
- Crime
- Umbrella/Excess Liability

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

Directors	**Aye**	**Nay**	**Abstain**
Chairman Stein	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	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			
Luke Bronin			

3. <u>RESOLUTION REGARDING MARKET DRIVEN SALE OF SPOT WASTE DISPOSAL CAPACITY FOR MUNICPAL SOLID WASTE FOR THE CONNECTICUT SOLID WASTE SYSTEM RESOURCES RECOVERY FACILITY DURING A FUEL SHORTAGE PERIOD.</u>

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

RESOLVED: That the President is hereby authorized to select Spot Waste delivery offers that are responsive to the needs of the CSWS resources recovery facility during a Fuel Shortage Period in accordance with Internal Management Procedure No. 140 to ensure the desired optimal operation of the facility, substantially as discussed and presented at this meeting, and;

FURTHER RESOLVED: that the President is authorized to select three Spot Waste delivery offers from All American Waste, LLC, All Waste Incorporated, USA Hauling & Recycling, Inc., and USA Waste and Recycling, Inc. for delivery of MSW to the CSWS Resources Recovery Facility, and;

FURTHER RESOLVED: that the President is authorized to select a Spot Waste delivery offer from John's Refuse and Recycling LLC for delivery of MSW to the CSWS Resources Recovery Facility, and;

FURTHER RESOLVED: that the President is authorized to select a Spot Waste delivery offer from Paine's Inc. for delivery of MSW to the CSWS Resources Recovery Facility, and:

FURTHER RESOLVED: that the President is authorized to select a Spot Waste delivery offer from CWPM LLC for delivery of MSW to the CSWS Resources Recovery Facility, and;

FURTHER RESOLVED: that the President is authorized to select a Spot Waste delivery offer from A J Waste Systems LLC for delivery of MSW to the CSWS Resources Recovery Facility, substantially as presented and discussed at this meeting.

The motion previously made and seconded was approved by roll call vote. Chairman Stein, Director Adams, Director Shanley, Director Hayden, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, Director Brown, and Ad Hoc Swarr voted yes.

Directors	**Aye**	**Nay**	**Abstain**
Chairman Stein	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	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	X		
Luke Bronin			

4. **RESOLUTION REGARDING AN AMENDMENT TO THE AGREEMENT FOR WASTE TRANSPORTATION AND OPERATION AND MAINTENANCE SERVICES AT THE ESSEX AND WATERTOWN TRANSFER STATIONS.**

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 authorized to amend the Agreement for Waste Transportation and Transfer Station Operation and Maintenance Services at the Essex and Watertown Transfer Stations between MIRA and CWPM, LLC, substantially as presented and discussed at this meeting.

The motion previously made and seconded was approved by roll call vote. Chairman Stein, Director Adams, Director Shanley, Director Hayden, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, Director Brown, Ad Hoc Swarr voted yes. Ad Hoc Bronin abstained.

Directors	**Aye**	**Nay**	**Abstain**
Chairman Stein	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	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	X		
Luke Bronin			X

5. EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss Pending RFPs and Feasibility Estimates and Evaluations relative to prospective public supply contracts including Connecticut Solid Waste System transfer facilities, transportation and disposal of acceptable solid waste at alternate disposal facilities and operation of MIRA's Jets, and potential impact of same upon MIRA operating and capital budgets and adding discussion of Personnel matters, including re-hiring of the former Director of Operations and Environmental Affairs, to the agenda.

The motion was made by Director Hayden 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
John Clark
Peter Egan
Laurie Hunt
Tom Gaffey
Ann Catino

The motion previously made and seconded was approved by roll call. Chairman Stein, Director Adams, Director Shanley, Director Hayden, 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		
John Adams	X		
Jim Hayden	X		
Scott Shanley	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	X		
Luke Bronin	X		

Executive Session began at 9:58 a.m. and ended at 10:50 a.m., and public session resumed. Chairman Stein noted that no votes were taken in Executive Session.

6. RESOLUTION APPROVING FILLING THE DIRECTOR OF OPERATIONS AND ENVIRONMENTAL AFFAIRS POSITION

Chairman Stein requested a motion on the above-captioned item. The motion was made by Director Shanley and seconded by Director Hayden.

WHEREAS, The Materials Innovation and Recycling Authority (the "Authority") has previously adopted a Hiring, Compensation, Promotion and Dismissal Procedure ("Procedure"); and

WHEREAS, such Procedure requires the President to obtain the approval of the Directors, by a majority vote, prior to filling the following senior management positions, including Director of Operations and Director of Environmental Affairs; and

WHEREAS, such Procedure generally provides for the posting and advertising of positions to be filled, and for deviations to such procedure to be subject to approval by a majority of the voting members of the Directors present at a scheduled meeting; and

WHEREAS, John Clark, MIRA's Director of Operations and Environmental Affairs, is leaving, effective on or about July 16, 2021, and his pending departure warrants expedited hiring of an experienced and qualified candidate; and

WHEREAS, Mr. Egan was employed by the Authority in various senior level positions since 2001, including as Director of Environmental Affairs since 2001 and as Director of Operations and Environmental Affairs since 2011, and has unduplicated and irreplaceable institutional knowledge of those aspects of the Authority's business, and has remained actively involved in MIRA's affairs as a consultant since his departure last winter; and

WHEREAS, the Board and management have determined that it is advisable to promptly fill the vacant Director of Operations and Environmental Affairs position, and that, based on Mr. Egan's prior tenure and performance in that role, he is a highly qualified candidate; and

WHEREAS, Mr. Egan has expressed interest in returning to his prior position with the Authority; and

WHEREAS, the Authority anticipates suspending waste combustion at the South Meadows Waste-to-Energy Facility (the "Facility") and transitioning the Connecticut Solid Waste System to a transfer operation no later than June 30, 2022, to be followed by decommissioning and an undetermined level of other potential activities after June 30, 2022, for which the Authority anticipates it will require the services of a Director of Operations and Environmental Affairs;

NOW, THEREFORE, it is

RESOLVED: That the President is authorized to offer Peter Egan the position of Director of Operations and Environmental Affairs, at his prior salary and benefits, specifically including retention of his prior seniority, waiver of the waiting period for 401(k) participation, and applicable leave time consistent with his cumulative years of service; and

FURTHER RESOLVED: That the President is hereby authorized to enter into a new employment agreement with Mr. Egan, substantially on the terms and with the provisions discussed at this meeting; and

FURTHER RESOLVED: Pursuant to Conn. Gen. Stat. Section 22a-277(c) the board hereby authorizes the President to delegate to Peter W. Egan, upon his hiring for the position of 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 vote. Chairman Stein, Director Adams, Director Shanley, Director Hayden, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, and Director Brown voted yes.

Directors	**Aye**	**Nay**	**Abstain**
Chairman Stein	X		
John Adams	X		
Jim Hayden	X		
Scott Shanley	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown			
Ad Hoc Members	**Aye**	**Nay**	**Abstain**
Tom Swarr			
Luke Bronin			

7. Adjournment

Chairman Stein requested a motion to adjourn. The motion was made by Director Shanley and seconded by Director Leclerc. The meeting was adjourned at 10:53 a.m.