

MATERIALS INNOVATION AND RECYCLING AUTHORITY

FIVE HUNDRED AND THIRTY-FIVE

SEPTEMBER 22, 2021

A Regular Telephonic (Zoom) Board meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Wednesday, September 22, 2021. Present via audio or video conferencing were:

Directors:

Chairman Stein
John Adams
Jim Hayden
Carl Fortuna, Jr.
Susan Weisselberg
Bert Hunter
Marcia Leclerc (left 10:15)
Suzette DeBeatham-Brown (joined 9:54; left 10:05)
Tom Swarr
Luke Bronin (joined 9:40)

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
Cheryl Kaminsky, Manager of Accounting and Financial Reporting
Dave Bodendorf, Senior Environmental Engineer
Roger Guzowski, Contract and Procurement Manager
Tina Mateo, Assistant Director of Budget & Cash Management

Others Present:

Ann Catino, Halloran & Sage
Gabrielle Frigon, DEEP
Robert Isner, DEEP
Patrick Skahill, DEEP
Katie Dykes, Commissioner, DEEP (joined 10:52)
Betsy Wingfield, Deputy Commissioner, DEEP (joined 11:00)

Chairman Stein called the meeting officially to order at 9:33 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 Minutes of the July 14, 2021 Board Meeting.

Chairman Stein requested a motion to accept the minutes of the July 14, 2021 Board meeting. The motion to approve the minutes was made by Director Adams and seconded by Director Hunter.

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

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

2. Approval of the Minutes of the August 11, 2021 Board Meeting.

Chairman Stein requested a motion to accept the minutes of the August 11, 2021 Board meeting. The motion to approve the minutes was made by Director Adams and seconded by Director Hunter.

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

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

3. Resolution Regarding Acceptance of the Authority's Fiscal Year 2021 Annual Financial Report

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

RESOLVED: That the Board of Directors hereby accepts the Fiscal Year 2021 Annual Financial Report as discussed and presented at this meeting.

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

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

Chairman Stein re-ordered the Agenda because Item V.b. requires eight affirmative votes.

4. Authorizing and Funding a CSWS Decommissioning Cost Account for Fiscal Year 2022.

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

WHEREAS: Section 702 of the Authority's Amended and Restated Bylaws provides that "After adoption of the final budget, the President shall ensure the proper allocation of the budget to an established chart of accounts. Budget appropriations allocated to the accounts of the Authority shall not be exceeded without the prior approval of the Directors. The President may transfer funds within the line items for each Project without limit as long as each line item of each Project and the grand total of each fund is not exceeded without the prior approval of the Directors."; and

WHEREAS: The Authority has a present need and otherwise desires to authorize the establishment and funding of a Decommissioning Cost account to initially be used for payment

of consultant services needed to develop a scope of work and cost estimate to ultimately decommission certain Connecticut Solid Waste System facilities;

NOW THEREFORE, it is RESOLVED:

That the Board of Directors hereby authorizes establishment of a Decommissioning Cost account for the CSWS which may initially be funded in the amount of \$50,000 through transfer of surplus funds within the adopted line items of the CSWS Operating Budget; and may be further administered pursuant to the President's authority under section 702 of the Authority's Amended and Restated Bylaws.

The motion previously made and seconded was approved by roll call vote. Chairman Stein, Director Adams, 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		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Marcia Leclerc	X		
Suzette DeBeatham-Brown			
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr	X		
Luke Bronin	X		

5. 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 was made by Director Hunter and seconded by Director Adams.

RESOLVED: That the Board of Directors hereby authorizes MIRA management to submit the Annual Plan of Operations for FY2022 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 by roll call vote. Chairman Stein, Director Adams, Director Hayden, Director Fortuna, Director Weisselberg, Director Hunter, Director Leclerc, Director Brown voted yes; Ad Hoc Swarr abstained; Ad Hoc Bronin voted no.

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

6. Resolution Regarding Additional Projected Legal Expenditures.

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

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 2022 projected legal fees; and

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

WHEREAS, funding is requested at this time from a CSWS reserve not approved through the budget process;

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 2022:

Firm:

Halloran & Sage

Amount:

\$400,000

and

FURTHER RESOLVED: That a budget of \$300,000 be established for payment of FY 22 legal fees and expenses incurred in connection with the lawsuit known as *Zurich American Insurance Company et al. v. NAES*; that \$300,000 from the CSWS Legal Reserve 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 legal costs.

The motion previously made and seconded was approved by roll call vote. Director Brown had lost her connection; President Kirk called her and put her on speaker so that her vote was audible. Chairman Stein, Director Adams, 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		
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		

7. Informational.

President Kirk reported on the operational and financial status of the CSWS for the month of September 2021.

8. Executive Session.

Chairman Stein requested a motion to go into Executive Session to discuss Pending RFPs and Feasibility Estimates and Evaluations relative to prospective public supply contracts, 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 operation of MIRA's Jets and the potential impact of same upon MIRA operating and capital budgets and its Municipal Services Agreements.

Chairman Stein asked Mr. Kirk, Mr. Daley, Mr. Egan, Ms. Hunt, Mr. Gaffey, Attorney Catino, Mr. Isner, Commissioner Dykes and Deputy Commissioner Wingfield to participate in the discussion. The motion was made by Director Hunter, seconded by Director Fortuna, and approved by roll call vote. Chairman Stein, Director Adams, Director Hayden, Director Fortuna, Director Weisselberg, Director Hunter, Ad Hoc Swarr and Ad Hoc Bronin voted yes.

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

Executive Session began at 10:20 and ended at 12:02. Chairman Stein noted that no motions were made and no votes were taken in Executive Session, and adjourned the meeting.