

**MATERIALS INNOVATION AND RECYCLING AUTHORITY**

**FIVE HUNDRED AND FORTY-TWO**

**January 24, 2022**

A Special Board meeting of the Materials Innovation and Recycling Authority Board of Directors was held on Monday, January 24, 2022. Present via video or audio conferencing were:

Directors:

Chairman Stein  
Vice Chairman Jim Hayden  
Carl Fortuna, Jr.  
Susan Weisselberg  
Bert Hunter  
Suzette Brown (joined 1:15 p.m.)  
Leonard Assard  
Ed Mone  
Dave Steuber  
Richard Soderman  
Tom Swarr (left 2:20 p.m.)

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

Others Present:

Ann Catino, Halloran & Sage

At Chairman Stein's request, Vice Chairman Hayden chaired the meeting. He called the meeting officially to order at 1:02 p.m. and determined that a quorum was present.

**PUBLIC PORTION**

Acting Chairman Hayden 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. EXECUTIVE SESSION**

Acting Chairman Hayden 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 Service Agreements.

Acting Chairman Hayden asked Mr. Kirk, Mr. Daley, Mr. Egan, Ms. Hunt, Mr. Gaffey, and Attorney Catino to participate in the discussion. The motion was made by Director Mone, seconded by Director Hunter, and approved by roll call vote. Chairman Stein, Vice Chairman Hayden, Director Fortuna, Director Weisselberg, Director Hunter, Director Mone, Director Assard, Director Steuber, Director Soderman, and Ad Hoc Swarr voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice Chairman Hayden	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Leonard Assard	X		
Ed Mone	X		
Dave Steuber	X		
Richard Soderman	X		
<b>Ad Hoc Members</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Tom Swarr	X		

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Executive Session began at 1:08 and ended at 2:19, and public meeting resumed. Acting Chairman Hayden noted that no motions were made and no votes were taken in Executive Session.

**2. RESOLUTION REGARDING NOTICES OF AWARD AUTHORIZED AT THE DECEMBER 20, 2021 SPECIAL BOARD MEETING.**

Acting Chairman Hayden requested a motion on the above-referenced item. The motion was made by Director Mone and seconded by Director Fortuna.

**WHEREAS:** At its December 20, 2021 special telephonic meeting, the Materials Innovation and Recycling Authority (MIRA) Board of Directors adopted resolutions authorizing management to issue notices of award to i) CWPM LLC, ii) Covanta Sustainable Solutions (“Covanta”), iii) Enviro Express and iv) Murphy Road Recycling LLC in association with WIN Waste Innovations (“MRR/WIN”) providing for the operation and maintenance of CSWS Transfer Stations, and for the transportation and disposal of MSW and recycling, and which resolutions further authorized management to amend the terms of conditions of the CSWS Municipal Service Agreements; and

**WHEREAS:** Management has proceeded to issue such notices of award as authorized with certain limitations and conditions consistent with submitted proposals and business exceptions including, under the MRR / WIN award, the condition that all MSW generated within the boundaries of “Tier 1” Participating Municipalities and currently delivered direct to the CSWS Waste to Energy Facility will be directed by MIRA, pursuant to the Municipal Service Agreements, to the Murphy Road Recycling Transfer Station located at 123 / 143 Murphy Road, Hartford CT for transfer by rail to the WIN Tunnel Hill Reclamation Landfill in New Lexington, Ohio and the WIN Sunny Farms Landfill in Fostoria, Ohio; and

**WHEREAS:** Subsequent to the submission of its proposal, MRR/WIN sought to modify key terms and conditions of the proposal such that all MSW generated within Tier 1 Participating Municipalities would not be accommodated in the manner originally proposed which modification is contrary to the terms of MIRA’s Request for Proposals, which MIRA staff has determined would materially increase the municipal tipping fees that otherwise would need to be charged to Participating Municipalities and contrary to the terms and conditions of the Municipal Service Agreement and certain Participating Municipality ordinances; and

**WHEREAS:** MIRA’s notice of award to MRR / WIN provided a deadline of February 4, 2022 by which to complete a final agreement and February 23, 2022 by which this

Board shall approve the final agreement; and

**WHEREAS:** This Board desires to provide additional time for MIRA and MRR / WIN to negotiate and finalize the terms of an agreement consistent with the MRR/WIN original proposal including the limitations and conditions outlined in MIRA's December 20, 2021 resolution and subsequent notice of award; and

**WHEREAS:** This Board further desires to provide additional time for CSWS Participating Municipalities that otherwise would be accommodated by the MRR / WIN proposal (the "Affected Municipalities") to make considered decisions concerning their future waste management service providers and requirements; and

**WHEREAS:** This Board further desires to provide additional time for MIRA to develop alternative methods, potentially including additional requests for proposals, to reliably contract waste management services at a municipal tipping fee that is fiscally manageable for the Affected Municipalities to consider if such negotiations with MRR/WIN do not conclude successfully by the extended timeframe provided herein; and

**WHEREAS:** This Board further desires to establish the method of operation to provide waste management services to the Affected Municipalities on an interim basis if such negotiations with MRR/WIN do not conclude successfully by the extended timeframe provided herein;

Now therefore be it

**RESOLVED:** That the Board of Directors affirms its December 20, 2021 authorization to issue notices of award and negotiate the terms and conditions of final agreements with CWPM LLC, Covanta, Enviro Express and MRR / WIN; and

**FURTHER RESOLVED:** That management is directed to extend the deadline for negotiation of a final agreement with MRR / WIN by three (3) months to May 6, 2022 and to extend the deadline for Board approval of such final agreement by three (3) months to May 11, 2022; and

**FURTHER RESOLVED:** That management is directed to postpone decommissioning of the CSWS Waste to Energy Facility and establish a limited operation of such facility for a period of one (1) year to provide additional time to commence the initial transition to waste transfer activity effective July 1, 2022 at the CSWS Transfer Stations, followed by a completed transition effective no later than July 1, 2023 (such period being referred to herein as the "Transition Period") with decommissioning of the CSWS Waste to Energy Facility to commence as soon as practicable following the completion of the transition; and

**FURTHER RESOLVED:** That unless otherwise agreed by a resolution of the Board, management is directed to limit operations of the CSWS Waste to Energy Facility during the Transition Period to "one boiler" operations as MIRA staff presented to the Board

during its meeting held January 19, 2022, with the exception that “two boiler” operations are permitted i) if required to transition the CSWS Transfer Stations to operation by CWPM LLC, Covanta and Enviro Express, in which case, management will use best efforts to attain “one boiler” operations as soon as practicable subsequent to July 1, 2022, ii) in order to provide supplemental disposal capacity in the event that operational or weather related circumstances restrict or impact the ability to transport or deliver MSW from MIRA’s transfer stations to the intended disposal facilities, or iii) in order to accommodate scheduled and unscheduled boiler outages; and

**FURTHER RESOLVED:** That management is directed to modify the terms and conditions of the MSA Amendment providing an interim framework for subsidizing municipal tipping fees for the Affected Municipalities; and

**FURTHER RESOLVED:** That management is directed to present to the Board not later than March 9, 2022 a program of operations for MIRA, including executive leadership, general management, other staff and third-party services required for the safe and reliable operation of the CSWS Transfer Stations and the CSWS Waste to Energy Facility during the Transition Period.

### **3. MOTION TO AMEND THE RESOLUTION.**

Director Hunter moved to amend the pending resolution, and proffered his proposed revisions. Director Fortuna seconded the motion.

**WHEREAS:** At its December 20, 2021 special telephonic meeting, the Materials Innovation and Recycling Authority (MIRA) Board of Directors adopted resolutions authorizing management to issue notices of award to i) CWPM LLC, ii) Covanta Sustainable Solutions (“Covanta”), iii) Enviro Express and iv) Murphy Road Recycling LLC in association with WIN Waste Innovations (“MRR/WIN”) providing for the operation and maintenance of CSWS Transfer Stations, and for the transportation and disposal of MSW and recycling, and which resolutions further authorized management to amend the terms of conditions of the CSWS Municipal Service Agreements; and

**WHEREAS:** Management has proceeded to issue such notices of award as authorized with certain limitations and conditions consistent with submitted proposals and business exceptions including, under the MRR / WIN award, the condition that all MSW generated within the boundaries of “Tier 1” Participating Municipalities and currently delivered direct to the CSWS Waste to Energy Facility will be directed by MIRA, pursuant to the Municipal Service Agreements, to the Murphy Road Recycling Transfer Station located at 123 / 143 Murphy Road, Hartford CT for transfer by rail to the WIN Tunnel Hill Reclamation Landfill in New Lexington, Ohio and the WIN Sunny Farms Landfill in Fostoria, Ohio; and

**WHEREAS:** Subsequent to the submission of its proposal, MRR/WIN sought to modify key terms and conditions of the proposal such that all MSW generated within Tier 1

Participating Municipalities would not be accommodated in the manner originally proposed which modification is contrary to the terms of MIRA's Request for Proposals, which MIRA staff has determined would materially increase the municipal tipping fees that otherwise would need to be charged to Participating Municipalities and contrary to the terms and conditions of the Municipal Service Agreement and certain Participating Municipality ordinances; and

**WHEREAS:** MIRA's notice of award to MRR / WIN provided a deadline of February 4, 2022 by which to complete a final agreement and February 23, 2022 by which this Board shall approve the final agreement; and

**WHEREAS:** This Board desires to provide additional time for MIRA and MRR / WIN to negotiate and finalize the terms of an agreement consistent with the MRR/WIN original proposal including the limitations and conditions outlined in MIRA's December 20, 2021 resolution and subsequent notice of award; and

**WHEREAS:** This Board further desires to provide additional time for CSWS Participating Municipalities that otherwise would be accommodated by the MRR / WIN proposal (the "Affected Municipalities") to make considered decisions concerning their future waste management service providers and requirements; and

**WHEREAS:** This Board further desires to provide additional time for MIRA to develop alternative methods, potentially including additional requests for proposals, to reliably contract waste management services at a municipal tipping fee that is fiscally manageable for the Affected Municipalities to consider if such negotiations with MRR/WIN do not conclude successfully by the extended timeframe provided herein; and

**WHEREAS:** This Board further desires to establish the method of operation to provide waste management services to the Affected Municipalities on an interim basis if such negotiations with MRR/WIN do not conclude successfully by the extended timeframe provided herein;

Now therefore be it

**RESOLVED:** That the Board of Directors affirms its December 20, 2021 authorization to issue notices of award and negotiate the terms and conditions of final agreements with CWPM LLC, Covanta, Enviro Express and MRR / WIN; and

**FURTHER RESOLVED:** That management is directed to extend the deadline for negotiation of a final agreement with MRR / WIN, reasonably consistent with the December 20, 2021 Resolutions of the Board, with such further modifications of terms and conditions which, in the reasonable opinion of the CEO, are commercially sound in the circumstances, by three (3) months to May 6, 2022 and to extend the deadline for Board approval of such final agreement by three (3) months to May 11, 2022; and

**FURTHER RESOLVED:** That should management and MRR/WIN fail to agree a final

agreement, management is directed to postpone decommissioning of the CSWS Waste to Energy Facility and establish a limited operation of such facility for a period of one (1) year to provide additional time to commence the initial transition to waste transfer activity effective July 1, 2022 at the CSWS Transfer Stations, followed by a completed transition effective no later than July 1, 2023 (such period being referred to herein as the “Transition Period”) with decommissioning of the CSWS Waste to Energy Facility to commence as soon as practicable following the completion of the transition; and

**FURTHER RESOLVED:** That unless otherwise agreed by a resolution of the Board, should decommissioning of the CSWS Waste to Energy Facility be postponed and limited operation of such Facility be established for a period of one (1) year, management is directed to limit operations of the CSWS Waste to Energy Facility during the Transition Period to “one boiler” operations as MIRA staff presented to the Board during its meeting held January 19, 2022, with the exception that “two boiler” operations are permitted i) if required to transition the CSWS Transfer Stations to operation by CWPM LLC, Covanta and Enviro Express, in which case, management will use best efforts to attain “one boiler” operations as soon as practicable subsequent to July 1, 2022, ii) in order to provide supplemental disposal capacity in the event that operational or weather related circumstances restrict or impact the ability to transport or deliver MSW from MIRA’s transfer stations to the intended disposal facilities, or iii) in order to accommodate scheduled and unscheduled boiler outages; and

**FURTHER RESOLVED:** That management is directed to modify the terms and conditions of the MSA Amendment providing an interim framework for subsidizing municipal tipping fees for the Affected Municipalities; and

**FURTHER RESOLVED:** In the event decommissioning of the CSWS Waste to Energy Facility be postponed and limited operation of such Facility be established for a period of one (1) year, management is directed to present to the Board not later than April 13, 2022 a program of operations for MIRA, including executive leadership, general management, other staff and third-party services required for the safe and reliable operation of the CSWS Transfer Stations and the CSWS Waste to Energy Facility during the Transition Period.

The motion previously made and seconded was approved by roll call vote. Chairman Stein, Vice Chairman Hayden, Director Fortuna, Director Weisselberg, Director Brown, Director Mone, Director Assard, Director Steuber, and Director Soderman voted yes.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice Chairman Hayden	X		

Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Suzette Brown	X		
Leonard Assard	X		
Ed Mone	X		
Dave Steuber	X		
Richard Soderman	X		
<b>Ad Hoc Members</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Tom Swarr			

#### **4. MOTION TO FURTHER AMEND THE RESOLUTION**

Director Fortuna moved a further amendment to the pending resolution. He proposed that the first paragraph beginning “Further Resolved” be amended to read as follows:

**FURTHER RESOLVED:** That management is directed to extend the deadline for negotiation of a final agreement with MRR / WIN, reasonably consistent with the December 20, 2021 Resolutions of the Board, with such further modifications of terms and conditions which, in the reasonable opinion of the CEO, are commercially sound in the circumstances, by two (2) months to April 6, 2022 and to extend the deadline for Board approval of such final agreement by three (3) months to May 11, 2022; and

The motion was seconded by Director Mone, and approved by roll call vote. Chairman Stein, Vice Chairman Hayden, Director Fortuna, Director Weisselberg, Director Brown, Director Mone, Director Assard, and Director Soderman voted yes. Director Steuber voted no.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		
Vice Chairman Hayden	X		
Carl Fortuna	X		

Susan Weisselberg	X		
Bert Hunter	X		
Suzette Brown	X		
Leonard Assard	X		
Ed Mone	X		
Dave Steuber		X	
Richard Soderman	X		
<b>Ad Hoc Members</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Tom Swarr			

**AMENDED RESOLUTION REGARDING NOTICES OF AWARD AUTHORIZED AT THE DECEMBER 20, 2021 SPECIAL BOARD MEETING.**

Acting Chairman Hayden requested a vote on the resolution previously made and seconded, as amended.

**WHEREAS:** At its December 20, 2021 special telephonic meeting, the Materials Innovation and Recycling Authority (MIRA) Board of Directors adopted resolutions authorizing management to issue notices of award to i) CWPM LLC, ii) Covanta Sustainable Solutions (“Covanta”), iii) Enviro Express and iv) Murphy Road Recycling LLC in association with WIN Waste Innovations (“MRR/WIN”) providing for the operation and maintenance of CSWS Transfer Stations, and for the transportation and disposal of MSW and recycling, and which resolutions further authorized management to amend the terms of conditions of the CSWS Municipal Service Agreements; and

**WHEREAS:** Management has proceeded to issue such notices of award as authorized with certain limitations and conditions consistent with submitted proposals and business exceptions including, under the MRR / WIN award, the condition that all MSW generated within the boundaries of “Tier 1” Participating Municipalities and currently delivered direct to the CSWS Waste to Energy Facility will be directed by MIRA, pursuant to the Municipal Service Agreements, to the Murphy Road Recycling Transfer Station located at 123 / 143 Murphy Road, Hartford CT for transfer by rail to the WIN Tunnel Hill Reclamation Landfill in New Lexington, Ohio and the WIN Sunny Farms Landfill in Fostoria, Ohio; and

**WHEREAS:** Subsequent to the submission of its proposal, MRR/WIN sought to modify

key terms and conditions of the proposal such that all MSW generated within Tier 1 Participating Municipalities would not be accommodated in the manner originally proposed which modification is contrary to the terms of MIRA's Request for Proposals, which MIRA staff has determined would materially increase the municipal tipping fees that otherwise would need to be charged to Participating Municipalities and contrary to the terms and conditions of the Municipal Service Agreement and certain Participating Municipality ordinances; and

**WHEREAS:** MIRA's notice of award to MRR / WIN provided a deadline of February 4, 2022 by which to complete a final agreement and February 23, 2022 by which this Board shall approve the final agreement; and

**WHEREAS:** This Board desires to provide additional time for MIRA and MRR / WIN to negotiate and finalize the terms of an agreement consistent with the MRR/WIN original proposal including the limitations and conditions outlined in MIRA's December 20, 2021 resolution and subsequent notice of award; and

**WHEREAS:** This Board further desires to provide additional time for CSWS Participating Municipalities that otherwise would be accommodated by the MRR / WIN proposal (the "Affected Municipalities") to make considered decisions concerning their future waste management service providers and requirements; and

**WHEREAS:** This Board further desires to provide additional time for MIRA to develop alternative methods, potentially including additional requests for proposals, to reliably contract waste management services at a municipal tipping fee that is fiscally manageable for the Affected Municipalities to consider if such negotiations with MRR/WIN do not conclude successfully by the extended timeframe provided herein; and

**WHEREAS:** This Board further desires to establish the method of operation to provide waste management services to the Affected Municipalities on an interim basis if such negotiations with MRR/WIN do not conclude successfully by the extended timeframe provided herein;

Now therefore be it

**RESOLVED:** That the Board of Directors affirms its December 20, 2021 authorization to issue notices of award and negotiate the terms and conditions of final agreements with CWPM LLC, Covanta, Enviro Express and MRR / WIN; and

**FURTHER RESOLVED:** That management is directed to extend the deadline for negotiation of a final agreement with MRR / WIN, reasonably consistent with the December 20, 2021 Resolutions of the Board, with such further modifications of terms and conditions which, in the reasonable opinion of the CEO, are commercially sound in the circumstances, by two (2) months to April 6, 2022 and to extend the deadline for Board approval of such final agreement by three (3) months to May 11, 2022; and

**FURTHER RESOLVED:** That should management and MRR/WIN fail to agree a final agreement, management is directed to postpone decommissioning of the CSWS Waste to Energy Facility and establish a limited operation of such facility for a period of one (1) year to provide additional time to commence the initial transition to waste transfer activity effective July 1, 2022 at the CSWS Transfer Stations, followed by a completed transition effective no later than July 1, 2023 (such period being referred to herein as the “Transition Period”) with decommissioning of the CSWS Waste to Energy Facility to commence as soon as practicable following the completion of the transition; and

**FURTHER RESOLVED:** That unless otherwise agreed by a resolution of the Board, should decommissioning of the CSWS Waste to Energy Facility be postponed and limited operation of such Facility be established for a period of one (1) year, management is directed to limit operations of the CSWS Waste to Energy Facility during the Transition Period to “one boiler” operations as MIRA staff presented to the Board during its meeting held January 19, 2022, with the exception that “two boiler” operations are permitted i) if required to transition the CSWS Transfer Stations to operation by CWPM LLC, Covanta and Enviro Express, in which case, management will use best efforts to attain “one boiler” operations as soon as practicable subsequent to July 1, 2022, ii) in order to provide supplemental disposal capacity in the event that operational or weather related circumstances restrict or impact the ability to transport or deliver MSW from MIRA’s transfer stations to the intended disposal facilities, or iii) in order to accommodate scheduled and unscheduled boiler outages; and

**FURTHER RESOLVED:** That management is directed to modify the terms and conditions of the MSA Amendment providing an interim framework for subsidizing municipal tipping fees for the Affected Municipalities; and

**FURTHER RESOLVED:** In the event decommissioning of the CSWS Waste to Energy Facility be postponed and limited operation of such Facility be established for a period of one (1) year, management is directed to present to the Board not later than April 13, 2022 a program of operations for MIRA, including executive leadership, general management, other staff and third-party services required for the safe and reliable operation of the CSWS Transfer Stations and the CSWS Waste to Energy Facility during the Transition Period.

The motion previously made and seconded was approved by roll call vote. Chairman Stein, Vice Chairman Hayden, Director Fortuna, Director Weisselberg, Director Hunter, Director Brown, Director Mone, Director Assard, and Director Soderman voted yes. Director Steuber voted no.

<b>Directors</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Chairman Stein	X		

Vice Chairman Hayden	X		
Carl Fortuna	X		
Susan Weisselberg	X		
Bert Hunter	X		
Suzette Brown	X		
Leonard Assard	X		
Ed Mone	X		
Dave Steuber		X	
Richard Soderman	X		
<b>Ad Hoc Members</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Tom Swarr			

**5. Adjournment.**

Acting Chairman Hayden requested a motion to adjourn. The motion was made by Director Mone and seconded by Director Soderman. The meeting adjourned at 2:41 p.m.