

MATERIALS INNOVATION AND RECYCLING AUTHORITY

July 13, 2022

A Regular Telephonic Board meeting of the Materials Innovation and Recycling Authority Board of Directors was held via Zoom on Wednesday, July 13, 2022. Present via audio or video conferencing were:

Appointed Directors:

Chairman Stein
Vice Chairman Jim Hayden
Carl Fortuna, Jr.
Bert Hunter
Susan Weisselberg
Ed Mone
Dave Steuber
Tom Swarr

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
Cheryl Kaminsky, Manager of Accounting and Financial Reporting
Dave Bodendorf, Senior Environmental Engineer/Manager of Construction and Power Products
Roger Guzowski, Contract and Procurement Manager
Tina Mateo, Asst. Director of Budgets and Cash Management

Others Present:

Ann Catino, Halloran & Sage

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, Chairman Stein proceeded with the meeting.

1. Approval of the Minutes of the June 15, 2022 Regular Board Meeting.

Chairman Stein requested a motion to accept the minutes of the June 15, 2022 Board meeting. The motion to approve the minutes was made by Director Mone and seconded by Director Weisselberg.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden			X
Ed Mone	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Dave Steuber	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr	X		

Agenda Items Tabled.

Chairman Stein tabled Agenda items V.a., b., and c. to the Special Board Meeting to be held on July 25, 2022, for lack of the “supermajority” of directors in attendance necessary to pass them.

2. RESOLUTION REGARDING MIRA OFFICE SPACE OPTIONS.

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

WHEREAS, MIRA entered into a Lease with 100-200 Corporate Place, LLC on August 15, 2015 for office space at 200 Corporate Place, Rocky Hill, CT; and

WHEREAS, the current term of the Lease ends on April 30, 2023; and

WHEREAS, the Lease contains provisions for two, 3-year extensions, the first of which begins May 1, 2023; and

WHEREAS, the current rental rate for the Lease is \$205,898 annually; and

WHEREAS, the rental rate for the extension is defined as “90 percent of the then prevailing market rate at the time of the extension”; and

WHEREAS, MIRA staff requested that the Landlord provide its lowest and best rental rate if MIRA were to agree to extend the Lease term; and

WHEREAS, to extend the Lease, MIRA is required to provide written notification of its intention no later than 9 months prior to the current term of the Lease, which date is July 30, 2022; and

WHEREAS, MIRA owns property at 300 Maxim Road in Hartford, CT, and the location is appropriate to house MIRA staff;

NOW THEREFORE, it is RESOLVED: That the Board of Directors directs MIRA management to not execute the option to extend the Lease and instead to move MIRA staff to existing office space at 300 Maxim Road;

FURTHER RESOLVED: That the Board of Directors directs MIRA management to refine logistics and costs to move MIRA staff to 300 Maxim Road, and request approval from the Board for such costs to move MIRA staff that will remain with MIRA after April 30, 2023.

The motion previously moved and seconded was approved by roll call vote. Chairman Stein, Director Hayden, Director Mone, Director Fortuna, Director Hunter, Director Weisselberg, and Director Steuber voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Ed Mone	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Dave Steuber	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr			

3. RESOLUTION REGARDING ADDITIONAL PROJECTED LEGAL EXPENDITURES.

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

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 2023 projected legal fees; and

WHEREAS, the Board of Directors has previously authorized MIRA to incur legal costs and expenses for the services of its several outside counsels during FY 2023; and

WHEREAS, MIRA expects to incur greater than previously authorized legal expenses with one of its counsels; and

NOW THEREFORE, it is RESOLVED: That the following additional amount is authorized for payment of projected legal fees and costs to be incurred during fiscal year 2023:

Firm:

Amount:

Cohn Birnbaum & Shea

\$15,000

The motion previously moved and seconded was approve by roll call vote. Chairman Stein, Director Hayden, Director Mone, Director Fortuna, Director Hunter, Director Weisselberg, Director Steuber, and Ad Hoc Swarr voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Ed Mone	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Dave Steuber	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr	X		

Agenda Item Tabled.

Chairman Stein tabled Agenda items VII.a. to the Special Board Meeting to be held on July 25, 2022, for lack of the “supermajority” of directors in attendance necessary to pass it.

4. RESOLUTION REGARDING ENGINEERING, CONSULTING, AND POWER-PRODUCT PROFESSIONAL SERVICES

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

RESOLVED: That the Board hereby amends its May 11, 2022 RESOLUTION REGARDING ENGINEERING, CONSULTING, AND POWER-PRODUCT PROFESSIONAL SERVICES, and approval thereof as follows: i) that GNCB Consulting Engineers, P.C. is added to the category of General Engineering Services; ii) that GNCB Consulting Engineers, P.C. is removed from the category of Environmental Consulting and Engineering Services; and iii) that all other terms and conditions of the RESOLUTION REGARDING ENGINEERING, CONSULTING, AND POWER-PRODUCT PROFESSIONAL SERVICES remain in effect as presented and approved by the Board on May 11, 2022.

The motion previously moved and seconded was approve by roll call vote. Chairman Stein, Director Hayden, Director Mone, Director Fortuna, Director Hunter, Director Weisselberg, and Director Steuber voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Ed Mone	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		

Dave Steuber	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr			

PRESIDENT’S REPORT

President Kirk reported on the operational and financial status of the CSWS for the period ending May 31, 2022, including an update on MIRA’s reduced waste processing and favorable electric prices. He reminded the board that Waste-to-Energy Facility combustion and energy production will end this month, and said that waste remaining at the Facility thereafter will be transferred and disposed of offsite.

MOTION TO ADD TO THE AGENDA AND GO INTO EXECUTIVE SESSION

Chairman Stein requested Attorney Hunt to state the reasons for Executive Session. Ms. Hunt noted that an addition to the Agenda for a second matter to be discussed in Executive Session was required, so Executive Session would be for: (1) discussion of pending litigation in the matter of *Zurich American Insurance Company et al. v. NAES Corporation*, and (2) discussion of the potential disposition of MIRA-owned real estate and the contents of real estate appraisals related thereto.

The Motion was made by Director Mone and seconded by Director Hunter, and was approved by roll call vote. Chairman Stein, Director Hayden, Director Mone, Director Fortuna, Director Hunter, Director Weisselberg, Director Steuber, and Ad Hoc Swarr voted yes. Chairman Stein invited Mr. Kirk, Mr. Daley, Mr. Egan, Ms. Hunt, Attorney Catino, and Mr. Gaffey to participate in Executive Session.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		

Ed Mone	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Dave Steuber	X		
Ad Hoc Members	Aye	Nay	Abstain
Tom Swarr	X		

Executive Session began at 9:55 and ended at 10:45.

Adjournment

Chairman noted that no motions were made and no votes were taken in Executive Session, and adjourned the meeting at 10:45 a.m.