

MATERIALS INNOVATION AND RECYCLING AUTHORITY

October 12, 2022

A Regular meeting of the Board of Directors of the Materials Innovation and Recycling Authority Board of Directors was held via Zoom on Wednesday, October 12, 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
Leonard Assard
Dave Steuber
Rich Soderman

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
Tom Gaffey, Director of Recycling and Enforcement
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

Others Present:

Ann Catino, Halloran & Sage

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, Chairman Stein proceeded with the meeting.

1. APPROVAL OF THE MINUTES OF THE SEPTEMBER 21, 2022 REGULAR BOARD MEETING

Chairman Stein requested a motion to accept the minutes of the September 21, 2022 Board meeting. The motion to approve the minutes was made by Director Soderman and seconded by Director Hunter.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber			
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

--	--	--	--

2. RESOLUTION CONCERNING USE OF TRANSITION CONTINGENCY

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

WHEREAS, at its May 11, 2022 Board of Directors meeting, the Materials Innovation and Recycling Authority (MIRA) Board of Directors adopted a Modified Program of Operations and CSWS Operating Budget for MIRA’s fiscal year commencing July 1, 2022 which program anticipated waste combustion at the Waste to Energy Facility (“Facility”) to cease on or before July 31, 2022; and

WHEREAS, such Modified Program of Operations and Budget funds a Transition Contingency Reserve of \$3,565,000 to provide for Facility shut down expenses including relevant Contractor employee separations, securing the Facility as needed for limited operations and other potential uses which are subject to Board approval; and

WHEREAS, at its June 15, 2022 Board of Directors meeting, the MIRA Board authorized the use of the Transition Contingency Reserve, through the CSWS Major Maintenance Fund, to fund the NAES Contractor Severance Program costs for the Facility estimated at two million dollars (\$2,000,000) for the fiscal year commencing July 1, 2022 ; and

WHEREAS, the NAES Contractor Severance Program has effectively been implemented for the Facility employees at a final estimated cost \$1,715,000 (\$285,000 less than budget). As of September 30, 2022, 71 employees have been laid off and received severance totaling \$1,694,051. Severance remains to be implemented for one additional Facility employee. Severance will be implemented for 11 Jets employees at the conclusion of fiscal year 2023; and

WHEREAS, the Transition Contingency Reserve will have an estimated remaining balance of \$1,850,000 after completion of the NAES Contractor Severance Program for the Facility employees; and

WHEREAS, NAES has proceeded to effectively shut down and secure the Facility through use of funds within its Contract Operating Budget including removal of all equipment oils, removal and disposal of ash and cleaning of the bag houses, de-energizing the Facility, securing the cooling water intake system, winterizing the control room and additional work expected to be completed within the next several months; and

WHEREAS, such NAES Contract Operating Budget is currently estimated as sufficient to complete ongoing shut down activities, maintain interim property security patrols and properly vacate the Facility in advance of MIRA’s relocation to it (“Final WTE Facility Shut Down Expense”); and

WHEREAS, MIRA has a need to directly contract for longer term Facility security services, and for the services of a former NAES employee for additional technical support in the Facility shutdown (“Security and Technical Support Services”), at a total cost of \$122,500 which is properly funded through use of the Transition Contingency Reserve; and

WHEREAS, such additional contracted Security and Technical Support Services are subject to approval of this Board as detailed on the “Resolution Regarding an Agreement for Security Services at the South Meadows Resource Recovery Facility” and “Resolution Regarding a Personal Services Agreement with David Gallaher to provide consulting support at the South Meadows Resource Recovery Facility” concurrently under consideration at this meeting which resolutions identify the Transition Contingency Reserve as the source of funding for such contracts.

NOW THEREFORE, be it

RESOLVED: That this Board hereby approves the designation and use of the Transition Contingency Reserve, through the CSWS Major Maintenance Fund, in the amount of \$122,500 to fund costs as described in such Security and Technical Support Services resolutions.

Mr. Daley stated that this resolution establishes \$122,500 in funding for contracted security services and technical support services for the waste to energy facility shut down. These are anticipated uses of the Transition Contingency established in the Major Maintenance fund. Board approval to use this fund was anticipated when the FY 2023 final budget was adopted. The Transition Contingency totals \$3,565,000. The Board previously designated it as the funding source for the NAES contractor severance budgeted at \$2,000,000 so the resolution outlines the status of that program and final estimate that it will be completed \$285,000 under budget. The resolution also outlines the status of NAES work to shut down, secure and properly vacate the facility using its budget for contract operating expense. This is why we can estimate an available balance in the fund of \$1,850,000.

Mr. Daley further noted that the two contracts being funded at \$122,500 have also gone through the P&P committee for contract and procurement approvals so the contract approvals are included in the P&P Committee Report. We are addressing the funding of these contracts here. One is a contract with United Security Incorporated who is a DAS approved contractor for a not to exceed amount of \$97,500 covering November through June. This provides one guard, 12 hours a day overnight for seven days a week. The other is a personal service agreement with a former NAES employee (Dave Gallaher) who is very knowledgeable about the power block facility and will be available to consult on matters related to the shutdown. This is for \$25,000.

Mr. Daley stated the Finance Committee reviewed and unanimously approved the use of \$112,500 from this reserve for these purposes at its meeting last week. Since then we had a couple minor adjustments to the schedule for security services which increased that contract by \$10,000. This correction was shared with the Finance Committee following these adjustments. We also subsequently shared with the Finance Committee that Pete was recently able to wrap up the issue of isolating the turbine control room (which is now used exclusively for the Jets) from

the fire protection system installed for the entire WTE Facility. The cost of this work is \$89,840.00 and we are recommending it be funded from the Property Division Improvement Fund since this is intended to allow continued efficient operation of the Jets (without heating the pipes for the entire system over the winter). We need this completed before it gets too cold so this item was brought directly to the Board under the P&P Committee reports including the use of this reserve.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

3. RESOLUTION CONCERNING THE USE OF THE CSWS LEGAL RESERVE

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

WHEREAS, The Materials Innovation and Recycling Authority has a need for legal services above and beyond those authorized in the adopted budgets for fiscal year 2023, and in subsequent resolutions adopted in May 2022 and July 2022, as detailed on the “Resolution Regarding Additional Projected FY ‘23 Legal Expenditures” concurrently under consideration at this meeting; and

WHEREAS, a portion of such additional resources are properly funded through the CSWS Legal Reserve also as described on such Resolution Regarding Additional Projected FY ‘23 Legal Expenditures subject to approval of this Board;

NOW THEREFORE, be it

RESOLVED: That this Board hereby approves the use of the CSWS Legal Reserve in the amount of \$150,000 to fund the additional legal services described in such Resolution Regarding Additional Projected FY ‘23 Legal Expenditures.

Mr. Daley stated that this resolution addresses the need for additional resources for the Authority’s employment counsel and general counsel. Additional resources are needed for personnel matters, legislative and procedural issues associated with the closure of the waste to energy facility. These needs would be funded with an additional \$150,000 from the CSWS legal reserve which has a current balance of about \$552,000.

Mr. Daley further stated we also have a need for an additional \$50,000 for FOIA complaints that we will accommodate administratively through budget modification. He said that this resolution also went through the P&P committee for contract and procurement approvals so the contract approvals are included in the P&P Committee Report.

Mr. Daley also stated that we did document in the P&P resolutions the status of funding currently approved in the FY 2023 budget adoption and subsequently. We adopted \$180,000 in the operating budgets then added \$200,000 use of reserve specifically for the NAES lawsuit and \$15,000 specifically for the Mid Ct. Project’s South Meadows Exit Strategy.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		

Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

4. RESOLUTION REGARDING AUTHORIZATION OF AN AMENDMENT TO AN EXISTING AGREEMENT

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

RESOLVED: That the MIRA Board of Directors hereby authorizes an amendment to the Agreement for Torrington Transfer Station Operation and Maintenance Services with MSW and Recycling Transportation, substantially as presented and discussed at this meeting.

Mr. Bodendorf explained Board approval for this item is required because it is an amendment to an existing agreement that may increase the value of the agreement by more than \$50,000. He described the need to perform the work, the procurement process and the scope of work. Mr. Bodendorf reminded the Board that a similar scope of work was approved by the Board several months ago under the previous site operator, but that the work was never undertaken. He explained the new scope was somewhat pared down but should still provide a repair that will be serviceable for several years. Director Fortuna asked how the seven vendors invited to bid on the job were identified and if the process was in accordance with public procurement rules. Mr. Bodendorf explained the vendors were contacted directly and several of the vendors were well

known to MIRA having performed work for MIRA in the past. Mr. Egan and Mr. Bodendorf explained that the process was in accordance with MIRA’s procurement policy as the work is being done as a pass through under the provisions of an existing agreement that was publicly solicited.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

5. RESOLUTION REGARDING SECURITY SERVICES FOR THE MIRA SOUTH MEADOWS SITE

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

RESOLVED: That the President is hereby authorized to utilize security services for the MIRA South Meadows site pursuant to the CT Department of Administrative Services contract for Security Personnel Services, substantially as discussed and presented at this meeting.

Mr. Egan stated that with the cessation of waste combustion activities at MIRA’s resource recovery facility in Hartford, and the exit of most of the NAES workforce at the site, it is necessary to engage a private security company to provide on-site security patrol services from dusk to dawn, seven days per week at the property.

Mr. Egan stated that NAES has been contracting directly with a security company to provide these services since August 2022, but that moving forward MIRA will contract directly for these services using United Security Incorporated, an approved vendor on the CT Department of Administrative Services (DAS) contract for these services, which contract MIRA is authorized to use since it is a political subdivision of the state.

Mr. Egan explained that United Security Incorporated (USI) is the least-cost provider of the three firms that offer Security personnel for the service that MIRA needs at its South Meadows property.

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

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

Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

6. RESOLUTION REGARDING A PERSONAL SERVICES AGREEMENT WITH DAVID GALLAHER FOR FACILITY CONSULTING SERVICES

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

RESOLVED: That the President is hereby authorized to enter into a personal services agreement with David Gallaher for facility consulting services, substantially as discussed and presented at this meeting.

Mr. Egan stated that this resolution regards contracting with Mr. David Gallaher, a former employee of NAES Corporation, to provide facility related consulting services to MIRA, and that Mr. Gallaher will be engaged as a contractor with special capability pursuant to section 3.1.2.5 of MIRA’s Procurement Policies & Procedures.

Mr. Egan explained that Mr. Gallaher worked at MIRA’s Resource Recovery Facility in Hartford for more than 34 years, until he was laid off on August 9, 2022 due to cessation of waste combustion activities at the facility.

Mr. Egan further explained that, based on this experience, Mr. Gallaher has developed extensive knowledge and expertise regarding the facility and its operations, including design and layout of the facility; location, purpose and function of equipment; and the generation, export and import of electric power, which knowledge and experience will be of value to MIRA during the next year as the facility is closed. Mr. Egan stated that Mr. Gallaher will be employed as necessary by MIRA, but that the agreement does not guarantee any minimum hours of consulting services to Mr. Gallaher.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

7. RESOLUTION REGARDING ADDITIONAL PROJECTED FY '23 LEGAL EXPENDITURES.

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

RESOLVED: That the following additional amounts be authorized for payment of projected legal fees and costs to be incurred during fiscal year 2023:

Firm:	Amount:
Halloran & Sage	\$100,000
Kainen, Escalera & McHale	\$100,000

and

FURTHER RESOLVED: That \$150,000 from the CSWS Legal Reserve be available, in addition to previously budgeted and approved amounts, for payment of FY 23 legal fees and expenses incurred in connection with personnel matters and legislative and procedural issues resulting from the closure of the CSWS W-T-E Facility and that the President is hereby authorized to expend up to that additional amount for payment of such legal costs, and that up to \$50,000 be made available through administrative modification of adopted budgets for matters unrelated to such closure.

Ms. Hunt explained that the Authority had incurred, and expects to continue to require, additional services from its employment counsel and its general counsel as a result of the ongoing reduction-in-force stemming from the shutdown of the South Meadows Waste-to-Energy Facility and the anticipated report of the solid waste task force and potential resulting legislative initiatives. She noted that the Finance Committee had reviewed and approved the use of the CSWS Legal Reserve for such expenses. She said that a portion of the requested additional approved funds would also be available for general counsel representation at continuing FOIC administrative hearings, among other general matters, which funds would be available through administrative modification of existing budgets.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		

Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

8. RESOLUTION REGARDING COMMERCIAL & INDUSTRIAL REAL ESTATE SERVICES AGREEMENT.

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

RESOLVED: That the President is hereby authorized to enter into contracts with the following firms for Commercial And Industrial Real Estate Services, substantially as discussed and presented at this meeting:

- Vimini Valuation Services, LLC

Roger Guzowski introduced the discussion indicating that this agreement is for on-call services during a 3-year term. The agreement pre-qualifies the vendor for future services in the categories of real estate appraisal services, brokerage services and other real estate consulting services. Mr. Guzowski clarified that no money is initially awarded to or guaranteed to the Contractor. Any future work would be pursuant to a Request For Service (“RFS”). Any individual RFS over \$50,000, if such occurred, would be brought back to the Board for approval. Board approval is sought at this time because several smaller RFS’s which would not individually go to the board for approval could add up to more than \$50,000. In such case those smaller individual RFS’s would appear in an informational Report On Vendors That Have Exceeded \$50,000 on Cumulative Contracts which goes to the Policies & Procurement Committee each month.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

9. RESOLUTION REGARDING MODIFICATION OF THE FIRE SUPPRESSION SYSTEM AT MIRA'S SOUTH MEADOWS POWER BLOCK FACILITY

RESOLVED: That the President is hereby authorized to utilize Hartford Sprinkler Co., Inc., an approved vendor pursuant to the CT Department of Administrative Services contract for Inspection, Testing, Maintenance and Repairs of Sprinkler Systems and Fire Hydrants, in order to modify the fire protection system at the South Meadows Power Block Facility, substantially as discussed and presented at this meeting, and,

FURTHER RESOLVED: That this Board hereby approves the use of the Property Division Improvement Fund, in the amount of \$89,840.00, to fund modification of the fire suppression system at the South Meadows Power Block Facility.

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

Mr. Egan explained that the only source of heat in the Power Block Facility (“PBF”) at MIRA’s waste-to-energy facility are the three combustion boilers, which are now no longer operational since waste combustion activities have ceased.

Mr. Egan explained that, although waste combustion activities have ceased, MIRA still employs NAES Corporation to operate and maintain its Jet Turbine Facility (“JTF”) at the South Meadows site, that the JTF electric generating assets are dispatched from the control room in the PBF, and that NAES staffs the control room with two individuals 24 hours/day, 7 days/week. Mr. Egan stated that electric heat has been installed in the control room, but that there are no other sources of heat in the PBF.

Mr. Egan further explained that the fire suppression system in the PBF is a “wet” system, meaning that all the piping that conveys water to the fire system sprinklers in the event of a fire is filled with water at all times, and that when the system is activated, water immediately flows from the sprinkler heads. Mr. Egan described the alternative to a wet system, which is referred to as a “dry” system, in which the piping itself does not contain water, but instead, the water is held further upstream, and only flows into the piping when the system is activated.

Mr. Egan stated that modification of the fire suppression system at the PBF is necessary in order to ensure continued, uninterrupted operation of MIRA’s JTF, which requires the control room in the PBF to be occupied by NAES employees until May 31, 2023 in order to dispatch and operate the JTF, after which the JTF will be permanently shut down.

Mr. Egan stated that in order to eliminate the risk of the wet system in the PBF freezing and failing during the winter, and therefore to ensure that the NAES control room operators are protected during this time, MIRA engaged Hartford Sprinkler Co. (“HS”) to develop a plan to modify the section of the system that protects the control room and the individuals in the room, segmenting and separating this area from the remainder of the PBF’s fire suppression system. Mr. Egan explained that the plan involves modifying the existing wet system in the area of the control room to a dry system, and removing the remaining system zones from service, since these other areas are unoccupied. Mr. Egan further explained that MIRA submitted the HS plan to the Hartford Fire Marshal for his review and approval, and that the Fire Marshal visited the site on October 4 to review details of the plan with HS and MIRA. Mr. Egan stated that the Fire Marshal commented that the plan was well developed, and that he had no comments or proposed changes to the plan. The Fire Marshal notified MIRA and HS of his approval of the plan on October 5.

Mr. Egan stated that MIRA will utilize the CT Department of Administrative Services (DAS) contract for Inspection, Testing, Maintenance and Repairs of Sprinkler Systems and Fire

Hydrants, as allowed pursuant to Section 3.1.2.2 of MIRA’s Procurement Policies and Procedures, which allows MIRA to utilize the competitive process undertaken by DAS to procure goods and services for state agencies and political subdivisions of the state, which includes MIRA. HS is an approved vendor on this DAS contract.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

10. RESOLUTION REGARDING AMENDMENT TO SECTION 9.3, PAID-TIME-OFF ROLLOVER PROVISION OF THE EMPLOYEE HANDBOOK

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

WHEREAS, Section 9.3 of the Authority’s Employee Handbook currently provides that full-time employees are eligible to rollover personal and vacation leave time up to a maximum accumulation of 60 days; and

WHEREAS, staff availability necessary to carry on safe and efficient operations in the final months of calendar year 2022 is anticipated to be challenging due to such rollover limitation;

NOW, THEREFORE, it is

RESOLVED: That Section 9.3 of the Employee Handbook shall be amended to increase the maximum rollover of leave time potentially accumulated by full-time employees from 60 days to 80 days.

Ms. Hunt explained the need to increase the maximum rollover of leave time potentially accumulated by full-time employees from 60 days to 80 days. She said that several employees currently have accumulated more leave time than permissible for rollover, and said that use of the excess leave time during the remainder of 2022 would be problematic for Authority operations.

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

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

Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

11. PRESIDENT’S REPORT

President Kirk reported on the operational and financial status of the CSWS for the period ending August 31, 2022. He said that the first full month of operations without any use of the W-T-E Facility went smoothly, but noted that we are seeing a significant shortfall in waste deliveries from certain municipalities. He said that our enforcement team is investigating. He said that it is critically important that MIRA meet its delivery commitment to Covanta at the Preston Facility. He indicated that potential steps by the Authority to enforce its contractual rights will be discussed in Executive Session.

President Kirk also said that the closure of the South Meadows Facility is proceeding; we are awaiting comments from DEEP on our closure plan submittal.

12. EXECUTIVE SESSION

Chairman Stein requested a motion to go into Executive Session to discuss Pending Litigation (1) in the matter of *Zurich American Insurance Company et al. v. NAES Corporation* and (2) to consider action by the Authority to enforce legal rights regarding municipal flow control obligations under its MSAs.

The motion was made by Director Mone and seconded by Director Soderman. Chairman Stein asked Mr. Kirk, Mr. Daley, Mr. Egan, Ms. Hunt, Mr. Gaffey, and Attorney Catino to participate in the discussion.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

Executive Session began at 10:35 and ended at 11:30.

MOTION TO ADD AN ITEM TO THE AGENDA: RESOLUTION REGARDING SETTLEMENT AGREEMENT AND AMENDMENT TO JTF O&M AGREEMENT

Chairman Stein requested a motion to add an item to the meeting agenda. The motion was made by Director Mone, seconded by Director Soderman, and approved by roll call vote.

Chairman Stein, Vice Chairman Hayden, Director Fortuna, Director Hunter, Director Weisselberg, Director Mone, Director Assard, Director Steuber, and Director Soderman voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

**RESOLUTION REGARDING SETTLEMENT AGREEMENT AND
AMENDMENT TO JTF O&M AGREEMENT**

Chairman Stein requested a motion to approve the above-captioned resolution. The motion was made by Director Mone and seconded by Director Weisselberg. At Chairman Stein's request, Ms. Hunt read the resolution into the record.

RESOLVED: That the President is hereby authorized to proceed with settlement of all matters between the Authority and NAES Corporation arising out of the WTE Facility Turbine #6 failure on November 5, 2018, substantially as presented and on the terms discussed at this meeting, and to execute all documents (including, without limitation, a Settlement Agreement), release all claims, and do all other things reasonably necessary to accomplish such settlement; and

FURTHER RESOLVED: That the President is hereby authorized to execute the First Amendment to the Operation and Maintenance of the Jet Turbine Facility Agreement between NAES and MIRA, the execution of which is further consideration for the aforementioned Settlement Agreement, substantially as presented and on the terms discussed at this meeting,

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Jim Hayden	X		
Carl Fortuna	X		
Bert Hunter	X		
Sue Weisselberg	X		
Ed Mone	X		
Leonard Assard	X		
Dave Steuber	X		
Rich Soderman	X		
Ad Hoc Members	Aye	Nay	Abstain
Luke Bronin			

ADJOURNMENT

Chairman Stein requested a Motion to Adjourn. The motion was made by Director Assard, seconded by Director Mone, and unanimously approved. The meeting adjourned at 11:34 a.m.