

November 8, 2023 Meeting

RESOLUTION FOR THE MIRA DISSOLUTION AUTHORITY BOARD OF DIRECTORS RATIFYING AND APPROVING CONTRACTS AND PROCUREMENTS MADE IN AUTHORITY TRANSITION

WHEREAS, Public Act 23-170 created the MIRA Dissolution Authority ("Authority") as a successor to the Materials Innovation and Recycling Authority ("MIRA") effective July 1, 2023 pursuant to sections 4-38d, 4-38e and 4-39 of the Connecticut General Statutes; and

WHEREAS, Public Act 23-170 further terminated the terms of the MIRA Board of Directors effective July 1, 2023 and created a protocol for the future appointment of a new Board of Directors for the Authority; and

WHEREAS, Pursuant to its authority under Section 5.11 of the Authority's Procurement Policies and Procedures, implemented under its Internal Management Procedure No. 410, the Authority is authorized to undertake market driven purchases and sales, including the delivery of Spot Waste, on an expedited basis to ensure desired optimal operations; and

WHEREAS, The Authority's Procurement Policies and Procedures and enabling legislation requires that any contract for a period of over five (5) years in duration or a contract for which the annual consideration is greater than 550,000 as set forth in Section 22a-268 of the Connecticut General Statutes shall be approved by a two-thirds (2/3) vote of The Authority's [full Board of Directors; and

WHEREAS, The Authority's Procurement Policies (per Section 3.1.2.5) specify that a procurement may be conducted without utilizing a Competitive Process if provided by a contractor who has a special capability or unique experience as determined by a two thirds (2/3) vote of the full Authority Board of Directors if the cost of the goods or services is more than \$10,000; and WHEREAS, the period of time between the July 1, 2023 term initiation of the MIRA Board and the first meeting of twothirds (2/3) of the Authority's Board (the "Transition Period") contributed to Emergency Situations as contemplated in the Authority's Procurement Policies and Procedures; and

WHEREAS, Section 2.2.12 of such Procurement Policies and Procedures define an Emergency as a situation that creates a threat to public health, welfare, safety or critical governmental or (Authority) service or function. The existence of such a situation creates an immediate and serious need that cannot be met through the normal procurement methods and the lack of which would seriously threaten: (i) the health or safety of any person; (ii) the preservation or protection of property; (iii) the imminent and serious threat to the environment; or (iv) the functioning of (the Authority). Any such situation shall be documented with written evidence of said situation; and WHEREAS, Section 5.10 of such Procurement Policies and Procedures specify that "In the event of an Emergency Situation as defined herein, the procedures for pre-approval of Contracts in these Policies And Procedures by the Board do not apply. When the President, Chairman, or their designee determines that an Emergency Situation has occurred, the President, Chairman, or

their designee is authorized to enter into a Contract under either a competitive or sole source basis, in such amount and of such duration as the President, Chairman, or their designee determines shall be necessary to eliminate the Emergency Situation. Such Emergency Situation contract(s) for cost of the goods or services in excess of \$10,000, with written evidence of said Emergency Situation, shall be presented to the Board for ratification as soon as practicable following the execution of the Contract. The Board shall ratify such emergency Contract unless it is determined that under no circumstances would a reasonable person believe that an Emergency Situation existed."; and

WHEREAS, the President determined during the Transition Period that a market driven sale of Spot Waste deliveries direct to the Preston Resource Recovery Facility as described in Exhibit A attached hereto was in the best interests of the Authority; and

WHEREAS, the President determined during the Transition Period that two Emergency Situations arose concerning the provision of security services at the South Meadows site, and the sale and removal of surplus jet fuel from the South Meadows site, as described in Exhibits B and C, respectively, attached hereto; and WHEREAS, the President determined during the Transition Period that special capability or unique experience resides within NAES as a contractor for the provision of certain required NERC Compliance Services expected to reach the 510,000 level requiring Board authorization as described in Exhibit D hereto.

NOW THEREFORE, BE IT

RESOLVED: That the Board of Directors ratifies the President and CFO's award of the Spot Waste delivery offer from the Eastern Transfer Station, LLC. for delivery of MSW to the Preston Resource Recovery Facility operated by Covanta Sustainable Solutions, LLC; substantially as described in Exhibit A hereto and discussed at this meeting.

RESOLVED: That the Board of Directors ratifies the President and CFO's Emergency Purchase engagement of United Security, Inc., through a DAS Contract, as a purchase with an annual consideration greater than \$50,000 through the expiration of the DAS contract on December 31, 2023, to provide security patrols throughout the South Meadows Facility substantially as described in Exhibit B hereto and discussed at this meeting; and

FURTHER RESOLVED: That the Board of Directors ratifies the President and CFO's Emergency Purchase award to East River Energy of a contract for Sale of Surplus Jet Fuel, the result of a publically solicited Request For Proposals, as a contract with an annual consideration greater than \$50,000 as described in Exhibit C hereto and discussed at this meeting; and

FURTHER RESOLVED: That the Board of Directors approves the President and CFO's engagement of NAES Corporation as a vendor with special capability or unique experience as the former operator of the Resource Recovery Facility to provide NERC compliance support as described in Exhibit D hereto and discussed at this meeting.