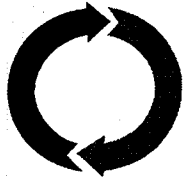


CRRA
REGULAR BOARD MEETING
May 30, 2013



**CONNECTICUT
RESOURCES
RECOVERY
AUTHORITY**

**100 Constitution Plaza • Hartford • Connecticut • 06103 • Telephone (860)757-7700
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MEMORANDUM

TO: CRRA Board of Directors
FROM: Moira Kenney, HR Specialist/Board Administrator
DATE: May 24, 2013
RE: Notice of Regular Meeting

There will be a regular meeting of the Connecticut Resources Recovery Authority Board of Directors on Thursday, May 24, 2013, at 9:30 a.m. The meeting will be held in the Board Room at 100 Constitution Plaza, Hartford, CT 06103.

Please notify this office of your attendance at (860) 757-7787 at your earliest convenience.

Connecticut Resources Recovery Authority
Regular Board of Directors Meeting

Agenda
May 30, 2013
9:30 AM

I. Pledge of Allegiance

II. Public Portion

A ½ hour public portion will be held and the Board will accept written testimony and allow individuals to speak for a limit of three minutes. The regular meeting will commence if there is no public input.

III. Minutes

1. Board Action will be sought for Approval of the Regular April 29, 2013, Board Meeting Minutes (Attachment 1).

V. Board Committee Reports

A. Finance Committee Reports

1. Board Action will be sought for the Resolution Regarding Mid-CT Audit (Period Ending 11/15/12) (Attachment 2).
2. Board Action will be sought Regarding Revisions to FY'14 Property Divisions and CSWS Operating and Capital Budget Resolutions (Attachment 3).

B. Policies & Procurement Reports

1. Board Action will be sought for the Resolution Regarding Three Year Engineering Services Agreement (Attachment 4).
2. Board Action will be sought for the Resolution Regarding Three Year Environmental Monitoring Agreements (Attachment 5).
3. Board Action will be sought for the Resolution Agreements for O&M of the Shelton and Ellington Landfill Gas Systems (Attachment 6).
4. Board Action will be sought for the Resolution Regarding an Agreement for Closure of the Hartford Landfill (Attachment 7).
5. Board Action will be sought for the Resolution Regarding Cooperative Services Agreement between CRRA and the USDA Animal and Plant Health Inspection Services/Wildlife Services for Bird Control Attachment 8).
6. Board Action will be sought for the Resolution Regarding the Standard Form Municipal Solid Waste Delivery Agreement for the Connecticut Solid Waste System (Attachment 9).

VI. Chairman and President's Reports

VII. Executive Session

An Executive Session will be held to discuss pending litigation, trade secrets, personnel matters, security matters, pending RFP's, and feasibility estimates and evaluations.

C. Legal

1. Board Action will be sought Regarding FY'14 Projected Legal Expenditures (Attachment 10).
2. Board Action will be sought Regarding Authorization to Settle with the Kowalski Group (Attachment 11).

TAB 1

CONNECTICUT RESOURCES RECOVERY AUTHORITY

FOUR HUNDRED AND FORTY -FOURTH

APRIL 29, 2013

A special meeting of the Connecticut Resources Recovery Authority Board of Directors was held on Mon. April 29, 2013, in the Board Room at 100 Constitution Plaza, Hartford, CT 06103. Those present were:

Directors: Chairman Don Stein
Vice-Chairman Barlow
John Adams
Ryan Bingham
Dave Damer
Joel Freedman
Timothy Griswold
Scott Shanley
Bob Painter, CSWS Project Ad Hoc
Steve Edwards, Southwest Project Ad-Hoc
Mark Tillinger, Southwest Project Ad-Hoc (present by telephone until 11:00 a.m.)

Present from CRRA in Hartford:

Tom Kirk, President
Jim Bolduc, Chief Financial Officer
David Bodendorf, Senior Environmental Engineer
Jeff Duvall, Director of Budgets and Forecasting
Peter Egan, Director of Environmental Affairs and Operations
Thomas Gaffey, Director of Enforcement and Recycling
Roger Guzowski, Contracts and Procurement Manager
Laurie Hunt, Director of Legal Service
Christopher Shepard, Senior Environmental Engineer
Marianne Carcio, Executive Assistant
Moira Kenney, HR Specialist/Board Administrator

Others present: Jim Hayden, First Selectman of East Granby; Jim Sandler, Esq. Sandler & Mara; Edward Spinella, Esq.; Mark Wincl, ReCommunity

Chairman Stein called the meeting to order at 9:35 a.m. and said 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.

Chairman Stein said he had received an e-mail from the Connecticut Recyclers Coalition that morning, a copy of which is attached as Exhibit A. He explained the e-mail requests that the CRRA

Board does not close the Hartford Trash Museum due to the disservice it would do to the people of Connecticut.

Chairman Stein said approval of Jim Hayden’s appointment to the CRRRA Board will be provided shortly. He welcomed Mr. Hayden to the Board.

As there were no members of the public present wishing to speak, Chairman Stein proceeded with the meeting agenda.

APPROVAL OF THE MINUTES OF THE REGULAR MARCH 21, 2013 BOARD MEETING

Chairman Stein requested a motion to approve the minutes of the Regular March 21, 2013, Board Meeting. Director Adams made the motion which was seconded by Director Shanley.

The motion previously made and seconded was approved as amended and discussed by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Damer, Director Edwards, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes. Director Bingham and Director Tillinger abstained.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham			X
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest	X		
Mark Tillinger, Southwest			X
Bob Painter, CSWS	X		

APPROVAL OF THE MINUTES OF THE SPECIAL APRIL 2, 2013, BOARD MEETING

Chairman Stein requested a motion to approve the minutes of the Special April 2, 2013, Board Meeting. Director Shanley made the motion which was seconded by Director Adams

The motion previously made and seconded was approved as amended and discussed by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Edwards, Director Freedman, Director Griswold, Director Painter, Director Shanley and Director Tillinger voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest	X		
Mark Tillinger, Southwest	X		
Bob Painter, CSWS	X		

DISCUSSION – STATE OF CONNECTICUT BILATERAL POWER PURCHASE PROPOSAL AND POSSIBLE BOARD ACTION

Mr. Kirk said management has evaluated the information concerning the proposed bi-lateral agreement. He said the attachment concerning this matter provides the historical details.

Mr. Kirk said there have been significant changes in the power market over the time this agreement has been in discussion with the State of Connecticut. He said a notable issue CRRA has to deal with is the way power is sold on a monthly basis. Mr. Kirk said selling power is the most beneficial to CRRA in the winter months. He said management does not expect an agreement for the sale of power to the State to be constituted and approved any sooner than January 2014. Mr. Kirk said a bi-lateral agreement for sale to the State beginning in January 2014 would not be better monetarily for CRRA then continuing to sell power through the ISO market due to the high monthly prices that are historically available in the winter months. He said CRRA would benefit in that situation by declining participation in the bilateral agreement until the second quarter.

Chairman Stein asked what pricing is expected for the winter. Mr. Kirk said pricing in the previous winter was north of 7 cents a kilowatt hour. He said future predications are a penny higher a kilowatt hour for the months of January, February and March 2014. He said CRRA’s consultants expect pricing about a penny higher than the year prior, or 4.9 cents a kilowatt hour, for the remainder of 2014.

Mr. Kirk said Chairman Stein has asked the Finance Committee to review this material in depth at a Special meeting. Chairman Stein said many financial decisions and questions are proposed in the material compiled by management. He asked what auditors management is referring to in the write-up.

Mr. Kirk said CRRA is audited by the State of Connecticut’s auditors of public account bi-annually looking a two years of operations. He said the financial audit is done by an independent private CPA dirm selected by the Board in a competitive evaluation; Bollam Sheedy & Torani. Mr. Bolduc said financial audits provide either a qualified or non-qualified opinion based on CRRA’s financials. He explained the State auditors perform an operational audit to review mainly compliance with statutory and regulatory requirements and process on a bi-annual basis. Mr. Bolduc said those audits used to be

annual however the State now performs those audits on a bi-annual basis. Chairman Stein asked when the last State audit was completed. Mr. Bolduc said at the last audit in 2009 at which time the auditors made only one inventory process recommendation.

Mr. Kirk said CRRA's consultants do not believe that the agreement with the State can be done in less than six months. He said NE ISO utilizes a two party settlement system. He said in addition if the month by month sales value for the system is successful (which is volatile based on the current market conditions) it would provide CRRA with a gain at 6.5 cents a kilowatt hour. Mr. Kirk said at 5.5 cents a kilowatt hour, which is still above market, the expected gain is \$2.9 million.

Chairman Stein said management has compiled a list of options for mitigations the Board has considered in the past, as well as some new options. He said whether the State of Connecticut takes over the landfill closure responsibilities is not included in the write-up. Mr. Kirk said management evaluated the details of the proposal. He said the proposal raised in the Office of Policy and Management's (hereinafter referred to as "OPM") first draft budget called for a \$30 million transfer of funds to the State of Connecticut and in return the State assumes a transfer of liabilities and responsibilities along with those assets.

Mr. Kirk said CRRA is responsible for five landfills, three of which it owns, the Ellington, Waterbury and Shelton landfills. He said the Hartford and Wallingford landfills are leased. Mr. Kirk said OPM's proposed budget will include the \$30 million transferred from the CRRA established reserve for post-closure monitoring and environmental maintenance. He said in consideration for the \$30 million the State has indicated it would take custody control and responsibility for the landfills..

Mr. Kirk said management has been working with the Connecticut Department of Environmental Energy and Protection (hereinafter referred to as "CT DEEP") and reviewing files in anticipation of this transfer. He said management is assuming the State will take over ownership of the landfills along with the adjacent impacted properties. He said management has requested information and documents from the CT DEEP and has identified a number of concerns and complications. Mr. Kirk said there is a very complicated web of rights and responsibilities between CRRA and the host-communities and the member towns which utilize the landfill, as well as permit requirements, and state and federal law and regulations which are uniquely different and all this will take some time to be addressed.

Mr. Kirk said management has concluded the transfer has substantial benefits for CRRA however, those benefits are not critical from timing or financial planning perspectives. He said if the transfer is delayed there is no anticipated impact to FY 14 or FY15 budgets or operations. Mr. Kirk said management is working closely with the CT DEEP and its attorney to work through any complications associated with the transfer.

Vice-Chairman Barlow asked if CRRA is deferring the \$6 million repayment to the reserve in the next operating budget. Mr. Bolduc said the second resolution passed by the Board concerning this repayment specified the repayment would be made either from the sale and monetization of future assets and/or the appropriate transfer to the State of Connecticut of that risk transfer, subject to the appropriate legal agreements.

Director Shanley asked if the revenue generated from receiving cover soil for the landfill closure can be used for repayment of the funds borrowed against the landfill reserve. Mr. Bolduc said those options are available to the Board.

Director Freedman asked for further discussion on the cost to comply item. Mr. Kirk said management chose the mid-point of the range provided to management for the operational review and the consultant and legal expenses estimated by our consultant and our past bilateral development experience. Director Freedman said there is a \$900,000 range; he asked how that was reached. Mr. Bolduc said that is the difference between the two power prices used for the evaluation.

Director Adams asked that a monthly average of the day ahead market in terms of power purchases for the last twenty four months be provided for the Board going forward.

Director Freedman asked Director Painter if the City of Hartford is assuming the \$2.2 million PILOT payment in its budget. Director Painter replied that he does not believe that the \$2.2 million is currently in the budget; however he believes Hartford's Mayor is assuming the PILOT payment of \$2.2 million will be made by CRRA.

Director Painter said he is uncomfortable as he doesn't know if CRRA has the information required to determine if this agreement will help CRRA in January. He said there are too many assumptions to make an informed decision. Director Painter said he feels a decision should be made in June.

After substantial discussion Chairman Stein said this item will be sent to the Finance Committee for review at a Special meeting on Thursday May 9, 2013.

RESOLUTION REGARDING THE PROPERTY DIVISION

Chairman Stein requested a motion on the above referenced item. The motion was made by Director Griswold and seconded by Director Shanley.

WHEREAS, The Authority has the ability and expertise to develop future solid waste initiatives and wishes to reserve funds to develop innovative solid waste processes; and

WHEREAS, The Authority needs to support the State of Connecticut's Solid Waste Management Plan initiatives from non-project resources; and

WHEREAS, The Authority supports the State of Connecticut's Solid Waste Management Plan's education and outreach objective by providing education services and uses its Hartford facility located at 211 Murphy Road facility to provide these services; and

WHEREAS, The Property Division provides sufficient revenues to accommodate the continuing expenses associated with the education services; and

WHEREAS, The Board of Directors has established a Severance Reserve which needs \$430,000 of additional funding to be combined with \$430,000 from the Connecticut Solid Waste System Budget for a total of \$860,000 to properly fund the severance plan if it is utilized; and

WHEREAS, the Authority has the option to terminate its office lease on December 31, 2013, by giving notice to its landlord no later than June 30, 2013, or on December 31, 2014, by giving notice to its landlord no later than June 30, 2014, failing which, the lease will expire according to its terms on December 31, 2015; and

WHEREAS, the Board of Directors has requested that management review its current operational functions including a potential home office relocation, and the Authority has incorporated funds in the Fiscal Year 2014 Property Division budgets for the performance of such reviews, and, if appropriate, an office relocation as well; and

WHEREAS, in the event that the Authority's long term plans are still in development as of June 30, 2013, and therefore, the Authority does not give notice of its exercise of its option to terminate its office lease, any unused relocation funds together with all other unused operating expenditures will be retained in the Property Division's operating account for future use as directed by the Board; and

WHEREAS, The Authority needs to reserve funds for routine capital needs for the Property Division's facilities.

NOW THEREFORE, it is

RESOLVED: That the proposed Fiscal Year 2014 Property Division budgets be adopted in the form presented and discussed at this meeting; and

FURTHER RESOLVED: That the President is hereby authorized to approve the use of funds from the necessary funds and reserves to pay for costs and fees incurred during Fiscal Year 2014 in accordance with the operating and capital budgets adopted pursuant hereto, as presented and discussed at this meeting, provided that all purchases of goods and services shall comply with the requirements of the Authority's Procurement Policies and Procedures; and

FURTHER RESOLVED: The real property at 211 Murphy Road Hartford Connecticut, 06103 be reflected in the Authority's Property Division along with the corresponding education activities; and

FURTHER RESOLVED: That \$430,000 be contributed to the Board designated Severance Reserve in Fiscal Year 2014; and

FURTHER RESOLVED: That the Authority establish the Board designated Facilities Capital Refurbishment Reserve and contribute \$300,000 in Fiscal Year 2014; and

FURTHER RESOLVED: That \$200,000 be contributed to the Board designated Jets Capital Reserve in Fiscal Year 2014; and

FURTHER RESOLVED: That the Authority establish the Board designated Solid Waste Future Development Reserve and contribute \$688,000 in Fiscal Year 2014.

Director Griswold said the Finance Committee has looked at a couple of budgets and ultimately decided to recommend the same budget which was proposed to the Board the prior month and was then tabled. He said the consensus of the Committee was that CRRA has an educational statutory requirement and that costs to keep the museum open for the next year, including using the current Trash Museum account would cost \$43,000. Director Griswold said CRRA would have to spend \$18,000 on the museum function regardless due to contractual obligations. He said trying to save funds by closing the museum would not be fruitful, is not supported by the community, and does not fulfill CRRA's education requirements.

Director Shanley concurred. He said if CRRA ends up in the hands of the Legislature there is no way to predict what will happen to the educational component. He said it does not make sense to close the museum for such a small savings during such a volatile financial time for CRRA.

Vice-Chairman Barlow said he does not feel comfortable finalizing the property division as the budget does not contain final information on the costs and logistics involving moving CRRA headquarters to 211 Murphy Rd.

Director Shanley said that was discussed. He said the overriding sentiment of the Finance Committee was that there are too many unknowns to justify the move. He said \$600,000 - \$800,000 would be needed to move CRRA headquarters and as of right now the Board doesn't know what is in the future concerning legislation which may impact CRRA.

Vice-Chairman Barlow said it was his understanding from prior discussion that CRRA would not move from this location, but the alternative option for Murphy Rd. would be considered. He said the list of options distributed by management does not contain any possibilities on moving. Vice-Chairman Barlow said he has no problem staying at the Hartford location given the cost of relocating however his concern with respect to continuing the education component is whether there are benefits from selling or leasing the 211 Murphy. Rd. location.

Director Freedman said he agreed with the Finance Committee's recommendation. He asked if management has been able to quantify the value of a possible lease or sale at 211 Murphy Rd. Mr. Kirk replied that management has not quantified that yet. Director Freedman suggested that management look into the assessed value provided by the City of Hartford.

Director Griswold asked if the property is inclusive of the museum and recycling area. Mr. Kirk replied that the property is one parcel which could be subdivided. He said the utilities can be separated out and CRRA could keep one property and sell the other. Director Griswold said the property may be of interest as office space for a transfer station.

Chairman Stein said the Finance Committee should review the education function, the museum, and other methods of fulfilling the education requirements. He said a hard look at this operation and its functions is needed. Director Shanley said he does not know what will come out of the legislative session and suggested waiting until those results are provided before taking action.

Director Painter said a suggestion to contact the Science Center has been made twice before and there is not a specific response yet. Mr. Kirk said management has contacted the Science Center. Mr. Nonnenmacher said management approached the Science Center and asked them specifically if they would be interested in CRRA's exhibit or programs. He said a response has not been received from the center yet.

Director Bingham said he would approach a former County Councilman who is also a licensed appraiser for assistance with an appraisal of Murphy Rd. He asked if the Board is suggesting that the building and part of the property could potentially go to a hauler or someone who would operate the transfer station as well as the other CRRA functions. Mr. Kirk said that would require CRRA to end or move the museum. He said he did not think there would also be room for CRRA in addition to the new tenant.

Director Bingham asked if a private entity could be asked to run the recycling center as part of a lease contingency. Mr. Kirk said management offered FCR (the current operator) the space. He explained they were not interested as they have regional headquarters elsewhere but a new operator should there be one, might be interested.

Vice-Chairman Barlow asked if the communications to the Science Center have been in writing and if so he would like a copy. Mr. Kirk said that a letter can be sent to the Science Center on Chairman Stein's behalf.

Director Edwards said estimates from haulers to run the Stratford museum as part of their bid response were far higher than what is currently needed to keep the Hartford museum open and were closer to \$300,000 - \$400,000. He said the responses were all very high.

Mr. Kirk said management will draft a letter to the Science Center, look for other possible vendors which may be interested in running the museum, and get more data on the facility and rental possibilities.

The motion previously made and seconded was approved by roll call. Chairman Stein, Director Adams, Director Bingham, Director Damer, Director Freedman, Director Griswold, and Director Shanley voted yes. Vice-Chairman Barlow voted no.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow		X	
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS	X		

RESOLUTION REGARDING AN RFS WITH HRP FOR CONSULTING WORK ASSOCIATED WITH THE SOUTH MEADOWS REMEDIATION PROJECT

Chairman Stein requested a motion on the above referenced item. The motion was made by Director Adams and seconded by Vice-Chairman Barlow.

RESOLVED: That the President of CRRA be authorized to execute a request for Services with HRP Associates, Inc. for environmental consulting services in support of the South Meadow Station site remediation, substantially as presented and discussed at this meeting.

Director Adams said HRP provides certain services which CRRA does not have in house in particular those needed for the remediation of the South Meadows facility. He said this is an ongoing relationship which CRRA wants to renew and continue.

Mr. Kirk said this relationship has been going on for many years and will be ending shortly. He said management is very pleased with the performance of HRP and the mitigation of the site. Mr. Kirk said as part of the insurance policy agreement CL&P pays for HRP's services. Mr. Egan said HRP's oversight activity increased significantly over the last fiscal year and over the last three-four months and will continue to proceed at an elevated level into next fiscal year. He said the certifying party, TRC, is putting together an interim package to present to the CT DEEP on the remediation process.

Director Painter asked if the CT DEEP approves the final package. Mr. Shepard stated TRC employs a licensed third party environmental professional (hereinafter referred to as "LEP") to provide the final verification under the remediation standard regulations. He said once the LEP provides verification the CT DEEP has the option to audit the files. Mr. Shepard said the CT DEEP will provide some level of review at their discretion.

Director Griswold asked when this activity will be complete. Mr. Shepard said management has a meeting with the CT DEEP in two weeks. He said ultimately TRC is looking to have the bulk of this reporting work done within the next three to four months. Mr. Shepard said the work needs to be done by March of 2015 in accordance with the insurance policy.

Chairman Stein said he was going to abstain from this vote as his son used to work for HRP in the past. Director Shanley said as Chairman Stein has disclosed his potential conflict he does not have a problem with him voting. Chairman Stein said his son has not worked there for many years and there is no business conflict.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS	X		

RESOLUTION REGARDING AN INTERCONNECTION AGREEMENT BETWEEN CRRA AND CL&P ASSOCIATED WITH THE SOLAR POWER ELECTRIC GENERATING FACILITY TO BE CONSTRUCTED AT THE HARTFORD LANDFILL

Chairman Stein requested a motion on the above referenced item. The motion was made by Director Adams and seconded by Vice-Chairman Barlow.

WHEREAS, the Authority is responsible for the expenditures associated with the closure of the MSW and Ash Residue areas and thirty years of post-closure monitoring and maintenance of the Hartford Landfill; and

WHEREAS, at its August 31, 2003 meeting, the Authority’s Board of Directors established the Hartford Landfill Closure Reserve to fund all expenses associated with the landfill’s closure activities; and

WHEREAS, on December 28, 2011, Connecticut DEEP approved alternative final capping systems for the Hartford Landfill that incorporate Solar Photovoltaic electricity production; and

WHEREAS, at its May 31, 2012 meeting, the Authority’s Board of Directors approved the President to enter into the Standard Contract associated with the Connecticut Light and Power (“CL&P”) RFP for the purchase and sale of Connecticut Class 1 Renewable Energy Credits from

CRRA's proposed 1 Megawatt Solar Electricity Generation Facility ("EGF") at the Hartford Landfill; and

WHEREAS, at its September 27, 2012 meeting, the Authority's Board of Directors approved the use of the Hartford Landfill Closure Reserve to post a financial guaranty for the construction of the Solar EGF at the Hartford Landfill in the amount of \$34,166, refundable upon completion of the Project; and

WHEREAS, the Authority has submitted an Interconnection Application to CL&P for the connection of the proposed Hartford Landfill Solar EGF to CL&P's Electrical Power System, which Application was approved by CL&P; and

WHEREAS, to interconnect its proposed Solar EGF at the Hartford Landfill, the Authority must enter into the Standard Fast Track and Study Process Interconnection Agreement (the "Agreement") with CL&P; and

WHEREAS, the Agreement requires the Authority to pay certain costs associated with the interconnection of its Solar EGF, which costs are currently estimated to be \$12,000 by CL&P; and

WHEREAS: the Hartford Landfill Closure Reserve has sufficient funds for these activities.

NOW, THEREFORE, BE IT:

RESOLVED: That the Board of Directors authorizes the President to enter into the Standard Fast Track and Study Process Interconnection Agreement with CL&P.

FURTHER RESOLVED: that the Board of Directors approves the use of the Hartford Landfill Closure Reserve to pay \$12,000 in expenses associated with the Standard Fast Track and Study Process Interconnection Agreement.

Mr. Kirk said this is a routine and minor expenditure. He said this resolution is for an interconnection agreement with CL&P. Mr. Kirk said this is about a one megawatt capacity and this number has yet to be finalized as it depends upon the layout and the bids which are received.

Director Griswold asked for the overall timeline on this project. Mr. Bodendorf said proposals for this project were received the week prior and management has not finished the review. He said it will probably be about a year.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS	X		

**RESOLUTION AUTHORIZING TERMINATION OF THE CRRA-SWEROC AGREEMENT
EFFECTIVE JUNE 30, 2013**

Chairman Stein requested a motion on the above referenced item. The motion was made by Director Adams and seconded by Vice-Chairman Barlow.

RESOLVED: That the Board of Directors hereby authorizes the President to terminate the Agreement with the Southwest Connecticut Regional Recycling Operating Committee (SWEROC) for Transfer Station Operation, Transport Services and Disposal of Acceptable Recyclable Materials effective July 1, 2013, substantially as presented and discussed at this meeting.

Mr. Kirk said the SWEROC Operating Committee has decided to bring its recyclables to a new facility in Shelton operated by the Winters Brothers. He said this resolution terminates the agreement with SWEROC for the CRRA transfer operation. Mr. Kirk explained in order to ensure the SWEROC towns had a place to bring their recyclables CRRA had been trans-loading the recycling to the Hartford facility for processing.

Mr. Kirk said the start date for the new operation is July 1, 2013. He said management will have a letter ready to go to CRRA's haulers as there are penalties associated with dissolving the current agreements. Mr. Kirk said the downside is that the SWEROC member tons will no longer be coming to the Hartford facility which creates a situation where CRRA is well below its required minimum. He explained CRRA is currently rebidding that agreement in an attempt to secure a better price for the recycling market.

Director Shanley asked if the Board is obligated to take action concerning this agreement. Ms. Hunt explained that SWEROC has the right to give notice on a rolling basis. Director Edwards said the member towns control the waste product and were working with CRRA to haul the product to the Hartford facility in the absence of an agreement. Director Shanley asked if he was correct in stating that this resolution basically waives the 180 notice requirement SWEROC is required to provide to CRRA.

Mr. Kirk replied yes. Director Adams noted that the Policies and Procurement Committee discussed this at length and approved this resolution.

Director Bingham asked what price SWEROC has secured. Director Edwards replied \$20 a ton. Mr. Kirk said CRRA had provided a \$10.00 rebate for recyclables from those member towns however that was not guaranteed and most of the rebate potential was eaten up by transportation costs.

Director Edwards explained the issue for the SWEROC towns was the cost of transporting the recyclables such a long distance through the CRRA agreement. He said the commodity product resulted in \$30-\$35 a ton from FCR but the SWEROC towns were losing that profit on transit. Director Edwards said the departure of the SWEROC recyclables will unencumber the CRRA facility which also frees up \$95,000 in the property management budget.

Director Bingham asked if this is an issue which may potentially occur with other towns. Mr. Kirk said most of the towns which may find a better financial opportunity than CRRA have most likely already done so. He said recyclables are a very volatile price market heavily dependent on a towns' proximity to a processing facility as transportation costs are a factor. Director Edwards added that the contractors are using the recyclables as leverage to secure greater amounts of MSW.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Edwards, Director Freedman, Director Griswold, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest	X		
Mark Tillinger, Southwest			
Bob Painter, CSWS			

RESOLUTION REGARDING A SOIL DELIVERY CONTRACT

Chairman Stein requested a motion on the above referenced item. He said as the following three resolutions are all for the soil delivery contracts that one motion could be made to approve all four. The motion to approve all four resolutions at once was made by Director Painter and seconded by Director Adams.

RESOLVED: That the President is hereby authorized to enter into an agreement with Environmental Partners, LLC for delivery of soil to be used as contouring and cover material at the Hartford Landfill, and as approved by the Connecticut Department of Energy & Environmental Protection, substantially as discussed and presented at this meeting.

FURTHER RESOLVED: That the revenue received from the agreement will be deposited into the Hartford Landfill Closure reserve.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS	X		

RESOLUTION REGARDING A SOIL DELIVERY CONTRACT

The motion previously made by Director Painter and seconded by Director Adams applies to the resolution below:

RESOLVED: That the President is hereby authorized to enter into an agreement with CT Tank Removal, Inc. for delivery of soil to be used as contouring and cover material at the Hartford Landfill, and as approved by the Connecticut Department of Energy & Environmental Protection, substantially as discussed and presented at this meeting.

FURTHER RESOLVED: That the revenue received from this agreement will be deposited into the Hartford Landfill Closure Reserve.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS	X		

RESOLUTION REGARDING A SOIL DELIVERY CONTRACT

The motion previously made by Director Painter and seconded by Director Adams applies to the resolution below:

RESOLVED: That the President is hereby authorized to enter into an agreement with Manafort Brothers, Inc. for delivery of soil to be used as contouring and cover material at the Hartford Landfill, and as approved by the Connecticut Department of Energy & Environmental Protection, substantially as discussed and presented at this meeting.

FURTHER RESOLVED: That the revenue received from this agreement will be deposited into the Hartford Landfill Closure Reserve.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS	X		

RESOLUTION REGARDING A SOIL DELIVERY CONTRACT

The motion previously made by Director Painter and seconded by Director Adams applies to the resolution below:

RESOLVED: That the President is hereby authorized to enter into an agreement with Empire Paving, Inc. for delivery of soil to be used as contouring and cover material at the Hartford Landfill, and as approved by the Connecticut Department of Energy & Environmental Protection, substantially as discussed and presented at this meeting.

FURTHER RESOLVED: That the revenue received from this agreement will be deposited into the Hartford Landfill Closure Reserve.

Director Griswold asked why the price for this agreement is \$15.00. Mr. Bodendorf said this was an existing contract from 2010 when the market price was about \$15.00. He said Empire Paving asked for an additional 10,000 ton of capacity which management agreed to as there is a deficit of soil needed and the landfill closure is very close.

Vice-Chairman Barlow added that management felt if they went back and tried to renegotiate the existing agreement for a higher price they chanced losing those tons altogether. Mr. Bodendorf said if there is still a deficit when CRRA closes the landfill it will have to pay for soil.

Director Shanley asked if the landfill closure reserve is properly funded why these funds need to go into the reserve and are not be used to offset debt. Mr. Bolduc said management anticipated soil revenue in funding the closure. He said revenues may be higher than anticipated but reconciliation will be needed to determine that. He explained if the closure fund is fully funded any excess funding is (at the discretion of the Board) may be used to purchase additional solar coverage for the landfill cap. Mr. Kirk said that decision can be revisited.

Director Griswold asked how much space for soil remains. Mr. Bodendorf said there is about another 100,000 tons. He said there are many current contracts for additional soil and within the last week another extension was signed with one of the current contractors for an additional 50,000 tons. He said the goal has always been to oversubscribe for capacity as CRRA can terminate its agreements at any time.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS	X		

RESOLUTION REGARDING RATIFICATION OF AN EMERGENCY PROCUREMENT OF A BOILER FEEDWATER PUMP FOR THE PBF

Chairman Stein requested a motion on the above referenced item. The motion was made by Director Griswold and seconded by Vice-Chairman Barlow.

RESOLVED: That the CRRA Board of Directors ratifies the Emergency Procurement as substantially presented and discussed at this meeting.

Mr. Kirk said that this is an emergency procurement for the boiler feedwater pump at the South Meadows facility. He said CRRA’s policies allows for the President to authorize an emergency procurement under certain conditions and to notify the Board when that is accomplished. Mr. Kirk said the boiler feedpump is a critical component inside the plant. He said the feedpump has been repaired a number of times, most recently when NAES took over. Mr. Kirk said NAES found that the feedpump need a complete rebuild and overhaul which is more cost effective than a new purchase.

Mr. Kirk said the repair was done on an emergency basis as the feedpump is a critical piece of machinery required to process waste and generate. He said this resolution acknowledges receipt of the emergency procurement and validates it as an acceptable decision by management.

Director Shanley asked if this repair is related to a reduction in maintenance in response to budgetary pressures. Mr. Kirk replied no. He said management can’t determine whether insufficient maintenance in prior years is responsible for the issue.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS	X		

PRESIDENT'S REPORT

Mr. Kirk said all CRRA facilities operated without environmental, public health or safety issues throughout the reporting period. He referred the Board to Tab A for the source and use of funds schedule. He said the schedule shows a cash balance at the end of March of \$2.9 million.

Mr. Kirk said Tab B is the variance report and the Mid-Conn Projects ended with a \$4 million surplus and that project is currently going through an end of project closing audit. He said the CSWS has a small year to date variance due to favorable administration spending, operation expenses, and waste transport associated with the closure of the Ellington landfill.

Mr. Kirk said the PBF is unfavorable due to some maintenance expenses and revenues are unfavorable due to lower volumes of town deliveries. He said although that is supplemented by spot delivery those deliveries come in at a lower price.

Mr. Kirk said the Southeast Project is projecting an immaterial deficit and slightly unfavorable revenues due to an unscheduled outage at the facility and unfavorable ash expenses. He said the SCRRRA Project is unusual in that the ash expense is reconciled through an agreement with the operator at the end of the year.

Mr. Kirk said the South unit recycling deliveries and operations are coming to a close under the July 1 start and CRRA is about on target for budgetary volumes and revenues. He said the Authority budget has about a \$430,000 reserve and the Property Division has a \$1.2 million surplus however about half of that is timing related and is likely to drop by about 50% by the end of the year.

Mr. Kirk said all facilities continue to struggle with fuel shortages due to the economy and diversions from the facility. He said availability and capacity factors continue to improve over historical averages with room for improvement. Mr. Kirk said pressure part failures continue at a fraction of past levels which reflects the success of CRRA's capital spending on pressure parts. He said in addition management is pulling back on fire rates and securing boilers as needed when short of waste.

Mr. Kirk said year to date CRRA's power generation at the South Meadows facility is improved and unscheduled outages at the facility have also improved. He said tonnage deliveries, tonnage receipts and trends by towns are not showing any significant changes over historical averages. Mr. Kirk said 51 towns have signed with CRRA and the plant is able to fill itself up with spot waste as needed.

Mr. Kirk said SCRRA elected to exercise the option to extend its agreement. He said it included in its agreement, as it took them some additional time to start their Project, is a period of time which was added to the end of the project as the late start agreement. Mr. Kirk said it is a great deal for the towns by providing higher electric rates for a long period of time.

Mr. Kirk said an evaluation of the landfill transfer may be beneficial to CRRA but is not critical from a timing and operational issue.

Vice-Chairman Barlow asked what the unscheduled down time on the boilers is caused by. Mr. Kirk said there are delivery system issues, which is typically a conveyer belt problem. He said the lack of inventory shut downs was as a result of shutting down versus discounting inventory any further. Mr. Kirk said CRRA has not turned away tonnage for quite a while.

EXECUTIVE SESSION

Chairman Stein requested a motion to enter into Executive Session to discuss pending claims and litigation, trade secrets, personal matters, security matters, pending RFP's, and feasibility estimates and evaluations. The motion, made by Director Adams and seconded by Director Bingham was approved unanimously. Chairman Stein asked the following people join the Directors in the Executive Session:

Tom Kirk
Jim Bolduc
Peter Egan
Laurie Hunt

The Executive Session began at 12:03 p.m. and concluded at 1:04 p.m. Chairman Stein noted that no votes were taken in Executive Session.

The motion previously made and seconded to go into Executive Session was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Edwards, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Bridgeport	X		
Bob Painter	X		
Mark Tillinger, Bridgeport			

MOTION TO TABLE THE RESOLUTION REGARDING ADDITIONAL PROJECTED LEGAL EXPENDITURES

Chairman Stein requested a motion to table the above referenced item. The motion was made by Director Painter and seconded by Director Adams.

WHEREAS, CRRA 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 2013 projected legal fees; and

WHEREAS, CRRA expects to incur greater than authorized legal expenses for litigation services;

NOW THEREFORE, it is RESOLVED: That the following additional amount be authorized for projected legal fees and costs to be incurred during fiscal year 2013:

<u>Firm:</u>	<u>Amount:</u>
McCarter & English	\$50,000

The motion to table this item was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Adams, Director Damer, Director Freedman, Director Griswold, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS	X		

RESOLUTION REGARDING HUMAN RESOURCES CONSULTING SERVICES WITH HORTON INTERNATIONAL LLC

Chairman Stein requested a motion on the above referenced item. The motion was made by Director Damer and seconded by Director Griswold.

RESOLVED: That the President of CRRA is hereby authorized to execute a request for Services with Horton International, LLC, for human resources consulting services, substantially as presented and discussed at this meeting.

The motion previously made and seconded was approved by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Bingham, Director Damer, Director Freedman, Director Griswold, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
Ryan Bingham	X		
John Adams	X		
Dave Damer	X		
Joel Freedman	X		
Timothy Griswold	X		
Scott Shanley	X		
Ad-Hocs			
Steve Edwards, Southwest			
Mark Tillinger, Southwest			
Bob Painter, CSWS			

ADJOURNMENT

Chairman Stein requested a motion to adjourn the meeting. The motion to adjourn was made by Vice-Chairman Barlow and seconded by Director Adams and was approved unanimously.

There being no other business to discuss, the meeting adjourned at 11:40 a.m.

Respectfully Submitted,



Moira Kenney
HR Specialist/Board Administrator

EXHIBIT A

Tom Kirk

From: Don Stein <dstein@barkhamsted.us>
Sent: Monday, April 29, 2013 7:13 AM
To: Tom Kirk
Subject: Fwd: CRRA Board Meeting Today

Please bring copies of this to the meeting today.

Regards,
Don

Begin forwarded message:

From: "Kim O'Rourke" <kimorourke3@gmail.com>
Date: April 29, 2013, 6:49:57 AM EDT
To: dstein@barkhamsted.us
Subject: CRRA Board Meeting Today

Dear Mr. Stein,

Below please find information that we hope will be passed on to the CRRA Board of Directors. My apologies for the late notice.

Thank you.

Dear CRRA Board of Directors,

I am writing on behalf of the Connecticut Recyclers Coalition. It has come to our attention that the CRRA Board of Directors may be considering closing the Hartford Trash Museum and Visitors Center at its Board of Directors meeting on Monday, April 29. We understand it was discussed at the last meeting and it may be considered again.

The Connecticut Recyclers Coalition is very concerned with the potential closure of this facility. This museum is the only facility in the state that addresses solid waste and recycling issues. Thousands of school children and families benefit from this facility. We understand that budget constraints are difficult but we encourage you to do all in your power to keep this excellent educational facility operating. It would be a great disservice to the people of Connecticut as well as to CRRA, to close this facility.

Thank you for your attention and consideration.

Sincerely,

Kim O'Rourke

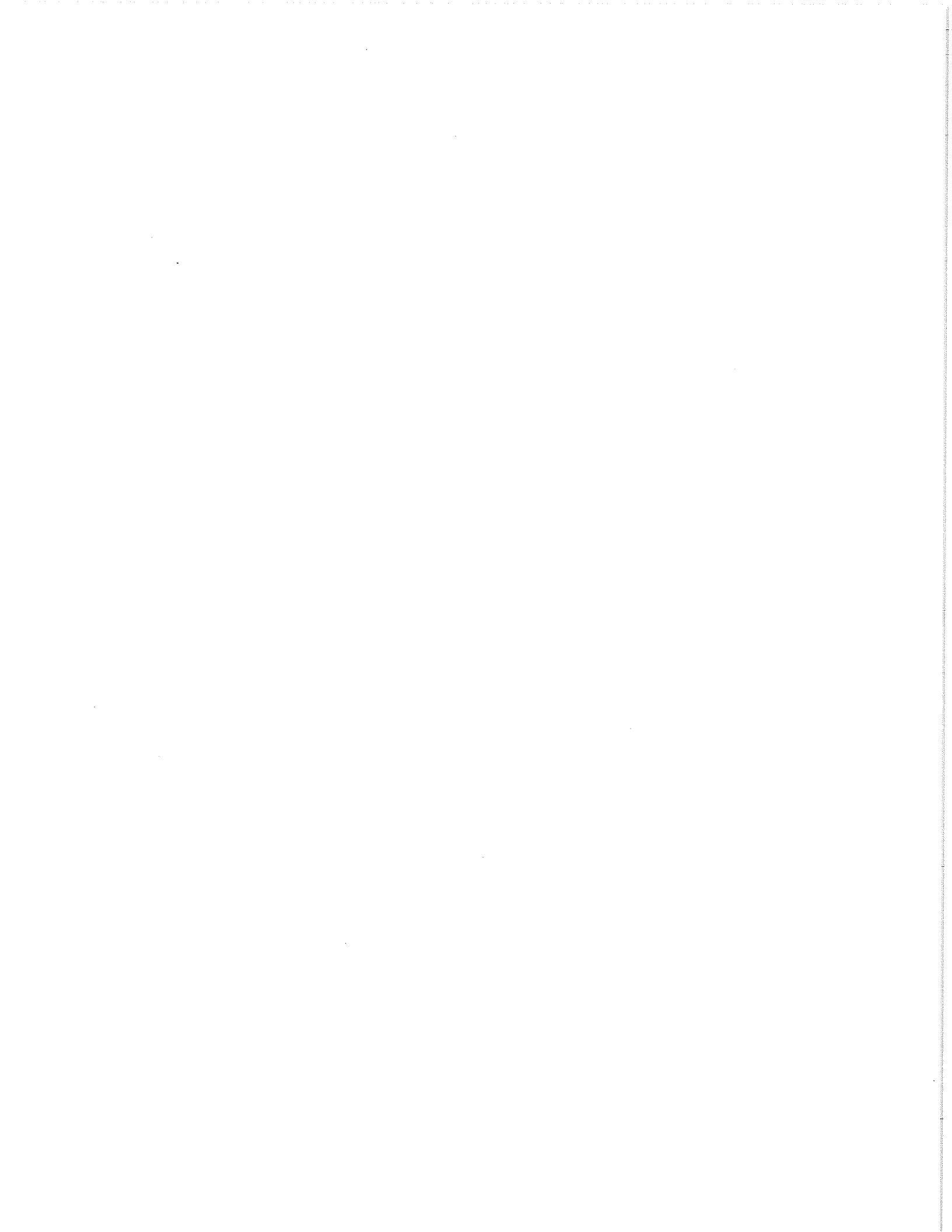
President,

Connecticut Recyclers Coalition

TAB 2

RESOLUTION REGARDING THE MID-CONNECTICUT AUDIT FOR THE PERIOD ENDED NOVEMBER 15, 2012

Resolved: That the Board hereby accepts the Mid-Connecticut Audit for the period ended November 15, 2012, substantially as discussed and presented at this meeting.



DRAFT

**Preliminary Document for
Discussion Purposes Only**

**CONNECTICUT RESOURCES
RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT**

A Component Unit of State of Connecticut

**FINANCIAL STATEMENTS AS OF AND FOR THE
PERIOD ENDED NOVEMBER 15, 2012**

**TOGETHER WITH
INDEPENDENT AUDITOR'S REPORT**

**CONNECTICUT RESOURCES RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT
A COMPONENT UNIT OF THE STATE OF CONNECTICUT**

**FINANCIAL STATEMENTS
AS OF AND FOR THE PERIOD ENDED NOVEMBER 15, 2012**

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Schedule of Net Assets	18

**CONNECTICUT RESOURCES RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT
A COMPONENT UNIT OF THE STATE OF CONNECTICUT**

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
Connecticut Resources Recovery Authority
Hartford, Connecticut

We have audited the accompanying balance sheet of the Connecticut Resources Recovery Authority's (Authority) Mid-Connecticut Project (Project) as of November 15, 2012 and the related statements of revenues, expenses, and changes in net assets, and cash flows for the period from July 1, 2012 to November 15, 2012. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As disclosed in Note 1 to the financial statements, the financial activities of the Project are included within the basic financial statements of the Authority. The accompanying Project financial statements are intended to present the financial position, changes in net assets and cash flows of the Authority's operations that pertain to transactions of the Project and not of the Authority as a whole.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Authority as of November 15, 2012 and the results of its operations and its cash flows for the period from July 1, 2012 to November 15, 2012 in conformity with accounting principles generally accepted in the United States of America.

Management has omitted the Management's Discussion and Analysis that accounting principles generally accepted in the United States of America requires to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board that considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying schedule of net assets on page 18 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the schedule of net assets is fairly stated in all material respects in relation to the financial statements as a whole.

New York, New York
May XX, 2013

**CONNECTICUT RESOURCES RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT
A COMPONENT UNIT OF THE STATE OF CONNECTICUT**

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CONNECTICUT RESOURCES RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT

A Component Unit of the State of Connecticut

BALANCE SHEETS
AS OF NOVEMBER 15, 2012

(Dollars in Thousands)

EXHIBIT I

Page 1 of 2

ASSETS

CURRENT ASSETS

Unrestricted Assets

Cash and cash equivalents	\$ 64,903
Accounts receivable, net of allowances	11,585
Inventory	6,333
Prepaid expenses	600
Due from other funds	1,540
Total Unrestricted Assets	<u>84,961</u>

Restricted Assets

Cash and cash equivalents	<u>2,067</u>
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TOTAL CURRENT ASSETS

87,028

NON-CURRENT ASSETS

Restricted investments	490
------------------------	-----

Capital Assets

Depreciable:

Plant	177,273
Equipment	226,392
	<u>403,665</u>

Less: Accumulated depreciation

Total Depreciable, net	<u>(319,674)</u>
------------------------	------------------

83,991

Nondepreciable:

Land	11,900
Construction in progress	4,143
Total Nondepreciable	<u>16,043</u>

TOTAL NON-CURRENT ASSETS

100,524

TOTAL ASSETS

\$ 187,552

The accompanying notes are an integral part of these financial statements

CONNECTICUT RESOURCES RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT
A Component Unit of the State of Connecticut
BALANCE SHEETS (Continued)
AS OF NOVEMBER 15, 2012
(Dollars in Thousands)

EXHIBIT I
Page 2 of 2

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Payable from unrestricted assets

Closure and post-closure care of landfills	\$ 4,896
Accounts payable	3,322
Accrued expenses and other current liabilities	7,510
Total payable from unrestricted assets	15,728

Payable from restricted assets

Accrued expenses and other current liabilities	265
Total payable from restricted assets	265

TOTAL CURRENT LIABILITIES

15,993

LONG-TERM LIABILITIES

Payable from unrestricted assets

Closure and post-closure care of landfills	26,724
Other liabilities	3,500
Total payable from unrestricted assets	30,224

TOTAL LONG-TERM LIABILITIES

30,224

TOTAL LIABILITIES

46,217

NET ASSETS

Invested in capital assets, net of related debt

100,035

Restricted for:

Energy generating facility	1,448
DEEP trust - landfills	490
City of Hartford recycling education fund	188
Other restricted net assets	166

2,292

Unrestricted

39,008

TOTAL NET ASSETS

141,335

TOTAL LIABILITIES AND NET ASSETS

\$ 187,552

The accompanying notes are an integral part of these financial statements

**CONNECTICUT RESOURCES RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT
A Component Unit of the State of Connecticut
STATEMENTS OF REVENUES, EXPENSES AND
CHANGES IN NET ASSETS
FOR THE PERIOD ENDED NOVEMBER 15, 2012
(Dollars in Thousands)**

EXHIBIT II

Operating Revenues	
Service charges:	
Members	\$ 12,676
Others	7,669
Energy sales	8,902
Other operating revenues	3,073
Total Operating Revenues	<u>32,320</u>
Operating Expenses	
Solid waste operations	23,555
Depreciation and amortization	5,467
Maintenance and utilities	91
Legal services - external	364
Administrative and Operational services	2,986
Total Operating Expenses	<u>32,463</u>
Operating Loss	(143)
Non-Operating Revenues (Expenses)	
Investment income	36
Other income (expenses), net	(938)
Interest expense	(86)
Non-Operating Revenues (Expenses), Net	<u>(988)</u>
Change in Net Assets	(1,131)
Total Net Assets, beginning of period	<u>142,466</u>
Total Net Assets, end of period	<u>\$ 141,335</u>

The accompanying notes are an integral part of these financial statements

**CONNECTICUT RESOURCES RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT**

EXHIBIT III

**A Component Unit of the State of Connecticut
STATEMENTS OF CASH FLOWS
FOR THE PERIOD ENDED NOVEMBER 15, 2012
(Dollars in Thousands)**

Cash Flows Provided (Used) by Operating Activities	
Payments received from providing services	\$ 27,717
Payments to suppliers for goods and services	(21,655)
Payments to employees for services	(1,946)
Payments to other funds	(1,540)
Net Cash Provided (Used) by Operating Activities	<u>2,576</u>
Cash Flows Provided (Used) by Investing Activities	
Interest on investments	36
Net Cash Provided (Used) by Investing Activities	<u>36</u>
Cash Flows Provided (Used) by Capital and Related Financing Activities	
Proceeds from sales of equipment	11
Payments for landfill closure and post-closure care liabilities	(612)
Acquisition and construction of capital assets	(3,450)
Interest paid on long-term debt	(113)
Principal paid on long-term debt	(4,135)
Net Cash Used by Capital and Related Financing Activities	<u>(8,299)</u>
Cash Flows Used by Non-Capital Financing Activities	
Other interest and fees	(3)
Net Cash Used by Non-Capital Financing Activities	<u>(3)</u>
Net decrease in cash and cash equivalents	(5,690)
Cash and cash equivalents, beginning of period	<u>72,660</u>
Cash and cash equivalents, end of period	<u>\$ 66,970</u>
Reconciliation of Operating Loss to Net Cash Provided (Used)	
by Operating Activities:	
Operating loss	\$ (143)
Adjustments to reconcile operating (loss)	
to net cash provided (used) by operating activities:	
Depreciation of capital assets	5,459
Amortization of development and bond issuance costs	8
Other income (expenses)	(388)
Changes in assets and liabilities:	
(Increase) decrease in:	
Accounts receivable, net	(3,457)
Inventory	37
Prepaid expenses and other current assets	3,681
Due from other funds	(1,540)
Increase (decrease) in:	
Accounts payable, accrued expenses and other liabilities	<u>(1,081)</u>
Net Cash Provided (Used) by Operating Activities	<u>\$ 2,576</u>

The accompanying notes are an integral part of these financial statements

**CONNECTICUT RESOURCES RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT
A COMPONENT UNIT OF THE STATE OF CONNECTICUT**

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED NOVEMBER 15, 2012**

**1. SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES**

A. Entity and Services

The Connecticut Resources Recovery Authority's former Mid-Connecticut Project (the "Project") was a comprehensive solid waste disposal system, which had a unique legal, contractual, financial and operational structure that was governed by the Connecticut Resources Recovery Authority (the "Authority"). The Authority is a body politic and corporate, created in 1973 by the State Solid Waste Management Services Act, constituting Chapter 446e of the Connecticut General Statutes.

The Mid-Connecticut Project consisted of a 2,850 ton per day municipal solid waste / 2,030 ton per day refuse derived fuel Resources Recovery Facility located in Hartford, Connecticut, four transfer stations, the Hartford Landfill, the Ellington Landfill, and a Regional Recycling Center located in Hartford, Connecticut. This system of facilities provided solid waste disposal and recycling services to 70 Connecticut municipalities through service contract arrangements. The Authority owns the Resources Recovery Facility, the transfer stations, the Ellington Landfill, and the Regional Recycling Center. The Authority leased the land for the Essex transfer station. The Authority controlled the Hartford Landfill under a long-term lease with the City of Hartford. The Hartford Landfill was closed as of December 31, 2008. Private vendors, under various operating contracts, conducted operation of the facilities. All revenue generated by the facilities accrued to the Authority. Certain operating contracts had provisions for revenue sharing with a vendor if prescribed operating parameters were achieved. The Authority had responsibility

for all debt issued in the development of the Mid-Connecticut system.

The Authority's contracts with the municipalities ended on November 15, 2012. Certain assets included in the accompanying balance sheet will either be transferred to the Authority to be used for payment of the Project's current and projected liabilities and future obligations for post-closure care of the Project's landfills. Fifty one of the existing Mid-Connecticut Project towns have signed the new MSA with the Authority's Connecticut Solid Waste System ("CSWS") effective November 16, 2012. In addition to these towns, dozens of private haulers throughout the Central Connecticut Region have signed contracts with the CSWS.

The financial activities of the Project are included in the basic financial statements of the Authority. The financial statements of the Project are intended to present the financial position, and the changes in financial position, of only that portion of the Authority's operations that pertain to transactions of the Project. They do not purport to and do not present fairly the financial position of the Authority as of November 15, 2012, and the changes in the Authority's financial position for the four and a half months then ended in conformity with generally accepted accounting principles.

The Project has not presented a management's discussion and analysis ("MD&A") in accordance with GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments* and GASB Statement No. 37, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments: Omnibus* because

**CONNECTICUT RESOURCES RECOVERY AUTHORITY'S
MID-CONNECTICUT PROJECT
A COMPONENT UNIT OF THE STATE OF CONNECTICUT**

the focus of an MD&A is on a primary government. The Authority, as the primary government, will provide an MD&A in its annual report that will include analysis of the financial activities relating to the Project.

B. Measurement Focus, Basis of Accounting and Basis of Presentation

The Project is considered to be an Enterprise Fund. The Project's operations and balances are accounted for using a separate set of self-balancing accounts that comprise its assets, liabilities, net assets, revenues and expenses.

Enterprise funds are established to account for operations that are financed and operated in a manner similar to private business enterprises, where the intent is that the costs of providing goods or services on a continuing basis are financed or recovered primarily through user charges.

The Project's financial statements are prepared using an economic resources measurement focus and the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when incurred.

The Project distinguishes operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services in connection with the disposal of solid waste. The principal operating revenues of the Project are charges to customers for user services. Operating expenses include the cost of solid waste operations, maintenance and utilities, and administrative expenses. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

C. Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the

reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the balance sheet and the reported amounts of revenues and expenses during the reporting period. Such estimates are subsequently revised as deemed necessary when additional information becomes available. Actual results could differ from those estimates.

D. Cash and Cash Equivalents

All unrestricted and restricted highly liquid investments with maturities of three months or less when purchased are considered to be cash equivalents.

E. Inventory

The Authority's spare parts inventory is stated at the lower of cost or market using the weighted-average cost method. The Authority's fuel inventory is stated at the lower of cost or market using the FIFO method. Inventories at November 15, 2012 are summarized as follows:

Inventories	(\$000)
Spare Parts	\$ 5,242
Fuel	1,091
Total	\$ 6,333

F. Investments

Investments are stated at fair value. Gains or losses on sales of investments are determined using the specific identification method.

Interest on investments is recorded as revenue in the year the interest is earned, unless capitalized as an offset to capitalized interest expense on assets acquired with tax-exempt debt.

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G. Restricted Assets

Under certain agreements, restricted assets are used for development, construction and operating costs.

H. Capital Assets

Capital assets with a useful life in excess of one year are capitalized at historical cost. Depreciation of exhaustible capital assets is charged as an expense against operations. Depreciation has been provided over the estimated useful lives using the straight-line method. The estimated useful lives of landfills are based on the estimated years of available disposal capacity. The estimated useful lives of other capital assets are as follows:

Capital Assets	Years
Resources Recovery Buildings	30
Other Buildings	20
Resources Recovery Equipment	30
Gas and Steam Turbines	10-20
Recycling Equipment	10
Rolling Stock and Automobiles	5
Office and Other Equipment	3-5
Roadways	20

The Authority's capitalization threshold for property, plant, and equipment and for office furniture and equipment is \$5,000 and \$1,000, respectively. Improvements, renewals, and significant repairs that extend the useful life of a capital asset are capitalized; other repairs and maintenance costs are expensed as incurred. When capital assets are retired or otherwise disposed of, the related asset and accumulated depreciation is written off and any related gains or losses are recorded.

The Authority reviews its long-lived assets used in operations for impairment when there is an

event or change in circumstances that indicates impairment in value. The Authority records impairment losses and reduces the carrying value of properties when indicators of impairment are present and the expected undiscounted cash flows related to those properties are less than their carrying amounts. In cases where the Authority does not expect to recover its carrying costs on properties held for use, the Authority reduces its carrying cost to fair value, and for properties held for sale, the Authority reduces its carrying value to the fair value less costs to sell. During the period ended November 15, 2012, no impairment losses were recognized. Management does not believe that the value of its properties is impaired as of November 15, 2012.

I. Net Assets

Invested in capital assets, net of related debt, consists of capital assets, net of accumulated depreciation.

Unrestricted net assets may be divided into designated and undesignated portions. Designated net assets represent the Authority's self-imposed limitations on the use of otherwise unrestricted net assets of the Project. Unrestricted net assets have been designated by the Board of Directors of the Authority for various purposes. Such designations totaled \$28.5 million as of November 15, 2012. Unrestricted designated net assets are summarized as follows:

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Unrestricted Designated Net Assets	(\$000)	Cash and Cash Equivalents	(\$000)
Future loss contingencies	11,311	Unrestricted:	
Non-GASB #18 post-closure	4,831	Cash deposits	\$ 200
Facility modifications	4,639	Cash equivalents:	
Litigation reserve	3,511	STIF *	64,703
Transition costs	1,721		64,903
Rolling stock	1,184	Restricted – current:	
Post-project	603	Cash deposits	348
Post-litigation expense	442	Cash equivalents:	
Landfill development	296	STIF *	1,719
South Meadows site remediation	2	U.S. Treasuries	490
			2,557
Total	28,540	Total	\$ 67,460

* STIF = Short-Term Investment Fund of the State of Connecticut

Restrictions of net assets are limited to outside third party restrictions and represent the net assets that have been legally identified for specific purposes. Restricted net assets totaled \$2.3 million as of November 15, 2012.

As of November 15, 2012, the Authority has no restricted net assets that are restricted by enabling legislation.

J. Allocation of Expenses

The accompanying financial statements include allocations of salary and overhead expenses incurred by the Authority that pertain to the operation of the Project. Allocations are made based on a weighted average of significant operating criteria determined by the Authority's management.

Authority expenses that are allocated to the Project consist of overhead costs and salaries of management, accounting and environmental personnel employed by the Authority. Allocations of such expenses for the period ended November 15, 2012 totaled \$1,691,000 and \$1,312,000 for overhead and salaries; respectively.

2. CASH DEPOSITS AND INVESTMENTS

Cash and cash equivalents consist of the following as of November 15, 2012:

A. Cash Deposits – Custodial Credit Risk

Custodial credit risk is the risk that, in the event of a bank failure, the Authority will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. The Authority's investment policy does not have a deposit policy for custodial credit risk.

As of November 15, 2012, approximately \$85,000 of the Authority's bank balance of cash deposits were exposed to custodial credit risk as follows:

Custodial Credit Risks	(\$000)
Uninsured and Uncollateralized	\$ 222
Uninsured but collateralized with securities held by the pledging bank's trust department or agent but not in the Authority's name	85
Total	\$ 307

All of the Authority's deposits were in qualified public institutions as defined by State statute. Under this statute, any bank holding public deposits must at all times maintain, segregated from other assets, eligible collateral in an amount equal to a certain percentage of its

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public deposits. The applicable percentage is determined based on the bank's risk-based capital ratio. The amount of public deposits is determined based on either the public deposits reported on the most recent quarterly call report, or the average of the public deposits reported on the four most recent quarterly call reports, whichever is greater. The collateral is kept in the custody of the trust department of either the pledging bank or another bank in the name of the pledging bank.

Investments in the Short-Term Investment Fund ("STIF") and U.S. Treasuries as of November 15, 2012 are included in cash and cash equivalents in the accompanying balance sheet. For purposes of disclosure under GASB Statement No. 40, such amounts are considered investments and are included in the investment disclosures that follow.

B. Investments

Interest Rate Risk

As of November 15, 2012, the Authority's investments consisted of the following debt securities:

Investment Type	Fair Value (\$000)	Investment Maturities (In Years)			
		Less than 1	1 to 5	6 to 10	More than 10
STIF	\$ 66,422	\$ 66,422	\$ -	\$ -	\$ -
U.S. Treasuries	490	490	-	-	-
Total	\$ 66,912	\$ 66,912	\$ -	\$ -	\$ -

STIF is an investment pool of short-term money market instruments that may include adjustable-rate federal agency and foreign government securities whose interest rates vary directly with short-term money market indices and are generally reset daily, monthly, quarterly, and semi-annually. The adjustable-rate securities have similar exposures to credit and legal risks as fixed-rate securities from the same issuers.

The fair value of the position in the pool is the same as the value of the pool shares. As of November 15, 2012, STIF and U.S. Treasury Securities¹ had 33-day and 180-day maturities; respectively.

The Authority's investment policy does not limit investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates. The Authority is limited to investment maturities as required by specific bond resolutions or as needed for immediate use or disbursement. Those funds not included in the foregoing may be invested in longer-term securities as authorized in the Authority's investment policy. The primary objectives of the Authority's investment policy are the preservation of principal and the maintenance of liquidity.

Credit Risk

Connecticut state statutes permit the Authority to invest in obligations of the United States, including its instrumentalities and agencies; in obligations of any state or of any political subdivision, authority or agency thereof, provided such obligations are rated within one of the top two rating categories of any recognized rating service; or in obligations of the State of Connecticut or of any political subdivision thereof, provided such obligations are rated within one of the top three rating categories of any recognized rating service.

As of November 15, 2012, the Authority's investments were rated as follows:

¹ U.S. Treasury Securities are U.S. Treasury Bills.

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Security	Fair Value (\$000)	Standard & Poor's	Moody's Investor Service	Fitch Ratings
STIF	\$ 66,422	AAAm	-	-
U.S. Treasuries	\$ 490	AA+	Aaa	AAA

Custodial Credit Risk

For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investments or collateral securities that are in the possession of an outside party. The Authority's investment policy does not include provisions for custodial credit risk, as the Authority does not invest in securities that are held by counterparties. In accordance with GASB Statement No. 40, none of the Authority's investments require custodial credit risk disclosures.

Concentration of Credit Risk

The Authority's investment policy places no limit on the amount of investment in any one issuer, but does require diversity of the investment portfolio if investments are made in non-U.S. government or U.S. agency securities to eliminate the risk of loss of over-concentration of assets in a specific class of security, a specific maturity and/or a specific issuer. The asset allocation of the investment portfolio should, however, be flexible enough to assure adequate liquidity for Authority and/or bond resolution needs. As of November 15, 2012, approximately 99.3% of the Authority's investments are in the STIF, which is rated in the highest rating category by Standard & Poor's and provides daily liquidity, thereby satisfying the primary objectives of the Authority's investment policy.

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3. CAPITAL ASSETS

The following is a summary of changes in capital assets for the period ended November 15, 2012:

	Balance @ July 1, 2012	Additions	Transfers	Sales and Disposals	Balance @ 11/15/2012
Depreciable assets:					
Plant	\$ 175,858	\$ 13	\$ 3,696	\$ (2,294)	\$ 177,273
Equipment	\$ 224,927	\$ 195	\$ 1,346	\$ (76)	\$ 226,392
Total at cost	\$ 400,785	\$ 208	\$ 5,042	\$ (2,370)	\$ 403,665
Less accumulated depreciation for:					
Plant	\$ (138,920)	\$ (3,138)	\$ -	\$ 1,783	\$ (140,275)
Equipment	\$ (177,107)	\$ (2,322)	\$ -	\$ 30	\$ (179,399)
Total depreciable assets, net	\$ (316,027)	\$ (5,460)	\$ -	\$ 1,813	\$ (319,674)
Total depreciable assets, net	\$ 84,758	\$ (5,252)	\$ 5,042	\$ (557)	\$ 83,991
Nondepreciable assets:					
Land	\$ 11,900	\$ -	\$ -	\$ -	\$ 11,900
Construction-in-progress	\$ 5,943	\$ 3,242	\$ (5,042)	\$ -	\$ 4,143
Total nondepreciable assets	\$ 17,843	\$ 3,242	\$ (5,042)	\$ -	\$ 16,043
Total depreciable and nondepreciable assets	\$ 102,601	\$ (2,010)	\$ -	\$ (557)	\$ 100,034

Interest is capitalized on assets acquired with debt. The amount of interest to be capitalized is calculated by offsetting interest expense incurred from the date of borrowing until completion of the projects with interest earned on invested debt proceeds over the same period. For the period ended November 15, 2012, there was no capitalized interest as there was no new external borrowing.

4. LONG-TERM DEBT

The Authority's Mid-Connecticut bonds that had been issued to finance the design, development, and construction of the Mid-Connecticut Project have been matured. On November 15, 2012, the Authority paid the outstanding balance on the Mid-Connecticut 1996 Series A – Project Refinancing bonds, which totaled \$4,135,000.

5. LONG-TERM LIABILITIES FOR CLOSURE AND POST-CLOSURE CARE OF LANDFILLS

Federal, State and local regulations require the Authority to place final cover on its landfills when it stops accepting waste (including ash) and to perform certain maintenance and monitoring functions for periods that may extend to thirty years after closure.

GASB Statement No. 18 "Accounting for Municipal Solid Waste Landfill Closure and Post-Closure Care Costs," applies to closure and post-closure care costs that are paid near or after the date a landfill stops accepting waste. In accordance with GASB Statement No. 18, the Authority estimates its liability for these closure and post-closure care costs and records any increases or decreases to the liability as an operating expense. The liability for these costs is reduced when the costs are actually paid, which is generally after the landfill is closed.

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Actual costs may be higher due to inflation or changes in permitted capacity, technology or regulation. The closure and post-closure care liabilities including the amounts paid and

accrued for the period ended November 15, 2012 for the landfills, are presented in the following table:

Landfill	Liability at June 30, 2012 (\$000)	Expense (\$000)	Paid (\$000)	Liability at November 15, 2012 (\$000)	Amounts Due Within One Year (\$000)
Hartford	\$ 28,618	\$ -	\$ (541)	\$ 28,077	\$ 4,582
Ellington	3,614	-	(70)	\$ 3,544	314
Total	<u>\$ 32,232</u>	<u>\$ -</u>	<u>\$ (611)</u>	<u>\$ 31,621</u>	<u>\$ 4,896</u>

The Connecticut Department of Environmental Protection ("DEEP") requires that certain financial assurance mechanisms be maintained by the Authority to ensure payment of closure and post-closure costs related to certain landfills. Additionally, DEEP requires that the Authority budget for closure costs for Mid-Connecticut's Hartford Landfill be included in the applicable fiscal year budget.

The Authority has placed funds in trust accounts for the Ellington, Landfill for financial assurance purposes. Such trust account is reflected as restricted investments in the accompanying balance sheet.

6. MAJOR CUSTOMERS

Energy sales to Constellation and Nextera totaled 16% and 11%, respectively, of the Authority's operating revenues for the period ended November 15, 2012.

Service charge revenues from All Waste, Inc. totaled 10% of the Authority's operating revenues for the period ended November 15, 2012.

7. COMMITMENTS

The Authority has various operating leases for real property, which totaled \$139,000 for the period ended November 15, 2012. The Authority also has agreements with various municipalities for payments in lieu of taxes ("PILOT") for personal and real property. For the period ended November 15, 2012, the PILOT payments, which are included in the solid waste operations in the accompanying statements of revenues, expenses and changes in net assets, totaled \$ 1,496,000. There are no future minimum rental commitments under non-cancelable operating leases or future PILOT payments after November 15, 2012.

The Authority has executed contracts with the operators/contractors of the resources recovery facilities, regional recycling centers, transfer stations, and landfills containing various terms and conditions expiring through November 2015. Generally, operating charges are derived from various factors such as tonnage processed, energy produced, and certain pass-through operating costs. The approximate amount of contract operating charges included in solid waste operations and maintenance and utilities expense for the period ended November 15, 2012 was \$19,942,000.

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There are no construction contracts executed during the period ended November 15, 2012.

8. SUBSEQUENT EVENTS

Debt Retired, Original Municipal Service Agreements Expired, New Agreements Executed

As of November 15, 2012, all debt issued in the development of the Mid-Connecticut system has been retired, and the original municipal services contracts have expired. The Authority has executed new agreements with 51 municipalities to provide waste disposal, and, in some cases, recycling services, with terms ranging from three to fifteen years. On and after November 15, 2012, the Authority continues to own and operate its system of facilities, free and clear of all debt, and all revenues continue to accrue to the Authority.

9. NEW ACCOUNTING PRONOUNCEMENTS ISSUED AND NOT YET ADOPTED

During March 2012, the GASB issued Statement No. 65, *Items Previously Reported as Assets and Liabilities*. This statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. This statement also provides financial reporting guidance related to the impact of the financial statement elements deferred outflows of resources and deferred inflows of resources, such as changes in the determination of major fund calculations and limiting the use of the term *deferred* in the financial statements. This statement is effective for periods beginning after December 15, 2012, with earlier application encouraged.

During March 2012, GASB issued Statement No. 66, *Technical Corrections - an amendment of Statements No. 10 and No. 62*. This statement establishes clarification on two recently issued statements; No. 54, *Fund Balance Reporting and Governmental Fund Type Definition* and No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. This statement resolves conflicting guidance created as a result of the issuance of these two statements. This statement is effective for periods beginning after December 15, 2012, with earlier application encouraged.

During June 2012, GASB issued Statement No. 68, *Accounting and Financial Reporting for Pensions*. The primary objective of this statement is to improve accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support for pensions that is provided by other entities. This statement replaces the requirements of Statements No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans* and No. 50, *Pension Disclosures*, as they relate to pension plans that are administered through trusts or equivalent arrangements (hereafter jointly referred to as trusts) that meet certain criteria. The requirements of Statements No. 25 and No. 50 remain applicable to pension plans that are not administered through trusts covered by the scope of this statement.

The scope of Statement No. 68 also addresses accounting and financial reporting for pensions that are provided to the employees of state and local governmental employers through pension plans that are administered through trusts that have certain characteristics as defined in the statement. It establishes standards for measuring and recognizing liabilities, deferred outflows of resources, deferred inflows of resources, and expense/expenditures. For

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defined benefit pensions, this statement identifies the methods and assumptions that should be used to project benefit payments, discount projected benefit payments to their actuarial present value, and attribute that present value to periods of employee service. Note disclosure and required supplementary information requirements about pensions also are addressed. This statement is effective for periods beginning after June 15, 2014, with early implementation encouraged.

Management has not estimated the extent of the potential impact of these statements on the Project's financial statements.

10. CONTINGENCIES NOTE

On October 7, 2009, The Metropolitan District Commission ("MDC") initiated an arbitration proceeding against the Authority seeking a declaratory judgment that the Authority is responsible for certain post-employment benefits and other costs that MDC may incur following the expiration of its contract for the operation of a portion of the Mid-Connecticut Project on December 30, 2011. The MDC did not specify the amount of its monetary claim in its demand for a declaratory judgment in arbitration; however, the MDC has recently asserted an amended demand for arbitration based on similar underlying legal arguments and asserting a claim for unspecified damages. MDC has also filed an application for a prejudgment remedy (the "PJR Application"), which asserts that an attachment or garnishment of \$47 million, or more, is necessary to secure a remedy for its claims. MDC's application acknowledges, however, that it has only actually expended \$2.1 million of its alleged \$47 million claimed obligation. On April 1, 2013, the Authority filed a motion to dismiss MDC's PJR Application, which motion is currently pending. The arbitration is not proceeding at this time. The parties are in litigation over the composition of the arbitration panel and whether there is an agreement to arbitrate the MDC's amended demand.

The Authority has valid defenses and is vigorously defending against the MDC demands. On February 7, 2012, the Authority sent letters to all Mid-Connecticut Project municipalities advising them that, in the event that the Authority is ultimately determined to be responsible for any portion of MDC's claimed costs, each municipality will be responsible for its pro rata share of such costs. The matter is too preliminary to estimate any potential exposure.

In January 2006, the Authority's pollution liability insurance carrier, American International Specialty Lines Insurance Company ("AISLIC") settled with numerous commercial and residential neighbors of the Hartford Landfill who had filed suit against the Authority in 2001, claiming that the Authority negligently maintained and operated its Hartford Landfill and that the Hartford Landfill constituted a public nuisance. On May 4, 2006, AISLIC initiated a declaratory judgment action in federal district court seeking a declaration that AISLIC is not obligated to indemnify the Authority in connection with the settled lawsuit and that AISLIC should be awarded the amount it spent on defense and indemnification of the Authority. The Authority filed its answer and affirmative defenses, and counterclaimed, alleging bad faith and seeking recovery of its attorneys' fees. AISLIC filed five dispositive motions in June 2011. On October 24, 2011, CRRA filed briefs in opposition to AISLIC's motions, together with CRRA's motion for summary judgment. On March 30, 2012, the Court denied four of AISLIC's five motions. Both AISLIC and CRRA filed motions for reconsideration of that ruling, which have all been denied by the Court. On September 10, 2012, the Court granted the Authority's motion for summary judgment as to AISLIC's defense costs, and denied it as to AISLIC's indemnity obligations. CRRA moved for reconsideration, which was granted but the requested relief denied. AISLIC has moved to reopen discovery to permit the reopening of the deposition of CRRA's designee. CRRA has opposed that

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motion, and is awaiting a ruling from the Court. The parties' Joint Trial Memorandum is due May 28, 2013, and the case is to be trial ready June 28, 2013. Trial date has not been established. The matter is too preliminary to estimate any potential exposure.

In March 2013, Tremont Public Advisors filed a complaint against the Authority in Connecticut Superior Court, claiming that the Authority illegally awarded a contract for Municipal Government Liaison Services and violated Connecticut's Antitrust Act, and seeking injunctions, damages, interest, and attorneys' costs. The matter is too preliminary to estimate any potential exposure.

Other Issues and Unasserted Claims and Assessments:

The MDC has included in several monthly invoices to the Authority a claim for reimbursement of certain MDC legal and consulting fees. The Authority has disputed these charges on the grounds that they are not related to the MDC's obligation to operate, maintain, and repair the WPF during the term of the Authority-MDC Agreement.

Two contracts between CRRA and Covanta Mid-Conn, Inc. for the operation and maintenance of components of the Mid-

Connecticut Project expired on May 31, 2012. Several Covanta Mid-Conn invoices are disputed by CRRA and remain unpaid.

On March 31, 2009, the Authority submitted a timely water discharge renewal application seeking the re-issuance of the Authority's National Pollutant Discharge Elimination System ("NPDES") Permit to the Connecticut Department of Environmental Protection, now known as the Connecticut Department of Energy and Environmental Protection ("DEEP"). Review of the Authority's permit renewal application by DEEP is ongoing, including whether the current location, design, construction and capacity of the cooling water intake structures at the Authority's South Meadows Facility represents best technology available ("BTA") for minimizing adverse environmental impact and, if not, what additional operational and/or technological measures reflecting BTA will need to be implemented at the Facility.

The Authority is subject to numerous federal, state and local environmental and other laws and regulations and management believes it is in substantial compliance with all such governmental laws and regulations.

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A Component Unit of the State of Connecticut
SCHEDULE OF NET ASSETS
AS OF NOVEMBER 15, 2012
(Dollars in Thousands)**

EXHIBIT A

Net assets invested in capital assets, net of related debt	<u>\$ 100,035</u>
Restricted net assets:	
Current restricted cash and cash equivalents:	
Energy generating facility	1,510
City of Hartford recycling education fund	210
Customer guarantee of payment	182
Museum	117
Town of Ellington trust - pooled funds	48
Total current restricted cash and cash equivalents	<u>2,067</u>
Non-current restricted cash and cash equivalents and investments:	
DEP trust - landfills	<u>490</u>
Less liabilities to be paid with current restricted assets:	
Accrued expenses and other current liabilities	<u>265</u>
Total restricted net assets	<u>2,292</u>
Unrestricted net assets:	
Designated for:	
Future loss contingencies	11,311
Non-GASB #18 post-closure	4,831
Facility modifications	4,639
Litigation reserve	3,511
Transition costs	1,721
Rolling stock	1,184
Post-project	603
Post-litigation expense	442
Landfill development	296
South Meadows site remediation	2
Undesignated	<u>10,468</u>
Total unrestricted net assets	<u>39,008</u>
Total Net Assets	<u><u>\$ 141,335</u></u>

TAB 3

**REVISIONS TO RESOLUTION REGARDING THE APPROVAL OF
THE FISCAL YEAR 2014 PROPERTY DIVISION AND CSWS
OPERATING AND CAPITAL BUDGETS**

May 30, 2013

EXECUTIVE SUMMARY

On February 28, 2013 the Board of Directors (the “Board”) adopted the Connecticut Solid Waste System (“CSWS”) Fiscal Year 2014 Budget. Included in this budget was the assumption that the State of Connecticut would purchase approximately half of the South Meadows Facility’s power production at \$0.065 per kilowatt hour starting in July 2013. The budget assumed that the remaining power would be sold in the real time market for \$.046 per kilowatt hour. CSWS incorporated a budgeted benefit of approximately \$3,800,000 due to the assumption that the State would purchase a portion of the Facility’s power at a rate greater than the assumed real time market rate. Subsequent to the February 28, 2013 Board meeting, the prospect of the State purchasing the Facility’s power at a favorable rate has not materialized and as a result the \$3,800,000 benefit from the assumption of the State’ power purchase needs to be removed from the budget resulting in a CSWS Budget deficit of \$3,800,000.

At its April 29, 2013 special meeting, the Board directed the Finance Committee to review the options available to alleviate the CSWS Budget gap. Management updated the list of potential options for mitigation of energy revenue loss and reviewed the list with the Finance Committee at its special meeting on May 9, 2013. The following Property Division and CSWS budget changes are being made available for consideration by the Board to overcome the CSWS Fiscal Year 2014 Budget gap:

Property Division

1. Eliminate the line item “Relocation Expense” in the amount of \$800,000 and transfer to the CSWS operating budget.

CSWS

2. Contribute CSWS Fiscal Year 2013 excess revenue to the CSWS Capital Expenditure Reserve (Estimated to be approximately \$1,200,000) and reduce the “Contribution to CSWS Capital Expenditure Reserve” by \$2,200,000 in Fiscal Year 2014.
3. Potential increases in revenues from contract waste tip fee (Estimated to be approximately \$772,000).

The combination of these changes should generate sufficient funds to, at a minimum; restore the CSWS Fiscal Year 2014 Budget to equilibrium.

**REVISIONS TO RESOLUTION REGARDING THE APPROVAL OF
THE FISCAL YEAR 2014 PROPERTY DIVISION AND CSWS
OPERATING AND CAPITAL BUDGETS**

WHEREAS, This Board of Directors (the "Board") adopted the CSWS Fiscal Year 2014 budget on February 28, 2013, which budget anticipated that the State of Connecticut would purchase one-half of the Fiscal Year 14 electric output of the South Meadows Resource Recovery Facility (the "RRF") at a rate of approximately \$0.065 per kilowatt hour, pursuant to a bilateral agreement which was subsequently determined by the State to require legislative approval, and that the remaining electric output would be sold in the real time market at approximately \$0.046 per kilowatt hour, and subsequently adopted the Property Division Fiscal Year 14 budget on April 29, 2013, using the same assumptions; and

WHEREAS, In the event that the State does not purchase one-half of the RRF electric output commencing July 1, 2013 at the budgeted rate in Fiscal Year 14, the previously approved Fiscal Year 2014 CSWS budget will be out of balance; and

WHEREAS, The Board has the ability to redirect spending of the Property Division and the CSWS budgets, taking into consideration potential additional revenues unknown at the time the budgets were adopted, as well as potential additional expenditures which may be necessary as a result of 2013 legislative mandates; and

WHEREAS, The Board now considers it prudent to review the budgets and to develop a contingency plan in the event that additional cash is required to balance the CSWS budget;

NOW THEREFORE, it is

RESOLVED: That the proposed Fiscal Year 2014 Property Division and CSWS budgets be revised in the form presented and discussed at this meeting; and

FURTHER RESOLVED: That relocation expenses of \$800,000 in the Property Division be eliminated and be transferred to the CSWS's operating account; and

FURTHER RESOLVED: That the President contribute CSWS excess revenues anticipated to be \$1,200,000 from the Fiscal Year 2013 CSWS operating funds into the CSWS Capital Expenditure Reserve and reduce the Fiscal Year 2014 contribution by \$2,200,000 reducing the reserve's ending balance; and

FURTHER RESOLVED: That the President is authorized to restore the contribution to the CSWS Capital Expenditure Reserve should the CSWS Fiscal Year 2014 actual revenues surpass the actual expenses; and

FURTHER RESOLVED: That the payment schedule for an annual Payment in Lieu of Taxes ("PILOT") to be negotiated with the City of Hartford by the President, as authorized by this Board at its February 28, 2013 meeting, shall anticipate semi-annual installments of PILOT, payment of the first installment to be in July and payment of the second installment to be after December contingent upon determination by the Board of the adequacy of CRRA's then-current cash position; no payment shall be made until the Board has approved a final agreement with the City.

CRRRA (CSWS)
Options for Mitigation of Energy Revenue Loss
May 23, 2013

	<u>Revenue Gap FY 14</u>	<u>\$3,800,000</u>
I.	<u>Recurring</u>	
	A. Eliminate City of Hartford Pilot	<u>\$2,200,000</u>
	B. 5% Administration (Direct & Indirect Cost's)	<u>\$ 141,000</u>
	C. Eliminate MSW Contract Enforcement Program	<u>\$ 175,000</u>
	D. Reduction in Legal Expenditures by 10%	<u>\$ 100,000</u>
	E. Eliminate July 2013 COLA	<u>\$ 82,000</u>
	F. Eliminate contribution in Property Division to Future Development Reserve and use funds for CSWS	<u>\$ 688,000</u>
	G. Defer relocation of administrative offices in Property Division and use savings for relocation to fund CSWS	<u>\$ 800,000</u>
	H. Eliminate Property Division Facilities Capital Reserve and use funds for CSWS	<u>\$ 300,000</u>
	I. Elimination of Recycling Rebate	<u>\$ 415,000</u>
	J. Increase in Contract Tonnage Pricing	<u>\$135,000 - \$1,350,000</u>
	Total	<u>\$5,036,000-\$6,251,000</u>
II.	<u>Non-Recurring</u>	
	A. Reduce Capital Expenditures by 10%	<u>\$ 810,000</u>
	B. FY 13 CSWS excess operating funds contributed to the CSWS Capitol Reserve - estimated	<u>\$1,200,000</u>
	C. Reduction to CSWS Capital Reserve – estimated	<u>\$1,000,000</u>
	Total	<u>\$3,010,000</u>

CRRA (CSWS)
Options for Mitigation of Energy Revenue Loss
May 23, 2013

III. Future Determination

A. Improvement in Electric Energy Prices (each \$.01/KWH)	<u>\$4,170,000</u>
B. Increase in MSW Spot Prices over budget (each \$1.ton)	<u>\$ 91,000</u>
C. Global Litigation Settlements	<u>\$0-\$20 million</u>
D. Liquidation and monetization of CRRA Property Division Assets and assign benefits to CSWS as a onetime reduction or set up as an annuity	<u>unknown</u>
1. Bridgeport Land	
2. Stratford Facility and Land	
3. Collins Building	
E. Sale and/or lease of CRRA Murphy Road Recycling Facility	<u>unknown</u>
F. Additional undefined reductions in non-labor O & M beyond the \$1,647,000 already reflected in The FY 14 Budget	<u>unknown</u>
Total	<u>\$4,261,000+ -\$24,261,000+</u>

IV. Other Mitigation Consideration

- A. Convert all or part of electric sales to a fixed contract. (to hedge price volatility)
- B. Long term financing of major capitol expenditures (i.e. bond) to levelize impact on tip fee

CRRA - CONNECTICUT SOLID WASTE SYSTEM (CSWS) -REVISED

REVENUE & EXPENDITURE SUMMARY

REVENUES

Account	Description	ADOPTED FY14	REVISED FY14
	Service Charges Solid Waste-Members	\$ 23,686,000	\$ 23,686,000
	Service Charges Solid Waste-Contracts	\$ 8,798,000	\$ 9,570,000 (A)
	Hauler	\$ 3,720,000	\$ 3,720,000
	Service Charges Solid Waste - Spot	\$ 3,635,000	\$ 3,635,000
	Metal Sales	\$ 1,725,000	\$ 1,725,000
	Municipal Bulky Waste & Mattresses/Box Spring	\$ 179,000	\$ 179,000
	Recycling Facility	\$ 1,287,000	\$ 1,287,000
	Electricity	\$ 24,552,000	\$ 20,780,000 (B)
	Interest Income	\$ 10,000	\$ 10,000
	Transfer from Property Division	\$ -	\$ 800,000 (C)
	Total Revenues	\$ 67,592,000	\$ 65,392,000

EXPENDITURES

Account	Description	ADOPTED FY14	REVISED FY14
	Administrative Expenses	\$ 2,827,000	\$ 2,827,000
	Operational Expenses	\$ 13,095,000	\$ 10,895,000 (D)
	Assessment, Fees, Subsidies, & PILOTs	\$ 3,358,000	\$ 3,358,000
	Waste Transport	\$ 14,486,000	\$ 14,486,000
	Waste Processing Facility	\$ 12,230,000	\$ 12,230,000
	Power Block Facility	\$ 17,276,000	\$ 17,276,000
	Facility Contractor	\$ 1,167,000	\$ 1,167,000
	Transfer Stations	\$ 1,691,000	\$ 1,691,000
	Murphy Road Operations Center	\$ 175,000	\$ 175,000
	Recycling Facility	\$ 1,287,000	\$ 1,287,000
	Total Expenditures	\$ 67,592,000	\$ 65,392,000
	Balance	\$ -	\$ -

(A) Additional revenues due to anticipated increases in favorable contract waste conditions.

(B) Reduction in Electricity revenue as a result of selling all power in the real time market

(C) Transfer of Board discretionary funds from the Property Division.

(D) \$2,200,000 reduction in contributions to the CSWS Capital Expenditure Reserve.

CSWS - REVISED CAPITAL PLAN

FY13 - FY14 Capital Improvement Plan (\$000's)

WASTE PROCESSING, POWER BLOCK, ROLLING STOCK, TRANSFER STATIONS

CSWS CAPITAL EXPENDITURES RESERVE	FY14 Adopted	FY14 Revised
Beginning Fiscal Year Reserve Balance	\$ 2,000	\$ 3,200 (a)
Waste Processing Facility (WPF)	\$ 1,330	\$ 1,330
Power Block (PBF)	\$ 6,244	\$ 6,244
Electric Generating Facility (EGF)	\$ -	\$ -
Rolling Stock (RS)	\$ 500	\$ 500
Transfer Stations (TS)	\$ 35	\$ 35
Undefined Reductions ^(a)	\$ -	\$ -
TOTAL WPF/PBF/RS/TS	\$ 8,109	\$ 8,109
Contributions to Capital Reserve	\$ 8,109	\$ 5,909 (b)
Estimated Reserve Balance	\$ 2,000	\$ 1,000

(a) Reflects increase of \$1.2 million from Fiscal Year 2013 contribution.

(b) Reflects decrease of \$2.2 million in Fiscal Year 2014 contribution.

CRRA - PROPERTY DIVISION - REVISED

REVENUE & EXPENDITURE SUMMARY

ACCOUNT	DESCRIPTION	ADOPTED FY14	REVISED FY14
	South Central Facility Capacity	\$ 239,000	\$ 239,000
	Jets	\$ 5,823,000	\$ 5,823,000
	Lease Income	\$ 425,000	\$ 425,000
	Education & Trash Museum	\$ 235,000	\$ 235,000
	Total Revenues	\$ 6,722,000	\$ 6,722,000

EXPENDITURE

ACCOUNT	DESCRIPTION	ADOPTED FY14	REVISED FY14
	Telecommunications	\$ 2,500	\$ 2,500
	Mileage Reimbursement	\$ 1,000	\$ 1,000
	Legal	\$ 10,000	\$ 10,000
	Insurance Expenditures	\$ 20,000	\$ 20,000
	Other Consulting Services	\$ 200,000	\$ 200,000
	Contribution to Facilities Capital Refurbishment Reserve	\$ 300,000	\$ 300,000
	Indirect Labor & Overhead - Administration	\$ 354,000	\$ 354,000
	Direct Salaries/Labor & Benefits - Administration	\$ 31,000	\$ 31,000
	Direct Salaries/Labor & Benefits - Operational	\$ 25,000	\$ 25,000
	Relocation Expense	\$ 800,000	\$ - (A)
	Contribution to Solid Waste Future Development Reserve	\$ 688,000	\$ 688,000
	Contribution to Severance Reserve	\$ 430,000	\$ 430,000
	Murphy Road Operations Center, Net	\$ 94,000	\$ 94,000
	1410 Honey Spot Road	\$ 95,000	\$ 95,000
	171 Murphy Road	\$ 45,000	\$ 45,000
	Education & Trash Museum	\$ 278,000	\$ 278,000
	South Central Facility Operating Charges	\$ 220,400	\$ 220,400
	Transferred to the CSWS	\$ -	\$ 800,000 (B)
	Jets Operating Charges	\$ 3,129,000	\$ 3,129,000
	Total Expenditures	\$ 6,722,000	\$ 6,722,000
	Balance	\$ -	\$ -

(A) Eliminated from budget.

(B) Transfer excess revenue from the Property Division to the CSWS.

TAB 4

RESOLUTION REGARDING CONSULTING, ENGINEERING AND LAND SURVEYING SERVICES

RESOLVED: That the President is hereby authorized to enter into contracts with the following firms and individuals for Consulting, Engineering and Land Surveying Services, substantially as discussed and presented at this meeting:

General Engineering Services

Diversified Technology Consultants
Enercon Services, Inc.
Fuss & O'Neil
HDR Engineering, Inc.
TRC Environmental Corp.
URS Corporation AES

Environmental Consulting and Engineering Services

ARCADIS, US, Inc.
Blue River Engineering LLC
Burns & MacDonnell
HRP Associates, Inc.
Kleinschmidt Associates
Leggette, Brashears & Graham, Inc.
M. I. Holzman & Associates
TRC Environmental Corporation
URS Corporation AES
Zuvic, Carr Associates, Inc.

Resource Recovery and Recycling Consulting and Engineering Services

ARCADIS, US, Inc
CalRecovery, Inc.
Dvirka & Bartilucci Consulting Engineers
Grillo Engineering Co.
HDR Engineering, Inc.
Project Management Associates
van Zelm, Heywood & Shadford, Inc.

Landfill Consulting and Engineering Services

ARCADIS, US, Inc.
Fuss & O'Neill, Inc.
Hatch Mott MacDonald
Langan Engineering & Environmental Services
Lockwood, Kessler & Bartlett, Inc.
SCS Engineers, PC
TRC Environmental Corporation

Land Surveying Services

Design Professionals
LRC Engineering & Surveying, LLC

Solid Waste Consulting Services

Alternative Resources, Inc.
Dvirka & Bartilucci
Gershman, Brickner, & Bratton, Inc.
HDR Engineering, Inc.
Project Management Associates

Electric Marketing, Procurement and Consulting Services

Burns & McDonnell
Power Advisory LLC

Connecticut Resources Recovery Authority

Agreement Summary

Consulting, Engineering and Land Surveying Services Agreement

Presented to the CRRA Board on: May 30, 2013

Vendor/ Contractor(s): Various (See Attached)

Effective date: July 1, 2013

Contract Type/Subject matter: Three Year Services Agreement for Consulting, Engineering and Land Surveying Services

Facility(ies) Affected: Not Applicable

Original Contract: Not Applicable

Term: July 1, 2013 through June 30, 2016

Contract Dollar Value: Not Applicable

Amendment(s): Not applicable

Term Extensions: Not applicable

Scope of Services: On-call consulting services in the Solid Waste, Environmental, Engineering, Electric Marketing, and Land Surveying Services areas.

Other Pertinent Provisions: Any work under the Agreements will be pursuant to a Request for Services ("RFS"). Any RFS in excess of \$50,000 per fiscal year will require approval by the Board of Directors.

Connecticut Resources Recovery Authority

Consulting, Engineering and Land Surveying Services

*Board of Directors
May 30, 2013*

Executive Summary

From time to time CRRA requires the assistance of firms and individuals to provide technical and professional consulting services in a variety of solid waste consulting, engineering and environmental areas. CRRA's "Procurement Policies and Procedures" establishes a "Request for Qualifications" ("RFQ") process to obtain such services. The current agreements for engineering services and land surveying services expire June 30, 2013.

CRRA issued an RFQ for consulting, engineering and land surveying services in February 2013 in order to solicit firms with which to contract for a new three-year period beginning July 1, 2013.

CRRA received responses to the RFQ from 37 firms. Operations and Environmental staff evaluated the responses. Based on those evaluations, the firms listed below have been selected for recommendation to the Board of Directors.

This is to request approval of the CRRA Board of Directors for the President to enter into agreements with the firms and individuals identified on the attached list to provide services as described below for the three-year period beginning July 1, 2013 and ending June 30, 2016. Any work performed under such an agreement will be pursuant to a Request for Services ("RFS"), and any RFS that is in excess of \$50,000 per year will require approval of the Board of Directors.

Discussion

CRRA's "Procurement Policies and Procedures" establishes an RFQ process as "a process by which CRRA identifies persons to perform services on behalf of . . . CRRA through the solicitation of qualifications, experience, [and] prices." After completing the RFQ process, CRRA's Procurement Policies and Procedures further specify that CRRA "may determine in its sole and absolute discretion to engage one or more professional or technical service provider of the providers qualified " CRRA has historically used the RFQ process to pre-qualify firms for a variety of technical services that it requires (e.g., engineering services). In accordance with its Procurement Policy and Procedures and Connecticut State Statute, CRRA is required to solicit for technical and professional services once every three years. Agreements for engineering services and land surveying services that are currently in effect will expire on June 30, 2013.

Overview of RFQ

CRRA issued an RFQ for consulting, engineering and land surveying on February 4, 2013. The availability of the RFQs was advertised in the following seven Connecticut newspapers:

Connecticut Post
Hartford Courant
New Haven Register
New London Day
Waterbury Republican-American
La Voz Hispana
Northeast Minority News.

The RFQ was also posted on the CRRA and the State of Connecticut Department of Administrative Services (“DAS”) website.

Responses to the Consulting, Engineering and Land Surveying Services RFQ were due by March 28, 2013.

CRRA received Notices of Interest from 47 firms and a total of 37 firms submitted Statements of Qualifications (“SOQ”). Table 1 below indicates the categories of services for which each of the respondents to the RFQ requested consideration.

The responses were first evaluated for administrative sufficiency, and then evaluated for technical merit. CRRA Operations and Environmental staff conducted the evaluations. Responses were evaluated based on the respondent’s qualifications and experience, the experience of the individuals who would be assigned to do work, the respondent’s fee structure, organization and approach and the respondent’s Connecticut presence.

Firms meeting the requirements of a small business enterprise (SBE), or a minority business enterprise (MBE) were also considered in the review process. Eleven (11) respondents indicated that they were SBEs and six (6) indicated that they were MBEs. Of the twenty-seven firms that are being recommended for selection, five are currently registered with the State of Connecticut as SBEs (seven recommended firms qualify) and four firms are currently registered as MBEs. It is CRRA’s intention to request that the firms that are qualified to register with the State as SBEs pursue such registration with the State immediately upon contract award.

Based on the evaluation conducted by CRRA staff, the following firms/individuals were selected for recommendation to the Board of Directors in each of the following service categories:

General Engineering Services

Diversified Technology Consultants
Enercon Services, Inc.
Fuss & O'Neil
HDR Engineering, Inc.
TRC Environmental Corp.
URS Corporation AES

Environmental Consulting and Engineering Services

ARCADIS, US, Inc.
Blue River Engineering LLC
Burns & MacDonell
HRP Associates, Inc.
Kleinschmidt Associates
Leggette, Brashears & Graham, Inc.
M. I. Holzman & Associates
TRC Environmental Corporation
URS Corporation AES
Zuvic, Carr Associates, Inc.

Resource Recovery and Recycling Consulting and Engineering Services

ARCADIS, US, Inc
CalRecovery, Inc.
Dvirka & Bartilucci Consulting Engineers
Grillo Engineering Co.
HDR Engineering, Inc.
Project Management Associates
van Zelm, Heywood & Shadford, Inc.

Landfill Consulting and Engineering Services

ARCADIS, US, Inc.
Fuss & O'Neill, Inc.
Hatch Mott MacDonald
Langan Engineering & Environmental Services
Lockwood, Kessler & Bartlett, Inc.
SCS Engineers, PC
TRC Environmental Corporation

Land Surveying Services

Design Professionals
LRC Engineering & Surveying, LLC

Solid Waste Consulting Services

Alternative Resources, Inc.
Dvirka & Bartilucci
Gershman, Brickner, & Bratton, Inc.
HDR Engineering, Inc.
Project Management Associates

Electric Marketing, Procurement and Consulting Services

Burns & McDonnell
Power Advisory LLC

The agreements that are to be executed with these firms will have an effective date of July 1, 2013 and will extend through June 30, 2016.

These Contracts provide CRRA with the right to terminate at any time in its sole discretion by providing the Contractor with thirty days prior written notice of such termination.

Financial Summary

CRRA makes no financial commitment to any firm or individual in the three year services Agreements. This selection simply qualifies a firm or individual as eligible to undertake work for CRRA at a later date, when a specific need is actually identified. Any such future work would be procured through an RFS, and any RFS for more than \$50,000 per fiscal year would require prior approval by the CRRA Board of Directors.

It should be noted that the cost for any particular task specific RFS that is negotiated with any particular engineering firm pursuant to these three year service agreements will be based on the hourly rates for time (i.e., professional labor rates) and materials (e.g., daily rental rate for water sampling equipment) that are pre-established in these three year service agreements.

**TABLE 1: RFQ FOR CONSULTING, ENGINEERING AND LAND SURVEYING SERVICES
SOQ SUBMITTERS AND RECOMMENDED CONSULTANTS**

Firm Name	City	ST	Recommended	General Engineering	Resource Recov/Recyc C&E	Environmental C&E	Landfill C&E	Solid Waste Consulting	Electric Marketing	Land Surveying	Qualify as SBE	Registered as SBE	Qualify as MBE	Registered as MBE
AI Engineers, Inc.	Middletown	CT		X						X	X	X	X	X
Alternative Resources, Inc.	Concord	MA	✓					✓						
ARCADIS U.S., Inc.	Middletown	CT	✓		✓	✓	✓	X						
Blue River Engineering, LLC	East Hampton	CT	✓		X	✓					✓	✓	✓	✓
Burns & McDonnell	Wallingford	CT	✓		X	✓	X	X	✓					
CalRecovery, Inc.	Concord	CA	✓		✓	X		X						
Civil & Environmental Consultants, Inc.	Raynham	MA				X	X							
Design Professionals	South Windsor	CT	✓							✓	✓	✓	✓	✓
Diversified Technology Consultants, Inc.	Hamden	CT	✓	✓		X					✓	✓	✓	✓
Dirka and Bartilucci Consulting Engineers	South Plainfield	NJ	✓		✓			✓						
Enercon Services, Inc.	Kennesaw	GA	✓	✓	X	X	X	X						
Fuss & O'Neill	Manchester	CT	✓	✓		X	✓	X		X				
GEI Consultants	Glastonbury	CT		X		X	X							
Gershman, Brickner & Bratton, Inc.	Fairfax	VA	✓		X		X	✓						
Grillo Engineering Co.	Hollis	NH	✓		✓			X						
(GES) Groundwater & Environmental Services	Windsor	CT				X	X							
Hatch Mott MacDonald	Millburn	NJ	✓		X	X	✓	X						
HDR Engineering, Inc.	Goshen	NY	✓	✓	✓	X	X	✓						
HRP Associates, Inc.	Farmington	CT	✓	X		✓	X			X				
Kleinschmidt Associates	Essex	CT	✓			✓								
Langan Engineering & Environmental Services	New Haven	CT	✓	X		X	✓			X				
Leggette, Brashears & Graham, Inc.	Farmington	CT	✓			✓	X							
Lockwood, Kessler & Bartlett, Inc.	Syosset	NY	✓				✓							
LRC Engineering & Surveying LLC	Cromwell	CT	✓							✓	✓	✓		
M.I. Holzman & Associates, LLC	West Hartford	CT	✓			✓					✓			
Magdol Environmental Consulting	West Hartford	CT				X					X	X		
Martinez Couch & Associates	Rocky Hill	CT		X						X	X	X	X	X
Power Advisory LLC	Cartisle	MA	✓						✓					
Project Management Associates, LLC	West Hartford	CT	✓		✓			✓			✓			
SCS Engineers	Suffern	NY	✓				✓							

TABLE 1 (Continued)

Firm Name	City	ST	Recommended	General Eng.	ResRec/Recycling C&E	Environmental C&E	Landfill C&E	Solid Waste Con.	Electric Marketing	Land Surveying	Qualify as SBE	Registered as SBE	Qualify as MW/DP BE	Registered as MW/DP BE
Sound Environmental Solutions	New Canaan	CT				X								
Stadia Engineering Associates, Inc.	New London	CT		X						X	X	X		
TRC Environmental Corporation	Windsor	CT	✓	✓		✓	✓							
URS Corporation AES	Rocky Hill	CT	✓	✓		✓	X	X		X				
van Zelm Heywood & Shadford, Inc.	Farmington	CT	✓	X	✓									
VHB/Vanasse Hangen Brustlin, Inc.	Middletown	CT		X		X				X				
Zuic, Carr Associates, Inc.	Rocky Hill	CT	✓			✓	X				✓	✓	✓	✓
TOTAL SUBMITTALS			37	14	12	23	18	13	2	10	11	9	6	6
TOTAL RECOMMENDED			28	6	7	10	7	5	2	2	7	5	4	4

X Submitted

✓ Submitted and Recommended

TAB 5

**RESOLUTION REGARDING APPROVAL OF AGREEMENTS
FOR LANDFILL ENVIRONMENTAL MONITORING,
LABORATORY ANALYSIS AND REPORTING SERVICES**

RESOLVED: That the President of CRRA be authorized to enter into an agreement for Environmental Monitoring, Laboratory Analysis and Reporting Services, substantially as presented at this meeting, as follows:

Vendor	Amount	Facility
GZA GeoEnvironmental, Inc.	\$ 260,070	Hartford Landfill

Connecticut Resources Recovery Authority

Contract Summary for Contract entitled

Environmental Monitoring, Laboratory Analysis, and Reporting Services – Hartford Landfill

Presented to the CRRRA Board on: May 30, 2013

Vendor/ Contractor(s): GZA GeoEnvironmental, Inc.

Effective date: July 1, 2013

Contract Type/Subject matter: Three Year Services Agreement

Facility (ies) Affected: Hartford Landfill

Original Contract: This is original contract

Term: July 1, 2013 through June 30, 2016

Contract Dollar Value: \$260,070

Amendment(s): Not applicable

Term Extensions: Not applicable

Scope of Services:

- To perform quarterly sampling and reporting associated with the following environmental media: groundwater, surface water, and leachate;
- To perform additional monthly sampling of treated leachate;
- To perform quarterly monitoring and annual reporting associated with the South Meadows Flood Control Dike.

Other Pertinent Provisions: None

Connecticut Resources Recovery Authority

Contract Summary for Contract entitled

Environmental Monitoring, Laboratory Analysis, and Reporting Services – Shelton Landfill

Presented to the CRRRA Board on: May 30, 2013

Vendor/ Contractor(s): Facility Support Services, LLC

Effective date: July 1, 2013

Contract Type/Subject matter: Three Year Services Agreement

Facility (ies) Affected: Shelton Landfill

Original Contract: This is original contract

Term: July 1, 2013 through June 30, 2016

Contract Dollar Value: \$93,409

Amendment(s): Not applicable

Term Extensions: Not applicable

Scope of Services:

- To perform semi-annual sampling and reporting associated with the following environmental media: groundwater, surface water, and leachate;
- To perform additional monthly sampling of treated leachate;
- To perform annual habitat assessment inspection and reporting.

Other Pertinent Provisions: None

Connecticut Resources Recovery Authority

Contract Summary for Contract entitled

Environmental Monitoring, Laboratory Analysis, and Reporting Services – Wallingford Landfill

Presented to the CRRRA Board on: May 30, 2013

Vendor/ Contractor(s): Sovereign Consulting Inc.

Effective date: July 1, 2013

Contract Type/Subject matter: Three Year Services Agreement

Facility (ies) Affected: Wallingford Landfill and Former Barberino Property

Original Contract: This is original contract

Term: July 1, 2013 through June 30, 2016

Contract Dollar Value: \$57,540

Amendment(s): Not applicable

Term Extensions: Not applicable

Scope of Services:

- To perform semi-annual sampling and reporting associated with the following environmental media: groundwater, and surface water.

Other Pertinent Provisions: None

Connecticut Resources Recovery Authority

Contract Summary for Contract entitled

Environmental Monitoring, Laboratory Analysis, and Reporting Services – Ellington Landfill

Presented to the CRRA Board on: May 30, 2013

Vendor/ Contractor(s): Groundwater & Environmental Services, Inc

Effective date: July 1, 2013

Contract Type/Subject matter: Three Year Services Agreement

Facility (ies) Affected: Ellington Landfill

Original Contract: This is original contract

Term: July 1, 2013 through June 30, 2016

Contract Dollar Value: \$62,867

Amendment(s): Not applicable

Term Extensions: Not applicable

Scope of Services:

- To perform quarterly groundwater sampling and reporting;
- To perform quarterly sampling and reporting associated with off-site drinking water wells;
- To perform semi-annual surface water sampling and reporting.

Other Pertinent Provisions: None

Connecticut Resources Recovery Authority Landfill Division

Service Agreements for Conducting Environmental Monitoring Activities at Four CRRA Landfills

May 30, 2013

Executive Summary

The current 3-year agreements for Environmental Monitoring associated with the Ellington, Hartford, Shelton, and Wallingford Landfills expire on June 30, 2013. These environmental monitoring activities are required by various solid waste, groundwater, and wastewater regulations, and permit requirements. On February 24, 2013, CRRA issued a Request for Bids to receive competitive bids to perform these services commencing July 1, 2013.

Based upon its review of the proposals received, CRRA management is recommending that the Board of Directors authorize the President to enter into an agreement with GZA GeoEnvironmental, Inc. to perform these services at the Hartford Landfill.

Because the annual consideration for the environmental monitoring contracts at the Shelton, Wallingford, and Ellington Landfills is less than \$50,000 per year, the award of these three contracts is not included in this resolution, but these three contracts are included in the Discussion and Financial Summary that follow for the Board's information.

CRRA intends to enter into Environmental Monitoring Contracts at other landfills as follows:

- with Facilities Support Services, LLC to provide these environmental monitoring services at the Shelton Landfill;
- with Sovereign Consulting to perform these environmental monitoring Services at the Wallingford Landfill and Former Barberino Property; and
- with Groundwater & Environmental Services, Inc. to perform these environmental monitoring services at the Ellington Landfill.

Discussion

Request for Bids Process

On February 24, 2013, CRRA published a public notice requesting bids from qualified environmental engineering consulting firms to furnish all materials, labor, equipment,

and incidentals associated with environmental monitoring, laboratory analysis, and reporting at four CRRA landfills. This Request for Bids (RFB) was published in the following seven (7) newspapers:

- Hartford Courant
- New Haven Register
- Connecticut Post
- Journal Inquirer
- The Republican-American
- La Voz Hispana de Connecticut
- Northeast Minority News

In addition, the RFB was posted on the State of Connecticut Department of Administrative Services (“DAS”) website. A copy of the notice to firms regarding the RFB was also sent to the Environmental Professionals’ Organization of Connecticut for distribution to their members.

Each landfill was bid separately, and firms were invited to bid on any or all of the landfills. On February 25, 2013, CRRA posted all Contract Documents on the World Wide Web at <http://www.crra.org> under the “Business Opportunities” page for prospective bidders to review and download free of charge. Copies of the Contract Documents were also available at CRRA’s headquarters for prospective bidders to pick-up for a fee of \$25.00 if prospective bidders so chose.

CRRA conducted a mandatory pre-bid conference and site tour at each landfill at the times and dates specified in the public notice. On March 20, 2013, and on March 28, 2013, CRRA issued addenda to answer questions posed by prospective bidders at the pre-bid conference, the site tours or submitted in writing to CRRA by the deadline specified in the RFB. There were two addenda issued for this Request for Bids.

Scope of Services

The scope of services varies by landfill, but generally includes the sampling of environmental media (groundwater, surface water, drinking water, and/or leachate), analysis of the samples by a State-certified environmental testing laboratory, and generation of quarterly or semi-annual and annual reports for submission to regulatory agencies (DEEP, EPA, local Departments of Health). The following table offers an overall, though not necessarily all-inclusive, summary of the scope of work for each landfill:

Summary of Scope of Services for Each Environmental Monitoring Program				
Requirements	Ellington LF	Hartford LF	Shelton LF	Wallingford LF
# of Groundwater Wells to Sample Quarterly	3	25	0	0
# of Groundwater Wells to Sample Semi-Annually	9	0	26	21
# of Surface Water Samples to Collect Quarterly	0	13 ^a	0	0
# of Surface Water Samples to Collect Semi-Annually	6	0	5 ^a	10

Summary of Scope of Services for Each Environmental Monitoring Program				
Requirements	Ellington LF	Hartford LF	Shelton LF	Wallingford LF
# of Drinking Water Wells to Sample Quarterly/Annually	4/3	0	0	0
# of Additional Wells to Inspect Semi-Annually	21	28	34	24
Training Required Under 29 CFR 1910.120? ^b	No	No	Yes	Yes
Annual Dioxin/Furan Monitoring Required?	No	Yes	Yes	Yes
Supplemental Compliance Monitoring Required?	No	Yes	No	No
Sampled in Accordance with Low Flow Protocols?	No	Yes	Yes	Yes
Laboratory Analytical Services Included?	Yes	Yes	Yes	Yes
Dike Stability Monitoring and Reporting? ^c	No	Yes	No	No
Monthly Leachate Sampling and Reporting?	No	Yes	Yes	No
Notes:				
^a Surface water sampling at the Hartford LF and the Shelton LF requires use of a boat.				
^b Sampling personnel at Shelton LF and Wallingford LF must be trained in accordance with the OSHA standard for Hazardous Waste Operations and Emergency Response (29 CFR 1910.120) due to the presence of RCRA hazardous waste disposal cells at these two landfills.				
^c Dike stability monitoring entails quarterly surveying, measurement of pore pressures, and measurement of ground deflection at five locations.				

Bid Evaluation Process and Recommended Awards

To assist CRRA in its evaluation of bids, CRRA requested that each bidder assemble a separate, stand-alone bid for each landfill monitoring project on which it was submitting a bid. CRRA developed standard forms and schedules for bidders to summarize proposed monitoring costs and payment rates. CRRA also requested narrative summaries of "Business Information" and "Personnel Background and Experience" on standard forms to assist CRRA in evaluating each bidder's understanding of the Scope of Services, as well as the overall knowledge, experience, and ability of each bidder's company, its staff, and any proposed subcontractors.

Bidders were also required to complete and submit a "Questionnaire Concerning Affirmative Action, Small Business Contractors, and Occupational Health and Safety." Each bidder received a score on this Questionnaire, with points awarded to companies that qualified as small contractors and/or minority/woman/disabled person-owned firms (M/W/DP Business Enterprises). Bidders were also awarded points for having Affirmative Action Plans, apprenticeship programs, no OSHA citations for serious or willful violations, no criminal convictions related to employee injuries or deaths, and no ethics violations.

Each bidder was required to complete, properly-execute and submit an “Affidavit Concerning Nondiscrimination” certifying that the bidder complies with the nondiscrimination agreements and warranties required under Connecticut General Statutes. Each bidder was also required to disclose the existence of certain criminal investigations, civil investigations and/or debarments from bidding by the State (or any other governmental authority) by completing, properly-executing and submitting a “Background Questionnaire.”

Bids were received and opened privately after the bid submission deadline. The proposed costs from every bid were then entered into spreadsheets to determine bidder rankings for each landfill based solely on proposed costs. The cost summary spreadsheet for each of the four landfill environmental monitoring programs is attached at the end of this summary.

CRRA’s Environmental Division evaluated the details of the three lowest-cost bids for each landfill. These evaluations included contacting professional references, as provided by the bidders. As stated in the RFB, CRRA based its evaluation of bids on the following criteria:

- Price,
- Qualifications,
- Demonstrated skill, ability and integrity to perform the Services required by the Contract Document,
- Adequacy of insurance coverage as evidenced by a certificate or certificates of insurance showing; and
- Any other factor or criterion that CRRA, in its sole discretion, deems or may deem relevant or pertinent for such evaluation.

CRRA then invited the following firms to interview for one or more environmental monitoring program (firms listed in alphabetical order):

1. Facility Support Services, LLC
2. Groundwater & Environmental Services
3. GZA GeoEnvironmental, Inc.
4. Sovereign Consulting Inc.

The following firms were selected based upon the evaluation and the interviews:

Landfill	Proposing Firm
Hartford Landfill	GZA GeoEnvironmental, Inc.
Shelton Landfill	Facility Support Services, LLC
Wallingford Landfill	Sovereign Consulting Inc.
Ellington Landfill	Groundwater & Environmental Services, Inc.

A summary of the bid evaluations is as follows:

Hartford Landfill: A total of nine (9) bids were received before the submission deadline.

GZA GeoEnvironmental, Inc. (GZA), a firm that had previously conducted environmental monitoring at the Hartford Landfill during CRRA fiscal years 2004 through 2007, submitted the lowest cost proposal. Following the detailed evaluation of the bids, CRRA invited GZA to a telephonic interview for the Hartford Landfill environmental monitoring project. CRRA also contacted professional references provided by GZA to verify the historical quality and performance of GZA's work for others. Based upon information conveyed in the bid documents, during the interviews, and by the professional references, CRRA Management believes GZA to be qualified and responsive, and, therefore, recommends that the Hartford Landfill project be awarded to GZA.

GZA has proposed the use of four subcontractors: Phoenix Environmental Laboratories, Inc. and Summit Environmental Technologies, Inc. to analyze groundwater, surface water, leachate and wastewater samples; Freeman Companies to provide professional surveying services for monitoring the flood control dike; and Environmental Services, Inc. to provide a boat with driver for surface water sampling on the Connecticut River.

Shelton Landfill: A total of seven (7) bids were received before the submission deadline.

Facility Support Services LLC (FSS) submitted the most favorable proposal. Following the detailed evaluation of the bids, CRRA conducted an interview with FSS for the Shelton Landfill environmental monitoring project. CRRA also contacted professional references provided by FSS to verify the recent quality and performance of FSS's work for others. Based upon information conveyed in the bid documents, during the interview, and by the professional references, CRRA Management believes FSS to be qualified and responsive, and, therefore, intends to award the Shelton Landfill project to FSS.

FSS has proposed the use of one subcontractor: Phoenix Environmental Laboratories, Inc. for analysis of all environmental samples (groundwater, surface water, leachate and wastewater).

Wallingford Landfill: A total of nine (9) bids were received before the submission deadline.

Sovereign Consulting, Inc. (Sovereign) submitted the most favorable proposal. Following the detailed evaluation of the bids, CRRA invited Sovereign to interview for the Wallingford Landfill environmental monitoring project. CRRA also contacted professional references provided by Sovereign to verify the recent quality and performance of Sovereign's work for others. Based upon information conveyed in the bid documents, during the interview, and by the professional references, CRRA Management believes Sovereign to be qualified and responsive, and, therefore, intends to award the Wallingford Landfill project to Sovereign.

Sovereign has proposed the use of one subcontractor: Complete Environmental Testing, Inc. for analysis of all environmental samples (groundwater and surface water samples).

Ellington Landfill: A total of seven (7) bids were received before the submission deadline.

Groundwater & Environmental Services, Inc. (GES) submitted the lowest cost proposal. Following the detailed evaluation of the bids, CRRA invited GES to interview for the Ellington Landfill environmental monitoring project. CRRA also contacted professional references provided by the bidder to verify the quality and performance of GES's work for others. Based upon information conveyed in the bid documents, during the interviews, and by the professional references, CRRA Management believes GES to be qualified and responsive, and, therefore, intends to award the Ellington Landfill project to GES.

GES has proposed the use of one subcontractor: Phoenix Environmental Laboratories, Inc. to analyze groundwater and surface water samples.

These Contracts provide CRRA with the right to terminate at any time in its sole discretion by providing the Contractor with thirty days prior written notice of such termination.

Financial Summary

Funds for these expenses are contained in CRRA's Landfill Post-Closure Reserves for these four landfills for each of the three years; these expenses were contemplated in development of CRRA's post closure cost estimates for the landfills.

The following table summarizes the proposed costs for FY'14-FY'16. For comparative purposes, the following table also presents the FY'11-FY'13 monitoring costs.

Summary of Environmental Monitoring Costs		
Facility	FY'14-FY'16	FY'11-FY'13 (Awarded Value)
Hartford Landfill	\$260,070	\$ 259,998
Shelton Landfill	\$93,409	\$ 266,865 ¹
Wallingford Landfill	\$57,540	\$ 120,570 ²
Ellington Landfill	\$62,867	\$ 69,204

NOTES:

¹ Due to reduction in the scope of services for Shelton Landfill during the term of the contract, the total monitoring cost for Shelton Landfill for FY11-FY13 will total approximately \$126,000.

² Due to reductions in the scope of services for Wallingford Landfill during the term of the contract, the total monitoring cost for Wallingford Landfill for FY11-FY13 will total approximately \$86,000.

**REQUEST FOR BIDS - ENVIRONMENTAL MONITORING, LABORATORY
ANALYSIS AND REPORTING SERVICES FOR CRRA LANDFILLS**

Hartford Landfill

BID PRICE ANALYSIS

Bidder Name	Bid Price			
	FY 14	FY 15	FY 16	Total
GZA GeoEnvironmental, Inc.	86,690.00	86,690.00	86,690.00	260,070.00
CME Engineering	87,752.00	87,752.00	87,752.00	263,256.00
Northern Engineering	89,732.00	89,732.00	89,732.00	269,196.00
Groundwater & Environmental Services, Inc.	90,085.00	90,085.00	90,085.00	270,255.00
Sound Environmental Solutions	92,140.00	92,371.00	92,606.00	277,117.00
Facility Support Services LLC	93,593.00	93,593.00	93,593.00	280,779.00
Diversified Technology Consultants	93,541.00	93,541.00	95,440.00	282,522.00
HRP Associates, Inc.	125,110.00	125,110.00	125,110.00	375,330.00
CCA LLC	127,165.00	127,165.00	127,165.00	381,495.00

**REQUEST FOR BIDS - ENVIRONMENTAL MONITORING, LABORATORY
ANALYSIS AND REPORTING SERVICES FOR CRRA LANDFILLS**

Shelton Landfill

BID PRICE ANALYSIS

Bidder Name	Bid Price			
	FY 14	FY 15	FY 16	Total
Sound Environmental Solutions	29,390.00	28,510.00	28,510.00	86,410.00
Facility Support Services LLC	32,203.00	30,603.00	30,603.00	93,409.00
GZA GeoEnvironmental, Inc.	32,540.00	32,040.00	32,040.00	96,620.00
Diversified Technology Consultants	38,833.00	37,033.00	37,867.00	113,733.00
CCA LLC	39,926.00	38,846.00	38,846.00	117,618.00
HRP Associates, Inc.	42,670.00	39,370.00	39,370.00	121,410.00
Groundwater & Environmental Services, Inc.	42,489.00	40,893.00	40,893.00	124,275.00

**REQUEST FOR BIDS - ENVIRONMENTAL MONITORING, LABORATORY
ANALYSIS AND REPORTING SERVICES FOR CRRA LANDFILLS**

**Wallingford Landfill
BID PRICE ANALYSIS**

Bidder Name	Bid Price			
	FY 14	FY 15	FY 16	Total
Facility Support Services LLC	17,898.00	16,298.00	16,298.00	50,494.00
Sovereign Consulting Inc.	19,740.00	18,900.00	18,900.00	57,540.00
Sound Environmental Solutions	20,315.00	20,315.00	20,315.00	60,945.00
GZA GeoEnvironmental, Inc.	23,635.00	23,135.00	23,135.00	69,905.00
Diversified Technology Consultants	26,280.00	24,480.00	24,973.00	75,733.00
Groundwater & Environmental Services	27,933.00	26,338.00	26,338.00	80,609.00
CCA LLC	32,712.00	31,632.00	31,632.00	95,976.00
CME Engineering	34,532.00	32,332.00	32,332.00	99,196.00
HRP Associates, Inc.	36,560.00	33,260.00	33,260.00	103,080.00

**REQUEST FOR BIDS - ENVIRONMENTAL MONITORING, LABORATORY
ANALYSIS AND REPORTING SERVICES FOR CRRA LANDFILLS**

**Ellington Landfill
BID PRICE ANALYSIS**

Bidder Name	Bid Price			
	FY 14	FY 15	FY 16	Total
Groundwater & Environmental Services, Inc.	20,956.00	20,956.00	20,956.00	62,868.00
Sound Environmental Solutions	22,130.00	22,130.00	22,130.00	66,390.00
GZA GeoEnvironmental, Inc.	22,565.00	22,565.00	22,565.00	67,695.00
Northern Engineering	22,850.00	22,850.00	22,850.00	68,550.00
Facility Support Services, LLC	23,975.00	23,975.00	23,975.00	71,925.00
CME Engineering	26,361.00	26,361.00	26,361.00	79,083.00
Sovereign Consulting Inc.	27,370.00	27,370.00	27,370.00	82,110.00

TAB 6

**RESOLUTION REGARDING AWARD OF SHELTON
LANDFILL AND ELLINGTON LANDFILL GAS SYSTEM
OPERATION & MAINTENANCE CONTRACTS**

RESOLVED: That the President is hereby authorized to enter into a contract with SCS Field Services to provide operation and maintenance services for the Shelton Landfill Gas Collection and Control System; and

FURTHER RESOLVED: That the President is hereby authorized to enter into a contract with SCS Field Services to provide operation and maintenance services for the Ellington Landfill Gas Collection and Control System, substantially as discussed and presented at this meeting.

Connecticut Resources Recovery Authority

Contract for

O&M of Gas Collection and Control System – Shelton Landfill

Presented to the CRRRA Board on: May 30, 2013

Vendor/ Contractor(s): SCS Field Services

Effective date: July 1, 2013

Contract Type/Subject matter: Five-Year Operation and Maintenance Agreement

Facility (ies) Affected: Shelton Landfill

Original Contract: This is the original contract

Term: July 1, 2013 - June 30, 2018

Contract Dollar Value: \$334,004.08 for Routine Services

Non-routine Services are to be paid on a time and material basis. Board of Directors approval of this contract includes a not-to-exceed amount for non-routine services. See attached discussion for estimated cost.

Amendment(s): Not applicable

Term Extensions: N/A

Scope of Services: To provide five years operation and maintenance services for the landfill gas collection system and enclosed flare station at the Shelton Landfill.

Other Pertinent Provisions: Non-routine and emergency services are billed according to the payment rate schedule, found in the original contract, which contains time and materials rates for each year of the contract and any extensions.

Connecticut Resources Recovery Authority

Contract for

O&M of Gas Collection and Control System – Ellington Landfill

Presented to the CRRA Board on: May 30, 2013

Vendor/ Contractor(s): SCS Field Services

Effective date: July 1, 2013

Contract Type/Subject matter: Five-Year Operation and Maintenance Agreement

Facility (ies) Affected: Ellington Landfill

Original Contract: This is the original contract

Term: July 1, 2013 - June 30, 2018

Contract Dollar Value: \$144,513.85 for Routine Services

Non-routine Services are to be paid on a time and material basis. Board of Directors approval of this contract includes a not-to-exceed amount for non-routine services. See attached discussion for estimated cost.

Amendment(s): Not applicable

Term Extensions: N/A

Scope of Services: To provide five years operation and maintenance services for the landfill gas collection system and enclosed flare station at the Ellington Landfill.

Other Pertinent Provisions: Non-routine and emergency services are billed according to the payment rate schedule, found in the original contract, which contains time & materials rates for each year of the contract and any extensions.

Connecticut Resources Recovery Authority

**Shelton Landfill and Ellington Landfill Gas System
Operation & Maintenance Contracts**

May 30, 2013

Executive summary

This is to request approval for two five-year contracts with SCS Field Services. One contract is for the operation and maintenance of the Shelton Landfill gas collection and control system and one contract is for the operation and maintenance of the Ellington Landfill gas collection and control system.

Scope of Work

This project will involve the following scope of work:

General Tasks

- Operate Landfill Gas Collection & Control Systems in compliance with all applicable environmental and operational requirements.
- Maintain a qualified Project Manager who has primary responsibility to act on behalf of the contractor.
- Maintain adequate staff to conduct all required activities and keep the sites in an orderly condition.
- Conduct all non-emergency activities during normal business hours and without unauthorized overtime.
- Keep the properties free from accumulations of waste materials, rubbish and other debris.

Specific Tasks

- Routine wellfield inspections and adjustments
- Routine header system inspections and adjustments
- Routine maintenance
- Routine thermal oxidizer station operation and maintenance

- On-Site and Off-Site Landfill Gas Migration Monitoring
- Maintain materials and spare parts inventory
- Reporting
- Non-Routine and Emergency Operation and Maintenance Services
- Removal and disposal of landfill gas condensate
- Emergency Contingency Plans and Notifications

Discussion

Request for Bid Process

On March 26, 2013 CRRA issued an RFP for Operation and Maintenance of the Landfill Gas Collection and Control Systems at the Ellington and Shelton Landfills. Responses to the RFP were due by May 1, 2013. The availability of the RFP was advertised in the following seven Connecticut newspapers:

Connecticut Post
Hartford Courant
New Haven Register
New London Day
Waterbury Republican-American
La Voz Hispana
Northeast Minority News.

The RFP was also posted on the CRRA and the State of Connecticut Department of Administrative Services (“DAS”) websites.

Three firms responded to the ads and attended the mandatory pre-proposal site visits.

Those firms were:

- Civil & Environmental Consultants, Inc.
- Northern Engineering
- SCS Field Services

At the pre-proposal site visits, CRRA provided the prospective bidders with details of the project requirements, guidelines for acceptable proposals as well as a tour of the landfills and gas collection and control systems.

The prospective proposers were asked to provide a lump sum bid for Routine Services, for each of the five years of the contract term. The prospective proposers were also asked to provide “time and material” billing rates to be used for non-routine activities (e.g., emergency call, out-of-scope). Of the three firms that attended the pre-proposal site visits, only one firm, SCS Field

Services submitted a proposal. SCS Field Services' lump sum proposals for each of the five years of Routine Services are as follows:

SHELTON		ELLINGTON	
YEAR	PRICE	YEAR	PRICE
1	\$63,440.56	1	\$27,219.84
2	\$64,672.00	2	\$28,036.44
3	\$66,612.16	3	\$28,877.53
4	\$68,610.52	4	\$29,743.86
5	\$70,668.84	5	\$30,636.18
TOTAL FOR FIVE YEARS	\$334,004.08	TOTAL FOR FIVE YEARS	\$144,513.85

SCS Field Services is the current contractor at both the Ellington and Shelton Landfills. SCS Field Services has performed well at both sites, providing O&M services and monthly reporting in an accurate and timely manner, and, consistently responding to emergency callouts within the timeframe specified in the contract. The pricing provided in its proposal is consistent with the pricing structure of the current contract. CRRA believes the pricing provided by SCS Field Services is very competitive, and may be the reason the other two potential proposers decided not to provide a proposal, as the current contract pricing was provided to the proposers. Therefore, CRRA staff recommends awarding the contract to SCS Field Services.

These Contracts provide CRRA with the right to terminate at any time in its sole discretion by providing SCS Field Services with ten days prior written notice of such termination.

Financial Summary

Shelton Landfill

The SCS Field Services proposal contains the prices for each of the next five years' routine tasks, which are shown in the table below. CRRA staff has estimated the cost of the non-routine tasks for each of the next five years, which have been incorporated into the post closure cost estimate for the landfill. The non-routine figures are presented below. The actual non-routine charges may vary from the estimated figures.

	Routine	Non-routine (estimate)	Total
Year 1 (FY14)	\$63,440.56	\$54,000	\$117,440.56
Year 2 (FY15)	\$64,672.00	\$55,000	\$119,672.00
Year 3 (FY16)	\$66,612.16	\$56,000	\$122,612.16
Year 4 (FY17)	\$68,610.52	\$57,000	\$125,610.52
Year 5 (FY18)	\$70,668.84	\$58,000	\$128,668.84
Total	\$334,004.08	\$280,000	\$614,004.08

The FY14 Landfill Post Closure Cost Estimate for routine and non-routine operation and maintenance, and contingency for the Shelton Landfill gas system is \$137,000.

Ellington Landfill

The SCS Field Services proposal contains the prices for each of the next five years' routine tasks, which are shown in the table below. CRRA staff has estimated the cost of the non-routine tasks for each of the next five years, which have been incorporated into the post closure cost estimate for the landfill. The non-routine figures are presented below. The actual non-routine charges may vary from the estimated figures.

	Routine	Non-routine	Total
Year 1 (FY14)	\$27,219.84	\$35,000	\$62,219.84
Year 2 (FY15)	\$28,036.44	\$36,000	\$64,036.44
Year 3 (FY16)	\$28,877.53	\$37,000	\$65,877.53
Year 4 (FY17)	\$29,743.86	\$38,000	\$67,743.86
Year 5 (FY18)	\$30,636.18	\$39,000	\$69,636.18
Total	\$144,513.85	\$185,000.00	\$329,513.85

The FY14 Landfill Post Closure Cost Estimate for routine and non-routine operation & maintenance of the Ellington Landfill gas system is \$71,200.

Funds for these expenses are contained in CRRA's Ellington Landfill Post Closure Reserve and Shelton Landfill Post Closure Reserve.

TAB 7

**RESOLUTION REGARDING THE PHASE 2 AREA CLOSURE
AND PHOTOVOLTAIC SYSTEM PROJECT – CRRA
HARTFORD LANDFILL**

RESOLVED: That the President is hereby authorized to execute an agreement with E.T. & L. Corporation to install a landfill cap over approximately 35 acres of the MSW Area of the Hartford Landfill and install a one megawatt solar electricity generating facility on the landfill cap, substantially as presented and discussed at this meeting.

**Connecticut Resources Recovery Authority
Contract Summary for Contract
Entitled**

**Phase 2 Area Closure and Photovoltaic System Project
CRRA Hartford Landfill**

Presented to the CRRA Board on: May 30, 2013

Vendor/ Contractor(s): E.T. & L. Corporation

Effective date: Upon Execution

Contract Type/Subject matter: Public Bid/Construction

Facility (ies) Affected: Hartford Landfill

Original Contract: None (this is initial contract)

Term: 18 months after Contractor receives Final Payment (estimated to be 30 months after Effective Date of Agreement)

Contract Dollar Value: \$11,614,875

Amendment(s): Not Applicable

Term Extensions: Not Applicable

Scope of Services: Installation of approximately 35 acres of landfill cap over the MSW Area of the Hartford Landfill and installation of a 1 Megawatt Solar Electricity Generating Facility on top of the landfill cap.

Other Pertinent Provisions: None

Connecticut Resources Recovery Authority Phase 2 Area Closure and Photovoltaic System Project CRRA Hartford Landfill

May 30, 2013

Executive Summary

On December 28, 2011, CTDEEP issued a Modification to CRRA's Closure Plan for the Hartford Landfill which approved the installation of an alternative membrane cap and solar electricity generating facility. Subsequent to this Modification, CRRA's Board of Directors has approved agreements with Connecticut Light & Power ("CL&P") for the sale of zero emission renewable energy credits ("ZRECs") and for the interconnection of a one megawatt Solar Electric Generating Facility ("EGF").

This is to request approval of the CRRA Board of Directors for the President to enter into an agreement with E.T. & L. Corporation ("ET&L") for all labor, materials, and incidentals to install a landfill cap over approximately 35 acres of the MSW Disposal Area and to install a one megawatt Solar EGF on top of the landfill cap.

Discussion

The Hartford Landfill is approximately 96 acres and began operation in the 1940's. Through an agreement with the City of Hartford, CRRA took over operation of the Hartford Landfill and integrated it into its Mid Connecticut Project in the 1980's. CRRA began the process of capping and closing the landfill in 2007 when it issued contracts for capping the 16 Acre Lined Ash Area and the first 45 acres of the 80 Acre MSW Area. The MSW Area of the Hartford Landfill currently receives CTDEEP approved soil which is being used to grade the landfill surface in preparation for capping.

In early 2011, CRRA and its consultant, Fuss & O'Neill conducted a review of available landfill capping technologies in preparation for the final capping of the remaining 35 uncapped acres of the Hartford Landfill. The review by CRRA and its consultant resulted in the identification of two cost-effective landfill capping technologies that could incorporate approximately 1 megawatt of Solar PV electricity generation at a price comparable to a traditional soil/membrane cap.

One of the technologies utilizes a thermoplastic polyolefin (TPO) membrane, commonly used in the roofing industry, as an exposed membrane cap that is capable of incorporating either thin film flexible solar PV panels, or traditional rigid solar PV panels. The second approved technology utilizes a linear low density polyethylene (LLDPE) membrane, which is widely used in landfill closure applications, overlain by a synthetic grass turf

that is capable of incorporating traditional rigid solar PV panels (this system is known as Closure Turf™).

Understanding that such capping technologies were consistent with both the CTDEEP's initiative to promote renewable energy and the City of Hartford's future use vision for the landfill, CRRA staff held discussions with CTDEEP and the City to present the idea. Both the City and CTDEEP were supportive of the proposed capping technology and CTDEEP agreed to consider a modification of the existing Closure Plan for the landfill to allow an alternative cap that incorporated Solar PV generation.

In July 2011, CRRA submitted a permit modification application to CTDEEP requesting approval of the two technologies. On December 28, 2011, CTDEEP issued approval for both alternative technologies.

At its May 31, 2012 meeting, CRRA's Board of Directors approved the President to enter into an agreement to sell ZREC's in the event CRRA was awarded a bid in CL&P's first round of ZREC bidding conducted in June 2012. CRRA was awarded a bid for the one megawatt (1,000kw) solar component of its proposed Phase 2 Area Closure and Photovoltaic System Project at the CRRA Hartford Landfill, and the President signed a contract to sell ZREC's generated by its proposed Photovoltaic System for a price of \$110/MWh. Additionally in 2012, CRRA applied for and was approved by CL&P for a one megawatt interconnection for its proposed Photovoltaic System. CRRA's Board of Directors approved the President to sign the interconnection agreement at its April 29, 2013 meeting.

In late summer of 2012, CRRA learned that the company most actively marketing and selling the TPO solar closure system declared bankruptcy. In spite of this bankruptcy, in early 2013, while developing the plans and specifications for the Request for Proposals for this final phase of closure, CRRA staff made the decision to include the TPO solar closure system option in its Request for Proposals. The TPO was included for two reasons: 1) CRRA believed another manufacturer may be able to supply the product, and, 2) CRRA wanted to ensure the provider of Closure Turf™ was aware that competition existed for the approved capping materials thereby increasing the likelihood that both manufacturers would provide the most competitive pricing for their products.

CRRA issued the RFP for the Phase II MSW Area Closure And Photovoltaic System Project at the Hartford Landfill on March 18, 2013. The RFP was advertised in the following seven Connecticut newspapers:

Connecticut Post
Hartford Courant
New Haven Register
New London Day
Waterbury Republican-American
La Voz Hispana
Northeast Minority News.

The RFP was also posted on the CRRA and the State of Connecticut Department of Administrative Services (“DAS”) websites.

Proposers were asked to provide pricing on any of the following nine options:

- Option 1A – Closure Turf™ Cap and 500kw Rigid Panel Solar
- Option 1B – Closure Turf™ Cap and 750kw Rigid Panel Solar
- Option 1C – Closure Turf™ Cap and 1,000kw Rigid Panel Solar
- Option 2A – TPO Cap and 500kw Rigid Panel Solar
- Option 2B – TPO Cap and 750kw Rigid Panel Solar
- Option 2C – TPO Cap and 1,000kw Rigid Panel Solar
- Option 3A – TPO Cap and 500kw Thin Film Flexible Solar
- Option 3B – TPO Cap and 750kw Thin Film Flexible Solar
- Option 3C – TPO Cap and 1,000kw Thin Film Flexible Solar

The three different sized solar options were provided by CRRA to ensure its closure reserve funds were adequate to fund the project and provide a minimum of 500kw of solar electricity generation.

CRRA’s President identified Peter Egan, CRRA Director of Operations & Environmental Affairs; David Bodendorf, CRRA Senior Environmental Engineer; and Roger Guzowski, CRRA Contracts and Procurement Manager (the “Evaluation Team”) to evaluate the Proposals that were received.

On April 2, 2013, representatives of twenty-two firms attended the mandatory Pre-Proposal Conference and Site Tour at the Hartford Landfill. Sealed proposals were received until 3:00 pm on April 26, 2013. Of the firms that attended the Site Tour, five firms provided proposals for the project. Those firms, along with the pricing provided, are detailed in the table below.

OPTION	FIRM				
	CENTERPLAN CONSTRUCTION COMPANY, LLC	RALPH CAMPUTARO & SON EXCAVATING, INC	ET&L CORP.	SEALAND ENVIRO, LLC	THALLE CONSTRUCTION COMPANY, INC.
1A	\$11,477,644	\$10,205,020	\$10,114,875	\$13,899,750	\$12,487,995
1B	\$12,283,989	\$11,083,520	\$10,829,875	\$14,674,750	\$13,337,995
1C	\$13,083,804	\$11,889,520	\$11,614,875	\$15,469,750	\$14,223,495
2A	no price	\$9,381,720	\$9,298,425	\$13,247,500	\$11,288,785
2B	no price	\$10,340,220	\$10,013,425	\$14,022,500	\$12,138,785
2C	no price	\$11,237,720	\$10,798,425	\$14,817,500	\$13,024,285
3A	no price	no price	no warranty	no price	no price
3B	no price	no price	no warranty	no price	no price
3C	no price	no price	no warranty	no price	no price

The lowest priced proposer for each Option is ET&L, and the second lowest priced proposer for each Option is Camputaro. ET&L's prices for each of the options are between approximately \$90,000 and \$440,000 less expensive than Camputaro's. The third lowest priced Proposer, Centerplan, is over \$1,200,000 more expensive than ET&L for each Option. It should be noted that ET&L was the only proposer to provide a price for Option 3, TPO Cap and Thin Film Flexible Solar. In its proposal, ET&L indicated it was unable to receive a warranty from the manufacturer of the Thin Film Flexible Solar product so the Evaluation Team did not consider this Option. Each of the proposals was found to be administratively complete.

As seen in the table, the lowest price closure option provided by each Proposer utilizes the TPO membrane cap. Pricing provided by ET&L for the TPO Cap and 1,000kw Rigid Panel Solar (Option 2C) is approximately \$800,000 less than its price for the Closure Turf™ and 1,000kw Rigid Panel Solar. In spite of this lower initial cost for the TPO Option, the Evaluation Team recommends the Board of Directors select the Closure Turf™ Option for the following reasons:

- 1) Closure Turf™ utilizes an LLDPE membrane which has a proven track record in landfill closure applications and the TPO membrane does not.
- 2) Closure Turf™ utilizes a synthetic grass layer with sand infill above the LLDPE membrane to protect the LLDPE against ultraviolet degradation whereas the TPO membrane is unprotected and exposed to the sun.
- 3) If the TPO fails, repair options would be to replace the membrane in kind at significant expense, requiring approximately 35,000 feet of anchor trenching, or replace with a more traditional membrane such as LLDPE.
- 4) If the synthetic grass layer of the Closure Turf™ fails, repair options include replacement of the synthetic turf layer which requires no anchor trenching, or removal of the turf and placement of soil above the LLDPE. The TPO Option is

not suitable for soil placement above it because it is a smooth membrane making the interface friction characteristics between it and soil unsuitable for slope applications.

- 5) Closure Turf™ can be walked on or driven across by light rubber tire vehicles without damaging the LLDPE membrane whereas the TPO material can be damaged by such uses.
- 6) Closure Turf™ is aesthetically superior to the TPO Option.

The Evaluation Team performed an in-depth review of the qualifications of, and conducted interviews with, the two lowest priced Proposers, Camputaro and ET&L.

Based on its review of the qualifications of Camputaro and the information gathered from the interview, the Evaluation Team concluded that Camputaro is a capable contractor with excellent experience in heavy site and highway construction projects. However, Camputaro has limited experience with landfill closure and construction projects with no landfill projects being listed on the submitted Firm Background and Experience Form included in its Proposal. During the interview when asked about its landfill construction experience, one of the principals of the company discussed a small landfill closure project he had worked on several years ago in Massachusetts while employed by a different firm. Additionally, when asked to discuss projects involving earthwork on long, steep slopes, such as those at the Hartford Landfill, Camputaro did not discuss any specific experience with earthwork on long, steep slopes. Camputaro was unable to provide information indicating it had substantial experience with landfill closure or construction projects, or with projects having similar physical characteristics of CRRA's Hartford Landfill Closure Project. Of the presented closure Options Camputaro was of the opinion that the Closure Turf™ Capping Option would provide the best long term closure solution for the Hartford Landfill and as a surface upon which to place the solar PV system.

Based on its review of the qualifications of ET&L and the information gathered from the interview, the Evaluation Team concluded that ET&L is a capable contractor with excellent experience in landfill closure and construction projects. In fact, as of March 2013, ET&L has successfully completed 107 landfill construction projects in Massachusetts, Connecticut, and Rhode Island involving capping or construction. One of those projects was CRRA's Phase 1 Ash Area partial closure, which was successfully completed by ET&L in 2008, on time and on budget. Of the presented closure Options ET&L was also of the opinion that the Closure Turf™ Capping Option would provide the best long term closure solution for the Hartford Landfill and as a surface upon which to place the solar PV system.

Neither Camputaro nor ET&L have significant experience with Solar PV projects and each firm provided information indicating the Solar PV work would be completed utilizing experienced Solar PV installation firms with similar experience and qualifications.

After careful consideration of the information provided in the Proposals and of the information gathered during the interviews, the Evaluation Team recommends CRRA's

Board of Directors authorize the President to sign a contract with ET&L for the Phase 2 Area Closure and Photovoltaic System Project utilizing the Closure Turf™ and 1,000kw Rigid Panel Solar (Option 1C) at the CRRA Hartford Landfill for the following reasons:

- 1) ET&L has a tremendous amount of landfill capping and closure experience.
- 2) ET&L provided the lowest price for each of the nine solar closure options
- 3) CRRA has direct experience with ET&L successfully completing a closure project at its Hartford Landfill.

Financial Summary

This project complies with the State of Connecticut Prevailing Wage Law administered by the Wage and Workplace Standards Division of the Department of Labor.

The cost to complete the project as proposed utilizing Option 1C is \$11,614,875. As of May 9, 2013, the Hartford Landfill Closure Reserve Account contained available funds totaling \$11,742,000. Funds continue to flow into this account from several contracts CRRA has with vendors delivering contouring and cover soils being used in preparation for this final closure project. It is estimated that by June 30, 2013, the Hartford Landfill Closure Reserve will contain available funds totaling approximately \$12,500,000. This Reserve Account will also be used to fund engineering oversight of this project. The estimated cost for engineering oversight of the project is \$300,000, which is less than 3% of the construction cost of the project.

TAB 8

**RESOLUTION REGARDING COOPERATIVE SERVICES
AGREEMENT BETWEEN THE CONNECTICUT RESOURCES
RECOVERY AUTHORITY AND THE UNITED STATES
DEPARTMENT OF AGRICULTURE ANIMAL AND PLANT HEALTH
INSPECTION SERVICES / WILDLIFE SERVICES**

RESOLVED: That the President is hereby authorized to execute an agreement with the United States Department of Agriculture Animal and Plant Health Inspection Services, for the control of nuisance birds at the South Meadows Waste Processing Facility, substantially as presented and discussed at this meeting.

Connecticut Resources Recovery Authority
Cooperative service agreement with the United States Department of
Agriculture Animal and Plant Health Inspection Service at the
CSWS Waste Processing Facility

Presented to the CRRA Board on: May 30, 2013

Vendor/ Contractor(s): United States Department of Agriculture,
Animal & Plant Health Inspection Service,
Wildlife Services

Effective date: July 1, 2013

Contract Type/Subject matter: Service Agreement for bird control at the
South Meadows Waste Processing Facility.

Facility (ies) Affected: CSWS Waste Processing Facility

Original Contract: This is a new contract.

Term: July 1, 2013 through June 30, 2014

Contract Dollar Value: \$31,000.00

Amendment(s): NA

Term Extensions: NA

Scope of Services: Provide integrated bird control services at
the South Meadows WPF.

Other Pertinent Provisions: USDA is engaged as a contractor with
Special capability pursuant to section
3.1.2.5 of CRRA's Procurement Policies &
Procedures; accordingly, this contract is
Awarded as an exception to the competitive
Process.

Connecticut Resources Recovery Authority Central Connecticut Waste System

Cooperative Services Agreement with United States Department of Agriculture for the Control of Birds

May 30, 2013

Executive Summary

This is to request approval of the CRRA Board of Directors for the President to enter into an agreement with the United States Department of Agriculture (USDA), Animal and Plant Health Inspection Services (APHIS), Wildlife Services (WS) to perform work at the South Meadows Waste Processing Facility on Maxim Road to control nuisance birds.

Discussion

As the owner and permittee of the South Meadows RRF, CRRA has a regulatory obligation to control vectors, including birds. Historically, the Facility has seasonally experienced excessive bird activity. Despite attempts in the past by CRRA's contractor and project staff to control bird activity using various means, including pyrotechnics, nuisance bird activity has been a recurring issue and if not managed adequately, may present a potential issue for the neighboring Brainerd Airport for its incoming and outgoing aircraft.

In the spring of 2004, CRRA staff made inquiries to the solid waste management facility operators in other states and to regulatory agencies with the intent of identifying additional options for controlling birds at its waste facilities. CRRA's search revealed that the USDA is equipped to provide support in management of nuisance birds. Consequently, CRRA entered into a Pilot Agreement with the USDA to provide services at both the Hartford Landfill and the South Meadows Waste Processing Facility. The results of the activities associated with the Pilot Agreement were satisfactory, and CRRA has contracted with the USDA each year since. The approach used in controlling birds has involved several methods, using various types of pyrotechnics, toxicants, visual deterrents and safe traps.

Based on reports provided by the USDA and observations made by USDA and CRRA personnel, the work performed by USDA has been effective in reducing the number of nuisance birds at the CSWS Waste Processing Facility.

A copy of the USDA's Annual Report of Bird Harassment Activities is included in the supplemental board package.

This contract can be terminated at any time with mutual agreement by the parties, or by either one of the parties with 120 days written notice.

CRRA management recommends contracting with the USDA for these bird control activities.

Financial Summary

The term of the proposed contract is July 1, 2013 through June 30, 2014. The total not to exceed cost is \$31,000, which includes the cost of personnel, vehicles, supplies and administration.

These nuisance bird management activities were contemplated when the FY 2014 budget was developed, and sufficient funds are available in the FY 2014 CSWS WPF operating budget.

TAB 9

**RESOLUTION REGARDING THE CONNECTICUT SOLID WASTE
SYSTEM SOLID WASTE AND RECYCLABLES DELIVERY
AGREEMENT (COMMERCIAL HAULER AGREEMENT)**

RESOLVED: The President is authorized to enter into revenue contracts with commercial haulers for the delivery of Acceptable Solid Waste and Acceptable Recyclables to the Connecticut Solid Waste System, substantially as presented and discussed at this meeting.

**Connecticut Solid Waste System
Solid Waste and Recyclables Delivery Agreement**

CONTRACT SUMMARY

Presented to Board: May 30, 2013

Vendors: Commercial Waste Haulers

Contract Type: Revenue - Standard Form Solid Waste Delivery Agreement

Facility: Connecticut Solid Waste System

Revenue: FY14: approximately 136,000 tons at \$63.00/ton for revenues of approximately \$8,568,000.

Term: One (1) year.

Term Extensions: None

General: There are two forms of commercial hauler agreements; one for large haulers and one for small haulers. A large hauler is one that has historically delivered 1,000 tons or more of MSW per year. A small hauler is one that has historically delivered less than 1,000 tons of MSW per year.

Service Fee: FY14: \$63.00/ton.

Delivery Requirement: Hauler agrees to deliver all Acceptable Solid Waste collected within the corporate boundaries of the Connecticut Solid Waste System Participating Municipalities and all residential and municipal Acceptable Recyclables under its control, plus non-participating municipality waste up to a contractual delivery cap.

Put-or-Pay: Large commercial haulers executing agreements are subject to quarterly delivery commitments. Large haulers who fail to meet their quarterly delivery commitments are subject to the payment of liquidated damages in the amount of \$30/ton for each ton of waste not delivered. Small haulers are not subject to put-or-pays and the associated damages.

Delivery Standard: Acceptable Solid Waste and Acceptable Recyclables in accordance with Connecticut Solid Waste System Permitting, Disposal & Billing Procedures.

Credit Security:

Guaranty of payment in a form of letter of credit, surety bond or cashier check in the amount equal to 2 months of waste delivery charges.

**Connecticut Resources Recovery Authority
Connecticut Solid Waste System
Standard Form
Municipal Solid Waste and Recyclables Delivery Agreement**

May 30, 2013

Executive Summary

The current waste delivery agreements between CRRA and twelve commercial waste haulers expire on June 30, 2013. CRRA management is seeking authorization to enter into new agreements with these waste haulers for the delivery of solid waste and recyclables to the Connecticut Solid Waste System.

Discussion:

Since 1998 CRRA has had Municipal Solid Waste Delivery Agreements with private sector haulers for the delivery of municipal solid waste. Prior to FY05, the agreements were renewed on an annual basis. Beginning in 2005, the term of the agreements were generally three (3) years. Beginning in FY2011 CRRA executed agreements with haulers for either 3 years or 5 years. At that time twelve of the commercial waste haulers executed 3 year agreements, which expire on June 30, 2013. In order to continue to enable these haulers to deliver MSW and recycling to CRRA's CSWS, these haulers need to execute new agreements with CRRA.

The agreement contains the following provisions:

- minimum waste delivery commitment (put-or-pay) guarantee;
- liquidated damages in the event a large hauler fails to deliver its minimum commitment;
- ability to deliver MSW originating from non-Connecticut Solid Waste System Participating Municipalities;
- delivery caps; and
- a requirement that haulers deliver all Acceptable Recyclables from residential sources under its control;

There are also provisions in the agreement to accommodate individual hauler changes in business. If a hauler grows or expands its collection business it is assured access to the system for the additional tons. In the event a hauler's collection business shrinks, the hauler can have its put-or-pay guarantee adjusted so as not to be liable for the payment of liquidated damages.

The service fee is the Base Disposal Fee established in the FY2014 Connecticut Solid Waste System budget: \$63.00 per ton. (For deliveries of MSW generated in municipalities that have executed a Tier 1 long term contract with CRRA, the commercial haulers pay the Tier 1 Long Term tip fee: \$61.00 per ton.)

TAB 10

**BOARD RESOLUTION REGARDING FY 2014
PROJECTED LEGAL EXPENDITURES**

WHEREAS, CRRA has negotiated three-year Legal Services Agreements with various law firms for the provision of legal services from July 1, 2011 through June 30, 2014; and

WHEREAS, CRRA now seeks Board authorization for projected legal expenditures during the final year of the term of said Agreements;

NOW THEREFORE, it is

RESOLVED: That the following amounts be authorized for projected legal fees to be incurred during fiscal year 2014:

<u>Firm:</u>	<u>Amount:</u>
Brown Rudnick	85,000
Cohn Birnbaum & Shea	55,000
Day Pitney	45,000
Halloran & Sage	1,530,000
Kainen, Escalera & McHale	360,000
McCarter & English	80,000
McElroy, Deutsch, Mulvaney & Carpenter	70,000
Pullman & Comley	30,000
Willinger, Willinger & Bucci	10,000

Further RESOLVED: That the President be authorized to expend up to \$10,000 from the Landfill Development Fund Reserve for payment of legal fees incurred in fiscal year 2014 in connection with the Authority's suspension of its efforts to develop a new ash landfill in the State of Connecticut;

Further RESOLVED: That the President be authorized to expend up to \$70,000 from the Post Litigation Reserve for payment of legal expenses incurred in fiscal year 2014 in connection with the Enron Global litigation continuing under the aegis of the Attorney General; and

Further RESOLVED: That the President be authorized to expend up to \$10,000 from the Wallingford Project Closure Reserve for payment of legal fees incurred in fiscal year 2014 in connection with continuing Wallingford Project obligations; and

Further RESOLVED: That the President be authorized to expend up to \$145,000 from the Mid-Connecticut Project Closure Reserve for payment of legal fees incurred in fiscal year 2014 in connection with continuing Mid-Connecticut Project obligations; and

Further RESOLVED: That the President be authorized to expend up to \$65,000 from the Hartford Landfill Closure Reserve for payment of legal fees incurred in fiscal year 2014 in connection with closure of the Hartford Landfill; and

Further RESOLVED: That the President be authorized to expend up to \$1,250,000 from the Mid-Connecticut Litigation Reserve for payment of Mid-Connecticut Project litigation-related legal fees and expenses incurred in fiscal year 2014.

Connecticut Resources Recovery Authority

AUTHORIZATION TO PAY FY 2014 PROJECTED LEGAL EXPENDITURES

May 30, 2013

Executive Summary

This is to request Board authorization of the payment of FY 2014 projected legal expenditures for the firms and up to the amounts set forth in the attached resolution.

Discussion

The funds requested to be authorized are included in the FY 14 Board-approved Authority, System, Project and Division legal budgets or in the reserves noted in the attached proposed resolution. Please note that this initial request for authorization does not include all of the funds designated for legal expenses in FY14 budgets; some funds are reserved for matters anticipated to arise later during FY14 and/or for which the choice of appropriate counsel has not yet been determined. Specifically, the requested authorizations do not include legal costs which may be incurred in connection with the sale of electricity to the State or with the transfer of landfill post-closure responsibilities to DEEP.

As requested by the P&P Committee, attached please find a comparison of requested 2014 authorizations with total 2013 authorizations, together with amounts actually invoiced by each firm for the period from July 1, 2012 to date and a list of matters for which each firm is anticipated to be engaged during FY 14. Note that approximately two-thirds of the total spending anticipated in FY 14 is anticipated to come from reserves, with more than half projected to be related to CRRA's defense of Mid-Connecticut Project litigation.

Fiscal Year 2013 and 2014 Comparison			
<u>Law Firm</u>	<u>FY 14 Requested Authorization</u>	<u>FY 13 Authorization</u>	<u>FY 13 Total Invoiced to Date</u>
	<u>FY 14 Requested Authorization</u>	<u>FY 13 Authorization</u>	<u>FY 14 Budgeted Matters</u>
Brown Rudnick	\$ 85,000.00	\$ 170,000.00	\$ 28,352.00
Cohn Birnbaum & Shea	\$ 55,000.00	\$ 65,000.00	\$ 10,675.00
Day Pitney	\$ 45,000.00	\$ 180,000.00	\$ 4,130.00
Halloran & Sage	\$ 1,530,000.00	\$ 1,560,000.00	\$ 550,440.00
Hinckley Allen Snyder		\$ 500,000.00	\$ 21,654.00
Kainen, Escalera & McHale	\$ 360,000.00	\$ 350,000.00	\$ 95,509.00
McCarter & English	\$ 80,000.00	\$ 80,000.00	\$ 2,438.00
McElroy Deutsch	\$ 70,000.00	\$ 85,000.00	\$ 40,010.00
Pullman & Comley	\$ 30,000.00	\$ 75,000.00	\$ 43,376.00
Sidley Austin		\$ 75,000.00	\$ 910.00
Willinger Willinger & Bucci	\$ 10,000.00	\$ 50,000.00	
Total	\$ 2,265,000.00	\$ 3,190,000.00	\$ 797,494.00

Note: None of the totals to date are more current than February 2013.

TAB 11

**RESOLUTION REGARDING AUTHORIZATION TO SETTLE WITH THE
KOWALSKI GROUP**

WHEREAS, The Kowalski Group was under contract to CRRA from 1998 to 2002, and invoiced CRRA for certain expenses incurred during that period; and

WHEREAS, CRRA paid the said invoices, but subsequently disputed some of the charges; and

WHEREAS, in April 2002, The Kowalski Group deposited \$22,100.87 in escrow with CRRA's counsel, pending resolution of the disputed expense reimbursements; and

WHEREAS, counsel for The Kowalski Group has indicated that The Kowalski Group is willing to settle the dispute, and intends to demand that CRRA arbitrate the matter in default of such settlement; and

WHEREAS, CRRA believes that the cost of such arbitration to CRRA will greatly exceed any potential benefit to CRRA;

NOW, THEREFORE, it is hereby

RESOLVED: That the President is authorized to proceed to settle with The Kowalski Group, LLC, substantially on the terms presented and discussed at this meeting, and to execute all documents, release all escrowed funds, and do all other things reasonably necessary to accomplish the proposed settlement.