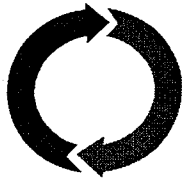


CRRA
REGULAR BOARD MEETING
April 24, 2014



**CONNECTICUT
RESOURCES
RECOVERY
AUTHORITY**

**100 Constitution Plaza • Hartford • Connecticut • 06103 • Telephone (860)757-7700
Fax (860)757-7745**

MEMORANDUM

TO: CRRA Board of Directors
FROM: Moira Kenney, HR Specialist/Board Administrator
DATE: April 17, 2014
RE: Notice of Regular Board Meeting

There will be a Regular Board Meeting of the Connecticut Resources Recovery Authority Board of Directors on Thursday April 24, 2014, at 9:30 p.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
April 24, 2014
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. 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.

IV. Minutes

1. Board Action will be sought for Approval of the Regular March 20, 2014, Board Meeting Minutes (Attachment 1).

V. Policies & Procurement Committee Reports

1. Board Action will be sought for the Resolution Regarding Coal Pond (Attachment 2).
2. Board Action will be sought for the Resolution Regarding Three Year Legal Service Agreements (Attachment 3).

VI. Finance Committee 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.

VIII. Legal

1. Board Action will be sought Regarding Additional Projected Legal Expenditures (Attachment 4).

XI. Chairman and President's Reports

1. Board Action will be sought Regarding Implementation of Public Acts 13-247 and 13-184 (Attachment 5).

TAB 1

Chairman Stein requested a motion to approve the minutes of the Regular Jan. 30, 2014, Board Meeting. Director Adams made the motion which was seconded by Director Shanley.

The motion previously made and seconded to approve the minutes as amended was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Edwards, Director Hayden, Director Painter, and Director Shanley voted yes. Director Freedman abstained.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Joel Freedman			X
James Hayden	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS	X		
Steve Edwards, Southwest	X		

APPROVAL OF THE MINUTES OF THE REGULAR FEB. 20, 2014, BOARD MEETING MINUTES

Chairman Stein requested a motion to approve the minutes of the Regular Feb. 20, 2014, Board Meeting. Director Adams made the motion which was seconded by Director Shanley.

The motion previously made and seconded to approve the minutes as amended was approved unanimously by roll call. Chairman Stein, Vice-Chairman Barlow, Director Adams, Director Edwards, Director Freedman, Director Hayden, Director Painter, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Joel Freedman	X		
James Hayden	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS	X		
Steve Edwards, Southwest	X		

REVIEW AND RECOMMEND RESOLUTION REGARDING RATIFICATION OF EMERGENCY PROCUREMENT

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

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Freedman, Director Hayden, Director Painter and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Joel Freedman	X		
James Hayden	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS	X		
Steve Edwards, Southwest			

MOTION TO ADD AN ITEM TO THE AGENDA TO DISCUSS POSSIBLE INTERVIEWS FOR LEGAL RFQ

Chairman Stein requested a motion to add an item to the agenda concerning discussion of possible legal firm interviews. The motion was made by Director Adams and seconded by Vice-Chairman Barlow.

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

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Joel Freedman	X		
James Hayden	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS	X		
Steve Edwards, Southwest	X		

**REVIEW AND RECOMMEND RESOLUTION REGARDING DISTRIBUTION OF
RECYCLING REBATES TO THE CONNECTICUT SOLID WASTE SYSTEM
PARTICIPATING MUNICIPALITIES**

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

WHEREAS: the Authority has encouraged municipalities to recycle to the maximum extent possible by not charging a tipping fee for the acceptance of recyclables at the Authority's regional recycling facilities since commencing operations; and

WHEREAS: the Board of Directors adopted the fiscal Year 2013 Connecticut Solid Waste System Budget anticipating that a rebate of \$10.00 per ton of acceptable recyclables delivered from member municipalities would be possible; and

WHEREAS: the Connecticut Solid Waste System operations generated sufficient revenues in excess of expenses to rebate \$10.00 per ton delivered by the municipalities; and

WHEREAS: the Authority has accrued sufficient funds for such a rebate and the fiscal year 2013 audit has been performed and the auditors have confirmed that the funds are accrued and available.

NOW THEREFORE, be it

RESOLVED: That the Board of Directors approves the use of \$263,476.00 to provide a \$10.00 per ton rebate to the Connecticut Solid Waste System municipalities with contractual recycling commitments based on their pro-rate share of acceptable recycling tonnage delivered to the Mid-Connecticut Regional Recycling Center system during the period of November 16, 2012, through June 30, 2013.

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Freedman, Director Hayden, Director MacDougald, Director Painter and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Joel Freedman	X		
James Hayden	X		
Joe MacDougald	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS	X		
Steve Edwards, Southwest			

REVIEW AND RECOMMEND RESOLUTION REGARDING THE TRANSFER OF THE MONTVILLE LANDFILL POST CLOSURE RESERVE TO THE SOUTHWESTERN CONNECTICUT REGIONAL RESOURCES RECOVERY AUTHORITY

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

WHEREAS: the Connecticut Resources Recovery Authority (“CRRA”) maintains the Montville Landfill Post-Closure reserve for the benefit of the Southeastern Connecticut Regional Resources Recovery Authority (“SCRRRA”); and

WHEREAS, the Southeast Project’s Fiscal Year 2014 Budget reflects a contribution of \$350,000 into the Montville Landfill Post-Closure reserve through equal monthly contributions

WHEREAS, SCRRRA performs all post-closure activities related to the Montville Landfill and is reimbursed for these activities from the Montville Landfill reserve Post-Closure reserve; and

WHEREAS, SCRRRA now desires to simplify the funding process for the Montville Landfill activities by transferring its funds from CRRA to SCRRRA as approved by the SCRRRA Board of Directors on December 11, 2013 (Attached); and

WHEREAS, CRRA has no liabilities recorded for the fund in the Montville Landfill Post-Closure reserve;

NOW THEREFORE, be it

RESOLVED; That the Board of Directors approve that the remaining Fiscal Year 2014 contributions for Montville Landfill Post-Closure Reserve be funded immediately and that the reserve be transferred to SCRRRA after the remaining contributions are completed.

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director MacDougald, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
James Hayden	X		
Joe MacDougald	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS			
Steve Edwards, Southwest			

REVIEW AND RECOMMEND RESOLUTION REGARDING THE PURCHASE OF JET FUEL FOR THE SOUTH MEADOWS JET TURBINE FACILITY

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 is hereby authorized to execute a purchase order with Santa Buckley energy, Inc. for purchase of Ultra Low Sulfur No. 1 Diesel Fuel to support operation of the South Meadows Jet Turbine Facility, substantially as presented and discussed at this meeting.

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director MacDougald, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
James Hayden	X		
Joe MacDougald	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS			
Steve Edwards, Southwest			

REVIEW AND RECOMMEND RESOLUTION REGARDING RENEWAL OF ALL RISK PROPERTY INSURANCE

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

RESOLVED: That CRRA purchase CRRA’s \$375 Million Property Insurance from the following four (4) insurers with their shares as indicated:

- Zurich (Rated A+) 42%
- Swiss Re (Rated A+) 28%
- Starr Tech (Rated A+) 15%
- XL (Rated A) 15%

for the period 4/1/14 – 4/1/15 for a premium of \$889,984 and other terms and conditions as discussed at this meeting;

FURTHER RESOLVED: That CRRA purchase loss control engineering services from XL GAPS for the period 4/1/14 – 4/1/15 for an amount not to exceed \$15,225 as discussed at this meeting.

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director MacDougald, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
James Hayden	X		
Joe MacDougald	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS			
Steve Edwards, Southwest			

REVIEW AND RECOMMEND RESOLUTION REGARDING RENEWAL OF OFFICIALS & EMPLOYMENT PRACTICES

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

RESOLVED: That CRRA’s Public Officials and Employment Practices Liability insurance be purchased from ACE with a \$10,000,000 limit and up to \$10,000,000 in defense costs and expenses outside the limit, and a \$150,000 self-insured retention for the period 4/1/14 – 4/1/15 for a premium of \$144,796, as discussed at this meeting.

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director MacDougald, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
James Hayden	X		
Joe MacDougald	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS			
Steve Edwards, Southwest			

REVIEW AND RECOMMEND RESOLUTION REGARDING RENEWAL OF CRIME INSURANCE

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

RESOLVED: That CRRA purchase the three-year Commercial Crime policy from Travelers Casualty & Surety Company with a \$3,000,000 limit, \$100,000 deductible, for the period 4/1/14 – 4/1/17 for an annual premium of \$3,444 as discussed at this meeting.

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director MacDougald, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
James Hayden	X		
Joe MacDougald	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS			
Steve Edwards, Southwest			

REVIEW AND RECOMMEND RESOLUTION REGARDING RENEWAL OF FIDUCIARY LIABILITY INSURANCE

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

RESOLVED: That CRRA purchase the three-year Fiduciary Liability policy from Travelers Casualty and Surety Company with a \$3,000,000 limit, and a separate \$1,000,000 outside the limit for defense expenses, and no deductible for the period 4/1/14 – 4/1/17 for an annual premium of \$4,309.

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director MacDougald, and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
James Hayden	X		
Joe MacDougald	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS			
Steve Edwards, Southwest			

EXECUTIVE SESSION

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

- Tom Kirk
- Mark Daley
- Peter Egan
- Laurie Hunt
- John Farley, Esq.

The Executive Session began at 11:21 a.m. and concluded at 1:06 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 Edwards, Director Eno, Director Freedman, Director Hayden, Director MacDougald, Director Painter and Director Shanley voted yes.

Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
James Hayden	X		
Joe MacDougald	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS	X		
Steve Edwards, Southwest	X		

REVIEW AND RECOMMEND RESOLUTION REGARDING ADDITIONAL PROJECTED LEGAL EXPENSES

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

WHEREAS, CRRA obtained Board authorization to pay projected legal fees and expenses from appropriate budgets and reserves in May, 2013; and

WHEREAS, CRRA expects to incur greater than authorized legal costs for these services; and

WHEREAS, CRRA now seeks Board authorization to expend funds from one of its Board-designated reserves to pay these additional legal costs;

NOW THEREFORE, it is

RESOLVED: That the following additional amount be authorized for projected legal fees and costs to be incurred during fiscal year 2014:

<u>Firm:</u>	<u>Amount:</u>
Halloran & Sage	\$750,000

FURTHER RESOLVED: That the President is authorized to pay such additional legal fees and costs from the Mid-Connecticut Litigation Reserve.

The motion previously made and seconded was passed unanimously by roll call. Chairman Stein, Vice Chairman Barlow, Director Adams, Director Eno, Director Freedman, Director Hayden, Director MacDougald, Director Painter and Director Shanley voted yes.


Directors	Aye	Nay	Abstain
Chairman Stein	X		
Vice-Chairman Barlow	X		
John Adams	X		
Ralph Eno	X		
Joel Freedman	X		
James Hayden	X		
Joe MacDougald	X		
Scott Shanley	X		
Ad-Hocs			
Bob Painter, CSWS	X		
Steve Edwards, Southwest			

ADJOURNMENT

Chairman Stein requested a motion to adjourn the meeting. The motion to adjourn was made by Director Shanley and seconded by Director MacDougald and was approved unanimously.

There being no other business to discuss, the meeting adjourned at 1:06 p.m.

Respectfully Submitted,


 Moira Kenney
 HR Specialist/Board Administrator

TAB 2

**RESOLUTION REGARDING REMOVAL OF SEDIMENT FROM
THE COAL POND AT CRRA'S SOUTH MEADOWS SITE**

RESOLVED: that payment of expenses associated with removal of accumulated sediment from the coal pond shall be funded from the Mid-Connecticut Operating Account, substantially as discussed and presented at this meeting, and be it

FURTHER RESOLVED: that payment of expenses associated with transportation and disposal of the accumulated sediment shall be funded from the Mid-Connecticut Operating Account, substantially as discussed and presented at this meeting.

Connecticut Resources Recovery Authority

Contract Summary for Contract entitled

Coal Pond Sediment Removal South Meadows Site

Presented to the CRRA Board on: April 24, 2014

Vendor/ Contractor(s): NAES Corporation

Effective date: Upon Issuance of Purchase Order

Contract Type/Subject matter: Existing O&M Contract with NAES Corporation

Facility (ies) Affected: Connecticut Solid Waste System – South Meadows Site

Original Contract: Operation and Maintenance of the Mid-Connecticut Resource Recovery Facility Agreement between CRRA and NAES Corporation

Term: Upon completion of services, currently estimated to be July 30, 2014

Purchase Order Amount: \$38,700.00 (in addition to the \$365,000.00 originally approved by CRRA's Board of Directors at its October 2013 meeting)

Amendment(s): Not applicable

Term Extensions: Not applicable

Scope of Services: NAES has contracted with Clean Harbors Environmental Services, Inc. to remove accumulated sediment from the "coal pond" at the South Meadow Site, dewater the sediment, and transfer the dewatered sediment for proper off-site transportation and disposal.

Other Pertinent Provisions: None

Connecticut Resources Recovery Authority

Contract Summary for Contract entitled

Transportation & Disposal of Coal Pond Sediment South Meadows Site

Presented to the CRRA Board on: April 24, 2014

Vendor/ Contractor(s): Wheelabrator Technologies, Inc.

Effective date: Upon Issuance of Purchase Order

Contract Type/Subject matter: Agreement for the transportation and disposal of ash residue

Facility (ies) Affected: Connecticut Solid Waste System – South Meadows Site

Original Contract: Agreement for the Transportation & Disposal services for the ash residue generated at CRRA's South Meadows Resource Recovery Facility

Term: December 31, 2016

Purchase Order Amount: \$265,000.00

Amendment(s): Not applicable

Term Extensions: Not applicable

Scope of Services: Transportation to and disposal of the accumulated sediment (ash residue) at the Wheelabrator landfill in Putnam, Connecticut

Other Pertinent Provisions: None

Connecticut Resources Recovery Authority
South Meadows Site
Coal Pond Sediment Removal

Policies & Procurement Committee
April 10, 2014

Executive Summary

This is to request that the CRRA Board of Directors authorize the use of funds contained in the Mid-Connecticut Operating Account, in the amount of \$38,700.00 to fund expenses associated with removal of accumulated sediment from the “coal pond” at the South Meadows site.

This is also to request that the CRRA Board of Directors authorize the use of funds contained in the Mid-Connecticut Operating Account, in the amount of \$265,000.00 for the transportation and disposal of the accumulated sediment upon its removal from the coal pond.

Discussion

Sediment Removal Activities

At its October 2013 meeting, CRRA’s Board of Directors authorized the expenditure of funds, in the amount of \$366,000 for activities associated with removal of accumulated sediment from the “coal pond” located at the South Meadows site.

This sediment is essentially ash residue that has accumulated in the pond during the past ten years.

Sediment removal activities commenced in late fall 2013, and involved preparation of the area for dewatering activities, which are scheduled to begin in late spring 2014. Due to several factors, including conditions discovered following removal of the vegetation, and unfavorable weather conditions (i.e., heavy precipitation), the removal activities incurred an additional \$38,700 in expenses above the amount approved at the October 2013 Board of Directors meeting.

Consequently, CRRA needs to expend these additional funds, and this is to request board approval to use funds contained in the Mid-Connecticut Operating Account for

this purpose. The use of funds from the Mid-Connecticut Operating Account is appropriate because substantially all of the sediment that has accumulated in the coal pond occurred prior to the end of the Mid-Connecticut Project.

Transportation and Disposal of the Sediment Material

As was discussed at the October 2013 Board meeting there is approximately 2,900 cubic yards of accumulated sediment in the coal pond that will be removed in order to restore the water storage capacity. The general scope of work associated with clean-out of the coal pond includes establishment of a lay-down/dewatering area within the larger coal storage area, removal and transfer of the sediment from the coal pond to the dewatering area, and transfer of the dewatered sediment to the ash load-out building, or directly onto transport vehicles, for proper disposal by CRRA.

The material will be transported to the ash residue landfill owned by Wheelabrator Technologies, Inc. located in Putnam, Connecticut, pursuant to the Agreement for ash residue transportation and disposal services between CRRA and Wheelabrator.

The cost of transportation and disposal of the ash residue is estimated at \$265,000.00. This estimate is based on 4,350 tons (2900 CY x 1.5 CY/Ton) at CRRA's current transportation and disposal rate of \$60.73 per ton.

This is to request Board of Directors approval to use funds contained in the Mid-Connecticut Operating Account, in the amount of \$265,000.00, for this purpose. Use of funds from the Mid-Connecticut Operating Account is appropriate because substantially all of the sediment that has accumulated in the coal pond occurred prior to the end of the Mid-Connecticut Project.

Financial Summary

Funds for this expenditure will come from the Mid-Connecticut Operating Account. There are sufficient funds in this account for this purpose. The use of funds from the Mid-Connecticut Operating Account is appropriate because substantially all of the sediment that has accumulated in the coal pond occurred prior to the end of the Mid-Connecticut Project.

TAB 3

RESOLUTION REGARDING THREE-YEAR LEGAL SERVICES AGREEMENTS

RESOLVED: That the President is hereby authorized to execute, deliver, and perform on behalf of this Authority, Legal Services Agreements as were substantially set forth in the Request for Qualifications dated January 21, 2014, for a period of three years commencing on July 1, 2014 and terminating on June 30, 2017, with the law firms listed below. All counsel positions will be “on call”.

BOND COUNSEL

Pullman & Comley
Sidley Austin
McCarter & English

CONSTRUCTION

Halloran & Sage
Brown Rudnick
Carmody Torrance
McCarter & English
McElroy, Deutsch

EMPLOYMENT

Halloran & Sage
Kainen, Escalera
Carmody Torrance
Cohn Birnbaum
McCarter English
McElroy, Deutsch
Willinger, Willinger & Bucci

ENERGY/DPUC

Halloran & Sage
Brown Rudnick
Carmody Torrance
Cohn Birnbaum
Day Pitney
Duncan, Weinberg
McCarter & English
Pullman & Comley

ENVIRONMENTAL

Halloran & Sage
Brown Rudnick
Carmody Torrance
Cohn Birnbaum
Day Pitney
Duncan, Weinberg
McCarter & English
Pullman & Comley

LITIGATION

Halloran & Sage
Brown Rudnick
Carmody Torrance
Cohn Birnbaum
Day Pitney
Kainen, Escalera
McCarter & English
McElroy, Deutsch
Willinger, Willinger & Bucci

REAL ESTATE

Halloran & Sage
Brown Rudnick
Carmody Torrance
Cohn Birnbaum
Day Pitney
McCarter & English
McElroy, Deutsch
Willinger, Willinger & Bucci

SOLID WASTE

Halloran & Sage
Brown Rudnick
Carmody Torrance
Cohn Birnbaum
McCarter English
Pullman & Comley

Connecticut Resources Recovery Authority

Solicitation of Legal Services For a Three Year Term beginning July 1, 2014

April 24, 2014

Executive Summary

This is to request that the CRRA Board of Directors authorize the President to enter into agreements with the firms and individuals identified on the attached list to provide legal services as described herein for the three-year period beginning July 1, 2014 and ending June 30, 2017.

Discussion

In the course of conducting its business, CRRA requires the assistance of attorneys and law firms to provide various legal services and legal representation. CRRA's "Procurement Policies and Procedures" establishes a "Request for Qualifications" ("RFQ") process to obtain such services. The RFQ process is "a process by which CRRA identifies persons to perform services on behalf of . . . CRRA through the solicitation of qualifications, experience, [and] prices." CRRA has historically used the RFQ process to pre-qualify firms for a variety of legal services that it requires. CRRA makes no financial commitment to any firm or individual in the three year services Agreements that are executed as an outcome of the RFQ process. The RFQ process simply qualifies a firm or individual as eligible to undertake work for CRRA at a later date and for an agreed upon billing rate, when a specific need is actually identified during the term of the Agreement. Any such future work would be procured through a Request for Services ("RFS").

In accordance with its Procurement Policies and Procedures, and the Connecticut General Statutes, CRRA is required to solicit for technical and professional services (including legal services) once every three years. Legal Services Agreements currently in effect will expire on June 30, 2014.

Accordingly, CRRA issued an RFQ for Legal Services on January 21, 2014 in order to solicit firms with which to contract for a new three year period beginning July 1, 2014.

CRRA published notices for Legal Services in *The Hartford Courant*, *The Connecticut Post*, *The New Haven Register*, *The Waterbury Republican American*, *The New London Day*, *Northeast Minority News*, and *La Voz Hispania*, and also posted the notice on the CRRA web site and on the State of Connecticut Department of Administrative Services web site.

Twelve packages were received and determined by the CRRA Legal Department to be administratively complete. Following discussion with the full Board, the P&P Committee elected to interview candidates for the General Counsel role, and designated the Management group to evaluate the responsive firms for all other panel counsel positions. Management reviewed each firm's experience, qualifications and expertise, state presence, and proposed rates, and analyzed each in light of CRRA's anticipated legal requirements during Fiscal Years 2015 through 2017.

Draft legislation currently proposes revisions to the State's solid waste management plan and to CRRA's mission and business model, and a plan for the re-development of the Mid-Connecticut Project utilizing new technologies. Management believes that the Authority will be best served during this period by continuing to rely upon the advice of counsel who have served it well in the past and who are familiar with our existing contracts and business arrangements, and by supplementing our potential pool of available counsel in anticipation of changes to CRRA's enabling legislation.

TAB 4

BOARD RESOLUTION REGARDING ADDITIONAL PROJECTED LEGAL EXPENDITURES

WHEREAS, CRRA obtained Board authorization to pay projected legal fees and expenses from appropriate budgets and reserves in May, 2013; and

WHEREAS, CRRA expects to incur greater than authorized legal costs for these services; and

WHEREAS, CRRA now seeks Board authorization to expend funds from one of its Board-designated reserves to pay these additional legal costs;

NOW THEREFORE, it is

RESOLVED: That the following additional amount be authorized for projected legal fees and costs to be incurred during fiscal year 2014:

<u>Firm:</u>	<u>Amount:</u>
Kainen, Escalera & McHale	\$450,000

FURTHER RESOLVED: That the President is authorized to pay such additional legal fees and costs from the Mid-Connecticut Litigation Reserve.

CONNECTICUT RESOURCES RECOVERY AUTHORITY

Request regarding Authorization for Payment of Projected Additional Legal Expenses

April 24, 2014

Executive Summary

This is to request Board authorization for payment of additional projected fiscal '14 legal expenses.

Discussion:

We are seeking Board approval to incur additional services from our employment counsel, and to use funds available in the Mid-Connecticut Litigation Reserve to pay for such services. Additional Kainen Escalera & McHale expenses are due to the extensive and laborious discovery effort required to prepare for the MDC arbitration which began March 31, together with the unanticipated need for additional hearing days.

TAB 5

**RESOLUTION REGARDING IMPLEMENTATION OF
PUBLIC ACTS 13-247 AND 13-184**

WHEREAS, Public Act 13-247 requires the Department of Energy and Environmental Protection (“DEEP”) and CRRA to enter into a Memorandum of Understanding (“MOU”) requiring DEEP “...to assume all legally required obligations resulting from the closure of the landfills located in Hartford, Ellington, Waterbury, Wallingford and Shelton....”; and

WHEREAS, the parties have negotiated the required MOU, and have agreed that CRRA will transfer all permits to DEEP, including permits related to the Hartford landfill upon completion of its closure, and that CRRA will continue to own the closed landfills in Ellington, Shelton, and Waterbury, as well as certain environmentally-impacted properties adjacent to or nearby the closed landfills in Shelton, Ellington, and Wallingford used to comply with post-closure requirements, and landfill infrastructure; and

WHEREAS, the parties have agreed on a Transition Plan, which includes the process and timing of DEEP’s assumption of Post-Closure Obligations (as that term is defined in the MOU) at each of the landfills; and

WHEREAS, Section 99 of Public Act 13-184 requires that CRRA transfer up to \$35,000,000 of its resources to the State of Connecticut, to be credited to the resources of the State’s General Fund for the Fiscal Year ending June 30, 2014; and

WHEREAS, after its execution of the Transition Plan, DEEP will issue a purchase order (the “Purchase Order”) to CRRA for the services to be performed and costs to be incurred by the Authority and paid or reimbursed by DEEP pursuant to the Transition Plan; and

WHEREAS, the Authority will continue to have liabilities related to the landfills after the transfer of Post-Closure Obligations to DEEP, and will incur costs and expenses in connection therewith, including insurance and self-insured retention costs, and it is necessary to establish a funding source for such costs; and

WHEREAS, it has been determined by the Office of Policy and Management (“OPM”), in consultation with CRRA, that CRRA will transfer \$31,000,000 to the General Fund, and OPM has confirmed by letter dated April __, 2014, OPM’s agreement that such transfer constitutes full satisfaction of CRRA’s obligation under Section 99 of Public Act 13-184;

NOW THEREFORE, it is hereby

RESOLVED: That the President of the Authority is authorized and directed to execute the MOU and the Transition Plan, in substantially the forms presented and discussed at this meeting; and

FURTHER RESOLVED: That following the Effective Date of the MOU (as defined in the MOU) and upon the Authority's receipt of the Purchase Order, the Authority shall transfer a total of \$14,457,057.43 from the Landfill Division to the General Fund of the State of Connecticut, such total comprising the following amounts from the specified Landfill Post-Closure Reserve Accounts:

Hartford Landfill Post-Closure Reserve	\$ 9,773,735.39
Ellington Landfill Post-Closure Reserve	\$ 3,007,019.39
Waterbury Landfill Post-Closure Reserve	\$ 1,032,535.26
Shelton Landfill Future Use Reserve	\$ 643,767.39

and the President is hereby authorized and directed to take all actions necessary to accomplish such transfer; and

FURTHER RESOLVED: That following the Effective Date of the MOU, the Authority's receipt of the Purchase Order, and the transfer of the Stewardship Permit associated with the Shelton Landfill from CRRA to DEEP, the Authority shall transfer \$4,357,419.61 from the Shelton Landfill Post-Closure Reserve to the General Fund of the State of Connecticut, and the President is hereby authorized and directed to take all actions necessary to accomplish such transfer; and

FURTHER RESOLVED: That following the Effective Date of the MOU, the transfer of the Stewardship Permit associated with the Wallingford Landfill from CRRA to DEEP, and the Authority's receipt of the Purchase Order and the documentation specified on the attached Schedule A, the Authority shall transfer \$4,672,714.20 from the Wallingford Landfill Post-Closure Reserve to the General Fund of the State of Connecticut, and the President is hereby authorized and directed to take all actions necessary to accomplish such transfer; and

FURTHER RESOLVED: That following the Effective Date of the MOU and the Authority's receipt of the Purchase Order, the President is hereby authorized and directed to take all actions and do all things necessary to terminate the trust agreements specified on the attached Schedule B, including executing written instructions jointly with the Commissioner of DEEP to the trustee of each such trust to terminate the trust and deliver the remaining trust property to the Authority; and

FURTHER RESOLVED: That following the Effective Date of the MOU, the transfer of the Stewardship Permit associated with the Shelton Landfill, and the Authority's receipt of the Purchase Order, the President is hereby authorized and directed to take all actions and do all things necessary to terminate the trust agreement specified on the attached Schedule C, including executing written instructions jointly with the Commissioner of DEEP to the trustee of such trust to terminate the trust and deliver the remaining trust property to the Authority; and

FURTHER RESOLVED: That following the Effective Date of the MOU, the transfer of the Stewardship Permit associated with the Wallingford Landfill, and the Authority's receipt of the Purchase Order and the documentation specified on the attached Schedule A, the President is hereby authorized and directed to take all actions and do all things necessary to terminate the trust agreements specified on the attached Schedule D, including executing written instructions jointly with the Commissioner of DEEP to the trustee of each such trust to terminate the trust and deliver the remaining trust property to the Authority; and

FURTHER RESOLVED: That upon receipt of funds released by the trustee from any of the trusts specified on Schedule B, C, and D, the Authority shall deposit such funds into the corresponding Landfill Post-Closure Reserve; and

FURTHER RESOLVED: That upon the Authority's receipt of funds released by the trustees of each of the trust funds listed on Schedule B, the Authority shall transfer \$450,850.22 and \$160,285.52, respectively, to the General Fund of the State of Connecticut, and the President is hereby authorized and directed to take all actions necessary to accomplish such transfer; and

FURTHER RESOLVED: That upon the Authority's receipt of funds released by the trustee of the trust fund listed on Schedule C, the Authority shall transfer \$5,216,587.02 to the General Fund of the State of Connecticut, and the President is hereby authorized and directed to take all actions necessary to accomplish such transfer; and

FURTHER RESOLVED: That upon the Authority's receipt of funds released by the trustees of the trust funds listed on Schedule D, the Authority shall transfer \$1,544,113.12 and \$140,972.89, respectively, to the General Fund of the State of Connecticut, and the President is hereby authorized and directed to take all actions necessary to accomplish such transfer; and

FURTHER RESOLVED: That the Authority shall continue to pay post-closure costs and expenses for the Ellington, Shelton, Wallingford and Waterbury Landfills incurred by the Authority during the Transition Period (as defined in the Transition Plan) from the respective landfill post-closure reserve accounts previously established for such purposes; all payments and reimbursements of such costs and expenses received by CRRA from DEEP pursuant to the

Transition Plan shall be deposited to that post-closure reserve account which originally funded the expense; and

FURTHER RESOLVED: That a Landfill Operating Account shall be established within the Landfill Division, for the purpose of transacting all business remaining to be conducted within the Landfill Division after closure of the reserve accounts presently situated therein; and

FURTHER RESOLVED: That upon completion of assignment or termination of all Authority contracts associated with Post-Closure Obligations for the Ellington, Shelton, Wallingford and Waterbury Landfills, and completion of the Transition Period, the President is authorized and directed to transfer the balance of funds remaining in the landfill post-closure reserve accounts associated with the said four landfills to the Landfill Operating Account established pursuant to the foregoing resolution; and

FURTHER RESOLVED: That the Authority shall continue to pay post-closure costs and expenses for the Hartford Landfill during the Transition Period from the landfill post-closure reserve account previously established for such purpose; all payments and reimbursements of such expenses received by CRRA from DEEP pursuant to the Transition Plan shall be deposited to the Hartford Landfill Post-Closure Reserve Account; and

FURTHER RESOLVED: That following the Authority's submission of its Closure Certification Report for the Hartford Landfill to DEEP and completion of the Transition Period, the President is authorized and directed to transfer the balance of funds remaining in the Hartford Landfill Post-Closure Reserve to the Landfill Operating Account established hereunder; and

FURTHER RESOLVED: That if, and to the extent that, any prior resolutions of this Board may be inconsistent with any of the resolutions set forth above, such prior resolutions are hereby superseded to the extent necessary to resolve the inconsistency.

SCHEDULE A
to Resolution Regarding Implementation of Public Acts 13-247 and 13-184

1. Written confirmation of the Wallingford Policy Board's determination that it is no longer appropriate to continue the Wallingford landfill post-closure reserves and trusts, and acknowledging that the monies in the reserve and the trusts will be transferred to the resources of the General Fund or deposited in the Authority's Landfill Operating Account and used to pay expenses associated with liabilities not transferred to or otherwise assumed by DEEP and not disbursed to the participating municipalities as contemplated by the municipal services agreements; and
2. Written release by the City of Wallingford of the Authority's post-closure responsibilities related to the Wallingford landfill and release of CRRA's indemnification obligations as of the Effective Date of the MOU.

SCHEDULE B
to Resolution Regarding Implementation of Public Acts 13-247 and 13-184

1. Trust Agreement for the Connecticut Resources Recovery Authority
Ellington Landfill dated January 13, 1987, for closure and/or post-
closure care of the Ellington Landfill

2. Trust Agreement for the Connecticut Resources Recovery Authority
dated January 13, 1987, for the closure and/or post-closure care of the
Waterbury Landfill

SCHEDULE C
to Resolution Regarding Implementation of Public Acts 13-247 and 13-184

1. State of Connecticut Hazardous Waste Management Facility Trust Agreement for RCRA Corrective Action dated May 28, 2010, pertaining to the Shelton Landfill

SCHEDULE D
to Resolution Regarding Implementation of Public Acts 13-247 and 13-184

1. State of Connecticut Hazardous Waste Management Facility Trust Agreement for RCRA Corrective Action dated June 28, 2011, pertaining to the Wallingford Landfill
2. Trust Agreement dated April 2, 2001, for closure and/or post-closure care of the Wallingford Landfill