

RHODE ISLAND RESOURCE RECOVERY CORPORATION

BUSINESS MEETING

FRIDAY, JANUARY 5, 2007

8:30 A.M.

65 SHUN PIKE

JOHNSTON, RI 02919

I. Attendance

A. Austin Ferland, Chairman and CEO

Michael Salvadore, Treasurer

Scott Avedisian

John St. Sauveur

George Welly

II. Staff Present

Michael OConnell, Executive Director

Dennis aRusso, Deputy Executive Director

Patrick McQueeney, Chief of Security

Joe Judge, Chief Financial Officer

Marcel Lussier

Claude Cote, Director of Regulatory Compliance

Bill Jasparro, Physical Plant Manager

Brian Card, Landfill Manager

Meghan McBurney, Human Resources Administrative Assistant

Sharon D'Angelo, Administrative Manager

III. Others Present

Richard Nicholson, Jefferson Renewable Energy

Russell Mayman, Jefferson Renewable Energy

Charles Francis, CBRE

Greg Benik, Nixon & Peabody

Sherry Mulhearn, Consultant

Patrick Fingliss, Consultant

James Allam, Consultant

William Wilbur, NOVA

Laurie Brayton, Senate Fiscal

Alan Iemma, George C. Calef School

IV. Agenda Items

1. Call to Order – Chairman Ferland called the meeting to order at 8:31 a.m.

2. Minutes of the Meeting

John St. Sauveur made the following motion:

THAT THE READING OF THE MINUTES BE WAIVED AND FURTHER THAT THE MINUTES OF THE PREVIOUS MEETING OF THE OPEN

SESSION AND THE EXECUTIVE SESSION HELD ON DECEMBER 13, 2006 BE ACCEPTED AND APPROVED AS PRESENTED TO EACH COMMISSIONER TODAY.

Michael Salvadore seconded the motion which passed unanimously.

3. Set the Next Meeting

The next meeting will be set at a later date by the Vice Chairman.

The chairman opened the meeting to questions and/or comments. Alan lemma stated that he was representing George C. Calef School and that he was seeking assistance from the Corporation for replacement windows for the school. Chairman Ferland referred this matter to the Finance Subcommittee.

Jerry Williams stated that he has been appointed the Director of Transportation and will no longer be the representative of the Director of Administration. He thanked the Chairman and the Board for the ability to work with them. He thanked the staff as well. He then introduced George Welly as the new representative of the Director of Administration.

Attorney Greg Benik who was representing Jefferson Renewable Energy stated that on December 15, 2006 he submitted a proposal to lease or acquire 18 acres in the Industrial Park. In late December he

submitted a Memorandum of Understanding to the former Executive Director Sherry Mulhearn. Greg further stated that the project is an innovative project consistent with Corporation's plan and of using Landfill resources to create green energy. The energy facility will use bio-mass. The proposal will be for a 100 mega watt facility to produce green power. Greg further stated that the objective today was to get an expression of approval from the Board and to discuss a fair-market value for a lease of the property. Chairman Ferland stated that he was aware of the process which the Board generally supports although the price was not acceptable. He suggested that Jefferson Renewable Energy prepare something in writing and submit to the Corporation to be discussed by the Finance Subcommittee before returning to the full Board for their approval or disapproval.

4. Materials Recycling Facility – Marcel Lussier reported an RFQ/RFP was issued on September 25, 2006 for a Paper/Fiber Recyclables Processing System Retrofit. A pre-proposal conference and site visit was held on October 12, 2006. Notice of solicitation appeared in the Providence Journal, Dodge Report and New England Construction News and was placed on the State's electronic bulletin board. There were 30 recipients of the RFQ/RFP. Per the request of the Finance Subcommittee, funds for this project are to be budgeted over two fiscal years. Based on the Staff Evaluation Committee review of the proposal, it was recommended that a contract be entered into with Van Dyke Baler Corporation of Stamford, CT. Michael Salvadore reported that he met with staff to review the proposals in detail and

discussed the recommendation with the other Finance Subcommittee member who agreed with the evaluation.

Scott Avedisian made the following motion:

BE IT RESOLVED THAT THE BOARD OF COMMISSIONERS AUTHORIZES THE CHAIRMAN OF THE BOARD OR THE EXECUTIVE DIRECTOR TO ENTER INTO A CONTRACTUAL AGREEMENT WITH VAN DYK BALER CORPORATION, OF STAMFORD, CT TO PROVIDE DESIGN, CONSTRUCTION, START-UP AND ACCEPTANCE TESTING FOR A COMPLETE RETROFIT OF THE MRF'S PAPER/FIBER RECYCLABLES PROCESSING SYSTEM AND OTHER SERVICES OUTLINED IN VAN DYK BALER CORPORATION'S PROPOSAL DATED NOVEMBER 14, 2006 AND SUBSEQUENT CORRESPONDENCE BETWEEN BOTH PARTIES IN RESPONSE TO RFQ/RFP NO. 867 AS AMENDED FOR AN AMOUNT NOT TO EXCEED \$3,379,000 WITH FINAL PRICE SUBJECT TO CONTINUING NEGOTIATIONS BETWEEN THE PARTIES.

John St. Sauveur seconded the motion which passed unanimously.

5. Insurance – Dennis a Russo reported that on November 29, 2006 the Corporation issued an RFQ/RFP for Insurance Services. The proposals were due on January 4, 2007. This timeframe did not allow for review of the proposals and for a recommendation to award to be presented this Board meeting. The current insurance coverage will

terminate on February 1, 2007. Dennis recommended that the Board of Commissioners authorize the Finance Subcommittee to review the recommendations to authorize the award of a contract to the successful bidders prior to the expiration date of the current contracts.

John St. Sauveur made the following motion:

BE IT RESOLVED THAT THE BOARD OF COMMISSIONERS AUTHORIZES THE FINANCE SUBCOMMITTEE TO REVIEW THE RECOMMENDATION AND TO AWARD A CONTRACT FOR INSURANCE SERVICES BETWEEN RHODE ISLAND RESOURCE RECOVERY CORPORATION AND THE SUCCESSFUL BIDDER OR BIDDERS FOR THE PERIOD STARTING FEBRUARY 1, 2007 AND ENDING ON FEBRUARY 1, 2008.

Scott Avedisian seconded the motion which passed unanimously.

6. Hirings – Dennis aRusso reported that the Corporation was seeking to hire two Truck Drivers.

John St. Sauveur made the following motion:

WHEREAS, ON MAY 21, 1997, THE BOARD OF COMMISSIONERS ADOPTED A RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO HIRE, TO TERMINATE, AND TO ESTABLISH

COMPENSATION FOR EMPLOYEES OF THE CORPORATION; WHEREAS, THE EXECUTIVE DIRECTOR'S HIRINGS ARE TO BE REVIEWED AND APPROVED BY THE CHAIRMAN AND CEO AND RATIFIED BY THE BOARD; WHEREAS, THE POSITIONS OF TRUCK DRIVERS WERE ADVERTISED. A COPY OF THE ADVERTISEMENT HAS BEEN DISTRIBUTED TO THE BOARD OF COMMISSIONERS. AFTER A THOROUGH REVIEW OF ALL APPLICATIONS SUBMITTED FOR THE POSITIONS INTERVIEWS WERE HELD; WHEREAS, THE CHAIRMAN HAS APPROVED THE SELECTION OF THE NAMED INDIVIDUALS; THEREFORE, THIS BOARD OF COMMISSIONERS HEREBY AUTHORIZES THE EXECUTIVE DIRECTOR TO EXTEND OFFERS OF EMPLOYMENT TO THE RECOMMENDED INDIVIDUALS SUCH HIRINGS WILL BE SUBJECT TO THE CANDIDATES SATISFACTORILY PASSED A PRE-EMPLOYMENT PHYSICAL AND A BACKGROUND CHECK (BCI).

Scott Avedisian seconded the motion which passed unanimously.

7. Executive Session

John St. Sauveur made the following motion:

THAT BY A ROLL CALL VOTE, CALLED BY THE GENERAL COUNSEL, THIS BOARD OF COMMISSIONERS SHALL GO INTO EXECUTIVE SESSION, CLOSED TO THE PUBLIC, IN CONFORMANCE WITH RI GENERAL LAWS SECTION 42-46-4, UPON AN AFFIRMATIVE

VOTE OF THE BOARD'S MAJORITY. IN CONFORMANCE WITH RI GENERAL LAWS SECTION 42-46-5, THIS BOARD'S VOTE TO HOLD THIS PORTION OF THE MEETING CLOSED TO THE PUBLIC IS FOR THE FOLLOWING PURPOSES:

- **(A) (2) LITIGATION**
- **(A) (5) ACQUISITION OR DISPOSITION OF REAL PROPERTY**
- **(A) (6) PROSPECTIVE BUSINESS INTERESTED IN LOCATING IN RHODE ISLAND**

Scott Avedisian seconded the motion which passed unanimously.

John St. Sauveur made the following motion at 9:40 a.m.:

THAT THE MINUTES OF THE EXECUTIVE SESSION BE SEALED INDEFINITELY OR WHERE APPROPRIATE UNTIL ALL MATTERS DISCUSSED ARE RESOLVED.

Scott Avedisian seconded the motion which passed unanimously.

8. Other Business

a) Renewable Gas Plan Adoption

John St. Sauveur made the following motion:

BE IT HEREBY RESOLVED THAT THE BOARD OF COMMISSIONERS

AUTHORIZES THE CHAIRMAN TO EXECUTE THE ATTACHED PLAN FOR THE DEVELOPMENT AND USE OF EXCESS LANDFILL GAS.

Scott Avedisian seconded the motion which passed unanimously.

b) Recovermat

Scott Avedisian made the following motion:

WHEREAS, ON MAY 19, 1998, RIRRC EXECUTED A RECYCLING PROJECT AGREEMENT WITH RECOVERMAT OF RI, LLC (“RECOVERMAT” A MARYLAND LIMITED LIABILITY COMPANY; WHEREAS, ON JUNE 20, 1998 AND AUGUST 18, 1999, EXTENSION AGREEMENTS WERE EXECUTED; WHEREAS, EFFECTIVE NOVEMBER 16, 1999, RIRRC EXECUTED A LICENSE AGREEMENT OBTAINING THE LICENSE RIGHTS TO SPECIFIC LICENSED PATENT’ WHEREAS, RIRRC AMENDED THE LICENSE AGREEMENT TO EXTEND THE TERM WHICH EXPIRES NOVEMBER 30, 2007; WHEREAS, RIRRC DESIRES TO CONTINUE OPERATING ITS RECOVERMAT FACILITY PURSUANT TO THE “LICENSE PATENTS” THROUGH THE NATURAL EXPIRATION OF SUCH PATENTS ON OR ABOUT APRIL 12, 2012; WHEREAS, GIVEN RIRRC’S INVESTMENT IN AN ENLARGED FACILITY HAVING NO DAILY TONNAGE LIMIT, RIRRC WISHES TO PLACE A CAP ON THE AMOUNT OF ROYALTY PAYMENTS DUE AND OWING FOR THE UTILIZATION OF SAID LICENSE; WHEREAS, RIRRC HAS DETERMINED IT NEEDS TO MAKE

ADDITIONAL CAPITAL INVESTMENT IN EQUIPMENT TO AID IN PROCESSING THE INCREASED TONNAGE; THEREFORE, THE BOARD OF COMMISSIONERS HEREBY AUTHORIZES THE DEPUTY EXECUTIVE DIRECTOR TOGETHER WITH ASSISTANCE FROM RIRRC'S CONSULTANT, SHERRY MULHEARN, TO NEGOTIATE A FINAL AMENDED LICENSE AGREEMENT CONSISTENT WITH THE PARAMETERS DISCUSSED DURING TODAY'S EXECUTIVE SESSION.

Michael Salvadore seconded the motion which passed unanimously.

John St. Sauveur reported that the Corporation's Money Purchase Pension Plan requires that the Board of Commissioners appoint a trustee of the Plan. The Executive Director of the Corporation has historically been appointed Trustee of the Pension Plan. The Board of Commissioners appoints Michael OConnell, Executive Director, trustee by virtue of his position.

Michael Salvadore made the following motion:

BE IT RESOLVED THAT THE BOARD OF COMMISSIONERS HEREBY APPOINTS MICHAEL OCONNELL, EXECUTIVE DIRECTOR AS TRUSTEE OF THE RHODE ISLAND RESOURCE RECOVERY MONEY PURCHASE PENSION PLAN AS OF JANUARY 5, 2007.

Scott Avedisian seconded the motion which passed unanimously.

Michael Salvadore made a motion to adjourn at 9:50 a.m. the motion was seconded by John St. Sauveur and passed unanimously.

Sincerely,

**Michael J. OConnell
Executive Director**

:spd