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File Number: OR-08-0011

File Number: OR-08-0011 **File Type:** Ordinance **Status:** Enacted as Amended
Version: 2 **Reference:** solid waste **Controlling Body:** Board of Aldermen
Requester: Office of the Mayor **Cost:** **Introduced:** 04/07/2008
File Name: amendment to creation of Solid Waste Authority approved on March 24, 2008 **Final Action:** 04/22/2008

Title: AMENDMENT TO THE ORDINANCE OF THE NEW HAVEN BOARD OF ALDERMEN TO CREATE THE NEW HAVEN SOLID WASTE AUTHORITY AND ITS BOARD OF DIRECTORS PURSUANT TO CONNECTICUT GENERAL STATUTES 7-273AA TO 7-273OO, INCLUSIVE, AND, 103B, AND CONCURRENTLY TRANSFERRING AND/OR REPEALING ALL ORDINANCES RELATING TO SOLID WASTE AND RECYCLING INCLUDING BUT NOT LIMITED TO SECTIONS 120-1 THROUGH 120-18 AND SECTIONS 120-41 THROUGH 120-50 OF THE CODE OF ORDINANCES OF THE CITY OF NEW HAVEN

Notes: originally passed on March 24, 2008
amended section XIV-reauthorization by substitution on April 22, 2008.

Code Sections:

Agenda Date: 04/07/2008

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Enactment Number:

History of Legislative File

Ver- sion:	Acting Body:	Date:	Action:	Sent To:	Due Date:	Return Date:	Result:
1	Board of Aldermen	04/07/2008	Amend a matter previously Adopted				
	Notes: Considered a first reading at this meeting. Submitted on the Suspension Agenda.						
2	Board of Aldermen	04/22/2008	Approved As Amended				Pass
	Notes: Amendment to ordinance creating the Solid Waste Authority was enacted by a roll call vote of 25 "Ayes" and 0 "Nos" (See roll call sheet attached to submission).						

Text of Legislative File OR-08-0011

AN ORDINANCE CREATING THE NEW HAVEN SOLID WASTE AND RECYCLING AUTHORITY

Section I. Statement of Purpose.

A. The New Haven Solid Waste and Recycling Authority (the "Authority") is created as a municipal resource recovery authority pursuant to CGS Sections 7-273aa to 7-273oo, inclusive. The Authority is a public body politic and corporate of the state, and is a political subdivision of the state established and created for the performance of the essential public and governmental function of furthering the health, safety and welfare of the residents of the City of New Haven, Connecticut (the "City") by exercising supervision and control over the administration of solid waste in the City, including but not limited to the existing New Haven transfer station and recycling facility which currently exists in the City.

B. Mission Statement for the Municipal Solid Waste and Recycling Authority

The Municipal Solid Waste and Recycling Authority is an agency dedicated to achieving the most environmentally sound solid waste management and resource conservation program for the people of New Haven and the surrounding communities. Within this context, the Agency is committed to achieving an increased diversion goal, with progressive benchmarks, and promoting sustainable consumption and disposal patterns.

To achieve this goal, the Agency will operate under the following hierarchy in order of priority:

- Source Reduction (avoiding the creation of waste)
- Recycling and Composting
- Environmentally safe transformation or land disposal

In achieving this goal, the Agency will:

- Provide strategic planning, research, education and technical assistance to the public, businesses and local governments.
- Initiate innovative programs and facilities to maximize waste prevention, recycling and economic development opportunities.
- Serve as a pro-active public policy advocate for long term solutions to our challenges.
- Partner with organizations with compatible goals.

Section II. Definitions.

For purposes of this Ordinance, each of the following terms shall have the meaning set forth below:

"Asset Transfer Agreement" shall mean an agreement by and between the City and the Authority which shall set forth the terms and conditions of the disposition by the City to the Authority by sale or lease of the Solid Waste Assets.

"Authority" shall mean the New Haven Solid Waste and Recycling Authority established pursuant to this Ordinance.

"Bylaws" shall mean the rules and regulations that, subject to statutory law and the articles of incorporation, govern the business and conduct of the affairs of the Authority.

"Cause" shall mean (a) conviction of a felony (other than a felony resulting from a traffic violation); (b) commission of an act of material fraud or embezzlement against the Authority; or (c) with respect to a director, willful failure to comply with the obligations set forth in the Bylaws relating to duality of interest.

"CGS" shall mean the General Statutes of Connecticut, Revision of 1958, as amended.

"City" shall mean the City of New Haven, Connecticut.

"Effective Date" shall mean the date upon which this Ordinance becomes effective.

"Mayor" shall mean the mayor of the City of New Haven.

"Solid Waste Assets" shall mean such real and personal property utilized for solid waste and recycling, located at 256 Middletown Avenue, New Haven CT 06513, and commonly referred to as the "transfer station," such Solid Waste Assets to be further defined under the Asset Transfer Agreement.

Section III. Creation and Powers.

The City hereby adopts the provisions of CGS Chapter 103b and creates the Board of Directors of the Authority as its municipal resource recovery authority. The Authority shall have all the powers set forth in CGS Chapter 103b and the powers and duties of a municipal authority pursuant to CGS Chapters 446d and 446e.

Section IV. Articles of Incorporation of the Authority.

A. Name, Address, Authority for Creation.

The Authority is created as a municipal resource recovery authority pursuant to CGS Sections 7-273aa to 7-273oo, inclusive, and shall be known as the "New Haven Solid Waste and Recycling Authority" with its principal office at 34 Middletown Avenue, New Haven, Connecticut 06513.

B. Initial Directors. Names, Addresses, Terms of Office.

The names, addresses and terms of office of the initial directors of the Authority are set forth on Exhibit A attached hereto.

Section V. Board of Directors

The business of the Authority shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Authority and do all such lawful acts and things as are allowed by the CGS and the Bylaws.

A. Number and qualification of Directors.

The Authority shall have a Board of Directors consisting of seven (7) directors. All directors shall be resident electors of New Haven. Two of who shall reside in the ward in which the transfer station is located or the wards downstream from the transfer station.

B. Compensation.

The directors shall serve without compensation.

C. Method of Appointment and Removal.

Six (6) directors shall be appointed by the Mayor. One director shall be appointed by the Board of Aldermen of the City and shall be a member of the Board of Aldermen. Upon termination or vacancy of a directorship appointed by the Mayor, the Mayor shall appoint a subsequent director. Upon termination or vacancy of a directorship appointed by the Board of Aldermen of the City, the Board of Aldermen of the City shall appoint a subsequent director. Beginning December 31, 2009 all subsequent mayoral appointments shall require approval of the Board of Aldermen.

The Board of Directors may remove a director only for Cause. A director may be removed only at a meeting of the Board called for the purpose of removing the director, and the meeting notice must state that the purpose or one of the purposes, of the meeting is the removal of the director. A director may be removed only upon the affirmative vote of at least two-thirds of the Board.

The terms of directors shall be so arranged such that less than one-half of such terms of directors shall expire within any one calendar year.

D. Term of Office.

Except for the initial terms of the initial directors, the term of office of directors shall be for three (3) years, commencing on January 1 of the first year of the term and expiring on December 31 of the third year of the term.

The initial term of office of each of the initial directors of the Authority shall commence on the Effective Date and shall expire on December 31, 2009, December 31, 2010 or December 31, 2011, as set forth on Exhibit A attached hereto. Upon the expiration of each initial term of office for each of the initial directors, a new term of office of three (3) years shall commence for each subsequent director appointed.

E. The formation of the Board of Directors shall comply with all other applicable state and local laws, as may be applicable.

Section VI. Authorization of Director of Public Works.

The Director of Public Works of the City is hereby appointed and authorized to serve as the Executive Director, or such other title as may be given to the chief executive, of the Authority.

Section VII. Disposition and Transfer of Assets.

The sale or lease of the Solid Waste Assets to the Authority is hereby approved, and the Mayor and the Controller are hereby empowered, authorized and directed to negotiate, execute and deliver, on behalf of the City, the Asset Transfer Agreement and to approve all terms and conditions for the transfer of the Solid Waste Assets by sale or lease, and any and all other agreements, documents and instruments related thereto, and to perform any and all acts necessary or appropriate to effectuate the disposition and transfer of the Solid Waste Assets by sale or lease to the Authority, all as shall be determined to be in the best interests of the City. Prior to the execution of the Asset Transfer Agreement and the transfer of the Solid Waste Assets to the Authority, (i) the proposed transfer of the Solid Waste Assets shall have been approved by the City Plan Commission of the City, and (ii) all notice and public hearing requirements shall have been complied with, including, without limitation CGS Section 7-163e.

Section VIII. Financing.

A. The issuance of not exceeding \$10,500,000 of bonds by the Authority is hereby approved (the "Bonds"). The proceeds of the Bonds shall be used by the Authority for the purchase or lease of the Solid Waste Assets and for the development and improvement of the Solid Waste Assets (the "Project"), including any and all costs of the Project authorized to be paid under the provisions of CGS Section 7-273aa(a)(5). The Bonds shall be

secured by and payable from (i) its revenues generally, (ii) a pledge of revenues to be derived from the operation of the Solid Waste Assets, (iii) a mortgage covering all or any part of the Solid Waste Assets, (iv) a pledge of any lease of the Solid Waste Assets or of any long-term agreements with the City for the disposal of solid waste and recyclables or (v) by any other revenues, receipts, funds or moneys of the Authority, as determined by the Authority. The Authority may pledge and agree with the owners of the Bonds and persons who may enter into contracts with the Authority related to the issuance of the Bonds that it will not limit or alter the rights thereby vested in such bond owners, or any contracting party, until the Bonds, together with interest thereon, are fully met and discharged and such contracts are fully performed. The Authority is further authorized and empowered to determine the form of the Bonds, including provisions as to registration thereof, their date, the dates of principal and interest payments, the rate or rates of interest payable thereon, the manner of issuance and sale and by whom the Bonds shall be signed and countersigned and all other details and particulars thereof. The Bonds may bear interest includable in gross income for federal tax purposes if determined by the Authority to be in the public interest.

B. The Mayor and the Controller of the City are expressly empowered and authorized to enter into long-term contracts or agreements with the Authority for the disposal of solid waste and recyclables and to make payments of fees or charges therefor based on a percentage of actual or projected tonnage or such other formula as such contract or agreement shall provide. Any such contract or agreement may require the continuation of such payments by the City whether or not the agreed services are being provided, but only until all of the Bonds have been paid or provided for, and the inclusion of such a requirement in any agreement or contract entered into pursuant to this Ordinance is hereby approved in accordance with the provisions of CGS Section 7-273ee(d). Any such contracts or agreements entered into by the City under the authority of this Section are deemed approved and shall be valid, binding and enforceable against the City and may be pledged as additional security for the payment of the principal of and interest on the Bonds.

C. The Authority shall dedicate funds from its revenue to advance and promote activities by the authority or to engage the public that would result in the diversion of solid waste through but not limited to public outreach campaigns, school based recycling education programs or recycling incentive programs; activities and community efforts to protect the Quinnipiac River and the wetlands adjacent to the transfer station.

Section IX. Other Ordinances and Repealer.

A. Sections 120-1 through 120-18 and Sections 120-41 through 120-50 of the Code of Ordinances of the City of New Haven (the "Code") and any other ordinances in the Code that pertain to solid waste and recycling shall, for the purposes of this Section IX, be referred to as the "Solid Waste Ordinances". The Authority is hereby expressly empowered and authorized to administer and/or enforce the Solid Waste Ordinances to the extent necessary to effectuate this Ordinance and to the extent of the Authority's powers as set forth in this Ordinance, and provided that there shall at all relevant times be a furtherance of the purpose for which the Authority has been created. Nothing herein gives the Authority sole and exclusive control over the administration and/or enforcement of all of the Solid Waste Ordinances. To the extent that the Authority adopts regulations or rules that conflict with the Solid Waste Ordinances, the Solid Waste Ordinances shall govern.

B. This Ordinance shall supersede and replace ordinances of the City in existence to the extent that they are inconsistent with this Ordinance.

Section X. Flow Control.

The City hereby agrees to adopt and maintain an ordinance, to the extent lawful pursuant to the CGS and all other applicable law, for the purpose of designating an area or areas where all solid waste generated within the boundaries of the City shall be disposed.

Section XI. Dissolution.

The City retains the right to dissolve the Authority. Upon dissolution, the City agrees to assume, or satisfy, the liabilities and outstanding obligations of the Authority, including without limitation, the Bonds and all of the Authority's interest in all assets of the Authority shall be transferred to and vest in the City.

Section XII. Severability.

The invalidity of any one or more of the words, phrases, sentences, clauses, sections or subsections contained in this Ordinance shall not affect the enforceability of the remaining portions of this Ordinance or any part hereof, and, if any one or more of the words, phrases, sentences, clauses, sections or subsections contained in this Ordinance shall be declared invalid by a court of competent jurisdiction, this Ordinance shall be construed to most closely effectuate the intentions of the City and the remainder of the Ordinance shall be valid and effective.

Section XIII. Effective Date.

This Ordinance shall take effect the later of one week following its enactment or following publication in accordance with Section 41 of the Code.

Section XIV. Reauthorization.

The Authority shall report, in writing and in person, its operational results, practices and policies to the Board of Aldermen of the City of New Haven on an annual basis.

Commencing with the 3rd anniversary of the enactment of this Ordinance, and on a triennial basis thereafter the Board of Aldermen of the City of New Haven shall review the operational results of the Authority for the preceding three-year period in addition to the authority's practices and policies to determine if the Authority's actions and results remain in the best interest of the City of New Haven and its taxpayers.

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Exhibit A.

Municipal Solid Waste and Recycling Authority

Initial Directors

Name	Address	Term of Office (Date Ending)
Director2	Gerald M. Antunes 195 Weybosset Street New Haven, CT 06513	12/31/09
Director1	Anika Singh6 Eld Street New Haven, CT 06511	12/31/09
Director1	Donald Walker 1643 Ella Grasso Blvd. New Haven, CT 06511	12/31/10
Director1	Joe Dolan 246 Summit Street, New haven, CT 06513	12/31/10
Director1	Kostantine Drakonakis 15 Colonial Place New Haven 06515	12/31/11
Director1		12/31/11
Director1		12/31/11

1 Appointment by Mayor

2 Appointment by Board of Aldermen

..body

BYLAWS

OF

THE NEW HAVEN SOLID WASTE AND RECYCLING AUTHORITY

Adopted: March 24, 2008

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BYLAWS
OF
THE NEW HAVEN SOLID WASTE AND RECYCLING AUTHORITY
(the "Authority")
Article I. General

Section 1.1 Purpose. These Bylaws supplement and implement certain provisions of the Ordinance and the Statutes.

Section 1.1.A Mission Statement for the Municipal Solid Waste and Recycling Authority
The Municipal Solid Waste and Recycling Authority is an agency dedicated to achieving the most environmentally sound solid waste management and resource conservation program for the people of New Haven and the surrounding communities. Within this context, the Agency is committed to achieving an increased diversion goal, with progressive benchmarks, and promoting sustainable consumption and disposal patterns.

To achieve this goal, the Agency will operate under the following hierarchy in order of priority:

- Source Reduction (avoiding the creation of waste)
- Recycling and Composting
- Environmentally safe transformation or land disposal

In achieving this goal, the Agency will:

- Provide strategic planning, research, education and technical assistance to the public, businesses and local governments.
- Initiate innovative programs and facilities to maximize waste prevention, recycling and economic development opportunities.
- Serve as a pro-active public policy advocate for long term solutions to our challenges.
- Partner with organizations with compatible goals.

Section 1.2. Offices of the Authority. The initial principal office of the Authority is as stated in the Ordinance. The Board shall have the power to change the location of the principal office, in accordance with applicable law, from time to time, and to designate such additional offices as it shall determine in its discretion.

Section 1.3. Definitions. For purposes of these Bylaws, each of the following terms shall have the

respective meanings set forth below:

"Authority" shall mean the New Haven Solid Waste and Recycling Authority.

"Board" shall mean the Board of Directors of the Authority.

"Cause" shall mean (a) conviction of a felony (other than a felony resulting from a traffic violation); (b) commission of an act of material fraud or embezzlement against the Authority; or (c) with respect to a Director, willful failure to comply with the obligations set forth in Section 6.2 of these Bylaws.

"CGS" shall mean the General Statutes of the State of Connecticut, Revision of 1958, as amended.

"Director(s)" shall mean an appointed member of the Board.

"Effective Date" shall mean the date upon which the Ordinance becomes effective.

"Municipality" shall have the meaning set forth in CGS Section 7-273aa(a)(2).

"New Haven" shall mean the City of New Haven, Connecticut.

"Ordinance" shall mean that certain Ordinance creating the New Haven Solid Waste and Recycling Authority adopted by the City of New Haven and as amended from time to time.

"Person" shall mean any individual, corporation, limited liability company, partnership, sole proprietor, business, entity, organization, trust, government or political subdivision thereof.

"Solid Waste Ordinances" shall mean those certain solid waste ordinances of the Authority as in effect and as amended from time to time.

"State" shall mean the State of Connecticut.

"Statutes" shall mean collectively CGS Chapter 103b, as amended or repealed from time to time hereafter, or any successor statutes thereto.

Article II. Board of Directors

Section 2.1. Authority and Composition. All powers of the Authority shall be exercised by or under the authority of, and the activities and affairs of the Authority shall be managed under the direction of, the Board, subject to any limitation set forth in the Ordinance.

Section 2.2. Number. The Authority shall have seven (7) Directors, each of whom shall have one vote. The Directors shall be appointed in accordance with the Ordinance.

Section 2.3. Terms. Directors shall be appointed for three-year staggered terms as further provided in the Ordinance.

Section 2.4. Eligibility Requirements for Directors. Eligible persons for the position of Director shall be at least eighteen (18) years of age and reside in New Haven. Eligible persons for the position of Director must also have training in civil or sanitary engineering, have training or experience in finance, accounting or legal matters, or be knowledgeable regarding matters involving the environment or the handling of solid waste or recycling.

Section 2.5. Resignation and Removal of Directors. A Director may resign at any time by delivering notice to the Authority. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Authority accepts the future effective date, the pending vacancy may be filled before the effective date pursuant to Section 2.6 of these Bylaws. A Director's resignation does not affect the Authority's contract rights, if any, with the Director. The Board may remove a Director only for Cause. A Director may be removed only at a meeting of the Board called for the purpose of removing the Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. A Director may be removed only upon the affirmative vote of at least two-thirds of the Board.

Section 2.6. Vacancy. When a vacancy occurs on the Board, the vacancy shall be filled in accordance with the Ordinance. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

Section 2.7. Committees. The Board may from time to time create one or more Committees of the Board and appoint members of the Board to serve on them. Each Committee of the Board shall have three (3) or more members who serve at the pleasure of the Board. All provisions in the Ordinance, these Bylaws or the Statutes that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, shall apply to Committees of the Board and their members. To the extent specified by the Board, a Committee of the Board may exercise the authority of the Board; provided that a Committee of the Board may not: (i) fill vacancies on any Board committee; (ii) amend the Ordinance; (iii) adopt, amend or repeal Bylaws; (iv) approve a sale, lease, exchange or other disposition of all or substantially all of the property of the Authority; or (v) approve a proposal to dissolve the Authority. The Board may also appoint persons who are not Directors to serve in an advisory non-voting capacity on any Committee of the Board.

Section 2.8. Chairman of the Board. The Authority shall have a Chairman of the Board who shall be a Director of the Authority and who shall be elected by a majority of the Directors at the first regular meeting of

the Board in each calendar year; provided, however, that the initial Chairman shall be elected at the first special meeting of the Board following adoption of the Ordinance. The Chairman of the Board shall preside at all meetings of the Board at which he or she shall be present and shall have and may exercise such powers as may, from time to time, be assigned to him or her by the Board and as may be provided by law.

Section 2.9. Vice Chairman of the Board. The Authority shall have a Vice Chairman of the Board who shall be a Director of the Authority and who shall be elected by a majority of the Directors. The Vice Chairman of the Board shall, in the absence of the Chairman of the Board, perform the duties of the Chairman of the Board and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairman of the Board.

Section 2.10. Meetings. The Board shall hold regular meetings no less frequently than on a monthly basis at the principal office of the Authority, at the time and on the days established by the Board. A schedule of the dates and times of regular Board meetings shall be determined by the Board on an annual basis for the ensuing year and shall be filed in the principal office of the Authority no later than January 31st of each year, and no such meeting shall be held sooner than thirty (30) days after such schedule has been filed. Special meetings of the Board shall be held when called by the Chairman on the Chairman's own initiative, or when requested by at least two (2) of the Directors. Special meetings shall be held at such time and location as the Chairman shall specify when calling a meeting. The Board may permit any or all Directors to participate in a meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

At all meetings of the Board the following order of business shall be observed, as far as it is consistent with the purpose of the meeting and applicable law, provided, however, at any such meeting any or all of the items (b) through (f) may be dispensed with or their order changed at the discretion of the Chairman:

- (a) Reading and approval of the minutes of the previous meeting.
- (b) Reports of officers.
- (c) Reports of committees and staff.
- (d) Unfinished business.
- (e) New business.
- (f) Call to Public.
- (g) Adjournment.

Section 2.11 Notice of Meetings. Regular meetings of the Board shall be held on the dates and at the time and place specified in the annual schedule of meetings filed as set forth in Section 2.10 above. The agenda of each regular meeting shall be available to the public and shall be filed, not less than twenty-four (24) hours before the meeting to which it refers, in the principal office of the Authority. An agenda item may be included in the agenda of a regular meeting of the Board by a petition signed by no less than 100 residents of the City of New Haven. Said petition shall be presented to the Chairman of the Board for validation of signature and addresses not less than fifteen (15) days before the regular meeting to which it refers and each page of the petition shall contain a statement, signed under penalties of false statement, by the customer of the Authority who circulated the petition, setting forth such circulator's name and address, and stating that each person whose name appears on said page signed the same in person in the presence of such circulator, that the circulator either knows each such signer or that the signer satisfactorily identified himself to the circulator and that all the signatures on said page were obtained not earlier than 30 days prior to the filing of said petition. Any page of a petition which does not contain such a statement by the circulator shall be invalid. Any such agenda item included in such petition shall reasonably relate to the operations of the Authority or to the protection of the public health of the customers of the Authority or to the protection of the environment as it relates to compliance by the Authority with applicable state and federal regulations; provided, however, no more than two agenda items pursuant to such petitions shall be included in any one regular meeting of the Board. Upon the affirmative vote of two-thirds of the Directors present and voting, any subsequent business not included in the filed agenda may be considered and acted upon at such meeting, provided, however, that unless stated in the filed agenda for the meeting, no Bylaw may be brought up for adoption, amendment or repeal. A notice describing the time, place and purpose of any special meetings of the Board shall be filed in the principal office of the Authority not less than twenty-four (24) hours before the time of the special meeting, and notice shall be delivered to all Directors at their usual place of abode prior to such special meeting. For purposes of this Section 2.11, notice shall be deemed given to a Director on the day such notice is deposited (postage-prepaid and addressed to the Director's current addresses of record) with the U.S. mail or hand-delivered to such Director. Notwithstanding the foregoing, the Board may also hold emergency special meetings as set forth in and pursuant to the terms and conditions of CGS Section 1-225(d).

Section 2.12. Waiver of Notice. A Director may waive any required notice of a meeting pursuant to CGS Section 1-225(d).

Section 2.13. Quorum and Voting. A quorum of the Board shall consist of a majority of the number of Directors fixed from time to time in accordance with these Bylaws and the Ordinance. Once a Director is represented at a meeting for any purpose, he or she is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new date is or must be set for that adjourned meeting. If a quorum is present when a vote is taken, action on a matter is approved upon the affirmative vote of a majority of the number of Directors fixed from time to time in accordance with these Bylaws and the Ordinance, unless otherwise provided herein or in the Statutes. A Director who is present at a meeting of the Board or a Committee of the Board when action is taken is deemed to have assented to the action taken unless: (i) the Director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting business at it; (ii) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Authority immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken or to a Director not present at the meeting.

Section 2.14. Executive Session. In accordance with CGS Section 1-225 or any successor statute thereto, the Board may hold an executive session, as defined and for the reasons set forth in CGS Section 1-200(6) or any successor statute thereto, upon an affirmative vote of two-thirds of the Directors present and voting or such lesser number as allowed by applicable law, taken at a regular or special meeting of the Board and stating the reasons for such executive session.

Section 2.15. Compensation. The directors shall serve without compensation.

Article III. Officers

Section 3.1. Appointment. The Board shall appoint and employ such officers as it may deem to be in the interests of the Authority and shall define the powers and duties of all such officers. All such officers, employees and agents shall be subject to the orders of the Board and serve at its discretion. Unless the Board determines otherwise, the Authority's officers shall consist of an Executive Director, Secretary and Treasurer, who shall have the authority and responsibilities set forth in these Bylaws. No person may simultaneously hold multiple offices. The Executive Director shall be an "at will" employee of the Authority who shall be appointed by the Board and shall hold his or her office until the earlier of his or her resignation or removal and replacement by the Board pursuant to Section 3.5 hereof. The Treasurer and the Secretary shall be appointed by the Board annually at the first regular meeting of the Board in each calendar year. The Secretary and Treasurer of the Authority shall hold office until their successors are chosen and qualify, or except as otherwise contemplated by Section 3.5 hereof. The act of appointment of an officer does not in and of itself create contract rights for the officer or the Authority.

Section 3.2. Executive Director. The Executive Director shall be the chief executive officer of the Authority, subject to the control and direction of the Board. The Executive Director shall oversee all of the activities and affairs of the Authority. The Executive Director may sign any contract or other instrument which the Board has authorized, unless the execution thereof shall be expressly delegated by the Board or by these Bylaws or applicable law to another officer. The Executive Director may or may not be an employee of the Authority and shall not be a Director. The Executive Director, if an employee of the Authority, shall receive annual compensation in an amount to be determined by the Board.

Section 3.3. Secretary. The Secretary shall prepare and keep the minutes of the meetings of the Board, see that all notices are duly given, be custodian of the records of the Authority, and execute certificates authenticating the records of the Authority, and corporate documents or actions taken by the Board, any officer or any representative of the Authority. Such authentications shall constitute, as to all persons who rely thereon in good faith, conclusive evidence of such action. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Director or by the Board. The Secretary may, but need not, be a member of the Board. The Secretary shall be entitled to such compensation as may be authorized by the Board.

Section 3.4. Treasurer. The Treasurer shall be responsible for collecting and managing all funds and securities of the Authority and shall deposit all funds and securities in the name of the Authority in such banks, trust companies or other depositories as shall be selected by the Board and in accordance with applicable law. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Executive Director or by the Board. The Treasurer may, but need not, be a member of the Board. The Treasurer shall be entitled to such compensation as may be authorized by the Board.

Section 3.5. Resignation and Removal. An officer may resign at any time by delivering notice to the Authority. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Authority accepts the future effective date, the

Board may fill the pending vacancy before the effective date, provided that the successor is not permitted to take office until the effective date. An officer's resignation does not affect the Authority's contract rights, if any, with the officer. The Board may remove any officer at any time with or without Cause by the affirmative vote of a majority of the entire Board. An officer's removal does not affect the officer's contract rights, if any, with the Authority. Any vacancy occurring in any office of the Authority shall be filled by the Board.

Article XIV. Indemnification and Limitation of Liability

Section 4.1. Indemnification. The Authority shall, to the extent allowed by applicable law, protect, save harmless and indemnify its Directors, officers and employees from financial loss and expense, including legal fees and costs, if any, arising out of any claim, demand, suit or judgment by reason of alleged negligence or alleged deprivation of any person's civil rights or any other act or omission resulting in damage or injury, if the Director, officer or employee is found to have been acting in the discharge of his or her duties or within the scope of his or her office or employment and such act or omission is not found to have been wanton, reckless, willful or malicious.

Article V. Termination

Section 5.1. Termination of Authority. The Authority and its corporate existence shall continue until terminated by law or dissolved pursuant to the Ordinance.

Article VI. Miscellaneous

Section 6.1. Fiscal Year. The fiscal year of the Authority shall commence on July first of each year and continue to and including June thirtieth of the next succeeding year.

Section 6.2. Duality of Interest. Each Director shall disclose to the Board immediately upon appointment or election and thereafter annually (or sooner if a duality of interest should sooner arise), any duality of interest involving him or her, including persons related to him or her and any ownership of any voting power or profits or beneficial interest of any other entity. No member of the Board shall vote on any matter which would have a material financial effect upon such Director, a person closely related to such Director, or upon an entity with respect to which such Director has an employment relationship, beneficial interest or other significant financial relationship or upon his or her business. Any such financial effect shall be disclosed prior to the commencement of deliberations on such matter and any disclosing Director shall not participate in the deliberation or vote on such matter.

Section 6.3. Checks. All checks or demands for money and notes of the Authority shall be signed by such one or more officers and such other persons as are designated by resolution of the Board.

Section 6.4. Annual Budget. The Executive Director and/or Treasurer shall submit an annual budget to the Board at a meeting of the Board, which budget may be adopted by a two-thirds vote of the Board. Prior to the adoption of each annual budget the authority shall hold a public hearing on the proposed budget. The Executive Director shall further comply with all obligations set forth in the Statutes.

The Authority shall dedicate funds from its revenue to advance and promote activities by the authority or to engage the public that would result in the diversion of solid waste through but not limited to public outreach campaigns, school based recycling education programs or recycling incentive programs; activities and community efforts to protect the Quinnipiac River and the wetlands adjacent to the transfer station.

Section 6.5. Nondiscrimination. No Authority asset shall be used in the furtherance of any discriminatory practice, nor shall the Authority become a party to any agreement, arrangement or plan which has the effect of sanctioning discriminatory practices nor shall the Authority otherwise employ or encourage any discriminatory practices. The Authority shall include nondiscrimination and affirmative action provisions in every contract to which it is a party in accordance with CGS Section 4a-60 and CGS Section 4a-60a, or any successor statutes thereto.

Section 6.6. Filing of Bylaws. A copy of all Bylaws of the Authority, and any amendments thereto, duly certified, shall be filed in the offices of the Authority and at any additional or other location required pursuant to the CGS.

Section 6.7. Severability. The invalidity of any one or more of the words, phrases, sentences, clauses, sections or subsections contained in these Bylaws shall not affect the enforceability of the remaining portions of these Bylaws or any part hereof, and, if any one or more of the words, phrases, sentences, clauses, sections or subsections contained in these Bylaws shall be declared invalid by a court of competent jurisdiction, these Bylaws shall be construed to most closely effectuate the intentions of the Authority, the Ordinance and the Statutes and the remainder of these Bylaws shall be valid and effective.

Section 6.8. Rules of Order. In conducting any meeting of the Board or of any committee of the Board, the Board and the committee members, as applicable, may rely upon Robert's Rules of Order for any matter not otherwise set forth herein or established by applicable law.

Article VII. Amendment

Section 7.1. Amendment. The Board may amend or repeal the Authority's Bylaws by the affirmative vote

of no less than two-thirds of the entire Board.

Exhibit A.

Municipal Solid Waste and Recycling Authority

Initial Directors

	Name	Address	Term of Office (Date Ending)
Director2	Gerald M. Antunes	195 Weybosset Street New Haven, CT 06513	12/31/09
Director1	Anika Singh	6 Eld Street New Haven, CT 06511	12/31/09
Director1	Donald Walker	1643 Ella Grasso Blvd. New Haven, CT 06511	12/31/10
Director1	Joe Dolan	246 Summit Street, New haven, CT 06513	12/31/10
Director1	Kostantine Drakonakis	15 Colonial Place New Haven 06515	12/31/11
Director1		12/31/11	
Director1		12/31/11	

1 Appointment by Mayor

2 Appointment by Board of Aldermen

City of New Haven

Signature

Ordinance: OR-08-0011

165 Church Street
New Haven, CT 06510
(203) 946-6483 (phone)
(203) 946-7476 (fax)
cityofnewhaven.com

File Number: OR-08-0011

Exhibit A.

Municipal Solid Waste and Recycling Authority

Initial Directors

Name Address Term of Office (Date Ending)

Director2 Gerald M. Antunes 195 Weybosset Street New Haven, CT 06513 12/31/09

Director1 Anika Singh 6 Eld Street New Haven, CT 06511 12/31/09

Director1 Donald Walker 1643 Ella Grasso Blvd. New Haven, CT 06511 12/31/10

Director1 Joe Dolan 246 Summit Street, New haven, CT 06513 12/31/10

Director1 Kostantine Drakonakis 15 Colonial Place New Haven 06515 12/31/11

Director1 12/31/11

Director1 12/31/11

1 Appointment by Mayor

2 Appointment by Board of Aldermen

No final action has been taken for this legislative file.

Attest




City Clerk

Date

4-7-08

Signed

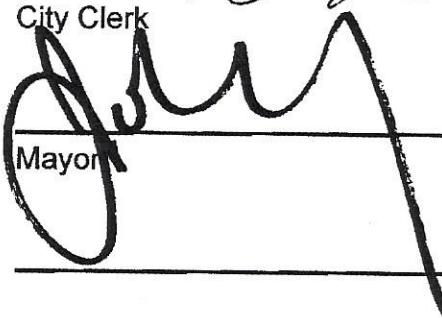


City Clerk

Date

4/25/08

Signed



Mayor

Date

4/29/08

Alternate Signature 1

Date



**CITY OF NEW HAVEN
BOARD OF ALDERMEN**

Alexander Rhodden
Alderman, 13th Ward

345 Summit Street
New Haven, CT 06513-4107

Chair
Public Safety Committee
Member

City Services and Environmental Policy Committee
Finance Committee
Emergency Management Advisory Council

Telephone: (203) 469-2141
E-mail: ward13@newhavenct.net

April 7, 2008

Hon. Carl Goldfield
President
Board of Aldermen
165 Church Street
New Haven, CT 06510-2010

Dear Alderman Goldfield:

Please find attached a motion to amend the Solid Waste Authority Ordinance of the New Haven Board Of Aldermen to create the New Haven Solid Waste Authority and its Board Of Directors pursuant to Connecticut General Statutes 7-273aa To 7-273oo, Inclusive, and, 103b, and concurrently transferring and/or repealing all Ordinances relating to Solid Waste and Recycling including but not limited to Sections 120-1 through 120-18 and Sections 120-41 through 120-50 of the Code Of Ordinances of the City of New Haven adopted By The Board Of Aldermen On March 24, 2008.

The amendment simply deletes the current Section XIV. Reauthorization and replaces the existing language in Section XIV with new language as follows:

XIV. Review

The Authority shall report, in writing and in person, its operational results, practices and policies to the Board of Aldermen of the City of New Haven on an annual basis.

Commencing with the 3rd anniversary of the enactment of this Ordinance, and on a triennial basis thereafter the Board of Aldermen of the City of New Haven shall review the operational results of the Authority for the preceding three-year period in addition to the authority's practices and policies to determine if the Authority's actions and results remain in the best interest of the City of New Haven and its taxpayers.

Sincerely,

Alexander Rhodden
Hon. Alexander Rhodden
Ward 13, Alderman

CHECK LIST FOR ALDERMANIC SUBMISSIONS

- | | |
|-------------------------------------|---|
| <input checked="" type="checkbox"/> | Cover Letter |
| <input checked="" type="checkbox"/> | Resolutions/ Orders/ Ordinances |
| <input checked="" type="checkbox"/> | Prior Notification Form |
| <input checked="" type="checkbox"/> | Fiscal Impact Statement - Should include comprehensive budget |
| <input checked="" type="checkbox"/> | Supporting Documentation |
| <input checked="" type="checkbox"/> | Disk or E-mailed Cover letter & Order |

IN ADDITION IF A GRANT:

- | | |
|--------------------------|--|
| <input type="checkbox"/> | Notice of Intent |
| <input type="checkbox"/> | Grant Summary |
| <input type="checkbox"/> | Executive Summary (not longer than 5 pages without an explanation) |

Date Submitted: 4/4/08

Meeting Submitted For: 4/7/08

Regular or Suspension Agenda: Suspension

Submitted By: Mayor's Office

Title of Legislation:

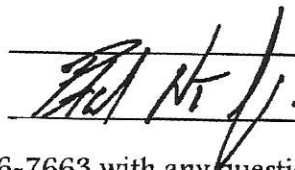
Order to Amend the ORDINANCE OF THE NEW HAVEN BOARD OF ALDERMEN TO CREATE THE NEW HAVEN SOLID WASTE AUTHORITY AND ITS BOARD OF DIRECTORS PURSUANT TO CONNECTICUT GENERAL STATUTES 7-273AA TO 7-273OO, INCLUSIVE, AND, 103B, AND CONCURRENTLY TRANSFERRING AND/OR REPEALING ALL ORDINANCES RELATING TO SOLID WASTE AND RECYCLING INCLUDING BUT NOT LIMITED TO SECTIONS 120-1 THROUGH 120-18 AND SECTIONS 120-41 THROUGH 120-50 OF THE CODE OF ORDINANCES OF THE CITY OF NEW HAVEN.

Comments: (explain need for UC here)

Coordinator's Signature: _____

Controller's Signature (if grant): _____

Mayor's Office Signature: _____



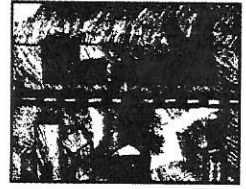
Call Paul Nunez at 946-7663 with any questions.

OFFICE OF THE MAYOR

165 CHURCH STREET • NEW HAVEN • CONNECTICUT 06510



JOHN DESTEFANO, JR.
Mayor



*The vision of New Haven's children
is our city's greatest resource**

April 4, 2008

The Honorable Carl Goldfield
President, New Haven Board of Aldermen
City of New Haven
165 Church Street
New Haven, CT 06510

Dear Alderman Goldfield:

The Office of the Mayor respectfully submits an Order to Amend the ORDINANCE OF THE NEW HAVEN BOARD OF ALDERMEN TO CREATE THE NEW HAVEN SOLID WASTE AUTHORITY AND ITS BOARD OF DIRECTORS PURSUANT TO CONNECTICUT GENERAL STATUTES 7-273AA TO 7-273OO, INCLUSIVE, AND, 103B, AND CONCURRENTLY TRANSFERRING AND/OR REPEALING ALL ORDINANCES RELATING TO SOLID WASTE AND RECYCLING INCLUDING BUT NOT LIMITED TO SECTIONS 120-1 THROUGH 120-18 AND SECTIONS 120-41 THROUGH 120-50 OF THE CODE OF ORDINANCES OF THE CITY OF NEW HAVEN.

The order looks to keep the spirit of an amendment made to the above referenced ordinance during the deliberation on March 24th, 2008. The initial amendment as passed would make the already difficult task of selling bonds associated with the creation of the transfer station authority impossible. Subsequent conversations with aldermanic leadership and other members of the Board of Aldermen have allowed us to reach compromise language. This language echoes the sentiment the proponent and of the Board of Aldermen to have ample, timely review of the progress of the Solid Waste and Recycling authority through the formal aldermanic process.

This process exemplifies how the two branches of New Haven government work together to achieve common goals.

Sincerely,

Paul Nunez, Jr
Deputy Chief of Staff, Mayor's Office



phone 203.946.8200 fax 203.946.7683

**This creative impression is the work of Shayna Smith, a student at Wexler-Grant School.*

Order to Amend the ORDINANCE OF THE NEW HAVEN BOARD OF ALDERMEN TO CREATE THE NEW HAVEN SOLID WASTE AUTHORITY AND ITS BOARD OF DIRECTORS PURSUANT TO CONNECTICUT GENERAL STATUTES 7-273AA TO 7-273OO, INCLUSIVE, AND, 103B, AND CONCURRENTLY TRANSFERRING AND/OR REPEALING ALL ORDINANCES RELATING TO SOLID WASTE AND RECYCLING INCLUDING BUT NOT LIMITED TO SECTIONS 120-1 THROUGH 120-18 AND SECTIONS 120-41 THROUGH 120-50 OF THE CODE OF ORDINANCES OF THE CITY OF NEW HAVEN

Be it ordered that the Section XIV the Ordinance as approved by the Board of Aldermen on March 24, 2008 is to be removed and amended as follows:

XIV. Review

The Authority shall report, in writing and in person, its operational results, practices and policies to the Board of Aldermen of the City of New Haven on an annual basis.

Commencing with the 3rd anniversary of the enactment of this Ordinance, and on a triennial basis thereafter the Board of Aldermen of the City of New Haven shall review the operational results of the Authority for the preceding three-year period in addition to the authority's practices and policies to determine if the Authority's actions and results remain in the best interest of the City of New Haven and its taxpayers.

PRIOR NOTIFICATION FORM

NOTICE OF MATTER TO BE SUBMITTED TO THE BOARD OF ALDERMEN

TO (list applicable aldermen/women): All

WARD # ALL

DATE:

FROM: Department/Office Mayor's Office
Person Paul Nunez Telephone 946-7665

This is to inform you that the following matter affecting your ward(s) will be submitted to the Board of Aldermen in the near future:

Order to Amend the ORDINANCE OF THE NEW HAVEN BOARD OF ALDERMEN TO CREATE THE NEW HAVEN SOLID WASTE AUTHORITY AND ITS BOARD OF DIRECTORS PURSUANT TO CONNECTICUT GENERAL STATUTES 7-273AA TO 7-273OO, INCLUSIVE, AND, 103B, AND CONCURRENTLY TRANSFERRING AND/OR REPEALING ALL ORDINANCES RELATING TO SOLID WASTE AND RECYCLING INCLUDING BUT NOT LIMITED TO SECTIONS 120-1 THROUGH 120-18 AND SECTIONS 120-41 THROUGH 120-50 OF THE CODE OF ORDINANCES OF THE CITY OF NEW HAVEN.

Check one if this an appointment to a commission

☐ Democrat

☐ Republican

☐ Unaffiliated/Independent/Other _____

INSTRUCTIONS TO DEPARTMENTS

1. Departments are responsible for sending this form to the alderperson(s) affected by the item.
2. This form must be sent (or delivered) directly to the alderperson(s) **before** it is submitted to the Legislative Services Office for the Board of Aldermen agenda.
3. The date entry must be completed with the date this form was sent the alderperson(s).
4. Copies to: alderperson(s); sponsoring department; attached to submission to Board of Aldermen.

Item 13

BOARD OF ALDERMEN MEETING ROLL CALL SHEET

2008-2009

4-22-2008

NAME	YES	NO	ABSTAIN	PASS	ABSENT
1. RACHEL B. PLATTUS	✓				
2. GINA L. CALDER					✓
3. JACQUELINE JAMES	✓				
4. ANDREA JACKSON-BROOKS	✓				
5. JORGE PEREZ	✓				
6. DOLORES COLON	✓				
7. FRANCES T. CLARK	✓				
8. MICHAEL B. SMART	✓				
9. ROLAND LEMAR	✓				
10. ALLAN P. BRISON	✓				
11. ROBERT LEE	✓				
12. GERALD M. ANTUNES	✓				
13. ALEXANDER RHODEEN					✓
14. ERIN STURGIS-PASCALE	✓				
15. JOSEPH E. RODRIGUEZ	✓				
16. MIGDALIA CASTRO	✓				
17. ALPHONSE PAOLILLO, JR.	✓				
18. ARLENE DePINO	✓				
19. ALFREDA EDWARDS	✓				
20. CHARLES A. BLANGO	✓				
21. KATRINA D. JONES	✓				
22. GREGORY MOREHEAD	✓				
23. YUSUF I. SHAH					✓
24. ELIZABETH McCORMACK					✓
25. INA L. SILVERMAN	✓				
26. SERGIO RODRIGUEZ					✓
27. THOMAS LEHTONEN	✓				
28. MORDECHAI SANDMAN	✓				
29. CARL GOLDFIELD	✓				
30. MICHELLE EDMONDS SEPULVEDA	✓				
TOTALS	25				5

Item Passes

AN ORDINANCE CREATING THE NEW HAVEN SOLID WASTE AND RECYCLING AUTHORITY

Section I. Statement of Purpose.

A. The New Haven Solid Waste and Recycling Authority (the "Authority") is created as a municipal resource recovery authority pursuant to CGS Sections 7-273aa to 7-273oo, inclusive. The Authority is a public body politic and corporate of the state, and is a political subdivision of the state established and created for the performance of the essential public and governmental function of furthering the health, safety and welfare of the residents of the City of New Haven, Connecticut (the "City") by exercising supervision and control over the administration of solid waste in the City, including but not limited to the existing New Haven transfer station and recycling facility which currently exists in the City.

B. Mission Statement for the Municipal Solid Waste and Recycling Authority

The Municipal Solid Waste and Recycling Authority is an agency dedicated to achieving the most environmentally sound solid waste management and resource conservation program for the people of New Haven and the surrounding communities. Within this context, the Agency is committed to achieving an increased diversion goal, with progressive benchmarks, and promoting sustainable consumption and disposal patterns.

To achieve this goal, the Agency will operate under the following hierarchy in order of priority:

- Source Reduction (avoiding the creation of waste)
- Recycling and Composting
- Environmentally safe transformation or land disposal

In achieving this goal, the Agency will:

- Provide strategic planning, research, education and technical assistance to the public, businesses and local governments.
- Initiate innovative programs and facilities to maximize waste prevention, recycling and economic development opportunities.
- Serve as a pro-active public policy advocate for long term solutions to our challenges.
- Partner with organizations with compatible goals.

Section II. Definitions.

For purposes of this Ordinance, each of the following terms shall have the meaning set forth below:

"Asset Transfer Agreement" shall mean an agreement by and between the City and the Authority which shall set forth the terms and conditions of the disposition by the City to the Authority by sale or lease of the Solid Waste Assets.

"Authority" shall mean the New Haven Solid Waste and Recycling Authority established pursuant to this Ordinance.

"Bylaws" shall mean the rules and regulations that, subject to statutory law and the articles of incorporation, govern the business and conduct of the affairs of the Authority.

"Cause" shall mean (a) conviction of a felony (other than a felony resulting from a traffic violation); (b) commission of an act of material fraud or embezzlement against the Authority; or (c) with respect to a director, willful failure to comply with the obligations set forth in the Bylaws relating to duality of interest.

"CGS" shall mean the General Statutes of Connecticut, Revision of 1958, as amended.

"City" shall mean the City of New Haven, Connecticut.

"Effective Date" shall mean the date upon which this Ordinance becomes effective.

"Mayor" shall mean the mayor of the City of New Haven.

"Solid Waste Assets" shall mean such real and personal property utilized for solid waste and recycling, located at 256 Middletown Avenue, New Haven CT 06513, and commonly referred to as the "transfer station," such Solid Waste Assets to be further defined under the Asset Transfer Agreement.

Section III. Creation and Powers.

The City hereby adopts the provisions of CGS Chapter 103b and creates the Board of Directors of the Authority as its municipal resource recovery authority. The Authority shall have all the powers set forth in CGS Chapter 103b and the powers and duties of a municipal authority pursuant to CGS Chapters 446d and 446e.

Section IV. Articles of Incorporation of the Authority.

A. Name, Address, Authority for Creation.

The Authority is created as a municipal resource recovery authority pursuant to CGS Sections 7-273aa to 7-273oo, inclusive, and shall be known as the "New Haven Solid Waste and Recycling Authority" with its principal office at 34 Middletown Avenue, New Haven, Connecticut 06513.

B. Initial Directors. Names, Addresses, Terms of Office.

The names, addresses and terms of office of the initial directors of the Authority are set forth on Exhibit A attached hereto.

Section V. Board of Directors

The business of the Authority shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Authority and do all such lawful acts and things as are allowed by the CGS and the Bylaws.

A. Number and qualification of Directors.

The Authority shall have a Board of Directors consisting of seven (7) directors. All directors shall be resident electors of New Haven. Two of who shall reside in the ward in which the transfer station is located or the wards downstream from the transfer station.

B. Compensation.

The directors shall serve without compensation.

C. Method of Appointment and Removal.

Six (6) directors shall be appointed by the Mayor. One director shall be appointed by the Board of Aldermen of the City and shall be a member of the Board of Aldermen. Upon termination or vacancy of a directorship appointed by the Mayor, the Mayor shall appoint a subsequent director. Upon termination or vacancy of a directorship appointed by the Board of Aldermen of the City, the Board of Aldermen of the City shall appoint a subsequent director. Beginning December 31, 2009 all subsequent mayoral appointments shall require approval of the Board of Aldermen.

The Board of Directors may remove a director only for Cause. A director may be removed only at a meeting of the Board called for the purpose of removing the director, and the meeting notice must state that the purpose or one of the purposes, of the meeting is the removal of the director. A

director may be removed only upon the affirmative vote of at least two-thirds of the Board.

The terms of directors shall be so arranged such that less than one-half of such terms of directors shall expire within any one calendar year.

D. Term of Office.

Except for the initial terms of the initial directors, the term of office of directors shall be for three (3) years, commencing on January 1 of the first year of the term and expiring on December 31 of the third year of the term.

The initial term of office of each of the initial directors of the Authority shall commence on the Effective Date and shall expire on December 31, 2009, December 31, 2010 or December 31, 2011, as set forth on Exhibit A attached hereto. Upon the expiration of each initial term of office for each of the initial directors, a new term of office of three (3) years shall commence for each subsequent director appointed.

E. The formation of the Board of Directors shall comply with all other applicable state and local laws, as may be applicable.

Section VI. Authorization of Director of Public Works.

The Director of Public Works of the City is hereby appointed and authorized to serve as the Executive Director, or such other title as may be given to the chief executive, of the Authority.

Section VII. Disposition and Transfer of Assets.

The sale or lease of the Solid Waste Assets to the Authority is hereby approved, and the Mayor and the Controller are hereby empowered, authorized and directed to negotiate, execute and deliver, on behalf of the City, the Asset Transfer Agreement and to approve all terms and conditions for the transfer of the Solid Waste Assets by sale or lease, and any and all other agreements, documents and instruments related thereto, and to perform any and all acts necessary or appropriate to effectuate the disposition and transfer of the Solid Waste Assets by sale or lease to the Authority, all as shall be determined to be in the best interests of the City. Prior to the execution of the Asset Transfer Agreement and the transfer of the Solid Waste Assets to the Authority, (i) the proposed transfer of the Solid Waste Assets shall have been approved by the City Plan Commission of the City, and (ii) all notice and public hearing requirements shall have been complied with, including, without limitation CGS Section 7-163e.

Section VIII. Financing.

- A. The issuance of not exceeding \$10,500,000 of bonds by the Authority is hereby approved (the "Bonds"). The proceeds of the Bonds shall be used by the Authority for the purchase or lease of the Solid Waste Assets and for the development and improvement of the Solid Waste Assets (the "Project"), including any and all costs of the Project authorized to be paid under the provisions of CGS Section 7-273aa(a)(5). The Bonds shall be secured by and payable from (i) its revenues generally, (ii) a pledge of revenues to be derived from the operation of the Solid Waste Assets, (iii) a mortgage covering all or any part of the Solid Waste Assets, (iv) a pledge of any lease of the Solid Waste Assets or of any long-term agreements with the City for the disposal of solid waste and recyclables or (v) by any other revenues, receipts, funds or moneys of the Authority, as determined by the Authority. The Authority may pledge and agree with the owners of the Bonds and persons who may enter into contracts with the Authority related to the issuance of the Bonds that it will not limit or alter the rights thereby vested in such bond owners, or any contracting party, until the Bonds, together with interest thereon, are fully met and discharged and such contracts are fully performed. The Authority is further authorized and empowered to determine the form of the Bonds, including provisions as to registration thereof, their date, the dates of principal and interest payments, the rate or rates of interest payable thereon, the manner of issuance and sale and by whom the Bonds shall be signed and countersigned and all other details and particulars thereof. The Bonds may bear interest includable in gross income for federal tax purposes if determined by the Authority to be in the public interest.
- B. The Mayor and the Controller of the City are expressly empowered and authorized to enter into long-term contracts or agreements with the Authority for the disposal of solid waste and recyclables and to make payments of fees or charges therefor based on a percentage of actual or projected tonnage or such other formula as such contract or agreement shall provide. Any such contract or agreement may require the continuation of such payments by the City whether or not the agreed services are being provided, but only until all of the Bonds have been paid or provided for, and the inclusion of such a requirement in any agreement or contract entered into pursuant to this Ordinance is hereby approved in accordance with the provisions of CGS Section 7-273ee(d). Any such contracts or agreements entered into by the City under the authority of this Section are deemed approved and shall be valid, binding and enforceable against the City and may be pledged as additional security for the payment of the principal of and interest on the Bonds.
- C. The Authority shall dedicate funds from its revenue to advance and promote activities by the authority or to engage the public that would result in the diversion of solid waste through but not limited to public

outreach campaigns, school based recycling education programs or recycling incentive programs; activities and community efforts to protect the Quinnipiac River and the wetlands adjacent to the transfer station.

Section IX. Other Ordinances and Repealer.

- A. Sections 120-1 through 120-18 and Sections 120-41 through 120-50 of the Code of Ordinances of the City of New Haven (the "Code") and any other ordinances in the Code that pertain to solid waste and recycling shall, for the purposes of this Section IX, be referred to as the "Solid Waste Ordinances". The Authority is hereby expressly empowered and authorized to administer and/or enforce the Solid Waste Ordinances to the extent necessary to effectuate this Ordinance and to the extent of the Authority's powers as set forth in this Ordinance, and provided that there shall at all relevant times be a furtherance of the purpose for which the Authority has been created. Nothing herein gives the Authority sole and exclusive control over the administration and/or enforcement of all of the Solid Waste Ordinances. To the extent that the Authority adopts regulations or rules that conflict with the Solid Waste Ordinances, the Solid Waste Ordinances shall govern.
- B. This Ordinance shall supersede and replace ordinances of the City in existence to the extent that they are inconsistent with this Ordinance.

Section X. Flow Control.

The City hereby agrees to adopt and maintain an ordinance, to the extent lawful pursuant to the CGS and all other applicable law, for the purpose of designating an area or areas where all solid waste generated within the boundaries of the City shall be disposed.

Section XI. Dissolution.

The City retains the right to dissolve the Authority. Upon dissolution, the City agrees to assume, or satisfy, the liabilities and outstanding obligations of the Authority, including without limitation, the Bonds and all of the Authority's interest in all assets of the Authority shall be transferred to and vest in the City.

Section XII. Severability.

The invalidity of any one or more of the words, phrases, sentences, clauses, sections or subsections contained in this Ordinance shall not affect the enforceability of the remaining portions of this Ordinance or any part hereof, and, if any one or more of the words, phrases, sentences, clauses, sections or subsections contained in this Ordinance shall be declared invalid by a court of competent jurisdiction, this Ordinance shall be construed to most closely effectuate the intentions of the City and the remainder of the Ordinance shall be valid and effective.

Section XIII. Effective Date.

This Ordinance shall take effect the later of one week following its enactment or following publication in accordance with Section 41 of the Code.

Section XIV. Reauthorization.

The Authority shall report, in writing and in person, its operational results, practices and policies to the Board of Aldermen of the City of New Haven on an annual basis.

Commencing with the 3rd anniversary of the enactment of this Ordinance, and on a triennial basis thereafter the Board of Aldermen of the City of New Haven shall review the operational results of the Authority for the preceding three-year period in addition to the authority's practices and policies to determine if the Authority's actions and results remain in the best interest of the City of New Haven and its taxpayers.

Exhibit A.

Municipal Solid Waste and Recycling Authority
Initial Directors

	<u>Name</u>	<u>Address</u>	<u>Term of Office (Date Ending)</u>
Director ²	Gerald M. Antunes	195 Weybosset Street New Haven, CT 06513	12/31/09
Director ¹	Anika Singh	6 Eld Street New Haven, CT 06511	12/31/09
Director ¹	Donald Walker	1643 Ella Grasso Blvd. New Haven, CT 06511	12/31/10
Director ¹	Joe Dolan	246 Summit Street, New haven, CT 06513	12/31/10
Director ¹	Kostantine Drakonakis	15 Colonial Place New Haven 06515	12/31/11
Director ¹			12/31/11
Director ¹			12/31/11

¹ Appointment by Mayor

² Appointment by Board of Aldermen

**BYLAWS
OF
THE NEW HAVEN SOLID WASTE AND RECYCLING
AUTHORITY**

Adopted: March 24, 2008

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