

**AN ORDINANCE RELATING TO THE CREATION OF
THE DANBURY SOLID WASTE AND RECYCLING AUTHORITY**

Section I. Statement of Purpose.

The Danbury Solid Waste and Recycling Authority (the “Authority”) is hereby 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 of Connecticut (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 Danbury, Connecticut (the “City”) by exercising supervision and control over the operation and administration of the solid waste and recycling operations at the transfer station located at White Street and Beaver Brook Road, Danbury, Connecticut (the “Transfer Station”).

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 Danbury 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 Danbury, Connecticut.

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

“Mayor” shall mean the mayor of the City of Danbury.

“Solid Waste Assets” shall mean such real and personal property utilized for the reduction and transfer of solid waste and recycling at the Transfer Station, including such assets as may be transferred to the Authority by the City, 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 “Danbury Solid Waste and Recycling Authority” with its principal office at 155 Deer Hill Avenue, Danbury, Connecticut 06810.

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 of Directors.

The Authority shall have a Board of Directors consisting of five (5) directors. All directors shall be residents or electors of the City.

B. Compensation.

The directors shall serve without compensation.

C. Method of Appointment and Removal.

The directors shall be appointed by the Mayor. Upon termination or vacancy of a directorship, the Mayor shall appoint a subsequent director.

The Board of Directors may remove a director only for Cause. A director may be removed only at a meeting of the Board of Directors 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 either 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. Disposition and Transfer of Assets.

Any and all assets to be transferred to the Authority by the City, including assets to be transferred under the Asset Transfer Agreement shall be transferred in accordance with any requirements of the Charter of the City, including, without limitation Section 3-17, and any requirements of the General Statutes of Connecticut, including, without limitation CGS Section 7-163e and Sections 22a-134 through 22a-134e.

Section VII. Other Ordinances and Repealer.

A. Article V, Municipal Solid Waste Management, of the Code of Ordinances of the City of Danbury (the "Code") and any other ordinances in the Code that pertain to solid waste and recycling shall, for the purposes of this Section VII, 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 VIII. Flow Control.

The City hereby agrees to 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 and recyclables, as designated in such ordinance, generated within the boundaries of the City shall be disposed.

Section IX. 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, and bonds or notes issued by the Authority, and all of the Authority's interest in all assets of the Authority shall be transferred to and vest in the City.

Section X. 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 XI. Effective Date.

Pursuant to Chapter 3 of the Charter of the City, this Ordinance shall take effect on the thirty-first (31st) day following publication of its enactment.

Section XII. Annual Budget

The Authority shall hold a public hearing prior to the adoption of each annual budget of the Authority and publish notice of a public hearing at least twenty-four (24) hours prior to the public hearing in a newspaper having general circulation in the City. The Executive Director of the Authority shall oversee the proper publication and notice of each public hearing regarding each annual budget in accordance with applicable law.

Exhibit A

Initial Directors

	<u>Name</u>	<u>Address</u>	<u>Term of Office (Date Ending)</u>
Director	_____	_____	12/31/09
Director	_____	_____	12/31/10
Director	_____	_____	12/31/10
Director	_____	_____	12/31/11
Director	_____	_____	12/31/11