

MIRA DISSOLUTION AUTHORITY

September 27, 2023

A Special meeting of the Board of Directors of the MIRA Dissolution Authority was held in person and via Zoom on Wednesday, September 27, 2023. Present in person or via audio or video conferencing were:

Appointed Directors:

Chairperson Bert Hunter
Matthew Dayton
Noel Petra (representing DAS Commissioner)
Joseph DeNicola
William Beccaro
Rachel Taylor
Carl Fortuna (via Zoom)
David Steuber

Appointed Members:

William DiBella
Thomas Swarr (via Zoom)
Sarah McCoy
Frank Dellaripa
Clarence Corbin

Present from MIRA Dissolution Authority (“Authority”):

Mark Daley, President & CFO
Tom Gaffey, Director of Recycling and Enforcement
Cheryl Kaminsky, Comptroller
Dave Bodendorf, Manager of Engineering, Construction and Power Assets
Chris Shepard, Environmental Compliance Manager

Others Present:

Ann Catino, Halloran & Sage
James Sanchez
James Desantis

This meeting was recorded via ZOOM conferencing and is posted on the Authority’s website at:
<https://www.ctmira.org/wp-content/uploads/2023/09/9-27-23-Board-Meeting.mp4>

1. Call to Order, Chair's Welcome, Confirmation of Quorum, Director and Staff Introductions - Agenda Item 1

Chairperson Hunter called the meeting officially to order at 9:32 a.m. and asked Mr. Daley to take roll call of the Directors present. It was determined that seven Directors were present, which represents a quorum. Mr. Daley explained that the statute as written does not specifically state the Commissioner of DAS can appoint a designee, therefore Director Petra will not be considered a voting member of the Board until that issue is clarified, which Mr. Daley expects will happen.

Chairperson Hunter introduced himself and provided a brief summary of his background on the Board of the predecessor to the Authority and a brief summary of the Solid Waste Management operations conducted by the predecessor organizations of the Authority. Chairman Hunter summarized the directives within P.A. 23-170 that the Board is to fulfill. Chairman Hunter asked Mr. Daley to introduce the remainder of the Board and Authority staff who were present. Mr. Daley introduced the Directors and the Members, showed the current Authority organizational staff and asked staff present at the meeting to introduce themselves.

A discussion ensued regarding the appointment of the Commissioner of DAS to the Board and whether or not the statute allows the DAS Commissioner to designate an alternative Director to the Board.

2. Authority Status and Functionality - Agenda Item 2

Mr. Daley gave a presentation on the legacy statutes, P.A. 23-170, and the transition mechanism within the Connecticut General Statutes. During the presentation, the Board discussed some inconsistencies within the P.A. and potential clarifications that may be helpful.

3. Overview of Authority's Primary Objectives - Agenda Item 3

Mr. Daley gave a presentation on the specific tasks outlined in the P.A., including the transfer of ongoing transfer station operations, the orderly wind down of Authority including sale of real and personal property, and, the groundwork for future redevelopment in South Meadows, including environmental needs, knowledge, and stakeholder engagement. Mr. Daley presented a slide depicting the site history of the south meadows property going back to the year 1921. Mr. Daley presented a slide depicting proposed dates for key milestones associated with the tasks outlined in the P.A. Mr. Daley responded to various questions from the Board regarding these primary objectives.

4. Agenda Item 4

The Directors agreed to postpone discussion of Item 4 on the agenda to take up Item 5a.

5. Legacy MIRA Business - Agenda Item 5a

REVIEW AND APPROVE RESOLUTION ACCEPTING MIRA ANNUAL FINANCIAL REPORT AND INDEPENDENT AUDIT FOR FISCAL YEAR 2023. Mr. Daley and Tom Goldfuss from the firm of Whittlesey PC gave a brief presentation of the report. The Board and Mr. Daley discussed the report including its due date to the state comptroller.

The Directors and management discussed the nature of the requirement for the Authority to accept the MIRA Audit. Following this discussion, it was agreed to modify the resolution to state the Authority “acknowledges receipt” of the subject report.

Mr. Hunter requested a motion to amend the resolution to: “RESOLVED: that the Authority Board of Directors hereby acknowledges receipt of the Fiscal Year 2023 Annual Independent Audit and Financial Report of the Materials Innovation and Recycling Authority included on Exhibit A hereto as discussed and presented in this meeting.” The motion was made by Director Steuber and seconded by Director Beccaro. The motion on the amendment carried.

Directors	Aye	Nay	Abstain
Chairperson Hunter	X		
Matthew Dayton	X		
Noel Petra			
Joseph DeNicola	X		
William Beccaro	X		
Rachel Taylor	X		
Carl Fortuna	X		
David Steuber	X		

Mr. Daley requested a motion to approve the resolution as amended. The motion was made by Director Beccaro and Seconded by Chairperson Hunter:

Directors	Aye	Nay	Abstain
Chairperson Hunter	X		
Matthew Dayton	X		

Noel Petra			
Joseph DeNicola	X		
William Beccaro	X		
Rachel Taylor	X		
Carl Fortuna	X		
David Steuber	X		

6. Authority Board Organization - Agenda Item 4a

Mr. Daley requested a motion to review and approve RESOLUTION CONCERNING CONFORMING CHANGES AND UPDATES TO BYLAWS. The motion was made by Director Beccaro and Seconded by Chairperson Hunter.

Mr. Daley gave a brief presentation explaining the changes required to be made to the Authority’s bylaws as a result of P.A. 23-170. Mr. Daley confirmed that the bylaws also apply to Committees of the Board. Director DeNicola asked in Section 309 of the Bylaws if a Member could be an Officer of a Standing or Special Committee. Attorney Catino confirmed that Member’s roles are limited and a Member could not be an Officer of a Committee. Attorney Catino recommended clarifying this by adding the following sentence to the end of Section 309: “Only Directors shall serve as Officers of any Standing or Special Committee”.

Chairperson Hunter requested a motion to amend the bylaws as discussed. The motion was made by Director DeNicola and seconded.

Directors	Aye	Nay	Abstain
Chairperson Hunter	X		
Matthew Dayton	X		
Noel Petra			
Joseph DeNicola	X		
William Beccaro	X		
Rachel Taylor	X		
Carl Fortuna	X		
David Steuber	X		

Mr. Hunter requested a vote to approve the Resolution Concerning Conforming Changes and Updates to Bylaws, as amended at this meeting.

Directors	Aye	Nay	Abstain
Chairperson Hunter	X		
Matthew Dayton	X		
Noel Petra			
Joseph DeNicola	X		
William Beccaro	X		
Rachel Taylor	X		
Carl Fortuna	X		
David Steuber	X		

7. Review and Approve Resolution Ratifying and Approving Contracts and Procurements Made in Authority Transition Concerning Spot Waste Deliveries, Provision of Security Services, Sale of Surplus Jet Fuel, and Provision of NERC Compliance Services – Agenda Item 5b

Chairperson Hunter recognized Item 5b could not be approved with less than 8 Directors at the meeting. He asked if any action needed to be taken to table the item to a future meeting. Attorney Catino confirmed no action was necessary to table the item. Item 5b was tabled.

8. Authority Board Organization - Agenda Item 4b

Mr. Daley explained that the Chairperson of the Authority Board of Directors is authorized under the Authority Bylaws to establish Standing Committees of the Board of Directors and appoint Directors and Members to those Committees. He presented a Resolution to the Board for the establishment of the following Standing Committees:

- South Meadows Transition Committee
- CSWS Transition Committee
- Finance Committee
- Human Resources Committee
- Executive Committee

Mr. Daley requested a motion to approve the Resolution as presented. The motion was made by Chairperson Hunter and seconded by Director Taylor.

Directors	Aye	Nay	Abstain
Chairperson Hunter	X		
Matthew Dayton	X		
Noel Petra			
Joseph DeNicola	X		
William Beccaro	X		
Rachel Taylor	X		
Carl Fortuna	X		
David Steuber	X		

Director Hunter confirmed the Chairpersons of the Committees as:

South Meadows Transition Committee – William Beccaro
 CSWS Transition Committee – Carl Fortuna
 Finance Committee – Paul Harrington
 Human Resources Committee – Rachel Taylor

The Schedule for Board of Directors and Committee meetings was presented for the remainder of calendar year 2023.

9. Legacy MIRA Business – Agenda Item 5c

Mr. Daley provided the Board a summary of the Authority reserves and answered questions from the Board.

10. Chariman’s and President’s Report – Agenda Item 6a

Chairperson Hunter referred the Directors and the public to the informational reports included in Attachment 6.

11. Public Comment – Agenda Item 7

Chairperson Hunter asked if any members of the public wished to comment. No members of the public provided comments.

12. Recap of Next Steps, Key Dates, and Adjournment – Agenda Item 8

There being no further discussion, Chairperson Hunter adjourned the meeting.