



Dissolution Authority

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**MIRA DISSOLUTION AUTHORITY**

**December 6, 2023**

A Regular meeting of the Board of Directors of the MIRA Dissolution Authority was held in person and via Zoom on Wednesday, December 6, 2023. Present in person or via audio or video conferencing were:

Appointed Directors:

Chairperson Bert Hunter  
Matthew Dayton  
Theodore Bromley  
Joseph DeNicola  
William Beccaro  
Rachel Taylor  
Michael Walsh (via Zoom)  
John Fonfara  
Paul Harrington  
Carl Fortuna (via Zoom)  
David Steuber

Appointed Members:

Thomas Swarr  
Sarah McCoy

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  
Roger Guzowski, Supply Chain Manager

Others Present:

Ann Catino, Halloran & Sage  
Miguel Escalera, Kainen Escalera and McHale (remote)  
James Desantos (remote)  
Carl Stopper, TRC (remote)  
Marc Nicol (remote)  
Brian Popovich (remote)  
Martha Conneely (remote)  
barberj (remote)

This meeting was recorded via ZOOM conferencing and is posted on the Authority's website at:  
<https://www.ctmira.org/wp-content/uploads/2023/12/12-6-23-Board-Meeting.mp4>

**1. Call to Order, Chair's Welcome, - Agenda Item 1**

Chairperson Hunter called the meeting to order at 9:33am.

**2. Public Comment - Agenda Item 2**

Chairperson Hunter asked if any member of the public attending the meeting in person or remotely wished to provide comment. There being none, Chairperson Hunter moved on to the next agenda item.

**3. Review and Approve Minutes of the November 8, 2023 Regular Board Meeting - Agenda Item 3.**

Chairperson Hunter requested a motion to approve the minutes of the November 8, 2023 Regular Board Meeting. The motion was made by Director Fonfara and seconded by Director Beccaro. The motion was approved by roll call vote as indicated below.

Director	Raised	Second	Aye	Nay	Abstain
1 - Chairperson Hunter			X		
2 - Matthew Dayton			X		
3 - Theodore Bromley					X
4 - Joseph DeNicola			X		
5 - William Beccaro		X	X		
6 - Rachel Taylor			X		
7 - Michael Walsh			X		
8 - John Fonfara	X		X		
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - Dave Steuber			X		

**4. Modification of Order of the Agenda**

Chairperson Hunter recommended moving Agenda Item 8 to Agenda Item 4 and Agenda Item 9 to Agenda item 5. The Directors agreed unanimously to make this modification to the Agenda.

**5. Executive Session to Discuss Personnel Employment Matters- Agenda Item 8**

Director Harrington made a motion to move into Executive Session with the following persons:

- 1) All Directors Present
- 2) All Members Present
- 3) Ann Catino
- 4) Miguel Escalera

The motion was seconded by Director Fonfara and carried by roll-call vote. Executive Session began at 9:41am.

<b>Director</b>	<b>Raised</b>	<b>Second</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
1 - Chairperson Hunter			X		
2 - Matthew Dayton			X		
3 – Theodore Bromley			X		
4 - Joseph DeNicola			X		
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 – Michael Walsh			X		
8 – John Fonfara		X	X		
9 - Paul Harrington	X		X		
10 - Carl Fortuna			X		
11 - Dave Steuber			X		

Executive Session ended at 11:05am. Chairperson Hunter indicated the Board had a full discussion on personnel employment matters during Executive Session.

**6. Review and Approve Resolution to Increase Mark Daley’s Customary Work Hours to Full-Time And to Increase his Compensation Accordingly – Agenda Item 9**

Chairperson Hunter introduced the resolution and asked for a motion to review and approve the resolution to increase Mark Daley’s customary work hours to full time and to increase his compensation accordingly. Director Taylor made the motion and Director Fonfara seconded. The motion carried by roll call vote.

**RESOLVED:** That the Chairperson of the Board is hereby authorized to enter into a First Amendment to President And Chief Executive Officer Employment Agreement Between Mira And Mark T. Daley on substantially the terms and conditions discussed at this meeting.

<b>Director</b>	<b>Raised</b>	<b>Second</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
1 - Chairperson Hunter			X		
2 - Matthew Dayton			X		
3 – Theodore Bromley			X		
4 - Joseph DeNicola			X		
5 - William Beccaro			X		
6 - Rachel Taylor	X		X		
7 – Michael Walsh			X		
8 – John Fonfara		X	X		
9 - Paul Harrington				X	
10 - Carl Fortuna			X		
11 - Dave Steuber			X		

## 7. Chairperson and President’s Report - Agenda Item 4

Chairperson Hunter recognized the work done by the subcommittees of the Board.

## 8. Review and Approve Resolution Regarding Fiscal Year 2024 Annual Plan of Operations – Agenda Item 4a

Chairperson Hunter asked President Daley to provide a summary of the resolution regarding the fiscal year 2024 Annual Plan of Operations. President Daley explained the requirement to the Board. Chairperson Hunter indicated Director Taylor previously suggested approving the submittal of a draft Annual Plan of Operations to DEEP to provide DEEP an opportunity to review and comment on the Plan prior to submitting a final plan. There was consensus amongst the Board members that this was a good idea. President Daley then presented the following modified resolution to the Board:

**RESOLVED:** That the Board of Directors hereby authorizes MIRA Dissolution Authority management to submit the Draft Annual Plan of Operations for FY2024 to DEEP on or before December 7, 2023 for review and receipt of comments from DEEP by December 20, 2023, and, if comments are not received by that date, submit the Annual Plan of Operations, substantially as discussed and presented at this meeting.

Director Harrington made a motion to approve the resolution as modified, which was seconded by Director Beccaro. The motion carried by roll call vote.

<b>Director</b>	<b>Raised</b>	<b>Second</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
1 - Chairperson Hunter			X		
2 - Matthew Dayton			X		
3 – Theodore Bromley			X		
4 - Joseph DeNicola			X		
5 - William Beccaro		X	X		
6 - Rachel Taylor			X		
7 – Michael Walsh					Not present
8 – John Fonfara			X		
9 - Paul Harrington	X		X		
10 - Carl Fortuna					Not present
11 - Dave Steuber			X		

President Daley continued with his report to the Board. He updated the Board that the remediation work in Area 3-3 (the “contractor parking lot”) had been recently completed; and that work was continuing on both the ELUR for Area 3-3 that still needs to be recorded in the City Land Records, and the updated verification report. He notified the board of additional remediation work recently completed in response to a fuel line leak at the Jet Turbine Facility. Mr. Daley informed the Board that appraisals are underway for Authority properties at 171 and 211 Murphy Road in Hartford, and at the Authority’s Ellington and Watertown transfer stations. He summarized an issue with the Rail Spur crossing on Maxim Rd. that the Authority is working to repair, and that Authority staff are investigating the origin of the Authority’s historic obligation to maintain this rail crossing.

## **9. South Meadows Transition Committee Report - Agenda Item 5**

Director Beccaro summarized the most recent work done by the committee on the drafting of the RFP to conduct the South Meadows Redevelopment Considerations Study. He emphasized his opinion that the quality of the RFP is of utmost importance and his expectation that it should be achievable to issue a quality RFP by the January 18, 2024 target release date.

Chairperson Hunter asked Attorney Catino to explain mechanisms available to the Board to provide more Board meeting flexibility and efficiency, as may be prudent during the development and issuance of the RFP. Attorney Catino explained that the Board has the ability to “keep a Board meeting open” and not adjourn a meeting to allow the meeting to be continued at a later date. Essentially, the Board can start a Regular meeting, ensure there is a quorum, and continue the meeting at a future date without the need for a Special meeting.

President Daley updated the Board that the South Meadows Transition Committee had reviewed and discussed the third draft of the scope of work for the South Meadows Redevelopment Considerations Study at its meeting on November 29, 2023. He indicated that staff will be circulating a fourth draft of the scope of work, updated based on input received at the meeting, to the Committee sometime next week for review and comment. President Daley indicated that the issuance of the RFP is still targeted for January 18, 2024.

## **10. CSWS Transition Committee Report – Agenda Item 6**

Chairperson Hunter requested a report from President Daley on the status of threshold issues needed to advance Committee objectives. President Daley indicated the Committee reviewed these issues at its meeting on November 30, 2023. He indicated that an update of the DEEP grant funding was provided by Director DeNicola. President Daley indicated the Committee has identified potential counterparties for the assignment of all existing contracts and obligations. Those counterparties are the City of Torrington for the Torrington Transfer Station, and, the Town of Essex for the Essex Transfer Station. President Daley anticipates continuing discussions with those potential counterparties.

## **11. Finance Committee Report – Agenda Item 7**

Chairperson Hunter requested a report from Director Harrington on the Finance Committee meeting held November 29, 2023. Director Harrington provided a brief summary of the meeting. Director Harrington indicated the Committee discussed in detail drafts of the FY2025 “Authority”, “Property”, and “Landfill” Division budgets. He indicated the Committee’s request to modify the reporting of expenses and “burn rate” of the Authority’s reserves. Director Harrington asked President Daley to review each agenda item within the Finance Committee Report.

President Daley provided an overview of each of the following three resolutions:

- 1) Resolution Regarding an Increase to the FY2024 CSWS Operating Expense Budget – Agenda Item 7a
- 2) Resolution Regarding Use of South Meadows Transition Contingency Reserve – Agenda Item 7b
- 3) Resolution Regarding Security Services at the MIRA Dissolution Authority South Meadows Site from January to June 2024 – Agenda Item 7c

President Daley proceeded to summarize the Authority, Property, and Landfill Division budgets and some key elements of each. He indicated the plan to bring the draft FY2025 CSWS budget to the January 2024 Committee and Board meetings, and that approval will be sought for all Authority budgets at the February 2024 Board Meeting.

Director Harrington suggested that the Board combine each of the three Resolutions included in Agenda Item 7 into one vote. The Board agreed and each of the following three resolutions was approved unanimously.

- 1) **RESOLVED:** That the fiscal year 2024 CSWS operating expense budget for Recycling Services is hereby increased by \$350,000.
- 2) **RESOLVED:** That Management is authorized to expend up to ten thousand dollars (\$10,000) from the South Meadows Transition Contingency Reserve for purposes of engaging its General Counsel to prepare the form of Consultant Service Agreement to be included with its South Meadows Redevelopment Considerations Study RFP.
- 3) **RESOLVED:** That the President is hereby authorized to engage a private security firm to provide security services at the MIRA Dissolution Authority South Meadows site from January through June 2024 pursuant to the CT Department of Administrative Services contract for Security Personnel Services, substantially as discussed and presented at this meeting.

<b>Director</b>	<b>Raised</b>	<b>Second</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
1 - Chairperson Hunter			X		
2 - Matthew Dayton			X		
3 – Theodore Bromley			X		
4 - Joseph DeNicola			X		
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 – Michael Walsh			X		
8 – John Fonfara		X	X		
9 - Paul Harrington	X		X		
10 - Carl Fortuna					Not present
11 - Dave Steuber			X		

## 12. Adjournment

Chairperson Hunter adjourned the meeting at 11:42am.