



Dissolution Authority

300 Maxim Road, Hartford, Connecticut 06114

Telephone (860) 757-7700

Fax (860) 757-7725

MIRA DISSOLUTION AUTHORITY

March 12, 2024

A Regular meeting of the Board of Directors of the MIRA Dissolution Authority (the “Authority”) was held in person and via Zoom on Tuesday, March 12, 2024. Present in person or via audio or video conferencing were:

Appointed Directors:

Chairperson Bert Hunter
Matthew Dayton
Theodore Bromley (via Zoom, left at approximately 10:30am)
William Beccaro (via Zoom)
Rachel Taylor
Michael Walsh (via Zoom)
John Fonfara
Paul Harrington
Carl Fortuna (via Zoom)
David Steuber (via Zoom, arrived at approximately 10:40)

Appointed Members:

William DiBella
Thomas Swarr (via Zoom)
Frank Dellaripa

Present from Authority Staff:

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
Joanna Wozniak-Brown (via Zoom)
Brian Popovich (via Zoom)
Carl Stopper (via Zoom)
860-241-7700 860-463-7103 860-478-2282
860-559-8183 860-992-4922

This meeting was recorded via ZOOM conferencing and is posted on the Authority’s website at: <https://www.ctmira.org/wp-content/uploads/2024/03/3-12-24-Board-Meeting.mp4>

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

Chairperson Hunter called the meeting to order at 9:35am and reviewed the agenda for the meeting. He suggested that Agenda Item 5 “*Discussion of the Authority’s goal to work with 23 remaining CSWS Participating Municipalities to transition them to entities other than the Authority*” be moved and included within agenda Item 7 “*CSWS Transition Committee Report*”. There being no objection from the Board, the Item 5 Discussion was moved to agenda Item 7.

2. Public Comment - Agenda Item 2

Chairperson Hunter requested public comment from any members of the public in the room or remote. No members of the public provided comment.

3. Review and Approve Minutes of the February 27, 2024 Special Board Meeting - Agenda Item 3.

Chairperson Hunter introduced the item and requested comment from the Board. He requested that the minutes be updated to indicate Mr. Spinella’s remark about the 23 letters Mr. Spinella sent to MSA towns was in response to a question from Chairperson Hunter. Chairperson Hunter requested a motion to approve the minutes of the February 27, 2024 Regular Board Meeting, as amended. The motion to approve the minutes was made by Director Fonfara and seconded by Director Taylor. The motion to approve the minutes as amended 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		
6 - Rachel Taylor		X	X		
7 – Michael Walsh			X		
8 – John Fonfara	X		X		
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - David Steuber					Not present

4. Chairman’s and President’s Report - Agenda Item 4.

Chairperson Hunter introduced the Chairman and President’s report and turned the meeting over to President Daley.

President Daley indicated the Authority would be providing a response to the letter received from the Mayor of Hartford concerning the use of tip fee stabilization. He stated a draft would be circulated to the executive committee prior to sending to the Mayor. He indicated six proposals were received before the deadline in response to the South Meadows Redevelopment Considerations Study RFP. He stated RFPs for sale and scrap of loose metal, inoperable and operable equipment are scheduled to be released shortly with a

goal of recommendations being brought to the Board at its May meeting with work beginning after approval by the Board.

Chairperson Hunter commented on concerns voiced regarding the Authority's perceived transparency. He asked if the Authority could take steps to improve its website to make ongoing relevant communications easier to find. President Daley indicated the website does contain relevant communications and the website will be modified to make these communications more prominent. Chairperson Hunter suggested staff should follow up with the Board regarding these modifications at the next meeting. Director Taylor recommended that Representative Sanchez and the Mayor of Hartford be invited to discuss their request for more transparency with the Board, including the types of communications they wish to see, and how that could be achieved.

5. South Meadows Transition Committee Report - Agenda Item 6.

Chairperson Hunter requested a report from Committee Chair Beccaro. Director Becarro recognized the great progress that has been made on the South Meadows Redevelopment Considerations Study RFP, including the contributions of Authority staff. Director Beccaro asked President Daley to update the Board.

President Daley updated the Board on the items taken up at the last Committee meeting, including a discussion on the status of the South Meadows Redevelopment Considerations Study RFP. He indicated that proposals were received and the goal was to have a recommendation ready for the April 16, 2024 Board meeting. He indicated Authority staff named to the evaluation committee include Mr. Shepard, Mr. Bodendorf, and Mr. Guzowski, and formation of the evaluation committee would be further discussed in executive session. He stated the schedule for Proposal evaluation includes interviews of Proposers and that interviews would be worked into the schedules of whomever from the Board wishes to participate in the evaluations. He indicated the evaluation committee and plan for evaluating Proposals would be further refined during the Executive Session.

Mr. Daley provided an update on the Area 3-3 remediation. The contaminated material has been removed and the engineered control has been installed. A report of the work has been submitted to DEEP and the Verification Report will be finalized for review by a third party LEP prior to submission to DEEP. Land Use Restrictions would also be filed prior to submitting the Verification Report.

Mr. Daley updated the Board on the Authority's response to DEEP's comments on the Closure Plan. The Authority's response was submitted within DEEP's forty five day deadline and includes agreement by the Authority to remove all waste handling equipment within the buildings. The DEEP letter and Authority response are both available on the website and will be made more prominent on the website.

Chairperson Hunter asked Director Becarro for comment. Director Becarro did not have a comment and asked the Board for comment. Chairperson Hunter commented that the Board should consider further communications to the Legislature as progress is made. President Daley stated the Authority indicated in its first report to the Legislature that it would follow up with additional communication after a consultant was selected to conduct the study.

6. CSWS Transition Committee Report – Agenda Item 7 and Agenda Item 5.

Chairperson Hunter requested a report from Committee Chair Fortuna. Director Fortuna indicated the Committee held a meeting on March 11, 2024. He stated the Committee discussed the goal set by the Board at its February Special Meeting of transferring the transfer stations and associated municipal solid waste services provided by the Authority to its CSWS, to third parties. He indicated that DEEP staff attended the meeting and provided a presentation on the status of the grant funding available to set up Regional Waste Authorities ("RWAs"). Director Fortuna then asked Director DeNicola to discuss DEEP's funding of RWA's.

Director DeNicola indicated the DEEP program for RWA grant funding began in the fall of 2023 and River COG received one of five grants awarded. He stated the Northwest Hills COG did not submit an application. He indicated DEEP has experienced some staffing shortages which has slowed the process.

DEEP is near finalizing the scopes of work and will be finalizing contracts with the five recipients. Funds can be used for technical analysis of infrastructure and processes and legal work for communities to join a RWA. DEEP hopes to have new staff in place by the end of the month to get the process rolling again. Information will be made available to communities who were not awarded grants and the hope is the Northwest COG will benefit from this information.

Director Fortuna commented that the Committee learned the schedule to “stand up” a new RWA may take a year or more, which may make the Authority’s goal of transferring its CSWS obligations within 16 months difficult to achieve. He indicated the Committee discussed the possibility that one of the existing RWAs may be able to administer for the CSWS towns to allow for a quicker transition. He also stated that Mr. Daley suggested the possibility of the COGs taking on the Authority’s services to facilitate a faster transition, but there may be legal issues that could impact that process. He asked President Daley for comment.

President Daley mentioned the Authority has received a non-binding letter of intent from the Northwest Hills COG expressing interest in taking ownership of the Torrington Transfer Station and associated contracts. The COG requested any existing environmental reports on the property and terms the Authority would require for assuming ownership of the transfer station. He also stated that RRDD1 sent a communication that expressed an interest in maintaining flow control and a desire to form a RWA for its member communities. He recommended the Authority prepare documents it would require to implement a transfer so that when a third party becomes available, the transfer can be expedited. Mr. Daley stated that the committee talked about next steps, including scheduling a joint meeting between the Northwest Hills COG and the River COG to discuss the process of how each COG moves forward and offer the Authority’s support in moving the transition forward. He stated that the Authority has indicated to its CSWS municipalities it would be holding a member meeting to talk through these issues now that the FY2025 budget process has concluded.

Director Fortuna mentioned that the Authority owns the transfer station in the Northwest Hills and the Town of Essex owns the transfer station operated by the Authority in Essex. He indicated Senator Needleman wants to ensure the Town of Essex is protected in any transfer of operations from the Authority. He also stated that Senator Needleman has indicated his desire to work on the potential transition but the Senator does not feel he can dedicate time at the moment due to his work in the ongoing legislative session. The Senator plans to dedicate more time to the transition after the legislative session ends.

Director Harrington asked if anyone has an idea as to how long it will take to get the RWAs up and running to the point where they can function. Mr. Gaffey indicated he was unaware of any environmental contamination of the Essex or Torrington transfer station properties. He indicated a neighboring property to the Essex site that processes scrap materials but does not know of any potential contamination from that site. Mr. Gaffey went on to explain that the RWAs will need to understand the Authority’s obligations and associate costs under the existing contracts.

President Daley explained that for the RWAs to form, each member Town would need to pass an ordinance to join the RWA, and once the RWA is established, it would need to establish bylaws to govern the RWA and establish its administrative capabilities. He stated that the Authority would need to make sure all of the CSWS towns agree to form the RWA. He indicated development of the ordinances and transfer contracts will be relatively straight forward for the Authority to facilitate. Attorney Catino offered an estimated timeline for Towns to pass such ordinances would be six to seven months.

Director Fonfara commented that the Authority seems to be assuming that the only way to transfer its obligations is through a RWA and he does not know where in any statute that establishment of RWAs is a requirement. He does not know if going down such a path is the most prudent way to go. He indicated that other towns have chosen to leave CSWS independently and believes the Authority’s CSWS Transition Committee should have explored alternatives to the RWAs. President Daley indicated the CSWS Transition Committee did start by looking for parties to transfer obligations that were not limited to RWAs. Director Fonfara stated his belief that the Authority has an obligation to explore all options to transfer obligations. President Daley indicated his belief that the Authority has been exploring all options. He stated the Authority initially began discussions with RRDD1 and Salisbury Sharon and those discussions evolved into those organizations expressing a preference for the establishment of RWAs. That evolved into a presentation given by Mr. Daley and Chairperson Hunter to the Northwest Hills COG, after which the Authority received

the non-binding letter from the COG indicating its preference for an RWA. Mr. Daley stated that the Authority sent a letter to all CSWS towns at the request of the Finance Committee requesting the towns issue RFPs to contract for solid waste services on their own. Mr. Daley reminded the Board that the Authority is required to comply with the State of Connecticut Comprehensive Materials Management Strategy, which clearly focuses the State's objective of standing up RWAs as the vehicles for the development of solid waste projects. He indicated the Authority did not start off assuming RWAs were the way to go, but the process has evolved in that direction.

Director Fonfara stated that he sees a lot of energy from Authority management for creating RWAs and little energy put into standing up the towns on their own with the exception of the letter that was sent out encouraging towns to look into the market for solid waste services. Chairperson Hunter stated that the CSWS towns have been encouraged to test the market and reminded the Board that Mr. Spinella indicated he received a response from only three of twenty three towns he directly appealed to. He indicated the Authority will raise the point again with the towns during the forthcoming meeting. He reminded the Board that if the Authority chooses to release the towns from their obligations under the MSA and go out on their own, there are implications for the Authority not having a revenue source to meet its own obligations under existing contracts. Director Fonfara reiterated his observation that there has been a lack of effort by the Authority to facilitate the CSWS towns contracting directly with a hauler. Chairperson Hunter stated that the Authority will bring up this point again with the towns and push the towns to answer whether they have explored the market, if not, why not, and whether they have any interest in exploring the market. Director Fonfara said he believes all towns want to save money and he believes they can save money in the market. Chairperson Hunter agreed with the point made by Director Fonfara and indicated he would invite Director Fonfara to participate in the forthcoming meeting with the towns. Director Fonfara emphasized he wants to be sure the towns have all available information to make an informed decision.

Member DiBella asked what criteria does DEEP set for use of the RWA grant funds. Director DeNicola indicated the grant funds are limited to being used for legal and technical analyses and is not intended to be used to pay for disposal technologies.

Director Harrington requested to comment on what Director Fonfara had said. He indicated that based on his review of Board minutes from past years, statements were made indicating those years would be the last years in which tip fee stabilization money would be used. He suggests if the RWAs are not set up and if no other alternatives are available on July 1, 2025, the Authority may set a tip fee in the \$180-\$190/ton range. He questioned whether increasing the tip fee to that level would be a way to provide energy to the towns to move to alternative options. He stated if the Authority continues to maintain the tip fee below the opt out, the towns have no incentive to find alternative solutions.

Chairperson Hunter stated he understood the concern that the transfer will not take place by July 1, 2025. He agrees that the Board should encourage the towns to find a solution by July 1, 2025. He stated that the legislature may weigh in to clarify the use of tip fee stabilization funds and that the future is uncertain. He suggested communicating to the towns that they need to explore all options and the Authority is here to assist the towns. Director Fonfara agreed with the Authority more forcefully encouraging the towns to explore all options.

Director Taylor asked what the purpose is for establishment of the RWAs. Director DeNicola responded to the question at the request of Chairperson Hunter. Director DeNicola indicated that DEEP has communicated to the towns the advantages of forming RWAs, one of which is the aggregation of "buying power" for services. Another advantage is the authority to finance projects. He is happy to share the presentation made by DEEP to the towns. Director Taylor stated she agrees with providing the towns all available options, but if the towns clearly prefer establishing RWAs, then that is the direction the Board should move in the interest of time. Chairperson Hunter indicated the Authority would continue to assist the towns to pursue alternative options in parallel. He reminded the Board that Attorney Catino has been asked to look at the legal feasibility of assignment of contracts and RWA establishment. He asked President Daley to discuss the budget for such work. President Daley indicated he would prepare an outline of a scope of work to provide to Attorney Catino and request a budget estimate. He indicated sufficient funds should be available for reallocation to the legal line to pay for the work. Chairperson Hunter indicated his preference to proceed in the manner outlined by President Daley and asked if that would be satisfactory to the Board. No Board Directors or Members disagreed with proceeding in that manner.

Director Harrington requested to be informed when the meeting with the towns was scheduled because he would like to attend. Chairperson Hunter stated the Board would need to be cognizant of attending a meeting that resulted in a quorum. Attorney Catino suggested that the meeting with the towns be publicly noticed to avoid potential noncompliance with open meeting law.

Chairperson Hunter asked for any more comments prior to moving to the next agenda item. Director Fortuna stated that had no comments that he has not already voiced in past meetings.

7. Finance Committee Report – Agenda Item 8.

Chairperson Hunter requested a report from Committee Chair Harrington. Director Harrington summarized the one item voted on at the Committee recommending award of an Independent Auditing Services agreement. He indicated the auditing contract is necessary because the audit is required. Director Dayton indicated the contract has a term of three years, but can be cancelled at any time with a 30 day notice.

Chairperson Hunter requested further discussion, but there was none. He requested a vote to approve the following resolution:

RESOLVED: That the President is hereby authorized to execute an agreement with Whittlesey PC for Independent Auditing Services, the scope of work for which will include both the fixed fee Annual Independent Audit for fiscal years 2024, 2025, and 2026; and additional on-call auditing work if needed, substantially as presented and discussed at this meeting.

The motion was made by Director Harrington and seconded by Director Dayton. The motion passed by roll call vote as indicated below.

PROCEDURAL REQUIREMENTS (3-YEAR AGREEMENTS FOR INDEPENDENT AUDITING SERVICES)

Author: Roger Guzowski, Supply Chain Manager

Board Requirements:

- Quorum – 6 Directors
- _____ Item carries with majority of Directors present unless otherwise specified
- Specified as requiring 2/3 of full Board (8 Directors)
 - _____ Purchasing and Contracting Rules & Procedures (22a-266(c))
 - X Contract Over 5 Years or Greater than \$50,000 Annual Consideration(22a-268)
 - _____ Proposed Procedure (1-120)
 - _____ Special Capability Exception Over \$10,000 (Procurement Policy Section 3.1.2.5)
 - _____ Settlement Exception (Procurement Policy Section 3.1.2.7)
 - _____ Acquisition or Sale of Real Property (Procurement Policy Section 5.1.3 & 5.2.3)
- Specified as requiring 2/3 of Directors present and eligible (Bylaws Section 504)
 - _____ Expenditure of \$50,000 or more for outside consultant
 - _____ Entering Executive Session
 - _____ Addition of Agenda Item at a regular meeting

Director	Raised	Second	Aye	Nay	Abstain
1 - Chairperson Hunter			X		
2 - Matthew Dayton		X	X		
3 – Theodore Bromley					Not present

4 - Joseph DeNicola			X		
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 - Michael Walsh			X		
8 - John Fonfara			X		
9 - Paul Harrington	X		X		
10 - Carl Fortuna			X		
11 - David Steuber					Not present

Director Harrington asked President Daley for comment and he indicated the Finance Committee reviewed YTD financials for CSWS and Property Division budgets. He stated the Committee requested further refinement of the monthly cash flow statement to clarify what funds are in the STIF vs. the BOA account.

8. Executive Session to discuss i) preliminary draft feasibility estimates and evaluations relative to public supply contracts associated with the Authority's South Meadows Redevelopment Considerations Study RFP, and ii) the marketing and sale of real estate owned by the Authority in Hartford, Watertown, Ellington and Shelton and any pending consummation, termination or abandonment of all transactions or proceedings concerning any such marketing or sale.— Agenda Item 9.

Chairperson Hunter made a motion to go into Executive Session for the purposes stated on the agenda with all Board Directors and Members, President Daley, Attorney Catino, Mr. Shepard, Mr. Bodendorf, and Mr. Guzowski. The motion was seconded by Director DeNicola and approved by roll call vote as indicated below. Executive Session began at 10:43.

Director	Raised	Second	Aye	Nay	Abstain
1 - Chairperson Hunter	X		X		
2 - Matthew Dayton			X		
3 - Theodore Bromley					Not present
4 - Joseph DeNicola		X	X		
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 - Michael Walsh			X		
8 - John Fonfara			X		
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - David Steuber (arrived 10:40am)			X		

The Board exited Executive Session at 11:11am. No actions or votes were taken. Chairperson Hunter adjourned the meeting at 11:12am.