



Dissolution Authority

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**MIRA DISSOLUTION AUTHORITY**

**May 14, 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, May 14, 2024. Present in person or via audio or video conferencing were:

Appointed Directors:

Chairperson Bert Hunter  
Matthew Dayton  
Joseph DeNicola  
William Beccaro (via Zoom and in person)  
Rachel Taylor  
Michael Walsh (via Zoom)  
John Fonfara  
Paul Harrington  
Carl Fortuna (via Zoom)

Appointed Members:

William DiBella  
Thomas Swarr (via Zoom)

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  
Sarah McCoy  
Elaine Betancourt  
Jennifer Almquist  
Joanna Wozniak-Brown (via Zoom)  
978-532-1900

This meeting was recorded via ZOOM conferencing and is posted on the Authority’s website at: <https://www.ctmira.org/wp-content/uploads/2024/05/5-14-24-Board-meeting.mp4>

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

Chairperson Hunter called the meeting to order at 9:36 am and requested a roll call for attendance. He suggested Agenda Item 5 be moved to be considered after Agenda Item 6. The Board agreed to re-order the agenda.

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

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

**3. Review and Approve Minutes of the April 16, 2024 Regular Board Meeting - Agenda Item 3.**

Chairperson Hunter introduced the item and requested a motion to approve the minutes. The motion was made by Director DeNicola and seconded by Director Harrington. There were no comments or discussion on the minutes and the motion passed by roll call vote as indicated in the table below.

| <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 – Michelle Gilman    |               |               |            |            | 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             | X          |            |                |
| 10 - Carl Fortuna      |               |               | X          |            |                |
| 11 - David Steuber     |               |               |            |            | Not present    |

**4. Chairman’s and President’s Report – Agenda Item 4.**

Chairperson Hunter introduced the item and requested a report from President Daley. President Daley updated the Board on two submissions staff made to ISONE in relation to the Authority’s participation in the ISONE Energy Markets, and in relation to the retirement on May 31, 2024 of the Authority’s turbine generator units 580 and 581. He also updated the Board on the status of the revised Verification Report for the South Meadows property including submission to CTDEEP of the recent Engineered Controls Completion Report and associated Environmental Land Use Restriction.

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

Chairperson Hunter introduced the item and requested comment from Committee Chair Beccaro. Director Beccaro requested President Daley provide an update to the Board on Item 6(a) *Review and Approve Resolution for MIRA Dissolution Authority Board of Directors Awarding the South Meadows Redevelopment Consideration Study*.

President Daley reminded the Board that the Item is responsive to the PA 23-170 charge for the Authority to identify the immediate environmental needs and knowledge necessary for future redevelopment of the South Meadows site and to engage the City of Hartford and other stake holders on the future of the site. He summarized the RFP process undertaken including: 1) Development of the scope of work, which was done collaboratively amongst the Board, the South Meadows Transition Committee and Authority staff, 2) the RFP process timeline, 3) the collaborative process for evaluation of proposals that were received, and, 4) the negotiation of an agreement with the preferred proposer.

President Daley stated the preferred proposer is Weston and Sampson and listed the subcontractors that Weston and Sampson will be using as part of its project team. He indicated three issues were resolved during contract negotiation including confirmation that bi-lingual outreach (English and Spanish) is included, that an assessment of the implications of PCB testing will be completed before that scope is finalized and initiated, and that the consultant indemnity provision within the agreement was modified. He indicated that a redline version of these changes is included in the Board package. The study will be undertaken on a “not to exceed” basis with a budget of \$629,500 to be funded out of the South Meadows Transition Contingency Reserve. He indicated Chris Shepard will be the Authority’s Project Manager for the project.

Chairperson Hunter asked what the timeframe was for the kickoff meeting. President Daley indicated an early June 2024 kickoff meeting. Mr. Shepard indicated the first meeting would likely be a planning meeting prior to the initial public outreach meeting. Chairperson Hunter indicated his recollection that the Board had discussed involving the Hartford Mayor’s Office and City Council in a planning meeting to inform the initial public outreach meeting. Chairperson Hunter asked when the study would be wrapped-up. President Daley confirmed the final report is scheduled for completion by February 2025.

Director Beccaro again thanked Directors Fonfara and Taylor for their focus on the importance of community outreach and he thanked President Daley and Authority staff for their efforts that have resulted in a Study that he believes will be meaningful and useful. Chairperson Hunter thanked each of the proposers and recognized the quality of proposals received by the Authority. Chairperson Hunter requested a motion, which was made by Director Fonfara and seconded by Director DeNicola.

**RESOLVED:** That the President is authorized to enter into that certain Agreement for South Meadows Redevelopment Considerations Study with Weston & Sampson as attached to the RFP and incorporating certain Business Exceptions substantially as discussed and presented in this meeting; and

**FURTHER RESOLVED:** The Authority hereby adopts a budget of **\$629,500** for the conduct of the South Meadows Redevelopment Considerations Study and authorizes Management to fund such Study through use of the South Meadows Transition Contingency Reserve.

The motion passed by roll call vote as indicated in the table below.

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

## 6. CSWS Transition Committee Report - Agenda Item 5.

Chairperson Hunter asked for remarks from Committee Chair Fortuna. Director Fortuna indicated he, Senator Needleman, and the Executive Director of the Council of Governments have a meeting scheduled for next week to discuss if they will be moving forward with establishing a regional waste authority, or going in another direction.

Chairperson Hunter asked President Daley for an update on the Northwest Hills COG. President Daley indicated that the NW Hills COG has provided a non-binding letter of interest to work with the Authority to form a regional waste authority to take over the Torrington Transfer Station and contracts associated with its operation. He indicated the timing to set up a RWA prior to June 30, 2025 will likely not occur. He mentioned the Authority’s counsel has investigated alternatives to transition the transfer station operation to meet the June 30, 2025 goal of the Board. RRDD1 has expressed its preference that the facility remain under public control for flow control purposes. The COG has toured the transfer station with Mr. Gaffey.

Chairperson Hunter indicated that the Authority’s outside counsel has reviewed the contracts and has produced a confidential memo discussing potential paths forward, which has been circulated to the Board. He stated the subject will be discussed during the executive session. He indicated the importance of expediting the transition and reminded the Board that the FY2025 CSWS budget resolution that was passed, called out the goal of the transition taking place prior to June 30, 2025. Chairperson Hunter also stated that the legislative session that recently concluded included an amendment that was passed concerning the Authority’ use of funds for tip fee stabilization, Chairperson Hunter asked Director Fonfara for more information on the legislation that was passed.

Senator Fonfara indicated an amendment was added to the Implementer Bill that extends the subsidy of the tip fee through the use of reserves for an additional year through June 30, 2026. The bill also provides for the issuance of bonds not to exceed \$13.5MM. Chairperson Hunter stated that the goal for transition of the transfer stations remained June 30, 2025 with a “drop dead” date for transition of June 30, 2026. Chairperson Hunter requested Director DeNicola provide an update on the timing of the grant funding that was awarded to various COGs.

Director DeNicola indicated he and Chairperson Hunter had spoken to CTDEEP Materials Management personnel who are managing the grant awards. He indicated 5 COGs were selected to receive grant funding to assist in forming a regional waste authority, including the River COG, but the Northwest Hills COG did not submit a grant application. He learned that the five COGs were not able to agree to share

in the cost of a legal analysis of setting up RWAs, but they would be pursuing the analysis individually. He is hopeful that any analysis done by River COG could be shared with NW Hills COG. He indicated the COGs that received awards will go through an initial process estimated to take 8-10 months and then begin the process of actually forming the RWAs, which will require town ordinances or other enabling actions which could take another year. He is hopeful the RWAs will be established and operating by the spring of 2026.

Chairperson Hunter indicated this timeline may suggest the Authority explore a two step process of accelerating the timeframe for transferring the activities. This will be further discussed during the executive session.

Director Harrington asked where the \$13.5MM in bonding will go. Director Fonfara explained that the bond money was earmarked to reimburse the Authority's reserve funds that are used for tip fee stabilization. Director Dayton stated that the funding would be subject to standard approval by the Bond Commission and therefore is not guaranteed.

## **7. Finance Committee Report - Agenda Item 7.**

Chairperson Hunter requested a report from Committee Chair Harrington. Director Harrington summarized the items discussed at the Finance Committee meeting and asked President Daley to present each of the agenda items to the Board. President Daley suggested he first update the Board on the status of the real estate listings and Director Harrington agreed. President Daley indicated that the Real Estate Broker agreement has been executed and the broker has begun the process of marketing the properties. The Authority has provided the listing prices agreed to by the Finance Committee to the Broker. President Daley provided the approved listing prices as follows: 171 Murphy Road - \$1,000,000; 211 Murphy Road - \$8,900,000; Watertown Transfer Station - \$699,000; Ellington Transfer Station - \$699,000 or Lease price of \$8.50/SF.

President Daley also indicated the Authority has communicated to the 784 River Road Shelton Lessee and to the City of Shelton its intention to list that property for sale. Chairperson Hunter reminded the Board that the City of Shelton had expressed a potential interest in that property. Director Fonfara asked if the City of Hartford had a right of first refusal regarding Authority properties within Hartford. President Daley indicated that the City of Shelton had reached out to express interest in the Shelton property and the Authority responded to that inquiry. He indicated the City of Hartford would have the same opportunity as the City of Shelton has. He indicated the Authority has a policy indicating sales of real property shall be made, where practical, to a public entity. He confirmed the Authority is not bound to sell to a public entity, but has a policy preference to sell to a public entity. Chairperson Hunter requested Authority staff notify the host municipalities of the pending real estate listings. President Daley confirmed those municipalities would be notified.

### 7(a) Review and Approve Resolution regarding the Connecticut Solid Waste System Waste and Recyclables Hauler Delivery Agreement (Commercial Hauler Agreements) for Fiscal Year 2025

**RESOLVED:** The President is authorized to enter into revenue contracts with commercial haulers for the delivery of Acceptable Solid Waste and Acceptable Recyclables to the Connecticut Solid Waste System (Commercial Hauler Agreements), substantially as presented and discussed at this meeting.

President Daley summarized the item indicating the hauler agreement is a standard form and includes a provision requiring flow control of waste into the Authority's Essex and Torrington transfer stations. The Agreement establishes tip fees of \$131/ton for short term customers and \$133/ton for long term customers. He informed the Board that all remaining municipal customers rely on private haulers to deliver waste to the Authority's transfer stations and that 19 hauler agreements must be signed by July 1, 2024.

Director Harrington made a motion to approve the resolution and it was seconded by Director Dayton. The resolution passed by roll call vote as indicated in the table below.

| Director               | Raised | Second | Aye | Nay | Abstain     |
|------------------------|--------|--------|-----|-----|-------------|
| 1 - Chairperson Hunter |        |        | X   |     |             |
| 2 - Matthew Dayton     |        | X      | X   |     |             |
| 3 - Michelle Gilman    |        |        |     |     | 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 |

7(b) Review Approve Resolution Funding and Authorizing Essex Transfer Station Major Maintenance

**RESOLVED:** That the President is authorized to direct CWPM, LLC to proceed with roof repairs and replacement based on the low bid of \$151,422 submitted by Advanced Welding LLC and to fund such work through the CSWS Major Maintenance Fund as provided in the adopted Fiscal Year 2025 Connecticut Solid Waste System Operating and Capital Budget substantially as discussed and presented in this meeting.

Director Harrington introduced Item 7(b) and asked President Daley for detail on the item. President Daley indicated the low bidder bid a price of \$151,422 and would be paid for out of the CSWS major maintenance fund. He indicated this was identified as a project to be completed prior to the takeover of the facility by an entity other than the Authority. This work will be overseen by the Authority's facility Operator, CWPM pursuant to its operating agreement. Director Harrington added that the budget for the work was \$200,000 and the project came in approximately \$49,000 below budget.

Director Harrington made a motion to approve the resolution, which was seconded by Director Beccaro. The resolution passed by roll call vote as indicated in the table below.

| Director               | Raised | Second | Aye | Nay | Abstain     |
|------------------------|--------|--------|-----|-----|-------------|
| 1 - Chairperson Hunter |        |        | X   |     |             |
| 2 - Matthew Dayton     |        |        | X   |     |             |
| 3 - Michelle Gilman    |        |        |     |     | Not present |
| 4 - Joseph DeNicola    |        |        | X   |     |             |
| 5 - William Beccaro    |        | X      | 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 |

7(c) Review and Approve Resolution Regarding Sale and Removal of Inoperable Heavy Equipment and Attachments and Miscellaneous Scrap Metals Located at the Hartford Connecticut South Meadows Site

**RESOLVED:** That the President is authorized to execute an Agreement for the Sale and Removal of Lot A and Lot B with the Joseph Freedman Co. Inc. substantially as discussed and presented in this meeting:

**FURTHER RESOLVED:** Management is directed to deposit the net proceeds of such sales to the Property Division’s South Meadows Transition Contingency Reserve and the use of such reserve shall be consistent with the mandates of Public Act 23-170.

Director Harrington read the item and indicated the Finance Committee held a lengthy discussion. He asked President Daley to review the recommendation with the Board. President Daley explained the RFP included requests for proposals for the removal of “Lot A” – Inoperable Equipment and “Lot B” – Miscellaneous Scrap Metal. He reviewed the RFP process including outreach by the Authority, proposal pricing structure, and evaluation criteria used by the evaluation committee. He indicated the committee has completed its evaluation and is recommending award of both lots to Joseph Freedman Co. Inc. He indicated the Authority is expecting approximately \$52,000 in revenue from the RFP which will be deposited in the South Meadows Contingency Reserve. He indicated the project should be completed within approximately 4 weeks of the contract being signed. Director Taylor asked if the \$21,000 in estimated revenue from Lot B had already accounted for the 49% of the index pricing. President Daley confirmed that the \$21,000 was the estimated amount to be paid to the Authority for Lot B.

Director Harrington made a motion to approve the resolution, which was seconded by Director Fonfara. The resolution passed by roll call vote as indicated in the table below.

| Director               | Raised | Second | Aye | Nay | Abstain     |
|------------------------|--------|--------|-----|-----|-------------|
| 1 - Chairperson Hunter |        |        | X   |     |             |
| 2 - Matthew Dayton     |        |        | X   |     |             |
| 3 - Michelle Gilman    |        |        |     |     | Not present |
| 4 - Joseph DeNicola    |        |        | X   |     |             |
| 5 - William Beccaro    |        | X      | 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 |

7(d) Review and Approve Resolution Regarding Sale and Removal of Operable Heavy Equipment Located at the Hartford Connecticut South Meadows Site

Director Harrington introduced the item and indicated it was discussed at the Finance Committee meeting. He stated proposals were received and staff are in the process of evaluating the proposals. Director Harrington asked President Daley for an update.

President Daley indicated 46 units of operable equipment are included in the RFP and proposers were asked to quote the percentage of sales to be retained by the Authority, and any costs associated with the appraisal, preparation, and marketing of the equipment. Proposer’s were allowed to quote one uniform price structure for all units, or, quote different structures for individual units. The Authority conducted substantial outreach including direct notification of over 30 equipment brokers. Proposals were due May 8<sup>th</sup> and 5 proposals were received. The evaluation team consists of Mr. Gaffey, Mr. Bodendorf, and Mr. Guzowski. President Daley indicated the evaluation team has not yet completed its

evaluation and several questions have been sent to the proposers with answers due on Thursday, May 16. He suggested a recommendation for award could be ready for Board consideration prior to the next regular Board meeting scheduled for June. Mr. Daley indicated there appear to be good options available based on the initial review of proposals, but further evaluation is required to get to a recommendation. Director Harrington expressed a desire to expedite the process. Chairperson Hunter and President Daley suggested an award could be made at a special meeting if 8 Directors are available prior to the June meeting. After further discussion, the Directors and staff decided to schedule a special meeting on May 23, 2024 at 9:00am for the purpose of review and approval of an agreement for the sale and removal of the operable equipment.

**8. Supplemental Information – Agenda Item 8.**

Chairperson Hunter introduced the Item and President Daley provided the Board a summary the information.

**9. Executive Session to discuss documents exempt from disclosure under CGS 1-210(bX10) - attorney client privileged memorandum from Halloran Sage LLP – Agenda Item 9.**

Chairperson Hunter read the purpose of the Executive Session into the record and indicated the meeting would be adjourned at the conclusion of the Executive Session. Chairperson Hunter made a motion to enter Executive Session and the motion was seconded by Director Taylor. President Daley confirmed attendance in Executive Session would be all Directors and Members of the Board, along with President Daley, Mr. Gaffey, and Attorney Catino. The motion passed by roll call vote as indicated in the table below.

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

Executive Session concluded at 11:39am at which time the meeting was adjourned.