



Dissolution Authority

300 Maxim Road, Hartford, Connecticut 06114

Telephone (860) 757-7700

Fax (860) 757-7725

MIRA DISSOLUTION AUTHORITY

August 14, 2024

Regular Meeting Minutes

A Regular Meeting of the Board of Directors of the MIRA Dissolution Authority was held in person and via Zoom on August 14, 2024. Present either in person or by video or audio conferencing were:

Appointed Directors: Chairperson Bert Hunter
Matthew Dayton
David Barkin
Michael Looney (via Zoom)
William Beccaro
Paul Harrington
Carl Fortuna (via Zoom)
David Steuber (via Zoom)

Appointed Members: William DiBella (via phone)
Thomas Swarr (via Zoom)
Frank Dellaripa (via phone)

Present from Authority Staff: Mark Daley, President
Tom Gaffey, Director of Recycling and Enforcement
Cheryl Kaminsky, Comptroller
Chris Shepard, Environmental Compliance Manager

Others present: Ann Catino, Halloran & Sage
Matthew Pafford (via Zoom)
Ed Spinella
CTN

This meeting was recorded via ZOOM conferencing and is posted on the Authority's website at:
<https://www.ctmira.org/wp-content/uploads/2024/08/8-14-24-Board-Meeting.mp4>

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

Chairperson Hunter called the meeting to order at 9:31 am and requested a roll call for attendance. He stated that there was a quorum.

2. Public Comment – Agenda Item 2

Chairperson Hunter asked if any members of the public wished to provide comment. There were no members of the public who wished to speak.

3. Review and Approve minutes of the July 17, 2024 Regular Board Meeting (Attachment 1)

Chairperson Hunter introduced the item and requested a motion to approve the minutes. The motion was made by Director Beccaro and seconded by Director Dayton. The motion passed as indicated in the table below.

Director	Raised	Second	Aye	Nay	Abstain
1 - Chairperson Hunter			X		
2 - Matthew Dayton		X	X		
3 - David Barkin			X		
4 - Michael Looney			X		
5 - William Beccaro	X		X		
6 - Rachel Taylor					Not present
7 - Michael Walsh					Not present
8 - John Fonfara					Not present
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

4. Review and Approve Minutes of the July 23, 2024 Special Board Meeting (Attachment 2)

Chairperson Hunter introduced the item and requested a motion to approve the minutes. The motion was made by Director Beccaro and seconded by Director Barkin. The motion passed as indicated in the table below.

Director	Raised	Second	Aye	Nay	Abstain
1 - Chairperson Hunter			X		
2 - Matthew Dayton					X
3 - David Barkin		X			X
4 - Michael Looney			X		
5 - William Beccaro	X		X		
6 - Rachel Taylor					Not present
7 - Michael Walsh					Not present
8 - John Fonfara					Not present
9 - Paul Harrington					X
10 - Carl Fortuna			X		
11 - David Steuber			X		

5. Chairman's and President's Report

Chairperson Hunter introduced the item and turned the meeting over to President Daley. President Daley began by stating that there were no committee meetings in August however, he has some updates for the Board. He stated that on July 23, 2024 the first public meeting of the South Meadows Redevelopment Study was held. The meeting went well and we will try to build on this with more public involvement for the next one.

President Daley stated that the Hazardous Building Materials survey is on schedule. So far they have taken 1,100 asbestos samples, 600 lead based paint samples and 150 PCB samples. The sampling should be completed next week then testing will begin. Eagle Environmental will be coming back with estimated quantities after that.

He went on to state that the inoperable equipment and scrap removal has been completed. MIRA earned \$72,000 in revenue. The auction of the operable equipment begins on August 19, 2024 and will conclude on August 28, 2024. If any equipment does not sell, it will go to the regional auction in Windsor Locks in October.

President Daley stated that the renewal applications for permits for 211 Murphy Road and Ellington Transfer Station were submitted. MIRA will be keeping these permits active in case these sites are needed for backup or until the property is sold. Also, the proposed ELUR addressing the final remediation in South Meadows was submitted to DEEP. Once it is approved, it will be recorded on the land records and the Verification Report will be finalized.

President Daley stated that there was a meeting with the Federal Railroad Administration on July 19, 2024 to discuss track maintenance obligations on the rail spur to 211 Murphy Road. The only user is MRR. As follow up, we provided interim permission for MRR to maintain the area on our property as needed for compliance with FRA at their cost and risk as well as permission for our inspector to provide our reports to MRR.

President Daley stated that the Phase I Environmental have been accepted for 171 Murphy Road, 211 Murphy Road, Ellington, and River Road in Shelton. The documents have been provided to realtors and interested buyers. The Phase I Environmental have also been awarded and are beginning for Torrington and Essex.

President Daley stated that the MSA projection for FY26 and FY27 projected use of reserve for each transfer station has been completed. These will be used to structure a proposed conceding of those facilities.

President Daley stated that the FY24 independent audit is well underway and the state audit is progressing. He went on to say that MIRA received the ACFR award for FY23 and that there will be no ACFR done for FY24 as it's no longer necessary.

President Daley stated that he has set an employee meeting for August 29, 2024 to discuss the sunset date and wind down activities.

Chairperson Hunter asked if there were any questions and Director Barkin asked if President Daley shares his notes. President Daley responded that they are put into the minutes. Director Barkin was good with that.

6. Finance Committee Report

- a. Review and Approve the Resolution Authorizing the Execution of an Offer to Purchase the Watertown Transfer Station (Attachment 3)**

RESOLVED: That the President is authorized to execute the Offer to Purchase the Watertown Transfer Station received from KR Leasing LLC attached hereto as Exhibit A.

FURTHER RESOLVED: That the President is authorized to execute all necessary closing documents, including any purchase and sale agreement and deed to transfer the property, provided that any terms are consistent with the terms of the Offer to Purchase on or before the close of business on August 29, 2024.

FURTHER RESOLVED: Management is directed to draw up to \$20,000 from the Property Division’s South Meadows Transition Contingency Reserve for payment of legal services incurred in the development of such closing documents consistent with the terms of the Offer to Purchase.

Chairperson Hunter introduced the item and asked Director Harrington if he had any comments before he turned the discussion over to President Daley. Director Harrington stated that the Finance Committee vetted the two offers and stated that MIRA received a good price for the transfer station. He also stated that he was happy to see the sale of the first property and when the discussion of the Master Plan comes up, he would like to discuss moving forward on the other properties. Director Harrington stated that he believed setting a deadline certainly helped move this property. President Daley stated that the resolution authorized the sale of the Watertown Transfer Station to KR Leasing LLC for the purchase price of \$2.55 million. The resolution includes authority to execute the Offer to Purchase which is attached to the resolution as well as any purchase and sale agreement and deed to transfer needed to close as long as they are consistent with the Offer to Purchase terms including no contingencies or due diligence provisions. Last month the Board requested the Offer to Purchase be clarified to provide that the deposit was non-refundable, and for a drop dead date for the closing as well as the ending of the exclusivity period. These changes are not incorporated in the Offer with additional language releasing the Authority from any claims regarding the property or its condition, and naming the buyer as the certifying party under the transfer act if that becomes necessary (which we don’t think it will). The deadline for the closing is August 29, 2024 and we do not see any challenge to meeting that. President Daley opened it up for questions. Director Harrington asked about the title search and President Daley responded that it all came back good.

Chairperson Hunter then stated that assuming the resolution is passed by the Board today, the offer could be countersigned today by the Authority. President Daley agreed. Chairperson Hunter also went on to say that a \$50,000 non-refundable deposit would be due by Friday, August 16, 2024.

Director Harrington made the motion to approve the resolution and Director Beccaro seconded. Chairperson Hunter asked if there was any further discussion on the item. There being none, Chairperson Hunter went on to say that this resolution needs a 2/3 vote to pass and having 8 directors present, means that all the directors would need to approve the motion. The motion 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 - David Barkin			X		
4 - Michael Looney			X		
5 - William Beccaro		X	X		
6 - Rachel Taylor					Not present
7 - Michael Walsh					Not present
8 - John Fonfara					Not present
9 - Paul Harrington	X		X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

7. Discussion – Master Schedule and Plan for the Orderly Wind Down Activities of the MIRA Dissolution Authority (Attachment 4)

Chairperson Hunter introduced the item and turned it over to President Daley to elaborate on. President Daley stated that a Master Schedule and Plan for the Orderly Wind Down of Activities of the Authority has been developed. This is a very detailed assessment of what management believes can reasonably be accomplished between now and the June 30, 2025 sunset date for the Authority assuming that date does not change. The schedule is broken down in terms of conducting routine business, our wind down activities and preparing DAS or future operators of the transfer stations to step into our shoes. This is essentially a point by point assessment of where things will stand as of June 30, 2025 and how DAS or future operators will need to pick up the operations from that point.

President Daley went on to explain, within the category of routine business, for example, the Authority will develop the FY26 budgets on schedule but they will ultimately be implemented and administered by others so decisions will be needed on who and how this hand off is conducted. The Master Schedule also makes it clear that the Authority's reporting requirements for the period ending June 30 are not completed typically until the fall. DAS will need to complete these requirements or determine if certain reports are not needed. The schedule goes point by point identifying where we leave off each reporting requirement as of June 30 and how we can help DAS ultimately complete these requirements going forward. The same approach is taken with respect to our routine business transactions. Transfer of control would occur mid-stream and the status of all customer, vendor and contractor accounts will need to be documented. Necessary notification will need to be provided. A similar approach was taken when documenting routine operations in South Meadows, at the Transfer Stations and other operations, where they will stand as of June 30, 2025 and how the Authority can prepare DAS and the future transfer station operators to take over. There are license and certification requirements also noted.

President Daley went on to say that for the wind down activities, we expect to be done with the Verification Report, South Meadows Redevelopment Considerations Study and Closure Plan before the sunset date. If comment periods extend final acceptance of these reports, DAS will be provided with relevant contractor information to coordinate responses going forward.

President Daley stated that as noted previously, the removal of the inoperable equipment and scrap metal is completed, the auctioning of our operable equipment should be completed soon and the sale of real property with the potential to attract buyers is underway. An additional initiative will be proposed for the major salvage operations RFP which is currently being targeted for the end of the calendar year to complete the RFP process. For the transfer stations, projects approved in the FY25 budget will be completed in advance of the transfer. The proposed structure of a transfer of these facilities including the updated projected use of reserve for each transfer station to comply with the MSA's will be completed. Chairperson Hunter clarified that the transfer of the transfer stations could be DAS or others. President Daley agreed and stated that the Authority will assist in identifying and forming local governance to take over the transfer stations but to a large extent this is beyond the Authority's control. It is also recognized that training opportunities for the future operators of the transfer stations will need to be scheduled independent of the status of local governance.

President Daley stated that wind down activities conclude with the separation of all Authority employees. Planning for the separations will begin in January 2025 and conclude with approval at the March 2025 Board meeting. Notices to employees will be provided no later than March 31, 2025 for the June 30, 2025 terminations. Chairperson Hunter stated that for those directors not following, the separation items were all choreographed months ago prior to this Board. For the DAS stand up activities the Authority has provided DAS with the current organizational chart and summary job descriptions identifying the employees primarily responsible for the activities outlined in the Master Schedule. The Authority will work with Director Barkin pending identification of additional DAS personnel.

President Daley stated that the Authority will also complete seven additional operating plans identified as needed to document the proper O&M of the South Meadows site going forward. The Authority will also provide DAS or the future transfer station operators with all contracts, vendor and utility documentation, real property documentation and access, reserve documentation, permit documentation, IT transfers and fiscal/administrative authorities needed to step into the Authority's shoes. Director Barkin asked to receive copies of those contracts as soon as possible so that DAS can understand those contractual obligations. President Daley stated that the Authority could start doing that as early as next week. It was agreed that electronic copies would be preferred.

Mr. Daley stated that it is a lengthy document however the Authority tried to address everything. If someone thinks there are items missed, please bring to President Daley's attention and can add to the document. The next step is to set up a meeting with DAS to review the Master Schedule and plan with DAS. Chairperson Hunter asked Director Barkin whether or not DAS has set up a liaison. Director Barkin stated that DAS is conducting internal discussions and trying to gain more clarity. As of right now, Director Barkin is going to be the liaison.

Chairperson Hunter asked if there were any other questions. Director Harrington pointed out that in the document there is a completion date of November 2024 for the sale of real property. He asked if the brokers had been told this. President Daley responded by saying the brokers have not been given any dates yet as potential buyers have just received the Phase I Environmental reports and time was being given for them to digest the documents. Director Harrington feels that deadlines need to be rolled out and even if there has been no interest in some properties, he feels that there could be interested parties just waiting for a deadline. Director Beccaro recognizes that interested parties need time to review the Phase I Environmental reports but also is concerned regarding the time we have left and wants to start pinning down dates. He agrees with Director Harrington that knowing a date will drive the market. Chairperson Hunter suggested that the Authority have the broker make a presentation to the next Finance Committee meeting. There was also discussion regarding the end date changing from June 30, 2025 to June 30, 2026.

Chairperson Hunter asked if there was any other discussion, Director Looney asked about the progress of the South Meadows study. President Daley stated that the consultants have been moving forward and the study is on track time-wise. The study is still scheduled to be completed by February 2025. Chairperson Hunter left the meeting at 10:14am. Director Barkin asked questions and provided comment on the South Meadows Study timeline, considered uses, and property disposal by DAS. President Daley confirmed the Study will not be recommending potential uses of the site. Director Beccaro asked for further comment. Director Harrington asked if DAS was interested in running the two transfer stations as regional waste authorities. Director Barkin indicated his believe that DAS does not want to be in that business and it is DAS' understanding that the MDA operations will be wound down prior to its takeover. Director Beccaro agreed that the DAS Commissioner has previously indicated DAS is not interested in managing solid waste. Several Directors agreed that the timing of the wind down is critical. More discussion ensued regarding the study, next steps and the possibility of a date change.

8. Review and Approve – Resolution Authorizing and Funding a Drainage Improvement Project at the Torrington Transfer Station (Attachment 5)

RESOLVED: That the President is authorized to proceed with drainage repairs based on the low bid of \$30,046 submitted by Stonybrook Construction, 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.

With the departure of Chairperson Hunter from the meeting, Director Beccaro introduced this item and asked President Daley to elaborate on it. President Daley stated that this is one of the projects needed in advance of the transfer of the Torrington transfer station. The objective is to prevent runoff from infiltrating the holding tank used to collect MSW contaminated water that leaches from the tip floor. Each time the tank fills up it must be pumped and the water sent to an industrial waste water treatment facility. Want to do this as little as possible.

Dave developed the scope of work which is attached to the resolution and had three contractors visit the site before putting in proposals. The low bid was \$30,000 from Stoneybrook Construction. This was originally estimated at \$20,000 in the budget. The Authority will make up the shortfall in the budgeted cost since the Phase I Environmental for Torrington and Essex came in \$12,000 under budget. The resolution authorizes use of the CSWS Major Maintenance Fund for this work consistent with the adopted budget. Tom Gaffey can help with any questions. Director Beccaro asked if Mr. Gaffey was trouble by the price. He was not and explained the project a bit more.

Director Beccaro asked for a motion. Director Dayton motioned and Director Harrington seconded. The motion passed by a roll call vote as indicated in the table below.

Director	Raised	Second	Aye	Nay	Abstain
1 - Chairperson Hunter					Not present
2 - Matthew Dayton	X		X		
3 - David Barkin			X		
4 - Michael Looney			X		
5 - William Beccaro			X		
6 - Rachel Taylor					Not present
7 - Michael Walsh					Not present
8 - John Fonfara					Not present
9 - Paul Harrington		X	X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

9. Review and Approve – Resolution Ratifying Emergency Procurement for Structural Repairs Identified During Roof Replacement Project at Essex Transfer Station (Attachment 6)

RESOVLED: That the Board of Directors ratifies the President and CFO’s Emergency Purchase authorization to CWPM and Advanced Welding LLC, to proceed with structural repairs to the Essex Transfer Station roof as further discussed in the background narrative as Exhibit A which shall be funded through the CSWS Major Maintenance Fund.

Director Beccaro introduced the item and had President Daley expand upon it. President Daley stated that as mentioned in last month’s Board meeting, it was discovered that the purlins and eve struts are the Essex Transfer Station were significantly rusted. This was noticed when the roof was being removed. It was a safety concern that needed to be addressed right away. Therefore, as discussed last month, MIRA proceeded on the basis of an emergency procurement which now would need ratification by the Board. The resolution outlines the need for this action, applicable procedures and costs involved. The original budget was \$215,000 and with these additional repairs we will be over budget by \$31,000. The CSWS Major Maintenance Fund presently has just over \$2 million. Director Beccaro asked if there were any questions or comments. Director Harrington commented on the cost and Mr. Gaffey explained more about the project and what had occurred.

President Daley stated that 8 votes were needed. Since there was not enough directors present to pass the resolution, Director Beccaro asked for a motion to table the item. Director Harrington motioned and Director Dayton seconded. The motion passed by vocal vote with all members in favor.

10. Attached Supplemental Information (Attachment 7)

Director Beccaro introduced the item and asked President Daley to proceed. President Daley stated that MIRA is reporting for the period ending June 30, 2024 with the draft pending audit completion.

President Daley stated that CSWS ended the year with a \$3.74 million operating loss which is \$0.75 million less than the budgeted operating loss. MIRA received and transferred a total of 56,446 tons of MSW which was 105% under budgeted deliveries with enforcement activities continuing. MIRA was 3,786 tons short of our delivery obligation to Preston which resulted in a delivery penalty of \$189,000. There were 10,242 tons of recycling received and transferred. MSW and recycling services totaled \$7.75 million which is 61% of total CSWS expenses.

The Property Division ended the year with a \$1.08 million operating loss which is \$1.82 million less than the budgeted operating loss. Revenues were 54% above budget with excess interest income and inventory sales. Expenses were 25% under budget with savings in the South Meadows site and Jet Turbine facility operating costs.

President Daley stated that with regard to the cash flow, our total funds and accounts decreased from \$51.96 million to \$50.88 million in the month of June. MIRA's total cash burn for the year was \$4.96 million. He asked if there were any questions, which there were not.

Director Beccaro stated that the agenda has been completed. He asked for a motion to adjourn. The motion was made by Director Harrington and seconded by Director Looney. A vocal vote was made with all in favor of adjourning. The meeting was adjourned at 10:47 a.m.