



Dissolution Authority

300 Maxim Road, Hartford, Connecticut 06114

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MEMORANDUM

TO: MIRA Dissolution Authority Board of Directors
FROM: Bert Hunter, Chairperson
DATE: October 30, 2024
RE: Notice of Special Meeting

There will be a **special meeting** of the MIRA Dissolution Authority's Board of Directors on *Thursday, October 31, 2024 at 9:00 a.m. in the Board Room at 300 Maxim Road, Hartford, CT. Members of the public may also attend the meeting telephonically by calling (929) 205-6099, entering Meeting ID: 886 0868 5597 and Passcode: 253208# when prompted. (NOTE - there is very limited physical space in the Board Room - consequently, virtual public attendance is encouraged).* The meeting is scheduled to conclude at 12:00 p.m. The purpose of this meeting will be:

1. Call to Order; Chair's Welcome
2. Public Comment (3 minutes per speaker)
3. Review and Approve – Resolution Authorizing Extension of an Offer to Purchase Murphy Road Properties (Attachment 1)

C: Mark Daley
David Bodendorf
Thomas Gaffey
Christopher Shepard
Cheryl Kaminsky
Roger Guzowski
Chris May
Stephannie Rice

ATTACHMENT 1
RESOLUTION FOR THE MIRA DISSOLUTION AUTHORITY BOARD OF DIRECTORS
AUTHORIZING EXTENSION OF AN OFFER TO PURCHASE MURPHY ROAD PROPERTIES

WHEREAS, At its October, 16, 2024 meeting, the MIRA Dissolution Authority Board of Directors (the "Authority") approved the Resolution Authorizing Execution of an Offer To Purchase Murphy Road Properties attached hereto as Exhibit A; and

WHEREAS, Such resolution anticipated that closing documents would be executed on or the before close of business November 1, 2024 pursuant to the buyers Offer to Purchase; and

WHEREAS, The buyers of such property have requested an extension of such deadline to execute closing documents to December 15, 2024.

NOW THEREFORE, be it

RESOLVED: That the resolution adopted October 16, 2024 and attached hereto as Exhibit A is hereby modified to provide that the President is authorized to execute all necessary closing documents, including any purchase and sale agreement and deed to transfer such property and appurtenant rights, provided that any terms are consistent with the terms of the attached Offer to Purchase and executed on or the before close of business December 15, 2024.

FURTHER RESOLVED, That all other terms and conditions of the resolution attached hereto as Exhibit A remain in effect.

PROCEDURAL REQUIREMENTS (Offer to Purchase Murphy Road Properties)

Author: Mark Daley, President & CFO

Committee Requirements:

- Assigned – Finance Committee
- Quorum – 50% of the Directors on a Committee of 4 or more, majority of the Directors on a Committee of less than 4, excluding the Chair.
- Item carries with majority of Directors present

Director	Raised	Second	Aye	Nay	Abstain
Paul Harrington					
Matthew M. Dayton					
David S. Steuber					
William P. Beccaro					

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					
2 - Matthew Dayton					
3 – David Barkin					
4 – Michael Looney					
5 - William Beccaro					
6 - Rachel Taylor					
7 – Michael Walsh					
8 – John Fonfara					
9 - Paul Harrington					
10 - Carl Fortuna					
11 - Dave Steuber					

EXHIBIT A

RESOLUTION AUTHORIZING EXECUTION OF AN OFFER TO PURCHASE MURPHY ROAD PROPERTIES

ATTACHMENT 5
DRAFT RESOLUTION FOR THE MIRA DISSOLUTION AUTHORITY BOARD OF DIRECTORS
AUTHORIZING EXECUTION OF AN OFFER TO PURCHASE MURPHY ROAD PROPERTIES

WHEREAS, The MIRA Dissolution Authority (the "Authority") was established pursuant to Public Act 23-170 effective July 1, 2023 as successor to the Materials Innovation and Recycling Authority whereupon it became obligated to wind down the Authority's operations and activities in an orderly and responsible manner, that may include, but is not limited to, the marketing and sale of the Authority's surplus real and personal property; and

WHEREAS, Pursuant to Chapter 446e, as amended by Public Act 23-170, the Authority has the power to sell all or any portion of a waste management project and its real property for such consideration and upon such terms as the Authority may determine to be reasonable; and

WHEREAS, Pursuant to the Authority's Procurement Policy ("Policy"), the Authority may sell real property without application of the Competitive Process as defined in the Policy, and wherever practicable, property will be sold to a public or regulated entity; and

WHEREAS, The Policy requires the Authority to notify the Chief Executive Officer of the town in which such property is located prior to the sale, which notice has been provided on May 29, 2024; and

WHEREAS, Effective October 18, 2023, the Authority modified its Procurement Policy to provide that no real property shall be sold without a written appraisal having been conducted on behalf of the Authority as client with an appraisal effective date no later than one year prior to board approval of such sale; and

WHEREAS, The Authority has recently obtained real property appraisals for its Watertown and Ellington Transfer Stations, as well as its real property at 211 and 171 Murphy Road (including ancillary properties 163H Murphy Road and 55 Maxim Road) in Hartford (collectively, the "real property" or "real properties"); and

WHEREAS, The Authority has contracted O,R&L Commercial to perform as its broker and sellers agent for the sale of such real property; and

WHEREAS, The Authority has provided such appraisals to O,R&L Commercial for its review, established offering prices and authorized O,R&L Commercial to publicly list the real properties for sale; and

WHEREAS, The Authority has further provided direct notice of the sale of the real properties to entities previously expressing interest in such sales or otherwise known to the Authority as potentially interested waste industry participants; and

WHEREAS, Commencing on June 7, 2024, O,R&L listed each of the properties for sale and actively marketed the properties to obtain offers for each property for the Authority's consideration; and

WHEREAS, The Authority, working with O,R&L, established a deadline of September 19, 2024 for receipt of offers from potential buyers interested in 211 and 171 Murphy Road in Hartford and the Ellington Transfer Station; and

WHEREAS, At its September 25, 2024 Special meeting, the Authority's Finance Committee directed staff to seek clarification and modification of an Offer to Purchase received from Murphy Road Holdings, Inc. for 211 and 171 Murphy Road in Hartford including obligations pursuant to Connecticut's "Transfer Act" and real property descriptions which have now been received by staff; and

WHEREAS, the Authority now desires to proceed with such modified and clarified Offer to Purchase 211 and 171 Murphy Road in Hartford received from Murphy Road Holdings, Inc.

NOW THEREFORE, be it

RESOLVED: That the President is authorized to execute the Offer to Purchase 211 and 171 Murphy Road in Hartford received from Murphy Road Holdings, Inc. 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 such property and appurtenant rights, provided that any terms are consistent with the terms of the attached Offer to Purchase and executed on or the before close of business November 1, 2024.

FURTHER RESOLVED: Management is directed to draw up to \$30,000 from the Property Division's South Meadows Transition Contingency Reserve for payment of legal services and other expenses incurred in the development of such closing documents consistent with the terms of the attached Offer to Purchase and properly vacating 211 and 171 Murphy Road.