

MIRA Dissolution Authority Finance Committee
May 7, 2024
Meeting Minutes

A Regular Meeting of the Finance Committee of the MIRA Dissolution Authority was held on May 7, 2024. Present in person or via video or audio conferencing were:

- Committee Present: Paul Harrington (Committee Chairperson)
Bill Beccaro (via Zoom arrived 9:35am)
Matt Dayton
Dave Steuber (arrived 9:40am)
Bert Hunter (ex Officio – Board of Directors Chairperson – arrived 9:40am)
- Other Directors Present: Joseph DeNicola (via Zoom)
- Other Members Present: William DiBella
- Authority Staff Present; Mark Daley, President and CFO
Roger Guzowski, Supply Chain Manager
Cheryl Kaminsky, Comptroller
Chris Shepard, Environmental Compliance Manager (via Zoom)
Tom Gaffey, Director of Recycling and Enforcement
Dave Bodendorf, Manager of Engineering, Construction and Power Assets

Note: The meeting was recorded and can be viewed at www.ctmira.org/board-documents/mira-dissolution-authority-board-documents/mira-dissolution-authority-finance-meetings

Committee Chairperson Harrington called the meeting to order at 9:31a.m. Following a roll call, Committee Chair Harrington invited members of the public to address the Committee. As there was no public comment, he proceeded with the agenda.

1. REVIEW AND APPROVIE MINUTES OF APRIL 9, 2024 MEETING

At the start of the meeting Chairperson Harrington requested a motion to approve the minutes of the April 9, 2024 Finance Committee. At that time, Director’s Beccaro and Steuber had not yet arrived. Director Dayton indicated that he was not at the meeting and as such abstained. The motion was deferred until later in the meeting.

2. REVIEW AND APPROVE DRAFT 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 and CFO Mark Daley informed the Committee that each year the Authority enters into hauler agreements that govern the delivery of MSW and recycling to facilities, that the agreements are a standard one year contract that relies heavily on adopted public procedures for Permitting, Disposal & Billing, and that the agreements obligate deliveries of all waste from within the borders of our municipal customers to the designated facility. Mr. Daley indicated that these contracts provide for payment of the annual adopted tip fee for FY 2025 (\$131 / \$133).

Mr. Daley reminded the Committee that this is the last hauler agreement to be entered by the Authority before operations transfer under PA23-170 and that new hauler agreements will need to be developed at this time next year between haulers and future operators of the transfer stations that reflect the FY 2026 tip fees.

Mr. Daley noted that all remaining municipal customers rely on haulers, either via subscription or town agreement and that we no longer have any municipal customers that operate their own fleets. Mr. Daley further noted that it looks like we will be entering agreement with 19 individual hauling companies and that this resolution will have an 8 vote requirement at the Board.

The resolution was approved by roll call vote:

	Raised	Second	Yea	Nay	Abstain
Paul Harrington, Committee Chair			X		
Bill Beccaro		X	X		
Matt Dayton	X		X		
Dave Steuber					Not yet arrived

3. REVIEW AND APPROVE DRAFT RESOLUTION FUNDING AND AUTHORIZING ESSEX TRANSFER STATION MAJOR MAINTENANCE.

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 “continue to operate the authority's transfer stations until acceptable alternatives, operated by entities other than the authority, become available, as determined by the Commissioner of Energy and Environmental Protection.”; and

WHEREAS, The Authority leases the Essex Transfer Station pursuant to an Amended and Restated Lease dated November 8, 2012 for a term ending June 30, 2027 (the “Essex Lease”); and

WHEREAS, The Essex Lease obligates the Authority to vacate the Essex Transfer Station upon expiration or sooner termination in as good condition as existing at the commencement of the term; and

WHEREAS, The Authority has determined that the Essex Transfer Station roof is in need of major repair; and

WHEREAS, The Authority's adopted Fiscal Year 2025 Connecticut Solid Waste System Operating and Capital Budget contemplated certain "Projects Proposed in Advance of Transfer" of the CSWS transfer stations to entities other than the Authority including, but not limited to, Essex Transfer Station roof repairs budgeted at \$200,000 to be paid from the Authority's CSWS Major Maintenance Fund; and

WHEREAS, The Essex Transfer Station is operated pursuant to that certain Agreement for Waste Transportation and Transfer Station Operation and Maintenance Services between the Authority and CWPM, LLC (the O&M Agreement"); and

WHEREAS, Pursuant to Article 2 and Exhibit C of the O&M Agreement, roof repairs and replacement not necessitated from the negligence of the Contractor are excluded from the Services compensated through payment of the Annual Fixed O&M Fee; and

WHEREAS, Pursuant to the O&M Agreement's Scope of Services Exhibit B, the Authority reserved the right to require the Contractor to perform capital and/or operating improvements or services not otherwise included in the Scope of Service subject to reasonable additional compensation; and

WHEREAS, The Authority directed CWPM, LLC to obtain three quotes for defined roof repairs and replacement which the Authority has received; and

WHEREAS, The Authority now desires to direct CWPM, LLC to proceed with the lowest priced bid to undertake such roof repairs and replacements in accordance with the final scope of work agreed to by the Authority; and

WHEREAS, Such roof repairs and replacement will cause an increase in the cost of the O&M Agreement in excess of \$50,000 which the Authority desires to authorize pursuant to its Procurement Policies and Procedures.

NOW THEREFORE, be it

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.

President and CFO Mark Daley informed the Committee that this item authorizes \$151,422 in spending from the CSWS Major Maintenance Fund for roof repairs at the Essex Transfer Station. Mr. Daley indicated that his is the first of several "Projects Proposed in Advance of Transfer" included in the FY 2025 CSWS budget and that we will also be proceeding with tip floor work and a phase one environmental at Essex, and at Torrington we will be doing roof and drainage repair and the phase 1 environmental. Mr. Daley stated that the current roof project for Essex

will be handled by CWPM as our contract operator for the facility who obtained 3 bids and we are authorizing them to proceed with the low bid.

Mr. Daley explained that the resolution outlines the background need relevant to PA23-170, our lease agreement with Essex for the facility, and the CWPM contract terms relevant to undertaking these kinds of projects. Mr. Daley stated that this resolution will have an 8 vote requirement at the Board as it increases the previously approved CWPM contract by over \$50k.

The resolution was approved by roll call vote:

	Raised	Second	Yea	Nay	Abstain
Paul Harrington, Committee Chair			X		
Bill Beccaro	X		X		
Matt Dayton		X	X		
Dave Steuber			X		

4. REVIEW AND APPROVIE MINUTES OF MARCH 5, 2024 MEETING (REVISITED)

With all members of the Committee now present, Committee Chair Harrington requested that the Committee move back up to the motion to approve the minutes of the April 9, 2024 Finance Committee meeting that could not be approved earlier. The motion to approve the minutes of the April 9, 2024 meeting of the Finance Committee was raised by Director Beccaro and seconded by Director Steuber. The minutes were approved by roll call:

	Raised	Second	Yea	Nay	Abstain
Paul Harrington, Committee Chair			X		
Bill Beccaro			X		
Matt Dayton					X
Dave Steuber		X	X		

5. INFORMATIONAL REPORTS

President and CFO Mark Daley provided an overview of the informational reports for the reporting period ending March 31, 2024. Mr. Daley indicated that because it was the end of the quarter, the information included the quarterly balance sheet requested by the Board and indicated that the information includes the budget modification forms. Mr. Daley indicated that the insurance renewals were progressing. Mr. Daley stated that for the reporting period CSWS revenues were 11.5% below budget due to lower than budgeted MSW deliveries, but that expenses were 12.8% under budget. He stated that the year to date CSWS loss is 18.7% below budget. For the Property Division, Mr. Daley indicated that revenues were 16.4% above budget due to interest, that operating expenses were 5.3% below budget and that the year-to-date loss in the Property Division was 67% better than budget. Mr. Daley stated that the Property Division

ended the month with \$25.7 million in reserves, but reminded the Committee that the second installment of the Hartford PILOT payment was still pending. Mr. Daley indicated that in total the Authority’s reserves are at \$52.58 million at the end of March.

There were no questions or comments from the Committee regarding the Authority Contract and Procurement informational reports.

6. EXECUTIVE SESSION

A motion to go into executive session to discuss i) the 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 sale; and ii) the Authority’s RFP for the Sale and Removal of Inoperable Heavy Equipment and Attachments and Miscellaneous Scrap Metals Located at the Hartford Connecticut Resource Recovery Facility, and the Authority’s RFP for the Marketing, Brokerage, Sale and Removal of Operable Heavy Equipment Located at the Hartford Connecticut South Meadows Site, including review and discussion of any preliminary draft resolution prepared by staff associated with the RFPs was raised by Director Steuber and Seconded by Director Dayton.

	Raised	Second	Yea	Nay	Abstain
Paul Harrington, Committee Chair			X		
Bill Beccaro			X		
Matt Dayton		X	X		
Dave Steuber	X		X		

7. ADJOURNMENT.

At 10:40am, the Committee came out of executive session. Committee Chair Harrington indicated that no action was taken in the executive session and adjourned the meeting.