



Dissolution Authority

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MIRA DISSOLUTION AUTHORITY

October 16, 2024

A Regular meeting of the Board of Directors of the MIRA Dissolution Authority (the “Authority”) was held in person and via Zoom on Wednesday, October 16, 2024. Present in person or via audio or video conferencing were:

Appointed Directors:

Bert Hunter, Chairperson (via Zoom)
Matthew Dayton
David Barkin
William Beccaro
Rachel Taylor (via Zoom)
Michael Walsh (via Zoom)
John Fonfara
Paul Harrington
Carl Fortuna (via Zoom)
David Steuber (via Zoom, arrived during agenda item 8)

Appointed Members:

Frank Dellaripa
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
Ed Spinella
Robert Carr, Weston & Sampson (via Zoom)
Joanna Wozniak-Brown (Via Zoom) Marcus Y (via Zoom)
203-858-1291 860-424-3206 860-746-3200

This meeting was recorded via ZOOM conferencing and is posted on the Authority’s website at: <https://www.ctmira.org/wp-content/uploads/2024/10/10-16-24-Board-Meeting.mp4>

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

Chairperson Hunter called the meeting to order at 9:33 a.m.

2. Public Comment - Agenda Item 2

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

3. Review and Approve Minutes of the September 11, 2024 Regular Board Meeting - Agenda Item 3.

Chairperson Hunter requested a motion to approve the minutes. Director Harrington made a motion to approve the minutes and Director Fonfara seconded the motion. Director Barkin asked if President Daley’s statement regarding DAS’s receipt of Authority assets, including approximately \$50 million. President Daley indicated his statement recorded in the minutes is consistent with Public Act 23-170. Attorney Catino agreed. Approval of the minutes 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					Not present
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 – Michael Walsh			X		
8 – John Fonfara		X	X		
9 - Paul Harrington	X		X		
10 - Carl Fortuna			X		
11 - David Steuber					Not present

4. Review and Approve Minutes of the September 25, 2024 Special Board Meeting - Agenda Item 4.

Chairperson Hunter requested a motion to approve the minutes. Director Beccaro made a motion to approve the minutes and Director Fonfara seconded the motion. Approval of the minutes 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					Not present

5 - William Beccaro	X		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

5. Chairman’s and President’s Report – Agenda Item 5.

Chairperson Hunter introduced the item and asked President Daley for a report. President Daley indicated he provided the management committee with legislative proposals pursuant to a request from OPM. He stated Director Beccaro has offered to take the lead on any legislative proposals. President Daley stated the HR Committee discussed the March 31 timeline for layoff notices at its meeting earlier today, based on the current sunset date for the Authority of June 30, 2024. He indicated if the legislature has a desire to change the sunset date from June 30, 2025 to June 30, 2026, it will become very problematic if the change is not made before March 31, 2025. The draft Annual Independent Audit was submitted to the comptroller’s office without changes. President Daley stated that the annual report to the Governor and the annual report of operations to the General Assembly were submitted. There were two reports, both for annual and for the fourth quarter.

6. Review and Discuss – Letter from CT Agencies to MIRA DA Directors

Chairperson Hunter introduced the item and asked if any of the Directors representing the signatory agencies wished to comment before discussion by the full board. Director Dayton stated that he thinks the letter speaks for itself. The agencies want to work with the Authority to fulfill the statutory obligation to wind down the Authority prior to June 30, 2025. Director Barkin also believes the letter speaks for itself. He stated DAS is prepared to assume care and control of the south meadows site, but it is the impression of DAS leadership that the south meadows site would be the extent of DAS responsibilities. Director Barkin indicated that this understanding is not represented in the master schedule. He stated DAS wants to work with the Authority in any way it can to ensure as much as possible is “wound down” as possible. Director Beccaro brought up the fact that the Authority owns other parcels of real property that have not yet been marketed for sale and recommended the Board review the status of all Authority owned parcels and what action, if any, the Board may need to take before dissolution of the Authority.

Chairperson Hunter asked President Daley for his response to the letter and comment on the wind down plan. President Daley agreed that the letter received from the state agencies speaks for itself, but the letter is not in agreement with PA 23-170. He suggested the letter would be better addressed to the General Assembly. He stated PA 23-170 clearly states that DAS is the successor to the Authority and will receive all duties, obligations, assets, and liabilities of the Authority at the time of dissolution. The master schedule reflects what management believes can reasonably be expected prior to a June 30, 2025 wind down. It is not within management’s control to have alternate entities ready, willing, and able to take over the transfer stations, in spite of the work done by the Authority to assist alternate entities. He indicated his believe that it will be a challenge for other entities to be ready to take over the transfer station operations by June 30, 2025, which drives the master schedule focus. President Daley believes there is a discrepancy between the letter and what is written in the law. Management’s perspective is the Authority needs to take actions in compliance with the law. President Daley asked Attorney Catino for comment. Attorney Catino went into further detail on state laws as they pertain to the Authority’s obligations. President Daley reminded the Board that management had made the decision to focus on marketing the higher value properties, with good success so far. He mentioned the Bridgeport lease has several years remaining and it contains an obligation for the tenant to address the site.

President Daley indicated the Authority had in the past attempted to sell a landfill and that effort

resulted in an offer to the Authority to take the landfill in exchange for the Authority paying the “buyer”. The landfills were essentially removed from the Authority by statute circa 2015. The Authority thought the statute was clear that DEEP would take ownership of the landfills, but DEEP did not want ownership of the landfills. The State ultimately took \$30MM in post closure care funds from the Authority and DEEP and the Authority executed an MOU requiring DEEP to provide post closure care and maintenance of Authority landfills. President Daley stated based on this history, he does not believe an effort to sell landfills will result in any value to the Authority.

Director Barkin stated that DAS is encouraging the Authority to continue to work toward dissolving or selling off particularly the waste transfer operations. DAS does not feel prepared to be in a waste management business subsequent to our assuming its control. I you know and I think anything that we can do. He suggested a meeting with Authority staff and the agencies to talk about the specifics. Chairperson Hunter agreed that such a meeting may be useful. Chairperson Hunter then asked Director Beccaro for comment. Director Beccaro deferred to Director Dayton. Director Dayton indicated that OPM recognizes that the statute does have a DAS as successor to the Authority and he believes the letter is saying the agencies expect that the Authority will do everything it can to wind down as much as possible in the next eight months.

Chairperson Hunter asked Director Beccaro for comment. Director Beccaro stated he agreed with comments of the other Directors and the President. He suggested the Board be provided detailed information on the remaining MIRA DA properties so the Board is fully informed. Chairperson Hunter agreed and suggested that this is the kind of information that could be discussed at the suggested meeting which he asked President Daley to try and organize between now and the next board meeting, preferably before the next committee meetings that would occur the week before. President Daley agreed to organize the meeting.

Director Harrington stated he is looking forward to participating in the meeting and reminded the Board he works for a town that is part of the Torrington Transfer Station. He said he getting concerned that the clock is running out with only eight months before June 30, 2025. He wants to know the trash will continue to be managed and he wants to figure out a plan by December. As chairman of the finance committee, he is concerned that the letter and the public act are inconsistent with each other and he needs to know what interpretation of the statute will “win out”.

Attorney Catino recommended avoiding the conflict that obviously exists between the interpretation of the law that is expressed in the letter versus how the Authority has been operating. She stated her belief that President Daley did put together a summary of all the properties and all the responsibilities so that the next step is to sit down with the agencies and work it out. So you avoid the doomsday scenario that could result in lawsuits from the private vendors against the state as the successor to the Authority because there are many contracts that need to be honored and payments that need to be made.

Chairperson Hunter agreed there are potential lawsuits from vendors and from the municipalities. Director Harrington requested and received clarification from Director Dayton regarding dissolution of contracts by the State. Director Dayton provided such clarification and reiterated the purpose of the letter is to encourage the Authority to fulfill its statutory obligation to transfer the transfer stations to third parties and do everything it can to wind down. President Daley stated the CSWS transition committee continues to meet twice per month to try and facilitate the transfer of the Transfer Station operations and the Authority will continue to try to facilitate the transfer. Director Barkin stated he believes the transition document is very detailed and he believes the agencies are stating they want the Authority to do more to make the transition happen. Chairperson Hunter asked Director Barking if DAS’s primary concern was that of the transfer of the transfer stations. Director Barkin stated that is DAS’s primary concern, but DAS is also concerned about the other obligations.

Director Hunter suggested the discussion continue at a future meeting. Director Fonfara suggested the meeting be an official meeting of the Board so all Board members could participate in the discussion. It was agreed by the Board that the meeting should be a Special Meeting of the Board with the agencies invited.

7. Finance Committee Report Agenda Item 7

Chairperson Hunter asked Director Harrington for the Finance Committee Report. Director Harrington turned the meeting over to President Daley to Discuss the property sale items.

7(a) Review and Approve Resolution Authorizing Execution of an Offer to Purchase the Ellington Transfer Station (Attachment 4)

RESOLVED: That the President is authorized to execute the Offer to Purchase the Ellington Transfer Station 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, subdivision documents, Department of Energy and Environmental Protection approvals, 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 June 26, 2025.

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 and related documents and approvals consistent with the terms of the attached Offer to Purchase and properly vacating the Ellington Transfer Station.

President Daley summarized the item for the Board indicated it was fully vetted at the Finance Committee. He stated he would answer any questions from the Board. Director Harrington moved the approval of the item, which was seconded by Director Dayton. The item 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 – David Barkin			X		
4 – Michael Looney					Not present
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 and Approve Resolution Authorizing Execution of an Offer to Purchase 211 Murphy Road and 171 Murphy Road (Attachment 5)

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.

Director Harrington introduced the item and asked President Daley to present the item. President Daley provided a summary for the Board and discussed details of the offer. He asked the Board if there were any questions. Director Harrington asked about the reference to 55 Maxim Road included in the offer. President Daley indicated it is a parcel ID referenced in the title to 211 Murphy Road. Director Harrington made a motion to approve the item as presented. The motion was seconded by Director Fonfara. 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					Not present
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 - Michael Walsh			X		
8 - John Fonfara		X	X		
9 - Paul Harrington	X		X		
10 - Carl Fortuna			X		
11 - David Steuber					Not present

Director Harrington asked President Daley for the approximate amount of additional revenue above estimates that the Authority has received so far through the sale of its real and personal property. President Daley confirmed the amount received is in the range of five to six million dollars more than estimated.

8. South Meadows Transition Committee Report – Agenda Item 8

8(a) Review and Approve Resolution Authorizing Proceeding with Analysis of PCB Samples Collected During South Meadows Redevelopment Considerations Study (*Attachment 6*)

RESOLVED: That the President is authorized to proceed with analysis of PCB samples collected during South Meadows Redevelopment Considerations Study.

Chairperson Hunter asked Director Beccaro for a report. Director Beccaro asked President Daley to summarize the item. President Daley provided a summary of the issues and concerns being considered along with management's recommendation to proceed with the analysis. There was a lengthy discussion during which Director Barkin indicated he had recently become aware of positive PCB test results done in 2012. President Daley confirmed this testing was completed and that has not resulted in an active managerial requirement for the Authority. In light of this new information, the Board made the decision to vote on the resolution. Director Beccaro made a motion to approve the resolution. The motion was seconded by Director Harrington. Director Beccaro thanked Director Barkin and recognized the balancing act between producing a valuable report and the DAS concerns. 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					Not present
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			X		

9. CSWS Transition Committee Report – Agenda Item 9

Chairperson Hunter asked Director Fortuna for a report. Director Fortuna indicated he had a lengthy conversation with Senator Needleman several weeks ago. They talked at length and the senator is interested in keeping Essex, which Essex owns as a regional transfer station, but has some questions. Director Fortuna indicated Chairperson Hunter, himself, and the President were discussing an effort to get together with Senator Needleman to discuss what he might want or need. The cog is moving forward with the concept of standing up a regional waste authority. Obviously, that would involve the Essex transfer station, so if it's not available, then there's not going to be much need for a regional waste authority. So there are a few pieces that need to come together down here. Old Saybrook is exploring its own options and he believes that without Old Saybrook and/or Clinton, the transfer station from a tonnage point of view is a little less viable. He does not know what Clinton's plans are, but without those two towns, that is a much less viable option from a tonnage point of view for any hauler and for any plant to accept the trash. Senator Needleman is very engaged.

Director Fortuna asked President Daley to provide an update on the Northwest Hills region. President Daley summarized the assistance the Authority has been providing to the regional waste customers including providing contractual and permitting information, and other documents for the stand-up activities. He stated meetings with the regional players are regular and ongoing and updated the Board on the progress made by the regional entities. President Daley updated the Board on the status of the various capital projects at the transfer stations. He stated the Essex roof and Torrington drainage projects were complete, the Torrington roof was in progress, and the Essex tip floor is planned for the spring. President Daley indicated that he has developed a “use of reserves” projection through June 30, 2027 and that projection is available to entities who would take over the transfer station operations from the Authority. President Daley summarized the work done to date on the template regional waste authority assumption agreement and associated assignment agreements to facilitate the takeover of the transfer stations by regional authorities.

Director Harrington asked about the “use of reserves” to prop up the regional waste authorities. President Daley indicated the approach is recommended by management after various alternatives were considered and it was concluded that the most reasonable option that has the opportunity to succeed is an option that subsidizes the operation by new regional authorities at a cost at or below the projected subsidy by the Authority. Director Harrington expressed concern over what would happen on June 30, 2027 when this money runs out. President Daley stated that the assumption agreement includes language that makes it clear after June 30, 2027 the regional authorities will have had to go through their own process to provide for continued waste management services.

Director Taylor expressed frustration that the Authority is being held accountable to stand up the regional waste authorities, but it seems that we're not having a lot of success creating movement within the regions. President Daley agreed that the process has been slow and cited a few reasons. He agreed the point is exactly on topic and it is beyond our control to have entities established that are ready willing and able to take over the operation. He reminded the Board that we are within probably three months of actively starting the planning for our layoffs and five months of issuing the layoff notices, and our focus has to be on making sure whoever succeeds the Authority is ready.

Director Fonfara asked if the town of Old Saybrook is preparing for the possibility of going in

another direction. Director Fortuna confirmed the town has put out an RFP and is looking at other options and that he needs to do what is best for the town. He stated his opinion that the Essex transfer station may not be viable if enough tons leave the transfer station. Director Fonfara asked what would happen if the towns acted independently prior to the end of the agreements. Director Harrington stated that the towns cannot act independently as long as the tip fee remains below the opt-out level. The President and Board continued a discussion about the implications towns opting out of the agreements.

Director Harrington observed that the letter from the state agencies made no mention of setting up regional waste authorities and asked if that is indicative of CTDEEP no longer supporting regional waste authorities. Director Fortuna stated his believe that the Essex region will not have a regional waste authority set up by June 30, 2025. In light of that, he recommended the Board needs to be talking about tip fee stabilization so the towns can be informed whether the Board supports the stabilization or not. Director Fonfara asked Director Fortuna if the responses to the Old Saybrook RFP look competitive. Director Fortuna stated the proposals are public information and he is in the process of reviewing them. Chairperson Hunter asked if the respondents the RFP have been asked to extend the proposal to other towns in the region. Director Fortuna indicated he asked that question of one of the respondents and intends to ask the others. He indicated Old Saybrook is not inclined to kill a regional waste authority, but he needs to do what's best for his town. Chairperson Hunter expressed his desire to gather as much information as available for the benefit of the towns.

Chairperson Hunter asked President Daley for an update on the supplemental information. President Daley summarized that the Authority is doing better than budget in the CSWS and Property Divisions and indicated the revenue from property sales is now being shown in the Property Division budget as large surpluses and revenue.

Chairperson Hunter noted the executive session agenda item and asked President Daley of there was a need for an executive session. President Daley indicated there was not a need. Director Harrington made a motion to table the Executive Session item, which was seconded by Director Beccaro. The Board voted unanimously to table the Executive Session item.

The meeting was adjourned at 11:11 a.m.