



Dissolution Authority

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MIRA DISSOLUTION AUTHORITY

November 13, 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, November 13, 2024. Present in person or via audio or video conferencing were:

Appointed Directors:

Bert Hunter, Chairperson
David Barkin
Michael Looney (via Zoom)
William Beccaro
Rachel Taylor (via Zoom)
John Fonfara
Paul Harrington
Carl Fortuna (via Zoom)
David Steuber (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

Others Present:

Norman Needleman, Essex First Selectman
Earnestine Weaver, DAS Attorney
Ann Catino, Halloran & Sage
Ed Spinella
NHCOG (via Zoom)
Matthew Pafford (Via Zoom)
860-874-3536 860-424-3206 860-746-3200
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/2024/11/11-13-24-Board-Meeting.mp4>

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

Chairperson Hunter called the meeting to order at 9:35 a.m. and requested a roll call of Directors present. Chairperson Hunter noted the existence of a quorum and recognized the presence of Essex First Selectman and State Senator Norman Needleman.

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 October 16, 2024 Regular Board Meeting - Agenda Item 3.

Chairperson Hunter requested a motion to approve the minutes. Director Fonfara made a motion to approve the minutes and Director Beccaro 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					Not present
3 – David Barkin			X		
4 – Michael Looney					X
5 - William Beccaro		X	X		
6 - Rachel Taylor			X		
7 – Michael Walsh					Not present
8 – John Fonfara	X		X		
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

4. Review and Approve Minutes of the October 31, 2024 Special Board Meeting - Agenda Item 4.

Chairperson Hunter requested a motion to approve the minutes. Director Fonfara made a motion to approve the minutes and Director Harrington 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					Not present
3 – David Barkin			X		
4 – Michael Looney			X		
5 - William Beccaro			X		
6 - Rachel Taylor					X
7 – Michael Walsh					Not present
8 – John Fonfara	X		X		
9 - Paul Harrington		X	X		

10 - Carl Fortuna					X
11 - David Steuber			X		

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

Chairperson Hunter introduced the item and asked President Daley for a report. President Daley asked Director Barkin to introduce his DAS colleague in attendance at the meeting. Director Barkin introduced Earnestine Weaver, an attorney with DAS. President Daley indicated the closing of the Murphy Road properties is scheduled for next Friday and the next scheduled closing will occur later this fiscal year for the Ellington transfer station, once the split off of that facility from the landfill is completed. This will put the total net sales of real and personal property for the authority at approximately 18 million dollars by the end of this fiscal year. The total reserves by the end of this fiscal year should be about 62 million.

President Daley then updated the Board on some changes to the Master Schedule, including three areas where he believes progress can be made regarding the landfill properties, the transfer station operations and the Hartford Landfill solar facility so that DAS is not the responsible entity for these facilities upon the dissolution of the Authority. With respect to the landfills, President Daley mentioned that our agreement with DEEP for the post closure care obligations does provide that DEEP can assume ownership of the landfills by agreement with the Authority or DAS. With respect to the Hartford solar project, the agreements in place with between the City of Hartford and the Authority do allow the city to acquire that project by agreement between the parties. Finally, with respect to the transfer stations, the master schedule does outline at least management's approach to ceding control of those facilities, which would include assigning all contracts and the funding necessary to administer those contracts pursuant to their terms. As of July 1, 2025 DAS will be subject only to its internal processes for its ability to move forward on these types of arrangements. President Daley indicated management is open to additional alternates that anyone would want to put on the table.

Chairperson Hunter asked for comment from Director Barkin. Director Barkin indicated DAS just received the updated Master Schedule yesterday. He indicated he had previously urged the Authority to prioritize transfer of the Essex and Torrington transfer stations. He also indicated DAS would like to see additional options or actions taken by the Authority before July 1st, 2025 so that DAS is not a successor to the transfer stations operations. Director Barkin indicated DAS is appreciative of the suggestions for alternative paths for landfill properties and solar, but would like to see the Authority dispose of as much of its portfolio as possible. President Daley reiterated the steps that can be taken by the Authority and then DAS that management believes can be most productive in minimizing what DAS will be responsible for moving forward. Director Barkin indicated that there have been no inter agency negotiations that he is aware of.

6. Discussion of Essex Transfer Station Wind Down Matters - Agenda Item 6

a. Invited guest: Town of Essex First Selectman and Senator Norman Needleman

Chairperson Hunter introduced Senator Needleman. Senator Needleman indicated he is at the meeting in his capacity as the First Selection of the Town of Essex. He stated the town has not made any formal decisions at the Board of Selectmen level, but the town is leaning toward taking ownership of the buildings at the end of the Lease. As much as he would like to see regional waste authorities be successful, he does not think it is currently in the cards for Essex to be part of a regional waste authority. He is not concerned with tip fee stabilization, the rent paid by the Authority, or the existing Authority contracts. He suggests that the Authority operate the transfer station until June 30, 2025 and the Town of Essex would then negotiate new operating contracts with a new operator. He has reached out to Director Looney at DEEP and asked for assistance on transferring the operating permit from the Authority to the town. He is also awaiting the Phase 1 Environmental Site Assessment and after review, may ask the Authority to perform additional site assessment work. Once the town is comfortable with the environmental status of the property, is when the town would be comfortable terminating the lease. He reiterated the need to get a completed Phase 1 and clarity on transferring the permit from the Authority to the Town of Essex. He stated the town is not interested in assuming any Authority contracts. Senator Needleman indicated his desire to help execute the

transfer of control in any way he can, either as First Selectman or as a legislator.

President Daley stated the solid waste permit is a registration under the municipal general permit, which is not transferrable, but he believes it is not a lot of effort for Essex to register under the permit, unlike a much longer path it would take a third party private operator to obtain a permit from DEEP.

Chairperson Hunter asked Director Looney to weigh in on the permit transfer issue. Director Looney agreed that it would not be an extensive process for the town of Essex to register for a solid waste operating permit for the transfer station. Senator Needleman asked for confirmation that the town could register under the general permit and have a private operator run the facility, because if that is not possible, a fourth option for Essex is to shut the facility down. There was then a discussion amongst meeting attendees of the added complexity of the Phase 1 assessment due to the fact the transfer station sits on a larger parcel with historic and continued solid waste activities. Senator Needleman expressed his concern of the town inheriting pollution caused by the Authority's transfer station operations and indicated he would not accept any liability from Authority activities.

Chairperson Hunter recapped the status of the transfer of activities. Director Looney is looking into the permit transfer issue, Chris Shepard is working with the consultant to complete the Phase 1. Senator Needleman indicated he is not concerned with the Authority contracts and intends to negotiate his own contracts. Chairperson Hunter asked Senator Needleman if under the town's construct where new contracts are negotiated, if the town allow existing Authority customers to continue to use the transfer station. Senator Needleman indicated Essex would be ok with that, but would not accept those town's tons by assuming the existing municipal service agreements.

Director Harrington reminded the Board that it needs to make a decision on the path forward for the sake of all of the Authority customers. Chairperson Hunter recognized the challenge of transferring the transfer station obligations in light of the existing agreements. The Board members agreed to additional meetings between the parties to work toward transferring the transfer station operation to the Town of Essex.

7. Review and Approve Resolution Setting CY 2025 Board and Committee Meeting Schedule - Agenda Item 7

RESOLVED: That the Board of Directors hereby adopts the proposed calendar year 2025 Board and Committee meeting schedule included in Exhibit A attached hereto.

Chairperson Hunter introduced the item and asked President Daley to walk the Board through the proposed meeting schedule. President Daley introduced the item and indicated the Board would need to approve a schedule before the end of 2024. The Board discussed the proposed schedule in detail and suggested some changes to the schedule, including ending the schedule after the June 2025 meeting, since the Authority is scheduled to cease existing after June 30, 2025. It was agreed to modify the schedule as discussed at the meeting and bring the proposed schedule back to the Board at its December meeting for approval.

8. Finance Committee Report - Agenda Item 8

8(a) Review and Approve Resolution Regarding FY 2025 Hartford PILOT

RESOLVED: The President is authorized to enter into the PILOT Agreement with the CITY of Hartford attached hereto providing for payment of the fiscal year 2025 PILOT as initially adopted in the FY 2025 Property Division Budget and as further discussed in this meeting.

Chairperson Hunter introduced the item and asked Committee Chairperson Harrington for a report. Director Harrington provided a brief summary and asked President Daley to review the item. President Daley summarized the item and asked for comment from the Board. Director Fonfara asked if it would be better not to pay the PILOT funds and instead keep the money in reserve for South Meadows cleanup. President Daley notified the Board that the City has been notified of the pending sale of the Murphy Road properties. Director Hunter asked for other comments from the Board. Director Steuber asked why the

resolution had not first been brought to the Finance Committee. Director Hunter asked if there is an urgency to resolve the PILOT issue. President Daley stated that if the Authority does not agree on a FY 2025 PILOT, it will be up to DAS to decide after June 30, 2025. He stated resolutions are sometime brought directly to the Board, but he is fine bringing it to Finance Committee first. Director Beccaro asked if the PILOT is being counted on by the City of Hartford. Directors Harrington and Steuber both indicated it would be included in the City's budget. Director Looney recommended the Authority reach out to the City to confirm it has received the communication sent regarding possible changes to the PILOT. Director Looney wants to be sure the City is remaining whole through this process. Director Harrington provided information on how municipalities account for PILOT funding and confirmed the State does not give the City any money for the Authority's Hartford properties. Director Taylor agreed with Director's Steuber and Looney that she wants to be sure the City is aware of what is being proposed and that the City does not lose out on money it is counting on. The Board agreed to have the item considered at the December 4, 2024 Finance Committee meeting before being brought back to the Board on December 11. In the meantime, Chairperson Hunter asked President Daley to reach out to the City again to ensure the City is aware of, and has an opportunity to comment on, the PILOT proposal. Chairperson Hunter suggested Board members who are interested can attend the Finance Committee meeting. Director Beccaro agreed he would double check there are not state funds received by the City for these properties. Director Hunter asked if the Board wanted to consider the possibility of paying zero PILOT to the City. The Board agreed that is was opposed to zeroing the PILOT and would not pursue a "zero PILOT" option.

8(b) Discussion of Master Wind Down Schedule and Plan for FY 2026 Budget Development

Director Harrington introduced the item and asked President Daley to review it for the Board. President Daley described the Budgeting process for FY2026 and the initial discussions that have been had at the Finance Committee. He indicated management's recommendation is to fully develop the FY2026 budgets, and reminded the Board that the MSA's require the Authority provide a tip fee to the CSWS towns before the end of February, 2025. He anticipates the Authority, Property, and Landfill division budgets will be presented at the December Board meeting. He anticipates the CSWS budget will be presented at the February 2025 Board meeting. The CSWS budget will include a methodology that separates the Essex and Torrington transfer stations to facilitate transfers to regional entities.

Director Barkin asked where the paragraph in the first bullet came from and noted the statement "DAS will administer the adopted budgets". He asked if this statement could be changed to be non-declarative. President Daley agreed to change the statement as requested. Director Beccaro stated his belief that it would be helpful for the Board to understand what DAS would like to be wound down. Director Barkin indicated the DAS would like as much wound down as possible with the priority being the transfer station operations, and he does not accept the Master Schedule as presented. Director Harrington stated his belief that the letter received from the state agencies makes clear DAS's position. Chairperson Hunter recognized the complexity of winding down operations and the fact that some activities are not in the Authority's control. The Board continued to discuss how to achieve the best path forward considering DAS's position and the items within the control of the Authority and the items outside the control of the Authority. Chairperson Hunter stated a meeting with the agencies is in the works.

President Daley said that he thinks everybody needs to acknowledge that the statute is clear in terms of what happens with the Authority's successors and the contracts are clear in terms of what needs to happen to terminate the contracts. All of this has been laid out for the committees and the Board along with all the obligations under the municipal services agreements. Management's approach to bring all those pieces together has been laid out, but we're just not at a point to be able to have actual discussions with the parties to move forward on the plan that we have. President Daley believes this is the major obstacle, to come to the agreement on what the statute says and what the contracts say, and trying to go down a path that maintains compliance with both of those things. He believes we're trying to get away from both of those, which is what has us stuck.

Chairperson Hunter stated in order to make progress the Authority will have to move away from this construct given the lack of progress to date. He suggested the Board pursue other options to minimize what DAS ends up having to manage.

8(c) Discussion of Requests for Proposals for Available Equipment, Installed Equipment and Major Salvage Operations

Chairperson Hunter asked Director Harrington for a report. Director Harrington introduced the item and asked President Daley to present the item. President Daley summarized two requests for proposals, (1) to broker available and installed equipment and (2) for engineering, procurement, and management of major salvage operations for the installed equipment. He stated there may be a recommendation for contract award at the December Board meeting. Director Barkin asked how the HBM survey may impact these RFPs. President Daley stated the HBM survey will help inform what installed equipment is available for sale or salvage. The goal is to keep making progress on the decommissioning of the south meadows facility. Director Barkin asked if the Jets or the steam turbines were part of this RFP. President Daley stated that these items are available, along with the thermal oxidizer, and the RFP is designed to provide maximum flexibility to proposers.

Chairperson Hunter asked if these contract included incentives for the selected contractor to remove equipment as soon as possible. President Daley stated the goal, as stated in the RFP, is to remove items as quickly as possible. Chairperson Hunter suggested it be made clear to the proposers that evaluation of their proposals will include their commitment to expediency.

9. South Meadows Transition Committee Report – Agenda Item 9

Chairperson Hunter asked Director Beccaro for a report. Director Beccaro apologized for not being available to attend in person the second public meeting last night. He did tune in remotely and thought the meeting was well run and conveyed a lot of information to the public. Director Beccaro asked President Daley for a report. President Daley provided detail on the public meeting outreach and content. He was hopeful for more attendance at the meeting, but he does not believe the low attendance was due to a lack of outreach. He stated there were a number of questions from the public who did attend and those questions were responded to at the meeting. Director Fonfara agreed that he thought it was a great meeting with a lot of information conveyed. He thought the portion of the presentation by the consultant that addressed potential future uses may have gone a little beyond only identifying costs towards picking winners and losers.

Chairperson Hunter, Director Fonfara, Director Beccaro, and Director Barkin discussed the challenge of identifying costs for various redevelopment options without giving the perception that the study is picking winners and losers. Director Barkin mentioned when the property comes to the state, the state will need to comply with the CEPA process.

10. CSWS Transition Committee Report – Agenda Item 10

There was no discussion because the committee did not hold a November meeting.

11. Attached Supplemental Information – Agenda Item 11

Chairperson Hunter asked President Daley to report on the supplemental information. President Daley provided a brief summary for the Board.

There being no further business, Chairperson Hunter adjourned the meeting at 11:52 a.m.