

**Human Resources Committee  
October 16, 2024  
Regular Meeting Minutes**

A Regular Meeting of the Human Resources Committee of the MIRA Dissolution Authority was held on October 16, 2024. Present either in person or by video or audio conferencing were:

Committee Members Present:                    Committee Chairperson Rachel Taylor  
   Authority Chairperson Bert Hunter  
   Director Michael Walsh

Other Directors/Members Present:            None

Present from MIRA:                                Mark Daley, President  
   Cheryl Kaminsky, Comptroller  
   Chris Shepard, Environmental Compliance Manager

Others present:                                    Attorney Miguel Escalera

**PUBLIC COMMENT**

Authority Chairperson Hunter called the meeting to order at 8:31 a.m. due to challenges with virtual attendance by Committee Chairperson Taylor. He stated that there were no members of the public who wished to comment and proceeded with the agenda.

**1.            Approval of the Minutes of the July 17, 2024 HR Committee Meeting**

Chairperson Hunter asked for a motion to approve the July 17, 2024 minutes from Committee Chairperson Taylor. She made the motion and Chairperson Hunter seconded it. Chairperson Hunter asked if there were any revisions or changes and hearing none, the minutes were approved unanimously.

**2.            Discussion of HR related Wind Down Activities**

Chairperson Hunter asked Mr. Daley to proceed with the discussion. Mr. Daley stated that there was an employee meeting held on August 27, 2024 to go over the current June 30, 2025 sunset date. Employees were walked through what the process entails starting with the March 31, 2025 layoff notice date. Mr. Daley also mentioned how this is a no turning back point. The severance and PTO payments were mapped out for them in accordance with the Master Schedule. There were concerns raised and discussions had regarding what happens if the legislature changes the date after the layoff notice on March 31<sup>st</sup>, the availability of COBRA and what happens with the 401K plan? Following that meeting, Ms. Kaminsky delved deeper into those topics and the information is laid out in the rest of the items related to this meeting.

Mr. Daley then proceeded to discuss the 401K Plan. There was a meeting with Fidelity about a month ago. They have a team in house that will help us through the process of closing down the plan.

There are basically two options: The plan can be either frozen or closed out. Freezing the plan means that everyone stays in the plan, there are no more contributions to the plan and DAS becomes the administrator of the plan. Closing the plan means that everyone has a qualified distribution from the plan and Fidelity will help us through that and they have options unrelated to the 401K plan they can make available to the employees. There is a 90 day notice requirement in which we need to notify Fidelity of which option we plan to proceed with. That date corresponds to the layoff notice date.

Mr. Daley stated that we were not looking for decisions from the committee today but rather just using this meeting to brief the committee of the areas we need to look at for the shut down and what the current thinking is. For the 401K plan, the current thinking is to close the plan and have the distributions done since this seems like the path of least resistance with respect to DAS, as our successor is concerned.

Mr. Daley went on to discuss the FSA (Flexible Spending Account) plan. It is a pre-taxed deduction from employee's pay that can be used for qualified medical expenses. FSA is administered by Wameworks. The deductions need to be spent in the same year they are deducted with the exception of a \$500 roll over. The Authority will need to establish cutoff dates in regards to the wind down specifically for when the employee contributions would end and by what date the money in the plan needs to be used by. The Authority is currently looking at the end of April and May respectively. The Authority will need to provide Wameworks with a change to this plan by January 1, 2025. Chairperson Hunter asked if there was a chance for unused funds to go back to the employee. The Authority was told that any unused funds are returned to the company. Chairperson Hunter also asked when the open enrollment period was. Open enrollment is in December. He stated that employees must be made aware of the cut off dates to avoid losing any funds.

Chairperson Hunter asked the committee if they had any comments at this point. Committee Chairperson Taylor responded that in general for all of this, to do whatever is easiest and best for the employees and make the shut down as smooth for them as possible unless there is some large expense for the Authority at which point it would need to be discussed. Director Walsh concurred and stated to make this less aggravating for the employees.

Chairperson Hunter then asked for clarification regarding the dates of closure. Mr. Daley explained that the current legislation has two different events. The Authority shutting down as of July 1, 2025 with DAS becoming the successor under section 4-38 of the statute and all of the Authority's legislation is repealed. Then on July 1, 2026, the Authority is terminated. There is a year in between that is not defined. The MIRA Dissolution Authority is not terminated yet it has no statutory authority and all responsibilities are transferred to DAS. Committee Chairperson Taylor asked if there was any way that the employees would still be employed during that year. Mr. Daley responded that a change in legislation is the only way that would change. Committee Chairperson Taylor then stated that if DAS wanted to retain employees it would be on them to hire the employees. Mr. Daley said that was correct. He went on to state that when MIRA Dissolution Authority became successor of MIRA, the legislation was written so that employees went over to the new Authority. That language is not in the legislation for when DAS becomes the successor.

Once a separation date is known, probably known by March 31, 2025, Mr. Daley stated that the Authority will need to let Principal Insurance know. They are the provider of the voluntary and group life insurance policies. Once Principal receives the termination date, they will then send information to the employees regarding options to continue their coverages, although it may be at different rates.

Mr. Daley then stated that ADP would be providing the W2's for calendar year 2025. We still need to run this to ground as to how or who would be accepting the file to process those. There will be more to come on this topic.

Regarding the Master Schedule modification for the last payroll, Mr. Daley stated that the current schedule has the Authority making the final payroll which is a ½ payroll, on June 30, 2025 which is the last day for employees at the Authority. Having looked at this further, that option is not going to work. The funding of the payroll would potentially be tied up with the switch over to DAS. The Authority's thinking is to process a 3 week payroll with the pay period ending June 20, 2025.

Mr. Daley also wanted to make sure that the committee is aware that running the company until June 30, 2025, conducting the sale of the assets, and executing the wind down activities, employees are busy and pretty tapped out as far as their ability to take on additional work. Especially, beginning in January 2025 when the Authority's focus will be on the wind down activities and making sure DAS is set for the takeover of responsibilities.

### **3. HR Update**

Chairperson Hunter asked Ms. Kaminsky to proceed with the discussion. Ms. Kaminsky stated that the Authority was reporting through September 30, 2024. There were no real changes in the report other than the wellness stipend for the year which begins on July 1<sup>st</sup> and to date, one employee has taken advantage of that. The benefits renewed as of July 1<sup>st</sup> and there were no hires or employees who left the company.

Chairperson Hunter then read what would be discussed in executive session. He asked President Daley if anyone else would be joining executive session besides himself and Attorney Escalera. Mr. Daley requested that Ms. Kaminsky join the executive session. Chairperson Hunter then made the motion to go into executive session which was seconded by Committee Chairperson Taylor. The motion was approved unanimously. Executive session began at 8:57a.m.

The committee came out of executive session at 9:28 a.m. and the meeting was adjourned.