



Dissolution Authority

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**MIRA DISSOLUTION AUTHORITY**

**December 11, 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, December 11, 2024. Present in person or via audio or video conferencing were:

Appointed Directors:

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

Appointed Members:

Frank Dellaripa  
Thomas Swarr (via Zoom)

Present from Authority Staff:

Mark Daley, President & CFO (via Zoom)  
Tom Gaffey, Director of Recycling and Enforcement  
Cheryl Kaminsky, Comptroller  
Dave Bodendorf, Manager of Engineering, Construction and Power Assets  
Chris Shepard, Environmental Compliance Manager (via Zoom)

Others Present:

Ann Catino, Halloran & Sage	Jane Hall
Ed Spinella	Joanna Wozniak-Brown
Rista Malanca	Marcus Y
David Zabel	860-424-3206
Rob Phillips	860-672-4959
Dan Jerram	
Gordon Ridgeway	
Todd Arcelaschi	
Todd Carusillo	

This meeting was recorded via ZOOM conferencing and is posted on the Authority’s website at:  
<https://www.ctmira.org/wp-content/uploads/2024/12/12-11-24-Board-Meeting.mp4>

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

President Daley called the meeting to order at 9:33 a.m. due to challenges of virtual attendance by Chairperson Hunter and requested a roll call of Directors present. President Daley noted the existence of a quorum.

**2. Public Comment - Agenda Item 2**

President Daley 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 November 12, 2024 Special Board Meeting - Agenda Item 3.**

President Daley 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			X		
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 November 13, 2024 Regular Board Meeting - Agenda Item 4.**

President Daley 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					X
3 – David Barkin			X		
4 – Michael Looney	X		X		
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 – Michael Walsh					Not present

8 – John Fonfara			X		
9 - Paul Harrington		X	X		
10 - Carl Fortuna			X		
11 - David Steuber					No Vote

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

Chairperson Hunter asked President Daley for a report. President Daley mentioned that proposals were due last Thursday for the equipment brokerage and also the major salvage operations RFPs. The objective is to maintain forward momentum for the Authority and its successor in preparing the South Meadows site for a potential future use. The RFPs were designed to facilitate the sale and removal of available equipment and non -structural installed equipment at the site in consideration of the status of the Resource Recovery Facility Closure Plan, the site's verification report, and the ongoing objective to market and sell personal property.

Four proposals were received and staff have just begun reviewing them. The intention is to review in detail with the Committees and the Board next month. Based on the proposals received, and at least this initial review, President Daley believes there are several options to achieve the objectives that have been laid out for the process. One of the proposals is from the top -ranked engineering firm in the power industry who is proposing a program management approach. Another proposal is from a major metals recycling firm who is proposing to acquire some specific assets and otherwise perform as the metals recycler for the site. Another proposal is from a firm that specializes in heavy scrap recycling, demolition and asset recovery in the power generation industry. This particular firm is presently working at their fifth coal -fired power plant of over a thousand megawatts in the last five years. The fourth proposal is from a demolition and wrecking company, which has a little more localized experience. We plan to look at these more closely and provide a full briefing at the January Committee and Board meetings, but initial results look promising.

Chairperson Hunter asked President Daley if the idea is to vote on the recommendation at the January meeting. President Daley indicated that that is the plan. Director Looney asked about the timeframe proposed by the proposers. President Daley stated one of the proposals is very aggressive in timeframe, meaning starting in January and making their way through the full site in six to eight months. He stated the review committee has more questions and clarifications for that proposal and others specifically with respect to the timeframe. Other proposals are more logical and programmatic, probably longer term, but we do have a couple of options that are more short term sale of assets or more expedited.

Director Harrington asked if the proposers are representing that they can begin as soon as the Board approves a contract. President Daley indicated that an immediate start is what is being represented by one of the proposers. He indicated the contract was fully developed and included in the RFP.

**6. Review and Approve Resolution Regarding Emergency Procurement Agenda Item 6**

**RESOLVED:** That the Board of Directors ratifies the President and CFO’s Emergency Purchase authorization to Skytech, Inc. to proceed with re-lamping of all 3 aviation warning lights on stack #9 and all 3 aviation warning lights on the main stack for a cost of \$13,548.

Chairperson Hunter introduced the item and asked President Daley for a report. President Daley reviewed the item and indicated one of the stack warning lights had gone out. The Authority notified the Brainard Airport manager of the outage and advised that it would be corrected as soon as possible. This was considered an emergency situation as defined under the procurement policies. Management called in SkyTech, which is the firm that has historically performed this work. We directed them to re-lamp all lights on both of the stacks while they were here. The cost was just over \$13,500. The work was completed on Tuesday, December 3rd, and the airport manager was notified that the stacks were all re-lamped. Director Barkin asked for confirmation that the stacks are no longer actively in use and there is no intention for the stacks to ever be in use. President Daley confirmed that was correct. He stated the air permit for the facility was surrendered over a year ago. Mr. Shepard confirmed the air permit was surrendered. Director Barkin asked if the stacks were demolished to a level below that required for aviation warning lighting, would any

buildings remain that would trigger the need for aviation warning lighting or if the transmission towers were then the highest point, would they be the structures requiring aviation warning lighting. President Daley stated he does not know the answer to that question, but typically you're lighting the highest point within the runway's obstacle zones. Chairperson Hunter stated he does not know the regulations and whether the obligation to maintain emergency aviation lighting is by owner of the structure. Director Barkin asked who monitors the lights and who's obligation it is to monitor the lights. Mr. Bodendorf confirmed that it is the Authority's obligation and currently the Authority's security contractor maintains a daily inspection log of the emergency lights.

Director Harrington made a motion to ratify the resolution and Director Fonfara seconded the motion. 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			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		

## 7. Review and Approve Resolution Setting CY 2025 Board and Committee Meeting Schedule through June 2025 - 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, indicated the item had been presented and discussed at the November meeting and asked President Daley for comment. President Daley indicated the schedule presented in November was modified based on the discussion at that meeting. Director Dayton asked that the proposed Date for February be moved and after discussion amongst the Board, it was agreed that the February Finance and South Meadows Committees will be moved from the 5<sup>th</sup> to the 11<sup>th</sup>, the CSWS Transition Committee will be moved from the 6<sup>th</sup> to the 13<sup>th</sup>, and the Board meeting will be moved from the 12<sup>th</sup> to the 19<sup>th</sup>. The proposed schedule for the remaining months through June 2025 was not modified.

Director Looney made a motion to approve the meeting schedule as amended. 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	X		X		
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 - Michael Walsh					Not present
8 - John Fonfara		X	X		
9 - Paul Harrington			X		
10 - Carl Fortuna			X		

## 8. Finance Committee Report - Agenda Item 8

### a. Discussion of Master Wind Down Plan and Schedule Progress

Chairperson Hunter asked Committee Chairperson Harrington for a report. Director Harrington mentioned the committee discussed items in executive session at its meeting and those items would be discussed in executive session later in this meeting as indicated on the Board agenda. He asked President Daley to review the Master Wind Down Schedule. President Daley stated that the sale of the Murphy Road properties closed on Friday, November 22nd, and the proceeds of \$11.46MM were transferred the South Meadows Transition Contingency Reserve on November 25th. The proceeds were the gross sales price less the 4.5% commission. Currently there are roughly \$16,000 in closing costs for both attorney fees, records removal from the facilities and clean out costs. That money will be paid out of the South Meadows Transition Contingency Reserve. The Authority signed off on the application to transfer the permit for the recycling facility to the buyers and the buyers have submitted that application to DEEP.

President Daley continued with an update on the Ellington transfer station. He stated the Authority has contracted a surveyor, Westcott and Mapes, to complete a survey of the property and provide drawings delineating a new transfer station parcel, separate from the landfill. The work started last week and the draft survey is expected by the end of this month. The cost of the survey work is \$18,000. While the survey is being done, Attorney Pelham is coordinating with the Town planning office. Once we have the survey and mapping is complete, we'll be able to make a determination if we can proceed with a lot line adjustment, or if a subdivision approval is needed.

President Daley continued with an update on the Golf Center plume control property adjacent to the Shelton Landfill. He indicated the Authority has received all of the additional appraisal work needed to decide on how to proceed with that property, and the Board will be discussing that more in executive session. The additional work included an updated full appraisal, as well as a review of the appraisal that the City of Shelton had had done for the site. This is the last of the original set of properties that management determined had the potential to attract buyers.

President Daley indicated the Authority has set up a shared drive which uses the same outline as the Master Wind Down Schedule. He stated data is now being loaded into the drive by staff. The plan is to periodically copy that over to a Google Drive and then distribute a link to the Google Drive. We plan to distribute the first link to the Google Drive in January.

President Daley stated the Authority has a flexible spending account available to its employees, which is on a calendar year basis. The Authority is moving forward with the termination of that plan. The final claims under the FSA will be May 31st. Termination to that plan will be June 30th.

With regard to the Authority's insurance coverages, President Daley has advised Brown and Brown that DAS will become our successor on June 30th, 2025. So there will be no policy renewals in the name of MIRA Dissolution Authority. President Daley met with Brown and Brown last week to discuss purchasing some tail coverage on the executive policies and also some areas where it may be advisable for DAS to continue coverages. The Authority sent its insurance policies to DAS and DAS has looped in the state's Director of Insurance and Risk Management. They will review the matter internally with DAS and will take it from there based on how the state's risk management is viewing the situation. The Authority also requested Brown and Brown look at a high-level coverage cost for Torrington as a standalone operation, and that was conveyed to the Northwest Hills COG. We may also conduct an actual marketing of policies for a standalone Torrington operation with Brown and Brown. That work would be done under our contract and our budgeted brokerage fee for this year.

President Daley provided an update for the Essex Transfer Station. He indicated the final Phase 1 environmental report was received and it was provided to Senator Norman Needleman. Senator Needleman has provided some initial questions and feedback, which we will be responding to.

President Daley also mentioned the proposed transfer and assumption agreements for the transfer stations have been distributed along with the Authority's projections for compliance with the municipal

service agreements and we'll have more to talk about those specifically with respect to Torrington in the executive session.

Chairperson Hunter asked if any Board members had questions about the Master Wind Down Schedule. Director Barkin indicated he did not currently have questions as DAS would be following up with the Authority to talk about specifics. President Daley mentioned that the Authority and DAS have scheduled an orientation of the South Meadows site with DAS personnel, which is scheduled for tomorrow morning. Authority staff will provide a brief presentation of important information regarding the site, followed by a tour of the site for the DAS personnel.

Chairperson Hunter asked Director Harrington if there was anything further from finance. Director Harrington stated there was not.

**9. CSWS Transition Committee Report – Agenda Item 9**

Chairperson Hunter asked Director Fortuna and President Daley for a report. Director Fortuna indicated the Committee had not really met as there are a lot of behind the scenes discussions happening. President Daley indicated a combined Finance Committee and CSWS Committee was held last week. At that meeting a discussion of the Torrington situation was held in Executive Session. He indicated that discussion would be continued in the Executive Session on today’s Board agenda.

**10. Supplemental Information – Agenda Item 10**

Chairperson Hunter asked President Daley for a report. President Daley provided the following report: We're reporting for the period ending October 31st. The CSWS generated about \$650,000 in operating revenue for the month that was 12.1 % below budget. Year to date, the revenues for CSWS are 6.1% below budget. Operating expenses were about \$850,000, which was 17.5 % below budget. And year-to-date expenses are about 14% below budget. So that put the CSWS operating loss at just under a million dollars year-to-date through October. That's 30 % below the budgeted operating loss. Property Division generated about \$45,000 in revenue in October, which was 40% under budget. There were no property sales recorded in October, but year-to-date property division is in very good shape with the sales that have occurred to date. In terms of cash flow, the Authority's total reserves declined by \$223,000, to \$52.47 million, as of October 31, 2024. You'll see that jump next month when we're reporting on the cash flows for November. You'll see we're up to \$63.5 million with the Murphy Road properties sales.

**11. Executive Session to discuss i) pending Request for Services relative to prospective public supply contract associated with engineering design and permitting services related to the abandonment of floodwall penetrations at the South Meadows site, ii) feasibility estimates and evaluations related to future operations and ownership of the Torrington Transfer Station, iii) the sale of real estate owned by the Authority in Shelton and the recently received real estate appraisal for the Shelton property, and iv) personnel matters. - Agenda Item 11**

The Board held a brief discussion and agreed to modify the agenda to enter executive session for only the purpose of discussing item (i) listed above. A motion to modify the agenda and enter executive session for only item (i) was made by Director Beccaro and seconded by Director Harrington. 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			X		
5 - William Beccaro	X		X		
6 - Rachel Taylor			X		

7 – Michael Walsh					Not present
8 – John Fonfara			X		
9 - Paul Harrington		X	X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

Chairperson Hunter made a motion to enter executive session for the purpose of discussing i) a pending Request for Services relative to prospective public supply contract associated with engineering design and permitting services related to the abandonment of floodwall penetrations at the South Meadows site. President Daley indicated all Members and Directors, President Daley, Attorney Catino, and Mr. Shepard would be included in the executive session. Director Beccaro seconded the motion. The motion passed by roll-call vote as indicated in the table below.

Director	Raised	Second	Aye	Nay	Abstain
1 - Chairperson Hunter	X		X		
2 - Matthew Dayton			X		
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		
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

## 12. South Meadows Transition Committee Report – Agenda Item 12

The Board took no action on this item. After the first executive session, it was determined that the Authority and DAS would work on an MOU for the purpose of contracting for engineering design and permitting services related to the abandonment of floodwall penetrations at the South Meadows site.

## 13. Executive Session to discuss i) feasibility estimates and evaluations related to future operations and ownership of the Torrington Transfer Station, ii) the sale of real estate owned by the Authority in Shelton and the recently received real estate appraisal for the Shelton property, and iii) personnel matters. – remaining portion of Agenda Item 11

Chairperson Hunter stated the Board would be going back into executive session to discuss the remaining items and that there are no other items that will be dealt with in the public session. He indicated the meeting would be adjourned after the executive session. Chairperson Hunter indicated for the matters related to Torrington transfer station, invitees will include all Board Members and Directors, President Daley, and Attorney Catino. Also invited are Rob Phillips, Executive Director of Northwest Hills COG, Rista Malanca, and Councilor Zabel, Dan Jerram, Gordon Ridgeway, and Todd Arcelaschi. Director Harrington suggested the Board start in executive session with just Directors, Members, President Daley, and Attorney Catino, and possibly invite the other listed invitees after an initial discussion by the Board, President Daley and Attorney Catino and the Board agreed. It was noted that no outside parties were present for the Shelton property discussion.

Chairperson Hunter made a motion to go into executive session as discussed. The motion was seconded by Director Dayton. The motion passed by roll-call vote as indicated in the table below.

Director	Raised	Second	Aye	Nay	Abstain
1 - Chairperson Hunter	X		X		
2 - Matthew Dayton		X	X		
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		
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

The Board exited executive session and Chairperson Hunter stated no action was taken. He adjourned the meeting at 12:29 p.m.