



Dissolution Authority

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**MIRA DISSOLUTION AUTHORITY**

**March 12, 2025**

A Regular meeting of the Board of Directors of the MIRA Dissolution Authority (the “Authority”) was held in person and via Zoom on Wednesday, March 12, 2025. Present in person or via audio or video conferencing were:

Appointed Directors:

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

Appointed Members:

Thomas Swarr (via Zoom)  
William DiBella  
Frank Dellaripa

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 (via Zoom)  
Chris Shepard, Environmental Compliance Manager  
Roger Guzowski, Supply Chain Manager

Others Present:

Ann Catino, Halloran & Sage	Town of Middlebury (via Zoom)
Earnestine Weaver (via Zoom)	NHCOG (via Zoom)
Ed Spinella	Dom Delvecchio (via Zoom)
Todd Arcelaschi (via Zoom)	

**1. Call to Order; Chair’s Welcome – Agenda Item 1**

Chairperson Hunter called the meeting to order at 9:31am. He asked for a roll-call of Directors present and noted a quorum. Chairperson Hunter explained that he was on the west coast and asked Director Dayton to run the meeting if Chairperson Hunter experienced any communication issues.

**2. Public Comment (3 minutes per speaker) – Agenda Item 2**

Chairperson Hunter asked if any of the members of the public wished to comment. President Daley indicated there were no members of the public who wished to comment.

**3. Review and Approve – minutes of the February 19, 2025 Regular Board Meeting – Agenda Item 3**

Chairperson Hunter introduced the item and asked for a motion to approve. The motion was made by Director Harrington and 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		
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			X		

**4. Chairman’s and President’s Report – Agenda Item 4**

Chairperson Hunter introduced the item and stated good progress is being made on the South Meadows report under Director Beccaro, and good progress is being made on the transition of transfer station activities to entities other than the Authority. Various wind down activities are also progressing. Chairperson Hunter asked President Daley for his report. President Daley deferred his report until Agenda Item 6 regarding wind down activities.

**5. Discussion – Municipal Opt-Out Requests – Agenda Item 5**

Chairperson Hunter introduced the item and stated the Authority received two or three opt-out requests from towns after the last Board meeting to opt out from their municipal service agreements. He mentioned that the Authority has been working with the Northwest Hill COG and the City of Torrington to transition the Torrington Transfer Station to another party and the Authority is seeking to do the same with the Essex towns. He does not believe that the budget resolution that the Board passed, which included a clause about considering alternative arrangements, was intended to allow individual towns to opt out of their Municipal Service Agreements on a one-by-one basis. He stated the reason the item is on the agenda is to allow the towns making the requests to discuss with the Board and asked President Daley to manage the

discussion.

President Daley invited First Selectman St. John from Middlebury to comment. Mr. St. John indicated the town has been with CRRA and MIRA since the beginning and he is very familiar with MIRA, having served on the Board. He stated the town currently hauls its MSW and recycling to the Torrington Transfer Station, which it has been doing since the Authority closed its Watertown Transfer Station, which is closer geographically to Middlebury. The Authority requiring Middlebury to haul its waste to Torrington has resulted in increased transportation costs for the town. The reason the town is requesting to opt out is to deliver its waste and recycling to a facility that is closer to the town, and therefore less costly from a hauling standpoint. Additionally, with the future of the Torrington Transfer Station unknown, the town would like more certainty with its future waste management. Chairperson Hunter thanked First Selectman St. John for his comments and asked if any other town representatives who wished to comment and there were none.

Director Harrington asked to comment as the Town Manager of Winchester. He indicated that Winchester did send an opt-out request to the Board. He indicated his interpretation of the resolution that the Board passed was it did not require all towns to opt out of the MSAs and that towns could leave on a one-by-one basis. He mentioned a letter that the Board sent out last year instructing towns that they should look for alternative options. Fast forward to the resolution that was passed a few weeks ago, and he believes it indicates that the Board would not necessarily entertain but at least look at the process or look at the individual requests and decide if one or two towns would be allowed to opt-out. He understands other Board members may interpret the resolution differently, but that is his interpretation.

Chairperson Hunter thanked Director Harrington for his comments. He read the following excerpt from the resolution that the Board passed: "Further Resolved, notwithstanding the establishment of the tip fees, the Authority may consider requests from member towns to voluntarily propose any and all other alternative arrangements provided such terms are agreeable to both the Authority and the DEEP Commissioner." Chairperson Hunter stated the resolution suggests that there be a proposal for alternative arrangements. He indicated that when the Board was set up, one of the committees that was set up was the CSWS Transition Committee, the purpose of which was to transition the transfer station activities, as called out in Public Act 23 -170. The Authority is to maintain the operations and service to the towns under the MSAs to deal with their MSW as well as their recyclables until alternative arrangements as considered acceptable by the DEEP Commissioner can be found.

Chairperson Hunter indicated he was involved when the prior Board went through the process of developing the MSAs for the 20 or so towns that were remaining with MIRA. It was a process that was very cognizant of the costs and benefits of the arrangements for the towns that remained. It wouldn't have been possible to have the services to be brought forward for the benefit of the towns if the towns had the ability to just leave when they wanted to. The work that the CSWS Transition Committee has been doing has been attempting to get all of the towns with particular transfer stations, those being served by Torrington, those being served by Essex to transition together so there would not be two or three or four or five towns at a transfer station that currently serves ten or eleven or twelve towns. Chairperson Hunter asked President Daley to manage the Board discussion in the room.

Director Dayton thanked Chairperson Hunte for the background he provided. He stated that the language of the resolution says the Authority may consider requests, which is permissive, and does not mean the Board is required to consider the requests. Such requests have to be agreeable to both the Board and to the DEEP Commissioner. He indicated his belief that the language in the resolution was included to allow towns to present alternative options that the Board may not have thought of, that could be a win-win for everyone, but he does not think there's anything in the resolution that unilaterally provides the towns with the ability to opt out.

Director Harrington indicated he agrees with Director Dayton. He stated his disappointment that the Town of Winchester's request was immediately denied before being discussed by the Board. He requested the Board include an agenda item for a robust discussion of the opt out requests at a future meeting.

Chairperson Hunter stated he asked President Daley to put this matter on the agenda specifically to allow for discussion. He indicated the Board can take any action it wants on this matter, including ratification or reversal of the opt out denial, and he suggested the Board take action today to clarify the position of the Board. He agreed with Director Dayton that the Board is after a win-win scenario that would include comprehensive proposals and not allowing towns to walk away from the MSAs one by one and

destroy the fiscal integrity of the arrangements currently in place. He stated the entire Board has not seen the request letters, which were very simple and straightforward. He suggested President Daley could circulate the letters right now, if that is what the Board wants, but he thinks the Board should put this matter to rest as the Authority is approaching its June 30, 2025 end date.

President Daley provided a comment to provide clarity to the customers of the Torrington Transfer Station. He stated its future operation is not “up in the air”. The transfer station will continue to operate and all of the contracts will be honored until the June 30, 2027 expiration date. Such operation will be overseen by a third-party governmental entity in the Torrington area and that entity would honor the contracts all the way to June 30th, 2027. If that doesn't occur and then under the public act, 23-170, DAS will perform that very same function.

Director Steuber stated his belief that the Board included the clause in the resolution in order to consider alternatives. Chairperson Hunter invited the Board to make a motion to either ratify the denial of the opt-out requests, or alternatively, discuss alternative proposals. Director Steuber made a motion to add discussion of requests received from towns to opt out of municipal service agreements to Executive Session Agenda Item 10. The motion was seconded by Director Harrington and passed via 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		
9 - Paul Harrington		X	X		
10 - Carl Fortuna			X		
11 - David Steuber	X		X		

## 6. Update and Discussion- Wind Down Activities - Agenda Item 6

Chairperson Hunter introduced the item and asked President Daley to summarize. President Daley provided the following updates on several ongoing projects.

- **South Meadows Site:** The redevelopment study's final report was received on March 11th. It is being reviewed for corrections. The last public meeting on this study is March 18, 2025, at the community center.
- **Environmental Land Use Restriction:** The ELUR for the South Meadows site was approved in February, and verification of remediation standards is underway.
- **S&S Recycling Contract:** This contract is fully executed, and operations begin tomorrow with equipment review and office setup.
- **Trespass Issues:** Improved door security and patrol measures have been implemented due to recent trespassing incidents.
- **Operating Plans:** Seven new operating plans for DAS will be discussed in April's South Meadows Committee meeting.
- **Erosion Issue:** Erosion near the NU building has been repaired.
- **Hartford Pilot Agreement:** Fully executed, payment processing is ongoing.
- **Site Tour:** A scheduled tour for representatives from OPM and Capital Range Authority is set for tomorrow at 11 AM.
- **CSWS Term Sheet:** Executed term sheet and initial meetings regarding the scale system are underway.

- **Permit Documents:** Transfer station permit documents and compliance materials have been sent to Northwest Hill COG.
- **Real and Personal Property Sales:** Progress on Hartford Solar Facility, Ellington Transfer Station, and Golf Center sales continues.
- **Directors and Officers Insurance:** Payment for extended reporting period processed; binders and policy documents will be provided soon.
- **State Risk Manager Meeting:** Brown and Brown preparing application packages for state consideration of property transfer.
- **Master Wind Down Schedule:** Updated schedule with Google Drive links provided to relevant personnel.
- **Employee Notices:** Separation agreements and notices to be distributed on March 31st.
- **COBRA Coverage:** RRDD-1 selected for employee COBRA coverage; amendments to plan documents are being developed.

President Daley invited Director Fortuna to comment. Director Fortuna provided an update on the Essex Transfer Station. The CEOs of the towns involved in the Essex transfer station are going to meet on March 24. Senator Needleman has solicited an offer from CWPM the contractor currently under contract with the Authority for site operations. He indicated initial pricing is more expensive than the Authority tip fee. He indicated Senator Needleman wants to keep some of these negotiations private at this point to see if a deal can be agreed to with CWPM. Both Director Fortuna and Senator Needleman have agreed they would be seeking funds from the Authority to cover the difference between what the towns are paying now and what they might be paying under what Senator Needleman has solicited.

## **7. Finance Committee Report– Agenda Item 7**

Chairperson Hunter introduced the item. Director Harrington stated the Finance Committee meeting was only about seven minutes long with the only discussion item the financial reports for the period and ending January 31st, 2025. He asked President Daley to review the reports.

President Daley stated CSWS was at an operating loss of \$1.73 million year to date as of January 31st, which was \$510,000 below the budgeted operating loss. The Property Division is in very good shape with the sale of real and personal property, so there are no issues in the Property Division. Cash flows reported in the month of January shows the authority funds increased from \$63.2 million to \$63.25 in total. The report indicated there were a number of pending large payments to come after the reporting period, which would include the \$2 million transfer to OPM required by PA 23-170, and also the \$1.5 million payment to the City of Hartford for the PILOT.

## **8. South Meadows Transition Committee Report –Agenda Item 8**

- a. **Update and Discussion – Regarding the South Meadows Redevelopment Considerations Study – Agenda Item 8(a)**
- b. **Update and Discussion – Regarding Additional South Meadows Operating Plans Agenda Item 8(b)**

Chairperson Hunter introduced the items. Committee Chair Beccaro asked President Daley lead the discussion. President Daley indicated at the South Meadows committee meeting, we were essentially, switching gears from the South Meadows Redevelopment Consideration Study, which is now final, to the additional operating plans that I mentioned earlier for that will be needed for DAS to properly manage the site. Those plans address water management, engineered control inspections, fire safety and security, structural inspections, routine facility maintenance, site energy and other utilities. Dave and Tom and Chris gave brief reports on each of those. Operating plan documents will be included in the April South Meadows Transition Committee package. The Committee also reviewed and provided final comments on the final

South Meadows Redevelopment Consideration Study in the executive session, particularly with respect to the graphics included in the executive summary, which the consultants addressed.

Director Beccaro commented that the consultants, President Daley and the Authority staff have done what he thinks is a terrific job at pulling all this together. He is excited for the outcome of the product. He believes it's a useful document looking forward in the future.

**9. Attached Supplemental Information – Agenda Item 9**

Chairperson Hunter brought the Board’s attention to the information package part of the handout which consist of the usual financial reports that the staff puts together.

**10. Executive Session - To discuss pending litigation, feasibility estimates and evaluations relative to future operation of the Torrington and Essex transfer stations, and the sale of real property in the Cities of Hartford and Shelton and the Town of Ellington, and requests received from towns to opt out of municipal service agreements.**

Chairperson Hunter made a motion to go into executive session and read the purpose of the executive session into the record, as it was amended by the resolution voted on earlier during the meeting. The motion was seconded by Director Dayton. Chairperson Hunter asked President Daley who will be invited to the executive session. President Daley indicated all Directors and Members present, himself, attorney Catino, and attorney Earnestine Weaver from DAS. The motion was approved 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					Not Present
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 – Michael Walsh			X		
8 – John Fonfara			X		
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

Executive Session ended at 11:49am. Chairperson Hunter indicated the Board discussed the items that were listed in the resolution and that no actions were taken. Chairperson Hunter adjourned the meeting at 11:49am.