



Dissolution Authority

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MIRA DISSOLUTION AUTHORITY

May 14, 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, May 14, 2025. 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)
Michael Walsh (via Zoom)
John Fonfara (via Zoom)
Paul Harrington
Carl Fortuna (via Zoom)
David Steuber

Appointed Members:

Thomas Swarr (via Zoom)

Present from Authority Staff:

Mark Daley, President & CFO
Tom Gaffey, Director of Recycling and Enforcement (via Zoom)
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
Earnestine Weaver (via Zoom)
Sarah McCoy
Ed Spinella
Todd Arcelaschi
Greg Hall
Judy Sullivan
David Zabel
Diana Heymann
Chris Antonacci (via Zoom)
Gordon Ridgeway (via Zoom)

Town of Middlebury (via Zoom)
Rob Phillips, NHCOC
Rista Malanca, NHCOC
Dom Delvecchio (via Zoom)
Brad Breemer
David Barger (via Zoom)
Todd Carusillo (via Zoom)
Casey Flanagan (via Zoom)
Curtis Rand (via Zoom)
fma phone
Steven McDulla(sp?)

Raymond Drew (via Zoom)
Brendan Rea (via Zoom)
Greg LaCava (via Zoom)
Michelle Benivegna (via Zoom)
Eric Couture (via Zoom)
Denise Raap (via Zoom)
Samsung SM-G736U
read.ai meeting notes
1-917-930-8274
1-860-920-5882

Brian Ohler (via Zoom)
Matt Riiska (via Zoom)
Robyn Nichols (via Zoom)
Jim Brinton (via Zoom)
Janice Ehlemeyer (via Zoom)
Elinor Carbone (via Zoom)
Troy's iPhone
Call-In User_1
1-203-228-3018
1-860-729-0602

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

Chairperson Hunter called the meeting to order at 9:32am. He asked for a roll-call of Directors present and noted a quorum. He summarized the meeting agenda items.

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

Chairperson Hunter asked if any of the members of the public wished to comment.

Robert Phillips, Executive Director of the Northwest Hill COG introduced himself and provided the following statement: “I just wanted to state a few facts as you consider the proposals before you. On February 7, 2024 there was a unanimous vote, of those present and voting on the NHCOG board, to “authorize Executive Director to send a non-binding letter of intent expressing interest in the Torrington Transfer Station and requesting any existing environmental data associated with the site.” And a separate motion, also passed unanimously by those present and voting to “authorize the Executive Director to retain counsel to investigate drafting an ordinance, based on CGS 7-273, to create a regional resource recovery authority”. The NHCOG board continues to show support for the creation of the Northwest Resources Recovery Authority, and that support expands beyond the majority of member towns that currently have existing Municipal Service Agreements. Key to this support for the “public option” is to create a competitive market place and procurement process to ensure that service delivery is maintained at the lowest cost possible. Also, this would allow the ability for members to partner with other existing RWAs such as HRRR or CCSWA to achieve “economies of scale” benefits as well as explore waste diversion and recycling options through access to funding sources available to public entities. Lastly, this would allow greater control over MSW and recycling through sustainable and responsible management practices over the long term. In closing, as I had stated at the Finance Committee last week, NHCOG stands ready to assume the role and responsibilities of waste management and recycling in the northwest corner of CT, should you decide to support the “public option”. And on behalf of NHCOG, I would like to thank the board for their consideration of this proposal and the support offered to develop this proposal in detail over the last 15 plus months.”

David Zabel, Attorney with Zabel, Schellenberg for NHCOG made the following comments: “My name is David Zabel. I'm with the firm Zabel, Schellenberg, and our firm is counsel to the Northwest Sales Council of the Governments. Just to tag on to what Rob said, we have been working with them to establish and continue the public option for solid waste management here, and I think that's important for the Board to consider, as it deliberates this. That at least in our view, the municipal service agreements cannot be assigned to a private operator without the consent of municipalities involved, and I know the Board is considering what Chairman Hunter is referred to as a private option this morning, but certainly the municipalities I'm aware of, many of them have not been consulted with, nor consented to, that private option being considered by the Board, and so that's, I think, a significant factor that the Board should take into account when it considers what the options are. And again, the COG is attempting to maintain a public option for public policy reasons, because the municipalities that are involved deem it to be important to maintain that option going into the future if it's lost at this point in time, the COG believes that it's going to be impossible, or

nearly impossible, to get it back. And that's a significant public policy reason for the Board to consider what the COG has proposed. Thank you.”

Rista Malanca, Director of Economic and Community Development for the NHCOCG introduced herself and made the following comments: “I just wanted to talk briefly about, since we last met, what we've done to kind of honor the terms in the term sheet give you some confidence that we are prepared to assume responsibility on or before June 30th. We had originally talked about an interim process with the NHCOCG and the city of Torrington. Now, as we've gone through this, we really determined that it made sense to create the Northwest Resource Recovery, Authority now, which would be the entity that assumes all of the contracts and the facility. The resource recovery ordinance has been finalized, the city of Torrington, who is on the call this morning has significant support, and there's a public hearing scheduled for Monday, May 19th. From a staffing perspective, the Northwest Hills Council of Governments and city of Torrington continue with the joint venture, and we'll enter into agreement with the authority to provide business and operational management services. We have a contract ready to be executed with the temp agency to hire scale house staff as well permanent as well as fill in for paid time off. We have a contract established and ready to execute with Organizational Inc. that will provide all the billing accounts payable and account receivable services for us as well as established our chart of accounts through accounts payable. We have a contract ready and ready to execute with Mettler software for the Scale House software. This is one of the main reasons why the resource recovery authority is important. The licenses are not transferable. It's about \$10,000 to establish the new software product. So by establishing under the new resource recovery authority, we won't have to pay that \$10,000. Again for the long term, everything will be established. We've come up. We've met with Barbara. We've learned the process. We're ready to take over billing as soon as we're able to execute that contract and bring in our own software process. In May, if this continues down this path Organizational Inc is prepared to sit with Barbara and also finalize that billing process, so we're prepared. From a facility standpoint, security cameras, access control, we have a contract ready to execute with Sound Works to put in the proper controls and service plan to do that from an IT standpoint, to make sure that we can continue with this work that's necessary, provide the business services as well as remote access. We have options for fiber, which is very to provide services for computer it domain and phone services, and that again is ready to execute as soon as we are ready. We have talked to CIRMA, the insurance company. They will provide insurance. We are working with them for the last bit of detail from a Fire Marshal inspection. From a permitting standpoint, this is a Municipal Transfer Station General Permit. The permit is not transferable, but a lot of the data that has been submitted under the MDA permit is usable. So we have been pulling together that information for the application and we have met with DEEP. We plan to submit an application in early June. If the permit is not approved by July first, we do believe that DEEP has indicated that they will issue a temporary authorization so that we can operate for 90 operational days until the permit is approved along with the stormwater permit and the weigher certification, those that we are also prepared to submit. And just a note on those permits, all of them, we need to be very careful with our implementation, because it can't be 2 licenses on the same site, so we don't want to void MDA permits. So that is important why those have not been submitted. Hauler Agreements - I know this Board had directed President not to send them out, which is fine. We have the Hauler Agreements they are with our attorney, and we are preparing to move forward, and we can get those in place by June 30th. The transfer assumption agreement is also very close to finalized, if it's not already finalized. That's the agreement between Board and the new Resource Recovery Authority. Everything I've talked about is in line with the Project Budget and consistent with what we had planned for. We are also prepared to submit a Sustainable Management Round Two Grant as directed in the term sheet. You have the application process sort of started. We're starting to write the narrative, and we'll be ready to submit that application for further establishment of the resource recovery authority and to negotiate the ways that it can be sustainable in the long term. We're not waiting for that, grant, though we're also ready. We have already been receiving calls from other haulers from our existing contractor, from different organizations that could provide services to us and make this a competitive and sustainable model. So as soon as we assume control and are up and running, we plan to issue a Request for Expressions of Interest, so in a competitive way, in a process, we can see what services are out there and get a projected tip fee for the long term, as of July 1, 2027. Then we will be able to use the Grant funds, if we are awarded them to come up with additional sustainable models to bring in waste stream diversion, recycling options, and some more

shared services. So I just I wanted to put that out there we are ready and prepared to honor all of the terms of the contract by June 30th.”

Todd Arcelaschi, Administrator for Regional Refuse Disposal District One and Mayor of the Town of Winchester introduced himself and provided the following comments. “Truth be told. I did not wish to be here at this time. Back in February and March, Regional Refuse and the town of Winchester, requested an opt out that was denied. We had no intention of trying to form a plan for the rest of the Torrington Transfer Station Towns. We just wanted to blaze our path forward with municipal, solid waste disposal. It is my due diligence and responsibility to keep the cost of the Torrington Transfer Station as manageable as possible and as economical as possible for our residents. I have to look at every dollar that comes in that we spend, and since 2019 the public option has ranged from \$85 per ton. They're currently \$131 per ton going up on July 1st to \$136 a ton. These costs are backbreaking to a small transfer station that serves 3 towns in the northwest corner that operate about 5,000 permits for the population of 20,000 people. In addition, Regional Refuse used to be a landfill, so we are also under EPA monitoring as well as DEEP. The cost that the EPA charge us for monitoring, every June I get a bill for the previous year's service. The last 6 years that bill has ranged from \$1,900 to \$268,000. I have no idea every year what that bill is going to be. Also, we're responsible for groundwater and drinking well water testing. This year our contract called for \$27,000. The EPA has decided that we need to upgrade our QAP plan as well as add additions to our drinking water monitoring. That bill is now skyrocketed from 27,000 to 94,000. Every little bit of disposing of our waste in the northwest corner has a direct impact on the cost that we must charge our residents and we need to keep those fees reasonable, or our residents will stop purchasing permits, and that may force people to dumping on back roads and the country roads of the northwest corner. We need to make sure that we understand that. Thank you.”

Sarah McCoy made the following statement: “Good morning. My name is Sarah Mccoy, and I'm a Hartford resident. I'm here on behalf of the Greater Hartford Interfaith Action Alliance with two of our members, Diana and Judy. We represent 52 interfaith communities in the greater Hartford area, and we've been advocating for the needs of this community, and we ask that, as the Board decides between the public and private option for other communities, that you would think about this community that has borne the brunt of much of the work of MIRA and prioritize the reserve funds that are all going to be needed for remediating this property and the surrounding communities.”

Greg Hall made the following statement: “My name is Greg Hall. I am an attorney at McCarter and English, and I represent Enviro Express. Obviously Enviro Express operates and maintains a Torrington transfer station and is an interested party to the sale of this property. As an initial matter, and as a matter of public policy, I'm concerned about the notice that has or has not been given to interested parties regarding this sale. Up until recently it was well known that the consortia of surrounding towns that surrounded the transfer station would, you know, have the opportunity to purchase and control the transfer station. Seems though, that's maybe no longer the case. MIRA's procurement policies and procedures sets forth that whenever profitable property will be sold to a public or regulated entity, like the consortium nothing on prior minutes or website notifications truly set notice that a private entity was going to have a legitimate opportunity to purchase the transfer station. MIRA is tasked with operating in an orderly and responsible manner, not rushing through the sale of a piece of property. Having the consortia own and operate the transfer station is good for public policy and for free markets. It would be detrimental to have a single company own that piece of property when they already own and exercise near market control of other properties that they have acquired. During the April minutes an appraisal was raised regarding the Torrington transfer station, but questions remain regarding that appraisal. Who conducted it? When was it conducted? Was it conducted by somebody who has expertise in the field? Did the Board also commission its own independent appraisal? And while reference was made to Section 5.2 of the Board's policies and bylaws that the Board amended to no longer require two appraisals, which is true, the same section, currently as it exists today still has the reference appraisers plural – meaning it's always a good idea to get more than one. So while two are not required, it certainly is not a bad idea to have more than one appraisal. And without more appraisals, who really knows what the cost will be? Basic equity and fairness dictate that, at the very least other parties, other interested parties should be able to throw their hat in the ring if they choose

to purchase the property, and certainly the consortia of towns, if so interested. USA Hauling and Waste, has already acquired many properties, and it would not be a good thing if such an entity could exercise more market control. MIRA's authority expires June 30th and DAS will take over. The worst thing that can happen is you delay the sale of the Torrington property, and then, until that time, and until the time that we can go ahead and dispose or excuse me, transfer this property properly. Thank you.”

Ed Spinella made the following statement: “Good morning. I'm Edward Spinella. I represent U.S.A. Waste & Recycling, and I'll make a few comments. I prefer to go by the law and Public Acts that created the MIRA Dissolution Authority all make clear that the MIRA Dissolution Authority is to do two things, have an orderly transition of the transfer stations, and to preserve assets and reserves. Our proposal does both of those things, and is entirely consistent with the statute. One thing that I, unfortunately, that I don't see in minutes from time to time, is that no one's referred to a Public Act which passed in 2024, which specifically says that none of the funds can be used for tip fee stabilization after June 30th of 2026. I understand that Torrington's proposal requires a tip fee stabilization fund for two years, and that statute specifically says you cannot do that. The second thing is this MIRA Dissolution Authority is not a regulator. It's not for you to decide whether or not U.S.A. or any other company has too much market control. That's for other people in the State of Connecticut to address. It's my position that the Torrington proposal is not consistent with the Public Act, because it requires you to deplete the assets and the reserves, and two, there is nothing in the public act that says that the only alternative is a public option. You cannot find that language in Public Act 23-170. You will also not see in Public Act 23-170 that the public option is a preferred option, it doesn't say anything about a public option, but I'll read to you something that does talk about state public policy. State Waste Management Services Act, Section 22a-259, Declaration of the State Policy says the following, the following are declared to be the policies of the State of Connecticut, 4, that private industry is to be utilized to the maximum extent feasible to perform management of solid waste disposal in the State of Connecticut. There is a specific statute that says that this MIRA Dissolution Authority is to use private industry to the maximum extent feasible. You will find nothing in any law that says that a public option is the only option or the preferred option.”

Curtis Rand made the following statement: “I've been the First Selectman in Salisbury for almost 20 years, and I have watched this fairly closely through the Northwest COG and prior to that. With all our conversations with MIRA, we have been with MIRA for way longer than my tenure as a First Selectman. I just have a few questions. Let me just start. This whole process has been extremely discouraging to those of us who seem to care about composting, recycling the State's policy on solid waste. We're in an authority with Sharon and Salisbury serving up to 10,000 people seasonally. Our manager has been on the Governor's committee for solid waste. We've created a pretty good system of recycling, I think, now 19 streams of waste. One of our major thrusts is educating our public. We now have almost 500 people composting at our transfer station, where we transport it other places. So I just had a few comments. I keep hearing that DEEP, and the State is saying, oh, it's too much money, there's more money available if somebody buys this station and takes it offline. I thought that I thought that the money partly came from us as 30 and 40 year members of MIRA from our taxpayers. It's not from the State as far as I know. The history of public management of solid waste, you just have to look at HRRRA and find that that's a pretty, it's got to be pretty consistent with the state goals, one of which was to not transport our solid waste all over the place to manage it in state, I think. But regardless, I think that public entities have a pretty good track record, and one of the things we like about it here is the ability to communicate amongst ourselves and learn from each other and help to educate all of our residents of Northwest Connecticut. I don't really understand why DAS is off the hook now, two years ahead of what we all expected. But that's a whole other thing. And the other thing is, we have no beef with private enterprise, with the private sector and solid waste. Of course that will always be something we use but I just would hope you don't make us all have to use it. So we really urge you to reconsider and let us go ahead with this project at the Torrington Transfer station. Thank you.”

Brendan Rea made the following statement: “Good morning, Brendan Rea, First Selectman in Durham. I'm also speaking on behalf of my counterpart in Middlefield, Bobby Martino, and our Interlocal Advisory Board that we call “Dimiab” First of all, I just want to thank Chairman Hunter for the recent correspondence, and thank the MIRA Board for an unenviable situation, Durham-Middlefield and our

Dimiab have been loyal members of MIRA and its predecessor, CRRA for over 55 years. Our contract with MIRA was due to terminate in 2027 and provided for a \$0 tip fee for recyclable disposal. We feel that we're entitled to the same considerations for any access to a sinking fund for our recyclable disposal similar to any other of the Essex transfer station MIRA towns. All 11 towns that utilize the Essex facility are pursuing alternatives. Durham-Middlefield are pursuing a slight variation by hauling our MSW directly to ReWorld's Bristol facility rather than continuing MSW deliveries to ReWorld's Preston facility through the Essex Transfer station. This eliminates the double handling of our MSW Waste stream. Dimiab can continue to deliver our recyclables to Essex transfer station, or can deliver the recyclables directly to Murphy Road Recycling in Berlin, which is the final destination for those recyclables this would eliminate the double handling of those recyclables. So I appreciate your time.”

Gordon Ridgeway made the following statement: “Yeah. Good morning, everyone. Gordon Ridgeway, First Selectman Town of Cornwall, and I would echo what Mr. Rand said, and also, thank our staff at NHCOCG for working hard with the city of Torrington to come up with a viable public option, because it's my opinion that most towns up here support, keeping the Torrington transfer station in public hands and not privatizing it. We have a long track record of trying to innovate as far as waste disposal. But it's hard not to look at HRRRA and see what a well-run public agency can do, as far as being ahead of us as far as food waste diversion. We hope there's opportunities to collaborate with other inter municipal agencies to get us up to speed with that. There's certainly interest in doing that. We have to question why a private company would pay a premium price for the transfer station without a reasonable expectation of even get that money back with interest from their customers. And I guess that's our concern would be long term of privatizing this as opposed to keeping the transfer station, which was key to any public option in public hands. Again, I think most towns up here would like to see competition, have options. If things are privatized, those options decrease and thank you for your time and consideration of our request.”

Todd Carusillo made the following statement: “Good morning Mark and Bert and the fellow Board members I am the First Selectman for the town of Goshen. You know that Goshen has been a member of MIRA for the last 30 years, and a loyal customer. You know we, the CEOs of the northwest corner of each town believe that the Torrington transfer station should become, or should stay, a public facility. I don't think we should let one company come in and privatize it and monopolize the whole northwest corner. You're going to leave us leave all the CEOs in a place where the tipping fees are going to continue to go up, and we're going to have to put that expense back, that burden back onto the taxpayers and there's going to be a point where we're going to have to have a cut-off point where the taxpayers are going to have to absorb all this added cost. Then once they start adding, you know, this is looking at this added cost and inserting their pocket. You know it's going to happen just like, you know, Todd from Winsted said. They're going to start dumping on the side of the road, or they're going to start burning the garbage in the backyard, you know. That's become a DEEP problem. So you know, let's keep this public. Let's continue to work with COG and the towns of the northwest corner, and let's keep this away from a monopoly. So that's all I have to say, and thank you very much.”

Raymond Drew made the following statement: “Good morning. I am off camera. I am Raymond Drew, Director of Public Works for the city of Torrington. With me today is the Honorable Mayor Carbone, of the City of Torrington. I'll make my comments brief. The City of Torrington is committed to the development of the Northwest Regional Authority for the long term sustainability of MSW recycling management for all the communities in this region through the city of Torrington through the Northwest Regional Resource Authority, as Miss Malanca had previously testified, is ready to assume all the responsibilities regarding the Torrington transfer station. The City of Torrington stands in solidarity with all of its partner towns of the Northwest COG. The City of Torrington City Council will hold a public hearing scheduled for 6:30 PM on May 19' 2025, to develop the final step needed in the creation of the Northwest Regional Resource Authority. As mentioned, the city of Torrington is committed to a public process and the retention of this facility as a public facility to serve the Northwest regional towns through the Northwest COG, and I will turn it over to the Honorable Mayor Carbone, if she has additional comments.”

Mayor Carbone made the following statement: “Thank you, Ray, yeah, I just want to add, you know,

the City has been working diligently and entered into negotiations with MDA and through our Northwest COG for the establishment of a regional waste authority. We did so in good faith, with a strong understanding of the risk that we, as small municipalities in the northwest corner run when we lose local control. We stand at the ready to proceed with the establishment of this regional waste authority. As Mr. Drew had indicated, we've already taken this through several meetings with our city council. They have approved the ordinance that has been drafted, and our public hearing is scheduled to occur on May 19th. I would only add that you know these small towns. The city is a small. The city of Torrington is a small city, but the small towns that we serve as a micropolitan area have demonstrated over the years, strength and resilience in budget practices. We have every confidence that the public option is the most responsible way to control costs, advance education on how to deal and work on future solid waste disposal efforts. And there's such a good strong line of communication here in the northwest corn corner among those municipalities. So I do urge this Board to stay true to the terms of the term sheet that we've already executed, and move this forward to the public option.”

Edward St. John made the following statement: “Yes, Ed. St. John, I've testified before the Board on two occasions. We are part of the U.S.A. Waste the Winchester and RRDD1 proposal. We're like the odd couple we're in Middlebury, we're far from Torrington. We took all of our solid waste or MSW and recyclables to Watertown for years, and then MIRA closed that facility, and just arbitrarily sent us to Torrington. So I feel like the odd couple here in the whole group. You know I wish you all well setting up a waste authority. We're part of the Naugatuck Valley group. We're doing the same thing down here. It just does not make sense for the town of Middlebury to. Really, I've discussed it with some of you selectmen up there and thinking about this. This is not a good long term plan for the town of Middlebury or for our region. You folks do as you want to do over here, but I'm I'm totally in support of the U.S.A. Waste proposal along with the town of Winchester, and along with the RRDD1. I still think it's the best option for us. It's going to give, certainly, for the town of Middlebury a long term solution to its waste issue. We talk about years of being involved with CRRRA. I've been our selectman pushing on 40 years, and so we know all about CRRRA. We know all about transfer stations. We know all about waste authorities. We've been through garbage crisis. The bottom line here is that the State of Connecticut dropped the ball when it came to resource recovery and now we're paying the price for it. So again I urge the board to consider the opt-out for our folks, and we move forward with going our separate way here along with the other group. Thank you.”

Casey Flanagan made the following statement: “Casey Flanagan, Town of Sharon. Good morning, thank you. I want to thank the Board for the time that you've all put in trying to unwind this thing. I want to thank the representatives from the COG who've worked so diligently over the past few months or even year, trying to work up a solution for us towns in the northwest corner. The town of Sharon would respectfully request that you transfer ownership of the Torrington Transfer station to our group of municipalities to allow the public option to continue. The short term financial implication for MDA may be unbalanced in the two proposals, but the public option will ensure price stability for the northwest corner towns for many years. The town of Sharon and Salisbury, as you heard from Mr. Rand, we've enjoyed the benefits of a regional approach to waste handling for decades, and we're really excited to bring our knowledge and expertise to create a new waste authority for the region. When I think about the prospect of a private option winning the day, you know, one analogy comes to mind which admittedly might not be exactly what's being proposed, but if you'll indulge me for a minute, years ago the State was divided it into territories and telecom providers were given franchises to operate in designated areas. They were basically given monopolies. This made sense in rural northwest corner because there wasn't really enough business to warrant competition anyway. So you know, give one or two the access to the area, mandate that they service it, which it was mandated, that in Sharon, that two miles of network be built every year to ensure that the whole community would be served, and it wouldn't be a cost burden on the company if they could spread it out over the years. However, once this was established, the Legislature in Hartford, they did away with that mandate and the companies, they halted investment which reduced the quality of service, denied those who were unserved from getting service and increased prices for us consumers. It wasn't until Sharon considered building our own broadband network that providers thought about investing in the town. Because of that threat there were investments made. And now, you know, I'm happy to say everybody is served. There's competition and pricing things are good, but you know it's doubtful that we would have this type of leverage in the future to build another

regional transfer station if this experience played out with MSW. I can't see another facility being permitted and we would be beholden to whoever the incumbent is. You know, I get it, again, monopolies, they can be good if they have the best interest of their clients by offering low prices and quality service. But you know, while that may be the case today with the private option, and Sharon, you know we'd be willing to work with whomever that is. My concern is about the long, the long term for this this community, and I hope that the Board has the long term resiliency of the residents of Sharon when they make their decision. So thank you."

David Barger made the following statement: "David Barger, First Selectman, Town of Canaan. Good morning, and I want to thank the Board for their time this morning for allowing this public comment, which is going on for a little bit now, and I would like to thank the work that the Northwest Hills Council of Governments has done on our behalf for these towns. I'm not going to repeat everything that my colleagues have said. I just echo their sentiments. But there's one thing that I do want to point out with a public option something that concerns me. With a public option, we have increased accountability and transparency. We have public oversight. A publicly managed waste system would be subject to greater public oversight and accountability, ensuring that all the decisions of all the towns are made in the best interest of the residents and of the environment, transparency and operations and costs. Publicly available information about waste management and practices and costs could foster greater transparency and trust in the system. And we spoke about environmental concerns. We spoke about a number of things here. My colleagues did, but I am concerned about the accountability and transparency, and I think a public option keeps that alive. Thank you."

Brian Ohler made the following statement: "Brian M. Ohler, North Canaan. Good morning, everybody. Thank you for the time. Thank you to the board members. Thank you to the COG. This has been a long time coming. It seems like week after week we've been. We've been meeting, and if the Board could just understand which, I'm hopeful that you do, and I'm optimistic that you do. You know, it's very rare in this day and age that you see a near consensus of so many municipalities that are in favor of sustaining a public option. You know we're all coming together here with a unified voice, a unified front, and it's from a place where we believe, for the betterment of our constituents, and the long term planning of our municipalities, that maintaining the status quo in Torrington with the transfer station is the way to go. And if it can bring comfort, I won't get into all the points that my counterparts have said so eloquently and thoughtfully. But just look at the history of all of our municipalities when it comes to our transfer stations. We've been a good steward of the environment, whether it comes down to multiple streams of waste, identifying composting options, the partnership with Salisbury and Sharon. And you know the constant monitoring, the constant stewardship of our environment, but also being fiscally conscious when it comes down to the taxpayers of our towns. We've proven that we have the track record. I understand that there are private organizations that also have a track record, but they also have the deeper pockets and the wherewithal to have the argument to battle, because to them it comes down to the bottom dollar. Well for us as municipal leaders that comes down to not only the dollar for us, but also being and continuing that stewardship of the environment. You know, U.S.A. bought out Paines. We had panes as our hauler, now we have U.S.A. They've been a great partner, but I just caution, as all of my counterparts have done. if a private organization, we reference U.S.A. because they're part of this conversation, if they are given the chance to purchase that Torrington Transfer station. They now own the entire trash cycle from residential pickup commercial Pickup Street side pickup to the hauling and now controlling the transfer station. We are given zero opportunity to then argue or lobby for ourselves and our constituents, and I know you all understand the gravity of that. But I just wanted to end on that note. Please consider that public option for the sanctity of so many municipalities here in the northwest corner. Thank you."

Denise Rapp made the following statement: "I didn't have my hand up. But this is Denise Rapp from the town of Litchfield. I just wanted to reiterate all that my colleagues in the Northwest corner had said that we're not against a private option, but we want to ensure that the public option remains viable, and that a monopoly is not created, so that, like my colleagues, had said, there is no other options for the people in the northwest corner, and I'll just add that the Northwest COG communities, the towns, all 21 towns have worked very well together, and we have resources within our COG towns that can help us navigate the future

of that transfer station, and I feel wholeheartedly that that option will be viable and will serve the best interests of all of our communities here. Thank you very much.”

Chairperson Hunter summarized several of the issues that were commented on and thanked the participants who provided comment. He indicated the discussion would continue in Executive Session and the Board might call on various stakeholders to participate in Executive Session as appropriate.

3. Review and Approve – minutes of the April 16, 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					X
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 asked President Daley for a report. President Daley provided the following summary of activities to the Board:

Status of Scap/Salvage Work

The S&S Recycling Agreement was approved at the February 19, 2025 Board meeting. The agreement was effective February 21, 2025 and terminates on completion of the sale of initially defined Available Equipment and Installed Equipment. The outside date for the initial sales to be completed is 182 days from commencement which will run out in late August. The agreement allows for additional tasks can to be assigned and the term extended. S&S has been organizing, selling or scrapping available equipment. The Authority retains 30% of the revenue from these sales. Revenue started being received in April and gross sales to date are \$222,000, of which the Authority has retained \$67,000. Items scrapped or sold include metals, spare conveyor equipment, bearings and gear boxes, wire, transformers and switchgear, small motors and electrical supplies.

Available equipment sales continue with some of our larger motors pending. Initial installed equipment includes the Jets, Jet Fuel Tank and the RTO. The Authority is responsible for the disconnection of electrical power to these items and for cleaning fuel out of the Jet fuel tank and fuel lines. This work has been underway and will be completed early next week. The Jets sold for \$730,000 and the Authority share will be \$219,000, which will be paid before commencement of disassembly before June 30, 2025. Disassembly and removal is estimated for completion in late July. The other items are scrap and we will not know that revenue until it is weighed and paid at the then market rate. The contractor’s large

shearing equipment will be on site in about 2 weeks. A temporary ELUR release will be needed prior to scrapping the Jet fuel tank, which Chris is preparing with TRC.

MIRA 401K Termination

A resolution was adopted at the April 16 Board meeting authorizing restatement of our 401K plan document effective January 1, 2025. That resolution also authorized termination of the plan effective June 30, 2025 as part of our wind down process. As we made our way through the process we determined the effective date of restatement should instead be July 1, 2024 as there was not a more recent document to work from. The resolution on today’s agenda changes the effective date of restatement to July 1, 2024 and leaves the resolution otherwise unchanged.

5. Finance Committee Report – Agenda Item 5

a. Review and Approve - Resolution Regarding Tip Floor at Essex Transfer Station – Agenda Item 5a

RESOLVED: That the President is authorized to direct CWPM, LLC to proceed with tip floor repairs based on the low bid of \$120,000 submitted by Manafort Brothers, Inc. and to fund such work through the CSWS Major Maintenance Fund as provided in the adopted Fiscal Year 2025 Connecticut Solid Waste System Operating and Capital Budget substantially as discussed and presented in this meeting.

Director Harrington introduced the item and asked President Daley for a report. President Daley summarized the item for the Board. Director Harrington made a motion to approve the resolution. The motion was seconded by Director Becarro and 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			X		
8 – John Fonfara			X		
9 - Paul Harrington	X		X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

6. South Meadows Transition Committee Report - Agenda Item 6

Chairperson Hunter introduced the item and asked Director Beccaro for a report. Director Beccaro thanked MIRA staff for a tremendous effort in putting together what he believes is an excellent study about next possible steps for the site. He believes they threaded the needle very adroitly between laying out all the options without picking winners and losers. He hopes the report will serve the city of Hartford well, going forward, and he assured the people of Hartford that the concerns that they voiced were foremost in our mind. He also thanked Senator Fonfara, who represents Hartford and sits on this Board for his constantly making certain that we understood that that was the North Star that we followed. He asked President Daley for comment.

President Daley asked Chris Shepard for a report on the status of the Verification Report. Mr. Shepard stated on May 2, 2025, the third party LEP who is overseeing the South Meadows Remediation provided her certification on the Verification Report. The site has crossed the finish line in terms of meeting industrial commercial standards under the remediation standard regulations. On May 5, 2025 TRC submitted the Verification Report to Connecticut DEEP for review and approval or audit. The big picture is we've gotten the remediation across the finish line. The Board thanked Mr. Shepard.

President Daley stated his hope that with the approval of DEEP, the site will be "verified" as remediated to commercial industrial standards. He also mentioned staff has been working on the additional operating plans needed for the caretakers of the South Meadows site moving forward, starting July 1, 2023. Those were provided to the committee at the meeting last week and will be made available to MDA's successors.

Director Taylor reminded the audience that the complete South Meadows Redevelopment Considerations Study Report is available on the MDA website.

Director Beccaro thanked Director Taylor and several members from Hartford who are not directors for being strong advocates for making sure that Hartford's needs were paid attention to and addressed.

7. HR Committee Report– Agenda Item 7

a. Review and Approve - Resolution Regarding Termination of the Authority's Fidelity 401K Plan – Agenda Item 7a

RESOLVED, that Mark Daley, President & Chief Financial Officer, and Cheryl Kaminsky, Comptroller, are hereby authorized and directed to take such actions as may be necessary or desirable to effectuate the termination of the Plan as of the Termination Date, including executing any required Plan amendments and/or restatements effective July 1, 2024, engaging and directing any Plan vendors, advisors, consultants or service providers as needed to assist in the termination process, and performing such other acts as they, in their sole judgment, deem necessary or desirable to effectuate the intent of the foregoing resolutions.

Director Taylor introduced the item and asked President Daley for a report. President Daley summarized the item for the Board. Director Taylor made a motion to approve the resolution. The motion was seconded by Director Harrington and 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		X		
7 – Michael Walsh			X		
8 – John Fonfara			X		
9 - Paul Harrington		X	X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

Director Beccaro asked President Daley if the COBRA coverage was going to be available for employees and President Daley indicated that it was.

8. Attached Supplemental Information –Agenda Item 8

Chairperson Hunter introduced the item and recommended Directors review the information at their leisure.

9. CSWS Transition Committee Report – Agenda Item 9

Chairperson Hunter introduced the item and indicated the May committee meeting was cancelled because there's been a lot of activity and lot of meetings going on with working groups, not formal committees, but work groups.

10. Motion by Director Harrington

Director Harrington made a motion to add an item to the agenda after Executive Session for the purpose of possible action on the Essex and Torrington Transfer Stations. The motion was seconded by Director Dayton and 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			X		
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		

11. 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. – Agenda Item 10

Chairperson Hunter made a motion to go into Executive Session and read the purpose of the Executive Session in to the record and indicated invitees to the session would be all Members and Directors, President Daley, Attorney Catino, Attorney Weaver, and asked the following people to stand by for possible invitation into the session: representatives of the Torrington Towns, representatives for the Essex towns, representatives for Enviro Express, and Attorney Spinella. The motion was seconded by Director Becarro and 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			X		
8 – John Fonfara			X		
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

Executive Session began at 10:42am.

Executive Session ended at 2:14pm.

Chairperson Hunter indicated a lengthy discussion was had during Executive Session and that the Board would now be entertaining resolutions to move forward with CWPM at Essex and USA Waste at Torrington, the so-called private option.

12. Resolution Regarding the Transfer of Essex Transfer Station Operations – added to agenda

Chairperson Hunter asked Attorney Catino to read the resolution into the record. Attorney Catino read the following resolution into the record:

WHEREAS, pursuant to Public Act 23-140(sic) § 8 (codified at Section 22a-284a), the MIRA Dissolution Authority (“MDA” or “Authority”) was created to constitute a successor authority to the Materials Innovation and Recycling Authority;

WHEREAS, the General Assembly identified and delegated certain tasks to the MDA and modified certain of those purposes, powers and responsibilities set forth Chapter 446e of the General Statutes;

WHEREAS, among the additional legislatively conferred tasks authorized in Public Act 23-140(sic) (codified at Section 22a-284b(3)), the MDA is to continue to operate the authority’s transfer stations until acceptable alternatives, operated by entities other than the authority, become available, as determined by the Commissioner of Energy and Environmental Protection (“DEEP”);

WHEREAS, the MDA authorizing legislation is repealed as of July 1, 2025 and the Department of the Administrative Services (DAS) is the successor agency to the MDA as of July 1, 2025;

WHEREAS, Public Act 23-140(sic) (codified at 22a-284b(4) further directed the MDA to wind down the authority’s operations and activities in an orderly and responsible manner, including the marketing and sale of the authority’s surplus real and personal property;

WHEREAS, under Section 22a-265(3) of the General Statutes MDA may make and enter into any contract or agreement necessary or incidental to the performance of its duties and execution of its powers and under 22a-265(11) do all things necessary for the performance of its duties, the fulfillment of its obligations, the conduct of its operations, the maintenance of its working relationships with municipalities, regions and persons and the conduct of a comprehensive program for reuse, recycling... and for solid waste management services, in accordance with the provisions of the state-wide solid waste management plan, applicable statutes and regulations and the requirements of this chapter;

WHEREAS, Section 22a-266(a)(4) of the General Statutes empowers MDA to sell or lease to any person, all or any portion of a waste management project, for such consideration and upon such terms as the authority may determine to be reasonable;

WHEREAS, Section 22a-266(b) requires that the MDA is to consider the best interest of the municipality or region to be served when it enters into any contract for a solid waste facility;

WHEREAS, Section 22a-262(3) the MDA is to utilize, through contractual arrangements, private industry for activities as may be considered necessary, desirable or convenient by the MDA;

WHEREAS, MDA has continued to operate but wind down its operations and has been coordinating with DAS, as its successor agency, as to the transition of MDA’s remaining operations and agreements;

WHEREAS, MDA has continued to fulfill its obligations under its various agreements relating to the Essex Transfer Station, including complying with its lease for the transfer station with the Town of Essex (the “Essex Lease”) and an agreement with CWPM for the operation of the Essex Transfer Station, a recycling

agreement with Murphy Road Recycling (“MRR”), and a disposal agreement with Covanta (now Reworld) (collectively they are the “Operational Agreements”);

WHEREAS, the MDA continues to comply with its municipal services agreements with Chester, Clinton, Durham, Haddam, Killingworth, Old Saybrook, Lyme, Middlefield, Westbrook, Deep River and Essex (providing for the transfer and disposal of municipal solid waste and recyclables (with the identified Towns referred to as the “Essex Towns” and the agreements referred to as the “Essex MSAs”);

WHEREAS, the Essex Lease, the Operational Agreements and the Essex MSAs all expire on June 30, 2027;

WHEREAS, pursuant to the MSAs, the MIRA Board adopted a budget for the period which begins July 1, 2025 and ends June 30, 2026, and established a tip fee at its February 19, 2025 MDA Board meeting, all in compliance with MDA’s obligations required by the MSAs and its statutory obligations;

WHEREAS, at the time the MDA adopted its budget, it also specifically included a resolution indicating that the MDA may consider requests from member towns to voluntarily propose any and all other alternative arrangements;

WHEREAS, the Town of Essex submitted a proposal (“Essex Proposal”) for the transition of the Essex Transfer Station over to the Town of Essex, with CWPM as the proposed operator who would accept assignments of the Operational Agreements, on certain terms and conditions, and providing for an early termination of all the Essex MSAs;

WHEREAS, no further options were submitted in response to the MIRA February 19, 2025 Board Resolution soliciting alternative arrangements;

WHEREAS, three of the municipalities subject to the Essex MSAs requested an early termination of their MSAs despite the fact that no such termination exists as of right in the MSAs; and

WHEREAS, the MDA has evaluated the best interest of the host community, Essex, and all the Towns served by the MDA, As well as consulting with the DAS as its Successor Agency and also with Connecticut DEEP as the Connecticut DEEP’s Commissioner’s approval will be required.

NOW THEREFORE, be it

RESOLVED: That the MDA has considered the best interest of the host community, Essex, and the the Towns served by the MDA, and it is in the best interest of all is served by transitioning the Essex Transfer Station as set forth in the Essex proposal upon such terms as defined in here and to be further developed in various agreements, and presented to the Board for approval;

FURTHER RESOLVED: That the financial terms of the transition of the Essex Transfer Station to be established in any of the definitive documents do not exceed the following amounts:

- A payment to CWPM in the amount of \$2,215,000 per year so that it assumes the Operational Agreements, including the “put or pay” required under the Covanta agreement, has the manpower to operate the Essex Transfer Station, assumes the payment obligations to the Town of Essex and is able to provide for the loss of the tax exempt status that was allowed under its agreement with the MDA;
- A payment to the Town of Essex in the amount not to exceed \$50,000 to defray certain operational and transaction costs associated with terminating the lease and host community agreement between the Town of Essex and the MDA;
- An agreement with CWPM that it will charge the Towns \$140 per ton for MSW for FY25-26 and FY 26-27;

- An agreement with CWPM that it will charge the Towns \$100/ton for recyclables for each of FY 26 and FY 27; and
- The establishment of a sinking fund maintained by OPM but administered by the State to defray the actual costs of the recyclable payments, which should be reduced to reflect the commodity credit from MRR; which fund shall be limited to \$1,000,000 to cover the costs of the recyclable to be charged by CWPM for each of FY 26 and FY 27, the terms and conditions of the administration of this fund to CWPM. and working with municipality shall be further set forth in the definitive documents.

FURTHER RESOLVED: That an amendment is offered to the Essex Towns that the Essex MSAs may be terminated; provided, however, that all the Essex Towns agree to terminate the Essex MSAs; and

FURTHER RESOLVED: That the Authority Chairman, President and Legal Counsel are authorized to proceed with developing definitive documents with the Town of Essex, CWPM, the municipalities and, as may be necessary, the other providers subject to the Operational Agreements and the Essex Towns and submit such documents to the Board for final review and approval.

Chairperson Hunter asked for a motion to approve the resolution. The motion was made by Director Fortuna and seconded by Director Dayton.

Chairperson Hunter made a motion to amend the resolution with the following language: In the final Whereas after "...Towns served by the MDA" add (" **the best interest of the authority, and has determined that proposed alternative arrangements save the Authority approximately 1.5 million dollars for the 2 year period following June 30, 2025,**"). He also suggested adding the in the first Resolved after "...Towns served by the MDA" ("**and the best interest of the authority, including not limited to the preservation of its reserves,**"). The motion was seconded by Director Steuber and 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					Not Present
6 - Rachel Taylor			X		
7 - Michael Walsh			X		
8 - John Fonfara					Not Present
9 - Paul Harrington			X		
10 - Carl Fortuna			X		
11 - David Steuber		X	X		

Chairperson Hunter asked if there was any further discussion. He pointed out the final bullet of the second resolved is to address the three Essex towns who have elected to withdraw. Attorney Catino stated that she did not read that portion of the resolution into the record. Chairperson Hunter made the point that the three towns that are electing apparently to withdraw, they're very welcome to stay in, but if they withdraw they're going to cost the system more than 600,000. They have asked further to be subsidized for their recycling costs, by staying in for recycling benefit from that this arrangement. Whereas currently they're getting their recycling done for free or as inclusive of the charges for solid waste, they want to continue that benefit that we're offering to the towns that are moving forward. We felt that was not appropriate. They're already costing the balance of the towns more than \$600,000 in the arrangement, so this would only apply for those towns who sign up both for solid waste as well as recycling, and that's the reason for making sure that that's in the resolution.

Attorney Catino read the following addition to the last bullet in the second Resolved: “**this sinking fund only applies to those towns who are MSA towns, and who execute an agreement with CWPM for both MSW and recyclable processing through the Essex transfer station.**”

Director Chairperson Hunter made a motion to add the language read by Attorney Catino to the last bullet of the second Resolved. The motion was seconded by Director Harrington and 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		
6 - Rachel Taylor			X		
7 – Michael Walsh			X		
8 – John Fonfara					Not Present
9 - Paul Harrington		X	X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

Chairperson Hunter stated the Board was now ready to vote on the Resolution Regarding the Transfer of Essex Transfer Station Operations and reminded the Board it had already been moved and seconded. He asked if there was any further discussion. There being none, a roll call vote was taken and the resolution, as amended, passed 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			X		
5 - William Beccaro			X		
6 - Rachel Taylor			X		
7 – Michael Walsh			X		
8 – John Fonfara					Not Present
9 - Paul Harrington			X		
10 - Carl Fortuna	X		X		
11 - David Steuber			X		

13. Resolution Regarding the Transfer of Torrington Transfer Station Operations – added to agenda

Chairperson Hunter asked attorney Catino to read the resolution into the rec ord. Attorney Catino read the following resolution into the record:

WHEREAS, pursuant to Public Act 23-140(sic) § 8 (codified at Section 22a-284a), the MIRA Dissolution Authority (“MDA” or the “Authority”) was created to constitute a successor authority to the Materials Innovation and Recycling Authority;

WHEREAS, the General Assembly identified and delegated certain tasks to the MDA and modified certain of those purposes, powers and responsibilities set forth Chapter 446e of the General Statutes;

WHEREAS, among the additional legislatively conferred tasks authorized in Public Act 23-140(sic) (codified at Section 22a-284b(3)), the MDA is to continue to operate the Authority's transfer stations until acceptable alternatives, operated by entities other than the Authority, become available, as determined by the Commissioner of Energy and Environmental Protection ("DEEP");

WHEREAS, the MDA authorizing legislation is repealed as of July 1, 2025 and the Department of the Administrative Services (DAS) is the successor agency to the MDA as of July 1, 2025;

WHEREAS, Public Act 23-140(sic) (codified at 22a-284b(4) further directed the MDA to wind down the Authority's operations and activities in an orderly and responsible manner, including the marketing and sale of the Authority's surplus real and personal property;

WHEREAS, under Section 22a-265(3) of the General Statutes MDA may make and enter into any contract or agreement necessary or incidental to the performance of its duties and execution of its powers and under 22a-265(11) do all things necessary for the performance of its duties, the fulfillment of its obligations, the conduct of its operations, the maintenance of its working relationships with municipalities, regions and persons and the conduct of a comprehensive program for reuse, recycling and for solid waste management services, in accordance with the provisions of the state-wide solid waste management plan, applicable statutes and regulations and the requirements of this chapter;

WHEREAS, Section 22a-266(a)(4) of the General Statutes empowers MDA to sell or lease to any person, all or any portion of a waste management project, for such consideration and upon such terms as the Authority may determine to be reasonable and Section 22a-266(a)(6) allows the MDA to grant options to purchase any Authority waste management project on such terms as the MDA deems reasonable;

WHEREAS, Section 22a-266(b) requires that the MDA is to consider the best interest of the municipality or region to be served when it enters into any contract for a solid waste facility;

WHEREAS, Section 22a-262(3) the MDA is to utilize, through contractual arrangements, private industry for activities as may be considered necessary, desirable or convenient by the MDA;

WHEREAS, MDA has continued to operate but wind down its operations and has been coordinating with DAS, as its successor agency, as to the transition of MDA's remaining operations and agreements;

WHEREAS, MDA has continued to fulfill its obligations under its various agreements relating to the Torrington Transfer Station, including complying with its host community agreement with the Town of Torrington (the "Torrington"), and an agreement with Enviro Express for the operation of the Torrington Transfer Station (the "Enviro Express Agreement"), and a recycling agreement with Murphy Road Recycling (collectively, the latter two are the "Operational Agreements");

WHEREAS, the MDA continues to comply with its municipal services agreements with Canaan, Barkhamsted, Colebrook, Cornwall, Goshen, Middlebury, New Hartford, Norfolk, North Canaan, Salisbury, Sharon and Winsted (providing for the transfer and disposal of municipal solid waste and recyclables (with the identified Towns referred to as the "Torrington Towns" and the agreements referred to as the "Torrington MSAs");

WHEREAS, the Operational Agreements and the Torrington MSAs all expire on June 30, 2027;

WHEREAS, pursuant to the MSAs, the MDA Board adopted a budget for the period which begins July 1, 2025 and ends June 30, 2026, and established a tip fee at its February 19, 2025 MDA Board meeting, all in compliance with MDA's obligations required by the MSAs and its statutory obligations;

WHEREAS, at the time MDA adopted its budget, it also specifically included a resolution indicating that the MDA may consider requests from member towns to voluntarily propose any and all other alternative arrangements;

WHEREAS, at the February 19, 2025 Board meeting, the MDA approved a non-binding Term Sheet with the City of Torrington and the Northwest Hills Council of Governments (NHCOG), which all parties subsequently executed and which was approved by the Commissioner of DEEP, for the transition of the Torrington Transfer Station land and operations over to a public joint venture (“JV”) entity to be formed by Torrington and/or with the NHCOG (the “public option”), on certain terms and conditions to be developed in more definitive agreements to be presented to the Board at its May meeting;

WHEREAS, MDA has been working with the NHCOG on developing the definitive agreements for the public option, provided that the JV is formed, which is expected to be on or before June 19, 2024(sic);

WHEREAS, three of the municipalities subject to the Torrington MSAs requested an early termination of their MSAs despite the fact that no such termination exists as of right in the MSAs;

WHEREAS, after the February 19, 2025 Board resolutions, these three municipalities joined with USA Waste and presented alternative arrangements for the Torrington transfer station (the “private option”);

WHEREAS, under the public option, all MSAs and Operating Agreements would be assigned to the new JV, the land and improvements would be transferred to the City and/or the JV and the JV would be paid \$2,901,719 to financially support the operations of public option through FY 25-26 and FY 26-27. In addition, \$1,000,000 would be set aside by OPM in a non-lapsing account to be available to the JV for operational and financial contingencies and \$500,000 would be similarly set aside and awarded to the JV for purposes of the new public entity hiring consultants or professionals to conduct market and economic analyses and perform business modelling, paying legal fees, costs and expenses incurred in further establishing the JV as a regional waste authority and preparing any municipal ordinances, which monies would be available after any other DEEP grant funding is made available and if needed;

WHEREAS, the private option sets a purchase price of \$3,250,000 payable to MDA and/or the State, as may be applicable under two scenarios under consideration (a sale and a lease/purchase); with other terms and conditions associated with the transaction, particularly the lease purchase option, and the various responsibilities relative to the MSAs and operating agreements to be developed in a more definitive term sheet, and ultimately the definitive documents;
~~however, other terms relating to assignments of the Operating Agreements under either scenario have been further discussed today and will need to be more fully established in the definitive documents;~~

WHEREAS, under the private option the tip fee shall be established at an amount under the MSA “opt out” rate for the remaining two years of the MSAs or at a lower rate if the municipality elects either a 5 year or 10 year agreement with the private option transferee; and

WHEREAS, the MDA has evaluated the best interest of the host community, Torrington, and all the Towns served by the MDA, the best interests of the Authority and has determined that the proposed alternative arrangements save the Authority not less than \$2.9 million for the 2-year period following June 30, 2025 and result in a sales price for the Torrington Transfer Station of \$3.25 million which savings and sales proceeds will benefit the reserves of the Authority, ~~as well as and~~ MDA has consulted with DAS as its successor agency and also with the CTDEEP as the Commissioner’s approval will be required.

NOW THEREFORE, be it

RESOLVED: That the MDA has considered the best interest of the host community, Torrington, and the Towns served by the MDA, the best interests of the Authority including but not limited to the preservation of its reserves, and believes that the best interest of all may be served by transitioning the Torrington Transfer

Station as proposed in the private option provided final terms are further developed in various agreements and presented to the Board for approval.

FURTHER RESOLVED: ~~as discussed today, and the that the~~ Chairman is authorized to enter into a Term Sheet with USA Waste setting forth the terms and conditions set forth here, and as discussed further and further defined during the meeting today, which ultimately shall be developed in firm, further various agreements, and presented to the Board for approval; setting forth those terms, provided final terms are further developed in various agreements and presented to the Board and Commissioner of DEEP for approval; and

FURTHER RESOLVED: That the Authority Chairman, President and Legal Counsel are authorized to proceed with developing definitive documents with the proponents of the private option, the municipalities and, as may be necessary, the other providers and the Torrington Towns; and

FURTHER RESOLVED: That neither the private option or public option has exclusivity for purposes of negotiation and no option will be binding or selected until final agreements are presented to the Board and the Commissioner for approval; and

FURTHER RESOLVED: That the Torrington/NHCOG JV shall be reimbursed its reasonable legal fees and any other hard costs and expenses incurred in the process of negotiation with the MDA and the development of the public option in an amount not to exceed \$50,000.

Chairperson Hunter made a motion to approve the resolution and the motion was seconded by Director Harrington.

Director Looney stated for the record that the process of weighing the different options for the Torrington Transfer station resolution disposition, it's been a very intensive process. He stated the decision today is a difficult one given the many different interests that this Board needs to balance in its work. He wants to recognize the hard work that has gone into the development of the public option, and were the sole consideration of this Board, the advancement of policy preferences, his vote would likely be different than it will be today. However, we do need to recognize the fiscal and environmental benefits of having a larger amount of funds in the MDA Reserve Fund to pay towards ameliorating the longstanding environmental impacts from our legacy solid waste management system, and regardless of his vote today, DEEP intends to continue to advance regional solutions to the State's solid waste crisis through its policies and programs.

Director Beccaro echoed the statement made by Director Looney and indicated that at the State Capitol, there is a continuing commitment to the ideals that the Director Looney espoused, and he would like folks to consider him an ally in those efforts going forward. He also stated that the Board is comporting with both the spirit and the letter of the enabling statute.

Chairperson Hunter asked for a vote on the resolution. The resolution 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		
6 - Rachel Taylor			X		
7 - Michael Walsh			X		
8 - John Fonfara					Not Present
9 - Paul Harrington		X	X		
10 - Carl Fortuna			X		
11 - David Steuber			X		

Chairperson Hunter thanked everyone and indicated the meeting was basically concluded. Director Beccaro commented know that Senator Fonfara has been on the Senate floor debating a piece of legislation, and that is why he missed votes. The Senator asked that Director Beccaro let the Board know that he was supportive of the outcomes in both the votes that were taken.

Chairperson Hunter stated the Board's intention is to hold a special meeting in early June at a date to be determined. He asked the Board to watch the website for when the meeting is scheduled. He thanked all Directors, Members, and stakeholders for attending.

Chairperson Hunter adjourned the meeting at 2:53pm.