

**TO: Directors and Officers**  
**FROM: Kenneth Sullivan, Michael Lane**  
**DATE: January 18, 2019**  
**SUBJECT: Agenda for the Regular Board of Directors' Meeting, Thursday, January 24, 2019**

Attached is the Agenda for the CMEEC Regular Board of Directors' Meeting which is scheduled to be held at the Norwalk Inn and Conference Center, 99 East Avenue, Norwalk, Connecticut on Thursday, January 24, 2019 beginning at 10:30 a.m. Lunch will immediately follow the meeting.

**AGENDA**

<b>Agenda Item</b>	<b>Topic</b>	<b>Tab</b>	<b>Page Number</b>
A	Public Attendee Comment Period		
B	Conduct Voting Roster / Roll Call		
C	Approve Minutes of CMEEC Regular December 20, 2018 Board of Directors' Meeting	1	3
D	Approve Minutes of the CMEEC Special November 20, 2018 Board of Directors' Meeting	2	9

**Specific Action Items**

<b>Agenda Item</b>	<b>Topic</b>	<b>Tab</b>	<b>Lead</b>	<b>Page Number</b>
E	Review and Discussion of Forensic Examination with CohnReznick		Michael Lane	
F	December 2018 Objective Summary Review (Informing)	3	Michael Lane	15
G	Review and Approve Resolution to Amend Wells Fargo Amended and Restated Credit Agreement	4	Michael Lane	21
H	Pierce and MicroGen 2018 Performance (Informing)		Michael Rall	85
I	November 2018 Energy Market Analysis (Informing)		Justin Connell	51
J	Microgen Re-Allocation (Informing)		Michael Lane	

**Executive Session**

<b>Agenda Item</b>	<b>Topic</b>	<b>Lead</b>	<b>Page Number</b>
K	Consideration of action to enforce/implement legal relief or legal right in connection with CMEEC's Directors and Officers Insurance Policy and strategy and negotiation with respect to pending claims with respect to Advancement of Legal Fees in accordance with Section 1-200(6)(B) and 1-200 (9)(C)	Robin Kipnis/Joe Martini	
L	Discussion relating to the terms and conditions for the Interim CEO's Letter of Agreement pursuant to Section 1-200(6)(A) <sup>1</sup>	Paul Yatcko	

**Public Session**

M	Possible Vote to Approve the terms and conditions of the Interim CEO's Letter of Agreement
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<sup>1</sup> Mr. Lane has been informed of his right to be present at this discussion and he has declined.