

SUBJECT TO FINAL BOARD APPROVAL

**MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS
OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE**

DECEMBER 6, 2018

The Emergency Meeting of the Board of Directors (“Directors”) of the Connecticut Municipal Electric Energy Cooperative (“CMEEC”) was held on Thursday, December 6, 2018 at the CMEEC offices located at 30 Stott Avenue, Norwich, CT at 3:30 p.m.

The meeting was legally noticed in compliance with Connecticut State Law and all proceedings and actions hereafter recorded occurred during the publicly open portions of the meeting.

The following Member Representatives/Alternate Member Representatives/Municipal Representatives participated:

Groton Utilities: Ronald Gaudet (via telephone); Keith Hedrick (via telephone); Mark Oefinger, David Collard (via telephone)

Norwich Public Utilities: Dr. Grace Jones (via telephone), Steward Peil (via telephone)

Bozrah Light and Power: Richard Tanger (via telephone), Ralph Winslow

South Norwalk: Paul Yatcko (via telephone), David Westmoreland (via telephone), Dawn Del Greco (via telephone)

Third Taxing District: Kevin Barber (via telephone); David Brown (via telephone); Debora Goldstein (via telephone)

Jewett City Department of Public Utilities: Kenneth Sullivan; Louis Demicco (via telephone); Richard Throwe

The following CMEEC staff participated:

Robin Kipnis, CMEEC General Counsel (via telephone)

Michael Lane, CMEEC Interim CEO

Ellen Kachmar, CMEEC Office and Facilities Manager

The following individuals also participated:

Claire Bessette, Reporter, The Day

Kevin Aherne, The Norwich Bulletin

William Kowalski, Municipal Electric Consumer Advocate (via telephone)

Ms. Kachmar recorded.

Chairman Sullivan called the meeting to order at 3:32 p.m. and determined a quorum was present.

Standard Actions

Ms. Kachmar took roll call identifying the formal voting persons at today's meeting.

Ms. Kipnis requested the Agenda be amended to hold the Vote on "Adopting Recommendations of the CMEEC Special Committee" in Public Session.

(1) Review and Approval of Special Committee Charter

Ms. Kipnis requested that due to an issue raised at the Special Committee Meeting held the day prior having to do with access to the independent investigator, she suggested the vote to approve the Special Committee Charter be tabled until perhaps the December 20, 2018 Board meeting. Ms. Kipnis had not yet been able to consult with the attorney performing the independent investigation.

A motion was made by Municipal Representative Oefinger, seconded by Alternate Member Representative Winslow to table the Vote to Approve the Special Committee Charter.

Motion passed unanimously. (18-12-01)

A motion was made by Alternate Member Representative Winslow, seconded by Member Representative Yatcko to enter Executive Session to discuss employment matters with direction to the Board to return to Public Session upon completion of the discussion in Executive Session. Members of the Board were present as well as Mr. Lane and Ms. Kipnis.

The basis for entering in to Executive Session is in accordance with Connecticut General Statutes Section 1-200(6)(A); 1-200(6)(B); 1-210(b)(4)

Motion passed unanimously. (18-12-02)

The Board entered Executive Session at 3:42 p.m.

The Board came out of Executive Session at 3:58 p.m.

Chairman Sullivan asked if there was any more discussion to come before the Board regarding the recommendations, and if not, that he would entertain a Motion to approve the Special Committee's Recommendation and adopt Resolution 18-12-03.

A Motion was made by Member Representative Yatcko, seconded by Alternate Member Representative Winslow, to approve the Resolution Adopting the Recommendations of the CMEEC Special Committee.

Motion passed unanimously. (18-12-03)

A Motion was made by Municipal Representative Oefinger, seconded by Alternate Member Representative Winslow, to adjourn the meeting.

There being no further business before the Board the meeting was adjourned at 4:01 p.m.

Connecticut Municipal Electric Energy Cooperative
Board of Directors Resolution
Resolution 18-12-03
Adopting Recommendations of the CMEEC Special Committee

WHEREAS, certain officers of CMEEC have been charged with federal crimes;

WHEREAS, the CMEEC Board of Directors passed Resolution 18-11-06 placing these officers on unpaid administrative leave for a thirty (30) day period commencing November 9, 2018 pending the outcome of an internal investigation which was contemplated to be completed within that period of time;

WHEREAS, by Resolution 18-11-06, the CMEEC Board of Directors determined that the most effective way to evaluate the allegations made is to direct the CMEEC General Counsel to retain the legal services of an outside law firm to conduct an independent investigation as to the allegation made in the federal indictments;

WHEREAS, the General Counsel promptly carried out the directive by the Board and engaged Attorney Eileen Duggan from the law firm Suisman Shapiro on November 15, 2018 to conduct such independent investigation;

WHEREAS, pursuant to Resolution 18-11-13, the CMEEC Board of Directors on November 20, 2018 formed a Special Committee whose duties include general oversight of the independent investigation and making such interim findings and recommendations as it deems appropriate and necessary;

WHEREAS, the Special Committee convened its first meeting on November 30, 2018 and met with Attorney Duggan to receive an update on the status of the independent investigation;

WHEREAS, in furtherance of its oversight responsibilities, the Special Committee scheduled meetings on January 4, 2019 and January 23, 2019, with the outside counsel conducting the investigation and the General Counsel for the purposes of monitoring the progress of the investigation; and

NOW THEREFORE BE IT RESOLVED BY THE CMEEC BOARD OF DIRECTORS AS FOLLOWS:

1. The CMEEC Board of Directors hereby adopts the following recommendations of the Special Committee:
 - Having consulted with outside counsel, the Special Committee recommends that for there to be a full and thorough investigation by the outside counsel and review by the Special Committee, the independent investigation will require more than thirty (30) days to complete.

- That the circumstances surrounding the decision to place Mr. Rankin and Mr. Pryor on unpaid administrative leave have not changed as the results of the independent investigation have not yet been provided to the Special Committee.
- That the Special Committee expects and intends to meet on January 23, 2019 and further expects and intends that its findings and recommendations in connection with the independent investigation be available to the CMEEC Board of Directors as promptly as possible thereafter.
- That Drew Rankin and Ed Pryor's Administrative Leave without pay be extended until the independent investigation has been completed, the Special Committee makes its findings and recommendations, and the CMEEC Board of Directors has acted with respect thereto.

Dated this 6th day of December, 2018.



Louis Demicco
Secretary