

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

NOVEMBER 20, 2018

The Special Meeting of the Board of Directors (“Directors”) of the Connecticut Municipal Electric Energy Cooperative (“CMEEC”) was held on Tuesday, November 20, 2018 at the CMEEC offices located at 30 Stott Avenue, Norwich, CT at 3:00 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.

Chairman Kenneth Sullivan called the meeting to order at 3:00 p.m. and determined a quorum was present.

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

Groton Utilities: Ronald Gaudet; Jeffrey Godfrey; Keith Hedrick (via telephone); Mark Oefinger
Norwich Public Utilities: Dr. Grace Jones, Steward Peil (via telephone)
Bozrah Light and Power: Ronald Gaudet; Richard Tanger
South Norwalk: Dawn DelGreco (via telephone); David Westmoreland (via telephone) Paul Yatcko (via telephone)
Third Taxing District: Kevin Barber (via telephone); David Brown (via telephone); Debora Goldstein (via telephone); Pete Johnson (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
Michael Lane, CMEEC Interim CEO
Jake Pagragan, CMEEC Director of Business Development
Gabe Stern, CMEEC Director Technical Services
Ellen Kachmar, CMEEC Office and Facilities Manager
Margaret Job, CMEEC Administrative Staff

The following individuals also participated:

Claire Bessett, Reporter, The Day
William Kowalski, Municipal Electric Consumer Advocate
Saju Joseph, Bank of America
Charles Szilaghi, Bank of America

Standard Actions

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

(1) **Discussion and Vote on Resolution Establishing a Special Committee to oversee the independent investigation authorized by CMEEC Board of Directors on November 9, 2018.**

Chairman Sullivan allowed those Directors present and participating via telephone a short period of time within which to review the resolution. Upon completion of Board review, Chairman Sullivan opened the floor for discussion.

Bill Kowalski, Municipal Electric Consumer Advocate, expressed his thoughts on the language of the resolution. He noted that the members appointed to serve on the Board Special Committee ("Special Committee") to oversee the independent investigation should be comprised of those members that were not participants of the Derby or Greenbriar trips. Ms. Kipnis confirmed that those appointed to the Special Committee did not participate in any of those trips.

He continued to suggest that all meetings of the Special Committee be public meetings and that those meetings be posted to the public greater than twenty-four hours in advance. Lastly, he suggested that the Special Committee's findings and recommendations be made public within forty-eight hours.

Ms. Kipnis thanked Mr. Kowalski for his input. She added that, in response to Mr. Kowalski's suggestion that all Special Committee meetings be held publicly, holding all meetings publicly may not be possible since some of the subject matter may be personnel related. She added that confidentiality and privilege must be preserved to conduct a proper investigation.

Chairman Sullivan thanked Mr. Kowalski for his comments and inquired if any of the Board present required any further discussion, hearing none, he entertained a motion to approve the resolution.

A motion was made by Member Representative Louis Demicco, seconded by Alternate Member Representative Richard Tanger to approve the Resolution Establishing a Special Committee to Oversee the Independent Investigation by CMEEC Board of Directors on November 9, 2018.

Motion passed unanimously.

(18-11-13)

Chairman Sullivan opened the floor for public comment regarding the resolution presented at the meeting.

Municipal Member Representative Oefinger, who is a member of the Oversight Committee, requested a poll to identify dates and times to conduct Oversight Committee meetings. Ms. Kipnis stated she will conduct a query of meeting dates.

There being no further business to be brought before this Board, Chairman Sullivan entertained a motion to adjourn the meeting.

A motion was made by Member Representative Dr. Grace Jones, seconded by Member Representative Demicco to adjourn the meeting.

Motion passed unanimously.

(18-11-14)

Meeting was adjourned at 3:15 p.m.

Connecticut Municipal Electric Energy Cooperative Board of Directors Resolution

Resolution 18-11-13

Establishing a Special Committee of the CMEEC Board of Directors

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 pending the outcome of an internal investigation;

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;

WHEREAS, the CMEEC Board of Directors has also determined that the creation of a Special Committee comprised of CMEEC Directors who did not participate in certain activities subject to the independent investigation is the most effective means of providing CMEEC Board oversight of the investigation;

WHEREAS, the CMEEC Bylaws authorize the creation of a Special Committee appointed by the CMEEC Board of Directors;

WHEREAS, the CMEEC Board of Directors does hereby recommend that a Special Committee be established for the purposes and with the authorities as set forth more fully in this Resolution;

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

1. In accordance with Article III. Section 16. of the CMEEC Bylaws, a Special Committee is hereby created and shall consist of the following Members of the CMEEC Board of Directors:

- Debora Goldstein, TTD
- Mark Oefinger, City of Groton Ratepayer Representative
- Stewart Piel, NPU
- Richard Tanger, BL&P
- Paul Yatcko, SNEW


2. The CMEEC Board of Directors delegates to the Special Committee the following duties with respect to the independent investigation:

- General oversight of the independent investigation being conducted by the outside law firm;
- Review of the report of the investigation produced by the outside law firm; and

- Make findings and recommendations as to any interim and/or final actions it deems appropriate and necessary to be taken by the CMEEC Board of Directors, which findings and recommendations shall carry great weight.

3. The General Counsel of CMEEC will provide legal advice as needed to the Special Committee established by this Resolution and serve as a liaison between the outside law firm and the Committee.

Dated this 20th day of November, 2018.



Louis Demicco
Secretary