

SUBJECT TO FINAL APPROVAL BY THE BOARD OF DIRECTORS

Connecticut Municipal Electric Energy Cooperative (CMEEC)

Emergency Meeting

November 9, 2018 (reconvened from November 8, 2018)

MINUTES

The November 8, 2018 recessed Emergency Meeting of the CMEEC Board of Directors was reconvened by Chairman Sullivan on Friday, November 9, 2018 at 9:30 a.m. at the CMEEC offices located at 30 Stott Avenue, Norwich, CT and by telephone participation.

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

Bozrah Light & Power: Richard Tanger (via telephone); Ralph Winslow
Groton Utilities: Ronald Gaudet; Jeffrey Godley; David Collard; Mark Oefinger
Jewett City: Louis Demicco (via telephone); Kenneth Sullivan; Richard Throwe (via telephone)
Norwich Public Utilities: Rashid Haynes (via telephone); Dr. Grace Jones (via telephone);
Stewart Peil (via telephone)
South Norwalk: Dawn DeIGreco (via telephone); David Westmoreland (via telephone); Paul
Yatcko (via telephone)
East Norwalk: Kevin Barber (via telephone); David Brown (via telephone); Debora Goldstein
(via telephone); Pete Johnson (via telephone); Ron Scofield (via telephone)

The following CMEEC staff participated:

Robin Kipnis, CMEEC General Counsel

Other participants:

Joseph Martini, Esquire, Spears Manning (by telephone)
Lawrence Piekus, Wiggin and Dana (by telephone)

Chairman Kenneth Sullivan called the meeting to order at 9:30 a.m. and noted a quorum was present.

A motion was made by Member Representative Louis Demicco, seconded by Alternate Member Representative Ralph Winslow to enter Executive Session.

The basis for entering Executive Session was the discussion of personnel matters, including a discussion on matters relating to CMEEC employees, CMEEC employment and the federal indictments. All those participating in the Regular Session participated in the Executive Session.

Motion passed unanimously.

(18-11-04)

The meeting came out of Executive Session at 12:30 p.m. and entered Regular Session.

The Board reviewed a resolution concerning placing the CMEEC CEO and CFO on unpaid administrative leave for thirty (30) days, the removal of Member Representative John Bilda from the CMEEC Board of Directors, and conducting an internal investigation of the allegations made in the federal indictments.

CMEEC Municipal Representative Mark Oefinger proposed an amendment to the Resolution to require the internal investigation to be completed within thirty (30) days.

A motion was made by Alternate Member Representative Throwe, seconded by Member Representative Gaudet, to adopt the Amendment to the Resolution.

Motion passed unanimously.

(18-11-05)

Chairman Sullivan entertained a motion to adopt the Resolution as amended.

A motion was made by Member Representative Gaudet, seconded by Alternate Member Representative Winslow to adopt the resolution as amended, with Member Representative Godley abstaining only with respect to paragraph 3 of the Resolution.

Motion passed.

(18-11-06)

Chairman Sullivan entertained a motion to adjourn the meeting.

A motion was made by Member Representative Gaudet, seconded by Member Representative Demicco to adjourn the meeting.

Motion passed unanimously.

(18-11-07)

The Emergency Meeting adjourned at 12:30 p.m.

CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE

Emergency Meeting Resolution 18-11-06

WHEREAS, the CMEEC Board of Directors, held an Emergency Meeting on November 8th, which meeting was convened by the call of the Chairperson of the CMEEC Board of Directors.

WHEREAS, the purpose of the November 8, 2018 meeting was for the Board to be informed and consider and take the actions necessary for the continued operation and management of CMEEC in light of federal indictments involving the use of CMEEC funds.

WHEREAS, at the time of the November 8, 2018 Emergency Board meeting, the federal indictments were not made public so that the Board, not having all of the information necessary to make an informed decision, recessed the Emergency meeting until November 9, 2018 to allow the Board to review the contents of the unsealed federal indictments.

WHEREAS, at the November 9, 2018 meeting, the Board had the opportunity to review the charges made in the federal indictments and as a result, desires to take the following actions with respect to the management and operations of CMEEC effective immediately;

NOW, THEREFORE, BE IT RESOLVED by the Connecticut Municipal Electric Energy Cooperative as follows, that, **Effective Immediately**:

1. Drew Rankin is hereby placed on Administrative Leave, without pay, for thirty (30) days, to allow CMEEC to conduct an internal investigation.
2. Edward Pryor is hereby placed on Administrative Leave, without pay, for thirty (30) days, to allow CMEEC to conduct an internal investigation.
3. John Bilda, pursuant to the CMEEC Bylaws, is hereby removed from his position on the CMEEC Board of Directors and Member Delegation.
4. The CMEEC General Counsel is authorized to take the actions necessary to conduct an internal investigation, to be completed within thirty (30) days, of the activities identified in the two (2) federal indictments.
5. Michael Lane is hereby appointed Interim Chief Executive Officer of CMEEC.

Dated this 9th day of November, 2018.



Louis Demicco
Secretary