

2019 CMEEC BOARD VOTES

CMEEC Board January 24, 2019

[19-01-01] January 24, 2019

Vice Chairperson Gaudet entertained a motion to suspend the rules of order to amend the Agenda by adding Agenda Item N to the Executive Session Agenda to provide an update of the Special Committee meeting held on January 23, 2019.

A motion was made by Alternate Member Representative Debora Goldstein, seconded by Member Representative Paul Yatcko to suspend the rules of order to amend the Agenda by adding Agenda Item N to the Executive Session Agenda for the purposes of providing an update of the discussion from the Special Committee meeting which was held on January 23, 2019.

Motion passed unanimously.

[19-01-02] January 24, 2019

A motion was made by Member Representative Yatcko, seconded by Municipal Representative Mark Oefinger to approve the Minutes of the CMEEC Regular December 20, 2018 Board of Directors' meeting with Member Representative Chris LaRose and Municipal Representative Dawn DelGreco abstaining.

Motion passed

[19-01-03] January 24, 2019

A motion was made by Member Representative Kevin Barber, seconded by Member Representative Dr. Grace Jones.

Member Representative David Westmoreland noted that both he and Municipal Representative DelGreco had participated at this meeting by telephone however the minutes did not reflect that.

A motion was made by Alternate Member Representative Goldstein, seconded by Alternate Member Representative Stewart Peil to amend the Minutes of the CMEEC Special November 20, 2018 Board of Directors Meeting to reflect that Member Representative Westmoreland and Municipal

Representative DelGreco participated at that meeting by telephone.

Motion passed unanimously.

[19-01-04] January 24, 2019

A motion was made by Alternate Member Representative Goldstein, seconded by Municipal Representative Mark Oefinger to approve the Minutes of the CMEEC Special November 20, 2018 Board of Directors Meeting as amended.

Motion passed unanimously.

[19-01-05] January 24, 2019

After discussion Vice Chairperson Gaudet took a consent vote on the resolution to amend the Wells Fargo Amended and Restated Credit Agreement renewal. All Board members present responded Aye, with none against. Alternate Member Goldstein abstained.

Motion passed.

[19-01-06] January 24, 2019

Vice Chairperson Gaudet recused himself from the first discussion in Executive Session which addresses Consideration of action to enforce/implement legal relief or legal right in connection with the 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). He asked Member Representative Demicco and Alternate Member Representative Richard Throwe if they wanted to recuse themselves from this discussion, and they recused themselves.

Vice Chairperson Gaudet appointed Member Representative Paul Yatcko as Pro Tem Chair in Executive Session for the first discussion item with instructions to invite Vice Chairperson Gaudet and Member Representative Demicco and Alternate Member Representative back into Executive Session at the end of the discussion of this first topic. Member Representative Yatcko agreed.

Pro Tem Chair Paul Yatcko entertained a motion to enter Executive Session for the following reasons:

- K. Consideration of action to enforce/implement legal relief or legal right in connection with the CMEEC's Directors and Officers Insurance Policy and Strategy and negotiation with respect to pending claims with respect to Advancement of Legal Fees;**
- L. Discussion relating to the terms and conditions for the Interim CEO's Letter of Agreement; and**
- N. Update the Board of Directors on discussions stemming from the Special Committee meeting held on January 23, 2019 in which they discussed in Executive Session strategy and/or negotiations with respect to pending claims against CMEEC employees and/or pending litigation regarding CMEEC's consideration of enforcement of legal relief or legal rights related to CMEEC employees in accordance with Connecticut General Statutes.**

A motion was made by Municipal Representative Oefinger, seconded Member Representative Keith Hedrick to enter Executive Session to discuss Executive Session Agenda Item K with instructions to the Board of Directors to re-enter Public Session at the end of their discussion in Executive Session.

Motion passed unanimously.

The basis for entering Executive Session for discussion of Agenda Item K is in accordance with Connecticut General Statutes Sections 1-200(6)(B) and 1-200(9)(C). All Members of the Board of Directors present at today's meeting, with the exception of Member Representative Ronald Gaudet, Member Representative Louis Demicco and Alternate Member Representative Richard Throwe, remained. Also remaining were Ms. Kipnis, Mr. Lane, Mr. Martini and Ms. Douville Eastwood.

The Board entered Executive Session at 11:51 a.m.

The board re-entered Public Session briefly at 12:51 p.m.

[19-01-07] January 24, 2019

A motion was made by Municipal Representative Pete Johnson, seconded by Alternate Member Representative Ralph Winslow to re-enter Executive Session to discuss Executive Session Agenda Item L with instructions to the Board of Directors to re-enter Public Session at the end of their discussion in Executive Session.

Motion passed unanimously.

The basis for entering Executive Session for discussion of Agenda Item L is in accordance with Connecticut General Statutes Section 1-200-(6)(A). The Members of the Board of Directors remained. Member Representatives Gaudet and Demicco returned for discussion with Member Representative Demicco participating by phone.

The Board re-entered Executive Session at 12:52 p.m.

The Board re-entered Public Session briefly at 2:30 p.m.

[19-01-08] January 24, 2019 A motion was made by Municipal Representative Oefinger, seconded by Member Representative Yatko to re-enter Executive Session to discuss Executive Session Agenda Item N with instructions to the Board of Directors to re-enter Public Session at the end of their discussion in Executive Session.

Motion passed unanimously.

The basis for entering Executive Session for discussion of Agenda Item N is in accordance with Connecticut General Statutes Sections 1-200(6)(B) and 1-200(6)(E). The Members of the Board of Directors remained. Ms. Kipnis also participated.

The Board re-entered Executive Session at 2:31 p.m.

The Board re-entered Public Session at 3:31 p.m.

[19-01-09] January 24, 2019 Vice Chairman Gaudet entertained a motion to adopt the Interim CEO's Letter of Agreement with the following amendments: strike the last part of the last sentence in Paragraph 4.2 referencing the Compensation Committee and deleting paragraph 5 of the Interim CEO's Letter of Agreement.

A motion was made by Municipal Representative Pete Johnson, seconded by Municipal Representative Oefinger with Member Representative LaRose abstaining.

Motion passed.

[19-01-10] January 24, 2019 There being no further business to come before this Board, Vice Chairperson Gaudet entertained a motion to adjourn.

A motion was made by Member Representative Kevin Barber, seconded by Municipal Representative DelGreco to adjourn the meeting.

Motion passed unanimously.