

REVISED MINUTES OF THE
SPECIAL COMMITTEE
OF THE BOARD OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE

December 5, 2018

The Special Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative met telephonically and physically at the CMEEC offices at 30 Stott Avenue, Norwich, CT at 2:00 p.m. The meeting was noticed as a Special Meeting in the manner specified in the Connecticut FOIA.

The following Committee Members participated:

Bozrah Light & Power:	Richard Tanger (via telephone)
Groton Utilities:	Mark Oefinger
Norwich Public Utilities:	Stewart Peil (via telephone)
East Norwalk:	Debora Goldstein

The following individuals from CMEEC Management participated:

Robin Kipnis, CMEEC General Counsel
Margaret Job, Administrative Staff

Other participants:

William Kowalski, Municipal Electric Consumer Advocate (via telephone)
Kevin Ahern, Reporter, The Norwich Bulletin

Ms. Job recorded.

Committee Chairwoman Debora Goldstein called the Public Session of the meeting to order at 2:00 p.m. She requested roll call of attendance in which those participating by telephone and in person identified themselves.

Chairwoman Goldstein explained that the Committee will indicate consensus on matters before it rather than votes.

(A) Review of Special Committee Charter

Chairwoman Goldstein began discussion of the proposed Special Committee Charter. Special Committee Member Mark Oefinger requested clarification of the term “liaison” in Section IIIA asking whether this meant that there would be no direct contact between Attorney Duggan and the Members of the CMEEC Board. After discussion, Mr. Oefinger stated he was satisfied with the proposed Special Committee Charter.

Mr. Kowalski requested that the charter be amended to include language that provides Special Committee members, the MECA, and members of the public the ability to

directly contact the investigator hired to conduct the internal investigation. Ms. Kipnis stated that the intent was not to prevent reach out to the independent counsel conducting the investigation but to do so in an orderly fashion and in a manner that would maintain the independence of the investigation and maintenance of attorney client privilege.

There being no further discussion on the language of the proposed Special Committee Charter, Chairwoman Goldstein stated that the Special Committee Charter will be provided to the Board of Directors for their consideration at a future meeting of the Board of Directors.

Chairwoman Goldstein entertained a motion to enter Executive Session to discuss the Special Committee's Preliminary Draft of Recommendations with respect to internal investigation and employment matters prepared by Attorney Kipnis. The reason for going into Executive Session in accordance with Connecticut General Statutes Sections 1-200(6)(a) and 1-210(e)(1).

A motion was made by Committee Member Oefinger, seconded by Committee Member Debora Goldstein to enter Executive Session, with direction to the Committee to re-enter Public Session at the end of its discussion under Executive Session. The Committee Members and Ms. Kipnis participated.

Motion passed unanimously.

The Special Committee entered Executive Session at 2:20 p.m.

The Special Committee exited Executive Session and returned to Public Session at 2:30 p.m.

Chairwoman Goldstein read the "Special Committee Preliminary Draft Recommendations to the CMEEC Board of Directors" to the Committee and inquired if there was any discussion from the Committee. Hearing none she requested, and received, unanimous consensus of the participating Committee members to present the preliminary draft recommendations to the CMEEC Board of Directors. The recommendations were as follows:

The Special Committee established by the CMEEC Board of Directors makes the following findings and recommendations to the CMEEC Board of Directors:

- Having consulted with the outside counsel on conducting the independent investigation authorized by Resolution 18-11-13 as amended, the Special Committee believes that for there to be a full and thorough review by the outside counsel and by this 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.

There being no further business to come before this Committee, Chairwoman Goldstein entertained a motion to adjourn.

A motion was made by Committee Member Oefinger, seconded by Committee Member Richard Tanger to adjourn.

Motion passed unanimously.

The meeting was adjourned at 2:35 p.m.