

SUBJECT TO FINAL BOARD APPROVAL

SPECIAL JOINT MEETING OF
THE BOARDS OF DIRECTORS
OF THE
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION ELECTRIC ENERGY COOPERATIVE

May 9, 2019

A Special Joint Meeting of the Boards of Directors of the Connecticut Municipal Electric Energy Cooperative and the Connecticut Transmission Electric Energy Cooperative (the “Boards”) was held on Thursday, May 9, 2019 at Courtyard by Marriott Orange, 136 Marsh Hill Road, Orange, CT at 10:00 a.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.

In the absence of the Chairperson, Vice-Chairperson and Secretary, Kevin Barber, Treasurer called the meeting to order at 10:00 a.m. and determined a quorum was present.

The following Member Representatives/Alternate Member Representatives/Municipal Representatives participated in person. There were no participants by telephone:

Norwich Public Utilities: Chris LaRose, Stewart Peil
Groton Utilities: Keith Hedrick, Mark Oefinger
Bozrah Light and Power Company: Ralph Winslow
East Norwalk: Kevin Barber, Debora Goldstein, Pete Johnson
South Norwalk: Dawn DelGreco, David Westmoreland, Paul Yatcko

The following Board members did not participate in the Special Meeting, having recused themselves by reason of a potential conflict of interest:

Jewett City Department of Public Utilities: Louis Demicco, Kenneth Sullivan, Richard Throwe
Groton Utilities: Ronald Gaudet

The following CMEEC staff participated:

Robin Kipnis, CMEEC General Counsel
Margaret Job, CMEEC Executive Assistant/Paralegal

Invited participants

Eileen Duggan, Esquire, Suisman Shapiro
Kenneth Weinstock, Esquire, Kainen, Esclera & McHale, P.C.
Gregg Adler, Esquire, Livingston, Adler, Pulda, Meiklejohn & Kelly, P.C.
Drew Rankin, CEO

Others:

Claire Bessette, Reporter, The Day

Ms. Job Recorded.

Member Representative Debora Goldstein made a **Motion** to elect Member Representative Kevin Barber Chair Pro Tem for today's meeting. That Motion was **Seconded** by Member Representative Chris LaRose.

Motion passed unanimously.

19-05-01

Possible Executive Session

Chair Pro Tem Barber announced that the purpose of the Joint Special Meeting of the Boards is to allow Mr. Rankin an opportunity to address the Boards on matters raised in the Investigation Report prepared by Attorney Duggan and the consequent notice to Mr. Rankin of the commencement of pre-disciplinary termination proceedings. Mr. Rankin had been provided the opportunity to hold this meeting in open session. It was confirmed that he had declined to hold the Special Meeting in open session.

Chair Pro Tem Barber next called for a motion to enter Executive Session to conduct a Pre-Disciplinary/Loudermill hearing and that Executive Session is entered in accordance with Conn. Gen Statutes Section 1-200(6)(A).

A motion was made by Member Representative Goldstein, seconded by Member Representative David Westmoreland to enter Executive Session.

Motion passed unanimously.

19-05-02

Chair Pro Tem invited the Members of the Board, as well as Attorneys Kipnis, Duggan, Weinstock and Adler, and Mr. Rankin, to remain.

The Boards entered Executive Session at 10:02 a.m.

At 11:30 am, Attorneys Duggan and Adler as well as Mr. Rankin were asked to leave the Executive Session. Attorneys Kipnis and Weinstock remained.

The Boards re-entered Public Session at 1:15 p.m.

Agenda Item 2.

Chair Pro Tem Barber explained that the next order of business is to review and approve the resolution before the Boards.

Chair Pro Tem Barber read aloud the Resolution to the Boards, after which he entertained a motion to approve the Resolution to: 1) terminate the employment of Drew Rankin as CEO of

CMEEC and CTMEEC as of May 9, 2019; 2) direct the General Counsel to prepare and provide to Mr. Rankin the appropriate notice of termination; and 3) approve that Drew Rankin be paid his base salary retroactive to November 9, 2018 through today as required by federal constitutional law.

A motion was made by Municipal Representative Mark Oefinger, seconded by Alternate Member Representative Keith Hedrick to approve the Resolution.

Motion passed unanimously.

19-05-03

There being no further business to come before these Boards, Chair Pro Tem Barber entertained a motion to adjourn.

A motion was made by Member Representative Goldstein, seconded by Member Representative Ralph Winslow to adjourn the meeting.

Motion passed unanimously.

19-05-04

The meeting adjourned at 1:17 p.m.

**JOINT RESOLUTION OF CONNECTICUT MUNICIPAL ELECTRIC ENERGY
COOPERATIVE AND CONNECTICUT TRANSMISSION ELECTRIC ENERGY
COOPERATIVE**

Resolution No. 19-05-03

WHEREAS, On November 9, 2018, Drew Rankin, Chief Executive Officer, was placed on administrative leave pending the results of an investigation into whether he engaged in conduct referenced in or related to federal indictments which violated the terms of his employment agreement;

WHEREAS, a Special Committee of the Board of Directors was created to oversee the investigation and review the investigation report;

WHEREAS, an investigation was conducted by Attorney Eileen Duggan from the firm of Suisman Shapiro, PC over the course of approximately four (4) months, resulting in the issuance of an investigation report to the Special Committee of the Board and subsequently to the CMEEC Board of Directors;

WHEREAS, the Special Committee reviewed the investigation report and recommended that the CMEEC Board accept the investigation report which, among other things, included a determination that the factual findings and conclusions met the definition of "cause" within the termination provision of Mr. Rankin's employment agreement;


WHEREAS, the Board voted to accept the recommendations of the Special Committee and to authorize the taking of all necessary actions to institute pre-termination proceedings for Mr. Rankin; and

WHEREAS, a pre-termination hearing was held on May 9, 2019 which provided Mr. Rankin with the opportunity to address the findings, analysis and conclusions made in the investigation report.

**NOW THEREFORE BE IT RESOLVED BY THE BOARDS OF DIRECTORS OF
CMEEC AND CTMEEC AS FOLLOWS:**

1. That the foregoing recitals are correct.
2. That the employment of Drew Rankin as CEO of CMEEC and CTMEEC be terminated as of May 9, 2019.
3. That the General Counsel be directed to prepare and provide to Mr. Rankin the appropriate notice of termination.
4. That Drew Rankin be paid his base salary retroactive to November 9, 2018 through today as required by federal constitutional law.

Adopted this 9th day of May 2019.



Robin Kipnis
Acting Secretary