

**CONNECTICUT RESOURCES RECOVERY AUTHORITY**

**THREE HUNDRED SIXTY-EIGHTH MEETING**

**JANUARY 26, 2004**

A Special telephonic meeting of the Connecticut Resources Recovery Authority Board of Directors was held on Monday, January 26, 2004 at 100 Constitution Plaza, Hartford. Those present were:

Chairman Michael Pace

Directors:     Stephen Cassano  
                  Andrew Sullivan  
                  Theodore Martland  
                  Mark Cooper  
                  Ray O'Brien  
                  James Francis  
                  Alex Knopp  
                  Jeffrey Hedberg (ad hoc for Mid-Connecticut)  
                  Sherwood Lovejoy (ad hoc for Bridgeport)

Directors Laretti, Cohn, and Griswold did not participate.

Present from the CRRA staff:

Thomas Kirk, President  
Angelica Mattschi, Corporate Secretary  
Ann Stravalle-Schmidt, Director of Legal Services

Also in attendance was: Peter Hull of McCarter & English.

Chairman Pace called the meeting to order at 10:05 a.m. and noted that a quorum was present.

**EXECUTIVE SESSION**

Chairman Pace requested a motion to convene an executive session in order to discuss a policy for indemnification of current and former CRRA Directors, Ad Hoc Members and alternates. Director O'Brien made the motion which was seconded by Director Martland. Chairman Pace requested that Messrs. Kirk and Hull and Ms. Schmidt remain during executive session. The motion previously made and seconded was approved unanimously.

The Executive Session began at 10:06 a.m.

The Executive Session concluded at 10:40 a.m.

Chairman Pace reconvened the Board meeting at 10:41 a.m.

Chairman Pace noted that no votes were taken in Executive Session.

**AUTHORIZATION REGARDING PAYMENT OF LEGAL FEES PURSUANT TO  
CONN. GEN. STAT. § 1-125**

Chairman Pace requested a motion on the referenced topic. Director O'Brien made the following motion:

**RESOLVED:** That the CRRA Board of Directors ("the Board"), pursuant Conn. Gen. Stat. § 1-125 and CRRA's bylaws, authorizes the payment of reasonable legal fees and expenses incurred by former members, alternate members, and ad hoc members of the Board for their defense of law suits regarding actions or omissions taken in connection with the CRRA-Enron-CL&P transaction, during their tenures while acting in the discharge of their duties or arising out their appointment.

CRRA will seek reimbursement where practicable of any fees and expenses paid if it is found that such acts or omissions were wanton, reckless, willful or malicious.

**FURTHER RESOLVED:** CRRA adopts two options for the payment of such legal fees and expenses. Each former member, alternate member, and ad hoc member of the Board must select, in writing, either Option One or Option Two.

Option One: CRRA will retain one attorney chosen by a group(s) of former members, alternate members, and ad hoc members of the Board to jointly defend them in connection with the above-referenced lawsuits. CRRA will negotiate the rate and will pay all reasonable fees and expenses charged by counsel for services rendered. Such payment will be subject to audit and compliance with CRRA billing guidelines.

Option Two: If an individual former member, alternate member, or ad hoc member of the Board chooses to select his or her own attorney to defend him or her in connection with the above-referenced lawsuits, CRRA will pay all reasonable fees and expenses charged by counsel for services rendered in connection with that representation. All such payments will be subject to prior approval of a six-month budget, audit, and compliance with CRRA's billing guidelines. A copy of the CRRA billing guidelines will be provided to the attorney that the former member, alternate member, or ad hoc member of the Board chooses. The rate of the attorney that he or she decides to retain must be determined by CRRA to be reasonable.

Director Martland seconded the motion. A roll call was taken and the motion was approved by a two-thirds (2/3) vote.

<b>Eligible Voters</b>	<b>Aye</b>	<b>Nay</b>	<b>Abstain</b>
Michael Pace, Chairman	X		
Stephen Cassano	X		
Andrew Sullivan	X		
Mark Cooper	X		
Ray O'Brien	X		
Theodore Martland	X		
James Francis	X		
Alex Knopp	X		
<b>Non Eligible Voters</b>			
Sherwood Lovejoy, Ad Hoc - Bridgeport			
Jeffrey Hedberg, Ad Hoc - Mid-Connecticut			

**EXECUTIVE SESSION**

Chairman Pace requested a motion to convene an executive session in order to discuss a drafting of a letter regarding the aforementioned issue. Director O'Brien made the motion which was seconded by Director Francis. Chairman Pace requested that Messrs. Kirk and Hull and Ms. Schmidt remain during executive session. The motion previously made and seconded was approved unanimously.

The Executive Session began at 10:45 a.m.

The Executive Session concluded at 10:58 a.m.

Chairman Pace reconvened the Board meeting at 10:59 a.m.

Chairman Pace noted that no votes were taken in Executive Session.

**ADJOURNMENT**

Chairman Pace requested a motion to adjourn the meeting. The motion to adjourn made by Director O'Brien and seconded by Director Francis was approved unanimously.

There being no other business to discuss, the meeting was adjourned at 10:59 a.m.

Respectfully submitted,

Angelica Mattschei  
Corporate Secretary to the Board

**CONNECTICUT RESOURCES RECOVERY AUTHORITY**

**EXECUTIVE SESSION**

**JANUARY 22, 2004**

Executive Sessions called for the purposes of discussing a policy for indemnification of current and former CRRA Directors, Ad Hoc Members and alternates and drafting of a letter was convened at 10:06 a.m. and 10:45 a.m. respectively.

**DIRECTORS**

Chairman Pace  
Director Cassano  
Director O'Brien  
Director Knopp  
Director Martland  
Director Sullivan  
Director Cooper  
Director Francis  
Ad Hoc Member Hedberg  
Ad Hoc Member Lovejoy

**STAFF**

Tom Kirk  
Ann Stravalle-Schmidt

**M&E**

Peter Hull

No votes were taken in Executive Session.

The Executive Sessions were adjourned at 10:40 a.m. and 10:58 a.m. respectively.