

SUBJECT TO FINAL BOARD APPROVAL
ANNUAL AND REGULAR NOVEMBER MEETING OF
THE BOARD OF DIRECTORS OF
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

November 15, 2018

**Norwich Inn & Spa
607 West Thames Street, Norwich, Connecticut**

MINUTES

Chairman Kenneth Sullivan called the meeting to order at 10:15 a.m. and determined a quorum was present. For the record, Chairman Sullivan stated that the meeting is being held at the Norwich Inn and Spa located at 607 West Thames Street, Norwich, CT.

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

Groton Utilities: Ronald Gaudet, Keith Hedrick, Mark Oefinger
Norwich Public Utilities: Dr. Grace Jones, Stewart Peil
Bozrah Light & Power: David Collard, Richard Tanger, Ralph Winslow
Jewett City Dept of Public Utilities: Louis Demicco, Kenneth Sullivan, Richard Throwe
South Norwalk Water & Electric: Dawn DelGreco, David Westmoreland, Paul Yatchko
East Norwalk: Kevin Barber, David Brown, Deborah Goldstein, Pete Johnson

The following individuals from CMEEC management participated:

Michael Lane, CMEEC Interim Chief Executive Officer
Robin Kipnis, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services
Bella Chernovitsky, CMEEC Director Business Intelligence
Justin Connell, Director Portfolio Management
Jake Pagragan, CMEEC Director Business Development
Michael Rall, CMEEC Director Asset Management
Gabe Stern, CMEEC Director Technical Services
Pat Meek, CMEEC Financial Planning & Analysis Manager
Ellen Kachmar, CMEEC Office and Facility Manager
Margaret Job, CMEEC Administrative Staff

The following members of the public were in attendance:

Claire Bessette, Reporter, The Day
Kevin Ahern, Reporter, Norwich Bulletin
Bernie Loubier, Reporter, Hall Communications
William Kowalski, Municipal Electric Consumer Advocate
Michael Boucher, Resident, Groton, CT
Paul Zummo, Director, Policy Research and Analysis, American Public Power Association
Timothy Shea, Brown Rudnick
Lawrence Davis, Senior Vice President, Webster Bank
Bert Hunter, Executive Vice President & Chief Investment Officer, Connecticut Green Bank
Josh Pothier, Comptroller, City of Norwich
Emmett Riley, State Representative, 46th District (Norwich)
Michael Casella, C&LM Consultant
Andy Lee, Underwriter, Gallagher Insurance

Ms. Job recorded

Standard Action Items

Ms. Kipnis conducted roll call identifying the formal voting persons at today's Annual and Regular Board of Directors' meetings.

(A) Approve Minutes of Transco October 25, 2018 Regular Board of Directors' Meeting

A motion was made by Member Representative Louis Demicco, seconded by Alternate Member Representative Stewart Peil, to approve the Minutes of the Transco October 25, 2018 Regular Board of Directors' Meeting.

Motion passed unanimously.

(T 18-11-01)

Specific Action Items

(B) Approve 2019 Joint Officers and Committee Members of the CMEEC and Transco Boards

Member Representative Ronald Gaudet, Chairman of the Joint CMEEC/Transco Governance Committee, stated that in developing the 2019 slates for Joint Committees the Governance Committee strived to get representation from all the member systems to populate them.

A motion was made by Member Representative Ronald Gaudet, seconded by Member Representative Kevin Barber to approve the Resolution Appointing 2019 Joint Officers and Committee Members of the CMEEC and Transco Boards.

At this time, Member Representative Paul Yatcko expressed his concerns with the proposed slates for the Transco and CMEEC Officers as well as the Joint Transco/CMEEC Committees referencing current events. He stated that he opposed approving both the Transco and CMEEC resolutions appointing the 2019 Joint Officers and Committee Members of the CMEEC and Transco Boards and nominated himself to take the position of Chairman of the Board.

Chairman Sullivan inquired if Member Representative Yatcko had a proposed slate of 2019 officers and committee slates to which he replied he did not.

After discussion it was requested that a Roll Call Vote be taken to approve or not to approve the resolution appointing 2019 Joint Officers and Committee Members of the CMEEC and Transco Boards. Ms. Kipnis conducted the Roll Call Vote.

Roll Call Vote:

Aye:

**Ronald Gaudet
Dr. Grace Jones
Stewart Peil
Richard Tanger
Kevin Barber
David Brown
Kenneth Sullivan
Louis Demicco
Mark Oefinger
Pete Johnson**

Total Aye: 10

Nay:

**Keith Hedrick
David Collard
Paul Yatcko
David Westmoreland
Dawn DelGreco**

Total Nay: 5

Motion carried.

(T 18-11-02)

(C) Approve 2019 Transco Board of Directors' Scheduled Meeting Dates and Joint Committee Dates

Mr. Whittier provided an overview of the schedules appended to the Board package. He noted that an annual schedule of Joint Committee Meetings was contained in the

materials. Discussion followed regarding location of Board meetings. It was suggested to attempt to schedule Board of Directors' meetings centrally for those Members traveling long distances to attend meetings in Norwich.

Chairman Sullivan entertained a motion to preserve the meeting dates as noted on the resolution and to table their locations.

A motion was made by Alternate Member Representative Keith Hedrick, seconded by Member Representative Louis Demicco to approve the 2019 Transco Board of Directors' Scheduled Meeting dates and Joint Committee Dates as amended.

Motion passed unanimously. (T 18-11-03)

Chairman Sullivan inquired if there was any other business to be brought before this Board, hearing none, he entertained a motion to adjourn.

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

Motion passed unanimously. (T 18-11-04)

Meeting was adjourned at 10:47 a.m.

CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC

ENERGY COOPERATIVE

RESOLUTION T 18-11-02

WHEREAS, it is the recommendation of the Board of Directors to nominate the following slate of Officers for the year 2019:

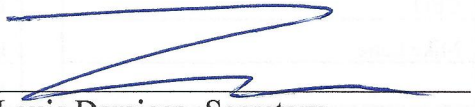
BE IT HEREBY RESOLVED that the Board of Directors elects the following slate of CTMEEC Officers to serve for the year 2019:

Office	2019 Officers
Chairman of the Board	Kenneth Sullivan
Vice Chairman	Ronald Gaudet
Secretary	Louis Demicco
Treasurer	Kevin Barber

BE IT FURTHER RESOLVED, that the Board of Directors approves the recommendation of Transco management for the following Officer positions:

Assistant Secretary	Robin Kipnis
Assistant Treasurer	Mike Lane
Chief Executive Officer	Drew Rankin/ Interim CEO Mike Lane
Chief Financial Officer	Mike Lane

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Louis Demicco, Secretary

Board of Directors – Joint CMEEC and Transco Committees for 2019

Be it resolved that the Board of Directors of the Connecticut Transmission Municipal Electric Energy Cooperative elects the following representatives to serve on the Joint Committees of the CMEEC and Transco Boards for the year 2019.

Joint Audit Committee	
Board Members	CMEEC Lead and Participants
Dawn DelGreco	Joanne Menard
Kenneth Sullivan	Mike Lane
Kevin Barber	
Mark Oefinger	
Stewart Peil	

Joint Budget and Finance Committee	
Board Members	CMEEC Lead and Participants
Stewart Peil	Mike Lane
Kevin Barber	Pat Meek
Paul Yatcko	Joanne Menard
Ronald Gaudet	
Rashid Haynes	
Ralph Winslow	

Joint Compensation and Policy Committee	
Board Members	CMEEC Lead and Participants
Dr. Grace Jones	CEO
Debora Goldstein	
Louis Demicco	
Paul Yatcko	
Ronald Gaudet	
Ralph Winslow	

Joint Governance Committee	
Board Members	CMEEC Lead and Participants
Dr. Grace Jones	Scott Whittier
David Brown	Robin Kipnis
David Westmoreland	
Debora Goldstein	
Jeffery Godley	
Mark Oefinger	
Richard Tanger	
Richard Throwe	
Ronald Gaudet	

Joint Risk Management Committee	
Board Members	CMEEC Lead and Participants
Louis Demicco	Scott Whittier
Keith Hedrick	CEO
Kevin Barber	Mike Lane
Paul Yatcko	
Richard Tanger	
Ronald Gaudet	
Rashid Haynes	
Pete Johnson	

Joint Legislative Committee	
Board Members	CMEEC Lead and Participants
Louis Demicco	Scott Whittier
David Westmoreland	Robin Kipnis
Debora Goldstein	
Keith Hedrick	
Mark Oefinger	
Ralph Winslow	

**THE CONNECTICUT TRANSMISSION
MUNICIPAL ELECTRIC ENERGY
COOPERATIVE**

Board of Directors and Joint Committee Meeting

2019 Meeting Dates

RESOLUTION T 18-11-03

BE IT HEREBY RESOLVED, that the Board of Directors of the Connecticut Transmission Municipal Electric Energy Cooperative (CTMEEC), in accordance with Section 1-225 of the General Statutes of Connecticut and Article III, Section 4, of the CTMEEC Bylaws, establishes the following schedule of Regular and Annual Meetings of the Board of Directors for **Calendar Year 2019**.

Thursday, January 24, 2019	10:00 a.m.	Regular Board	TBD
Thursday, February 28, 2019	10:00 a.m.	Regular Board	TBD
Thursday, March 28, 2019	10:00 a.m.	Regular Board	TBD
Thursday, April 25, 2019	10:00 a.m.	Regular Board	TBD
Wednesday, May 23, 2019	10:00 a.m.	Regular Board	TBD
Thursday, June 27, 2019	10:00 a.m.	Regular Board	TBD
Thursday, July 25, 2019	10:30 a.m.	Regular Board	TBD
Thursday, August 22, 2019	10:00 a.m.	Regular Board	TBD
Thursday, September 26, 2019	10:00 a.m.	Regular Board	TBD
Thursday, October 24, 2019	10:30 a.m.	Regular Board	TBD
Thursday, November 21, 2019	10:00 a.m.	Annual & Regular Board	TBD
Thursday, December 19, 2019	10:00 a.m.	Regular Board	TBD

BE IT FURTHER RESOLVED, that the Board of Directors of the Connecticut Transmission Municipal Electric Energy Cooperative (CTMEEC), in accordance with Section 1-225 of the General Statutes of Connecticut and Article III, Section 4, of the CTMEEC Bylaws, establishes the following schedule of Joint Committee Meetings of the Board of Directors for **Calendar Year 2019**.

Audit Committee (2nd Monday)

April 8, 2019	10:00 a.m. – 12:00 p.m.
May 13, 2019	10:00 a.m. – 12:00 p.m.
December 9, 2019	10:00 a.m. – 12:00 p.m.

Budget & Finance Committee (2nd and 3rd Fridays)

March 8, 2019 (Financial Stability Metric Policy review)	12:00 p.m. – 2:00 p.m.
May 10, 2019 (Financial Stability Metric Policy review)	12:00 p.m. – 2:00 p.m.
September 13, 2019 (Transco proposed budget review)	11:00 a.m. – 3:00 p.m.
September 20, 2019 (Transco proposed budget review)	12:00 p.m. – 2:00 p.m.
October 11, 2019 (CMEEC proposed budget review)	11:00 a.m. – 3:00 p.m.
October 18, 2019 (CMEEC proposed budget review)	12:00 p.m. – 2:00 p.m.

Compensation Committee (2nd Thursday)

January 10, 2019	10:00 a.m. – 12:00 p.m.
April 11, 2019	10:00 a.m. – 12:00 p.m.

Governance Committee (4th Wednesday)

February 27, 2019	10:00 a.m. – 12:00 p.m.
May 22, 2019	10:00 a.m. – 12:00 p.m.
July 24, 2019	10:00 a.m. – 12:00 p.m.
October 23, 2019	10:00 a.m. – 12:00 p.m.

Legislative Committee (1st Friday)

January 4, 2019	10:00 a.m. – 12:00 p.m.
March 1, 2019	10:00 a.m. – 12:00 p.m.
June 7, 2019	10:00 a.m. – 12:00 p.m.

Risk Management Committee (3rd Thursday unless otherwise noted)

March 21, 2019	10:00 a.m. – 12:00 p.m.
May 16, 2019	10:00 a.m. – 12:00 p.m.
August 15, 2019	10:00 a.m. – 12:00 p.m.
October 17, 2019	10:00 a.m. – 12:00 p.m.
December 12, 2019 (2 nd Thursday)	10:00 a.m. – 12:00 p.m.

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Louis Demicco