

SUBJECT TO FINAL MEMBER DELEGATION APPROVAL

**Connecticut Municipal Electric Energy Cooperative (CMEEC)
Special Member Delegation Meeting
May 2, 2018
MINUTES**

A special meeting of the CMEEC Member Delegation (the “Delegation”) was held at The Spa at Norwich Inn, 607 West Thames Street, Norwich, CT at 10:00 a.m. on Wednesday, May 2, 2018.

The meeting was legally noticed in compliance with Connecticut State law, pursuant to a notice transmitted to the clerks of CMEEC’s respective member municipal electric utilities (the “Meeting Notice”) and all proceedings and actions hereinafter taken during the course of the special meeting were recorded during the publicly open portions of the meeting.

Chairman Kenneth Sullivan called the meeting to order at 10:02 a.m. and determined a quorum was present.

The following Member Delegates and Alternates were present and participated:

Groton Utilities: Ronald Gaudet (Member Delegate); Jeffrey Godley (Alternate Member Delegate)
Norwich Public Utilities: Dr. Grace Jones (Member Delegate); John Bilda (Alternate Member Delegate)
Bozrah Light & Power: Ronald Gaudet (Member Delegate); David Collard (Alternate Member Delegate)
South Norwalk: Paul Yatcko (Member Delegate)
East Norwalk: Kevin Barber (Member Delegate); David Brown (Alternate Member Delegate)
Jewett City: Louis Demicco (Member Delegate); Kenneth Sullivan (Alternate Member Delegate)

The following Member of the CMEEC Board of Directors was present:

Jewett City: Richard Throwe, Alternate Member Representative

The following individuals from CMEEC management participated:

Drew Rankin, CMEEC, Chief Executive Officer
Edward Pryor, CMEEC, Chief Financial Officer
Michael Lane, CMEEC, Controller
Robin Kipnis, CMEEC, General Counsel
Scott Whittier, CMEEC, Director of Enabling Services
Ellen Kachmar, CMEEC, Office & Facilities Manager
Margaret Job, CMEEC, Administrative Staff

The following members of the public were in attendance:

Michael Boucher, Groton Resident
Claire Bessett, Reporter, The Day

Stephanie Menders, Reporter, The Norwich Bulletin

Ms. Job recorded.

A. Approve Minutes of CMEEC November 17, 2017 Annual Member Delegation Meeting

Chairman Sullivan entertained a motion to approve the minutes of the CMEEC November 17, 2017 Annual Member Delegation meeting.

A motion was made by Member Delegate David Brown, seconded by Member Delegate Louis Demicco to approve the Minutes of the CMEEC November 17, 2017 Annual Member Delegation Meeting. Member Delegate Paul Yatcko abstained.

Vote passed. (MD 18-05-01)

B. CMEEC Bylaws Review and Approval

Chairman Sullivan noted that the Bylaws had been provided to the Member Delegation in red-line and clean version for their review on April 25, 2018. Chairman Sullivan entertained a motion to bring discussion of the Bylaws as previously provided to the floor for discussion

A motion was made by Member Representative Ronald Gaudet, seconded by Alternate Member John Bilda to move discussion to the floor.

Vote passed unanimously. (MD 18-05-02)

Member Delegate Kevin Barber requested an amendment to Section 6 of Article III of the CMEEC Bylaws to clarify that the intent of the Bylaws is for the CMEEC Board to vote on whether to go forward with an Additional Power Project while the Member Delegation through the Member Delegates vote on their respective ownership interests (Entitlement Allocation) for the Additional Power Projects. After discussion, Chairman Sullivan entertained a motion to approve an amendment to Article III, Section 6 of the CMEEC Bylaws to clarify that the Entitlement Allocation was a Member Delegate function..

A motion was made by Member Delegate Gaudet, seconded by Alternate Member Delegate Jeffrey Godley to approve the amendment to Article III, Section 6 of the CMEEC Bylaws.

Vote passed unanimously. (MD 18-05-03)

Chairman Sullivan entertained a motion to approve the CMEEC Bylaws, in the form presented to this Delegation on April 25, 2018 and as amended at today's meeting.

A motion was made by Member Delegate Barber, seconded by Member Delegate Dr. Grace Jones to approve the Amended and Restated May 2018 CMEEC Bylaws, as further amended at today's meeting.

Vote passed unanimously.

(MD 18-05-04)

Chairman Sullivan entertained a motion to move into Executive Session to discuss distribution of eligible equity which involved the application of CMEEC's excess equity formula and calculation for 2017 and proposal to increase the target equity level for 2017.

A motion was made by Member Delegate Demicco, seconded by Alternate Member Delegate David Collard to move into Executive Session.

Vote passed unanimously.

(MD 18-05-05)

The basis for going into Executive Session is Conn. Gen. Stat. Section 1-200(6) (E) (entailing discussion of any matter which would result in the disclosure of public records or the information contained therein described in sub-sections (b) (5)(A) and (B) of Conn. Gen. Stat. Section 1-210).

Thereupon the meeting went into executive session at 10:09 a.m. Present during the executive session were each of the Member Delegates, Member Delegate Alternates, Members of the Board and Messrs. Rankin, Pryor, Lane and Whittier and Ms. Kipnis. The meeting exited executive session at 10:51 a.m.

C. Vote on Excess Equity Distribution

A motion was made by Member Delegate Gaudet, seconded by Member Delegate Yatcko to approve Excess Equity Distribution above 21% for 2017

Vote passed unanimously.

(MD 18-05-06)

There being no further business to be brought before this Member Delegation, Chairman Sullivan entertained a motion to adjourn the meeting.

A motion was made by Alternate Member Representative Collard, seconded by Member Delegate Demicco to adjourn the meeting.

The meeting was adjourned at 10:52 a.m.