

**MINUTES OF THE SPECIAL MEETING OF THE
JOINT GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE**

February 21, 2019

A special meeting of the Joint Governance Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC”) was held on Thursday, February 21, 2019 at 1:00 p.m. at CMEEC, 30 Stott Avenue, Norwich, CT and via telephone.

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.

The following Committee Members participated:

Bozrah Light and Power – Richard Tanger (via telephone)
Jewett City Department of Public Utilities – Richard Throwe
Groton – Ron Gaudet, Jeff Godley, Mark Oefinger
South Norwalk SNEW – David Westmoreland (via telephone)
East Norwalk TTD – Debora Goldstein

The following CMEEC staff participated:

Michael Lane, CMEEC Interim CEO
Robin Kipnis, CMEEC General Counsel
Scott Whittier, CMEEC Director Enabling Services
Gabriel Stern, CMEEC Director Technical Services
Ellen Kachmar, CMEEC Office & Facility Manager

Other Participants:

William Kowalski, Municipal Electric Consumer Advocate (via telephone).

Ms. Kachmar recorded.

Committee Member Gaudet, the previous year's Committee Chairman, called the meeting to order at 1:05 p.m. and requested persons participating via telephone identify themselves.

(A) SELECTION OF JOINT GOVERNANCE CHAIRMAN

The first order of business was to select a Chair person for 2019. Committee Member Goldstein moved Committee Member Oefinger for the position, but he declined. Committee Member Tanger moved that Committee Member Gaudet be re-elected as Chair, to which Committee Member Gaudet remarked that he did not want to cause any conflict due to previous controversies and press articles. A discussion occurred among the committee members which emulated strong support for Committee Member Gaudet and all the good that had been accomplished in the prior year. Committee Member Gaudet thanked the group for their support and stated that he believes he has much to contribute as Governance Committee chairperson.

Motion by Committee Member Tanger, second by Committee Member Goldstein to elect Committee Member Gaudet as Governance Committee Chair for 2019.

Vote passed unanimously.

(B) REVIEW OF GOVERNANCE CHARTER

The Committee reviewed the Governance Charter and after discussion on where funds would originate if there was need for the Committee to hire an advisor, the Committee felt that it was a Board decision and language authorizing the committee to retain an advisor was therefore deleted. Discussion then ensued about the necessity of conforming the language in the Charter for consistency and the General Counsel was instructed to make such conforming changes for Governance Committee review.

(C) EXECUTIVE SESSION

Chair Gaudet stated the reason for entering Executive Session is to review, comment, and potentially recommend for CMEEC Board action a Preliminary Draft of a Charitable Contribution Policy. Chair Gaudet entertained a motion to enter Executive Session.

A motion was made by Committee Member Throwe, seconded by Committee Member Tanger to enter Executive Session.

Motion passed unanimously.

The basis for entering Executive Session is in accordance with Connecticut General Statutes Section 1-201(b)(10) for preliminary deliberative and pre-decisional processes. Members of the Special Committee, as well as Ms. Kipnis, Mr. Lane, Mr. Whittier, and Mr. Stern remained.

The Governance Committee entered Executive Session at 1:35 p.m. with instruction to return to Public Session at the completion of the Committee's discussion in Executive Session.

The Special Committee re-entered Public Session at 2:55 p.m. having taken no action in Executive Session.

There being no further business on the agenda, a motion was made by Committee Member Oefinger, seconded by Committee Member Tanger to adjourn the meeting.

Motion Passed Unanimously.

The meeting adjourned at 3:00 p.m.