

2018 CMEEEC BOARD VOTES

CMEEEC Board January 25, 2018

[18-01-01] January 25, 2018

A motion was made by Member Representative Jeffrey Godley, Seconded by Member Representative Louis Demicco, to approve the Minutes of the Regular December 21, 2017 Board of Directors Meeting. Rate Payer Member Representative Rashid Haynes and Member Representative John Bilda abstained.

Motion passed.

[18-01-02] January 25, 2018

A motion was made by Member Representative Louis Demicco, seconded by Member Representative John Bilda to enter into Executive Session with direction to the Board to return to Public session upon completing of the discussion in Executive Session.

Motion Passed unanimously.

[18-01-03] January 25, 2018

A motion was made by Member Representative Ronald Gaudet, seconded by Member Representative to adjourn the meeting.

Motion Passed unanimously.

There being no further business to come before this Board, the meeting was adjourned at 1:20 p.m.

CMEEEC Board February 22, 2018

[18-02-01] February 22, 2018

A motion was made by Member Representative Demicco, seconded by Alternate Member Representative Winslow, to amend the Executive Session agenda.

Vote passed unanimously.

[18-02-02] February 22, 2018

A motion was made by Member Representative Collard, seconded by Alternate Member Representative Winslow to approve the Minutes of the Regular January 25, 2018 Board of Directors Meeting.

Vote passed unanimously.

[18-02-03] February 22, 2018

A motion was made by Member Representative Louis Demicco, seconded by Member Representative John Bilda to enter into Executive Session with direction to the Board to return to Public session upon completion of the discussion in Executive Session.

Motion passed unanimously.

[18-02-04] February 22, 2018

A motion was made by Member Representative Ronald Gaudet, seconded by Member Representative Louis Demicco to adjourn the meeting.

Motion passed unanimously.

There being no further business to come before this Board, the meeting was adjourned at 1:15 p.m.

CMEEC Sp. Board Meeting 2/26/2018

[18-02-05] February 26, 2018

Motion by Member Representative Collard, seconded by Member Representative Gaudet to accept Alternate Member Representative Goldstein's friendly amendment to Member Representative Collard's proposed amendment to the Resolution.

Motion passed unanimously.

[18-02-06] February 26, 2018

**Motion by Member Representative Collard, seconded by Member Representative Grace Jones to accept Member Representative Collard's proposed amendment to the Resolution.
Motion passed unanimously.**

[18-02-07] February 26, 2018

Motion by Member Representative Collard, seconded by Member Representative Louis Demicco to accept the proposed resolution with Member Representative Collard's proposed amendment.

Vote unanimously passed.

[18-02-08] February 26, 2018

Motion by Member Representative Gaudet, Seconded by Member Representative Demicco to adjourn the meeting.

There being no further business to come before this Board, the meeting was adjourned at 4:58 p.m.

CMEEC Board Meeting Cancelled March 22, 2018

CMEEC Board April 6, 2018

[18-04-01] April 6, 2018

A motion was made by Member Representative Gaudet, seconded by Member Representative Demicco to revise the Meeting Agenda to remove the Indemnification discussion from the Executive Session portion of the Meeting and to move the Executive Session to the end of the meeting and to add Agenda Item N to allow Mr. Kowalski to present his first quarter report.

Vote passed unanimously.

[18-04-02] April 6, 2018

A motion was made by Member Representative Demicco, seconded by Alternate Member Representative Winslow to approve the Minutes of the CMEEC Regular February 22, 2018 Board of Directors' meeting. Member Representatives Barber and Yatcko abstained.

Vote passed.

[18-04-03] April 6, 2018

A motion was made by Member Representative Demicco, seconded by Member Representative Gaudet to approve the Minutes of the CMEEC Special February 26 2018 Board of Directors' meeting. Member Representative Godley abstained.

Vote passed.

[18-04-04] April 6, 2018

A motion was made by Member Representative Demicco, seconded by Member Representative Winslow, to accept the 2017 Blum Shapiro Audited Financial Statements and Report on the Audit of the CMEEC Financial Statements for the year ended December 2017.

Vote passed unanimously.

[18-04-05] April 6, 2018

A motion was made by Member Representative Demicco, seconded by Member Representative Barber, to approve the Resolution clarifying the Payment of Compensation for Services on the CMEEC Board of Directors for Certain Non-Employee Members of the Board of Directors.

Vote passed unanimously.

[18-04-06] April 6, 2018

A motion was made by Member Representative Demicco, seconded by Alternate Member Representative Winslow to enter into Executive Session with direction to the Board to return to Public session upon completion of the discussion in Executive Session.

Vote passed unanimously.

[18-04-07] April 6, 2018

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

There being no further business to come before this Board, the meeting was adjourned at 1:25 p.m.

CMEEC MD May 2, 2018

[MD 18-05-01] May 2, 2018

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 18-05-02] May 2, 2018

CMEEC Bylaws Review and Approval

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 18-05-03] May 2, 2018

After discussion, Chairman Sullivan entertained a motion to approve an amendment to Article II, 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 18-05-04] May 2, 2018

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 18-05-05] May 2, 2018

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

Vote passed unanimously.

[MD 18-05-06] May 2, 2018

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.

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.
CMEEC Board May 23, 2018**

[18-05-01] May 23, 2018

A Motion was made by Member Representative Ronald Gaudet, seconded by Member Representative John Bilda to approve the CMEEC Regular April 6, 2018 Board of Directors' Meeting. Member Representative David Westmoreland and Municipal Representative Dawn Del Greco abstained.

Vote passed.

[18-05-02] May 23, 2018

A motion was made by Member Representative John Bilda to enter Executive Session with direction to the Board to return to Public Session upon completion of the discussion in Executive Session.

Motion passed unanimously.

Chairman Sullivan called the Regular Session of the CMEEC Board back to order at 1:15 p.m.

[18-05-03] May 23, 2018

A motion was made by Member Representative Gaudet, seconded by Member Representative Dr. Grace Jones to table approval of the Ethics Policy until the next scheduled Board of Directors Meeting.

Motion passed unanimously.

[18-05-04] May 23, 2018

A motion was made by Alternate Member Representative Ralph Winslow, seconded by Municipal Representative Pete Johnson to approve the Resolution Adopting the Travel Policy for the CMEEC Board of Directors and CMEEC Employees.

Motion passed unanimously.

[18-05-05] May 23, 2018

A motion was made by Alternate Member

Representative Winslow, seconded by Municipal Representative Johnson to approve the Resolution Establishing the Entitlement Allocations for the Receipt of Saint Lawrence-FDR Project Power and Energy to CMEEC for and Behalf CMEEC as Designated Bargaining Agent.

Motion passed unanimously.

A motion was made by Alternate Member Representative Goldstein, seconded by Member Representative Dr. Jones to enter Executive Session with direction to the Board to return to Public session upon completion of the discussion in Executive Session.

The Board entered Executive Session at 1:48 p.m.

A motion was made by Alternate Member Representative Winslow, seconded by Municipal Representative Johnson to adjourn the meeting.

There being no further business to come before this Board, the meeting was adjourned at 2:16 p.m.

CMEEC Board June 28, 2018

[18-06-01] June 28, 2018

A motion was made by Alternate Member Representative Keith Hedrick, seconded by Member Representative Louis Demicco to approve the CMEEC Regular May 23, 2018 Board of Directors' Meeting with the correction noted on the attendance. Member Representative David Brown, Alternate Member Representative Stewart Peil and Municipal Representative Rashid Haynes abstained.

Motion passed.

[18-06-02] June 28, 2018

A motion was made by Member Representative Gaudet, seconded by Alternate Member Representative Ralph Winslow to approve the Ethics Policy in the form presented to the Board of Directors today.

Motion approved unanimously.

[18-06-03] June 28, 2018

A motion was made by Alternate

Member Representative Keith Hedrick, seconded by Municipal Representative Pete Johnson to approve the Resolution Confirming the Appointment of CohnReznik, LLC and to Increase the CMEEC Budget for this Cost.

[18-06-04] June 28, 2018

A motion was made by Member Representative Demicco, seconded by Municipal Representative Johnson to adjourn the meeting.

Motion approved unanimously.

There being no further business to come before this Board, the meeting was adjourned at 11:45 a.m.

CMEEC July 26, 2018 Board Meeting Cancelled

CMEEC Board August 23, 2018

[18-08-01] August 23, 2018

A motion was made by Alternate Member Representative Richard Throwe, seconded by Member Representative David Collard to approve the CMEEC Regular June 28, 2018 Board of Directors' Meeting. Member Representative John Bilda and Member Representative Paul Yatcko Abstained.

Motion passed.

[18-08-02] August 23, 2018

A motion was made by Municipal Representative Pete Johnson, seconded by Member Representative Kevin Barber to approve the Resolution Authorizing the Allocations of Power and Energy from the Niagara Power Project as provided in Attachment A to the Resolution.

Motion passed unanimously.

[18-08-03] August 23, 2018

Member Representative Bilda made a motion to amend the agenda to add an Executive Session and to enter Executive Session. The motion seconded by Member Representative Brown to amend the agenda and to enter Executive Session.

Motion passed unanimously.

Executive Session was entered at 1:00 p.m.

[18-08-04] August 23, 2018

A motion was made by Member Representative Barber to adjourn the meeting.

Motion passed unanimously.

The meeting was adjourned at 1:40 p.m.

CMEEC Board September 27, 2018

[18-09-01] September 27, 2018

A motion was made by Alternate Member Representative Keith Hedrick, seconded by Municipal Representative Mark Oefinger to approve the CMEEC Regular August 23, 2018 Board of Directors' Meeting minutes.

Motion passed.

[18-09-02] September 27, 2018

A motion was made by Member Representative David Collard, seconded By Member Representative Louis Demicco to approve the Resolution Authorizing the Chief Executive Officer to Finalize and Execute on behalf of CMEEC Agreements Necessary for the Renewal of CMEEC Use Rights to the Hydro Quebec Phase I and Phase II Transmission Projects from November 1, 2020 through October 31, 2040

Motion passed unanimously.

[18-09-03] September 27, 2018

A motion was made by Member Representative Gaudet, seconded by Member Representative Collard to enter into Executive Session to discuss Arbitration Case Status with direction to the Board to return to Public session upon completion of the discussion in Executive Session. Members of the Board were present as well as Messrs. Rankin and Lane and Ms. Kipnis.

Motion passed unanimously.

Executive Session was entered at 11:43 a.m.

[18-09-04] September 27, 2018

A motion was made by Member Representative Demicco, seconded By Member Representative Barber to adjourn the meeting.

Meeting passed unanimously.

The meeting was adjourned at 12:10 p.m.

CMEEC Special Telephonic MD Meeting 10-9-18

Purpose of the meeting was to discuss and vote on a proposed Amendment to Article IV, Section 6 Compensation and Indemnification of the CMEEC Bylaws.

[MD 18-10-01] October 9, 2018

Motion by Member Delegate Ronald Gaudet, seconded by Member Louis Demicco to adopt The Resolution to amend the Bylaws.

Vote passed unanimously.

[MD 18-10-02] October 9, 2018

Motion by Member Delegate Demicco, seconded by Member Delegate Kevin Barber to Adjourn the meeting.

Vote passed unanimously.

There being no further business, the meeting was adjourned at 1:15 p.m.

CMEEC Board October 25, 2018

[18-10-01] October 25, 2018

A motion was made by Member Representative Ronald Gaudet, seconded by Member Representative John Bilda to amend the Agenda to conduct the TRANSCO Board meeting before the CMEEC Board meeting.

Motion passed unanimously.

[18-10-02] October 25, 2018

A motion was made by Municipal Representative Mark Oefinger, seconded by Member Representative Ronald Gaudet to approve the Minutes of the CMEEC Regular September 27, 2018 Board of Directors' Meeting with Member Representative Jeffrey Godley abstaining.

Motion passed.

[18-10-03] October 25, 2018

A motion was made by Municipal Representative Oefinger, seconded by Member Representative Gaudet to amend the Agenda so that Agenda Item E will come before Agenda Item D.

Motion passed unanimously.

[18-10-04] October 25, 2018

A motion was made by Member Representative Collard, Seconded by Alternate Member Representative Ralph Winslow to adjourn the meeting.

Motion passed unanimously.

The meeting was adjourned at 2:05 p.m.

CMEEC MD Annual Meeting November 15, 2018

[MD 18-11-01] November 15, 2018

A motion was made by Member Delegate Ronald Gaudet, seconded

By Member Delegate Paul Yatcko to approve the Minutes of CMEEEC May 2, 2018 Special Member Delegation Meeting.

Motion passed unanimously.

[MD 18-11-02] November 15, 2018

A motion was made by Member Delegate Kevin Barber, seconded by Member Delegate Louis Demicco to approve the minutes of CMEEEC October 9, 2018 Special Telephonic Delegation Meeting.

Motion passed unanimously.

[MD 18-11-03] November 15, 2018

A motion was made by Member Delegate Demicco, seconded by Member Delegate Gaudet to Approve the CMEEEC Member Delegation 2019 Scheduled Meeting Dates.

Motion passed unanimously.

[MD 18-11-04] November 15, 2018

A motion was made by Member Delegate Yatcko, seconded by Member Delegate Demicco to adjourn the meeting.

Motion passed unanimously.

Meeting was adjourned at 10:11 a.m,

CMEEEC Emergency Meeting 11-08-18

The sole item on the Agenda was purported pending federal indictments of the CMEEEC Chief Executive Officer and Chief Financial Officer.

[18-11-01] November 08, 2018

At 12:15 p.m. a motion was made by Alternate Member Representative Winslow, seconded by Member Representative Thrope to recess the Emergency Meeting until 1:30 p.m. to allow time for the indictment to be unsealed and allow the CMEEC Board to review the actual charges.

Motion passed unanimously.

[18-11-02] November 08, 2018

A motion was made by Member Representative David Collard, Seconded by Member Representative Godley to enter Executive Session.

Motion passed unanimously.

Entered Executive Session at 1:35 p.m. The meeting came out of Executive Session at 2:35 p.m. and entered Regular Session.

[18-11-03] November 8, 2018

A motion was made by Member Representative Louis Demicco and Seconded by Member Representative Ronald Gaudet to recess the Emergency Meeting and re-convene on Friday, November 9, 2018 at 9:30 a.m.

Motion passed unanimously.

The Emergency Meeting adjourned at 2:35 p.m.

CMEEC Emergency Meeting 11-09-18

[18-11-04] November 9, 2018

A motion was made by Member Representative Louis Demicco, seconded by Alternate Member Representative Ralph Winslow to enter Executive Session.

Motion passes unanimously.

The meeting came out of Executive Session at 12:30 p.m. and entered Regular Session.

The Board reviewed a resolution concerning placing the CMEEC CEO and CFO on unpaid administrative leave for thirty (30) days, the removal of Member Representative John Bilda from the CMEEC Board of Directors, and conducting an internal investigation of the allegations made in the federal indictments.

CMEEC Municipal Representative Mark Oefinger proposed an amendment to the Resolution to require the internal investigation to be completed within thirty (30) days.

[18-11-05] November 9, 2018

A motion was made by Alternate Member Representative Throwe, Seconded by Member Representative Gaudet, to adopt the Amendment to the Resolution.

Motion passed unanimously.

[18-11-06] November 9, 2018

A motion was made by Member Representative Gaudet, seconded by Alternate Member Representative Winslow to adopt the resolution as amended, with Member Representative Godley abstaining only with respect to paragraph 3 of the Resolution.

Motion passed.

[18-11-07] November 9, 2018

A motion was made by Member Representative Gaudet, seconded By Member Representative Demicco to adjourn the meeting.

Motion passed unanimously.

The Emergency Meeting adjourned at 12:30 p.m.

CMEEC Annual Board November 15, 2018

[18-11-08] November 15, 2018

A motion was made by Alternate Member Representative Keith Hedrick, seconded by Municipal

Representative Pete Johnson to Amend the Agenda to allow for Public comment and to enter Executive Session to discuss Personnel matters.

Motion passed unanimously.

[18-11-09] November 15, 2018

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, with Member Representative Dr. Grace Jones Abstaining.

Motion passed.

[18-11-10] November 15, 2018

Approve 2019 Joint Officers And Committee Members of the CMEEC and Transco Boards.

After discussion, it was requested That a Roll Call Vote be taken to Approve the resolution appointing 2019 Joint Officers and Committee 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

David Brown

Kenneth Sullivan

Louis Demicco

Pete Johnson

Mark Oefinger

Total Aye: 10

Nay:

Keith Hedrick

David Collard

Paul Yatcko

David Westmoreland

Dawn DelGreco

Total Nay: 5

Motion carried.

[18-11-11] November 15, 2018

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

Motion passed unanimously.

[18-11-12] November 15, 2018

**A motion was made by Member
Representative Demicco,
Seconded by Alternate Member
Representative Stewart Peil to
Approve the 2019 CMEEC
Operating and Capital Budgets,
With Member Representative
Gaudet abstaining.**

Motion passed.

[18-11-13] November 15, 2018

**A motion was made by Member
Representative Demicco,
Seconded by Alternate Member
Representative Peil to enter
Executive Session to discuss
Personnel matters with direction
To the Board to return to Public
Session upon completion of the**

**Discussion in Executive Session.
Member of the Board were present
As well as Mr. Lane and Ms. Kipnis**

Motion passed unanimously.

Executive Session was entered at 1:00 p.m.

[18-11-14] November 15, 2018

**A motion was made by Member
Representative Gaudet, seconded
By Member Representative
Demicco to adjourn the meeting.**

Motion passed unanimously.

Meeting was adjourned at 2:10 p.m.

CMEEC Sp. Board Meeting 11/20/2018

[SM 18-11-13] November 20, 2018

**A motion was made by Member
Representative Louis Demicco,
Seconded by Alternate Member
Representative Richard Tanger
To approve the Resolution
Establishing a Special Committee
To Oversee the Independent
Investigation by CMEEC
Board of Directors on
November 9, 2018.**

Motion passed unanimously.

[SM 18-11-14] November 20, 2018

**A motion was made by Member
Representative Dr. Grace Jones,
Seconded by Member
Representative Demicco to adjourn
The meeting.**

Motion passed unanimously.

Meeting was adjourned at 3:15 p.m.

CMEEC Regular Board December 20, 2018

[18-12-01] December 20, 2018

A motion was made by Municipal Representative Mark Oefinger, seconded by Member Representative Dr. Grace Jones to amend the agenda to include a vote on and approval of the Charter of the Special Investigative Committee added as Agenda Item L.

Motion passed unanimously.

[18-12-02] December 20, 2018

A motion was made by Member Representative Kevin Barber, seconded by Member Representative Jones to approve the Minutes of the CMEEC Annual and Regular November 15, 2018 Board of Directors' meeting.

Motion passed unanimously.

[18-12-03] December 20, 2018

A motion was made by Member Representative Gaudet, seconded by Member Representative Louis Demicco to approve the Minutes of the CMEEC Emergency December 6, 2018 Board of Directors' meeting.

Motion passed unanimously.

[18-12-04] December 20, 2018

A motion was made by Municipal Representative Mark Oefinger, seconded by Member Representative Jones to approve the Special Committee Charter.

Motion passed unanimously.

Chairperson Sullivan entertained a motion to enter Executive Session to discuss consideration of action to enforce/implement legal relief or

legal right in connection with the federal indictments.

A motion was made by Member Representative Kevin Barber, seconded by Municipal Representative Pete Johnson to enter Executive Session with direction to the Board to return to Public Session upon completion of the discussion in Executive Session.

[18-12-05] December 20, 2018

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

Motion passed unanimously.

The meeting adjourned at 12:00 p.m.