

CMEEC Board of Director's Regular Meeting

December 17, 2015

MINUTES

A regular meeting of the CMEEC Board of Directors (sometimes referred to as the "Board" or "BOD") convened on Thursday, December 17, 2015 at CMEEC's office, 30 Stott Avenue, Norwich, Connecticut.

The meeting was legally noticed in compliance with the Connecticut State law and all proceedings and actions hereinafter recorded occurred during the publicly open portions of the meeting.

The Vice Chairman, Kenneth Sullivan, called the meeting to order at 10:04 a.m. and determined a quorum was present.

The following Member Representatives/Directors participated:

Jewett City – Louis Demicco, Kenneth Sullivan, Richard Throwe
Groton – Edward DeMuzzio, Ronald Gaudet, David Collard
Norwich – Robert Groner, Stephen Sinko
East Norwalk – David Brown, James Smith
South Norwalk – Mark Harris (by phone), Paul Yatcko (by phone), Scott Whittier

The following individuals from CMEEC management participated:

Drew Rankin, CMEEC, Chief Executive Officer
Edward Pryor, CMEEC, Chief Financial Officer
Michael Cassella, CMEEC, Director, Customer Programs
Justin Connell, CMEEC, Director, Portfolio Management
Michael Rall, CMEEC, Director, Asset Management
Gabriel Stern, CMEEC, Director, Technical Services
Philip Sussler, CMEEC General Counsel

Guests

Michael Thibault, H.O. Penn
John Hanselman, Brightfields
Michael Singer, Brightfields
Caitlin McSherry, Brightfields
Elie Schecter, SolarCity

Ms. Kachmar recorded.

Standard Action Items

(A) Approve Minutes of the CMEEC November 19, 2015 Annual and Regular Board of Director's Meeting.

A motion was made by Director DeMuzzio, seconded by Director Brown, to approve the minutes of the November 19, 2015 Annual and Regular Board of Directors' Meeting.

Vote passed. Director Yatcko abstained.

(15-12-01)

(B) Approve Minutes of the CMEEC November 19, 2015 Annual Member Delegation Board of Director's Meeting.

A motion was made by Director Demicco, seconded by Director DeMuzzio, to approve the minutes of the November 19, 2015 Annual Member Delegation meeting.

Vote passed. Director Yatcko abstained.

(15-12-02)

Specific Action Items

(C) Review Board Insurance Product, Coverages, Benefits

Mr. Rankin provided an overview of the insurance products currently in place for the Board of Directors and Officers of CMEEC, which include life insurance, accidental death and dismemberment, and Officers and Directors insurance. Mr. Rankin explained the life insurance protection covers individuals serving as Member Representatives on the Board of Directors only and does not include Alternate Directors, whereas the accidental death and dismemberment covers both Directors and Alternates. The Directors and Officers insurance is standard. A brief discussion of the scope of the coverage occurred. Staff will pursue revising the coverages to include active Alternate Directors

(D) Advisory Board Eligibility Review / Discussion

Mr. Rankin reported the Advisory Board was formed informally in 2007. Mr. Rankin apprised the Board he is recommending working with the Governance Committee to formalize and elevate the role of the Advisory Board. The Governance Committee will review the list of eligible members, bring suggestions to the Board in January, and establish the list of recommended members for the February Board of Directors meeting. Mr. Rankin explained the role of advisors is to give CMEEC the ability to call in a structured manner on the advisors' institutional knowledge and thought leadership to assist in CMEEC's strategic endeavors.

(E) Rotating UPS Presentation

Mr. Rankin introduced Michael Thibault of H.O. Penn, a Caterpillar equipment representative. Mr. Thibault provided a slide show describing features and benefits of Caterpillar's rotating UPS equipment which can be utilized in lieu of traditional large batteries. Mr. Thibault fielded questions from the Board regarding the products. He stressed the reliability benefits and cost savings, relative to alternatives, associated with the products.

Vice Chairman Sullivan requested a short break in the meeting to allow Brightfields time to set up their presentation. The meeting was called back to order at 11:13 a.m.

(F) Community Solar Gardens Project Update

Mr. Rankin introduced three visitors from Brightfields, John Hanselman, Michael Singer, and Caitlin McSherry, along with Elie Schecter from SolarCity. The group presented to the Board an update on the Community Solar Gardens Projects. A total of fifteen (15) megawatts of solar power projects are currently under development involving CMEEC, with some currently in the construction phase and others in the permitting phase. The group highlighted the national significance of the projects and the path-breaking accomplishment the projects represent due to their scale and integration of CMEEC's existing microgrid, renewable energy, and storage.

A motion to adjourn the meeting was made by Director Brown and seconded by Director Throwe.

Vote passed unanimously.

(15-12-03)

There being no further business to come before the Board, the meeting was adjourned at 12:19 p.m.