

**Minutes of the
Joint Governance Committee of the
Board of Directors of
Connecticut Municipal Electric Energy Cooperative
And
Connecticut Transmission Municipal Electric Energy Cooperative
September 17, 2018**

The Joint Governance Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” or “Transco”) met at the CMEEC offices on Monday, September 17, 2018.

Committee Chairman Ronald Gaudet called the meeting to order at 10:00 a.m. and noted that a member of the public was in attendance. The attendee from the public said he would be recording the meeting.

The following Committee Members participated:

Bozrah Light & Power Company – Richard Tanger, Ralph Winslow
Groton Utilities – Chairperson, Ronald Gaudet, Mark Oefinger
Jewett City Department of Public Utilities - Richard Throwe, Louis Demicco (by phone)
Norwich Public Utilities – Dr. Grace Jones
Third Taxing District – Kevin Barber, Debora Goldstein (both via Phone)

The following individuals from CMEEC participated:

Drew Rankin, CMEEC Chief Executive Officer
Robin Kipnis, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services
Ellen Kachmar, CMEEC Office and Facility Manager

Other Participants / Attendees:

William Kowalski, Municipal Electric Consumer Advocate (via phone)
Michael Boucher, Groton Resident

Chairman Gaudet called the meeting to order at 10:00 a.m. and noted three (3) agenda items for discussion; the Indemnification language in the proposed Bylaws amendment, a proposed change to the Board committee meetings' schedules, and the selection process for the officers and committee members.

Ms. Kipnis discussed the draft of the proposed Bylaw provision provided to the Committee governing indemnification and walked the Committee through the changes and rationale for those changes. She summarized that the changes reflect for the most part the comments of the MECA that CMEEC's existing indemnification provision was broader than necessary especially as by the non-stock indemnification statute and therefore, represented an unnecessary cost to ratepayers. Ms. Kipnis explained that the indemnification provisions pre-existed the statute at issue and therefore were not necessarily at odds with the statute. Ms. Kipnis pointed out that there were areas where the MECA and she disagreed about the appropriate scope of the indemnification language and had many discussions over the language of the Bylaw. The MECA provided additional background on his position and a discussion ensued between the Members of the Committee, those in attendance, and Ms. Kipnis.

The Governance Committee recommended that the Bylaw change be adopted with a few additional changes discussed at the meeting. The Bylaw change will be discussed at the Board meeting and then be the subject of a Special Meeting of the Member Delegation who is charged with revising the Bylaws.

The second agenda item was to have a set schedule of committee meetings published and posted in advance on an annual basis. The committee discussed it and determined it was a good idea.

The third agenda item was regarding the selection of the officers and committee members. Mr. Whittier had requested the board complete a survey regarding their interest in various committees, but the response rate was low. Mr. Rankin noted the importance of having the right skill sets and a good cross section of committee representation from all the MEUs. Mr. Rankin suggested the list be created by CMEEC and given to the Board members at the next Board meeting, and letting the members opt out, vs. opting in. The committee agreed and decided the full board discussion would be at the September Board meeting.

There being no further business to come before this Committee, Chairman Gaudet adjourned the meeting at 11:30 a.m.