

**MINUTES OF THE
MEETING OF THE
JOINT GOVERNANCE COMMITTEE
OF THE
BOARDS OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE and
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE**

April 17, 2017

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, April 17, 2017.

Committee Chairman Ronald Gaudet called the meeting to order at 11:05 a.m.

The following Committee Members participated:

Groton Utilities – Ronald Gaudet (by phone)
Jewett City – Louis Demicco (by phone), Richard Throwe
Norwich Public Utilities – Steven Sinko (by phone)
Bozrah Light and Power Company – Richard Tanger

The following individuals from CMEEC management participated:

Drew Rankin, CMEEC, Chief Executive Officer
Scott Whittier, CMEEC, Director Enabling Services
Ellen Kachmar, CMEEC, Office & Facility Manager

Ms. Kachmar recorded.

Mr. Rankin stated the objective of the meeting was to review proposed modifications to the CMEEC Bylaws and apply them to the CTMEEC (Transco) Bylaws. Mr. Rankin explained the Transco Bylaws had never been updated after the Membership Agreement, CMEEC Bylaws, and Replacement Power Sales Contracts (RPSC) had been updated in 2013. He also noted that Transco was not formed by a Membership Agreement. Transco was formed through filing of Resolutions with the City/Town Commissions governing the individual municipal utilities.

Mr. Rankin noted both the CMEEC and Transco Bylaws will be preemptively revised to incorporate the pending CT Senate Bill No.4. The Bylaws' revisions would include a definition for a "Legislative Body Appointee", as well as language outlining the Appointees' role and removal from the Board when it is in the best interest of CMEEC or Transco.

The committee reviewed the proposed changes to both CMEEC and Transco Bylaws, and agreed to recommend their adoption of the Bylaws to the Board of Directors. Mr. Rankin concurred the revised Bylaws will be proposed at the CMEEC Member Delegation and Transco Member Delegation meetings scheduled for April 27, 2017, following the CMEEC Board of Directors' meeting.

There being no further business to come before this Committee, the meeting was adjourned at 11:40 a.m.