

**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**

August 21, 2017

The Joint Governance Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEEC” or “Transco”) met at the CMEEEC offices on Monday, August 21, 2017.

Committee Chairman Ronald Gaudet called the meeting to order at 12:02 p.m.

The following Committee Members participated:

Groton Utilities – Ronald Gaudet
Jewett City – Richard Throwe
Bozrah Light and Power Company – Richard Tanger

The following members of the Board of Directors participated:

Groton Utilities – David Collard, Jeffrey Godley, Keith Hedrick (via phone)
Jewett City – Louis Demicco (via phone), Kenneth Sullivan

The following individuals from CMEEEC participated:

Drew Rankin, CMEEEC, Chief Executive Officer
Robin Kipnis, CMEEEC, General Counsel
Scott Whittier, CMEEEC, Director Enabling Services
Margaret Job, CMEEEC, Administrative II

The following invited consultants participated:

Joseph Martini, Esquire, Wiggin & Dana, LLP
Robert Fricchione, Human Resources Consortium, Inc.
Scott McDonald, Human Resources Consortium, Inc.
Regan Traub, Human Resources Consortium, Inc.

Ms. Job recorded.

Committee Chairman Gaudet entertained a motion to move agenda items:

- 1) Ethics Policy Review: Attorney-client communication
- 2) Consideration of CMEEC Indemnification issues: Attorney-client communication

to Executive Session.

A motion to enter into executive session to discuss agenda items (1) and (2) was made by Committee Member Tanger, seconded by Committee Member Throwe with direction to the Board to come back into public session upon completion of the discussion in executive session.

Motion passed.

The meeting went into Executive Session at 12:03 p.m.

The meeting came out of Executive Session at 2:37 p.m.

Motion by Committee Member Tanger, seconded by Committee Member Throwe to adjourn the meeting.

Motion passed.

There being no further business to come before this Committee, the meeting was adjourned at 2:37 p.m.