

SUBJECT TO FINAL BOARD APPROVAL
ANNUAL AND REGULAR NOVEMBER MEETING OF
THE BOARD OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE

November 15, 2018

**Norwich Inn & Spa
607 West Thames Street, Norwich, Connecticut**

MINUTES

Chairman Kenneth Sullivan called the meeting to order at 10:57 a.m. and determined a quorum was present. For the record, Chairman Sullivan stated that the meeting is being held at the Norwich Inn and Spa located at 607 West Thames Street, Norwich, CT.

The following Member Representatives/Alternate Member Representatives/Municipal Representatives participated:

Groton Utilities: Ronald Gaudet, Keith Hedrick, Mark Oefinger
Norwich Public Utilities: Dr. Grace Jones, Stewart Peil
Bozrah Light & Power: David Collard, Richard Tanger, Ralph Winslow
Jewett City Dept of Public Utilities: Louis Demicco, Kenneth Sullivan, Richard Throwe
South Norwalk Water & Electric: Dawn DelGreco, David Westmoreland, Paul Yatcko
East Norwalk: Kevin Barber, David Brown, Debora Goldstein, Pete Johnson

The following individuals from CMEEC management participated:

Michael Lane, CMEEC Interim Chief Executive Officer
Robin Kipnis, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services
Bella Chernovitsky, CMEEC Director Business Intelligence
Justin Connell, Director Portfolio Management
Jake Pagragan, CMEEC Director Business Development
Michael Rall, CMEEC Director Asset Management
Gabe Stern, CMEEC Director Technical Services
Pat Meek, CMEEC Financial Planning & Analysis Manager
Ellen Kachmar, CMEEC Office and Facility Manager
Margaret Job, CMEEC Administrative Staff

The following members of the public were in attendance:

Claire Bessette, Reporter, The Day
Kevin Ahern, Reporter, Norwich Bulletin
Bernie Loubier, Reporter, Hall Communications
William Kowalski, Municipal Electric Consumer Advocate
Michael Boucher, Resident, Groton, CT
Paul Zummo, Director, Policy Research and Analysis, American Public Power Association
Timothy Shea, Brown Rudnick
Lawrence Davis, Senior Vice President, Webster Bank
Bert Hunter, Executive Vice President & Chief Investment Officer, Connecticut Green Bank
Josh Pothier, Comptroller, City of Norwich
Emmett Riley, State Representative, 46th District (Norwich)
Michael Casella, C&LM Consultant
Andy Lee, Underwriter, Gallagher Insurance

Ms. Job recorded

Chairman Sullivan entertained a motion to amend this Agenda to allow for public comment and to enter Executive Session to discuss personnel matters.

A motion was made by Alternate Member Representative Keith Hedrick, seconded by Municipal Representative Pete Johnson to amend the Agenda as stated above.

Motion passed unanimously. (18-11-08)

Standard Action Items

(A) Public Comment Period

Michael Boucher, a resident from Groton, Connecticut stood and expressed his concerns in connection with the current events. He stated that he will be filing a Freedom of Information Act and that the Board consider his requests related to third party review of Ethics Complaints.

(A) Approve Minutes of CMEEEC October 25, 2018 Regular Board of Directors' Meeting

A motion was made by Member Representative Louis Demicco, seconded by Alternate Member Representative Stewart Peil, to approve the Minutes of the CMEEEC October 25, 2018 Regular Board of Directors' Meeting, with Member Representative Dr. Grace Jones abstaining.

Motion passed. (18-11-09)

Specific Action Items

(B) Approve 2019 Joint Officers and Committee Members of the CMEEEC and Transco Boards

Member Representative Ronald Gaudet, Chairman of the Joint CMEEEC/Transco Governance Committee, stated that the overview of the slate of Officers and Joint Committee Members mirrors that of the Transco Annual and Regular Board of Directors’.

After discussion it was requested that a Roll Call Vote be taken to approve or not to approve the resolution appointing 2019 Joint Officers and Committee Members of the CMEEEC and Transco Boards. Ms. Kipnis conducted the Roll Call Vote.

Roll Call Vote:

Aye:
Ronald Gaudet
Dr. Grace Jones
Stewart Peil
Richard Tanger
Kevin Barber
David Brown
Kenneth Sullivan
Lois Demicco
Pete Johnson
Mark Oefinger

Total Aye: 10

Nay:
Keith Hedrick
David Collard
Paul Yatcko
David Westermoreland
Dawn DelGreco

Total Nay: 5

Motion carried.

(18-11-10)

(C) Approve 2019 CMEEEC Board of Directors’ Scheduled Meeting Dates and Joint Committee Dates

Mr. Whittier provided an overview of the schedules appended to the Board package. He noted that an annual schedule of Joint Committee Meetings was contained in the materials. Discussion followed regarding location of Board meetings.

Chairman Sullivan entertained a motion to preserve the meeting dates as noted on the resolution and to table their locations.

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. (18-11-11)

(D) Approve 2019 CMEEC Operating and Capital Budgets

Member Representative Kevin Barber, Chairman of the Joint Budget and Finance Committee, provided a brief overview of the Joint Budget and Finance Committee activities leading up to the recommendation to adopt the budget as presented at the Annual Meeting. He stated that the committee met several times with CMEEC staff and that the whole Board of Directors had been invited to those meetings. The purpose of these meetings was to review the budget and make recommendations.

Having confirmed that the budget presented to this Board is the same as that presented to the Budget and Finance Committee, Chairman Sullivan entertained a motion to approve the 2019 CMEEC Operating and Capital Budgets.

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. (18-11-12)

(E) Joint Action Agency, CMEEC Master Metric, and Benchmarking Performance Discussion

Mr. Stern provided a brief over view of the benchmarking project he completed comparing CMEEC metrics to other Joint Action Agencies (JAA). He noted that he reached out to the American Public Power Association (APPA) using an online survey. The survey was provided to 70 JAA's of which 10 replied. He introduced Paul Zummo, APPA Director, Policy Research and Analysis. Mr. Zummo conducted a presentation titled "Understanding Electric Utility Metrics and Benchmarks" which was well received. A question and answer session followed his presentation.

Mr. Rall, CMEEC Director of Asset Management, conducted a presentation titled "Connecticut Municipal Electric Energy Cooperative Strategy Measurement System Overview" which was well received. A question and answer session followed his presentation.

Chairman Sullivan entertained a motion to enter Executive Session to discuss personnel matters.

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. Members of the Board were present as well as Mr. Lane and Ms. Kipnis.

Motion passed unanimously. (18-11-13)

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

The basis for entering Executive Session is Conn. Gen. Stat. Sec 1-210 (b)(2).

There being no further business to come before this Board, Chairman Sullivan entertained a motion to adjourn.

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

Motion passed unanimously. (18-11-14)

Meeting was adjourned at 2:10 p.m.