

**ANNUAL AND REGULAR NOVEMBER MEETING OF
THE BOARD OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE**

November 17, 2016

MINUTES

The Annual and Regular November Meeting of the Board of Directors of the Connecticut Municipal Energy Cooperative (“CMEEC”) was held on Thursday, November 17, 2016, at the offices of CMEEC, 30 Stott Avenue, Norwich, CT.

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.

Secretary Edward DeMuzzio, acting as Chairman in Kenneth Sullivan’s absence, called the meeting to order at 10:06 a.m. and determined a quorum was present.

The following Member Representatives/Directors participated:

Bozrah Light and Power Company – David Collard, Richard Tanger
Jewett City – Louis Demicco, Richard Throwe
Groton – Edward DeMuzzio, Ronald Gaudet
Norwich – Stephen Sinko
East Norwalk – David Brown, James Smith
South Norwalk – Kevin Barber, Paul Yatcko (via phone)

The following individuals from CMEEC management participated:

Drew Rankin, CMEEC, Chief Executive Officer
Edward Pryor, CMEEC, Chief Financial Officer
Michael Cyr, CMEEC, Principal Trader
Robin Kipnis, CMEEC, General Counsel
Scott Whittier, CMEEC, Director of Enabling Services
Dylan Phillips, CMEEC, Risk Analyst
Bella Chernovitsky, CMEEC, Director, Business Intelligence
Michael Rall, CMEEC, Director, of Asset Management
Gabe Stern, CMEEC, Director, Technical Services
Ellen Kachmar, CMEEC, Office and Facility Manager
Courtney Merritt, CMEEC, Customer Fulfillment Manager

Margaret Job, CMEEC, Administrative Staff

The following members of the public were in attendance:

Ryan Blessing, Reporter, The Norwich Bulletin
Aaron Flaum, Photographer, The Norwich Bulletin
Claire Bessett, Reporter, The New London Day
Kevin Gordon, Reporter, WICH

Ms. Job recorded.

Secretary DeMuzzio, Acting Chairman, called the Annual and Regular November Board of Director's Meeting to order at 10:08 a.m.

Standard Action Item

(A) Approve Minutes of the CMEEC October 27, 2016 Board of Directors Meeting.

A motion was made by Director Demicco, seconded by Director Gaudet, to approve the Minutes of the October 27, 2016 Board of Directors Meeting.

Vote passed unanimously.

(16-11-01)

Specific Action Items

(B) October 2016 Objective Summary Review

Mr. Rankin provided an overview of the exceptions to the summary dashboard report provided to the Board in advance of the meeting, reviewing the line items that reflected a deviation from established target value for the performance month, year to date, and projected for 2016 year end. He reported that October ended solidly on all five metrics. Director Yatcko inquired about the Days Cash On Hand (DCOH) from the Financial Stability Metric. Discussion followed regarding DCOH. Mr. Rankin noted a comprehensive historical review of DCOH would be provided at the December Board meeting. Mr. Pryor noted process reports for the new investment policy are being developed and will be available for the Board no later than January 2017.

(C) October 2016 Market Analysis

Mr. Cyr reported that October energy costs were below budget, actual demand was lower, and unit contingent resources were also lower than budget. Mr. Cyr explained that the Henry Hub natural gas prices were higher than budget but that transportation costs were lower this month. Discussion followed covering what caused the Algonquin price range. Mr. Rankin remarked that Portfolio Management is fine tuning the modeling of load forecasting to account for a decrease in the Connecticut load, which is partially due to increased conservation and load management and distributed generation initiatives. Acting Chairman DeMuzzio reported that the Joint Risk Management Committee will be meeting to review projections for hedging volumes to insure alignment with the changing dynamics of the market.

(D) Approve CMEEC 2017 Operating and Capital Budget

Mr. Rankin explained that pursuant to CMEEC's Bylaws, CMEEC is required to submit to its Board of Directors its Operating and Capital Budget for the next year's revenues and expenses. He explained that the budget was reviewed by the Budget and Finance Committee during two meetings, as well as at a meeting to which the full Board was

invited. Mr. Pryor added that there was a good turnout at the full Board review, and that the Budget and Finance Committee recommends its adoption. Mr. Pryor drew the Board members' attention to the Resolution to approve the 2017 Budget, which was provided to the Board in the board package. Mr. Pryor asked for any further questions, to which there were none.

A motion was made by Director Gaudet, seconded by Director Demicco, to approve and adopt the 2017 CMEEC Operating and Capital Budgets as presented.

Vote passed unanimously.

(16-11-02)

(E) Ad Hoc Retreat Committee Meeting Review

In the absence of Chairman Sullivan, Director Yatcko reported on the activities of the Ad-hoc Strategic Retreat Committee. He stated that the Committee met on November 7 and that the Committee is considering a number of recommendations which include benchmarking parameters for retreats with other similar Joint Action Agencies, establishing standards for the retreats such as how long they should last, who should attend, the structure of formal agendas, a target budget, the distance to the location and quality of accommodations, and seeking legal input for ethical and legal standards. Director DeMuzzio added that the Committee will report its recommendations at the CMEEC December board meeting.

(F) Groton Utilities Submitted Feedback on Strategic Retreats

Director Gaudet explained the attachment at Agenda Item F. Discussion followed with respect to the Bozrah Light and Power Commission and the Groton Utilities Commission making recommendations for the governance of future CMEEC strategic retreats. After discussion, it was agreed to consider the Bozrah and Groton Utilities standards as part of the CMEEC Ad Hoc Retreat Committee review.

A motion was made by Director Gaudet, seconded by Director Throwe to refer Groton and Bozrah's concerns to the Ad hoc Retreat Committee.

Vote passed unanimously.

(16-11-03)

(G) Approve Joint 2017 Officers and Committees of the CMEEC and Transco Boards

Mr. Rankin explained that the CMEEC Bylaws require formal approval of Officers and Committees members, and that several years ago it was determined that there would be Joint CMEEC and Transco Committees due to the cross functional demand and resources available that serve both CMEEC and Transco Committees. Mr. Rankin further discussed the new appointments recommended to fill Committee vacancies, which include CMEEC staff lead participants. Mr. Rankin noted the Governance Committee recommends adoption of the Officers and Joint Committees.

A motion was made by Director Collard, seconded by Director Barber, to approve the 2017 CMEEC Officers and Joint Committees of the CMEEC and Transco Boards.

Vote passed unanimously.

(16-11-04)

(H) Approve CMEEC 2017 Schedule of Board Meeting Dates

Mr. Rankin explained CMEEC's obligation to publish and approve the meeting schedule for the coming year. The schedule includes both regular meetings of the CMEEC Board and the annual meeting of the CMEEC Board. The schedule does not include special meetings as they are not scheduled. A discussion occurred about having Bozrah host a meeting in 2017, but the Board decided they would take it under advisement for discussion at a future date.

A motion was made by Director Gaudet, seconded by Director Smith, to approve the CMEEC 2017 Schedule of Board Meeting Dates.

Vote passed unanimously.

(16-11-05)

Mr. Rall provided a brief overview of the Microgen for the month of October at the request of Acting Chairman DeMuzzio.

A motion was made by Director Demicco, seconded by Director Smith to adjourn the meeting.

Vote passed unanimously.

(16-11-06)

There being no further business to come before the Board, the meeting was adjourned at 11:18 a.m.

At this time, the board took a 5 minute recess before reconvening for the meetings of the Annual and Regular November meeting of Transco and the Annual Member Delegation meeting of Transco.

CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE

RESOLUTION 16-11-02

Resolution Approving CMEEC's 2017 Operating and Capital Budgets

WHEREAS, CMEEC staff, acting through the Replacement Power Supply Contracts (RPSC), the CMEEC Bylaws, and other applicable Power Supply Agreements, Memorandum of Agreements, and Springing Contracts in conducting CMEEC operations, has prepared a proposed budget as required, and reviewed it with the Budget and Finance Committee, acting on behalf of the Boards of Directors of CMEEC and TRANSCO, and as previously made available to the CMEEC Board of Directors through copy and presentation; and

WHEREAS, the Budget and Finance Committee recommends to the Board of Directors of CMEEC the proposed budget for 2017 be approved and adopted by the Board of Directors of CMEEC.

NOW THEREFORE BE IT RESOLVED, that the CMEEC Board of Directors hereby accepts the recommendation of the Budget and Finance Committee and approves and adopts the 2017 CMEEC Operating and Capital Budget as presented.

November 17, 2016

E E DeMuzzio

Edward DeMuzzio
Secretary

CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE

RESOLUTION 16-11-04

WHEREAS, it is the recommendation of the Board of Directors to nominate the following slate of Officers for the year 2017:

BE IT HEREBY RESOLVED that the Board of Directors elects the following slate of CMEEC Officers to serve for the year 2017:

Office	2017 Officers
Chairman of the Board	Kenneth Sullivan
Vice Chairman	John Bilda
Secretary	Edward DeMuzzio
Treasurer	James Smith

BE IT FURTHER RESOLVED, that the Board of Directors approves the recommendation of CMEEC management for the following officer positions:

Assistant Secretary	Robin Kipnis
Assistant Treasurer	Edward Pryor
Chief Executive Officer	Drew Rankin
Chief Financial Officer	Edward Pryor

November 17, 2016

E E DeMuzzio

Edward DeMuzzio
Secretary

Annual Board of Directors – Joint CMEEC and Transco Committees for 2017

Be it resolved that the Board of Directors of the Connecticut Transmission Municipal Electric Energy Cooperative elects the following representatives to serve on the Joint Committees of the CMEEC and Transco Boards for the year 2017.

Joint Audit Committee	
Board Members	CMEEC Lead and Participants
Chairperson David Collard	Mike Lane
James Smith	Ed Pryor
Stephen Sinko	Joanne Menard
Kevin Barber	

Joint Budget and Finance Committee	
Board Members	CMEEC Lead and Participants
Chairperson James Smith	Edward Pryor
Kenneth Sullivan	Mike Lane
Ed DeMuzzio	
Robert Groner	
Kevin Barber	

Joint Compensation and Policy Committee	
Board Members	CMEEC Lead and Participants
Chairperson John Bilda	Drew Rankin
Edward DeMuzzio	
Paul Yatcko	
James Smith	
Kenneth Sullivan	

Joint Governance Committee	
Board Members	CMEEC Lead and Participants
Chairperson Ron Gaudet	Scott Whittier
Richard Throwe	Drew Rankin
Stephen Sinko	
Richard Tanger	

Joint Risk Management Committee	
Board Members	CMEEC Lead and Participants
Chairperson Paul Yatcko	Dylan Phillips
Edward DeMuzzio	Scott Whittier
Louis Demicco	Drew Rankin
John Bilda	Ed Pryor
Ron Gaudet	

Joint Legislative Committee	
Board Members	CMEEC Lead and Participants
Chairperson Kevin Barber	Scott Whittier
Louis Demicco	Drew Rankin
David Brown	
David Collard	

**THE CONNECTICUT MUNICIPAL ELECTRIC
ENERGY COOPERATIVE**

Board of Directors 2017 Meeting Dates

RESOLUTION 16-11-05

BE IT HEREBY RESOLVED, that the Board of Directors of the Connecticut Municipal Electric Energy Cooperative (CMEEC), in accordance with Section 1-225 of the General Statutes of Connecticut and Article III, Section 4, of the CMEEC Bylaws, establishes the following schedule of Regular and Annual meetings of the Board of Directors for **Calendar Year 2017**.

Thursday, January 26, 2017	10:00 a.m.	Regular Board	Norwich Public Utilities
Thursday, February 23, 2017	10:00 a.m.	Regular Board	CMEEC
Thursday, March 23, 2017	10:00 a.m.	Regular Board	Groton Utilities Operations Center
Thursday, April 27, 2017	10:00 a.m.	Regular Board	CMEEC
Thursday, May 25, 2017	10:00 a.m.	Regular Board	Jewett City (off-site)
Friday, June 23, 2017	10:00 a.m.	Regular Board	CMEEC
Thursday, July 27, 2017	10:30 a.m.	Regular Board	East Norwalk
Thursday, August 24, 2017	10:00 a.m.	Regular Board	CMEEC
Thursday, September 28, 2017	10:00 a.m.	Regular Board	CMEEC
Thursday, October 26, 2017	10:30 a.m.	Regular Board	South Norwalk
Thursday, November 16, 2017	10:00 a.m.	Annual Membership	CMEEC
Thursday, November 16, 2017	10:00 a.m.	Annual & Regular Board	CMEEC
Thursday, December 21, 2017	10:00 a.m.	Regular Board	CMEEC

November 17, 2016

E E DeMuzzio

Edward DeMuzzio
Secretary