

## **CMEEC Board of Director's Regular Meeting**

**September 24, 2015**

### **MINUTES**

A regular meeting of the CMEEC Board of Directors was held on Thursday, September 24, 2015 at the Pastime Club, 59 Seaview Avenue, East Norwalk, 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.

The Vice Chairman, Kenneth Sullivan, called the meeting to order at 10:33 a.m. and determined a quorum was present.

#### **The following Member Representatives/Directors participated:**

Jewett City – Louis Demicco, Richard Throwe, Kenneth Sullivan

Groton – Ron Gaudet, David Collard, Edward DeMuzzio

Norwich – John Bilda, Stephen Sinko

East Norwalk – James Smith, David Brown, Debora Goldstein

South Norwalk – Scott Whittier, Mark Harris

#### **The following individuals were also in attendance:**

Hon. Robert Duff, State Senator, Senate Majority Leader.

Dr. Michael Intrieri, Treasurer, Third Taxing District of the City of Norwalk

Hon. Harry Rilling, Mayor of the City of Norwalk

Hon. Elizabeth Stocker, Director of Economic Development, City of Norwalk

Charles Yost, Alternate Director, East Norwalk

#### **The following individuals from CMEEC management participated:**

Drew Rankin, CMEEC, Chief Executive Officer

Michael Cassella, CMEEC, Director, Customer Programs

Justin Connell, CMEEC, Director, Portfolio Management

Robin Kipnis, CMEEC Assistant General Counsel

Michael Rall, CMEEC, Director, Asset Management

Philip Sussler, CMEEC General Counsel

Mr. Sussler recorded.

**A motion was made by Director Demicco, seconded by Director Bilda, to alter the agenda of the meeting to permit Mayor Rilling, to address the Board, following discussion of items (A) through (C) and State Senator Duff to address the Board following his arrival at the meeting.**

**Vote passed unanimously.**

**(15-09-01).**

### **Standard Action Items**

**(A) Approval of the Minutes of the CMEEC August 27, 2015 regular Board of Director's Meeting.**

**A motion was made by Director Collard, seconded by Director Demicco, to approve the minutes of the August 27, 2015 regular CMEEC Board of Directors' Meeting.**

**Vote passed with all present voting to approve, with Director Whittier abstaining.**

**(15-09-02).**

### **Specific Action Items**

**(B) Objective Summary Exception Reporting 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 the established target value for the performance month, year to date and 2015 year end. He noted that overall performance for the prior month was good, with the major adverse development relating to the Pierce project, due to its failure to clear in the auction for the 4 month summer, 2015 locational forward reserve (LFR) market previously reported on to the Board. The Pierce project did clear in the upcoming winter 2015/16 LFR auction, but the clearing price was below CMEEC's budget estimates of the clearing price. CMEEC also experienced a favorable development in the receipt of increased revenues from the Hydro-Quebec Phase II project. General discussion and questions followed.

**(C) Enterprise Risk Management Proposed Policy Changes**

Mr. Rankin introduced the proposed change to the CMEEC Enterprise Risk Management Policy ("ERMP"). He noted that the Risk Management Committee ("RMC") had previously reviewed and discussed the proposed ERMP change. The proposed changes were developed following an extensive review of past performance of the ERMP monthly target levels of procurement against actual outcomes. He noted that the RMC recommended that the Board approve proposed revision number 1, entailing a change in the target level of bilateral energy commitments from 90% (in the current policy) to 70% (in the proposed revision) with respect to the shoulder months. He noted that, based on the review done by CMEEC staff, use of the revised policy would have resulted in significant savings for CMEEC. Mr. Connell continued the presentation of the proposed ERMP changes, noting that the market conditions could result in CMEEC procuring more than the target levels of commitment, depending on market conditions. Mr. Rankin noted that the ERMP, and as reflected in the proposed revision, was to better balance rate stability with regional competitiveness in light of recent experience in the marketplace. Board members inquired about the need to conduct periodic review in the future, similar to that undertaken in

developing the proposed revision, and anchoring that review in the proposed ERMP change. Mr. Rankin noted that CMEEC management and staff is committed to engage in such on-going review and adjustment, as warranted. Mr. Rankin also noted that the language in the proposed Board resolution for approval of the ERMP revisions on p. 13, first paragraph, should state “no less than” instead of “greater than”.

**Motion by Director Bilda, seconded by Director Whittier, to approve the Resolution Regarding Approval of Amendment to Enterprise Risk Management Policy (“ERMP”), as amended by meeting discussion.**

**Vote passed unanimously.**

**(15-09-03).**

Director Brown introduced Mayor Rilling who addressed the Board. Mayor Rilling welcomed the CMEEC Board to the City of Norwalk and commented favorably on the reliable electric service provided by the municipal electric utilities serving customers at retail in Norwalk. He also commented on the City of Norwalk’s significant efforts at economic development and in hosting conferences and other business activities in the City. He invited members of the Board to visit the City and participate in its many attractions. Following Mayor Rilling’s presentation, Vice Chairman K. Sullivan on behalf of CMEEC thanked the Mayor for his presentation.

**(D) New Customer – Metropolitan District Commission (MDC)**

Mr. Rankin summarized the opportunity for CMEEC to provide energy management-type services to the MDC, as a new customer of CMEEC. He noted that he and CMEEC staff have had a series of meetings with the MDC to explore the possibility of CMEEC providing certain services to MDC in connection with the MDC’s electricity and electricity management needs. He also summarized the financial and operational status of MDC and the proposed scope of CMEEC activity that was under discussion with MDC. He noted that the proposed resolution for consideration by the Board would establish parameters for the negotiation of a definitive agreement by CMEEC with MDC for the provision of such services. He also noted that MDC legal counsel, in discussion with CMEEC legal counsel, have determined that MDC may directly contract with CMEEC for the provision of such energy management services. Mr. Rankin noted that he is preparing a definitive schedule for the execution of the proposed work with the MDC, which he intends to circulate to the Board. Discussion ensued regarding the merits of having the RMC review the final terms of any final agreement with MDC and a consensus was arrived at to modify the draft resolution to include language requiring such RMC review.

**Motion by Director DeMuzzio, seconded by Director Bilda, to approve the Resolution – Authorization to Negotiate and Execute New Customer Contract between CMEEC and MDC, as amended by meeting discussion.**

**Vote passed unanimously.**

**(15-09-04).**

Director Brown introduced State Senator Robert Duff, Majority Leader of the Senate, Connecticut General Assembly, to the Board. State Senator Duff then addressed the Board. Senator Duff recalled his deep and extensive involvement with public utility and energy issues from his service as the co-chair of the Legislature’s Energy and Technology Committee and his continuing monitoring of and interest in these issues. He underscored the value of local ownership and control over electric utilities, exemplified by the municipal electric utilities. He noted the advances in the in-state planning and regulatory framework adopted for electric

utilities, embodied in the State's Comprehensive Energy Plan and the State's Greenbank. He noted the prominent challenges and opportunities facing the industry posed now by the need to coordinate on a New England regional basis, with the six New England states acting cooperatively to facilitate procurement of renewable energy from Canada, from within the region and to enhance the natural gas delivery infrastructure. Each state is too small to act alone effectively faced with these challenges. He encouraged the municipal electric utilities to continue and to deepen their efforts at energy conservation and efficiency.

At the end of Senator Duff's remarks, Chairman Sullivan thanked the Senator for his presentation.

**A motion was made by Director Demicco, seconded by Director Bilda, to change the meeting agenda to allow discussion of Agenda Item (G), August Market Analysis Summary, to be taken up out of order to allow Mr. Connell to be present prior to his imminent departure from the meeting in order to be present at a hearing of the Connecticut Siting Council today.**

**Vote passed unanimously.**

**(15-09-05).**

**(G) August Market Analysis Summary.**

Mr. Connell called the Board's attention to the written materials available in the Board package summarizing the month's performance. He noted that the month was relatively normal with no major price excursions, despite significantly hot weather. Inquiry was made and discussion had about the status of the Rhode Island Landfill Gas (RILG) project and the operational status of the Pilgrim nuclear unit.

**(E) Resolution Approving Additional Competitive Supplier Loads.**

Mr. Rankin summarized the status of CMEEC's current program for the supply of electricity to competitive supplier loads in New England. He noted that CMEEC staff is in the process of extending the contractual arrangements made through the Hampshire Council of Governments ("HCOG") with existing customers (City of Lowell, City of Marlborough and the Berkshire 10). He noted that the recently secured credit line will support incremental annual sales of 900,000 Mwhs of energy. He noted that the proposed resolution seeks authority to transact for an incremental 750,000 MWhs in annual sales of electric energy. The resolution is formatted as an authorizing resolution subject to parameters to allow CMEEC to respond quickly to emerging opportunities, which, on occasion, require commitments in a cycle of less than 30 days between the issuance of the request for proposals and response.

Discussion ensued concerning the incorporation of the sales program in CMEEC's long-term planning and the appropriate measure of regional competitiveness for assessing the competitive supplier program as well as the Rate 9 portfolio. Mr. Rankin stated that the sales program is directly integrated into CMEEC's short, intermediate and long-term planning. He also indicated that CMEEC staff is reviewing the regional competitiveness metric and is considering whether additional adjustments are needed.

**A motion was made by Director Whittier, seconded by Director Demicco to approve the Resolution for Additional Sales to Customers.**

**Vote passed unanimously.**

**(15-09-06).**

**(F) Dissolution of Sustainable Energy Analytics (“SEA”).**

Mr. Rankin summarized the issue, noting that the CMEEC Board had previously approved the winding up of SEA, short of formal dissolution, with the intent to preserve the legal existence of SEA, in the event that it might be utilized by CMEEC for a future business purpose. In accordance with the Board’s direction and that of the SEA Board, CMEEC management has arranged for the termination of SEA’s operations and has subsequently determined that there is no further business purpose for SEA and that dissolution of SEA will avoid certain minimal on-going administration costs incurred to maintain its legal existence. Accordingly, CMEEC management has developed a close-out accounting of SEA, presented in the Board package, and recommends adoption of the resolution to authorize formal dissolution of SEA.

**A motion was made by Director Bilda, seconded by Director Smith to adopt the Resolution for Dissolution of SEA.**

**Vote passed unanimously. (15-09-07).**

Director DeMuzzio announced that the Bozrah Light and Power Company (“BL&P”) was in the process of seeking the approvals required to apply for membership in CMEEC. Mr. Rankin noted that a special meeting of the Member Delegation is anticipated to occur on October 9<sup>th</sup>, with a notice of the meeting to be transmitted shortly, to consider the BL&P membership application.

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

**Vote passed unanimously. (15-09-08).**

There being no further business to come before the Board, the meeting was adjourned at 12:35 p.m.

**Connecticut Municipal Electric Energy Cooperative**

**Board of Directors Meeting**

**Resolution 15-09-03**

**RESOLUTION REGARDING APPROVAL OF AMENDMENT TO ENTERPRISE RISK  
MANAGEMENT POLICY (“ERMP”)**

**WHEREAS**, CMEEC continues to develop and optimize its tools and processes to address the evolution of the markets in which it operates so as to properly evaluate, plan for, and manage the risks it assumes to the end of better providing for its financial stability and sustainability and better serving its customers and stakeholders.

**WHEREAS**, CMEEC, as part of this effort, restructured its full requirements power supply contracts with its member systems, by entering into the Replacement Power Sales Contracts (“RPSCs”) with such members systems.

**WHEREAS**, as a part of that effort, CMEEC management, with the advice and direction of the CMEEC Board of Directors, has revised and updated its Risk Management Policy (the “RMP”), previously adopted and approved by the Board of Directors (the “Board”) by Resolution 12-44, and Resolution 14-27, as updated in the version presented to the Board at its meeting of September 24, 2015, referred to as the CMEEC “Enterprise Risk Management Policy” or “ERMP” to reflect the expanded coverage of subject matter incorporated into the policy; and

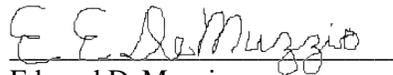
**WHEREAS**, the CMEEC Risk Management Committee (“RMC”) has previously reviewed and commented upon the proposed modifications to Section 2.1.3.1. Target Commitment Levels of the ERMP, which have been incorporated in the form of the ERMP Amendment presented to the Board at its meeting of September 24, 2015, responsive to such comments.

**NOW THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE  
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE AS FOLLOWS:**

Section 1. The foregoing recitals are true and correct.

Section 2. The Board does hereby approve the ERMP in the form presented to the Board at its meeting of September 24, 2015. Said ERMP shall constitute the CMEEC Risk Management Policy, as such term is utilized in the RPSCs.

September 24, 2015

  
Edward DeMuzzio  
Secretary

**2.1.3.1 Target Commitment Levels**

Target Commitment Levels for base load, intermediate load, and peaking load resources are established annually for each year of the subsequent five (5) year period. The Target Commitment Levels for each energy resource requirement are defined in Exhibit 1 below. No less frequently than quarterly, CMEEC staff shall report actual performance and policy compliance in securing the Target Commitment Levels for the effective five (5) year period. The Risk Management Committee shall regularly review the performance and compliance report, and validate compliance.

**Exhibit 1**

<b>Type of Resource</b>	<b>Current Year Target Level</b>	<b>Year 1 Target Level</b>	<b>Year 2 Target Level</b>	<b>Year 3 Target Level</b>	<b>Year 4 Target Level</b>
<b>Minimum Base Load</b>	80% of the annual base load energy	60% of the annual base load energy	40% of the annual base load energy	20% of the annual base load energy	0%
<b>Maximum Base Load</b>	90% of the annual base load energy	90% of the annual base load energy	70% of the annual base load energy	60% of the annual base load energy	50% of the annual base load energy
<b>Minimum Intermediate Load</b>	75% of the annual intermediate load energy	50% of the annual intermediate load energy	25% of the annual intermediate load energy	0%	0%
<b>Maximum Intermediate Load</b>	90% of the annual intermediate load energy	80% of the annual intermediate load energy	70% of the annual intermediate load energy	60% of the annual intermediate load energy	50% of the annual intermediate load energy
<b>Peaking Commitment</b>		No more than the annual peaking energy resource requirement	No more than the annual peaking energy resource requirement	No more than the annual peaking energy resource requirement	No more than the annual peaking energy resource requirement

Resource commitments to achieve the Maximum and Minimum Target Commitment Levels for an impending year shall be secured no later than December 31 of the current year. As a consequence of the transition from current year to impending year target levels, the Maximum Target level in Exhibit 1 for the impending year may be temporarily exceeded during the period November 1 to December 31 as products are secured prior to commencement of the period.

In addition, the Target Commitment Levels for the Current Year in Exhibit 1 represent the annual portfolio commitments to be in effect as of the beginning of a given year. The minimum, monthly Target Commitment Levels defined in Section 2 below become applicable once transitioned into the Current Year. As a result of meeting these minimum monthly Target Commitment Levels, actual monthly

portfolio commitments may ultimately exceed the annual Target Commitment Levels for the Current Year in Exhibit 1.

1. Current year, monthly Target Commitment Levels are subject to the following provisions.

Prior to the start of a peak exposure month (January, February, March, July, August, and December), the sum of the estimated energy output from base energy resources, intermediate energy resources, and peaking resources shall be less than 90% of the forecasted energy requirements for all of the Rate 9 customers in aggregate. Prior to the start of a non-peak exposure month (April, May, June, September, October, and November), the sum of the estimated energy output from base energy resources, intermediate energy resources, and peaking resources shall be less than 70% of the forecasted energy requirements for all of the Rate 9 customers in aggregate.

The primary objective for performing this analysis will be to acquire a mix of resources to cover each month's expected energy requirements at a price that achieves the regional competitiveness and cost stability objectives. In calculating the respective monthly requirements for Base and Intermediate resources, the total of the Base plus the Intermediate resources will be based on the average load during the on-peak hours for each respective month. For each month, the Base resource requirement will be set at the level that minimizes the absolute value of the hourly deviations between Base and Intermediate resource levels and the projected hourly MEU load for the month.

On an after-the-fact basis, actual commitments may exceed the annual Maximum Target Commitment Levels defined herein due to deviations of actual load from forecasted load, levelized annual Commitment Target Levels, and taking deliveries from dispatchable contracts and call options exceeding originally planned dispatch levels due to contemporary favorable economic factors. When total actual commitments exceed total actual load by more than five percent (5%) in any given month, the Director of Portfolio Management shall submit to the Risk Management Committee a report summarizing the cause and effect of the realized excess commitment, including the definitive financial performance impact to the portfolio, and any specific recommendations to improve the policy and the associated processes and tools for future periods.

**Connecticut Municipal Electric Energy Cooperative**

**Board of Directors Meeting**

**Resolution 15-09-04**

**RESOLUTION FOR AUTHORIZATION TO NEGOTIATE AND EXECUTE NEW  
CUSTOMER CONTRACT WITH THE MDC**

**WHEREAS**, CMEEEC may from time to time enter into PSAs or other contracts with EPEs for the provision of Electric and Related Products consistent with CMEEEC’s ERMP, the MA and the RPSCs;

**WHEREAS**, CMEEEC’s operations can benefit from increases in its sales of Electric and Related Products and other services to authorized customers additional to those served under the RPSCs, through the creation of incremental CMEEEC Margin; provided such sales of Electric and Related Products are appropriately priced and subject to such contractual terms as properly provide for the risks associated with such sales;

**WHEREAS**, CMEEEC management has also developed a business plan which contemplates the supply of Electric and Related Products and provision of other services to the MDC, responsive to the MDC’s contracting structure and in conformity with the competitive supplier licensing requirements of Connecticut, if applicable, inclusive of an incremental volume of sales of energy of up to one hundred thousand (100,000) MWhs of electric energy during any annual period and for a term no longer than five (5) years running from the initial date of supply by CMEEEC;

**WHEREAS**, CMEEEC’s management previously presented the parameters of its proposed undertakings to supply the MDC Incremental Load to the Risk Management Committee of the Board of Directors on September 21, 2015 (the “MDC Transaction Parameters”);

**WHEREAS**, CMEEEC management, in connection with the development and presentation of the Parameters:

- (i) determined that CMEEEC may benefit from acquiring the right to supply Electric and Related Products to the MDC through the creation of incremental CMEEEC Margin;
- (ii) indicated the intent to supplying Electric and Related Products through a managed portfolio product structure with associated indicative pricing including CMEEEC fees; and
- (iii) recommended to the Board that:
  - (a) the Board authorize CMEEEC to negotiate, finalize, and execute appropriate agreements to supply Electric and Related Products and other services to the MDC on terms and under conditions that are consistent with and conform to the requirements of the ERMP, or otherwise reflect prudent mitigation of the associated risks;

(b) the Board direct that CMEEEC take necessary planning and actions, subject to Board approval for any required capital financing, to ensure the Financial Stability Objective and

associated metrics are maintained at prudent levels, including the maintenance of prudent and appropriate levels of working capital consistent with the requirements of any CMEEC credit agreements and other applicable standards;

(c) CMEEC adopt and /or undertake such terms and conditions, planning and actions, referred to in (a) and (b) above, in conformity with the MDC Transaction Parameters, and

(d) the Board authorize CMEEC management to negotiate and execute the requisite contractual documentation to allow it to supply Electric and Related Products to the MDC, contingent on the final selection of CMEEC, and to enter into any Third Party Transactions as are deemed appropriate and consistent with the ERMP and the MDC Transaction Parameters, to supply the Electric and Related Products to serve the MDC.

**WHEREAS**, the arrangements CMEEC will enter into to support its obligations to serve the MDC, comprise service to new partial requirements customers under CMEEC's Rate 10, and the costs incurred by CMEEC in connection with performing such contract and/or related thereto shall be recoverable as provided under such arrangements as further described in this Resolution; and

**WHEREAS**, the purchasers of Electric and Related Products comprising the MDC under such arrangements are Additional Power Purchaser(s) and the contractual arrangements to be entered into by CMEEC to serve the MDC as authorized by this Resolution, will constitute contract(s) entered into by CMEEC pursuant to the authority specified in the RPSCs, Sec. 25.

**NOW THEREFORE BE IT RESOLVED BY THE BOARD AS FOLLOWS:**

**Section 1.** The Board does hereby authorize the CEO to take such actions as he deems appropriate and necessary to be able to negotiate and execute the requisite contractual arrangements to allow CMEEC to supply the MDC with Electric and Related Products and to enter into Third Party Transactions for the procurement of Electric and Related Products to meet CMEEC's obligations pursuant to such contractual arrangements in conformity with the ERMP and the MDC Transaction Parameters and the understandings of this Resolution.

**Section 2.** The Electric and Related Products to be supplied to the MDC pursuant to this Resolution shall be authorized up to one hundred thousand (100,000) MWhs of incremental electric energy and any required related products during any annual period and for a term no longer than five (5) years running from the initial date of supply by CMEEC.

**Section 3.** The Board does hereby approve (a) the waiver of the requirements of the ERMP with respect to counter-party credit-rating for the power purchasers to be served under the MDC subject to the MDC Transaction Parameters as currently defined, provided that the CEO, the CFO and the CRRO determine the counter-party contractual default provisions are appropriate and prudent and such provisions are communicated to the RMC without objection, as evidenced in writing and subsequently amended or otherwise incorporated into the ERMP, and (b) such modification of the current CMEEC Approved Budget as is required to perform CMEEC's obligations under the contractual arrangements entered into to allow CMEEC to supply Electric and Related Products to the MDC pursuant to the MDC Transaction Parameters.

**Section 4.** The Board directs CMEEC management and staff to prepare and to submit to the RMC (i) for the RMC’s review and approval a financing plan to secure the additional funds required to support the additional working capital required to supply the MDC; and (ii) for the RMC’s review of and comment on the contract and contract arrangements negotiated with MDC, prior to the execution of such contract by CMEEC.

**Section 5.** The contractual undertakings entered into by CMEEC with the MDC as authorized by this Resolution shall provide for the recovery by CMEEC of the costs incurred by CMEEC in connection therewith and any A&G costs of CMEEC allocable to such activity first and fully from the customer(s) served; and any residual net benefit or responsibility for any otherwise unrecovered such costs, if any, resulting therefrom, shall be allocated to the Member Municipal Electric Utilities (“MMEUs”) only, with each such MMEU sharing in such net benefit or cost, if any, equal to its share, as generally determined, of CMEEC Net A&G as provided under the By-laws, and as an offset to the CMEEC Margin otherwise allocated to such MMEU.

September 24, 2015

  
Edward DeMuzzio  
Secretary

**Connecticut Municipal Electric Energy Cooperative**

**Board of Directors Meeting**

**Resolution 15-09-06**

**RESOLUTION FOR ADDITIONAL SALES TO CUSTOMERS**

**WHEREAS**, capitalized terms, not otherwise defined in the body of this Resolution, are as defined in the Attachment No. 1 to this Resolution.

**WHEREAS**, CMEEC previously established a program for the purchase and supply of Electric and Related Products to Third-Party CSP Customers (collectively, the “CSP”) pursuant to authorizations approved by CMEEC Board Resolutions Nos. 14-46 (City of Lowell MA, Municipal Aggregation Plan (“MAP”)), 14-47 (City of Marlborough, MA, MAP), 15-01-02 (State of Connecticut Purchasing Pool) and 15-01-03 (HCOG Incremental Load).

**WHEREAS**, pursuant to CMEEC Board Resolutions 15-08-01 and 15-08-02, CMEEC (i) entered into a Revolving Credit Agreement and the related documents with the Bank of Montreal (collectively, the “RCA”) and (ii) established the CSP and the RCA as an Additional Power Project (“APP”), pursuant to the RPSCs.

**WHEREAS**, CMEEC management (i) has presented a business plan and parameters for the expansion of the CSP (the “Expanded CSP Parameters”) for review and comment by the CMEEC RMC and Board and (ii) recommends that the Board authorize the Expanded CSP (the “Expanded CSP”), and establish such Expanded CSP as part of the same APP, as the previously authorized CSP, and with access to the RCA for working capital in the manner provided in the RCA.

**WHEREAS**, under the RPSCs, CMEEC is authorized to recover the costs of each APP from its Members in accordance with their respective Entitlement Allocations and as otherwise provided under the RPSCs; and

**WHEREAS**, CMEEC desires to authorize the Expanded CSP subject to the Expanded CSP Parameters, and establish it as part of the CSP APP and to modify the Prior CSP Authorizations, if and to the extent required to allow for performance by CMEEC of the CSP and the Expanded CSP.

**NOW THEREFORE BE IT RESOLVED BY THE BOARD AS FOLLOWS:**

**Section 1.** The Board does hereby authorize the Expanded CSP, which shall conform to the Expanded CSP Parameters and shall not exceed an additional 750,000 MWhs of energy (and its equivalent related Electric Products, if any) during any annual period (incremental to the volumes of Electric and Related Products previously authorized for supply by CMEEC by the Prior CSP Authorizations), nor any power purchase and/or sale obligation incurred in connection with such Expanded CSP with a contractual term of longer than five (5) years.

**Section 2.** The Project Parameters to the CSP APP, as modified by the Expanded CSP, are as set forth in Attachment No. 2 hereto.

**Section 3.** The Entitlement Allocations of each of the Members in the CSP APP, as modified by the Expanded CSP authorized by this Resolution, are and shall be determined in accordance with Section 4.1 of the Membership Agreement.

**Section 4.** All of the Prior CSP Authorizations are hereby modified if and to the extent required to authorize CMEEC's performance of such prior authorizations, inclusive of the Expanded CSP as authorized by this Resolution, and, as so, modified, ratified and confirmed.

September 24, 2015

  
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Edward DeMuzzio  
Secretary

## Attachment No. 1 – Defined Terms:

Capitalized terms, if not otherwise defined in the foregoing Resolution or in the RPSCs, are defined as follows:

1. **Additional Power Project (or APP):** an Additional Power project, as that term is defined under the RPSCs, and duly created under the RPSCs. RPSC, Section 5.
2. **Board:** the CMEEC Board of Directors.
3. **CEO:** CMEEC’s Chief Executive Officer.
4. **CFO:** CMEEC’s Chief Financial Officer.
5. **CMEEC:** the Connecticut Municipal Electric Energy Cooperative.
6. **CSP:** the Competitive Supplier Program entered into by CMEEC to supply the customers as designated through the Prior CSP Authorizations and as may be designated in the future by Board approval.
7. **CSP APP.** The Additional Power Project created with respect to the CSP (as authorized by the Prior CSP Authorizations, and, where applicable and in context, by the Expanded CSP).
8. **CSP Customers:** the customers which CMEEC is authorized to supply with Electric and Related Products as part of the CSP (as authorized by the Prior CSP Authorizations, and where applicable and in context, by the Expanded CSP).
9. **Electric Products:** as such term may be defined under the rules and tariffs of the ISO-NE.
10. **Electric and Related Products:** shall include Electric Products and other products, including RECs, required to serve the electric generation and related requirements of electric load serving entities within New England and the CSP Customers.
11. **Entitlement Allocation:** This term shall be as defined in the RPSCs.
12. **Expanded CSP:** the CSP, as modified by the incremental volumes of sales and additional CSP Customers authorized by this Resolution.
13. **HCOG:** the Hampshire Council of Governments.
14. **Members:** the City of Groton, the Borough of Jewett City, the City of Norwich, the Second Taxing District of the City of Norwalk, and the Third Taxing District of the City of Norwalk, each acting by and through its municipal electric utility and shall include any future municipal electric utility entering into a RPSC with CMEEC.
15. **Members’ Agreement:** The agreement by and among the Members, dated as of June 1, 2013.
16. **Municipal Aggregation Plan (or MAP) Customers:** Electric customers participating in approved municipal electric aggregation programs in Other States.
17. **Parameters:** See Attachment 2.
18. **Prior CSP Authorizations:** CMEEC Board Resolutions 14-46, 14-47, 15-01-02, 15-02-03, 15-08-01 and 15-08-02.
19. **RECs:** Renewable Energy Credits or similar such products comprising the environmental attributes of electric energy or power and constituting Electric and Related Products.
20. **Revolving Credit Agreement and Related Documents (or RCA).** The Credit Agreement Documents as defined in the RCA Supplemental Resolution.
21. **RMC:** the CMEEC Risk Management Committee.

- 22. RPSCs:** the Replacement Power Sales Agreements, as they may be amended, which CMEEC has entered into with each of the Members.
- 23. Third-Party CSP Customers:** any customers supplied by CMEEC with Electric and Related Products pursuant to the CSP (and, if applicable, the Expanded CSP).
- 24. Third Party Transactions:** any contracts for the supply of Electric and Related Products entered into by CMEEC with third-party suppliers as part of the CSP (and, if applicable, the Expanded CSP).

**Attachment No. 2 – Project Parameters.**

- 1. As defined in the Prior CSP Authorizations and as modified by the Expanded CSP, as authorized by this Resolution.**

**Connecticut Municipal Electric Energy Cooperative**

**Board of Directors Meeting**

**Resolution 15-09-07.**

**RESOLUTION AUTHORIZING THE DISSOLUTION OF SUSTAINABLE ENERGY ANALYTICS LLC**

**Whereas**, the Board of Directors (“BOD”) of Sustainable Energy Analytics, LLC (“SEA”) determined to discontinue and wind-up SEA’s operations in the first quarter of 2012, as provided in SEA BOD Resolution 12-02 (copy attached), but not including formal dissolution (which under the SEA Operating Agreement, dated April 24, 2008, as further described below, is a matter for CMEEC, as SEA’s sole member, to determine).

**Whereas**, since the date of the referenced SEA BOD Resolution, CMEEC staff has undertaken the necessary steps to discontinue and wind-up SEA’s operations

**Whereas**, upon dissolution, outstanding balances from operation discontinuation and wind-up may, and are projected to, exist on a positive balance basis after processing all final filings, with the current balance as of September 24, 2015 provided in Attachment 1. Any remaining balance, positive or negative, shall be administered by the CMEEC CEO and or CFO acting as SEA trustee

**Whereas**, SEA is a wholly owned subsidiary of CMEEC created by CMEEC pursuant to authority granted to CMEEC pursuant to Conn. Gen. Stat. Section 7-233e(b)(4) and (18) and implementing resolution of the CMEEC BOD, Resolution 07-33.

**Whereas**, the SEA Operating Agreement provides that SEA’s formal dissolution can be accomplished through the approval of the CMEEC BOD, SEA Operating Agreement, Section 13.2(c) (iii).

**Whereas**, CMEEC staff informed the CMEEC Board of Directors that all steps required for dissolution of SEA have been accomplished, other than steps to effect SEA’s formal dissolution through filings with the Secretary of State and the Labor Department of the State of Connecticut, and that SEA’s continued formal existence as a limited liability company gives rise to on-going administrative costs which will cease upon formal dissolution of CMEEC and completion of the requisite filings for dissolution with the relevant government authorities.

**NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE AS FOLLOWS:**

The CMEEC BOD does hereby approve the dissolution of SEA and authorizes the CMEEC CEO and CMEEC staff to undertake any and all additional filings and such other actions as are necessary and appropriate to satisfy the requirements of the SEA Operating Agreement to effect such dissolution.

September 24, 2015

  
Edward DeMuzzio, Secretary

Attachment 1

SEA Remaining Balance and Distribution

<b>SEA Dissolution Remaining Balance Distribution</b>		
<b>MEU</b>	<b>Ownership Share (%)</b>	<b>Balance Share (\$)</b>
GU	32.97%	\$ 800.18
NPU	20.44%	\$ 496.08
SNEW	5.51%	\$ 133.73
TTD	3.98%	\$ 96.59
JCDPU	1.28%	\$ 31.07
WED	35.82%	\$ 869.35
<b>Total</b>	<b>100.00%</b>	<b>\$ 2,427.00</b>