

The Connecticut Transmission Municipal Electric Energy Cooperative

Board of Directors' Special Meeting

December 21, 2009

MINUTES

A special meeting of the Board of Directors ("BOD") of the Connecticut Transmission Municipal Electric Energy Cooperative ("CT Transco") was held on December 21, 2009 at the offices of the Connecticut Municipal Electric Energy Cooperative ("CMEEC") in Norwich, Connecticut.

The meeting was legally noticed, as a special meeting, in compliance with all applicable legal requirements and all proceedings hereinafter described were taken while the meeting was open to the attendance of the public.

Mr. James Sullivan, chairman, called the meeting to order at 9:35 a.m. after determining that a quorum was present.

The following representatives and other persons were present or participated by telephone (as indicated):

Directors.

Bozrah Light and Power – Edward DeMuzzio (by telephone), David Collard
Groton – Paul Yatchko (by telephone), Edward DeMuzzio (by telephone)
Jewett City – Kenneth Sullivan (by telephone) Richard Throwe
Norwich - John Bilda, James Sullivan
South Norwalk –John Hiscock, Scott Whittier
Wallingford – George Adair, Richard Nunn

Also present were the following:

Maurice Scully, CT Transco, CEO
Philip Sussler, CT Transco, General Counsel
Christine Fischer, CMEEC, Director Power Supply.

Mr. Sussler recorded as Secretary, Pro Tem

Motion by Director Hiscock, seconded by Director Bilda to approve the schedule of regular meetings of the BOD of CT Transco during calendar year 2010 (copy attached)

Vote unanimous.

(09-04)

Motion by Director Bilda, seconded by Director Hiscock to enter into executive session for the propose of discussing the agenda item "contract review for potential transmission acquisition" which will involve the review of confidential documents and information with respect to which CT Transco has an engagement to maintain confidentiality.

Vote unanimous.

(09-05).

In addition to the directors, Mr. Scully, Mr. Sussler and Ms. Fischer remained in attendance during the executive session.

Motion by Hiscock, seconded by Bilda to come out of executive session.

Vote unanimous

(09-06).

Motion by Hiscock, seconded by Bilda to adjourn the meeting.

Vote unanimous.

(09-07).

There being no further business to be discussed, the meeting was adjourned at 11:40 a.m.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Philip Sussler".

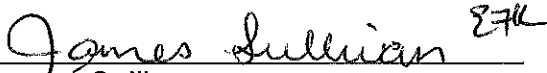
Philip Sussler, Secretary, Pro Tem

The Connecticut Transmission Electric Energy Cooperative

RESOLUTION 09-04

BE IT HEREBY RESOLVED that the Board of Directors of the Connecticut Transmission Municipal Electric Energy Cooperative (TRANSCO), in accordance with Section 1-21 of the General Statutes of Connecticut and Article III, Section 4, of the TRANSCO By-laws, establishes the following schedule of regular and annual meetings of the Board of Directors for **Calendar Year 2010**, noting that unless otherwise specified, all regular monthly meetings of the Board will begin immediately following the CMEEC Board meeting at approximately 12:30 pm at the Cooperative Office, 30 Stott Avenue, Norwich, Connecticut.

Thursday, January 28, 2010	Regular Board
Thursday, February 25, 2010	No Scheduled Meeting
Thursday, March 25, 2010	Regular Board
Thursday, April 22, 2010	Regular Board
Thursday, May 27, 2010	Regular Board
Thursday, June 24, 2010	Regular Board
Thursday, July 22, 2010	Regular Board
Thursday, August 26, 2010	Regular Board
Thursday, September 23, 2010	Regular Board
Thursday, October 28, 2010	Regular Board
Thursday, November 18, 2010	Regular Board
Thursday, November 18, 2010	Annual Membership
Thursday, November 18, 2010	Annual Board
Thursday, December 16, 2010	Regular Board


James Sullivan
Chairman of the Board