

CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE  
("TRANSCO")

Board of Directors' Meeting

July 26, 2012

MINUTES

A meeting of the Board of Directors of the Connecticut Transmission Municipal Electric Energy Cooperative ("CTMEEC" or "TRANSCO") was held on Thursday, July 26, 2012, at the Norwich Inn, 607 Thames Street Norwich, Connecticut. The meeting was legally noticed in compliance with State law and all proceedings hereinafter were taken while the meeting was open to the attendance of the public.

Chairman James Sullivan called the meeting to order at 12:11 P.M. and determined a quorum was present.

The following were present:

Directors and Alternate Directors:

Bozrah Light and Power Company – Edward DeMuzzio, David Collard  
Jewett City – Louis Demicco, Kenneth Sullivan  
Groton – Edward DeMuzzio, David Collard  
Norwich – James Sullivan, John Bilda Stephen Sinko  
East Norwalk – David Brown, George Leary, James Smith  
South Norwalk – Mark Harris, John Hiscock, Scott Whittier  
Wallingford – George Adair, David Gessert

Also present were the following:

Michael Cassella, CMEEC, Director, Customer Program Management  
Edward Pryor, CMEEC, Director, Finance and Accounting  
Drew Rankin, CMEEC, Chief Executive Officer  
Philip Sussler, CMEEC, General Counsel  
Gabe Stern, CMEEC, Director, Strategic Planning and Technical Services  
Brian Forshaw, CMEEC, Director Power Supply  
Ellen Kachmar, CMEEC, Office and Facility Manger  
Thomas Solinsky, CMEEC, Director of Asset Management  
Justin Connell, CMEEC, Modeling and Performance Analyst  
Kristen Rollins, CMEEC, Office and Executive Specialist

Ms. Rollins recorded

**Standard Action Items**

**(1) Approve Minutes of TRANSCO June 28, 2012 Board of Directors' Meeting**

**Motion by Director Brown, seconded by Director Kenneth Sullivan to approve the Minutes of the Transco June 28, 2012 Board of Directors' Meeting.**

**Vote for approval passed. Unanimous. (12-10)**

**Standard Agenda Items**

**(1) Resolution for Assumption and Assignment Agreements Creation and or Execution by CEO**

Mr. Rankin explained that what has been handed out to the Board is a revised resolution to the form of resolution that was included in the Board package. Included now is provision for entry into a transmission operating agreement for management of PTF facilities with respect to Bozrah. In all other respects the resolution is the same as the prior version.

**Motion by Director Hiscock, seconded by Director DeMuzzio to approve Resolution 12-11 "Assumption and Assignment Agreements Creating and or Execution by CEO", as amended and revised and presented to the meeting.**

**Vote for approval passed. Unanimous. (12-11)**

**(2) Resolution for the conditional withdrawal of Wallingford from Transco Membership**

Mr. Rankin and Mr. Sussler explained that by statute, following the 2011 amendments to Chapter 101a (the electric cooperative law), a TRANSCO member can unilaterally withdraw from membership based on its own decision, provided it complies with all contractual obligations owed by it to the cooperative. When TRANSCO was created prior to the 2011 amendments under the statute in its then effective version, consent of all members was required for withdrawal and the TRANSCO members signed and each are parties to a creating agreement to establish TRANSCO. The mechanism for withdrawal, notwithstanding the 2011 amendments given this background and the pre-existing contractual arrangement for membership, is to have each TRANSCO member approve an amendment to the TRANSCO creating agreement to allow Wallingford to withdraw. The proposed form of the amendment, included in the Board package, also provides that, for any future withdrawal of a member, consent of the other members will not be required, fully incorporating the effect of the 2011 amendment. The withdrawing member

will still be required to take the actions required under the statute for withdrawal and comply with its contractual undertakings.

Director Adair inquired whether there was a particular mandated sequence of actions by the members and Wallingford in order to effect the withdrawal. Mr. Sussler responded that there was no mandated sequence of actions, only that action by each member to approve and execute the amendment to the TRANSCO creating agreement and also by Wallingford with respect to the procedures directed by statute needed to occur in order for the withdrawal to be effective.

Director DeMuzzio inquired if the proposed amendment allows TRANSCO members to withdraw without further Board action. Mr. Sussler responded that was the effect of the proposed amendment to the TRANSCO creating agreement; but that all participants in Transmission Project No. 1 which had signed the GTSA would remain obligated under the terms of the GTSA, with such obligations unaffected by member withdrawal.

**Motion by Director Bilda, seconded by Director Hiscock, to approve the Resolution 12-12 “The conditional withdrawal of Wallingford from Transco Membership”.**

**Vote for approval passed. Unanimous. (12-12)**

**Objectives**

Performance objective Metric Review – Questions and Answers

There were no questions or concerns.

**Motion to adjourn the meeting made Director Brown, seconded by Director Demicco to adjourn meeting.**

**Vote for approval, passed. Unanimous. (12-13)**

There be no further matters to be discussed, the meeting was adjourned at 12:23 PM.



Philip L. Sussler  
Assistant Secretary