

**MARCH, 2011 MEETING
OF THE BOARD OF DIRECTORS OF
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC
ENERGY COOPERATIVE**

March 24, 2011

**CMEEC Offices
30 Stott Avenue, Norwich, Connecticut**

MINUTES

A regular meeting of the Board of Directors of the Connecticut Transmission Municipal Electric Energy Cooperative ("CTMEEC" or "Transco") was held on Thursday, March 24, 2011 at CMEEC's offices, 30 Stott Avenue, Norwich, Connecticut. The meeting was a regular meeting legally noticed in compliance with State law, and all proceedings hereinafter shown were taken while the meeting was open to the attendance of the public. Chairman Sullivan of the CTMEEC Board called the meeting to order at 12:35 P.M. Present for the meeting, representing each of the members of CTMEEC, were the following:

Bozrah -	Edward DeMuzzio, Paul Yatcko, David Collard
Groton -	Edward DeMuzzio, Paul Yatcko, David Collard
Norwich -	John Bilda, James Sullivan
Jewett City -	Kenneth Sullivan, Louis Demicco, Richard Throwe
East Norwalk -	George Leary.
South Norwalk -	John Hiscock, Scott Whittier, Mark Harris
Wallingford -	George Adair, Robert Beaumont

It was determined that this attendance constitutes a quorum of the Board of Directors.

Mr. Sussler recorded as Secretary Pro Tem.

Also present were:

Drew Rankin, CMEEC, CEO
Philip L. Sussler, CTMEEC, General Counsel
Maurice Scully, consultant to CTMEEC
Gabriel Stern, Director of Planning and Development, CMEEC

Chairman Sullivan summarized the reason for adoption of the resolution authorizing action with respect to the Black Rock Liquidity account for CTMEEC for use in its dealings with the Independent System Operator – New England, Inc. (“ISO-NE”), noting that a similar motion was discussed and approved during the CMEEC Board of Directors’ meeting with respect to the creation of the same type of account for CMEEC.

Motion to adopt the resolution creating authorizations for action with respect to the opening and administration of a Black Rock Liquidity account for CTMEEC was made by Director Bilda, seconded by Director Hiscock.

Voted for approval (unanimous) (11-05)

A copy of the resolution is attached hereto,

Mr. Scully and Mr. Rankin explained the development and project execution expenditures incurred to date and estimates of prospective expenditures to complete the project and the requested additional budgetary authorization with respect to the acquisition of the 345 kV transmission assets from Connecticut Light and Power Company (“CL&P”) and the financing of that acquisition (the “Project”), noting that the subject matter had also been discussed during the CMEEC BOD meeting.

Motion to adopt the resolution approving the revised project budget and funding arrangement by Director Bilda, seconded by Director DeMuzzio.

Voted for approval (with Directors Adair and Beaumont abstaining) (11-06)

A copy of the resolution is attached.

Mr. Scully described the planned structure of the proposed financing and contractual arrangements to accomplish the purchase of the CL&P transmission assets (Item 4 of the Meeting agenda). The financing will entail two-steps – issuance of initial short-term “option bonds” by both CMEEC and CTMEEC followed by a permanent take-out of the short-term financing. The option bonds will be collateralized by the existing power supply agreements (“PSAs”), while the permanent “take-out” of this short term financing will be supported by transmission services agreements (“TSAs”) which CMEEC proposes to enter into with each of the CTMEEC members following issuance of the option bonds but before their scheduled refinancing. The TSAs will provide the security for the long-term bonding to support the financing of the CL&P transmission assets acquisition by committing the participants in the acquisition to pay the fixed costs associated with this financing. A draft of the proposed TSA, subject to further review and comment, was distributed during the meeting.

Chairman Sullivan then described a proposed resolution (Item 5 of the meeting agenda) for the confirmation by the CTMEEC members other than Wallingford to subscribe to entitlement allocations comprising 100% of the Project with each of such members taking up, on a proportionate basis, the share not subscribed to by Wallingford.

A motion to approve the resolution was made by Director Yatchko, seconded by Director DeMuzzio.

Voted for approval (with Directors Beaumont, Adair and Hiscock abstaining). (11-07)

A copy of the resolution is attached hereto.

A motion was made to appoint certain officers of CTMEEC by Director Beaumont, seconded by Director Leary.

Voted for approval (unanimous). (11-08)

A copy of the resolution is attached hereto.

A motion to go into executive session to discuss certain pending matters relating to the Project was made by Director Hiscock and seconded by Director DeMuzzio. The basis for going into and deliberating in executive session is Conn. Gen. Stat. Section 1-200(6)(E) with respect to discussion of matters exempt from disclosure pursuant to Conn. Gen. Stat. Sections 1-210(b)(5)(A) and 1-210(b)(5)(B). The CTMEEC BOD went into executive session at 12:55 P.M. Present during the executive session, in addition to the Directors, were Mr. Rankin, Mr. Scully and Mr. Sussler

Voted for approval (unanimous) (11-09)

A motion to come out of executive session was made by Director Hiscock, seconded by Director Beaumont.

Voted for approval (unanimous) (11-10)

The CTMEEC BOD meeting came out of executive session at 1:07 P.M.

A motion to adjourn the meeting was made by Director Bilda, seconded by Director DeMuzzio.

Voted for approval (unanimous) (11-11)

The meeting was adjourned at 1:10 P.M.

There being no further business, the meeting was adjourned at 1:10 P.M.

Respectfully submitted,



Philip Sussler
General Counsel


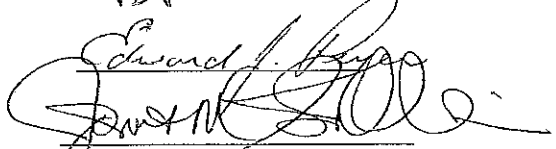
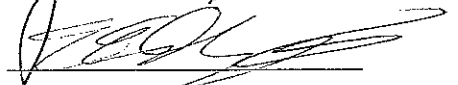
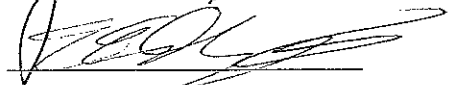


OFFICER'S CERTIFICATE RESOLUTION 11-05

I, the undersigned, Kenneth Sullivan hereby certify to BlackRock Liquidity Funds ("BLF"), that I am Secretary of the Connecticut Transmission Municipal Electric Energy Cooperative (the "Company"), a public body corporate and politic duly organized and existing under the laws of the State of Connecticut, U.S.A.; that the following is a true copy of a resolutions duly adopted by the Connecticut Transmission Municipal Electric Energy Cooperative Board of Directors (the "Board") at its meeting duly held on March 24, 2011, at which a quorum was present and acted throughout; and that such resolutions are in full force and effect, have not been amended or rescinded, and that there is no provision in Title 7, Chapter 101a of the Connecticut General Statutes authorizing the Company (the "Act") or by-laws (together, the "Governing Instruments") of the Company limiting the power of the Board to pass the following resolutions, which are in full conformity with the provisions of such Governing Instruments:

RESOLVED, that Company is authorized to open an account or accounts in such mutual fund portfolios and share classes as may be identified from time to time ("Accounts") with BlackRock Liquidity Funds ("BLF");

FURTHER RESOLVED, that each of the following individuals is empowered to open the Accounts and to effect transactions and select and change account options for the Company in the Accounts consistent with the terms described in the applicable BLF prospectus (each an "Authorized Person"):

NAME	TITLE WITH COMPANY	SIGNATURE
Drew Rankin	Chief Executive Officer	
Edward Pryor	Chief Financial Officer	
James Sullivan	Chairman of the Board	
Edward DeMuzzio	Vice-Chairman of the Board	

FURTHER RESOLVED, that any Authorized Person may by written communication add to or delete from the list one or more Authorized Persons at any time, and BLF and its service providers are fully protected in relying on any signature reasonably believed to be genuine;

FURTHER RESOLVED, that the Accounts and fund privileges selected from time to time by the Company have been duly authorized, and that the opening and maintaining of the Accounts and all transactions in connection therewith shall be governed by the provisions of the applicable BLF prospectus, as amended from time to time, and by such rules and regulations as BLF shall, from time to time promulgate and establish;

Connecticut Transmission
Municipal Electric Energy
Cooperative



30 Stott Avenue,
Norwich, CT 06360
860-889-4088 Fax 860-889-5138

FURTHER RESOLVED, that each Authorized Person hereby is authorized to sign and execute such applications and forms as BLF shall deem appropriate from time to time in connection with the opening and maintaining of the Accounts;

FURTHER RESOLVED, that the Company hereby adopts any forms of resolution reasonably required by BLF in connection with the Accounts;

FURTHER RESOLVED, that any and all transactions by any officers, representatives, employees or agents of the Company on its behalf and in its name with BLF prior to the delivery of a certified copy of these resolutions, are, in all respects, hereby ratified; and

FURTHER RESOLVED, that the Secretary of the Company, is hereby authorized and directed to certify to BLF that the foregoing resolutions were duly adopted, and that the provisions thereof are in full conformity with the Governing Instruments of the Company.

I further certify that the above-described persons are the persons who hold the offices noted next to their names and their signatures as set forth above are genuine.

IN WITNESS WHEREOF, I have hereunto set my signature on behalf of the Company.

CONNECTICUT TRANSMISSION MUNICIPAL
ELECTRIC ENERGY COOPERATIVE

Date: 3/24/11

Kenneth Sullivan
Kenneth Sullivan

Title Secretary

**CTMEEC BOARD OF DIRECTORS'
RESOLUTION 11-06
TRANSCO FUNDING APPROVAL**

WHEREAS, as previously acknowledged and affirmed by the CMEEC Board of Directors in resolution 09-97, it is the desire of the CMEEC Board of Directors Board to acquire certain transmission facilities located primarily in the Town of Wallingford currently owned and operated by Connecticut Light and Power Company (the "Transmission Facilities" acquired through the "Project") for the purpose of helping to control electric transmission costs;

WHEREAS, the municipal electric utilities have previously established the Connecticut Transmission Municipal Electric Energy Cooperative ("CTMEEC" or "TRANSCO") to implement the desire of the CMEEC Board of Directors to own transmission facilities and control transmission costs;

WHEREAS, as adopted and approved in Resolution 10-55, CMEEC has adopted a budget totaling \$750,999 with respect to the Project (the "Approved Budget");

WHEREAS, CMEEC plans to incur additional costs in connection with the Project inclusive of activities preparatory to and including an additional, unanticipated filing with the Federal Energy Regulatory Commission ("FERC") and additional effort in responding to unanticipated activity in the approval proceeding before the Department of Public Utility Control ("DPUC"), among other items, which are anticipated to entail incremental expenditures above the Approved Budget in the amount of \$549,001 (the "Revised Budget") as detailed in attachment 1 hereto;

WHEREAS, TRANSCO intends to incur cash expenditures in the ISO-NE application process and in becoming an Additional Participating Transmission Owner under the ISO -NE tariffs and the Transmission Operating Agreement ("TOA");

WHEREAS, the TRANSCO Board of Directors has previously approved the Transmission Acquisition Pre-Closing Limited Funding Agreement (the "Funding Agreement") which provides for the funding by CMEEC of certain costs, with rights in CMEEC for reimbursement by TRANSCO and/or designation of the use of such funds.

WHEREAS, the CMEEC Board of Directors have this date adopted CMEEC Board Resolution 11-XX which, authorizes the Revised Budget and funding of certain costs.

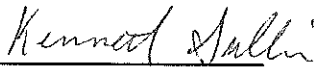
WHEREAS, all costs associated with the acquisition of the Transmission Facilities are intended to be capitalized at the time of financing over a period not less than eighteen years or expensed over a period not to exceed twenty-four (24) months, in the event of the termination of the Project.

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of TRANSCO acknowledges and authorizes the additional expenditure and accrual of amounts as acknowledged herein, up the level of the Revised Budget in connection with the acquisition of the Transmission Facilities by TRANSCO as a New

Project for the accrual of Preliminary Survey and Investigation Cost to be recovered from TRANSCO members.

BE IT FURTHER RESOLVED, that the Board of Directors of TRANSCO accepts the transfer of \$50,000 from CMEEC under the Transmission Acquisition Pre-Closing Limited Funding Agreement previously approved by the TRANSCO Board of Directors on November 15, 2010, which amount is included within the Revised Budget, where the intended use of such transferred amounts is to pay necessary expenditures required in the ISO-NE application process to be pursued by TRANSCO and in qualifying TRANSCO as an Additional Participating Transmission Owner under the ISO –NE tariffs and TOA.

March 24, 2011



Kenneth Sullivan
Secretary

TRANSCO Resolution 11-07

**REVISED ENTITLEMENT ALLOCATION FOR THE ACQUISITION OF
TRANSMISSION FACILITIES**

Whereas, the Connecticut municipal electric utilities desire to acquire an interest in electric transmission facilities as a way to reduce the increasing cost of paying for transmission service to the transmission owner utilities in Independent System Operator- New England, Inc. ("ISO-NE");

Whereas, Connecticut Transmission Municipal Electric Energy Cooperative ("TRANSCO") has requested, and the Connecticut Light and Power Company ("CL&P") has agreed, to allow the Connecticut municipal electric utilities to acquire through TRANSCO, certain high voltage electric transmission facilities owned and operated by CL&P (the "Transmission Facilities") (collectively TRANSCO and CL&P are referred to as the "Parties");

Whereas, TRANSCO with CMEEC has undertaken a two year negotiation with CL&P to acquire certain high voltage electric transmission facilities located primarily in Wallingford, Connecticut (the "Transmission Facilities"); and

Whereas, the original entitlement allocation for the acquisition of the Transmission Facilities comprising the Project was allocated pro-rata to all the TRANSCO members;

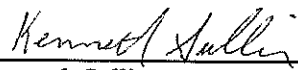
Whereas, on February 16, 2011 the Town of Wallingford Department of Public Utilities provided notice to CMEEC of its intent not to participate in the acquisition of the Transmission Facilities;

Whereas, the original entitlement allocation of the Town of Wallingford for the acquisition of the Transmission Facilities comprising the Project shall be allocated pro-rata to all the remaining TRANSCO members at the time of the closing of the acquisition with CL&P with the revised entitlement allocations being set forth on Attachment 1 hereto;

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

The revised entitlement allocations, in the same form as presented to this Board in Attachment 1, are hereby approved by each member of the Board of Directors acting on behalf of such member's electric municipal utility.

March 24, 2011



Kenneth Sullivan
Secretary

ATTACHMENT 1
REVISED ENTITLEMENT ALLOCATIONS OF THE TRANSMISSION FACILITIES

<u>TRANSCO</u> <u>Member</u>	<u>Revised</u> <u>Entitlement</u> <u>Percentage</u>	<u>Original</u> <u>Entitlement</u> <u>Percentage</u>
Groton	49.089%	32.014%
Norwich	30.440%	19.852%
South Norwalk	8.199%	5.347%
East Norwalk	5.919%	3.860%
Jewett City	1.913%	1.248%
Bozrah	4.440%	2.896%
Wallingford	<u>0.000%</u>	<u>34.783%</u>
Total	100.000%	100.000%

**Connecticut Transmission Municipal Electric Energy Cooperative
("TRANSCO")**


RESOLUTION 11-08

WHEREAS, it is the recommendation of the Board of Directors to amend the slate of officers for the year 2011 as approved in Resolution 10-09:

BE IT HEREBY RESOLVED that the Board of Directors elects the additional TRANSCO Officers to serve for the year 2011:

<u>Office</u>	<u>2011 Officers</u>
Chief Executive Officer	Drew Rankin
Chief Financial Officer	Edward Pryor

March 24, 2011



Kenneth Sullivan
Secretary