

DRAFT SUBJECT TO APPROVAL

**Minutes of the
Joint Governance Committee of the
Board of Directors of
Connecticut Municipal Electric Energy Cooperative
And
Connecticut Transmission Municipal Electric Energy Cooperative**

March 14, 2018

The Joint Governance Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” or “Transco”) met at the CMEEC offices on Wednesday, March 14, 2018.

Committee Chairman Ronald Gaudet called the meeting to order at 2:00 p.m.

The following Committee Members participated:

Groton Utilities – Chairperson, Ronald Gaudet
Jewett City - Richard Throwe
Bozrah Light & Power – Richard Tanger (via telephone)
Norwich Public Utilities - Grace Jones

The following non-Committee Members participated:

Groton Utilities - Jeffrey Godley
Bozrah Light & Power - Ralph Winslow

The following individuals from CMEEC participated:

Drew Rankin, CMEEC Chief Executive Officer
Robin Kipnis, CMEEC General Counsel
Scott Whittier, CMEEC Director of Enabling Services

Also participating via telephone: William Kowalski, Municipal Electric Consumer Advocate

Chairman Gaudet entertained a motion to modify the agenda to discuss clarification and a proposed resolution on Board compensation.

A motion was made by Committee Member Richard Throwe, seconded by Committee Member Grace Jones to modify the agenda to discuss clarification and a proposed resolution on Board compensation.

Ms. Kipnis walked through the additional bylaw changes made since the last meeting highlighting the clarification of the role of the Board of Directors in Article I, Section 6.3 of the Bylaws. She added that Mr. Rankin had suggested modifying the Bylaws to ensure that the position of General Counsel was appropriately identified as an officer of CMEEC. Previously, the General Counsel was not an employee of CMEEC so that the position was not considered to be an officer position.

Discussion followed regarding the indemnification provision of the Bylaws with Mr. Kowalski walking the Committee through his concerns on the scope of indemnification based on his review of the Connecticut General Statute provisions governing indemnification of non-stock corporate directors and employees. Ms. Kipnis indicated that there was a contrary interpretation of the scope of the statute and stated that the parties will attempt to come to a mutual understanding of the scope of the statutes.

The Committee will provide draft Bylaws to the Board of Directors for initial review with a notation that the indemnification provision remains under review.

Mr. Rankin discussed the resolution on Board compensation stating that it was drafted with the intention of clarifying certain issues with respect to the optionality allowed to non-employee board members with respect to their compensation. Member Representative Jeffrey Godley requested that, if a Member Representative, Alternate Member Representative or Municipal Representative opt not to take compensation, he or she be allowed to be reimbursed for actual expenses, including mileage. The Committee agreed that language addressing this request will be added to the resolution.

There being no further business to come before this Committee, Chairman Gaudet entertained a motion to adjourn.

A motion was made by Committee Member Jones, seconded by Committee Member Tanger to adjourn the meeting.

Meeting was adjourned at 3:23 p.m.