

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

**January 18, 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 Thursday, January 18, 2018.

Committee Chairman Ronald Gaudet called the meeting to order at 10:05 a.m.

**The following Committee Members participated:**

Groton Utilities – Chairperson, Ronald Gaudet (by telephone)  
Jewett City – Richard Throwe  
Bozrah Light and Power Company – Richard Tanger

**The following individuals from CMEEC participated:**

Drew Rankin, CMEEC, Chief Executive Officer  
Robin Kipnis, CMEEC, General Counsel

Also participating by telephone: William Kowalski, Municipal Electric Consumer Advocate.

Ms. Kipnis recorded.

**Specific Action Items**

The purpose of the meeting was to review the proposed bylaw changes drafted to essentially implement the provisions of Public Act 17-73. A red-line and clean copy of the proposed bylaw changes were provided to the Committee in advance of the meeting as well as a chart containing the existing bylaw provision, the proposed change, and the reason for the change.

Ms. Kipnis and Mr. Rankin walked the Committee through the proposed changes and responded to the questions presented as well as receiving input from the Chairman of the Committee, the participating Committee Members and the Municipal Electric Consumer Advocate. In general, Ms. Kipnis reported that the proposed bylaw changes reflect the addition to the CMEEC Board of Directors of the six (6) ratepayers appointed by the legislative bodies of the member municipal electric utilities, thereby increasing the membership of the CMEEC Board of Directors from twelve to eighteen members and altering the quorum requirements and the voting shares associated with the weighted vote procedures. The proposed bylaws also clarified that the additional ratepayer member of the CMEEC Board of Directors has full rights and responsibilities commensurate with the member utility representatives on the CMEEC Board of Directors.

Ms. Kipnis and Mr. Kowalski agreed to discuss the language relating to the Member Delegation and the scope of the indemnification provision, both of which are legacy bylaw provisions.

Mr. Rankin said the next steps would be to put the proposed bylaw changes before the Board of Directors as a whole and then to the Member delegation for a vote.

**A motion was made by Committee member Throwe, seconded by Tanger, to adjourn the meeting.**

There being no further business to come before this Committee, the meeting was adjourned at 12:05 p.m.