

**Connecticut Municipal Electric Energy Cooperative (CMEEC)**

**Special Member Delegation Meeting**

**June 7, 2017**

**MINUTES**

A special meeting of the CMEEC Member Delegation (the “Delegation”) was held at the Madison Beach Hotel, 94 West Wharf Road, Madison, CT, on June 7, 2017.

The meeting was legally noticed in compliance with Connecticut State law, pursuant to a notice transmitted to the clerks of CMEEC’s respective member municipal electric utilities (the “Meeting Notice”) and all proceedings and actions hereinafter taken during the course of the special meeting were recorded during the publicly open portions of the meeting.

Chairman Kenneth Sullivan called the meeting to order at 3:35 p.m. and determined a quorum was present.

**The following Member Delegates and Alternates were present and participated:**

Norwich – John Bilda (Member Delegate)  
Jewett City – Louis Demicco (Member Delegate); Kenneth Sullivan  
Groton Utilities – Jeffrey Godley (Alternate Member Delegate)  
Bozrah Light and Power Company – Ronald Gaudet (Member Delegate)  
South Norwalk – Paul Yatcko (Member Delegate) (via telephone)  
East Norwalk – James Smith (Member Delegate)

**The following individuals from CMEEC management participated:**

Drew Rankin, CMEEC, Chief Executive Officer  
Edward Pryor, CMEEC, Chief Financial Officer  
Robin Kipnis, CMEEC, General Counsel

Ms. Kipnis recorded.

**A Motion was made by Delegate Demicco, seconded by Delegate Gaudet, to enter into Executive Session for the purpose of the Review of CMEEC 2016 Equity Values and Decision Alternatives, with direction to exit executive session upon completion of such discussion.**

**Vote passed unanimously.**

**(MD 17-06-01)**

The basis for the going into executive session was Conn. Gen. Stat. Section 1-200(6) (E) (entailing discussion of any matter which would result in the disclosure of public records or the information contained therein described in sub-sections (b) (1), (5), (7) and (10) of Conn. Gen. Stat. Section 1-210).

Thereupon the meeting went into executive session at 3:36 p.m. Present during the executive session were each of the Member Delegates, Member Delegate Alternates, Members of the

Board and Messrs. Rankin and Pryor and Ms. Kipnis. The meeting exited executive session at 4:30 p.m.

**A Motion was made by Delegate Demicco, seconded by Delegate Bilda, to approve the following resolution:**

**WHEREAS**, the Connecticut Municipal Electric Energy Cooperative (“CMEEC”) has exceeded its Target Equity Level for the calendar year 2016 as that is defined in the CMEEC Membership Agreement;

**WHEREAS**, the excess in Target Equity (“Distribution Eligible Equity”) is available for distribution as provided in the CMEEC Membership Agreement by a vote of the Member Delegation as provided in the CMEEC Bylaws; and

**WHEREAS**, the Member Delegation has, after discussion and consideration of the variables associated with the distribution of Distribution Eligible Equity, voted to distribute the Distribution Eligible Equity to the Distribution Eligible Member as provided below.

**NOW, THEREFORE BE IT RESOLVED**, that the CMEEC Member Delegation approves the allocation of forty-four (44%) percent of the Distribution Eligible Equity for calendar year 2016 to the Distribution Eligible Members in the manner provided in the CMEEC Membership Agreement, with each CMEEC Member System to determine how to allocate the distribution and further, that the Member Delegation to vote on allocating the remaining 2016 Distribution Eligible Equity no later than December 31, 2017.

**All Member Delegates voted in favor of the Resolution with the exception of Member Delegate Yatcko, who voted against the Resolution.** (MD 17-06-02)

**A motion to adjourn the meeting was made by Delegate James Smith, seconded by Delegate Gaudet.**

**Vote passed unanimously.** (MD 17-06-03)

There being no further business to come before the Board, the meeting was adjourned at 4:44 p.m.