
**CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
TRANSMISSION SERVICES REVENUE BONDS, 2021 SERIES A BONDS
SECOND SUPPLEMENTAL REVENUE BOND RESOLUTION**

Adopted February 27, 2020

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I DEFINITIONS AND STATUTORY AUTHORITY	1
Section 1.01. Supplemental Resolution	1
Section 1.02. Definitions.....	1
Section 1.03. Authority for this Second Supplemental Revenue Bond Resolution	1
ARTICLE II AUTHORIZATION OF 2021 SERIES A BONDS	1
Section 2.01. Principal Amount, Designation and Series	1
Section 2.02. Purpose.....	2
Section 2.03. Principal Amounts, Date, Maturities, Interest Rates and Other Details of the 2021 Series A Bonds	2
Section 2.04. Denomination, Numbers, Letters and Execution.....	2
Section 2.05. Place of Payment and Paying Agent	2
Section 2.06. Parameters.....	2
Section 2.07. Application of Proceeds of 2021 Series A Bonds.....	3
Section 2.08. Tax Covenant Relating to the Internal Revenue Code of 1986.....	3
Section 2.09. Application of Amounts in Primary Subaccount	4
ARTICLE III SALE OF 2021 SERIES A BONDS.....	4
Section 3.01. Submission of Various Documents.....	4
Section 3.02. Approval of Purchase Contract	4
Section 3.03. Approval of Continuing Disclosure Agreement	5
Section 3.04. Approval of Escrow Agreement	5
Section 3.05. Book Entry Bonds.....	5
Section 3.06. Authorization of Other Officers.....	5
Section 3.07. Amendment of the Original Resolution.....	6
Section 3.08. Effective Date	6

SECOND SUPPLEMENTAL REVENUE BOND RESOLUTION AUTHORIZING TRANSMISSION SERVICES REVENUE BONDS, 2021 SERIES A

BE IT RESOLVED by Connecticut Municipal Electric Energy Cooperative (“CMEEC”) as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

Section 1.01. Supplemental Resolution. This resolution is supplemental to, and is adopted in accordance with Article II and Article X of, a resolution adopted by CMEEC on March 22, 2012, entitled “Transmission Services Revenue Bond Resolution” (said Resolution is herein referred to as the “Original Resolution”).

Section 1.02. Definitions. (a) All terms which are defined in Section 101 of said Original Resolution shall have the same meanings, respectively, in this Second Supplemental Revenue Bond Resolution as such terms are given in said Section 101 of the Original Resolution.

(b) In this Second Supplemental Revenue Bond Resolution:

Book-Entry Bonds shall mean the 2021 Series A Bonds registered in the name of the nominee of DTC, or any successor securities depository for such 2021 Series A Bonds, as the registered owner thereof pursuant to the terms and provisions of Section 6.09 hereof.

Certificate of Determination shall mean a certificate of an authorized Officer of CMEEC delivered pursuant to Section 2.03 and Section 2.06 of this Second Supplemental Revenue Bond Resolution setting forth certain terms and provisions of the 2021 Series A Bonds.

Refunded Bonds shall mean all or a portion of CMEEC’s outstanding Transmission Services Revenue Bonds, 2012 Series A.

2021 Series A Bonds shall mean CMEEC’s Transmission Services Revenue Bonds, 2021 Series A, authorized by Section 2.01 of this Second Supplemental Revenue Bond Resolution.

Section 1.03. Authority for this Second Supplemental Revenue Bond Resolution. This Second Supplemental Revenue Bond Resolution is adopted pursuant to the provisions of the Act.

ARTICLE II

AUTHORIZATION OF 2021 SERIES A BONDS

Section 2.01. Principal Amount, Designation and Series. Pursuant to the provisions of the Resolution, a Series of Bonds entitled to the benefit, protection and security of such provisions is hereby authorized in the aggregate principal amount not to exceed \$15,000,000. Such Bonds

shall be designated as, and shall be distinguished from the Bonds of all other Series by the title, "Transmission Services Revenue Bonds, 2021 Series A."

Section 2.02. Purpose. The purpose for which the 2021 Series A Bonds are issued is to provide funds, together with certain available funds, to effectuate the refunding of the Refunded Bonds, and to pay costs of issuance of the 2021 Series A Bonds. The specific Series and maturities within a Series to be refunded by the 2021 Series A Bonds will be set forth in the hereinafter defined Escrow Agreement.

Section 2.03. Principal Amounts, Date, Maturities, Interest Rates and Other Details of the 2021 Series A Bonds. (a) The 2021 Series A Bonds shall be dated the date of delivery, shall mature on January 1 in the years and in the principal amounts, and shall bear interest from the date, payable semi-annually on January 1 and July 1 of each year, commencing on January 1, 2022, as shall be provided in the Certificate of Determination;

(b) The 2021 Series A Bonds shall have such redemption provisions (including Sinking Fund Installments) if any, as shall be set forth in the Certificate of Determination.

(c) The 2021 Series A Bond are deemed a Series of Bonds secured by the Primary Subaccount.

Section 2.04. Denomination, Numbers, Letters and Execution. The 2021 Series A Bonds shall be issued in denominations of \$100,000 or any integral multiple thereof. Unless CMEEC shall otherwise direct, the 2021 Series A Bonds shall be numbered from one upward in order of maturity, preceded by the letter "R" and such other letter as determined by the Trustee prefixed to the number. Subject to the provisions of the Original Resolution, the form of the 2021 Series A Bonds and the Trustee's certificate of authentication shall be substantially in the form set forth in Section 1301 of the Original Resolution.

Section 2.05. Place of Payment and Paying Agent. The principal and Redemption Price, if any, of the 2021 Series A Bonds shall be payable at the principal corporate trust office of U.S. Bank National Association, Hartford, Connecticut. Interest on the 2021 Series A Bonds shall be payable by check or draft of the Trustee mailed to the Holders on the Regular Record Date as shown on the registration books held by the Trustee. The principal and Redemption Price, if any, of the 2021 Series A Bonds shall also be payable at any other place which may be provided for such payment by the appointment of any other Paying Agent or Paying Agents as permitted by the Original Resolution.

Section 2.06. Parameters. 1. The following provisions are applicable to the sale and issuance of the 2021 Series A Bonds:

(a) The 2021 Series A Bonds shall be sold to the hereinafter defined Purchaser at an aggregate Purchaser' discount or compensation which shall not exceed two-tenths of one percent (0.2%) of the principal amount of the 2021 Series A Bonds.

(b) The final maturity of the 2021 Series A Bonds shall not be later than January 1, 2042.

(c) The aggregate present value savings for refunding the Refunded Bonds shall not be less than seven percent (7%) of the principal amount of the Refunded Bonds.

(d) The true interest cost on the 2021 Series A Bonds shall not exceed 4.00%.

2. The information set forth in each of the clauses of subsection 1 of this Section 2.06 as well as the principal amount and maturities of the 2021 Series A Bonds shall be set forth in the 2021 Series A Certificate of Determination.

Section 2.07. Application of Proceeds of 2021 Series A Bonds. The proceeds of the 2021 Series A Bonds shall be applied simultaneously with the delivery of the 2021 Series A Bonds, as follows:

(i) there shall be transferred to the Trustee, for deposit in the Escrow Account in the Escrow Agreement, an amount, as set forth in the order to the Trustee to authenticate and deliver the 2021 Series A Bonds, which is necessary to provide for the redemption of the Refunded Bonds on January 1, 2022; and

(ii) the remaining balance of the proceeds shall be transferred to CMEEC to be deposited in the 2021 Series A Cost of Issuance Account, which Account is hereby created, and shall be applied to pay the costs of issuance of the 2021 Series A Bonds. Any amounts on deposit in said 2021 Series A Cost of Issuance Account which is not applied by CMEEC to the payment of the costs of issuance shall be transferred to the Revenue Fund.

Section 2.08. Tax Covenant Relating to the Internal Revenue Code of 1986. In order to maintain the exclusion from gross income for Federal income tax purposes of interest on the 2021 Series A Bonds, and for no other purpose, CMEEC covenants to comply with each applicable requirement of the Code, necessary to maintain such exclusion. In furtherance of the covenant contained in the preceding sentence, CMEEC agrees to comply with the provisions of the Tax and Nonarbitrage Certificate (the "Tax Certificate"), delivered on the date of initial issuance and delivery of the 2021 Series A Bonds, as such Tax Certificate may be amended from time to time, as a source of guidance for achieving compliance with the Code.

Notwithstanding any other provisions of the Original Resolution to the contrary, upon CMEEC's failure to observe, or refusal to comply with, the above covenant, neither the Holders of the Bonds of any Series (other than the 2021 Series A Bonds or the Trustee acting on their behalf), nor the Trustee acting on their behalf, shall be entitled to exercise any right or remedy provided to the Bondholders or the Trustee under the Original Resolution based upon CMEEC's failure to observe, or refusal to comply with, the above covenant.

CMEEC covenants and agrees that it shall not take any action or omit to take any action, which action or omission, if reasonably expected on the date of initial issuance and delivery of the

2021 Series A Bonds, would cause any of such 2021 Series A Bonds to be “private activity bonds” or “arbitrage bonds” within the meaning of Sections 141(a) and 148, respectively, of the Code.

Notwithstanding any other provisions of this Second Supplemental Revenue Bond Resolution to the contrary, so long as necessary to maintain the exclusion from gross income for Federal income tax purposes of interest on the 2021 Series A Bonds, the covenants contained in this section shall survive the payment of the 2021 Series A Bonds and the interest thereon, including any payment or defeasance thereof pursuant to Section 1201 of the Original Resolution.

Section 2.09. Application of Amounts in Primary Subaccount. Pursuant to subsection 6 of Section 508 of the Original Resolution, the Trustee is hereby directed to transfer the amounts in the Primary Subaccount in the Debt Service Reserve Fund created for the Refunded Bonds to the Escrow Fund created under the hereinafter defined Escrow Agreement in the amount set forth in the Escrow Agreement. The amount remaining in the Primary Subaccount, upon the refunding of the Refunded Bonds, shall be deemed for the benefit and security of the 2021 Series A Bonds.

ARTICLE III

SALE OF 2021 SERIES A BONDS

Section 3.01. Submission of Various Documents. In connection with the issuance, securing and sale of the 2021 Series A Bonds, there have been prepared and submitted to this meeting:

(i) the Forward Delivery Bond Purchase Agreement relating to the 2021 Series A Bonds (the “Purchase Contract”), between CMEEC and Morgan Stanley & Co. LLC (the “Purchaser”), to be dated the date of pricing of the 2021 Series A Bonds;

(ii) the form of Continuing Disclosure Agreement of CMEEC relating to the 2021 Series A Bonds (the “Continuing Disclosure Agreement”), to be dated the Closing Date provided in the Purchase Contract; and

(iii) the form of the Escrow Deposit Agreement relating to the Refunded Bonds (the “Escrow Agreement”), between CMEEC and the Trustee, to be dated the date of delivery of the 2021 Series A Bonds.

Section 3.02. Approval of Purchase Contract. The 2021 Series A Bonds shall be sold to the Purchaser, on the terms and conditions set forth in the Purchase Contract and at the purchase price set forth in the Purchase Contract. The Purchase Contract is hereby approved in the form submitted to this meeting, with such changes thereto as are deemed necessary by General Counsel or Bond counsel; the Chairman, the Treasurer, the Vice-Chairman or the Chief Executive Officer are, and each of them hereby is, authorized on behalf of CMEEC to execute the Purchase Contract and to deliver it to the Purchaser; and said officers and all other officers of CMEEC are hereby authorized and directed to carry out or cause to be carried out all obligations of CMEEC under said Purchase Contract and to take all action contemplated to be taken by CMEEC pursuant to the terms of said Purchase Contract.

Section 3.03. Approval of Continuing Disclosure Agreement. The Continuing Disclosure Agreement is hereby approved substantially in the form submitted to this meeting, with such changes thereto as are deemed necessary by General Counsel or Bond counsel; the Chairman, the Treasurer, the Vice-Chairman or the Chief Executive Officer are, and each of them hereby is, authorized on behalf of CMEEC to execute the Continuing Disclosure Agreement, and to deliver the Continuing Disclosure Agreement; and said officers and all other officers of CMEEC are hereby authorized and directed to carry out or cause to be carried out all obligations of CMEEC under the Continuing Disclosure Agreement, and to take all action contemplated to be taken by CMEEC pursuant to the terms of the Continuing Disclosure Agreement.

Section 3.04. Approval of Escrow Agreement. The Escrow Agreement is hereby approved substantially in the form submitted to this meeting, with such changes thereto as are deemed necessary by General Counsel or Bond counsel; the Chairman, the Treasurer, the Vice-Chairman or the Chief Executive Officer are, and each of them hereby is, authorized on behalf of CMEEC to execute the Escrow Agreement, and to deliver the Escrow Agreement; and said officers and all other officers of CMEEC are hereby authorized and directed to carry out or cause to be carried out all obligations of CMEEC under the Escrow Agreement, and to take all action contemplated to be taken by CMEEC pursuant to the terms of the Escrow Agreement.

Section 3.05. Book Entry Bonds. (a) CMEEC hereby determines that the 2021 Series A Bonds shall be exclusively in “book entry” form. The Purchaser have informed CMEEC that the initial owner of the 2021 Series A Bonds shall be Cede & Co., on behalf of DTC, which shall hold one or more immobilized certificates representing the 2021 Series A Bonds. All transfers of 2021 Series A Bonds shall be effected as set forth in the Original Resolution; provided that CMEEC understands and agrees that DTC shall establish procedures with its participants for recording and transferring the ownership of beneficial interests in the 2021 Series A Bonds and providing for payment of interest and for auction procedures, as applicable.

(b) For purposes of determining the consents of Holders of the 2021 Series A Bonds under the Original Resolution, the Trustee shall establish a record date for determination of ownership of such Bonds, and shall give to DTC or any successive securities depository at least fifteen (15) calendar days’ notice of any record date so established.

(c) CMEEC may thereafter amend the Original Resolution without notice to or consent of the Holders of the 2021 Series A Bonds in order (i) to offer to Holders the option of receiving 2021 Series A Bonds in certificated form or (ii) to require the execution and delivery of certificates representing a portion or all of the 2021 Series A Bonds, (a) if DTC shall cease to serve as depository and no successor can be found to serve upon terms satisfactory to CMEEC, or (b) if CMEEC determines to terminate use of book entry form for the 2021 Series A Bonds.

Section 3.06. Authorization of Other Officers. (a) The Chairman, the Treasurer, the Vice-Chairman, the Chief Executive Officer, the Secretary, the Assistant Treasurer, and the Assistant Secretaries are, and each of them hereby is authorized to execute such documents, instruments and papers, to open such bank accounts or custodian accounts, and do such acts and

things as may be necessary or advisable in connection with the authorization, sale and issuance of, and security for, the 2021 Series A Bonds.

(b) For the purpose of executing documents, instruments and papers in connection with the issuance of the 2021 Series A Bonds, each of the Chief Financial Officer and General Counsel is hereby appointed an Assistant Secretary.

Section 3.07. Amendment of the Original Resolution. The first paragraph of the Definition of Debt Service Reserve Requirement is amended to read as follows:

Debt Service Reserve Requirement shall mean, as of any date of calculation, (i) with respect to the Primary Subaccount, an amount, calculated as of the date of original issuance of each Series of Bonds, equal to fifty percent of maximum annual Aggregate Debt Service for the then current or any future Fiscal Year, and which are designated for a Series of Bonds by the Resolution as being secured by the Primary Subaccount, and (ii) with respect to each additional subaccount, if any, created in the Debt Service Reserve Account, the amount specified in the Supplemental Resolution pursuant to which such subaccount shall be established.

Section 3.08. Effective Date. Other than Section 3.07 which shall take effect upon the issuance of the 2021 Series A Bonds, this Second Supplemental Revenue Bond Resolution shall take effect immediately.

CERTIFICATE OF ASSISTANT SECRETARY

I, the undersigned Secretary of the Connecticut Municipal Electric Energy Cooperative (“CMEEC”) HEREBY CERTIFY that the Resolution attached hereto was duly adopted at a meeting of CMEEC duly called and held on February 27, 2020, and that said Resolution has been compared by me with the original thereof, and it is a correct transcript therefrom, and the whole of said original, and that said Resolution has not been altered, amended or repealed, and is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of CMEEC this ____ day of _____, ____.

Assistant Secretary