

SUBJECT TO BOARD APPROVAL

MINUTES OF THE REGULAR MEETING OF
THE BOARDS OF DIRECTORS OF

CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

July 27, 2023

The Regular Meeting of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” dba Transco) was held via Zoom on Thursday, July 27, 2023 at 10:00 a.m.

The meeting was legally noticed in compliance with Connecticut General Statutes and all proceedings and actions thereafter occurred during the publicly recorded portions of the meeting.

The following Member Representatives / Alternate Member Representatives / Municipal Representatives participated:

Groton Utilities: Ronald Gaudet, Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Norwich Public Utilities: Christopher LaRose, Stewart Peil, Robert Staley
Norwich Municipal Representative: David Eggleston
Bozrah Light & Power: William Ballinger, Scott Barber
South Norwalk Electric & Water: Alan Huth
South Norwalk Municipal Representative: Dawn DelGreco
Third Taxing District, East Norwalk: Kevin Barber, Michele Sweeney
East Norwalk Municipal Representative: Pete Johnson
Jewett City Department of Public Utilities: Louis Demicco, Kenneth Sullivan
Jewett City Municipal Representative: George Kennedy

The following CMEEC staff participated:

Dave Meisinger, CMEEC CEO
Bella Chernovitsky, CMEEC Director of Business Intelligence
Michael Cyr, CMEEC Director of Portfolio Management
Candice DiVita, CMEEC Financial Analyst
Patricia Meek, CMEEC Director of Finance & Accounting
Joanne Menard, CMEEC Controller
Michael Rall, CMEEC Director of Asset Management
Gabriel Stern, CMEEC Director of Technical Services
Walter Szymanski, CMEEC Conservation & Load Management Specialist
Candice DiVita, CMEEC Financial Analyst
Ellen Kachmar, CMEEC Office & Facilities Manager
Margaret Job, CMEEC Paralegal and Compliance Manager

The following CMEEC staff participated:

Leslie Williams, CMEEC Principal Accountant
Heidi Winnick, CMEEC Financial & Treasury Analyst

Others participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Chair Kevin Barber called the meeting to order at 10:00 a.m. He stated for the record that today's meeting is being held via Zoom and in person. Chair Barber requested all participants mute their devices unless speaking to eliminate confusion and background noise. He requested that those present state their name when speaking for clarity of the record.

Specific Agenda Item

A Public Comment Period

No public comment was made.

B Roll Call / Voting Roster

Ms. Job conducted roll call identifying voting persons at today's meeting. Chair Barber confirmed a quorum was present.

C Approve the Minutes of the June 22, 2023 Regular Meeting of the Boards of Directors

A motion was made by Municipal Representative Oefinger, seconded by Municipal Representative Johnson to Approve the Minutes of the June 22, 2023 Regular Meeting of the Boards of Directors

Motion passed unanimously.

23-07-01

D June 2023 Master Dashboard

Mr. Meisinger explained that the Member Power Cost and Member Return for June came in at \$91/MWh which is \$5 below budget. He added that year-to-date came in at \$119 which is on budget. The drivers for these results were lower forecast loads and lower than anticipated spot market pricing.

Regional Competitiveness came in below budget at 64% for the month, 43% below budget for year-end. Mr. Meisinger explained the drivers being the same as noted above as well as the rates of our primary regional competitor being higher than originally estimated for the year.

E June 2023 Project Portfolio

Mr. Rall explained that the Project Portfolio realized a good month overall versus the budget. He noted that MicroGen came in above budget due to avoided costs coming in higher than budget and maintenance expenses coming in under budget. Mr. Rall added that Subase Fuel Cell was higher than budget due to lower than budgeted Power Purchase Agreement (PPA) and fuel expenses coming in lower than budget as the result of language that was negotiated in the amended PPA.

Mr. Rall explained that year -to-date, the project portfolio performance is below budget and year-end performance is projected to be below budget.

F June 2023 Energy Market Update

Mr. Cyr provided a high-level overview of the Energy Market Analysis for May highlighting the results of the previous month and how they were impacted by load, Energy Costs, Weather, Natural Gas Costs, and Oil Costs. Mr. Cyr then explained the mitigating actions taken to remain in compliance with the Enterprise Risk Management Policy.

Mr. Cyr explained that forward energy prices will be very liquid over the next five years which he opined is the result of current and near past volatility. He further opined that pricing will come down closer to years 2024 through 2028.

G Committee Reports

Ad Hoc CEO Performance and Compensation Committee

Chair Barber, Ad Hoc CEO Performance and Compensation Committee Chair, explained that the Committee met in March and April to complete Mr. Meisinger's 2022 performance review. The results of those meetings were reported to the Board of Directors at its meeting in April along with a copy of Mr. Meisinger's goals for 2023. He further explained that the Committee met on July 17, 2023 to discuss an adjustment to Mr. Meisinger's 2023 base salary. Chair Barber explained that at that meeting, the Committee utilized the results of a compensation market study provided by Winston Tan of Intandem, LLC. Based on the results of the study and the Committee's approach and targeted benchmarks from that study, the Committee recommended approval from the Board of a five percent (5%) increase to Mr. Meisinger's base salary retroactive to January 1, 2023.

- Possible Vote to Approve CEO Adjustment to CEO Base Compensation

At this time Chair Barber turned the Board's attention to the resolution authorizing an increase to Mr. Meisinger's base salary that was provided with the Board materials in advance of today's meeting. He entertained a motion to approve the resolution.

A motion was made by Member Representative Gaudet, seconded by Municipal Representative Johnson to Approve the Resolution Authorizing a five percent (5%) adjustment to the CEO base compensation retroactive to January 1, 2023.

Motion passed unanimously.

23-07-02

Chair Barber thanked the Committee for their work and those members of the Board who were able to attend Committee meetings for their input. Mr. Meisinger also thanked Chair Barber and the Committee for the work they performed and for their continued confidence in him and support for the efforts of him and his staff.

Risk Management Committee

Member Representative Ronald Gaudet, Risk Management Committee Chair, explained that the Committee met on July 20, 2023 and held most of the meeting in Executive Session to receive project proformas for MicroGen, Community Solar Garden, Battery Storage and Subbase Fuel Cell from Mr. Rall, as well as an overview of the status of certain potential projects and initiatives. He added that Mr. Rall created a public summary of the results of those proformas which was provided with the Board materials in advance of today's meeting. Mr. Rall then gave a brief overview of the public summary.

Budget & Finance Committee

Member Representative Christopher LaRose, Budget & Finance Committee Chair, explained that the Committee met on July 26, 2023. The Committee reviewed operating results for the second quarter, including a presentation by CMEEC staff member Richard Gaudet on the Primary Impacts on Rate 9 Demand Year-to-Date. The Committee decided that this presentation will become part of the annual budget process going forward. Ms. Meek led the Committee through an overview of the Municipal Competitive Trust accounts and the status of the 5-Year Financial Plan. Member Representative LaRose explained further that the first meeting of the 2024 budget process will be on September 15, 2023 with Board vote to approve the CMEEC 2024 Budget on November 16, 2023.

Chair Barber reminded the Board that their participation is encouraged at the upcoming scheduled budget meetings, even if they are not members of the Committee.

H MEU Roundtable

Each of the General Managers of the MEUs provided a brief update on initiatives in their respective territories.

I New Business

Mr. Meisinger provided brief updates on various topics. With respect to the restitution proceedings in the criminal trial, a hearing was held on July 12, 2023 which certain Board members and CMEEC staff attended. He informed the Board that CMEEC and

the Government filed responses to defendants' opposition to the Government's initial restriction memorandum on July 26, 2023. Mr. Meisinger stated that Joseph Martini, Esq., has indicated that the judge will either rule on the filings or schedule another hearing.

Mr. Meisinger also informed the Board that a response to Mr. Rankin's complaint against CMEEC on advancement of legal fees on appeal is due on August 3, 2023.

Mr. Meisinger provided an update to his 2023 goals related to involvement in stakeholder events. He explained that he participated in a NEPOOL meeting in Vermont in June, and that APPA Board has appointed him to the APPA CEO Climate Change and Generation Policy Committee.

Finally, he explained that he has also agreed to participate in a NEPPA "Fly-In" in September for legislative meetings in Washington D.C. Mr. Meisinger will keep the Board informed on any further updates.

J Adjourn

A motion was made by Municipal Representative Johnson, seconded by Member Representative Huth to adjourn.

Motion passed unanimously.

23-07-03

The meeting was adjourned at 10:38 a.m.