

SUBJECT TO BOARD APPROVAL

MINUTES OF THE  
REGULAR MEETING OF THE  
BOARD OF DIRECTORS OF

CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE

December 16, 2021

The Regular Meeting of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) was held telephonically and via Zoom on Thursday, December 16, 2021 at 10:00 a.m.

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

**The following Member Representative / Alternate Member Representatives / Municipal Representatives participated telephonically or via Zoom:**

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: Scott Barber, Richard Tanger  
South Norwalk Electric and Water: Alan Huth (until 11:40 a.m.), Eric Strom  
South Norwalk Municipal Representative: Dawn DelGreco  
East Norwalk, Third Taxing District: Kevin Barber, Michele Sweeney  
East Norwalk Municipal Representative: Pete Johnson  
Jewett City Department of Public Utilities: Louis Demicco, Kenneth Sullivan (until 11:30 a.m.),  
Richard Throwe  
Jewett City Municipal Representative: George Kennedy

**The following CMEEC Staff participated telephonically or via Zoom:**

Dave Meisinger, CMEEC CEO  
Robin Kipnis, Esquire, CMEEC General Counsel  
Bella Chernovitsky, CMEEC Director of Business Intelligence  
Michael Cyr, CMEEC Director of Portfolio Management  
Patricia Meek, CMEEC Director of Finance and Accounting  
Joanne Menard, CMEEC Controller  
Michael Rall, CMEEC Director of Asset Management  
Gabriel Stern, CMEEC Director of Technical Services  
Heidi Winnick, CMEEC Financial and Treasury Analyst  
Margaret Job, CMEEC Paralegal and Compliance Specialist

Ellen Kachmar, CMEEC Office and Facilities Manager

### **Invited Guests**

Joseph Martini, Esquire, Spears Manning & Martini (11:24 a.m.)

### **Others participating telephonically or via Zoom**

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 telephonically and via Zoom. Chair Barber requested that all participants mute their devices unless speaking to eliminate confusion and background noise. He requested that those present state their name and where they are from for clarity of the record.

### **Specific Agenda Items**

#### **A Public Comment Period**

No public comment was made.

#### **B Conduct Roll Call / Voting Roster**

Ms. Job conducted roll call with each member responding individually as their names were called. Following roll call, Ms. Job identified the voting persons at today's meeting. Chair Barber confirmed a quorum was present.

#### **C Approve Minutes of the Annual and Regular November 18, 2021 CMEEC Board of Directors' Meeting**

**A motion was made by Municipal Representative Mark Oefinger, seconded by Municipal Representative Pete Johnson to Approve the Minutes of the Annual and Regular November 18, 2021 Board of Directors' Meeting.**

**Motion passed unanimously.**

**21-12-01**

#### **D November 2021 Objective Summary**

Mr. Meisinger provided a high-level overview of the Regional Competitiveness and Customer Fulfilment metrics stating that Regional Competitiveness for the month came in 3% below the target of 26%, but for the year-end projection improved to 26% as compared to a target of 29%. He added that similar to last month, higher forward and spot energy prices along with increased gas prices

were the primary drivers in addition to impacts from a second LNS transmission true-up.

Customer Fulfillment All-In Cost TMR View came in \$3 lower per megawatt hour than target for year-end but doing well year-to-date.

## **E November 2021 Project Portfolio Summary**

Mr. Rall explained that MicroGen was a clear outlier in performance stating that the LNS true-up, which is a credit to load on CMEEC side, is a detriment to avoided cost on the project side. He stated that actual fuel costs were also higher than budgeted.

Transmission Project #1 actual net benefit was higher than budget due to higher than budgeted transmission revenues and lower than budgeted debt expenses because of expense timing.

Community Solar Garden actual net benefit was lower than budget due to no longer offsetting RRIF costs. Mr. Rall added that PPA and REC expenses were higher than budgeted due to the project providing more actual generation than was budgeted for the month.

## **F November 2021 Energy Market Update**

Mr. Cyr provided a high-level overview of the Energy Market Analysis for November highlighting each of the results for the previous month as they affected Load, Energy Costs, Natural Gas Costs and Oil Costs.

Mr. Cyr then then explained the mitigating actions taken recently and walked the Board through other materials included in the Board Package highlighting Member Residual Energy Costs for the month and year to date. He walked the Board through the Member Residual Energy Source Reconciliation. Mr. Cyr then discussed trend of actual versus forward pricing for the months going forward.

Discussion followed related to the drivers for the increased energy prices and the impact, if any, of the European market on the Northeast.

## **G Legislative and Governmental Affairs Committee Report**

Member Representative Louis Demicco, Legislative and Governmental Affairs Committee Chair, explained that this Committee met on December 2, 2021. He further explained that Tim Shea from Brown Rudnick presented a 2022 State energy preview. The Committee also held a high-level discussion of the federal infrastructure bill as well the APPA legislative rally that is scheduled on February 28 through March 2, 2022 in Washington, DC.

Ms. Kipnis added in connection with the federal infrastructure bill, CMEEC continues to watch for opportunities for Members. She further explained that the Build Back Better Act is still under consideration, which includes additional monies for decarbonization and

renewables. She stated that there may be relevant grant opportunities from the Department of Energy and other federal departments and CMEEC will look for grant opportunities as they arise.

Ms. Kipnis stated that she encouraged the Committee to consider attending the APPA legislative rally and extended that invitation to the full Board. She asked anyone interested to let her know. She further informed the Board that Brian Forshaw will be attending the January 2022 Board meeting to provide updates on ISO-New England initiatives.

Member Representative Demicco informed the Board that the next meeting of the Committee will be held on January 13, 2022.

## **H Strategic Planning Committee Report**

Municipal Representative Mark Oefinger, Strategic Planning Committee Chair, explained that this Committee met on December 2, 2021 and stated that was the last meeting of this Committee as it has been sunsetted. He added that the Board approved the oversight of responsibilities of the CMEEC Strategic Plan will be turned over to the Joint Governance Committee in 2022. Municipal Representative Oefinger further stated that the Mr. Meisinger walked the Committee through the Gantt Chart of the Strategic Priorities and subgoals.

Mr. Meisinger then took the opportunity to thank Municipal Representative Oefinger for his leadership on the Committee and all the work it accomplished.

## **I Risk Management Committee Report**

Alternate Member Representative Robert Staley, Risk Management Committee Chair, explained that this Committee met on December 9, 2021. He stated that the Committee discussed a memorandum from him to the Committee related to his views of the responsibilities incumbent upon the Risk Management Committee. The Committee discussed and approved the temporary waiver of future forward energy procurement requirements of the Enterprise Risk Management Policy (ERMP). He explained that the Committee approved a one-time waiver of the deadline of December 31, 2021 to purchase additional resources to June 30, 2022 for reasons that include anticipated reduced forward pricing after December 2021.

Mr. Meisinger further explained that the one-time waiver was based on market volatility and CMEEC experience. He added that the ERMP allows CMEEC permission to seek approval to deviate from the policy as appropriate.

## **J Audit Committee Report**

Member Representative Stewart Peil, Audit Committee Chair, explained that this Committee met on December 9, 2021 and discussed planning for the 2021 audit of draft financial statements. He added that Vanessa Rissotto and Jessica Aniskoff of CliftonLarsonAllen walked the Committee through standard CMEEC management and

Auditors' responsibilities during the audit as well as the GASB standards that might affect CMEEC in the audit. Member Representative Peil further explained that the Committee authorized signature of the CMEEC and CTMEEC engagements letters by the Chair of the Audit Committee.

Member Representative Peil also explained that Ginger Palmer, CMEEC Cyber Systems and Security Manager, and Greg Bugbee, from Novus Insight, provided a status of the cybersecurity project. He added that Mr. Bugbee performed a gap analysis and recommended CMEEC to align its cybersecurity policies with the ISO 27001 framework. He explained the activities completed and those that are ongoing.

Member Representative Peil further explained that the Committee received a report from Brady Martz which conducted an internal audit in 2021 of the CMEEC employee benefits. He stated that the audit firm found no exceptions during the audit.

Finally, Member Representative Peil explained that the Committee agreed that an internal audit of the CMEEC "Business Continuity – Disaster Plan" will be conducted in 2022.

**K Proposed Executive Session pursuant to C.G.S. Section 1-200(6)(B) and Section 1-210(b)(4) and 1-210(b)(10)**

**A motion was made by Municipal Representative Johnson, seconded by Member Representative Jeffrey Godley to enter Executive Session.**

**Motion passed unanimously.**

**21-12-02**

At this time, Dave Silverstone, Esquire, Municipal Electric Consumer Advocate, expressed his viewpoint that the matters relating to the criminal trial should be in open session. He did ask that the order of executive session discussion be re-ordered so that those two topics are discussed first with the project reports following. He further asked that he be invited back into executive session to participate in the discussion of the project updates. The Board agreed.

**A motion was made by Municipal Representative George Kennedy, seconded by Member Representative Ronald Gaudet to re-order the discussion topics in Executive Session so that the Report from Attorney Joe Martini on the Federal Criminal Trial and the National Union Insurance Litigation Update are first and second, respectively.**

**Motion passed unanimously.**

**21-12-03**

**The basis for entering Executive Session is as stated above. Members of the Board, Messrs. Meisinger, Rall, Stern, Cyr, and Meses. Kipnis, Chernovitsky, Meek, Job and Attorney Joe Martini remained.**

**The Board entered Executive Session at 11:00 a.m. with instructions to return to Public Session upon completion of discussion in Executive Session.**

**The Board re-entered Public Session at 12:29 p.m.**

**A motion was made by Municipal Representative Johnson, seconded by Member Representative Gaudet to Authorize the CEO to engage in settlement with Wallingford and to proceed with consummation of the Pierce divestiture transaction as was discussed in Executive Session.**

**Motion passed unanimously.**

**21-12-04**

**L New Business**

**Vote to Approve BlackRock Annual Officers' Authorization**

Ms. Meek explained that this certificate requires annual signatures by the Officers of the CMEEC Board of Directors. She added this is completed as a formality for BlackRock.

**A motion was made by Member Representative Richard Tanger, seconded by Municipal Representative Johnson to Approve the BlackRock Annual Officers' Authorization.**

**Motion passed unanimously.**

**21-12-05**

**Chairperson Appointment of Ad Hoc Committee: CEO Performance Review and Annual Compensation**

Chair Barber explained that the Joint Compensation Committee was dissolved effective January 1, 2022, and that a main responsibility for this Committee was the CEO performance review and setting of his annual compensation. The Board agreed that an Ad Hoc Committee set by the current Board Chair would be formed each year to take over this responsibility. He stated that he polled the General Managers who all expressed interest in serving on this Ad Hoc Committee. He opened the invitation to the remaining Board to let him know if there was any interest in serving on this Committee. Chair Barber added that the Committee will meet approximately two to three times in January with the goal to complete review and provide CEO with his review and annual salary recommendation by the end of January. He asked that interested Board members email him with their interest in serving.

**M MEU Roundtable**

There were no Member updates.

**N Adjourn**

**A motion was made by Municipal Representative Johnson, seconded by Municipal Representative Dawn DelGreco to adjourn.**

**Motion passed unanimously.**

**21-12-06**

The meeting was adjourned at 12:34 p.m.