

MINUTES OF THE
JOINT AUDIT COMMITTEE OF
THE BOARDS OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

March 16, 2023

A Regular Meeting of the Joint Audit Committee 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 and telephonically on Thursday, March 16, 2023 at 10:00 a.m.

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

The following Committee Members participated:

Bozrah Light & Power: Scott Barber
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Kenneth Sullivan
Norwich Public Utilities: Stewart Peil, Robert Staley
Norwich Municipal Representative: David Eggleston
South Norwalk Municipal Representative: Dawn DelGreco
Third Taxing District, East Norwalk: Kevin Barber

The following Non-Voting Members participated:

Bozrah Light & Power: William Ballinger
Jewett City Department of Public Utilities: Louis Demicco
Jewett City Municipal Representative: George Kennedy
East Norwalk Municipal Representative: Pete Johnson

The following CMEEC staff participated:

Dave Meisinger, CMEEC CEO
Robin Kipnis, CMEEC General Counsel
Patricia Meek, CMEEC Director of Finance & Accounting
Joanne Menard, CMEEC Controller
Candice DiVita, CMEEC Lead Accounts Payable Accountant
Margaret Job, CMEEC Paralegal and Compliance Specialist
Leslie Williams, CMEEC Principal Billing & Rate Analyst
Heidi Winick, CMEEC Financial & Treasury Analyst

The following invited guests participated:

Jessica Aniskoff, CliftonLarsonAllen
Vanessa Rossitto, CliftonLarsonAllen
Brandon Cathcart, CliftonLarsonAllen

Others participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Stewart Peil called the meeting to order at 10:00 a.m. noting for the record that today's meeting is being held telephonically and via Zoom. Committee Chair Peil reminded participants to keep their devices on mute unless speaking to eliminate background noise. He asked participants to state their names when speaking for clarity of the record.

Specific Agenda Item

A Public Comment

No public comment was made.

B Roll Call

Ms. Job conducted roll call. Committee Chair Peil confirmed a quorum of the Committee was present.

C Approve the Minutes of the January 10, 2023 Regular Meeting of the CMEEC/CTMEEC Joint Audit Committee

A motion was made by Committee Member Mark Oefinger, seconded by Committee Member Robert Staley to Approve the Minutes of the January 10, 2023 Regular Meeting of the CMEEC/CTMEEC Joint Audit Committee.

Motion passed unanimously.

D Audit Results Presented by CliftonLarsonAllen, LLP

Ms. Menard explained that the 2022 Financial Audit has been completed and introduced the CliftonLarsonAllen, LLP (CLA) team.

Ms. Rossitto explained to the Committee that the audit has gone through technical review by CLA and is ready to be issued, barring changes resulting from today's discussion.

Vanessa Rossitto and Jessica Aniskoff of CLA then walked the Committee through the PowerPoint presentation summarizing the 2022 financial audit results of the blended financial statements of CMEEC and Transco provided to this Committee in advance of today's meeting.

Ms. Aniskoff explained the terms of engagement, audit results summary and financial highlights, specifically highlighting footnotes 1 and 14 to the financial statements. Ms. Rossitto walked the Committee through upcoming GASB pronouncements that may apply to CMEEC in 2023 and 2024 audit years.

Discussion followed Mr. Silverstone's request to discuss Note 14.

At this time, Committee Chair Peil entertained a motion to present the CMEEC and Transco 2022 Audited Financial Statements in the form presented today, to the Boards of Directors for their approval at their meeting on March 23, 2023.

A motion was made by Committee Member Oefinger, seconded by Committee Member Kevin Barber to present the CMEEC and Transco 2022 Audited Financial Statements in the form presented today, to the Boards of Directors for their approval at their meeting on March 23, 2023.

Motion passed unanimously.

E Discuss Potential Policy or Focus for an Internal Audit/Examination by Third Party for 2023 and/or Potential Waiver of Same for 2023

As required by the Audit Committee Charter, an internal audit is to be chosen and conducted in the current year. After lengthy discussion, the Committee agreed it would request an internal audit be conducted on the CMEEC Safety Manual, for both the office facility and the physical assets.

The Committee further agreed that CMEEC staff will develop the scope of the audit of the Safety Manual and schedule a special meeting in the near future to discuss the scope and next steps.

F New Business

Ms. Menard explained that there were no deviations to the travel and events policy since was last reported.

Ms. Menard also explained that as discussed and agreed to at its last meeting, the Committee agreed that the Governance Committee will review the Ethics and Conflicts of Interest Policy to address the frequency of review of CMEEC active vendor list. She explained that staff has developed an active vendor list and that the Governance Committee is meeting later today. Ms. Meek stated that staff will report to this Committee at a future meeting on how the Governance Committee wishes to proceed.

G Adjourn

A motion was made by Committee Member Kevin Barber, seconded by Committee Member Dawn DelGreco to adjourn.

Motion passed unanimously.

The meeting was adjourned at 10:47 a.m.