

SUBJECT TO BOARD APPROVAL

MINUTES OF THE SPECIAL MEETING OF THE
BOARDS OF DIRECTORS OF

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

June 7, 2023

The Special Meeting of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEEC” dba Transco) was held via Zoom on Wednesday, June 7, 2023 at 1:00 p.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: Seymour Adelman, William Ballinger, Scott Barber
South Norwalk Electric & Water: Alan Huth, Scott Murphy, David Westmoreland
South Norwalk Municipal Representative: Dawn DelGreco
Third Taxing District, East Norwalk: Kevin Barber, Michele Sweeney
Jewett City Department of Public Utilities: Louis Demicco, Kenneth Sullivan
Jewett City Municipal Representative: George Kennedy

The following CMEEEC Staff participated:

Dave Meisinger, CMEEEC CEO
Margaret Job, CMEEEC Paralegal and Compliance Manager

Others participated:

Michael McCormack, Esquire, O’Sullivan, McCormack, Jensen & Bliss, PC
David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Chair Kevin Barber called the meeting to order at 1:00 p.m. He stated for the record that today’s meeting is being held via Zoom. Chair Barber requested 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 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 May 25, 2023 Regular Meeting of the Joint Boards of Directors

A motion was made by Municipal Representative Oefinger, seconded by Member Representative Scott Barber to Approve the Minutes of the May 25, 2023 Regular Meeting of the Joint Boards of Directors.

Motion passed unanimously.

23-06-01

D Possible Executive Session Pursuant to C.G.S. §§ 1-210(b)(4) and 1-210(b)(10) for Attorney-Client Privilege Material Relating to the Criminal Trial Proceedings and On-Going National Union Insurance Litigation

A motion was made by Municipal Representative DelGreco, seconded by Municipal Representative Kennedy to enter Executive Session.

Motion passed unanimously.

23-06-02

The basis for entering Executive Session is as identified above.

The Members of the Board, CMEEC staff and Attorney McCormack and Mr. Silverstone remained. Mr. Silverstone agreed to participate in Executive Session under his Non-Disclosure Agreement dated May 24, 2021.

The Board entered Executive Session at 1:04 p.m.

The Board re-entered Public Session at 2:29 p.m.

E Possible Vote or Resolution to Authorize CEO to Take Certain Actions Regarding Ongoing Litigation, Including with Respect to Criminal Defense Costs

Chair Barber explained that no actions were taken during Executive Session. After discussion, the Board approved certain amendments to be made to the proposed resolution by adding additional language for additional clarity on two different matters. He then sought a motion to approve the resolution before the Board today, authorizing CMEEC to seek and obtain repayment of legal expenses advanced on behalf of certain individuals, as amended with the following language: (i) to be added at the beginning of the resolution: “WHEREAS, under applicable state law, CMEEC is required to indemnify officers and directors in the defense of any proceeding to which they are made a party because they were an officer or director of the corporation against reasonable expenses incurred in connection with the proceeding if the director is wholly successful in the defense of such proceeding,” and (ii) to be added as the seventh WHEREAS clause, “WHEREAS, CMEEC continued to advance Legal Expenses on behalf of each of the five Defendants after a claim for coverage for the Legal Expenses was submitted to and denied by National Union Fire Insurance Company ("National Union") based upon an exclusion in a Directors and Officers Liability Insurance policy which CMEEC purchased from National Union, which exclusion the court ultimately concluded did not apply.”

A motion was made by Member Representative Gaudet, seconded by Member Representative Huth to Approve the Resolution as amended.

Motion passed unanimously.

23-06-03

F Adjourn

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

Motion passed unanimously.

23-06-04

The meeting was adjourned at 2:33 p.m.