

MINUTES OF THE
SPECIAL MEETING OF THE
JOINT AD HOC CEO PERFORMANCE
AND COMPENSATION COMMITTEE
OF THE BOARDS OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE
AND
CONNECTICUT TRANSMISSION MUNICIPAL ELECTRIC ENERGY COOPERATIVE

March 23, 2023

A Special Meeting of the Joint Ad Hoc CEO Performance and Compensation 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 23, 2023 at 11:15 a.m.

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

The following Committee Members participated:

Groton Utilities: Ronald Gaudet
Norwich Public Utilities: Christopher LaRose
South Norwalk Electric & Water: Alan Huth
Third Taxing District, East Norwalk: Kevin Barber

The following Non-Voting Members participated:

Bozrah Light & Power: William Ballinger, Scott Barber
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Louis Demicco
Jewett City Municipal Representative: George Kennedy
South Norwalk Electric & Water: David Westmoreland

The following CMEEC staff participated:

Margaret Job, CMEEC Paralegal and Compliance Specialist

Others participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Kevin Barber called the meeting to order at 11:22 a.m. noting for the record that today's meeting is being held telephonically and via Zoom. He requested that all participants state their names when speaking for clarity of the record.

Specific Agenda Item:

A Public Comment Period

No public comment was made.

B Roll Call

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

C Approve the Minutes of the August 17, 2022 Special Meeting of the CMEEC Ad Hoc CEO Performance and Compensation Committee

A motion was made by Committee Member Ronald Gaudet, seconded by Committee Member Christopher LaRose to Approve the Minutes of the August 17, 2022 Special Meeting of the CMEEC Ad Hoc CEO Performance and Compensation Committee.

Motion passed unanimously.

D Annual Review of the Ad Hoc CEO Performance and Compensation Committee Charter

After review of the Charter, the Committee agreed that no changes are required at this time and that no changes have been requested or proposed by CMEEC staff.

A motion was made by Committee Member Gaudet, seconded by Committee Member LaRose to Approve the Ad Hoc CEO Performance and Compensation Committee Charter with no changes.

Motion passed unanimously.

E Possible Executive Session to Discuss CEO Performance Survey Results Pursuant to C.G.S. § 1-200(6)(A)

Committee Chair Barber reviewed the process followed for the conduct of the CEO performance review, reminding the Committee that Winston Tan of Intandem, LLC was engaged to assist with the process last year and has been engaged to assist with the process this year. He summarized the process, noting that the Board was provided with a survey to complete, which survey results and proposed 2023 goals will be reviewed and discussed in Executive Session with Mr. Tan.

The Committee discussed that under the FOI Act, Mr. Meisinger has the right to conduct this agenda item discussion in public session if that is his preference. Mr. Meisinger

chose not to participate in today's meeting therefore allowing for discussion to be held in Executive Session.

Mr. Silverstone agreed to participate in Executive Session under his Non-Disclosure Agreement dated May 24, 2021.

A motion was made by Committee Member Alan Huth, seconded by Committee Member LaRose to enter Executive Session.

The basis for entering Executive Session is as stated above.

The Committee along with the Non-Voting Board Members in attendance, as well as Messrs. Tan and Silverstone and Ms. Job remained.

The Committee entered Executive Session at 11:42 a.m. with instructions to return to Public Session upon completion of discussion in Executive Session.

The Committee re-entered Public Session at 1:39 p.m.

The Committee agreed it would schedule another special meeting sometime during the week of April 3, 2023. Committee Chair Barber noted that Ms. Job will send a meeting poll to the Committee. He stated that Mr. Meisinger will be invited to participate in that meeting.

F Adjourn

A motion was made by Committee member Gaudet, seconded by Committee Member Huth to adjourn.

Motion passed unanimously.

The meeting was adjourned at 1:41 p.m.