

MINUTES OF THE
SPECIAL HYBRID MEETING OF THE
AD HOC CHARTER REVIEW COMMITTEE
OF THE BOARD OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE

September 25, 2025

A Special Hybrid Meeting of the Ad Hoc Charter Review Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) was held in person at 30 Stott Avenue, Norwich, CT and via Zoom on Thursday, September 25, 2025 immediately following the Regular Hybrid Meeting of the CMEEC and CTMEEC Joint Board of Directors scheduled for the same day.

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

The following Committee Members participated in person unless otherwise noted:

East Norwalk, Third Taxing District: Kevin Barber
Groton Utilities: Ronald Gaudet
Jewett City Department of Public Utilities: Elier Alvarado
Norwich Public Utilities: Christopher LaRose (via Zoom, left at 12:51 p.m.)
South Norwalk Electric & Water: Alan Huth (via Zoom)

The following Non-Voting Members participated via Zoom unless otherwise noted:

Bozrah Light & Power: William Ballinger, Scott Barber
East Norwalk Municipal Representative: Pete Johnson (left at 1:48 p.m.)
Groton Municipal Representative: Mark Oefinger (in person)
Jewett City Department of Public Utilities: Louis Demicco
Jewett City Municipal Representative: George Kennedy (joined at 11:56 a.m.)
Norwich Public Utilities: Robert Staley (joined at 11:56 a.m., left at 1:58 p.m.)

The following CMEEC Staff participated in person unless otherwise noted:

Shadaya Bransford, Treasury & Risk Assurance Analyst (via Zoom, joined at 11:59 a.m.)
Candice Divita, Manager, Finance & Accounting
Lauren Gaudet, Engagement Strategist
Margaret Job, Director of Administrative Services
Chantal Maxwell, Administrative Services & Facilities Specialist (via Zoom, left at 1:06 p.m.)
Pat Meek, Director of Finance & Accounting
Dave Meisinger, CEO

Others who participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate (in person)

Ms. Gaudet recorded.

Committee Chair Kevin Barber called the meeting to order at 11:50 a.m., noting for the record that today's meeting is being held in person at 30 Stott Avenue, Norwich, CT and via Zoom. He requested those participating via Zoom 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. Gaudet conducted roll call. Committee Chair Barber confirmed a quorum of the Committee was present.

C Approve the Minutes of the August 27, 2025 Special Hybrid Meeting of the Ad Hoc Charter Review Committee

A motion was made by Committee Member Gaudet, seconded by Committee Member Alvarado to approve the minutes of the August 27, 2025 Special Hybrid Meeting of the Ad Hoc Charter Review Committee.

Motion passed unanimously.

D Discuss Topics and Issues That May Be Addressed or Reflected in Proposed Amendments to CMEEC Organic Documents, Including Without Limitation the CMEEC Member Agreements and CMEEC Bylaws

Committee Chair Barber clarified that both the present agenda item and the next agenda item were included in the agenda for this meeting because once an agenda for a special meeting has been publicly posted, it may not be changed. Consistent with the approach taken during previous meetings of this Committee, any discussion of the specified topics will occur in public session unless the nature of the discussion warrants a shift to executive session.

Committee Chair Barber explained that the three-page memorandum that was circulated in advance of the present meeting will guide today's discussion. Mr. Meisinger noted that earlier versions of this document had been used as a framework for past meetings, and that the latest updates include sub-bullets in red text summarizing proposed revisions to the Bylaws that reflect input from past Committee discussions, materials prepared for the current meeting, and next steps for remaining topics. He outlined the three primary topics for discussion at the current meeting: Board Member compensation practices, the latest proposed draft revisions to the Bylaws, and the further-developed Liquidity Metric intended to replace the existing "equity" concepts and related concepts created by the Membership Agreement and Bylaws.

Mr. Meisinger then led the Committee through the previously referenced three-page memorandum while also discussing various other documents that were included in the meeting package:

- I. The Committee began its discussion with the subject of Board Member compensation, noting that it remains the only significant Bylaws-related topic yet to be substantially explored during a meeting of this Committee. Mr. Meisinger explained that at this Committee's direction, three different surveys have been conducted to inform this discussion: an internal survey of CMEEC Board Members conducted in July, a survey of Joint Action Agencies (JAAs) distributed in July via the APPA ListServ – the results of both of which were included in the Committee's July meeting materials – and a survey administered by independent consultant Winston Tan in August to provide a third-party review of Board Member compensation across JAAs. Discussion followed regarding the results of these surveys, which indicated that a significant majority of JAAs who responded to either of the two external surveys do not provide stipends or other forms of direct compensation to their Board Members, while the two JAAs who do provide such compensation do so at a far lower amount than CMEEC does. Meeting participants expressed a mix of sentiments regarding the purposes of providing compensation to CMEEC's Board Members, the potential ramifications of ending this practice including in terms of attendance and participation, and the extent to which the appointing authorities and/or the general public are thought to be aware of this practice.

Committee Chair Barber also reminded the Committee that CMEEC's enabling statute permits the Member Governing Bodies and Municipal Legislative Bodies who appoint CMEEC Board Members to provide compensation to those Board Members, and, alternatively, authorizes CMEEC to do so if those individuals are not otherwise compensated by such appointing bodies. Discussion occurred regarding the potential value of moving to a system where the CMEEC Board does not establish the amount of its own compensation, versus the mix of results that might be expected if the various appointing bodies were to do so.

Mr. Meisinger also noted that Member Electric Utility (MEU) staff who are serving as Board Members are not eligible for any form of compensation, as outlined in the Membership Agreement, which otherwise contemplates the payment of a nominal amount to eligible Board Members. The Committee then further examined the question of whether the Bylaws should formally state (i) that any Board Member compensation is to be established and provided by their appointing body, (ii) that any Board Member compensation is to be established and provided by CMEEC, or (iii) that Board Member compensation should no longer be provided.

Following a thorough discussion, the meeting participants generally agreed that the Bylaws should authorize CMEEC to provide compensation to its eligible Board Members, as is deemed appropriate from time to time and in a manner consistent with CMEEC's controlling documents, as well as applicable law, and that the amount and structure of any such compensation (e.g., varying amounts based upon in-person versus remote participation) should be revisited anew in 2026, and thereafter as deemed appropriate, by an appropriate committee of the Board who would then make its recommendations to the Board from time to time regarding any changes to CMEEC's Board Member compensation practices.

II. The Committee then shifted its focus to the major revisions included in the latest redline draft of the Bylaws, which reflect feedback from previous sessions.

These revisions included (1) removing references to Alternate Utility Representatives, (2) eliminating references to the Legislative & Governmental Affairs Committee, (3) updating the language about Committee membership to reflect Member staff participation and to require Committee Chairs to be selected from Board Members, (4) replacement of the term Chief Legal Officer with a reference to General Counsel, without defining it as an Officer position, (5) adding a Capital Budget provision, (6) eliminating references to certain matters currently subject to a Member Delegation vote and adding references to other matters, such as Trust withdrawal approvals, to remain until further decisions are made in conjunction with the Member Governing Bodies leading up to the anticipated 2026 Membership Agreement amendments, (7) removing the weighted voting provisions for the Member Delegation, and (8) clarifying and simplifying the weighted voting provisions for the Board of Directors to achieve consistency with the enabling statute, including the addition of language about the ability of Member Delegates to vote on behalf of their Members, as required by statute for weighted votes of the Board, including a distinct vote for Bozrah Light & Power.

At this time, Committee Chair Barber entertained a motion to recommend the revised Bylaws, subject to additional amendments discussed and agreed to during the current meeting, for approval by the Member Delegation after providing the full Board of Directors an opportunity to review and comment.

A motion was made by Committee Member Gaudet, seconded by Committee Member Alvarado to recommend the revised Bylaws, subject to additional amendments discussed and agreed to during the current meeting, for approval by the Member Delegation.

Motion passed unanimously.

Mr. Meisinger expressed gratitude to the Committee for its diligent review of the Bylaws in a short period of time and commended its productive discussion about Board Member stipends and other important topics addressed during this meeting.

- III.** Next, the Committee discussed the proposed approach to replacing the existing “Equity” concepts created by the Membership Agreement and Bylaws with a Liquidity Metric that has been further developed since the last meeting of the Committee. Ms. Meek explained that Moody’s Ratings includes unused lines of credit when calculating days cash on hand, which supports the inclusion of unused lines of credit in CMEEC’s Liquidity Metric. However, she cautioned that this could obscure the full financial picture, as CMEEC may need to draw on this line of credit and only the unused portion of the line of credit is counted in Moody’s Ratings’ metrics. Discussion followed.

The Committee agreed (1) to continue to consider the minimum number of days of cash on hand that each MEU should be required to hold at CMEEC and whether each MEU’s pro rata share, based on Membership Interest Level, of the total line of credit should be included in determining their individual compliance with the Liquidity Metric, (2) that any changes to the minimum number of days of cash on hand that each MEU should be required to hold at CMEEC should have a transition period for implementation, (3) that Bozrah Light & Power and Groton Utilities could be looked at together when calculating their compliance with the Liquidity Metric as proposed, (4) that pursuant to an amendment to the Membership Agreement, this Liquidity Metric could be included in the Five-Year Financial Plan that is reviewed and approved annually by the Joint Board of Directors, and (5) to revisit this topic at the next meeting of the Committee or its successor committee.

E Possible Executive Session to Discuss Topics and Issues That May Be Addressed or Reflected in Proposed Amendments to CMEEC Organic Documents, Including Without Limitation the CMEEC Member Agreements and CMEEC Bylaws, Pursuant to C.G.S. Sections 1-200(6)(E), 1-210(b)(1), 1-210(b)(5), 1-210(b)(10) and 1-225(f)

The Committee did not identify circumstances that warranted entering executive session, so the entirety of the discussion on the specified topics is recorded under Agenda Item D.

F Discuss Next Steps

Following discussion, the Committee agreed to present a revised draft of the CMEEC Bylaws – incorporating input from the current meeting – for consideration by the Board of Directors at its upcoming meeting on Thursday, October 23, 2025, and by the Member Delegation at a Special Meeting to be held during the final week of October. The Committee also agreed that because there are no excess equity distributions planned going forward, the scheduling of a May 2026 meeting of the Member Delegation should not be necessary. Additionally, the Committee discussed reconvening in January 2026 to continue discussions on the Board Member compensation topic in terms of the amount and structure of any Board stipends, to continue working toward an appropriate Liquidity Metric, to start drafting proposed amendments to the Membership Agreements, and to consider the need to amend or update any other related documents or agreements.

G Adjourn

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

Motion passed unanimously.

The meeting was adjourned at 2:21 p.m.