

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

October 8, 2026

A Special Hybrid Meeting of the Ad Hoc CEO Performance and Compensation Committee of the Joint Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC”) was held in person at 30 Stott Avenue, Norwich, CT and via Zoom on Thursday, October 8, 2026 at 2:00 p.m.

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 via Zoom:**

East Norwalk, Third Taxing District: Kevin Barber  
Groton Utilities: Ronald Gaudet (joined at 2:03 p.m.)  
Groton Municipal Representative: Mark Oefinger  
Jewett City Department of Public Utilities: Elier Alvarado  
Norwich Public Utilities: Jeffrey Brining  
South Norwalk Electric & Water: Alan Huth

**The following Non-Voting Members participated via Zoom:**

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

**The following CMEEC staff participated in person:**

Lauren Gaudet, Engagement Strategist  
Amber Martin Stone, General Counsel  
Dave Meisinger, CEO

Ms. Gaudet recorded.

Committee Chair Barber called the meeting to order at 2:00 p.m.

## **Specific Agenda Item**

### **A Public Comment Period**

No public comment was made.

### **B Roll Call**

Ms. Gaudet conducted a roll call to identify the voting persons at the meeting and confirmed a quorum of the Committee was present.

### **C Approve the Minutes of the September 2, 2026 Special Hybrid Meeting of the Ad Hoc CEO Performance and Compensation Committee**

**A motion was made by Committee Member Huth, seconded by Committee Member Oefinger to approve the minutes of the September 2, 2026 Special Hybrid Meeting of the Ad Hoc CEO Performance and Compensation Committee. Committee Member Brining abstained.**

**Motion passed.**

### **D Possible Executive Session to Discuss Potential Revisions to the CEO Employment Agreement, Including Outside Counsel Recommendations, Pursuant to C.G.S. §§ 1-200(6)(A) and 1-210(b)(10)**

Following discussion, the Committee agreed to address the details of outside employment and tax counsel's review of the proposed revisions to the CEO Employment Agreement in executive session, with the remainder of the discussion to take place in public session.

Mr. Meisinger identified all Board members present and CMEEC staff in attendance as the parties who would remain for the proposed executive session discussion.

Committee Chair Barber then entertained a motion to enter executive session.

**A motion was made by Committee Member Gaudet, seconded by Committee Member Alvarado to enter executive session. Committee Member Oefinger voted Nay.**

**Motion passed.**

**The basis for entering executive session was to enable discussion of the details of outside counsel's review of the proposed revisions to the CEO Employment Agreement pursuant to C.G.S. §§ 1-200(6)(A) and 1-210(b)(10).**

**All Board members present and CMEEC staff in attendance remained.**

**The Committee entered executive session at 2:07 p.m. with instructions to return to public session upon completion of discussion in executive session.**

**The Committee re-entered public session at 2:21 p.m. No formal actions were taken in executive session.**

Mr. Meisinger explained that the materials distributed in advance of the meeting included a memorandum from Committee Chair Barber, Ms. Stone, and himself summarizing the recent developments and proposed revisions to the CEO Employment Agreement since the Committee last met on September 2, 2026. He further explained that, at the Committee's request, Committee Chair Barber had provided the proposed revisions to outside employment counsel for review, and that outside employment counsel had not identified any material legal concerns.

Committee Chair Barber reported that, separately, outside tax counsel has been reviewing the proposed changes to the Executive Benefit Restoration Plan (EBRP), which was redesigned in connection with a new IRC § 401(a) plan, as well as proposed revisions to the current IRC § 457(f) plan. The review had resulted in additional proposed technical changes to the EBRP contained in Exhibit B of the CEO Employment Agreement and to the IRC § 457(f) plan contained in Exhibit C of the Agreement. He indicated that, unless any concerns are identified as the review concludes with respect to the IRC § 401(a) plan, no material changes are anticipated.

Ms. Stone noted that the fourth Whereas clause in the cumulative redline version of the Agreement had been added to incorporate the rationale for extending the initial term of employment, as requested by the Committee at its last meeting.

At this time, Committee Chair Barber entertained a motion to recommend that the Board of Directors approve the amended and restated CEO Employment Agreement and related retirement benefit plans as presented and described.

**A motion was made by Committee Member Gaudet, seconded by Committee Member Huth to recommend that the Board of Directors approve the amended and restated CEO Employment Agreement and related retirement benefit plans as presented and described today at the meeting, with any agreed upon changes subject to prior review by the Board Chair. Committee Member Oefinger voted Nay.**

**Motion passed.**

**E      Adjourn**

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

**Motion passed unanimously.**

The meeting was adjourned at 2:26 p.m.