

SUBJECT TO BOARD APPROVAL

MINUTES OF THE REGULAR HYBRID MEETING
OF THE
BOARDS OF DIRECTORS OF

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

January 23, 2025

The Regular Hybrid Meeting of the Joint 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 in person at 30 Stott Avenue, Norwich, CT on Thursday, January 23, 2025 at 10:00 a.m.

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

The following Member Representatives / Alternate Member Representatives / Municipal Representatives participated via Zoom:

Bozrah Light & Power: William Ballinger, Scott Barber
East Norwalk, Third Taxing District: Kevin Barber, Michele Sweeney
East Norwalk Municipal Representative: Pete Johnson (joined at 10:13 a.m.)
Groton Utilities: Ronald Gaudet, Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Jewett City Department of Public Utilities: Elier Alvarado, Louis Demicco
Jewett City Municipal Representative: George Kennedy
Norwich Public Utilities: Christopher LaRose, Stewart Peil, Robert Staley
Norwich Municipal Representative: David Eggleston
South Norwalk Electric & Water: Alan Huth, David Westmoreland (joined at 10:14 a.m.)
South Norwalk Municipal Representative: Dawn DelGreco

The following CMEEC Staff participated in person unless otherwise noted:

Michael Cyr, CMEEC Director of Portfolio Management (via Zoom)
Candice Divita, CMEEC Financial Analyst (via Zoom)
Lauren Gaudet, CMEEC Administrative & Sustainability Specialist
Meredith Hernandez, CMEEC Portfolio Management Analyst (via Zoom)
Margaret Job, CMEEC Director of Administrative Services
Pulat Matyakubov, CMEEC Director of Business Intelligence
Chantal Maxwell, CMEEC Administrative Services Coordinator (joined at 10:35 a.m. via Zoom)
Patricia Meek, CMEEC Director of Finance & Accounting
Dave Meisinger, CMEEC CEO

The following CMEEC Staff participated in person unless otherwise noted (Cont'd):

Joanne Menard, CMEEC Controller
Hao Ni, CMEEC Asset Performance Manager
Richa Patel, CMEEC Portfolio Management Analyst (via Zoom)
Gabriel Stern, CMEEC Director of Technical Services (via Zoom)
Heidi Winnick, CMEEC Financial & Treasury Analyst

Others who participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate (via Zoom)

Ms. Gaudet recorded.

Chair Kevin Barber called the meeting to order at 10:00 a.m. He stated for the record that today's meeting is being held in person at 30 Stott Avenue, Norwich, CT and via Zoom. Chair Barber requested that all those participating mute their devices unless speaking to eliminate confusion and background noise. He requested that participants state their name when speaking for clarity of the record.

Specific Agenda Item

A Public Comment Period

No public comment was made.

B Roll Call / Voting Roster

Ms. Gaudet conducted roll call identifying voting persons at today's meeting. Chair Barber confirmed a quorum was present.

C Approve the Minutes of the November 21, 2024 Regular and Annual Hybrid Meeting of the CMEEC and CTMEEC Joint Boards of Directors

A motion was made by Member Representative Godley, seconded by Member Representative Demicco, to Approve the Minutes of the November 21, 2024 Regular and Annual Hybrid Meeting of the CMEEC and CTMEEC Joint Boards of Directors. Municipal Representative Johnson and Member Representative Westmoreland abstained.

Motion passed.

25-01-01

D Approve the Minutes of the November 25, 2024 Special Hybrid Meeting of the CMEEC and CTMEEC Joint Boards of Directors

A motion was made by Municipal Representative Oefinger, seconded by Member Representative Scott Barber, to Approve the Minutes of the November 25, 2024 Special Hybrid Meeting of the CMEEC and CTMEEC Joint Boards of Directors. Municipal Representative Johnson and Member Representatives Peil, Huth, and Westmoreland abstained.

Motion passed.

25-01-02

E Approve the Minutes of the December 5, 2024 Special Hybrid Meeting of the CMEEC and CTMEEC Joint Boards of Directors

A motion was made by Municipal Representative Kennedy, seconded by Municipal Representative Oefinger, to Approve the Minutes of the December 5, 2024 Special Hybrid Meeting of the CMEEC and CTMEEC Joint Boards of Directors. Municipal Representative Johnson and Member Representatives Peil, Huth, and Westmoreland abstained.

Motion passed.

25-01-03

F December 2024 Objective Summary

Mr. Meisinger guided the Board through CMEEC's December metrics and preliminary year-end results. He explained that Member Power Cost with Member Return was \$92 per MWh in December, which is 27% below the budgeted projection of \$126 per MWh for the month. He added that the 2024 year-end Member Power Cost with Member Return remains projected to be \$94 per MWh, which is \$24 per MWh less than in 2023.

Mr. Meisinger concluded by noting that CMEEC was 44% below the regional benchmark in December and that year-end projections remain at 45% below the regional benchmark.

Ms. Meek added that the CMEEC Margin in December was above budget due to the receipt of court-ordered restitution paid by John Bilda. She further noted that Mr. Bilda paid his restitution in full and that the Member Utilities received credits according to the 2015 Membership Interest Level to return the funds in the same way the expenses covered by the restitution were originally paid.

G December 2024 Energy Market Update

Mr. Cyr presented an overview of the Energy Market Analysis for December. He led the Board through the results of the previous month and how they were impacted by the Actual Loads, Energy Costs, Natural Gas Prices, and Oil Prices. He noted that December was a volatile month, with the daily market reaching \$250 - \$300 per MWh during a cold spell, and that additional resources were purchased prior to the start of the month to comply with the Risk Management Policy minimum volume targets, but that no additional resources were purchased within the month of December.

H December 2024 Project Portfolio Summary

Ms. Ni walked the Board through the project portfolio performance for December. She explained that the actual net benefit of the MicroGen project was less than projected for the month due to lower than budgeted network peak load reduction and higher than budgeted maintenance expenses. She added that the actual net benefit of the Subase Fuel Cell was also fell short of projected values because of lower than budgeted LMPs during operation and a site outage that caused lower than budgeted network peak load reduction.

Ms. Ni then specified that the actual net benefit for Hydro Quebec for the month was greater than projected due to lower than budgeted support expense payments and allocated staff time. She reported that the actual net benefit of Transmission Project #1 was greater than budgeted for the month due to greater than budgeted investment income. Ms. Ni added that the actual net benefit of Energy Storage in December was greater than budgeted due to lower than budgeted allocated staff time and battery contractual fees. She concluded by stating that the actual net benefit of the Community Solar Garden was also greater than anticipated for the month due to the accrued credits from the Tesla agreement negotiation being distributed back to the project. Ms. Ni clarified that all such accrued credits have now been fully distributed back to the project as of the end of December 2024.

I Legislative & Governmental Affairs Committee Report

Member Representative Demicco, Legislative & Governmental Affairs Committee Chair, reported that the Committee met on January 7, 2025. Member Representative Demicco noted that he was re-appointed Chair of the Committee at this meeting, and that Timothy Shea, Director of Government Relations at Brown Rudnick, provided a legislative update.

Member Representative Demicco explained that Mr. Shea had informed the Committee that the next Legislative Session will convene on January 8, 2025 and conclude on June 4, 2025. Member Representative Demicco then briefly outlined the highlights of Mr. Shea's presentation, including the notable deadlines for the Energy and Technology Committee, the membership composition changes in the Connecticut General Assembly, and the major issues to be discussed in the 2025 Legislative Session.

Member Representative Demicco explained that both the Committee Charter and the results of the Committee's self-evaluation were also reviewed. He explained that 2025 goals were set for the Committee in response to their self-evaluation, and that discussion included a potential effort to revisit the statutory provisions which created the Municipal Electric Consumer Advocate position in 2017. Member Representative Demicco added that staff does not currently recommend any changes to the Charter, and no changes were requested or proposed by any Committee members.

Mr. Meisinger stated that the APPA Legislative Rally will be taking place from February 26, 2025 to February 28, 2025 and encouraged interested Board members to contact him if they would like to participate.

J Audit Committee Report

Member Representative Peil, Audit Committee Chair, reported that the Committee met on January 10, 2025. Member Representative Peil explained that at this meeting, he was re-appointed Chair of the Committee and Zoom poll voting was utilized for the first time.

Member Representative Peil noted that the Committee's self-evaluation results were examined at this meeting. After thanking the Committee again for their exceptional 100% response rate, he explained that the Committee's discussion of its self-evaluation results informed its decision this year to conduct internal audits of both travel and Purchase card (P-Card) expenses that were incurred in 2024.

Member Representative Peil further reported that the Committee Charter had also been reviewed at that meeting. No revisions were recommended by the Committee or by staff.

Ms. Menard had reported to the Committee that there were no exceptions to the CMEEC Travel, Events, and Retreats Policy since the last report to the Committee.

Member Representative Peil added that James DeRusha is no longer serving on the Joint Boards of Directors and that his departure leaves the 2025 Joint Audit Committee with six members, which could potentially cause some quorum challenges. To lessen this concern, Municipal Representative Oefinger volunteered to join the Joint Audit Committee. The Committee voted to recommend the amendment of Resolution 24-11-04 ("Joint CMEEC and CTMEEC Committee Slates for 2025") by the Board to reflect these changes in the Joint Audit Committee slate.

At this time, Chair Barber entertained a motion to approve the resolution amending the CMEEC and CTMEEC Committee Slates for 2025 ("Resolution 24-11-04").

A motion was made by Member Representative Gaudet, seconded by Municipal Representative Johnson, to Approve the Resolution Amending the CMEEEC and CTMEEEC Committee Slates for 2025 (“Resolution 24-11-04”). Member Representative Scott Barber abstained.

Motion passed.

25-01-04

K Possible Vote to Approve Resolution Authorizing Non-Material Revisions to the Governmental 457(b) Plan and Trust Agreement of Connecticut Municipal Electric Energy Cooperative, As Amended and Restated

Ms. Meek provided a high-level summary of the Resolution Authorizing Non-Material Revisions to the Governmental 457(b) Plan and Trust Agreement of Connecticut Municipal Electric Energy Cooperative that was last approved at the Board meeting held on July 25, 2024. She clarified that the revision is necessary to exclude an option from the current 457(b) plan that no staff have chosen in the past, that can be replicated with other existing options, and that would be an unnecessary administrative burden for CMEEEC staff to administer.

Chair Barber entertained a motion to approve the resolution amending and restating the CMEEEC 457(b) Plan and Trust Agreement.

A motion was made by Municipal Representative Johnson, seconded by Municipal Representative DelGreco, to Approve the Resolution Amending and Restating the CMEEEC 457(b) Trust Agreement and the CMEEEC 457(b) Plan Document Effective January 23, 2025. Member Representatives Godley, Alvarado, and Huth abstained.

Motion passed.

25-01-05

L 2024 Board Self-Assessment Response Discussion

Chair Barber and Mr. Meisinger both thanked the Board for their participation in the 2024 Board Self-Assessment. Mr. Meisinger then described the range of topics explored.

Vigorous discussion on how to optimize the use of the results ensued.

The Board agreed to revisit the 2024 Board Self-Assessment Responses at one or more future meetings. In preparation for that meeting, staff will rearrange all responses from the lowest to the highest average score to allow the discussion to focus on areas with the most perceived potential for growth or improvement.

M Establishment of Ad Hoc Document Review Committee
Possible Vote to Establish the Ad Hoc Document Review Committee and to Appoint Members of the Committee

Mr. Meisinger explained that many of CMEEC's organic documents, such as its Bylaws and Member Agreements, would benefit from review. He added that this task is heavily, but not exclusively, staff-driven, and that the Joint Budget & Finance Committee and Joint Audit Committee may or may not collaborate with an Ad Hoc Committee on some of the documents.

Discussion surrounding the Committee and its membership followed.

The Board agreed that the name of the Committee should be changed from "Ad Hoc Document Review Committee" to "Ad Hoc Charter Review Committee" and that it would make sense for the Committee slate to consist of at least one attorney, all General Managers of the Member Utilities, and any other interested members of the Board, and that various CMEEC staff members also participate as appropriate.

Chair Barber explained to the Board that he would ask them who is interested in serving on the Committee prior to the Committee's first meeting. He added that the Chair of the Committee would also be selected at the first meeting of the Committee.

In response to an inquiry, Mr. Meisinger clarified that a Board vote is not required to establish or alter the membership of Ad Hoc Committees, although a Board vote is required to establish or alter the membership of standing Committees.

At this time, Chair Barber entertained a motion to establish the Ad Hoc Charter Review Committee and to authorize the Chair of the Joint Boards to appoint members of the Committee.

A motion was made by Municipal Representative Kennedy, seconded by Municipal Representative Eggleston, to Establish the Ad Hoc Charter Review Committee and to Authorize the Chair of the Joint Boards to Appoint Members of the Committee. Member Representative Alvarado and Municipal Representative Johnson abstained.

Motion passed.

25-01-06

N Establishment of Ad Hoc CEO Compensation Committee
Possible Vote to Establish the Ad Hoc CEO Compensation Committee and to Appoint Members of the Committee

Chair Barber explained that this Committee has been historically tasked with the performance review and compensation adjustments of the CEO. He added that the Committee had recommended in 2023 that the Board vote annually on the establishment of the Committee.

Chair Barber stated that a questionnaire regarding the CEO's performance will be emailed to each member for the Board for their completion. He added that results will be compiled and shared with the Committee.

Chair Barber also mentioned that the General Manager of each Member Utility served on this Committee in past years, along with any other interested members of the Board. He noted that the composition of the Committee could be similar this year and encouraged members of the Board to contact him if they would like to join the Committee.

At this time, Chair Barber entertained a motion to establish the Ad Hoc CEO Compensation Committee and to authorize the Chair of the Joint Boards to establish Committee membership.

A motion was made by Member Representative Gaudet, seconded by Member Representative LaRose, to Establish the Ad Hoc CEO Compensation Committee and to Authorize the Chair of the Joint Boards to Appoint Members of the Committee. Member Representative Alvarado and Municipal Representative Johnson abstained.

Motion passed.

25-01-07

O New Business

Mr. Meisinger reminded the Board of the upcoming meetings of the Joint Committees that are scheduled to occur between the present meeting and the next regular meeting of the Joint Boards on February 27, 2025. He explained that the Joint Risk Management Committee would be meeting on January 30, 2025 and that the two new Ad Hoc Committees may or may not meet in that time frame.

P MEU Round Table

Chair Barber noted that TTD is completing a cost-of-service study and a rate redesign.

Member Representative Demicco announced that as of January 1, 2025, Ken Sullivan retired from the Joint Boards of Directors and Elier Alvarado began serving in his place as a JCDPU Member Representative. He added that James DeRusha was not reappointed to the Joint Boards, so JCDPU does not have an Alternate Member Representative.

Q Adjourn

A motion was made by Member Representative Gaudet, seconded by Municipal Representative Johnson, to adjourn.

Motion passed unanimously.

25-01-08

The meeting was adjourned at 11:35 a.m.