

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

March 27, 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, March 27, 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
Groton Utilities: Ronald Gaudet (joined at 10:09 a.m.), 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: Chris LaRose (joined at 10:07 a.m.), Stewart Peil, Robert Staley (joined at 10:04 a.m.)
Norwich Municipal Representative: David Eggleston
South Norwalk Electric & Water: Alan Huth, David Westmoreland
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
Lauren Gaudet, CMEEC Administrative & Sustainability Specialist
Richard Gaudet, CMEEC Principal Energy Modeling & Performance Analyst (joined at 10:18 a.m. via Zoom)
Meredith Hernandez, CMEEC Portfolio Management Analyst
Margaret Job, CMEEC Director of Administrative Services
Yuxin Liu, CMEEC Utility Business Analyst (via Zoom)

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

Pulat Matyakubov, CMEEC Director of Business Intelligence
Chantal Maxwell, CMEEC Administrative Services Coordinator
Patricia Meek, CMEEC Director of Finance & Accounting
Dave Meisinger, CMEEC CEO
Joanne Menard, CMEEC Controller
Hao Ni, CMEEC Asset Performance Manager
Menglu Tang, CMEEC Lead Energy Market Analyst (via Zoom)
Leslie Williams, CMEEC Principal Accountant
Heidi Winnick, CMEEC Financial & Treasury Analyst

Others who participated:

Jeffrey Brining, NPU (joined at 10:10 a.m. via Zoom)
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 February 27, 2025 Regular Hybrid Meeting of the CMEEC and CTMEEC Joint Boards of Directors

A motion was made by Municipal Representative Johnson, seconded by Member Representative Huth, to Approve the Minutes of the February 27, 2025 Regular Hybrid Meeting of the CMEEC and CTMEEC Joint Boards of Directors.

Motion passed unanimously.

25-03-01

D February 2025 Objective Summary

Mr. Meisinger walked the Board through CMEEC's February metrics. He explained that Member Power Cost with Member Return was \$135 per MWh in February, which is 4% above the budgeted projection of \$130 for the month. He added that CMEEC performed 28% above its target for regional competitiveness in February and that year-end projections suggest that CMEEC will be 37% above its target for regional competitiveness for the year.

E February 2025 Energy Market Update

Mr. Cyr presented an overview of the Energy Market Analysis for February. 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 explained that February was another volatile month, with the daily market ranging from \$45.30 per MWh to \$175.87 per MWh, and that loads were higher than budgeted. He added 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 February.

Mr. Cyr concluded his presentation by summarizing CMEEC's current hedging strategy.

Member Representative Peil noted that in the "Key News: ISO-NE" section of Mr. Cyr's presentation, found on page 10 of the materials provided in advance of the present meeting, the higher energy costs in Fall 2024, as compared to Fall 2023, were partially attributed to higher carbon emission costs, and he inquired who assigns carbon emissions costs. Ms. Tang clarified that the Regional Greenhouse Gas Initiative (RGGI, Inc.) indicated that the cost of carbon emissions allowances was up 53% as compared to Fall 2023, driving production costs higher for natural gas and other fossil fuel resources.

F February 2025 Project Portfolio Summary

Ms. Ni guided the Board through the project portfolio performance for February. She explained that the actual net benefit of the MicroGen project was greater than projected for the month due to higher than budgeted LMPs during operation and lower than budgeted operating expenses and that the actual net benefit of Transmission Project #1 was also higher than projected because of higher than budgeted Pool Network Peak Load. She added that the actual net benefit of the DG Project was less than projected for February due to higher than budgeted allocated staff time and that the actual net benefit of the Community Solar Garden was also below projected values because of lower than budgeted LMPs during operation.

Ms. Ni then specified that the actual net benefit of the Subase Fuel Cell was greater than projected for the month due to lower than budgeted PPA expenses and that the actual net benefit for the Energy Storage project was also higher than projected due to lower than budgeted allocated staff time and battery contractual fees. She added that the actual net benefit for Hydro Quebec was greater than anticipated for the month due to lower than budgeted allocated staff time and support payments.

Member Representative Peil inquired whether the year-end actual net benefit for the Subase Fuel Cell project is expected to be positive, noting that its performance stipend ran out and yet its actual net benefit is currently greater than budgeted. Ms. Ni clarified that the year-end actual net benefit for the project is expected to be on budget, but that it performed better than anticipated over the past two months due to higher than anticipated LMPs.

G Governance Committee Report

Member Representative Huth, Governance Committee Chair, reported that the Committee met on March 13, 2025. He noted that he was re-appointed Chair of the Committee at this meeting.

Member Representative Huth explained that Member Representative Westmoreland is the only new member of the Committee in 2025, but with consideration to the fact that he last served on the Committee in 2023, the Committee agreed to forgo its review of the New Governance Committee Member Onboarding Materials that were shared in advance of that meeting.

Member Representative Huth then conveyed that Ms. Job had provided a high-level overview of the Joint Governance Committee Charter and that no revisions were recommended by the Committee.

Next, Member Representative Huth summarized the discussion of the results of the Governance Committee Self-Evaluation. He noted that during that discussion, Ms. Meek clarified that the Governance Committee is tasked with developing the framework for the compensation requirements for the Joint Boards of Directors and CMEEC staff, while the Budget & Finance Committee has the responsibility of determining specific dollar amounts for compensation.

Member Representative Huth concluded by reviewing the 2025 goals that were set for the Committee in response to their self-evaluation. He explained that the Committee agreed to set goals to assess the status of the Special Committee's recommendations from several years ago, further assess and discuss whether CMEEC should proactively elect to record certain open meetings, collaborate with the Boards of Directors to determine the optimal way to update the CMEEC Strategic Plan, consider creating a more robust succession plan for Board Officers and Committee Chairs, and to consider additional energy industry training opportunities for members of the Joint Boards of Directors.

With respect to the Committee's goal of identifying the best approach for updating the CMEEC Strategic Plan, Mr. Meisinger noted that the Ad Hoc Charter Review Committee will be reviewing many key CMEEC documents this year. He suggested that the Board defer updating the Strategic Plan until the recommendations from this review are compiled, likely targeting 2026 for strategic planning.

H Audit Committee Report

Member Representative Peil, Audit Committee Chair, reported that the Committee met on March 20, 2025. He noted that Jessica Aniskoff, Brandon Cathcart, and Alex Kimmel of CliftonLarsonAllen, LLP (CLA) participated in this meeting.

Member Representative Peil explained that Ms. Aniskoff provided the Committee with an overview of the audit and its findings. He explained that the audit received an unmodified opinion and that CLA reported having no disagreements with management.

Member Representative Peil further explained that the Committee had voted to recommend acceptance of the CMEEC and Transco 2024 Audited Financial Statements by the Boards of Directors at the present meeting, unless there were any material changes in CLA's final review, in which case it was determined that the matter would be brought back to the Audit Committee. He added that the Committee had also discussed potentially modifying the timeframe for future audits of CMEEC and Transco Financial Statements and that CMEEC staff will be looking into this possibility.

Member Representative Peil indicated that after this meeting, CLA notified CMEEC that they had discovered that a change in the presentation of the CMEEC Financial Statements is needed. He noted that the Committee will meet again in a special meeting, as soon as CLA's final draft of the CMEEC 2024 Financial Statements is ready, and that the Board will likely vote on the acceptance of the CMEEC and Transco Audited Financial Statements at the April Board meeting.

Mr. Silverstone inquired what had been discovered by CLA since the most recent meeting of the Audit Committee. Ms. Meek explained that CLA found that a change was needed on the financial statements to comply with GASB Statement 84, which addresses fiduciary activities.

Member Representative Peil then explained that Ms. Winnick will be leading an internal audit division at CMEEC soon. Chair Barber and Mr. Silverstone both expressed their support for this idea.

Next, Member Representative Peil described Ms. Winnick's presentation of the results of the internal audits of Purchase Card (P-Card) expenses and travel reimbursements. He explained that all P-Card purchases were found to be in accordance with the CMEEC Purchasing Program and that all business travel reimbursements were found to be in accordance with the CMEEC Travel Policy, with a few housekeeping and potential policy clarifications identified for each. Member Representative Peil added that CMEEC staff will be moving forward with the recommendations that resulted from the internal audits.

Member Representative Peil concluded by explaining that the Committee decided that the RFP for an external auditor should take place this year, which is one year ahead of schedule, so that current staff could be present for the hiring and onboarding of the new auditor if a new auditor is selected. He added that Ms. Menard had also reported that there were no exceptions to the CMEEC Travel, Events, and Retreats Policy since the last report to the Committee, and that she had indicated that the CMEEC list of active vendors will be provided to the Board and staff soon to aid in identifying any potential or actual relationships with CMEEC vendors.

I Ad Hoc Committee Updates

Mr. Meisinger began by providing updates on the Ad Hoc Charter Review Committee. He explained that CMEEC staff are starting to look at documents and that the first meeting of this Ad Hoc Committee will take place shortly. During this meeting, staff plans to present proposed changes or topics for discussion related to the CMEEC Bylaws, RPSCs, and other documents to the Committee. He clarified that governing bodies of the MEUs may also need to review some of these documents if any changes are proposed, and that this review may spill over into 2026.

Mr. Meisinger then updated the Board on the status of the Ad Hoc CEO Compensation Committee. He described that the purpose of the Committee is to assess his and CMEEC's performance during the prior calendar year and decide on whether to adjust CEO compensation. Mr. Meisinger added that he sent out a memo to the Board on Monday afternoon to summarize CMEEC activity in 2024. This memo is divided into the same five categories that are used in the CEO survey that will be sent shortly. He then briefly described the five categories.

Mr. Meisinger explained that the results of the CEO survey will be received and compiled by a third-party consultant to be shared with the Ad Hoc CEO Compensation Committee. He clarified that the Committee would discuss the results of the survey at the first meeting of the Committee.

Chair Barber encouraged all members of the Joint Boards of Directors to complete the survey, noting that it is a primary source of feedback for both Mr. Meisinger and CMEEC. Municipal Representative Oefinger asked who this year's Ad Hoc CEO Compensation Committee members are and Mr. Meisinger explained that Chair Barber is usually the Chair for this Committee, with General Managers of each MEU serving as additional voting Committee members, as well as any other interested members of the Board who are able to participate.

J Possible Executive Session Pursuant to C.G.S. §§ 1-200(6)(E) and 1-210(b)(1), (b)(5), and (b)(10) Regarding Possible Strategic Initiatives

A motion was made by Municipal Representative Eggleston, seconded by Municipal Representative Johnson to enter Executive Session.

Motion passed unanimously.

25-03-02

The basis for entering Executive Session is as identified above.

Members of the Board, Mr. Silverstone (pursuant and subject to his NDA), Mr. Meisinger, Ms. Meek, Mr. Matyakubov, Mr. Cyr, Mr. Richard Gaudet, and Ms. Tang remained.

The Board entered Executive Session at 10:55 a.m. with instructions to return to Public Session upon completion of discussion in Executive Session.

The Board re-entered Public Session at 11:47 a.m. No formal actions were taken in Executive Session.

The following individuals joined the meeting:

**Lauren Gaudet, CMEEC Administrative & Sustainability Specialist
Margaret Job, CMEEC Director of Administrative Services**

K New Business

Ms. Meek updated the Board on the status of the CMEEC and Transco credit ratings. She explained that Ms. Winnick sent an email to the Board on March 5, 2025 in which she described that Moody's completed their annual review of CMEEC and Transco and re-affirmed their Aa3 rating and stable outlook for both entities. Ms. Meek added that Fitch is currently conducting its review.

Mr. Meisinger then reviewed the status of efforts to revise the statutory language requiring a MECA at CMEEC. He explained that after discussion with relevant stakeholders, it was decided that there would be no modification this session to the statutory language requiring a MECA at CMEEC.

Mr. Silverstone added that he offered to serve an additional term, which means he would serve as the MECA through 2027 if he is reappointed by the Office of the Consumer Counsel at the end of this year. He added that his understanding was that officials may make that statutory language modification in 2027 rather than this year. He clarified that the reasons given to keep a MECA in place at CMEEC through 2027 were unrelated to CMEEC itself, and Mr. Silverstone further noted that there is wide recognition at the state level that CMEEC has moved on from the activities that led to the legislative imposition of a MECA requirement.

Mr. Meisinger and Chair Barber both thanked Mr. Silverstone for his dedicated service to consumers and fair treatment of CMEEC through the years and expressed that they look forward to his continued involvement in CMEEC matters over the next couple of years.

Mr. Meisinger concluded by reminding the Board of the upcoming meetings of the Committees that are scheduled to occur between the present meeting and the next regular meeting of the Board on April 24, 2025.

J MEU Round Table

Chair Barber and Member Representative LaRose explained that they both attended the APPA CEO & Utility Managers Roundtable last week.

Member Representative LaRose reported that the program began with a cybersecurity presentation that encouraged CEOs to get to know their local authorities and to have a vigilant cybersecurity program. He added that the remainder of the program was focused on artificial intelligence (AI) and data centers.

Member Representative LaRose explained that large data centers were described as not appropriate for our area, but that 5 – 20 MW data centers, such as those needed for self-driving cars, were suggested.

Chair Barber added that he learned at the event that the construction of data centers may lead to the doubling of loads nationwide. He noted that if these data centers don't come here, they will go to other parts of the world.

K Adjourn

A motion was made by Member Representative LaRose, seconded by Municipal Representative Eggleston to adjourn.

Motion passed unanimously.

25-03-03

The meeting was adjourned at 11:59 a.m.