

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

April 20, 2022

A Special Meeting of the Joint Ad Hoc CEO Performance and Compensation Committee of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEEC” dba Transco) was held via Zoom and telephonically on Wednesday, April 20, 2022 at 2:00 p.m.

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

The following Committee Members participated telephonically or via Zoom:

Groton Utilities: Ronald Gaudet
Jewett City Department of Public Utilities: Kenneth Sullivan (excused himself at 3:00 p.m.)
Norwich Public Utilities: Christopher LaRose
South Norwalk Electric and Water: Alan Huth
Third Taxing District, East Norwalk: Kevin Barber

The following Non-Voting Members participated telephonically or via Zoom:

Bozrah Municipal Representative: Joseph Cirrito (excused himself at 3:00 p.m.)
Groton Municipal Representative: Mark Oefinger (excused himself at 3:45 p.m.)
Jewett City Department of Public Utilities: Louis Demicco, Richard Throwe
Jewett City Municipal Representative: George Kennedy
South Norwalk Electric & Water: David Westmoreland (excused himself at 3:00 p.m.)

The following CMEEEC staff participated:

Dave Meisinger, CMEEEC CEO
Margaret Job, CMEEEC Paralegal and Compliance Specialist

The following invited guest participated telephonically or via Zoom:

Winston Tan, InTandem, LLC (excused himself at 4:07 p.m.)

Others participating telephonically or via Zoom:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Committee Chair Kevin Barber called the meeting to order at 2:00 p.m. noting for the record that today's meeting is being held telephonically and via Zoom. He requested that participants state their names when speaking for clarity of the record.

Specific Agenda Item:

A Public Comment Period

No public comment was made.

B Conduct Roll Call

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

C Approve the Minutes of the April 1, 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 Kenneth Sullivan to Approve the Minutes of the April 1, 2022 Special Meeting of the CMEEC Ad Hoc CEO Performance and Compensation Committee.

Motion passed unanimously.

D Discuss Draft CEO Performance Appraisal Process

Committee Chair Barber reminded the meeting attendees that in addition to being engaged to conduct a CEO salary survey, Winston Tan of InTandem, LLC had been engaged to assist the Committee with the development of a CEO Performance Appraisal Process (the "Appraisal Process") which has been provided to this Committee in advance of today's meeting and that Mr. Tan was invited to today's meeting to discuss the Appraisal Process. He further stated that this Appraisal Process will be used as a tool to conduct CEO performance reviews each year as well as to potentially assist the Committee in conducting annual CEO compensation reviews. Committee Chair Barber encouraged the Committee and others in attendance to ask questions.

Mr. Tan walked the Committee through the CEO Performance Appraisal Process identifying the five-step process beginning with a CEO report to this Committee on past performance, Board members completing an annual survey assessment of the CEO, compilation and streamlining of individual survey responses, with results shared with the CEO. Mr. Tan then discussed a last step in which the modifications to the performance

criteria or appraisal format, for use in the next performance cycle period upon confirmation with the CEO, would be considered.

Mr. Tan then discussed the draft Appraisal Process which includes five major performance competencies which were developed based on the feedback from the recent Board survey. He explained that each competency is designed to be broad and contain several aspects from which CEO feedback can be gathered. Mr. Tan further explained that not all of the competencies will share the same level of significance or weighting from year to year, emphasizing that they should not be considered as a checklist nor a stand-alone scorecard for CEO performance.

Discussion then turned specifically to the five competencies and the annual assignment of one of four performance levels to each competency, which include Exceptional, Successful, Needs Focus and Unsatisfactory.

Finally, Mr. Tan explained that the Expectations for Next Performance Period category is the last step in the process, stating that focus is on establishing goals for the next performance period. Each Board member will be tasked with completing the Performance Appraisal individually.

The Committee generally agreed that the draft Appraisal Process developed by Mr. Tan met their expectations and will ease the CEO performance review process in the future.

E Discuss Results of CEO Compensation, Incentive and Benefits Study Performed by Intandem, LLC

Proposed Executive Session pursuant to C.G.S. Section 1-200(6)(A) to discuss preliminary strategy and approach to CEO Compensation, Incentive and Benefits Plan, including application of the Intandem, LLC Study results to CMEEC's CEO

Committee Chair Barber explained that Executive Session discussion will focus on next steps in connection with the CEO salary survey conducted by Mr. Tan, the results of which were shared and discussed with this Committee at its meeting on April 1, 2022. Mr. Meisinger agreed that this topic is a continuation of the April 1, 2022 discussion adding that Mr. Tan is available to answer any follow up questions from the April 1, 2022 meeting.

Committee Chair Barber explained that the salary study illustrated CEO salaries based on the Economic Research Institute Salary Assessor (ERI) and the Hometown Connections Joint Action Agencies and Generation Cooperatives Executive Compensation Survey (JAA). He added that the survey was conducted to assist the Committee to determine the CMEEC CEO salary and that there were some components of the CEO comprehensive compensation package the Committee still needs to consider. Committee Chair Barber stated that if there are no questions the Committee can move into Executive Session discussion and Mr. Meisinger will be excused from that discussion.

After brief discussion related to the appropriateness of entering Executive Session to conduct discussion, the Committee and Mr. Silverstone agreed entering Executive

Session was appropriate since the focus of the discussion will be on Mr. Meisinger's specific compensation package. At this time, Committee Chair Barber entertained a motion to enter Executive Session.

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

Motion passed unanimously.

The basis for entering Executive Session is to discuss preliminary strategy and approach to CEO Compensation, Incentive and Benefits Plan, including application of the Intandem, LLC Study results to CMEEC's CEO pursuant to C.G.S. Section 1-200(6)(A) to discuss.

Members of the Committee along with non-Committee Board Members, Joseph Cirrito, Louis Demicco, George Kennedy, Mark Oefinger, Richard Throwe and David Westmoreland as well as Mr. Tan and CMEEC staff Ms. Job remained.

The Committee entered Executive Session at 3:11 p.m. with instructions to return to Public Session upon completion of Executive Session discussion.

At this time, Committee Member Kenneth Sullivan and non-Committee Members Joseph Cirrito and David Westmoreland excused themselves from the meeting.

Mr. Meisinger was invited back and re-entered Executive Session at 4:02 p.m.

The Committee re-entered Public Session at 4:13 p.m.

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 4:15 p.m.