

SUBJECT TO BOARD APPROVAL

MINUTES OF THE REGULAR MEETING OF
THE BOARDS OF DIRECTORS OF

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

June 22, 2023

The Regular Meeting of the Boards of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) and Connecticut Transmission Municipal Electric Energy Cooperative (“CTMEEC” dba Transco) was held via Zoom on Thursday, June 22, 2023 at 10:00 a.m.

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

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

Groton Utilities: Jeffrey Godley
Groton Municipal Representative: Mark Oefinger
Norwich Public Utilities: Christopher LaRose, Stewart Peil, Robert Staley
Norwich Municipal Representative: David Eggleston
Bozrah Light & Power: William Ballinger, Scott Barber
South Norwalk Electric & Water: Alan Huth, David Westmoreland
South Norwalk Municipal Representative: Dawn DelGreco
Third Taxing District, East Norwalk: Kevin Barber
East Norwalk Municipal Representative: Pete Johnson
Jewett City Department of Public Utilities: Louis Demicco, Kenneth Sullivan
Jewett City Municipal Representative: George Kennedy

The following CMEEC staff participated:

Dave Meisinger, CMEEC CEO
Bella Chernovitsky, CMEEC Director of Business Intelligence
Michael Cyr, CMEEC Director of Portfolio Management
Candice DiVita, CMEEC Financial Analyst
Patricia Meek, CMEEC Director of Finance & Accounting
Joanne Menard, CMEEC Controller
Hao Ni, CMEEC Asset Performance Manager
Michael Rall, CMEEC Director of Asset Management
Gabriel Stern, CMEEC Director of Technical Services
Leslie Williams, CMEEC Principal Accountant
Margaret Job, CMEEC Paralegal and Compliance Manager
Ellen Kachmar, CMEEC Office and Facilities Manager

Others participated:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

Chair Kevin Barber called the meeting to order at 10:01 a.m. He stated for the record that today's meeting is being held via Zoom and in person. Chair Barber requested all participants mute their devices unless speaking to eliminate confusion and background noise. He requested that those present 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. Job conducted roll call identifying voting persons at today's meeting. Chair Barber confirmed a quorum was present.

C Approve the Minutes of the June 7, 2023 Special Meeting of the Joint Boards of Directors

A motion was made by Municipal Representative Oefinger, seconded by Member Representative Demicco to Approve the Minutes of the June 7, 2023 Special Meeting of the Joint Boards of Directors.

Motion passed unanimously.

23-06-05

D May 2023 Master Dashboard

Mr. Meisinger explained that the Member Power Cost with Member Return metric came in at \$100/MWh which was slightly below the budget of \$103/MWh. He added that the year-end projection came \$3 lower than budget, at \$117/MWh.

Member Power Cost with Member Return Deviation to Benchmark came in at 60% compared to the 19% target, with projected year-end to be at 44% versus the original target of 21%. Mr. Meisinger explained that volatility in the forward and spot energy prices, mitigated by solid hedging practices and higher than expected EDC rates during the year, were the key drivers for these results.

E May 2023 Project Portfolio

Mr. Rall explained that the project portfolio came in above budget for the month. He noted that the key drivers for these results included lower than budgeted fuel and maintenance expenses for MicroGen and lower than budgeted PPA and fuel expenses for

Subbase Fuel Cell. Mr. Rall added that Transmission Project No.1 came in below budget due to the Pool Network Peak Load in April being below budget. He added that Hydro Quebec and Battery Storage came in higher than budget. Community Solar Gardens was below budget due to lower than budgeted LMPs during operation and higher than budgeted PPA and REC expenses resulting from higher than budgeted generation.

Mr. Rall explained that project portfolio performance is 57% above budget for the month and year to date performance is 43% below and year-end performance is projected to be 27% below budget.

F May 2023 Energy Market Update

Mr. Cyr provided a high-level overview of the Energy Market Analysis for May highlighting the results of the previous month and how they were impacted by load, Energy Costs, Weather, Natural Gas Costs, and Oil Costs. Mr. Cyr then explained the mitigating actions taken to remain in compliance with the Enterprise Risk Management Policy.

Mr. Cyr explained activity in the gas market noting that gas prices are fluctuating in July and August with July prices going up and August prices going down. He added that beginning June 23, 2023 and through July 16, 2023 there will be an Algonquin outage resulting in approximately one third of pipeline capacity being out of service for the period. Mr. Cyr noted that CMEEC will keep an eye on what, if any, effect this event will have on LMPs.

G Committee Reports

- **Governance Committee**
 - **Possible Vote to Approve Resolution Clarifying Payment of Compensation for Service on the Joint CMEEC / CTMEEC Boards of Directors, CMEEC Member Delegation and Joint Committees for Certain Members of the Boards of Directors**
 - **Semi Annual Review of the CMEEC Strategic Plan**
 - **Board and Committee Attendance reporting to Member Utility Commissions**

Member Representative Huth, Governance Committee Chair, explained that this Committee met on June 8, 2023 to discuss proposed edits to the current resolution clarifying payment of stipends to certain eligible Board, Member Delegation and Committee members. The Committee also received an update on the Semi-Annual Review of the CMEEC Strategic Plan, which slide deck was included in today's meeting materials. Member Representative Huth explained that the Committee also discussed providing attendance records of the municipally appointed members of the CMEEC Board to the appointing bodies in order to aid in their review of those appointments. The reports were included in today's meeting materials so that the General Managers may share them with their appointing bodies.

Mr. Meisinger briefly walked the Board through the redlined proposed resolution provided in today's meeting materials which the Governance Committee recommends for

approval at today's meeting. He identified three major substantive changes being requested to be made including clarification of how stipends are calculated: clarification of payment for multiple meetings attended in a single day, increasing the minimum attendance threshold for receiving any stipends in a given year from 65% to 70% of all relevant meetings, and clarifications to the amounts of stipends to be paid for Board, Member Delegation and Committee meetings noting the same rate of payment for each of those meeting will be paid regardless of the mode of participation.

Ms. Meek further explained that the changes to the stipends will be effective as of January 1, 2023.

At this time, Chair Barber entertained a motion to Approve the Resolution Clarifying Payment of Compensation for services.

A motion was made by Municipal Representative Johnson, seconded by Municipal Representative Eggleston to Approve the Resolution Clarifying Payment of Compensation for Service on the Joint CMEEC / CTMEEC Boards of Directors, CMEEC Member Delegation and Joint Committees for Certain Members of the Boards of Directors.

Motion passed unanimously.

23-06-06

Legislative & Governmental Affairs Committee

Member Representative Demicco, Legislative and Governmental Affairs Chair, explained that the Committee met on June 15, 2023 and received a Connecticut legislative update from Timothy Shea of Brown Rudnick who highlighted the end of the Legislative Session activities. He also explained that Mr. Rall and Ms. Job reported on federal legislation of interest to CMEEC.

Mr. Rall further updated the Board on the Powering Affordable Clean Energy (PACE) program which provides loans to finance power generation projects in rural areas. He explained that CMEEC is working with MEUs to determine if they can take advantage of this program.

H Possible Vote on Resolution Approving Member Request for Utilization of Member Trust Funds

Ms. Meek explained that Jewett City Department of Public Utilities requested to use funds from its Member Trust Fund to pay CMEEC a portion of its share of the net monies owed due to the sale of the Pierce Plant.

Chair Barber added that this is before the Board because the Board is the only authority that can approve uses of the Member Trust Funds. He also entertained a motion to approve the resolution.

A motion was made by Member Representative LaRose, seconded by Member Representative Ballinger to Approve the Resolution Approving Member Request for Utilization of Member Trust Funds.

Motion passed unanimously.

23-06-07

I Possible Vote to Enter Executive Session for the Purpose of Discussing Confidential Negotiations Pursuant to C.G.S. §§ 1-200(6)(E), 1-210(b)(4) and 1-210(b)(10)

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

Motion passed unanimously.

23-06-08

The basis for entering Executive Session is as noted above.

The Members of the Board, CMEEC staff in attendance and Mr. Silverstone remained. Mr. Silverstone agreed to participate in Executive Session under his Non-Disclosure Agreement dated May 24, 2021.

The Board entered Executive Session at 10:51 a.m.

The Board entered Public Session at 11:29 a.m.

Chair Barber explained that no actions were taken in Executive Session.

J Possible Vote to Authorize CEO to Enter into A Settlement Agreement and Related Agreements Regarding Community Solar Gardens Dispute

A motion was made by Municipal Representative Johnson, seconded by Member Representative Huth to authorize the CEO to negotiate and enter into a final and definitive Settlement Agreement along with Amended & Restated PPAs with Tesla, with respect to all outstanding disputes associated with the Community Solar Garden and Battery Storage Project, on substantially the same terms, conditions and parameters as discussed in Executive Session, and with such additional changes and modifications as the CEO, with the advice of legal counsel, deems reasonable and appropriate. In addition, the CEO is hereby directed and authorized to execute any and all documents and to take all steps necessary and appropriate to carry out the terms of such settlement.

Motion passed unanimously.

23-06-09

K Possible Executive Session Pursuant to C.G.S. §§ 1-210(b)(4) and 1-210(b)(10) for Attorney-Client Privilege Material Relating to the Criminal Trial Proceedings and On-Going Insurance Litigation

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

Motion passed unanimously.

23-06-10

The basis for entering Executive Session is as noted above.

The Members of the Board, Mr. Meisinger, Messes. Meek and Job and Mr. Silverstone remained. Mr. Silverstone agreed to participate in Executive Session under his Non-Disclosure Agreement dated May 24, 2021.

The Board entered Executive Session at 11:32 a.m.

The Board entered Public Session at 11:46 a.m.

Chair Barber explained that no actions were taken in Executive Session

L MEU Roundtable

Member Representatives Huth and LaRose provided an update on activities in the SNEW and Norwich territories, respectively.

M New Business

Chair Barber informed the Board that on a Special Ad Hoc CEO Performance and Compensation Committee meeting has been scheduled for Monday, July 17, 2023 at 10:00 a.m. He invited the full Board to attend this meeting. He added that results of this meeting will be brought to the Board meeting scheduled for July 27, 2023.

N Adjourn

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

Motion passed unanimously.

23-06-11

The meeting was adjourned at 11:49 a.m.