

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

July 21, 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 Thursday, July 21, 2022 at 9:00 a.m.

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

The following Committee Members participated telephonically or via Zoom:

Groton Utilities: Ronald Gaudet (excused himself at 10:50 a.m.)
Jewett City Department of Public Utilities: Kenneth Sullivan
Norwich Public Utilities: Christopher LaRose (excused himself at 10:25 a.m.)
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 Light & Power: William Ballinger, Scott Barber
Jewett City Department of Public Utilities: Louis Demicco
South Norwalk Electric and Water: David Westmoreland
South Norwalk Municipal Representative: Dawn DelGreco
Third Taxing District, East Norwalk: Michele Sweeney

The following CMEEEC staff participated telephonically or via Zoom:

Dave Meisinger, CMEEEC CEO
Robin Kipnis, Esquire, CMEEEC General Counsel
Margaret Job, CMEEEC Paralegal and Compliance Specialist

Ms. Job recorded.

Committee Chair Kevin Barber called the meeting to order at 9:00 a.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 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 20, 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 Alan Huth to approve the Minutes of the April 20, 2022 Special Meeting of the CMEEC Ad Hoc CEO Performance and Compensation Committee.

Motion passed unanimously.

D Proposed Executive Session pursuant to C.G.S. § 1-200(6)(A) and C.G.S. § 1-210(b)(1) to discuss revised CEO Compensation, Incentive and Benefits Plan and Employment Agreement

A motion was made by Committee Member Christopher LaRose, seconded by Committee Member Gaudet to enter Executive Session.

Motion passed unanimously.

The basis for entering Executive Session is as provided above.

Members of the Committee along with non-Committee Board Members, Scott Barber, William Ballinger, Michele Sweeney, David Westmoreland, Dawn DelGreco and Louis Demicco, as well as Mr. Meisinger and Mses. Kipnis and Job remained.

The Committee Entered Executive Session at 9:04 a.m. with instructions to return to Public Session upon completion of Executive Session.

Mr. Meisinger was excused from Executive Session at 9:55 a.m. and was invited to re-enter Executive Session at 10:52 a.m.

The Committee re-entered Public Session at 10:53 a.m.

E Possible Vote to Approve the CEO Compensation, Incentive and Benefits Plan and Employment Agreement

Chair Barber entertained a motion to table this Agenda Item E.

A motion was made by Committee Member Kenneth Sullivan, seconded by Committee Member Huth to table Agenda Item E.

Motion passed unanimously.

F Adjourn

A motion was made by Committee Member Sullivan, seconded by Committee Member Huth to adjourn.

Motion passed unanimously.

The meeting was adjourned at 10:55 a.m.