

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

August 17, 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, August 17, 2022 at 1:00 p.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
Jewett City Department of Public Utilities: Kenneth Sullivan
Norwich Public Utilities: Christopher LaRose
Third Taxing District, East Norwalk: Kevin Barber

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

Bozrah Light & Power: Scott Barber
Jewett City Department of Public Utilities: Louis Demicco
Jewett City Municipal Representative: George Kennedy
South Norwalk Electric & 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 1:00 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 Roll Call

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

C Approve the Minutes of the July 21, 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 July 21, 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. § 1-210(b)(1) to Discuss Revised CEO Compensation, Incentive and Benefits Plan and Employment Agreement

Ms. Kipnis explained that under the FOI Act, Mr. Meisinger has the right to conduct this agenda item discussion in public session if that is his preference.

Mr. Meisinger stated that he thought that discussion should be held in Executive Session because the revised terms and conditions of his revised Employment Agreement were still in draft form and subject to change pending the results of this meeting. He further stated that should the Committee wish for him to excuse himself from any of the discussion in Executive Session, he would be willing to do so as long as he is invited back after that certain discussion.

After consideration, the Committee agreed that discussion would be held in Executive Session with Mr. Meisinger present.

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

Motion passed unanimously.

The basis for entering Executive Session is as stated above.

The Committee along with the Non-Voting Board Members in attendance as well as Mr. Meisinger and Mses. Kipnis and Job remained.

The Committee entered Executive Session at 1:07 p.m. with instructions to return to Public Session upon completion of discussion in Executive Session.

The Committee re-entered Public Session at 1:23 p.m.

E Possible Vote to Approve the Committee's Recommendation that the Board of Directors Approve the CEO Compensation, Incentive and Benefits Plan and revised Employment Agreement

A motion was made by Committee Member Sullivan, seconded by Committee Member Gaudet to Recommend to the Board of Directors that they Approve the CEO Compensation, Incentive and Benefits Plan and Revised Employment Agreement in substantially the form presented to this Committee today.

Motion passed unanimously.

F Adjourn

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

Motion passed unanimously.

The meeting was adjourned at 1:28 p.m.