

SUBJECT TO BOARD APPROVAL

MINUTES OF THE REGULAR MEETING  
OF THE  
JOINT BOARDS OF DIRECTORS OF

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

January 25, 2024

The Regular 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 on Thursday, January 25, 2024 at 10:00 a.m.

**The following Member Representatives / Alternate Member Representatives / Municipal Representatives participated via Zoom or in person:**

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

**The following CMEEC Staff participated via Zoom or in person:**

Dave Meisinger, CMEEC CEO in person  
Bella Chernovitsky, CMEEC Director of Business Intelligence in person  
Michael Cyr, CMEEC Director of Portfolio Management via Zoom  
Candice DiVita, CMEEC Financial Analyst in person  
Margaret Job, CMEEC Paralegal and Compliance Manager in person  
Ellen Kachmar, CMEEC Office & Facility Manager in person  
Patricia Meek, CMEEC Director of Finance & Accounting in person  
Joanne Menard, CMEEC Controller in person  
Michael Rall, CMEEC Director of Asset Management in person  
Gabriel Stern, CMEEC Director of Technical Services via Zoom  
Walter Szymanski, CMEEC Conservation & Load Management Specialist via Zoom  
Leslie Williams, CMEEC Principal Accountant via Zoom  
Heidi, Winnick, CMEEC Finance and Treasury Analyst in person

## **Others participated:**

David Silverstone, Esquire, Municipal Electric Consumer Advocate via Zoom

Ms. Job 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 via Zoom and in person. Chair Barber requested all those participating via Zoom mute their devices unless speaking to eliminate confusion and background noise. He requested participants to 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**

Chair Barber took this time to welcome Jim DeRusha as the new Alternate Member Representative from Jewett City Department of Public Utilities. Member Representative Sullivan introduced Alternate Member DeRusha stating he spent many years working for the Town of Groton and he brings a wealth of knowledge to this position.

Ms. Job conducted roll call identifying the voting persons at today's meeting. Chair Barber confirmed a quorum was present.

### **C Approve the Minutes of the December 21, 2023 Regular Meeting of the Joint CMEEC and CTMEEC Boards of Directors**

**A motion was made by Municipal Representative Johnson, seconded by Municipal Representative Oefinger to Approve the Minutes of the November 16, 2023 Annual and Regular Meeting of the CMEEC and CTMEEC Boards of Directors.**

**Motion passed unanimously.**

**24-01-01**

### **D December 2023 Objective Summary**

Mr. Meisinger explained that the December financial results are based on preliminary unaudited results. He then explained that Member Power Costs with Member Return came in \$30/MWh below budget with unaudited year-end numbers coming below budget at \$117/MWh. Mr. Meisinger acknowledged the Portfolio Management department's solid performance along with solid member return from the projects as being the drivers for these results. He then explained that Regional Competitiveness came in at 44% for the year, versus the target of 21%. Mr. Meisinger added that year to date and year end actual results are the best since CMEEC began tracking this metric and are the result of the same drivers identified above.

## **E December 2023 Project Portfolio Summary**

Mr. Rall provided a high-level review of the project performance. He stated that Transmission Project #1 came in below budget due to lower than budgeted pool network peak load in November. Subbase Fuel Cell was lower than budget due to LMPs and generation coming in lower than budgeted. Community Solar Garden came in lower than budgeted due to lower than budgeted LMPs during operation and higher than budgeted total PPA expenses as a result of higher than budgeted generation.

For year end, Transmission Project #1 came in lower than budget for the year due to monthly pool peak loads coming in lower than budgeted. MicroGen came in 8% above budget due to higher than budgeted capacity avoided cost as well as fuel and maintenance expenses being lower than budgeted. Subbase Fuel Cell came in lower than budget due to LMPs being lower than expected. HQ came in higher than budgeted due to lower than budgeted support payment expenses and battery storage came in higher than budgeted due to lower than budgeted battery contractual fees.

## **F December 2023 Energy Market Update**

Mr. Cyr provided a high-level overview of the Energy Market Analysis for December 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. He commented that despite the volatile energy costs for the year, the total average energy cost was only \$2/MWh higher than last year due to mitigating steps implemented by the Portfolio Management group.

## **G Audit Committee Report**

Member Representative Peil, Audit Committee Chair, explained that the Committee met on January 9, 2024. He stated that he was reappointed Chair of the Committee for 2024. Member Representative Peil then explained that the Committee received an update report on the Cybersecurity Gap Analysis project which was the subject of a previous audit requested by this Committee. The Committee then discussed proposed changes to its Charter, which they voted to recommend to the Board for approval at today's meeting.

Member Representative Peil further explained that the Committee discussed the results of its Self-Evaluation, which returned high scores. The Committee then discussed goals for 2024 and chose to request an internal audit of the CMEEC insurance program, also authorizing engagement of a consultant for that project.

The Committee received an update on the development of a timeline for completion of proposed recommendations resulting from TRC's audit of the CMEEC Safety Manual and Guidelines last year.

Chair Barber then entertained a motion to approve the revised Audit Committee Charter.

**A motion was made by Municipal Representative Eggleston, seconded by Municipal Representative DelGreco to Approve the Revised Audit Committee Charter.**

**Motion passed unanimously.**

**24-01-02**

## **H Budget & Finance Committee Report**

Member Representative LaRose, Budget & Finance Committee Chair, explained that the Committee met on January 16, 2024. He added that he was reappointed Chair of the Committee for 2024. Member Representative LaRose stated that the Committee reviewed its Charter noting that no revisions were requested. The Committee also reviewed the results of its self-evaluation which received overall scores of outstanding. Member Representative LaRose stated that the Committee also reviewed goals for 2024 and a draft of the 5-Year Financial Plan. He also noted that the Committee would continue work on the 5-Year Financial Plan and set a goal of completing it in 2024.

Ms. Meek added that a special meeting of this Committee will be scheduled to review the Bank of America Letter of Credit renewal.

## **I Establishment of Ad Hoc CEO Compensation Committee Possible Vote to Establish Ad Hoc CEO Compensation Committee and to Appoint Members of Same**

Chair Barber explained that last year this Committee recommended that the Board vote each year on the annual establishment of this Committee. He further explained that this Committee is tasked with the performance review and compensation adjustments of the CEO. Chair Barber stated that he contacted each of the General Managers of the Member Utilities to garner their interest in serving on the Committee this year, and that each responded affirmatively. He encouraged other members of the Board to think about joining this Committee as well.

Chair Barber explained the process the Committee follows in its evaluation of the performance of the CEO as well as that of their work in determining a possible base compensation adjustment for him. He added that Winston Tan from InTandem, LLC will be engaged to assist the Committee in these efforts again this year. He further added that Mr. Tan will develop a questionnaire regarding the CEO's performance which will be emailed to each member of the Board for their completion. Mr. Tan will compile the results and share them with the Committee.

After discussion, Municipal Representative Johnson expressed his interest in joining this Committee. Chair Barber encouraged other members of the Board to contact him if they would like join.

Following this discussion, Chair Barber entertained a motion to Establish the Ad Hoc Compensation Committee for 2024 and appoint members.

**A motion was made by Municipal Representative Johnson, seconded by Municipal Representative Kennedy to Establish the Ad Hoc Compensation Committee and to Appoint Members to the Same.**

**Motion passed unanimously.**

**24-01-03**

**J Risk Management Committee Report  
Proposed Executive Session Pursuant to C.G.S. Sections 1-200(6)(E) and 1-210(b)(5)  
to Discuss Recent Efforts Regarding Potential New and Existing Projects and  
Proposed Modifications to the CMEEC Enterprise Risk Management Policy**

Member Representative Gaudet, Risk Management Committee Chair, explained that the Committee met on January 18, 2024 and reappointed him as Chair of the Committee for 2024. He continued to explain that the Committee reviewed its Charter without recommending any changes. The Committee also reviewed the results of its self-evaluation, which received overall scores of outstanding, and discussed goals for 2024. Member Representative Gaudet added that the Committee held discussions in Executive Session which focused on the Enterprise Risk Management Policy (ERMP) and project updates. After the Committee returned to Public Session, Member Representative Gaudet stated that it agreed to move the ERMP before the Board for their review and, if they felt appropriate, for approval.

At this time, Chair Barber entertained a motion to enter Executive Session.

**A motion was made by Member Representative Ballinger, seconded by Municipal Representative Kennedy to enter Executive Session.**

**Motion passed unanimously. 24-01-04**

**The basis for entering Executive Session is Pursuant to C.G.S. Sections 1-200(6)(E) and 1-210(b)(5) to Discuss Recent Efforts Regarding Potential New and Existing Projects and Proposed Modifications to the CMEEC Enterprise Risk Management Policy.**

**Members of the Board, all CMEEC staff present and Mr. Silverstone remained.**

**The Board entered Executive Session at 10:36 a.m. with instructions to return to Public Session upon completion of discussion in Executive Session.**

**The Board re-entered Public Session at 11:06 a.m.**

Chair Barber stated that no action was taken during Executive Session.

After discussion, the Board agreed it will vote on whether to approve the ERMP as presented.

Chair Barber entertained a motion to approve the Enterprise Risk Management Policy in the form it was presented at today's meeting.

**A motion was made by Member Representative Huth, seconded by Municipal Representative Johnson to Approve the Enterprise Risk Management Policy in the form presented at today's meeting.**

**Motion passed unanimously. 24-01-05**

## **K New Business**

Mr. Meisinger reminded the Board of the email from Mr. Rall in early January advising that the Subase Fuel Cell project has satisfied the requirements for getting the project through its initial PPA period and is now considered to be fully operational.

Chair Barber reminded the Board that Ms. Menard has re-sent an email with an Excel spreadsheet of CMEEC's active vendors for the Board to review and respond as appropriate. He urged the Board to complete it as soon as possible. He explained that this exercise is in connection with the identification of potential related party transactions.

## **L MEU Roundtable**

Member Representative Gaudet informed the Board that Groton Utilities has completed a Cost-of-Service Study for Bozrah Light & Power related to a three-year rate track. Chair Barber noted that TTD will also be starting their own Cost-of-Service Study for a three-year rate track soon.

Mr. Meisinger explained that the Joint Legislative and Governmental Affairs Committee will meet on Thursday, February 1, 2024. He added that the APPA Legislative Rally will take place from February 26 through February 28, 2024 and will be held remotely. He explained that Brian Forshaw, Gabe Stern, Mike Rall, and himself expect to participate this year along with members of the Board who volunteer. He noted that talking points are developed to aid in discussion with CMEEC's delegate staff in Washington, DC. Mr. Meisinger encouraged the Board to participate if their schedules allow.

## **M Adjourn**

**A motion was made by Member Representative Huth, seconded by Municipal Representative DelGreco to adjourn.**

**Motion passed unanimously.**

**24-01-06**

The meeting was adjourned at 11:13 a.m.