

MINUTES OF THE
SPECIAL HYBRID MEETING OF THE
AD HOC CHARTER REVIEW COMMITTEE
OF THE BOARD OF DIRECTORS OF
CONNECTICUT MUNICIPAL ELECTRIC ENERGY COOPERATIVE

June 25, 2025

A Special Hybrid Meeting of the Ad Hoc Charter Review Committee of the Board of Directors of Connecticut Municipal Electric Energy Cooperative (“CMEEC”) was held in person at 30 Stott Avenue, Norwich, CT and via Zoom on Wednesday, June 25, 2025 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 in Person:

Groton Utilities: Ronald Gaudet
Jewett City Department of Public Utilities: Elier Alvarado
Norwich Public Utilities: Christopher LaRose
Third Taxing District, East Norwalk: Kevin Barber

The following Non-Voting Members participated via Zoom Unless Otherwise Noted:

Bozrah Light & Power: Scott Barber, William Ballinger
Groton Municipal Representative: Mark Oefinger, In Person
Jewett City Department of Public Utilities: Louis Demicco
Jewett City Municipal Representative: George Kennedy
East Norwalk Municipal Representative: Pete Johnson

The following CMEEC staff participated in Person:

Dave Meisinger, CMEEC CEO
Candice Divita, CMEEC Financial Analyst
Margaret Job, CMEEC Director Administrative Services
Patricia Meek, CMEEC Director Finance & Accounting
Heidi Winnick, CMEEC Financial & Treasury Analyst

Others participated via Zoom:

David Silverstone, Esquire, Municipal Electric Consumer Advocate

Ms. Job recorded.

CMEEC Board Chair Kevin Barber called the meeting to order at 9:03 a.m. noting for the record that today's meeting is being held in person at 30 Stott Avenue, Norwich, CT and via Zoom. He requested those participating via Zoom 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. CMEEC Board Chair Barber confirmed a quorum was present.

C Select 2025 Ad Hoc Charter Review Committee Chair

CMEEC Board Chair Barber invited nominations for the position of the 2025 Ad Hoc Charter Review Chair. Committee Member LaRose nominated CMEEC Board Chair Barber to serve as Chair of the Ad Hoc Charter Review Chair.

A motion was made by Committee Member LaRose, seconded by Committee Member Gaudet to appoint CMEEC Board Chair Barber as Chair of the Ad Hoc Charter Review Committee.

Motion passed unanimously.

D Possible Executive Session to Discuss Preliminary Topics and Issues that may be addressed or reflected in proposed amendments to CMEEC organic documents, including without limitation the CMEEC Member Agreements and CMEEC Bylaws, Pursuant to C.G.S. Sections 1-200(b)(E), 1-210(b)(1) and 1-210(b)(5)

Committee Chair Barber explained the reason this agenda item indicates discussion of the stated topics may occur in executive session is because once an agenda for a Special Meeting has been posted publicly, it may not be amended during the meeting. However, if the Committee thought discussion would be best served conducted in public session versus executive session despite justifications that may exist to go into executive session, it may remain in public session without violating the FOI statutes. Mr. Meisinger added that he, Committee Chair Barber and Mr. Silverstone consulted with counsel about the proposed topics and the reasons for considering their discussion in executive session. While counsel agreed that the stated reasons for such executive session discussion were lawful, it was determined there was no need to enter executive session unless warranted based on the direction of discussion in public session.

Mr. Meisinger further explained that the goal of today's meeting is to delve into CMEEC founding documents such as its Bylaws and Member Agreements (the "Founding Documents"). Open and free discussion is encouraged related to the review and suggested edits or updates to them or to other related topics. This Committee will ultimately vote on whether to recommend approval of any amendments to the Founding Documents to the Board of Directors and/or Member Delegation as relevant.

Mr. Meisinger also noted today's discussion will be guided based on the four-page document provided in advance of today's meeting. He added that the document presents hypothetical thoughts and ideas to trigger discussion about possible changes to the Founding Documents for consideration by the Committee and others present at today's meeting and were primarily based on the Survey of Board members conducted in late 2024 as well as discussions at various Committee meetings during the first half of 2025.

Discussion followed related formation of this Committee and who the members are or should be, which was discussed initially when the Board formed the Committee at its meeting on January 25, 2025. It was discussed and generally acknowledged that all members of the Board are welcome and encouraged to attend and that if desired, a vote at a future Board meeting could be made to add others to this Committee as official voting members.

Mr. Meisinger then walked the Committee through the four-page memo attached to today's meeting packet:

- I. The Committee began discussion of the Member Delegation, focusing on questions of how and why it was formed, who is a Member Delegate, and the ongoing appropriateness of the matters delegated to it for final approval, including project entitlements after the Board approves a project, approving new members or withdrawing members, and approving Bylaw amendments, and whether these items should be approved by the Board or a different subset of the Board.

Mr. Meisinger turned the Committee's attention to the bottom of the first page of the four-page document for discussion of the ongoing desire to maintain the Member Delegation. He noted that the Member Delegation was formally named/created in an April 2013 Bylaw revision, adding that a Member Delegation is not a requirement of the CMEEC enabling statutes, currently has a majority comprised of General Managers of CMEEC's member municipal electric utilities (each an "MEU"), and was established before the state legislature added "Ratepayer Representatives" to CMEEC's Board of Directors in 2017.

Lengthy discussion followed related to the history of the establishment of the Member Delegation. Mr. Silverstone questioned who prevails if the Member Delegation and the Board of Directors come to different decisions. He added that if under statute the Board prevails then that calls into question why a Member Delegation was created at all. Mr. Meisinger directed the Committee to Article I, Section 9 of the Bylaws that provides for Member Delegate service and authorizes

it to “act with the full powers and duties of the Member while serving on the CMEEC Member Delegation with respect to all matters which come before the Member Delegation,” which seemed to the Committee to reflect an intention in the Bylaws to delegate certain authorities from the Board to the Member Delegation.

Following discussion on the merits of whether to maintain or modify the Member Delegation, Mr. Silverstone questioned the relevance and lawfulness of maintaining the Member Delegation as a result of the 2017 legislation that added the Ratepayer Representatives as members of the CMEEC Board. It was discussed and agreed that this Committee could seek counsel on this matter as it decides whether to make any changes to the current Member Delegation structure.

- II.** Next, the Committee turned its attention to the current size of the CMEEC Board of Directors. Current statutes require at least two members of the Board of Directors per Member Electric Utility, with one required to be a Ratepayer Representative. Mr. Meisinger and Committee Chair Barber then turned the Committee’s attention to the prompts listed in the four-page memo on this topic.

Discussion focused on issues of ensuring a quorum with a larger board and the difficulty some Members face in appointing certain positions on the CMEEC Board, specifically Ratepayer Representatives. The Committee discussed eliminating the Alternate Member Representative and the need to appoint Board members with energy/utility experience/knowledge. However, they acknowledged difficulty experienced by some Members to find qualified Ratepayer Representatives. Mr. Oefinger suggested that qualifications also include knowledge of governance and good policy. Mr. Silverstone added he does not think alternate board members, generally, exist in corporations or government. Among those in attendance, there appeared to be some consensus around maintaining a Board of 18 members, as well as a wide general consensus to recommend elimination of the Alternate Member Representative position.

- III.** The next topic discussed was Committee Structure. Mr. Meisinger asked the Committee for its thoughts on whether the current Committee structure is right for CMEEC. He added that currently the CMEEC Board has five (5) standing Committees which include the Budget & Finance Committee, Audit Committee, Risk Management Committee, Governance Committee, and the Legislative and Governmental Affairs Committee. There are also currently two Ad Hoc Committees, one addressing CEO Performance and Compensation and this Charter Review Ad Hoc Committee. Mr. Meisinger and Committee Chair Barber opened the floor to discuss combining or dissolving any of the current standing Committees, as has been discussed from time to time in the past. Discussion followed addressing combining the Audit Committee with the Budget & Finance Committee and the appropriateness of doing so, or not, given each of the individual Committees’ responsibilities under their charters and treatment. The

general consensus was to lean toward keeping those two Committees separate, but to revisit the topic before coming to a final decision on a recommendation.

The Committee next addressed keeping or dissolving the Legislative and Governmental Affairs Committee. Mr. Meisinger noted that the Committee typically only meets twice per year, with special meetings called as needed. The Committee receives a report from CMEEC's Lobbying Firm, at the beginning and end of the Connecticut Legislative Session each year. It was discussed that this report could instead be presented and discussed at a Board meeting, since the legislative topics are usually of broad interest and the participants in CMEEC-related advocacy are not typically limited to or dependent upon membership in the Legislative and Governmental Affairs Committee. Among those in attendance, there was a general consensus around eliminating the Legislative and Governmental Affairs Committee.

Mr. Meisinger posed an idea of forming a General Manager Committee, but it was widely agreed that this would create various logistical and practical issues.

- IV. Next the Committee addressed the payment of stipends to CMEEC Board members for their participation in Board, Committee and Member Delegation meetings. Mr. Meisinger noted that there has been ongoing conversation related to whether there should be a different stipend amount depending on level and form of meeting attendance. He added that the Board approves the stipend amount which is paid by CMEEC. Questions posed for discussion included whether the stipend should be a fixed annual amount versus a per-meeting payment, and whether stricter meeting attendance requirements be established.

Discussion followed addressing the perceived historical purpose of offering a stipend to serve on the CMEEC Board or its Committees. Mr. Demicco explained that historically, it was difficult to ensure attendance so a stipend was created. After discussion, the Committee agreed that as had been recommended by the Budget & Finance Committee earlier this year, a survey addressing stipends will be created and provided to the Board. Mr. Meisinger added that staff will provide the draft survey questions to Mr. LaRose for his input as Chair of the CMEEC Budget & Finance Committee as well as to Committee Chair Barber.

- V. The Committee then turned its attention to Board Committee membership. Mr. Meisinger explained that at a recent Budget & Finance Committee meeting and a subsequent Board meeting, the matter of allowing MEU staff to join committees as a voting member was discussed, as was whether a MEU staff member could chair a CMEEC Committee. Committee Member Gaudet suggested that Article III, Section 16 of the CMEEC Bylaws be amended to identify who has authority to elect a Committee chair and to define who can/cannot be chair of a CMEEC Committee. He further asked if rules should be established addressing who can Chair a CMEEC Committee. If so, these rules should be clearly addressed in the CMEEC Bylaws. There also appeared to be some general consensus that the

Chair of any CMEEC Committee should be a voting member of the CMEEC Board, that MEU staff should be permitted to join CMEEC Committees as voting members, and that CMEEC staff should not be permitted to join CMEEC Committees as voting members.

After discussion, the Committee agreed that its next Special meeting will be held on Wednesday, July 23, 2025 at 9:00 a.m.

E Adjourn

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

Motion passed unanimously.

The meeting was adjourned at 12:00 p.m.