

**BERKSHIRE WIND POWER COOPERATIVE CORPORATION**

**BOARD OF DIRECTORS MEETING**

**STERLING MUNICIPAL LIGHT DEPARTMENT  
50 MAIN STREET  
STERLING, MA**

**OCTOBER 24, 2016  
10:30 AM**

**REGULAR SESSION**

**MINUTES**

**1. CALL TO ORDER**

Chairman Driscoll called the Regular Session of the Berkshire Wind Power Cooperative Corporation Board of Directors meeting to order at 10:35 AM.

Those present:

**BOARD OF DIRECTORS**

John Driscoll, Chairman, Templeton; Peter Dion, Wakefield, Glenn Trueira, Peabody; Sean Hamilton, Sterling; and Ronald C. DeCurzio, Chief Executive Officer & Secretary, MMWEC.

**OTHERS**

Members: Mark Barakian, Boylston; Jim Robinson, Holden.

Michael D. Vhay; Ferriter Scobbo & Rodophele, PC; Edward Kaczinski, Director - Engineering & Generation Assets, MMWEC; and Tammy Kane, Recording Secretary, Ferriter Scobbo & Rodophele, PC.

**2. APPROVAL OF AGENDA**

A motion to approve the Agenda was made by DeCurzio and seconded by Dion and it was unanimously voted to approve the Agenda as presented.

**3. APPROVAL OF MAY 25, 2016 REGULAR SESSION MINUTES**

A motion to approve the Regular Session Minutes of the May 25, 2016 Board of Directors meeting was made by DeCurzio and seconded by Dion and it was unanimously voted to approve the May 25, 2016 Board of Directors Regular Session Minutes. Hamilton abstained.

#### **4. REPORT ON OPERATIONS**

Kaczenski stated that the project's average Capacity Factor for September 2016 was 24.6% and 36.04% year to date. The project experienced two curtailments on October 23, 2016. The first was due to high winds. The second was due to interruption in WMECO's local circuit. The cause of the latter interruption is not yet known.

The project continues to explore long term solutions that will add redundancy to the communications circuits between the project and the Partridge substation. At this time, there appears to be two options for improving the communications circuits. One solution is a quote from Verizon to install a complete fiber-optic network (some fiber is used now) to replace all copper circuits. The other solution is to purchase a second RFL unit, which would then allow the project to operate on both of its installed communications circuits. Hamilton asked about the frequency of Verizon outages. Kaczenski replied that there are outages about 4-5 times a year. Kaczenski reported that counsel Nick Scobbo has prepared a letter billing Verizon for the project's lost profits resulting from Verizon outages. Kaczenski also stated the project has not yet renewed its 5-year contract with Verizon, as the project hopes to negotiate a better contract. Hamilton asked about the losses related to Verizon problems. Kaczenski replied that the lost revenues were approximately \$100,000. Hamilton asked if nearby communities could interconnect with the project's fiber-optic line if one were installed. Kaczenski said that he would investigate that possibility. Kaczenski stated the project's turbines and gearboxes are running well.

#### **5. OTHER**

Dion announced that representatives of Williams College were expected to call at approximately 12:00 p.m.

#### **6. EXECUTIVE SESSION**

A motion was made by Driscoll and seconded by Dion to enter into Executive Session for purposes of voting on the Board of Directors Executive Session Minutes of May 25, 2016, to discuss matters relating to the purchase, exchange or lease of real property where an open meeting may have a detrimental effect on the negotiating position of the Corporation, to discuss trade secrets and confidential, corporation-sensitive information where the corporation has determined disclosure will have an adverse effect on the corporation's ability to conduct its business, to discuss strategy with respect to litigation and to reconvene the Board of Directors Meeting into Regular Session at the conclusion of the Executive Session.

On the basis of a roll-call vote as follows:

DeCurzio	"aye"
Dion	"aye"
Driscoll	"aye"
Hamilton	"aye"
Trueira	"aye"

Trueira "aye"

The Board of Directors entered Executive Session at 10:46 AM.

## **5. OTHER (resumed)**

The Regular Session of the Board of Directors meeting reconvened at 11:58 AM.

The Chairman suspended the Regular Session of the meeting for purposes of the call, but asked the Recording Secretary to take notes of the call.

### **Notes of Call:**

A conference call with representatives of Williams College commenced at approximately noon. Those on the call introduced themselves: Tyler Fairbank, EOS Ventures; Seth Ginsberg, Apis Energy; Garth Klimchuk, Northwind Renewables; and Paolo Cugnoasca, Feronia.

The Cooperative Board Members introduced themselves. Vhay introduced himself as counsel to the Cooperative.

Fairbanks said that he and the others on the call are working with Williams to identify and obtain renewable energy resources for the college. The purpose of the group's call was to understand what the Cooperative might be able to provide in the way of transmission and generation of such resources. Dion described the Cooperative's current facilities and asked what Williams's needs are and what sorts of business arrangements would be suitable for Williams. Fairbanks replied that his group is working with Williams to help Williams meet its goal of carbon neutrality by 2020. Williams thus is looking to invest in or off-take from new renewable power generation, ideally within 50 - 100 miles of the College. As far as a business arrangement, Fairbanks said that Williams needs either to own new renewable resources or off-take power from new renewable resources. DeCurzio asked if this included RECs; Fairbanks replied yes.

Ginsberg said that Williams' goal is to obtain sufficient renewable energy resources by 2020. Ginsberg said that Williams became interested in the Cooperative because Williams heard that the Cooperative has approved sites and has reserved transmission capacity. Williams would like to avoid the expense of new substation too. Dion was asked if the Cooperative has an application in process for additional wind facilities and if so, the status of the application. Dion replied that the Cooperative had plans for up to additional 4.8 MW of turbines, either three 1.6-MW turbines or two 2.3-MW turbines. Dion said that the Cooperative had not advanced its plans because of the decline in the market price for electricity. Additional turbines are still a viable option. Fairbanks asked where the turbines would be. Kaczinski replied that the turbine pads would be in Hancock.

Ginsberg asked what the Cooperative had in mind for further development of its Hancock sites. Dion replied that the parties would need to execute a Non-Disclosure Agreement before discussions on that subject could advance beyond generalities. Fairbanks suggested that a meeting at the site also is needed to discuss turbine siting, interconnection issues and cabling.

Dion agreed the Non-Disclosure Agreement needs to be completed and a meeting at the site should occur soon. Dion stated the Cooperative would reply soon to Williams about the Non-Disclosure Agreement.

The call ended at 12:26 PM.

A motion was made by Hamilton and seconded by DeCurzio to re-enter Executive Session for purposes of matters relating to the purchase, exchange or lease of real property where an open meeting may have a detrimental effect on the negotiating position of the Corporation, to discuss trade secrets and confidential, corporation-sensitive information where the corporation has determined disclosure will have an adverse effect on the corporation's ability to conduct its business, strategy with respect to litigation, and to reconvene the Board of Directors Meeting into Regular Session for adjournment. On the basis of a roll-call vote as follows the Board re-entered Executive Session:

DeCurzio	"aye"
Dion	"aye"
Driscoll	"aye"
Hamilton	"aye"
Trueira	"aye"

The Board re-entered Executive Session at 12:46 PM.

The Board resumed the Regular Session at 1:10 PM.

## **7. ADJOURNMENT**

All business having been concluded, a motion was made by Dion and seconded by DeCurzio to adjourn the Berkshire Wind Power Cooperative Corporation Board of Directors meeting.

Chairman Driscoll declared the Berkshire Wind Power Cooperative Corporation Board Directors meeting adjourned at 1:11 PM.

A TRUE RECORD

ATTEST:

  
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Nicholas J. Scobbo, Jr. Clerk  
Berkshire Wind Power Cooperative Corporation