

BERKSHIRE WIND POWER COOPERATIVE CORPORATION

MEMBERSHIP MEETING

**SHREWSBURY ELECTRIC LIGHT & CABLE OPERATIONS
100 MAPLE AVENUE
SHREWSBURY, MA**

**FEBRUARY 6, 2019
12:30 PM**

REGULAR SESSION

MINUTES

1. CALL TO ORDER

Chairman Driscoll declared a quorum of the Membership present and called the Regular Session of the Berkshire Wind Power Cooperative Corporation Membership Meeting to order at 12:30 PM.

Those present:

MEMBERS

John Driscoll, Templeton; Peter Dion, Wakefield; Charles Orphanos, Peabody; Sean Hamilton, Sterling; Mark Barakian, Boylston; Jeffrey Cady, Chicopee; Kevin Kelly, Groton; Jonathan Fitch, West Boylston; Tara Rondeau, Paxton; Panos Tokadjian, Hull; Jane Parenteau, Holden; Joseph Kowalik, Marblehead; Jonathan Blair, Ipswich; and Ronald C. DeCurzio, Chief Executive Officer & Secretary, MMWEC.

OTHERS

Nicholas J. Scobbo, Jr. Clerk; and Tammy Kane, Recording Secretary, Ferriter Scobbo & Rodophele PC; Brian Quinn, Director, Engineering & Generation Assets, MMWEC; and Matthew Ide, Executive Director – Energy & Financial Markets, MMWEC.

2. APPROVAL OF AGENDA

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

3. APPROVAL OF NOVEMBER 29, 2018 MEMBERSHIP ONLY PORTION OF THE REGULAR SESSION MINUTES OF THE JOINT MEMBERSHIP AND BOARD MEETING

A motion to approve the Regular Session Membership only portion of the Minutes of November 29, 2018 Joint Membership and Board meeting was made by Dion and seconded by Barakian and it was unanimously voted to approve the Membership portion only of the November 29, 2018 meeting Minutes as presented.

4. ELECTION OF REPLACEMENT OF GLENN TRUEIRA TO BOARD OF DIRECTORS

Driscoll stated he is taking nominations to fill the vacancy on the Board of Directors due to Trueira's recent retirement.

Orphanos stated he had some interest in being on the Board. Driscoll stated Blair is interested as well.

Hearing no other nominations, a motion was made by Dion and seconded by Hamilton to close nominations with Blair and Orphanos having been nominated. The motion carried unanimously. Scobbo stated the method by which the Membership wants to vote on the nominations is up to it. The vote could be by written ballot or voice vote. Hamilton stated the vote should not be verbal but by ballot because the nominees are two (2) active Members. Orphanos withdrew his nomination.

Scobbo stated Trueira's term was for three (3) years and that term started about a year ago so the Director-Elect will fill the remaining approximately 2 years of the term.

Due to Orphanos withdrawing, the remaining nominee is Blair.

Whereupon a motion was made by Driscoll and seconded by Hamilton and on a unanimous voice vote, it was voted to:

Vote MEM 19-01: Elect Jon Blair as a Director to fill out the remaining term of the retired Director or until Blair's successor is chosen and qualified.

Scobbo stated that Jon Blair's term on the Board of Directors would be effective immediately.

5. OPERATIONS REPORT

Quinn stated the capacity factor, 27.9%, is below what would be expected. This is attributed to the number of days the turbines were down in 2018. Quinn does not have January averages yet. Quinn stated the loss of guard signal was addressed in the December Operations Report. Quinn reported that damage due to a wind farm trip over the holiday weekend in January was averted due to recent modifications made. Because new circuitry was installed, five (5) turbines did not trip off-line as they would have in the past before these modifications were made. As a result of the modifications, the turbines eased back to their previous operating state. This was a huge benefit for the Cooperative in terms of wear and tear on the equipment and in minimizing the amount of time MMWEC staff time would have to spend on the mountain for repairs due to the Verizon faulty signal.

Quinn stated MMWEC is trying to eliminate copper telephone wires and is working with Verizon and others to secure a fiber optic connection instead. MMWEC wants a T-1 fiber line. Quinn stated MMWEC wants better communications in Ludlow between it and the wind farm. MMWEC is hoping a fiber solution is in place by the end of May 2019. Hamilton asked if MMWEC is running its own fiber. Quinn replied that MMWEC is currently working on the architectural end of how to set that up. MMWEC wants to add cameras and locking devices at the Site as well and wants to be able to conduct diagnostic testing. Cady suggested reaching out to NBI in Western MA for fiber lines.

Quinn stated due to the severe cold weather there were numerous trips, battery issues and other non-predictable events. The Cooperative has a turbine cold weather package for each turbine. Quinn stated MMWEC will ask GE if there have been improvements to the cold weather package since the Cooperative purchased its cold weather package or if GE offers package enhancements.

In response to a question by Kowalik, there was a brief discussion on the difference between Capacity Factor and Availability Factor. Capacity factor is a percentage of time the equipment operates over hours that equipment is available to operate. Availability factor is based on hours the equipment is ready to operate and capable of operating if called upon to do so. Availability is based on hours and capacity is based on mw stated Driscoll. Kowalik asked if this information is provided to the public or if it is benchmarked. DeCurzio replied that each wind site is unique. Before Phase 1 commenced, the Cooperative conducted a study to assess capacity factor. Today, the Cooperative uses that result against what GE predicted as the benchmark. Ide stated a low capacity factor would be the result of an output problem which leads to the question of what is causing the low output, is it a system breakdown or is it simply the lack of wind. Ide stated sometimes capacity and availability work in tandem.

Quinn stated two (2) GE teams are currently on Site. Two (2) turbines are down. MMWEC is working on a down tower assembly and might be able to purchase the entire down tower assembly materials at a significant cost savings. These materials are not budget items and there are long lead times. DeCurzio stated MMWEC is re-evaluating its inventory to avoid long lead times. DeCurzio stated the R&C fund is typically used in cases like this. There is about \$1.5 million in the R&C fund.

6. EXECUTIVE SESSION

A motion was made by Hamilton and seconded by Kelly to enter into Executive Session for purposes of discussing expenses associated with the potential purchase, exchange or lease of real property, 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 with respect to competitors and for strategy with respect to litigation and to reconvene the Membership Meeting into Regular Session at the conclusion of the Executive Session for purposes of adjournment.

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

Barakian	"aye"
Blair	"aye"
Cady	"aye"
DeCurzio	"aye"
Dion	"aye"
Driscoll	"aye"
Fitch	"aye"
Hamilton	"aye"
Kowalik	"aye"
Kelly	"aye"
Orphanos	"aye"
Parenteau	"aye"
Rondeau	"aye"
Tokadjian	"aye"

The Membership Meeting entered Executive Session at 1:00 PM.

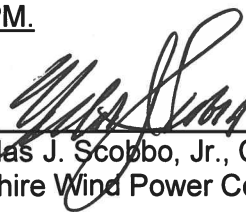
The Regular Session of the Membership Meeting reconvened at 1:24 PM.

7. ADJOURNMENT

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

Chairman Driscoll declared the Berkshire Wind Power Cooperative Corporation Membership meeting adjourned at 1:25 PM.

ATTEST:



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