

Berkshire Wind Power Cooperative Corporation

Financial Statements
and
Required Supplementary Information

As Of And For The Years Ended December 31, 2015 and 2014

Berkshire Wind Power Cooperative Corporation

FINANCIAL STATEMENTS

As Of And For The Years Ended December 31, 2015 and 2014

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Berkshire Wind Power Cooperative Corporation
Holden, Massachusetts 01520

Report on the Financial Statements

We have audited the accompanying financial statements of Berkshire Wind Power Cooperative Corporation (the "Cooperative"), as of and for the years ended December 31, 2015 and 2014, and the related notes to the financial statements, as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Cooperative's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Cooperative's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

To the Board of Directors
Berkshire Wind Power Cooperative Corporation

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Cooperative as of December 31, 2015 and 2014, and the changes in its financial position and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the required supplementary information as listed in the table of contents be presented to supplement the financial statements. Such information, although not a part of the financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the financial statements, and other knowledge we obtained during our audit of the financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Baker Tilly Virchow Krause, LLP

Madison, Wisconsin
April 27, 2016

Berkshire Wind Power Cooperative Corporation

Management's Discussion and Analysis (unaudited)
As of and for the years ended December 31, 2015 and 2014

The following discussion and analysis of the Berkshire Wind Power Cooperative Corporation ("Cooperative") provides an overview and analysis of the Cooperative's financial performance during the years ended December 31, 2015, 2014 and 2013. This discussion and analysis should be read in conjunction with the Cooperative's financial statements and the accompanying notes.

COMPANY OVERVIEW

The Cooperative is organized under Chapter 164: Section 47C and Chapter 157 of the General Laws of the Commonwealth of Massachusetts and is constituted as a municipal lighting plant cooperative. The Cooperative was formed by the Massachusetts Municipal Wholesale Electric Company ("MMWEC") and 14 Municipal Light Departments (Participants) for the purpose of financing, owning, constructing and operating wind generation facilities located on Brodie Mountain in the towns of Hancock and Lanesborough, Massachusetts (Berkshire Wind Facility). MMWEC and the Participants are the members of the Cooperative. Any Municipal Light Department may become a member of the Cooperative by executing a Berkshire Wind Power Cooperative Agreement with MMWEC and agreeing to comply with such reasonable terms and conditions for membership as established by the Cooperative's By-laws.

The Cooperative has ten 1.5-megawatt wind turbines, which together with necessary equipment and related facilities comprise the Berkshire Wind Facility. The Cooperative sells energy and capacity to MMWEC pursuant to the Berkshire Wind Power Sales Contract (Power Sales Contract) dated May 21, 2008. MMWEC entered into the Power Sales Contract with the Cooperative pursuant to which MMWEC has agreed to purchase 100% of the capacity and energy output and, to the extent uncommitted to any third party under existing agreements, associated environmental energy attributes of a wind power generating facility by the Berkshire Wind Facility. MMWEC, in turn will sell such capacity and energy to each of the Participants, in their pro rata share, pursuant to 14 identical take or pay Berkshire Wind Power Purchase Agreements (Power Purchase Agreements) dated May 21, 2008. This business will be a self-sustaining operation, capable of providing operational and financial value to MMWEC and the Members.

The financial statements of the Cooperative have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

OVERVIEW OF THE FINANCIAL STATEMENTS

The Cooperative's financial statements include Statements of Net Position, Statements of Revenues, Expenses and Changes in Net Position and Statements of Cash Flows. The Statements of Net Position report year-end assets and liabilities based on the original cost adjusted for any depreciation, amortization or unrealized gains/losses as appropriate. The Statements of Revenues, Expenses and Changes in Net Position present the Cooperative's operating revenues and expenses incurred as a result of the Cooperative's business activity. The Statements of Cash Flows report the cash provided and used for operating activities, as well as investing activities and capital and related financing activities.

Berkshire Wind Power Cooperative Corporation

Management's Discussion and Analysis (unaudited)
As of and for the years ended December 31, 2015 and 2014

FINANCIAL ANALYSIS

Analysis of the Cooperative's financial position includes a review of the Statements of Net Position, the Statements of Revenues, Expenses, and Changes in Net Position and the Statements of Cash Flows.

The following tables show the condensed Statements of Net Position, the Statements of Revenues, Expenses, and Changes in Net Position and the Statements of Cash Flows as of December 31, 2015, 2014 and 2013.

Condensed Statements of Net Position

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Current assets less current portion of restricted special funds	\$ 3,097,340	\$ 3,955,176	\$ 3,943,832
Restricted assets including current portion of restricted special funds	10,686,273	10,272,250	9,882,024
Capital assets	<u>52,481,012</u>	<u>53,891,466</u>	<u>55,566,739</u>
Total assets	<u>\$ 66,264,625</u>	<u>\$ 68,118,892</u>	<u>\$ 69,392,595</u>
Current liabilities less current maturities and accrued interests	\$ 4,627,952	\$ 4,953,550	\$ 4,596,517
Long-term debt, net of premiums, including current maturities and accrued interest	57,213,660	59,877,538	62,483,989
Noncurrent liabilities	1,190,532	1,133,192	1,208,232
Deferred inflows of resources	<u>3,232,481</u>	<u>2,154,612</u>	<u>1,103,857</u>
Total liabilities and deferred inflows of resources	<u>\$ 66,264,625</u>	<u>\$ 68,118,892</u>	<u>\$ 69,392,595</u>
Net investment in capital assets	\$ 3,715,022	\$ 2,707,599	\$ 1,432,325
Restricted	956,119	358,489	358,388
Unrestricted	<u>(4,671,141)</u>	<u>(3,066,088)</u>	<u>(1,790,713)</u>
Total net position	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Please refer to Independent Auditors' Report

Berkshire Wind Power Cooperative Corporation

Management's Discussion and Analysis (unaudited)
As of and for the years ended December 31, 2015 and 2014

FINANCIAL ANALYSIS...continued

Condensed Statements of Revenues, Expenses, and Changes in Net Position

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Operating revenues	\$ <u>6,926,582</u>	\$ <u>6,833,660</u>	\$ <u>6,805,595</u>
Depreciation expense	1,676,523	1,675,273	1,675,273
Other operating expenses	<u>1,721,673</u>	<u>1,606,620</u>	<u>1,542,366</u>
Total operating expenses	<u>3,398,196</u>	<u>3,281,893</u>	<u>3,217,639</u>
Operating income	<u>3,528,386</u>	<u>3,551,767</u>	<u>3,587,956</u>
Investment income	75,156	73,791	51,489
Interest and amortization expense	(2,734,527)	(2,795,955)	(2,847,380)
Gain (loss) on investment	37,058	221,152	(129,617)
Gain on impairment of asset	171,797	-	-
Increase in amounts payable under terms of the power sales agreements	<u>(1,077,870)</u>	<u>(1,050,755)</u>	<u>(662,448)</u>
Total non-operating expenses	<u>(3,528,386)</u>	<u>(3,551,767)</u>	<u>(3,587,956)</u>
Net revenues and expenses	\$ <u>-</u>	\$ <u>-</u>	\$ <u>-</u>

Condensed Statements of Cash Flows

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Net cash provided by operating activities	\$ 4,913,491	\$ 5,718,178	\$ 6,727,673
Net cash used in investing activities	970,107	(879,448)	(574,661)
Net cash used in capital and related financing activities	<u>(5,517,677)</u>	<u>(5,402,406)</u>	<u>(5,462,971)</u>
Net change in cash and cash equivalents	365,921	(563,676)	690,041
Cash and cash equivalents – beginning of year	<u>2,877,920</u>	<u>3,441,596</u>	<u>2,751,555</u>
Cash and cash equivalents – end of year	\$ <u>3,243,841</u>	\$ <u>2,877,920</u>	\$ <u>3,441,596</u>

Please refer to Independent Auditors' Report

Berkshire Wind Power Cooperative Corporation

Management's Discussion and Analysis (unaudited)
As of and for the years ended December 31, 2015 and 2014

STATEMENTS OF NET POSITION

The Cooperative's financial statements consist of the financial activity related to the operation of the Berkshire Wind Facility.

Comparison of 2014 Financial Results to 2013 Financial Results

Current assets, excluding the current portion of restricted special funds, increased by \$11,344. Cash and cash equivalents increased by \$220,489 primarily due to additional cash advanced in 2014 to pay future operational expenses. Prepaid expenses decreased \$75,135 related to the timing of payments in lieu of taxes. Accounts receivable decreased by \$88,826 due to the timing of payments from the Participants and a decrease in the monthly amount billed to the Participants. Renewable energy credits available for sale decreased by \$45,184 due to a decrease in generation.

Current and noncurrent restricted funds increased \$390,226 from 2013 to 2014 primarily driven by a higher balance in the Reserve and Contingency fund due to debt service requirements under the General Bond Resolution.

The net decrease of \$1,675,273 in capital assets is due to normal depreciation of assets.

The \$227,416 increase in current liabilities, excluding current maturities of long-term debt and accrued interest, is attributable to more funds collected for future planned maintenance and operational purchases, thus increasing the amount of advances from Participants by \$86,473. In addition accounts payable increased by \$140,943 due to timing of payments.

Long-term debt, including current maturities and accrued interest, decreased by \$2,606,451 primarily due to the extinguishment of long-term debt.

Other noncurrent liabilities, excluding long-term debt, increased \$1,105,332 due to accretion of asset retirement obligations.

Deferred inflows of resources increased \$1,050,755 due to changes in amounts payable under the terms of the power sales contract, which include temporary offsets of unbilled expenses, such as depreciation and unrealized gains/losses, and bond payment activity.

Comparison of 2015 Financial Results to 2014 Financial Results

Current assets, excluding the current portion of restricted special funds, decrease by \$857,836. Cash and cash equivalents decreased by \$905,995 primarily due to cash paid for operational expenses. Prepaid expenses increased \$105,378 related to the timing of payments made for the turbine maintenance agreement. Accounts receivable increased by \$171,095 due to the timing of payments from Participants. Renewable energy credits available for sale decreased by \$228,314 due to a decrease in generation.

Current and noncurrent restricted funds increased \$414,023 from 2014 to 2015 primarily driven by a higher balance in the CIAC fund due to fully funding the account offset by a decrease in the capital reserve.

The net decrease of \$1,410,454 in capital assets is due to normal depreciation of assets offset by fixed asset additions.

Please refer to Independent Auditors' Report

Berkshire Wind Power Cooperative Corporation

Management's Discussion and Analysis (unaudited)
As of and for the years ended December 31, 2015 and 2014

STATEMENT OF NET POSITION...continued

Comparison of 2015 Financial Results to 2014 Financial Results...continued

The \$325,598 decrease in current liabilities, excluding current maturities of long-term debt and accrued interest, is attributable to lower REC revenues held at year-end in 2015 to be returned to Participants, resulting in a decrease of \$143,636 in advances from Participants. In addition accounts payable and accrued expenses decreased by \$181,962 due to timing of payments.

Long-term debt, including current maturities and accrued interest, decreased by \$2,663,878 primarily due to the extinguishment of long-term debt.

Other noncurrent liabilities, excluding long-term debt, increased \$57,340 due to accretion of asset retirement obligations.

Deferred inflows of resources increased \$1,077,869 due to changes in amounts payable under the terms of the power sales contract, which include temporary offsets of unbilled expenses, such as depreciation and unrealized gains/losses, and bond payment activity.

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION

Comparison of 2014 Financial Results to 2013 Financial Results

Operating revenues increased by \$28,065 due to operating revenues resulting from billings to the Participants for operating expenses, which were higher in 2014 than in the prior year.

Total operating expenses increased by \$64,254, due to increases in legal and maintenance expenses offset by a decrease in easement expense. The increase of \$101,688 in legal expense was primarily driven by payment in lieu of taxes disputes.

Interest income, which is a result of varying fund balances and interest rates, increased \$22,302 due to slightly better investment performance in 2014 as opposed to 2013.

Interest expense decreased \$81,201 due to lower interest cost incurred in 2014 than in 2013 as a result of reduced long-term debt balances due to scheduled principal payments. Amortization expense decreased by \$29,776 due to continued amortization of premiums.

The increase in gain on investments of \$350,769 is due to fluctuations in market performance and account balances.

The increase in amounts payable in the future under the terms of the power sales contract is discussed in Notes 1 and 5 of the accompanying financial statements.

Comparison of 2015 Financial Results to 2014 Financial Results

Operating revenues increased by \$92,922 due to increased expenses, resulting from increased billings to the Participants, in 2015 than in the prior year.

Total operating expenses increased by \$116,303, due to increases in insurance premiums and various operating and maintenance expenses offset by a decrease in easement expense.

Interest income, which is a result of varying fund balances and interest rates, increased \$1,365 due to slightly better investment performance in 2015 as opposed to 2014.

Please refer to Independent Auditors' Report

Berkshire Wind Power Cooperative Corporation

Management's Discussion and Analysis (unaudited)
As of and for the years ended December 31, 2015 and 2014

STATEMENTS OF REVENUES, EXPENSES, AND CHANGES IN NET POSITION...continued

Comparison of 2015 Financial Results to 2014 Financial Results...continued

Interest expense decreased \$108,000 due to lower interest cost incurred in 2015 than in 2014 as a result of reduced long-term debt balances due to scheduled principal payments. Amortization expense decreased by \$46,572 due to continued amortization of premiums.

The decrease in gain on investments of \$184,094 is due to fluctuations in market performance and account balances.

On March 16, 2015, a gear box on one of the turbines experienced a severe failure resulting in an impairment loss of \$641,967. All damaged components were replaced and the wind turbine returned to service on April 27, 2015. There was an insurance recovery of \$813,763, resulting in a net gain on impairment of assets of \$171,797.

The increase in amounts payable in the future under the terms of the power sales contract is discussed in Notes 1 and 5 of the accompanying financial statements.

STATEMENTS OF CASH FLOWS

As discussed in Note 1 to the accompanying financial statements, for purposes of the Statements of Cash Flows, cash and cash equivalents are made up of accounts having original maturities of three months or less from date of acquisition. Cash and cash equivalents decreased by \$563,676 from 2013 to 2014. This is due to decreased renewable energy credits (REC) revenue and the timing of cash received for the RECs. Cash and cash equivalents increased by \$365,921 from 2014 to 2015. This is due to an increase on investment maturities.

OPERATING STATISTICS

For calendar year 2015, the Berkshire Wind Facility developed the following operating statistics:

- Total Generation: 49,413 MWh
- Availability Factor: 95.4%
- Capacity Factor: 37.6%

For calendar year 2014, the Berkshire Wind Facility developed the following operating statistics:

- Total Generation: 51,208 MWh
- Availability Factor: 95.0%
- Capacity Factor: 39.0%

For calendar year 2013, the Berkshire Wind Facility developed the following operating statistics:

- Total Generation: 51,700 MWh
- Availability Factor: 94.8%
- Capacity Factor: 39.4%

Please refer to Independent Auditors' Report

Berkshire Wind Power Cooperative Corporation

Statements of Net Position
As of December 31, 2015 and 2014

	2015	2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 836,716	\$ 1,742,711
Accounts receivable	759,736	588,641
Inventories	64,379	64,379
Prepaid expenses	182,583	77,205
Renewable energy credits available for sale	1,253,926	1,482,240
Current portion of restricted special funds	2,700,687	2,699,293
Total current assets	<u>5,798,027</u>	<u>6,654,469</u>
Noncurrent assets:		
Restricted special funds	<u>7,985,586</u>	<u>7,572,957</u>
Capital assets:		
Land	4,363,134	4,363,134
In service	55,781,077	55,515,009
Accumulated depreciation and amortization	(7,663,199)	(5,986,677)
Total capital assets	<u>52,481,012</u>	<u>53,891,466</u>
Total assets	<u>\$ 66,264,625</u>	<u>\$ 68,118,892</u>
LIABILITIES		
Current liabilities:		
Accounts payable	\$ 168,960	\$ 290,662
Accounts payable - MMWEC	75,877	143,317
Advances from Participants	4,375,935	4,519,571
Accrued expenses	7,180	-
Current liabilities payable from restricted assets:		
Accrued interest	1,418,203	1,479,203
Current maturities of long-term debt	2,565,000	2,440,000
Total current liabilities	<u>8,611,155</u>	<u>8,872,753</u>
Noncurrent liabilities:		
Long-term debt, net of premiums and current maturities	53,230,457	55,958,335
Asset retirement obligations	1,190,532	1,133,192
Total noncurrent liabilities	<u>54,420,989</u>	<u>57,091,527</u>
DEFERRED INFLOWS OF RESOURCES		
Amounts payable in the future under terms of the power sales contract	<u>3,232,481</u>	<u>2,154,612</u>
Total liabilities and deferred inflows of resources	<u>\$ 66,264,625</u>	<u>\$ 68,118,892</u>
NET POSITION		
Net investment in capital assets	\$ 3,715,022	\$ 2,707,599
Restricted	956,119	358,489
Unrestricted	<u>(4,671,141)</u>	<u>(3,066,088)</u>
Total net position	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.

Berkshire Wind Power Cooperative Corporation

Statements of Revenues, Expenses and Changes in Net Position
Years Ended December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Operating revenues:		
Revenues	<u>\$ 6,926,582</u>	<u>\$ 6,833,660</u>
Operating expenses:		
Maintenance	504,944	476,440
Easement	201,917	228,321
Payment in lieu of taxes	169,610	191,139
Accounting and administrative	137,064	122,377
Insurance	172,064	139,368
Engineering	154,305	106,878
Legal	197,346	180,402
Other operating	184,423	161,695
Depreciation and amortization	1,676,523	1,675,273
Total operating expenses	<u>3,398,196</u>	<u>3,281,893</u>
Operating income	<u>3,528,386</u>	<u>3,551,767</u>
Nonoperating revenues (expenses):		
Interest income	75,156	73,791
Interest expense on long-term debt	(2,897,405)	(3,005,405)
Amortization of bond premiums and discounts, net	162,878	209,450
Gain (loss) on investments	37,058	221,152
Gain on impairment of asset	171,797	-
Increase in amounts payable in the future under the terms of the power sales contract	<u>(1,077,870)</u>	<u>(1,050,755)</u>
Total nonoperating expenses	<u>(3,528,386)</u>	<u>(3,551,767)</u>
Net revenues and expenses	<u>\$ -</u>	<u>\$ -</u>
Change in net position	-	-
Net position, beginning of year	<u>-</u>	<u>-</u>
Net position, end of year	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.

Berkshire Wind Power Cooperative Corporation

Statements of Cash Flows

Years Ended December 31, 2015 and 2014

	2015	2014
Cash flows from operating activities:		
Received from sales to participants and RECs	\$ 6,840,165	\$ 7,054,143
Paid to suppliers for goods and services	<u>(1,926,674)</u>	<u>(1,335,965)</u>
Net cash provided by operating activities	<u>4,913,491</u>	<u>5,718,178</u>
Cash flows from capital and related financing activities:		
Capital expenditures	(933,035)	-
Insurance proceeds	813,763	-
Principal payments on long-term debt	(2,440,000)	(2,350,000)
Interest payments on long-term debt	<u>(2,958,405)</u>	<u>(3,052,406)</u>
Net cash used in capital and related financing activities	<u>(5,517,677)</u>	<u>(5,402,406)</u>
Cash flows from investing activities:		
Net maturities and purchases of investments	857,893	(1,174,391)
Gain (loss) on investments	37,058	221,152
Interest received	<u>75,156</u>	<u>73,791</u>
Net cash provided by (used in) investing activities	<u>970,107</u>	<u>(879,448)</u>
Net change in cash and cash equivalents	365,921	(563,676)
Cash and cash equivalents, beginning of period	<u>2,877,920</u>	<u>3,441,596</u>
Cash and cash equivalents, end of period	<u>\$ 3,243,841</u>	<u>\$ 2,877,920</u>
Reconciliation of operating loss to net cash used in operating activities:		
Operating income	\$ 3,528,386	\$ 3,551,767
Noncash items included in operating income:		
Depreciation and accretion of asset retirement obligations	1,733,862	1,729,850
Changes in assets and liabilities:		
Increase (decrease) in:		
Accounts receivable	(171,095)	88,826
Prepaid expenses	(105,378)	75,135
Renewable energy credits available for sale	228,314	45,184
Increase (decrease) in:		
Account payable	(96,702)	65,526
Accounts payable - MMWEC	(67,440)	75,417
Advances from Participants	(143,636)	86,473
Accrued expenses	<u>7,180</u>	<u>-</u>
Net cash used in operating activities	<u>\$ 4,913,491</u>	<u>\$ 5,718,178</u>
Reconciliation of cash and cash equivalents to the balance sheets		
Cash and cash equivalents	\$ 836,716	\$ 1,742,711
Total restricted special funds	10,686,273	10,272,250
Total cash and investments	11,522,989	12,014,961
Less: Noncash equivalents	<u>(8,279,148)</u>	<u>(9,137,041)</u>
Total cash and cash equivalents	<u>\$ 3,243,841</u>	<u>\$ 2,877,920</u>

The accompanying notes are an integral part of these financial statements.

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF OPERATIONS

The financial statements of the Berkshire Wind Power Cooperative Corporation (Cooperative) have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP). The Governmental Accounting Standards Board (GASB) is the accepted standard-setting body for establishing governmental accounting and financial reporting principles.

The significant accounting principles and policies utilized by the Cooperative are described below.

Reporting Entity/Nature of Business

The Cooperative is organized under Chapter 164: Section 47C and Chapter 157 of the General Laws of the Commonwealth of Massachusetts and is constituted as a municipal lighting plant cooperative. The Cooperative was formed by the Massachusetts Municipal Wholesale Electric Company (MMWEC) and 14 Municipal Light Departments (Participants) for the purpose of financing, owning, constructing and operating wind generation facilities located on Brodie Mountain in the towns of Hancock and Lanesborough, Massachusetts (Berkshire Wind Facility). MMWEC and the Participants are the members of the Cooperative. At inception any Municipal Light Department may have become a member of the Cooperative by executing a Berkshire Wind Power Cooperative Agreement with MMWEC and agreeing to comply with such reasonable terms and conditions for membership as established by the Cooperative's By-laws.

The powers of the Cooperative are exercised by a Board of Directors who conducts the business and carries on the operations of the Cooperative. The Board of Directors is comprised of one director who represents and is appointed by MMWEC and four directors who are elected by the Participants.

The Cooperative has ten 1.5-megawatt wind turbines which together with necessary equipment and related facilities comprise the Berkshire Wind Facility. The Cooperative sells energy and capacity to MMWEC pursuant to the Berkshire Wind Power Sales Contract (Power Sales Contract) dated May 21, 2008. MMWEC entered into the Power Sales Contract with the Cooperative pursuant to which MMWEC has agreed to purchase 100% of the capacity and energy output and, to the extent uncommitted to any third party under existing agreements, associated environmental energy attributes of a wind power generating facility by the Berkshire Wind Facility. MMWEC, in turn will sell such capacity and energy to each of the Participants, in their pro rata share, pursuant to 14 identical take or pay Berkshire Wind Power Purchase Agreements (Power Purchase Agreements) dated May 21, 2008. This business will be a self-sustaining operation, capable of providing operational and financial value to MMWEC and the Members.

The Power Purchase Agreements authorize MMWEC to rely on the Participants to provide the necessary working capital funds in the event that financing cannot be obtained from an outside source.

Cash and Investments

For the purposes of the Statements of Cash Flows, cash and cash equivalents are made up of accounts having original maturities of three months or less from date of acquisition. Unrestricted cash and cash equivalents are presented as cash and cash equivalents in the accompanying Statements of Net Position. Restricted cash and cash equivalents are presented within the current and noncurrent portion of restricted funds in the accompanying Statements of Net Position.

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

1. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF OPERATIONS**...continued

Cash and Investments...continued

Investments are stated at fair value, which is the amount at which an investment could be exchanged in a current transaction between willing parties. Fair values are based on quoted market prices. No investments are reported at amortized cost. Adjustments necessary to record investments at fair value are recorded in the operating statements as increases or decreases in investment income. Market values may have changed significantly after year end.

Measurement Focus, Basis of Accounting and Financial Statement Presentation

The financial statements are reported using the economic resources measurement focus and the accrual basis of accounting. Under the accrual basis of accounting, revenues are recognized when earned and expenses are recorded when the liability is incurred or economic asset used. Revenues, expenses, gains, losses, assets and liabilities resulting from exchange and exchange-like transactions are recognized when the exchange takes place.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes, and disclosure of contingent liabilities at the date of the financial statements. Estimates are used for, but not limited to, provision necessary for contingent liabilities, accrued expenses and other similar charges. The Cooperative believes that the estimates utilized in preparing its financial statements are reasonable and prudent. Actual results could differ from these estimates.

Comparative Data

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the Statements of Net Position and Statement of Revenues, Expenses, and Changes in Net Positions.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Based on the validity of contracts and collection history, an allowance for doubtful accounts is not considered necessary. Should these circumstances change, and allowance for doubtful accounts would be provided for those accounts receivable considered to be uncollectible at the end of the year, and the bad debts would be written off against the allowance when identified.

Inventories

Spare parts inventories are valued at the lower of cost or market and recorded and accounted for by the average cost method. At December 31, 2015 and 2014, total spare parts inventory amounted to \$64,379 and \$64,379, respectively.

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF OPERATIONS...continued

Renewable Energy Credits Available for Sale

During the course of business, the Cooperative generates renewable energy credits (RECs) at a rate of one REC for each megawatt hour (MWH) of energy generated. These RECs are available for sale in accordance with New England Power Pool (NEPOOL) markets and are stated at fair market value. The NEPOOL REC markets are held 3 or more months in arrears of the period the RECs were generated (i.e. the market for Q3 RECs is open in January). Revenue from the sale of RECs is credited to the Participants through billing.

Restricted Special Funds

Mandatory segregations of cash are presented as restricted special funds. Such segregations are required by the General Bond Resolution (GBR) pursuant to which the Cooperative issued its Series 1 Revenue Bonds (see Note 6). In addition to the GBR funds, a separate fund was required by Western Massachusetts Electric Company to maintain funds to cover a possible CIAC tax. The restricted special funds are held in accordance with the provisions of the GBR, as applicable.

The composition of restricted special funds as of December 31 is as follows:

	<u>2015</u>	<u>2014</u>
Reserve Account to provide for the benefit and security of the Series 1 Revenue Bonds	\$ 5,521,552	\$ 5,452,285
Revenue Fund to receive revenues and disburse them to other funds	9	310
Bond Fund Interest, Principal and Retirement Accounts to pay principal and interest on bonds	2,700,687	2,699,294
Reserve and Contingency Fund to make up deficiencies in the Bond Funds and pay for repairs and extraordinary costs	1,507,914	1,760,064
CIAC Tax Fund to maintain funds to cover costs of possible CIAC Tax	<u>956,111</u>	<u>358,171</u>
Total restricted special funds	10,686,273	10,270,124
Less - current portion	<u>(2,700,687)</u>	<u>(2,699,294)</u>
Restricted special funds, net of current portion	<u>\$ 7,985,586</u>	<u>\$ 7,570,830</u>

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF OPERATIONS...continued

Prepaid Expenses

Prepaid expenses represent insurance premiums and Payment In Lieu of Taxes paid in the current fiscal year benefiting future periods. For the year ending December 31, 2015 and 2014 the prepaid insurance premiums are \$112,106 and \$77,205, respectively. For the years ending December 31, 2015 and 2014 the prepaid Payment In Lieu of Taxes are \$70,477 and \$0, respectively.

Land

Land represents amounts paid for the purchase of property and includes costs related to the purchase of easements for certain sites related to the Berkshire Wind Facility.

Capital Assets-In Service

Capital assets—in service are generally defined by the Cooperative as assets with an initial, individual cost of more than \$1,000 and an estimated useful life in excess of one year. Capital assets of the Cooperative are recorded at cost at the date of acquisition. The Cooperative capitalizes interest as an element of the cost of Construction Work in Progress. A corresponding capitalized interest amount is reflected as a reduction of interest expense. The amount of interest capitalized is based on the cost of debt, including amortization of premiums, net of investment gains and losses, and interest income derived from unexpended restricted special funds. The Cooperative did not capitalize interest costs for the years ended December 31, 2015 and 2014.

Provisions for depreciation are computed using the straight-line method based on estimated useful life of 33 1/3 years for the Cooperative.

Accounts Payable and Accrued Expenses

At December 31, 2015, accounts payable and accrued liabilities total \$1,670,220 which include \$176,140 related to standard operating supplier and vendor accounts payable; \$75,877 for accounts payable to MMWEC and \$1,418,203 for accrued interest on long term debt.

At December 31, 2014, accounts payable and accrued liabilities total \$1,913,182 which include \$290,662 related to standard operating supplier and vendor accounts payable; \$143,317 for accounts payable to MMWEC and \$1,479,203 for accrued interest on long term debt.

Asset Retirement Costs and Obligations

The Cooperative has incurred certain asset retirement obligations (“AROs”) associated with requirements under the Cooperative’s easement agreements to remove all equipment and restore land to its original condition. The Cooperative must remove all equipment, including but not limited to turbines, transmission lines and communications equipment and to restore the area to its original condition. As such the Cooperative records the fair value of its legal liability for an asset retirement obligation in the period in which it commences the construction of the turbines and capitalized the cost of the liability by increasing the capital assets.

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF OPERATIONS...continued

Asset Retirement Costs and Obligations...continued

A reconciliation of the beginning and ending carrying amount of the ARO for the years ended December 31 is as follows:

	<u>2015</u>	<u>2014</u>
	(In Thousands)	
Asset retirement obligations, beginning of year	\$ 1,133,192	\$ 1,078,615
Accretion expense	<u>57,340</u>	<u>54,577</u>
Asset retirement obligations, end of year	<u>\$ 1,190,532</u>	<u>\$ 1,133,192</u>

AROs are recorded at the fair value calculated using the present value of amounts expected to be paid and capitalized as part of the cost of the related tangible long-lived assets. In the absence of quoted market prices, the Cooperative estimated the present value of AROs using techniques involving discounted cash flow analysis. Using such measurement techniques is dependent upon many subjective factors, including the selection of discount and cost escalation rates, probability regarding the timing, nature and costs of such activities. Inputs and assumptions are based on the best information available at the time the estimates are made. However, estimates of future cash flows are highly uncertain by nature and may vary significantly from actual results.

Advances from Participants

The Cooperative maintains operating reserves and advances from its Participants in accordance with the Power Sales Agreements. Advances from Participants for 2015 and 2014, which are considered current liabilities, were \$4,375,935 and \$4,519,571, respectively.

Long-Term Obligations

Long-term debt and other obligations are reported as Cooperative liabilities. Bond premiums and discounts are deferred and amortized over the life of the bonds using the effective interest method.

Amounts Payable in the Future

Billings to the Participants are structured to recover costs in accordance with the Power Purchase Agreements and Power Sales Contract, which, among other things, provide for billing debt service, operating expenses and reserve requirements. Expenses are reflected in the Statements of Revenues and Expenses in accordance with GAAP. The timing difference between amounts billed and expensed is charged, or credited, to amounts payable under terms of the Power Sales Contract. Such amounts will be recovered through future billings or an expense will be recognized to offset credit balances. The principal differences include depreciation, amortization, accretion, costs of financing, billing for certain interest, reserves and other costs. These amounts have been offset in amounts payable in the future in the Statements of Net Position.

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

1. **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF OPERATIONS**...continued

Revenues and Expenses

The Cooperative distinguishes operating revenues and expenses from non-operating items. Operating revenues and expenses generally result from providing services and producing and delivering goods in connection with the Cooperative's principal ongoing operations. The principal operating revenues of the Cooperative will be derived from the billings under the Power Sales Contract and Power Purchase Agreements. Operating expenses for the Cooperative include the cost of revenues, services, insurance and accounting and administrative expenses. All revenues and expenses not meeting this definition are reported as non-operating revenues and expenses.

Net Position Classification

Net position is required to be classified into three components – net investment in capital assets; restricted; and unrestricted. These classifications are defined as follows:

Net investment in capital assets - consists of capital assets, net of accumulated depreciation and costs recoverable or payable from future billings, reduced by the outstanding balances of any bonds, mortgages, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. Deferred outflows of resources and deferred inflows of resources that are attributable to the acquisition, construction, or improvement of those assets or related debt also should be included in this component of net position. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of net investment in capital assets.

Restricted - consists of restricted assets, reduced by liabilities related to those assets, with constraints placed on their use either by a) external groups such as creditors (such as through debt covenants), contributors, or laws or regulations of other governments or b) law through constitutional provisions or enabling legislation.

Unrestricted - consists of the assets, deferred outflows of resources, liabilities and deferred inflows of resources that are not included in the net investment in capital assets or restricted component of net position.

Gain on Impairment of Asset

On March 16, 2015, a gear box on one of the turbines experienced a severe failure resulting in an impairment loss of \$641,967. All damaged components were replaced and the wind turbine returned to service on April 27, 2015. There was an insurance recovery of \$813,763, resulting in a net gain on impairment of assets of \$171,797.

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NATURE OF OPERATIONS...continued

Future Pronouncements of Accounting Principles

GASB Statement No. 72, *Fair Value Measurement and Application*, defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at a measurement date. Statement No. 72 requires that investments should generally be measured at fair value, with certain investments, such as short-term money market instruments, being specifically excluded from the requirement. Disclosures required by the standard include a description of the inputs and methods used to measure fair value.

The provisions of GASB Statement No. 72 will be adopted by the Cooperative beginning in its fiscal year ending December 31, 2016. The Cooperative is currently evaluating the impact that adoption of this Statement will have on its financial statements.

2. CASH AND CASH EQUIVALENTS AND RESTRICTED SPECIAL FUNDS

	2015		2014		Associated Risks
	Carrying Value	Bank Value	Carrying Value	Bank Value	
Cash and Cash Equivalents:					
Checking Account	\$ 836,716	\$ 1,067,218	\$ 1,742,711	\$ 1,743,603	Custodial Credit Risk
Money Market Funds	1,719,125	1,719,125	1,135,209	1,135,209	Custodial Credit Risk
U.S Agency	<u>688,000</u>	<u>688,000</u>	-	-	Custodial Credit Risk, Interest Rate Risk
Total Cash and Cash Equivalents	<u>\$ 3,243,841</u>	<u>\$ 3,474,343</u>	<u>\$ 2,877,920</u>	<u>\$ 2,878,812</u>	
Other Investments:					
U.S. Agency Bonds	\$ 6,585,373	\$ 6,585,373	\$ 7,559,658	\$ 7,558,032	Credit Risk, Concentration of Credit Risk, Interest Rate Risk
Municipal Bonds	502,820	502,820	499,570	499,570	Credit Risk, Concentration of Credit Risk, Interest Rate Risk
U.S. Treasury Notes	<u>1,190,955</u>	<u>1,190,955</u>	<u>1,077,813</u>	<u>1,077,813</u>	Credit Risk, Interest Rate Risk, Concentration of Credit Risk
Total Other Investments	<u>8,279,148</u>	<u>8,279,148</u>	<u>9,137,041</u>	<u>9,135,415</u>	
Totals	<u>\$ 11,522,989</u>	<u>\$ 11,753,491</u>	<u>\$ 12,014,961</u>	<u>\$ 12,014,227</u>	

Investments are stated at fair value as described earlier in fair value measurements policy in Note 1. Fair values are based on quoted market prices of identical or similar securities. No investments are reported at amortized cost. The difference between the carrying value and the bank value is due to outstanding checks and/or deposits in transit.

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

2. CASH AND CASH EQUIVALENTS AND RESTRICTED SPECIAL FUNDS...continued

Custodial Credit Risk

Deposits

Custodial credit risk is the risk that in the event of a financial institution failure, the Cooperative's deposits may not be returned to the Cooperative. Interest bearing accounts are insured up to \$250,000 per depositor by the Federal Deposit Insurance Corporation ("FDIC"). As of December 31, 2015 and 2014, \$2,743,841 and \$2,377,920, respectively, of the Cooperative's interest bearing bank balance was uninsured and uncollateralized and subject to custodial credit risk.

Investments

For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, MMWEC will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party.

All investment securities are held in book entry form, not physically held, in the Cooperative's name.

Custodial credit risk is not addressed by the investment policy followed by the Cooperative.

Credit Risk

Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligations.

As of December 31, 2015, the Cooperative's investments were rated as follows:

Investment Type	Standard & Poor's	Fitch Ratings	Moody's Investors Service
Federal National Mortgage	AA+	AAA	Aaa
U.S. Treasury	AA+	AAA	Aaa
Federal Home Loan Bank	AA+	AAA	Aaa
Federal Home Loan Mortgage	AA+	AAA	Aaa
Municipal Bonds	AA	Not rated	Aa2

As of December 31, 2014, the Cooperative's investments were rated as follows:

Investment Type	Standard & Poor's	Fitch Ratings	Moody's Investors Service
Federal National Mortgage	AA+	AAA	Aaa
U.S. Treasury	AA+	AAA	Aaa
Federal Farm Credit Bank	AA+	AAA	Aaa
Federal Home Loan Bank	AA+	AAA	Aaa
Federal Home Loan Mortgage	AA+	AAA	Aaa
Municipal Bonds	AA	Not rated	Aa2

The investment policy followed by the Cooperative addresses credit risk by defining allowable investments and a maximum allocation to each asset class.

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

2. CASH AND CASH EQUIVALENTS AND RESTRICTED SPECIAL FUNDS...continued

Concentration of Credit Risk

Concentration of credit risk is the risk of loss attributed to the magnitude of the Cooperative's investment in a single issuer.

At December 31, the Cooperative investment portfolio was concentrated as follows:

<u>Issuer</u>	<u>Investment Type</u>	<u>Percentage of Portfolio</u>	
		<u>2015</u>	<u>2014</u>
Federal National Mortgage	U.S. Agency Securities	53.94%	42.60%
Federal Home Loan Bank	U.S. Agency Securities	17.42%	24.22%
Federal Home Loan Mortgage	U.S. Agency Securities	9.75%	15.92%
U.S. Treasury	U.S. Treasury	13.28%	11.80%
Municipal Bonds	U.S. Agency Securities	5.61%	5.47%

The investment policy followed by the Cooperative minimizes concentration of credit risk in a single issuer by diversification of investment types using maximum limits for single issuers.

Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment.

At December 31, 2015, the Cooperative's investments were as follows:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Maturity In Years</u>		
		<u>Less than 1</u>	<u>1 – 5</u>	<u>Over 5</u>
U.S. Agency	\$7,872,039	\$2,587,583	\$5,284,456	\$ -
U.S. Treasury	592,289	-	592,289	-
Municipal Bonds	502,820	-	502,820	-
Total	<u>\$8,967,148</u>	<u>\$2,587,583</u>	<u>\$6,379,565</u>	<u>\$ -</u>

At December 31, 2014, the Cooperative's investments were as follows:

<u>Investment Type</u>	<u>Fair Value</u>	<u>Maturity In Years</u>		
		<u>Less than 1</u>	<u>1 – 5</u>	<u>Over 5</u>
U.S. Agency	\$7,559,658	\$1,452,310	\$4,879,533	\$1,227,815
U.S. Treasury	1,077,813	490,000	587,813	-
Municipal Bonds	499,570	-	499,570	-
Total	<u>\$9,137,041</u>	<u>\$1,942,310</u>	<u>\$5,966,916</u>	<u>\$1,227,815</u>

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

2. CASH AND CASH EQUIVALENTS AND RESTRICTED SPECIAL FUNDS...continued

The investment policy followed by the Cooperative specifies that the Cooperative shall seek to maximize the return on investments consistent with requirements for safety, minimization of risk and liquidity. Monies will not be invested for terms in excess of the projected use of funds nor exceed an average life of ten years.

There were no unrealized gains on investments for the years ending December 31, 2015 and 2014.

During the years ended December 31, 2015 and 2014, investment income was \$75,156 and \$73,791, respectively.

3. RELATED PARTIES

The Cooperative entered into the Berkshire Wind Power Service Contract (Service Contract) with MMWEC on May 21, 2008, under which MMWEC is to serve as the Cooperative's agent in all matters with respect to financing, permitting, constructing, purchasing, owning and operating the Berkshire Wind Facility and to serve as the Cooperative's representative in NEPOOL and in matters relating to ISO New England, Inc. (ISO-NE) in connection with the Berkshire Wind Facility and other property or interests therein. Pursuant to the Service Contract on the books of the Cooperative, MMWEC records and accounts for bills received and paid related to the Cooperative. MMWEC accounts for charges rendered and payments received from the Participants pursuant to the Power Purchase Agreements. MMWEC also executes the sale of renewable energy credits for the Cooperative and provides the resulting revenues to the Cooperative. During the years ended December 31, 2015 and 2014, the Cooperative incurred charges of \$354,595 and \$245,158, respectively, for services provided by MMWEC on behalf of the Cooperative. As of December 31, 2015 and 2014, the Cooperative had balances due to MMWEC of \$75,877 and \$143,317, respectively. There were no amounts due to the Cooperative from MMWEC at December 31, 2015 and 2014.

4. CHANGES IN CAPITAL ASSETS

A summary of changes in capital assets for 2015 is as follows:

	Balance 1/1/2015	Additions/ Reclassi- fications	Deletions/ Reclassi- fications	Balance 12/31/2015
Capital assets not being depreciated:				
Land	\$ 4,363,134	\$ -	\$ -	\$ 4,363,134
Capital assets being depreciated:				
In service	55,515,009	916,535	650,467	55,781,077
Less: Accumulated depreciation	<u>5,986,677</u>	<u>1,676,522</u>	<u>-</u>	<u>7,663,199</u>
Net In service	<u>\$ 53,891,466</u>	<u>\$ (759,987)</u>	<u>\$(650,467)</u>	<u>\$ 52,481,012</u>

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

4. CHANGES IN CAPITAL ASSETS...continued

A summary of changes in capital assets for 2014 is as follows:

	Balance 1/1/2014	Additions/ Reclassi- fications	Deletions/ Reclassi- fications	Balance 12/31/2014
Capital assets not being depreciated:				
Land	\$ 4,363,134	\$ -	\$ -	\$ 4,363,134
Capital assets being depreciated:				
In service	55,515,009	-	-	55,515,009
Less: Accumulated depreciation	<u>4,311,404</u>	<u>1,675,273</u>	<u>-</u>	<u>5,986,677</u>
Net In service	<u>\$ 55,566,739</u>	<u>\$(1,675,273)</u>	<u>\$ -</u>	<u>\$ 53,891,466</u>

5. AMOUNTS PAYABLE IN THE FUTURE

Differences in amounts billed to Participants and revenues and expenses recognized are included in amounts payable in the future under the terms of the power sales contract. These differences are made up of debt service collections, including amounts collected for the Reserve and Contingency fund, and unbilled operating and non-operating expenses and revenues. A summary of the items included in amounts payable in the future under the terms of the power sales contract for the years ended December 31, 2015 and 2014 is as follows:

	2015	2014
Beginning balance - January 1	\$2,154,612	\$1,103,857
Unbilled operating and non-operating expenses and revenues:		
Depreciation	(1,676,523)	(1,675,273)
Accretion	(57,341)	(54,578)
Amortization of bond premiums and discounts, net	162,878	209,450
Realized and unrealized gains (losses) on investments	37,058	221,152
Other timing differences, related to billing	-	4
Gain on impairment of asset	171,797	-
Debt service collections:		
Billed principal on long-term debt	<u>2,440,000</u>	<u>2,350,000</u>
Ending Balance - December 31	<u>\$3,232,481</u>	<u>\$2,154,612</u>

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

6. DEBT

Series 1 Revenue Bonds

On December 22, 2010, the Cooperative issued and sold Berkshire Wind Project Revenue Bonds, Berkshire Series 1 (Series 1 Bonds) in the face amount of \$64,705,000 pursuant to the GBR as adopted by the Cooperative. The Series 1 Bonds were issued at a net premium of \$1,532,351 which will be amortized over the life of the bonds using the effective interest method. The Series 1 Bonds are payable from and secured by the revenues derived from the Berkshire Wind Facility. A portion of the bond proceeds were used to pay off the Series 2009 Bonds which were redeemed, in whole, prior to maturity at the option of the Cooperative on December 22, 2010 at a redemption price of \$53,240,469 which was equal to 100% of the principal amount of \$52,500,000 plus accrued interest through the redemption date of \$740,469. Interest is payable in semi-annual installments beginning July 1, 2011 and on January 1 and July 1 for each year thereafter. The Series 1 Bonds bear interest at a fixed rate ranging from 3.0% to 5.25% for the various issues.

The Series 1 Bonds are subject to mandatory redemption by the Cooperative in annual principal installments commencing on July 1, 2012 and occurring on July 1 of each year thereafter with the final installment in an amount equal to the entire then outstanding principal amount of the Series 1 Bonds due and payable on the final maturity date of July 1, 2030. The Series 1 Bonds maturing on or after July 1, 2020 are subject to redemption at the option of the Cooperative, in whole or in part, on any date on or after January 1, 2020, at a redemption price of 100 percent of the principal amount plus interest accrued to the date fixed for the redemption.

The following is a summary of total debt service requirements for the bonds outstanding at December 31, 2015:

	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2016	\$ 2,565,000	\$ 2,836,405	\$ 5,401,405
2017	2,690,000	2,708,155	5,398,155
2018	2,825,000	2,573,655	5,398,655
2019	2,965,000	2,432,405	5,397,405
2020	3,115,000	2,284,155	5,399,155
2021-2025	18,045,000	8,952,455	26,997,455
2026-2030	<u>23,215,000</u>	<u>3,781,050</u>	<u>26,996,050</u>
Total	<u>\$ 55,420,000</u>	<u>\$ 25,568,280</u>	<u>\$ 80,988,280</u>

The following summarizes changes in the bonds payable for 2015 and 2014:

Year	Balance January 1	Additions	Payments	Amortization of Premium	Balance December 31
2015	<u>\$ 58,398,335</u>	<u>\$ -</u>	<u>\$ (2,440,000)</u>	<u>\$ (162,878)</u>	<u>\$ 55,795,457</u>
2014	<u>\$ 60,957,786</u>	<u>\$ -</u>	<u>\$ (2,350,000)</u>	<u>\$ (209,451)</u>	<u>\$ 58,398,335</u>

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

7. COMMITMENTS AND CONTINGENCIES

Easements

The Cooperative has easement agreements with two landowners for turbine sites related to the Berkshire Wind Facility. Under the easement agreements, upon commencement of commercial operations, the Cooperative has agreed to pay each landowner a completion of construction payment equal to \$1,000 per megawatt of wind turbine(s) installed on their property and reimburse or pay a fee in lieu of each landowner's personal residence electrical costs. The Cooperative will also pay each of the two landowners the greater of \$3,500 per wind turbine installed on their property or 3.5% of the gross annual revenue generated by the wind turbine(s) installed on their property upon commencement of commercial operations and annually thereafter over the term of operations.

Open Contracts

The Cooperative is party to an Interconnection Services Agreement (ISA), effective February 26, 2010, with the Western Massachusetts Electric Company (WMECO). Among the items to be charged to the Cooperative under the ISA is a charge for an income tax that WMECO may be obligated to pay associated with contributions in aid of construction (CIAC tax). The Cooperative and WMECO are unable to determine if the CIAC tax will be charged, but it is the belief of the Cooperative's management that the likelihood of WMECO being charged for CIAC tax is remote. Consequently, in April 2011, the Cooperative and WMECO entered into a Tax Reimbursement Agreement, under the terms of which, the Cooperative has agreed to maintain a fund in the Cooperative's Construction Fund held by the Bond Fund trustee pursuant to the GBR. The purpose of this fund is to accumulate sufficient funds over a 24 month period commencing in April 2011 to pay for the CIAC tax, if assessed by the Internal Revenue Service against WMECO.

Renewable Energy Production Incentive Payments

Pursuant to the Power Sales Contract, the Cooperative is obligated to pay MMWEC any Renewable Energy Production Incentive (REPI) or substantially similar program payments received. Under the terms of the Wind Energy Project Assets Purchase Agreement dated January 22, 2008 (Purchase Agreement) between MMWEC and the original developer of the Berkshire Wind Facility (Original Developer), MMWEC is obligated to pay the Original Developer any REPI or substantially similar program payments received from the Cooperative, until the cumulative amount of such payments equals \$1,000,000.

Asset Retirement Obligations

The Cooperative has identified certain asset retirement obligations associated with the termination of the easement agreements, which are not significant.

8. LITIGATION

The Cooperative is involved in various additional legal actions. Management believes that the ultimate resolution of litigation in which the Cooperative is currently involved will not have a material, adverse effect on the financial position of the Cooperative.

Berkshire Wind Power Cooperative Corporation

Notes to Financial Statements

As of and for the years ended December 31, 2015 and 2014

9. RISK MANAGEMENT

The Cooperative is exposed to various risks of loss related to torts; theft of, damage to, or destruction of assets; errors, and omissions. These risks are covered through the purchase of commercial insurance, with minimal deductibles. Settled claims have not exceeded the commercial liability in any of the past three years. There were no significant reductions in coverage compared to the prior year.

10. CONCENTRATION OF CREDIT RISK/SIGNIFICANT CUSTOMERS

Credit risk represents the risk of loss that would occur if customers do not meet their financial obligations to the Cooperative. Concentration of credit risk occurs when significant customers possess similar characteristics that would cause their ability to meet contractual obligations to be affected by the same event.

The Cooperative has two municipal customers who are considered significant customers, which accounted for \$747,073 (18%) and \$522,623 (13%) of the Cooperatives revenues in 2015. At December 31, 2015, there were no municipal customers with significant accounts receivable balances. The Cooperative has two municipal customers who are considered significant customers, which accounted for \$646,544 (18%) and \$452,296 (13%) of the Cooperatives revenues in 2014. At December 31, 2014, two municipal customers had significant accounts receivable balances of \$104,053 (18%) and \$72,791 (13%).

11. SUBSEQUENT EVENTS

The Cooperative has evaluated subsequent events through April 27, 2016, the date which the financial statements were available to be issued and did not note any subsequent events requiring recording and disclosure in the financial statements for the year ended December 31, 2015.