

BERKSHIRE WIND POWER COOPERATIVE CORPORATION

JOINT BOARD OF DIRECTORS & MEMBERSHIP MEETING

VIA REMOTE PARTICIPATION

**NOVEMBER 29, 2023
10:00 AM**

REGULAR SESSION

MINUTES

1. CALL TO ORDER

Chairman Driscoll declared a quorum of the Board of Directors and a quorum of the Members present and called the Regular Session of the Berkshire Wind Power Cooperative Corporation Joint Board of Directors and Membership Meeting to order at 10:07 AM.

Those present:

BOARD OF DIRECTORS

Peter Dion, Wakefield (arrived at 10:18AM); John Driscoll, Templeton; and Panos Tokadjian, Hull.

MEMBERS

Brooke Czasnowski, Ashburnham; Mark Barakian Boylston; James Lisowski, Chicopee; Kevin Kelly, Groton; Barry Tupper, Holden; Dylan Lewellyn, Ipswich; Joseph Kowalik, Marblehead; Joe Anastasi, Peabody; Christopher Roy, Shrewsbury; Matt Stelmach, Sterling; and Jon Fitch, West Boylston

OTHERS

Nicholas J. Scobbo, Jr. Clerk; and Sherry Vaughn, Ferriter Scobbo & Rodophele PC; Jason Viadero, Director, Engineering & Generation Assets; Carol Martucci, Director of Accounting & Financial Reporting; Sara Erwin, Senior Accountant & Payroll Supervisor, Heather Santaniello, all of MMWEC.

2. APPROVAL OF AGENDA – MEMBERSHIP & BOARD

A motion to approve the Agenda of the Joint Board of Directors and Membership Meeting as presented was made by Tokadjian and seconded by Barakian for both the Board of Directors and the Membership and because this is a remote participation meeting on the basis of a roll-call vote as follows it was unanimously voted to approve the Agenda as presented.

Anastasi	"aye"
Barakian	"aye"
Czasnowski	"aye"
Dion	"aye"
Driscoll	"aye"
Fitch	"aye"
Kelly	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Lisowski	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

3. APPROVAL OF MINUTES OF PREVIOUS MEETINGS

a. Joint Membership & Board of Directors Meeting: November 17, 2022 Regular Session Membership Portion Only

A motion to approve the Membership portion only of the Minutes of the November 17, 2022 Regular Session Joint Board of Directors and Membership Meeting Minutes was made by Kelly and seconded by Barakian for the Membership and because this is a remote participation meeting it was unanimously voted to approve the Membership portion only of the Minutes of the November 17, 2022 Regular Session Joint Board of Directors and Membership Meeting Minutes as follows:

Anastasi	"aye"
Barakian	"aye"
Czasnowski	"aye"
Dion	"aye"
Driscoll	"aye"
Fitch	"aye"
Kelly	"aye"

Kowalik	"aye"
Lewellyn	"aye"
Lisowski	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

b. Board of Directors Meeting: September 18, 2023 Regular Session - Board Only

A motion to approve the Minutes of the September 18, 2023 Regular Session Board of Directors Meeting Minutes was made by Dion and seconded by Tokadjian for the Board and because this is a remote participation meeting it was unanimously voted to approve the Minutes of the September 18, 2023 Regular Session Board of Directors Meeting Minutes as follows:

Dion	"aye"
Driscoll	"aye"
Tokadjian	"aye"

c. Board of Directors Meeting: September 25, 2023 Regular Session - Board Only

A motion to approve the Minutes of the September 25, 2023 Regular Session Board of Directors Meeting Minutes was made by Tokadjian and seconded by Dion for the Board and because this is a remote participation meeting it was unanimously voted to approve the Minutes of the September 25, 2023 Regular Session Board of Directors Meeting Minutes as follows:

Dion	"aye"
Driscoll	"aye"
Tokadjian	"aye"

d. **Membership Meeting: October 6, 2023 Regular Session Membership Only**

A motion to approve the Membership portion only of the Minutes of the October 6, 2023 Regular Session Membership Meeting Minutes was made by Kelly and seconded by Barakian for the Membership and because this is a remote participation meeting it was unanimously voted to approve the Minutes of the October 6, 2023 Regular Session Membership Meeting Minutes as follows:

Anastasi	"aye"
Barakian	"aye"
Czasnowski	"aye"
Dion	"aye"
Driscoll	"aye"
Fitch	"aye"
Kelly	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Lisowski	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

4. **MEMBERSHIP ONLY**

a. **Re-election of Board of Directors**

Scobbo stated two members of the Board of Directors – Driscoll and Dion - need to be elected because their terms are set to expire, Tokadjian's term has not expired, and a new member is to be elected. Scobbo stated that the terms are three (3) years.

A motion to re-elect John Driscoll and Peter Dion as Directors was made by Kelly and seconded by Barakian and because this is a remote participation meeting on the basis of a roll-call vote as follows it was unanimously voted by the Members of the Berkshire Wind Power Cooperative Corporation in accordance with Article III, §2 of the Cooperative's By-Laws as follows:

Vote MEM 23-01: To re-elect John Driscoll as a member of the Board of Directors of the Cooperative for a term of three years and until his successor is chosen and qualified and to re-elect Peter Dion as a member of the Board of Directors of the Cooperative for a term of three years and until his successor is chosen and qualified.

Anastasi	"aye"
Barakian	"aye"
Czasnowski	"aye"
Dion	"aye"
Driscoll	"aye"
Fitch	"aye"
Kelly	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Lisowski	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

b. Election of Director

Scobbo stated that Dion had spoken to Tupper about running for election. Tupper confirmed that Dion had spoken to him. Driscoll called for nominations for the election of new Board Member.

Jim L. nominated Tupper. Driscoll closed nominations.

A motion to elect Barry Tupper as a Director was made by Driscoll and seconded by Barakian and because this is a remote participation meeting on the basis of a roll-call vote as follows it was unanimously voted by the Members of the Berkshire Wind Power Cooperative Corporation in accordance with Article III, §2 of the Cooperative's By-Laws as follows: Unanimous in favor. No opposed.

Vote MEM 23-02: To elect Barry Tupper as a member of the Board of Directors of the Cooperative for a term of three years and until his successor is chosen and qualified.

Anastasi	"aye"
Barakian	"aye"
Czasnowski	"aye"
Dion	"aye"
Driscoll	"aye"

Fitch	"aye"
Kelly	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Lisowski	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

5. BOARD and MEMBERSHIP

a. Operations Status – Phase 1 and Phase 2

Phase 1:

Viadero reviewed the handout entitled 2023 Operational Report. Viadero re-capped the Phase 1 major accomplishments: five-year major gearbox oil swaps, security camera upgrades , and drone inspections of blades. Viadero stated that gearbox planetary carrier bearing failures will pose issues. Viadero reviewed Phase 1 statistics – oil cooler issues and supply chain issues. One of the budget line items was a swap of gearbox oil for Phase 1, which was completed in October/November of 2023. The security camera upgrades have been a major benefit. During COVID there was an increase in activity on the access road – this year all security cameras were upgraded, which was made possible because of the 2022 fiber optic upgrades. There is a relationship with Massachusetts Environmental Police, who have expressed a willingness to patrol the area. The Environmental Police have more power to stop trespassers. The blade inspection was transferred from physical to drone inspections. The technology proved to be very beneficial. As a result of spring/summer inspection, 4 towers/7 blades were found to have wear and erosion resulting in a more timely repair. In November, acoustic monitors were installed which provide information on blade condition and blade icing. The new monitors were provided for free by PING.

Viadero stated that the state of gearboxes on Towers 2 and 6 will be a budget driver. MMWEC checks oil quality on a yearly basis and every 2 years visual inspection is performed by a borescope team. These inspections revealed cracking on planetary carrier bearings for Tower 3 and Tower 6. There will be 2 gearbox replacements in 2024, which are included in the budget. GE's recommendation to shut down Tower 3 immediately was accepted. GE also stated that it is safe to run Tower 6 through spring, but Tower 6 must be monitored with CMS.

In response to a question, Viadero stated that MMWEC's relationship with GE had been strained in the past, but we are trying to build on it. In the past, there were issues with GE in Schenectady, but things have improved. MMWEC is intending to enter into long-term MRO Agreement with GE. It has been difficult with some of the changes with GE and spin-off to GE Vernova, but MMWEC is pleased with the team in place now.

Viadero stated that all of the other Phase 1 turbines do not have issues.

Viadero stated that MMWEC is trying to ascertain if there is a common thread for the gearbox issues with Tower 3 and Tower 6. Tower 3 is on the highest ground; Tower 6 is shielded. So far MMWEC has not been able to find a common thread that can be pointed to as the root cause.

Already had discussions to acquire gearboxes from Gearbox Express and have them stored at Stony Brook in February/March so that they can be installed in the spring.

Phase 2:

Viadero stated Phase 2 has been running well. The replacement gearbox Tower 9 was provided by GE in 2022, and was placed in service this summer. The HN-9 gearbox

replacement, an explosion at HN-8, and circuit breaker (CB-I) replacement all adversely affected generation. Also, Phase 2 experienced some software issues and GE technical information letters. Viadero then reviewed the Phase 2 generation statistics. Also, there was a fair amount of road improvement. The battery explosion and CB-I replacement resulted in an 8-week outage, which affected generation.

Tokadjian asked if MMWEC figured out why CB-I failed. Viadero stated it was a mechanical issue – a linkage in the breaker. Viadero responded that it was sent to Connecticut for refurbishment and it was a mechanical issue, not electrical.

b. 2024 Annual Budget – Presentation for Membership Approval

Martucci briefly reviewed several items of note in the 2023 Budget to Actuals – 9 months of actuals and 3 months of forecast.

Martucci stated the overrun is primarily in contracted maintenance – over budget variance of approximately \$500,000. This is related to the blade repair and items Viadero discussed for Phase 1. Overrun for Phase 2 was primarily driven by the access road repair work, battery explosion and CB-I replacement. Some of the access road work was allocated to Phase 1.

In response to a question about maintenance work, Viadero stated that for planned maintenance (spring and fall) MMWEC has been bidding out this work. GE, Baldwin and a few others bid, but the work tends to go to GE or Baldwin. Other responders have had qualification issues. In the past MMWEC had long-term contracts. For 2024, MMWEC is looking to do a 3-year contract – GE is coming in at the same price as 5 years ago. Large projects are big enough to bid out to more than just GE and Baldwin. For corrective maintenance, if above MMWEC capability, will contact GE or Baldwin.

Martucci reviews MMWEC section – underruns on exploratory work on page 3; back-office activities came in under budget. On the engineering side, there has been an uptick in activity, so it was over budget. In other areas, pretty much on budget, but easement expense, insurance costs under budget; for legal services there was an overrun driven by the Feronia litigation.

Martucci reviewed the proposed 2024 budget. She noted that trends from 2023 continue into 2024, There is budgeted a slightly higher amount for GE and other O&M expenses for work known to go into 2024. This does not include gearbox replacement. Increased budget by about \$200k, mostly for Phase 1. There are some one-off maintenance items, but they are minor.

Martucci stated that, on the MMWEC side, the administrative budget had been reduced slightly, but that MMWEC engineering will be required for the gearbox replacement. Martucci stated that, overall, MMWEC costs are approximately \$16,000 higher.

Martucci stated that the other costs are on budget for the year; there is a slight uptick for insurance, the easement expense is less, and the legal budget came directly from Ferriter Scobbo.

Martucci stated that, overall, the other budget items are coming in about \$126,000 under budget. The O&M (other than major maintenance) is approximately \$87,000 higher on a \$3M budget.

Martucci stated that, given the use of the reserve and Feronia situation, settlement costs will start to be billed out in January. It will be billed over 2 years - \$800k for 2024. Martucci stated that the gearbox replacement is about \$600k per gearbox, with the hope that we only need to mobilize once.

Martucci stated that the Phase 1 budget increase is driven by the easement and gearbox

expenses.

Martucci stated that the 20% budget increase for Phase 2 is driven by Feronia expense.

In response to a question, Viadero responded that MMWEC has looked at fiber optic services but looking at cost analysis made sense to go with Verizon at the time. Viadero stated that, once the Verizon contract is up, MMWEC will take another look at the fiber optic options.

In response to a question, Viadero stated that the cost for another gearbox has not been put in 2024 budget but might be in 2025 budget. The intention is to put down another 20% for a gearbox. Viadero stated that, typically, there is about a 10% failure rate on gearboxes. This is only the 3rd major gearbox failure that the Cooperative has had.

Scobbo noted that if there are no other questions under the by-laws, the Membership recommends the 2024 budget for the Board to adopt.

A motion for the Membership to approve the 2024 Operations & Maintenance Budget and recommend its adoption to the Board was made by Kowalik and seconded by Barakian , and because this is a remote participation meeting on the basis of a roll-call vote as follows it was unanimously voted:

Vote MEM 23-03: To approve the 2024 Operations & Maintenance Budget for the Berkshire Wind Power Cooperative Corporation as proposed and to be presented the Board of Directors for Phase 1 and Phase 2.

Anastasi	"aye"
Barakian	"aye"
Czasnowski	"aye"
Dion	"aye"
Driscoll	"aye"
Fitch	"aye"
Kelly	"aye"
Kowalik	"aye"
Lewellyn	"aye"

Lisowski	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

c. Board Vote only on 2024 Annual Budget

A motion was made by Dion and seconded by Tokadjian for the Board of Directors to adopt the 2024 Operations & Maintenance Budget as approved and recommended by the Membership and because this is a remote participation meeting on the basis of a roll-call vote as follows it was unanimously voted:

Vote 23-01: To adopt the 2024 Operations & Maintenance Budget for the Berkshire Wind Power Cooperative Corporation as proposed, presented and Approved by the Membership.

Dion	"aye"
Driscoll	"aye"
Tokadjian	"aye"

6. BOARD ONLY

a. Election of Officers

Scobbo stated per the By-Laws it is necessary to elect officers and a chairman and that the current Officers are Dion, President, DeCurzio, Treasurer and Scobbo, Clerk. Scobbo stated that nominations are up to the Board.

A motion was made by Tokadjian and seconded by Dion to re-elect the current slate of Officers and because this is a remote participation meeting on the basis of a roll-call vote as follows it was unanimously voted:

Vote 23-02: That the Board of Directors of the Berkshire Wind Power Cooperative Corporation ("Cooperative"), in accordance with Article III, §6 of the By-Laws, hereby votes to re-elect the following as Officers of the Cooperative:
(1) Peter Dion as President of the Cooperative; (2) Ronald C. DeCurzio as

Treasurer of the Cooperative; and (3) Nicholas J. Scobbo, Jr. as Clerk of the Cooperative, with each of the Officers to serve a one-year term and until his respective successor is chosen and qualified.

Dion	"aye"
Driscoll	"aye"
Tokadjian	"aye"

b. Election of Chairman

Dion nominated Driscoll as Chairman of the Board of Directors. Hearing no other nominations, a motion was made by Dion and seconded by Tokadjian and because this is a remote participation meeting on the basis of a roll-call vote as follows it was unanimously voted:

Vote 23-03: That the Board of Directors of the Berkshire Wind Power Cooperative Corporation ("Cooperative"), in accordance with Article III, §6 of the By-Laws, hereby votes to re-elect John Driscoll as Chairman of the Board of Directors of the Cooperative to serve for a one-year term and until his successor is chosen and qualified.

Dion	"aye"
Driscoll	"aye"
Tokadjian	"aye"

7. OTHER

There was no other business to discuss at this time.

8. EXECUTIVE SESSION

A motion was made by Dion and seconded by Kelly for both the Board of Directors and the Membership to enter into Executive Session for purposes of discussing trade secrets and confidential, corporate-sensitive information where the corporation has determined that disclosure will have an adverse effect on the corporation's ability to conduct its business with respect to competitors, to discuss strategy with respect to litigation and to reconvene the Joint Board of

Directors and Membership Meeting into Regular Session at the conclusion of the Executive Session for purposes of adjournment and on the basis of a roll-call vote as follows:

Anastasi	"aye"
Barakian	"aye"
Czasnowski	"aye"
Dion	"aye"
Driscoll	"aye"
Fitch	"aye"
Kelly	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Lisowski	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

The Joint Board of Directors and Membership Meeting entered Executive Session at 11:01 AM.

The Joint Board of Directors and Membership Meeting re-entered Regular Session at 11:31 AM.

9. ADJOURNMENT

All business having been concluded, a motion was made by Kelly and seconded by Anastasi for both the Board of Directors and the Membership to adjourn the Berkshire Wind Power Cooperative Corporation Joint Membership and Board of Directors meeting and it was unanimously voted by all present to adjourn the Joint Membership and Board Meeting.

Anastasi	"aye"
Barakian	"aye"
Czasnowski	"aye"
Dion	"aye"
Driscoll	"aye"
Fitch	"aye"
Kelly	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Lisowski	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

Chairman Driscoll declared the Berkshire Wind Power Cooperative Corporation Joint Board
Directors and Membership meeting adjourned at 11:31 AM.

A TRUE RECORD

ATTEST:

A handwritten signature in blue ink, appearing to read "Nicholas J. Scobbo, Jr.", is positioned above a horizontal line.

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