

BERKSHIRE WIND POWER COOPERATIVE CORPORATION

JOINT BOARD OF DIRECTORS & MEMBERSHIP MEETING

VIA REMOTE PARTICIPATION

**MAY 15, 2024
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 10:05 AM.

Those present:

BOARD OF DIRECTORS

Peter Dion, Wakefield; John Driscoll, Templeton; Panos Tokadjian, Hull; and Barry Tupper, Holden.

MEMBERS

Mark Barakian Boylston; Daniel Faille, Chicopee; Dylan Lewellyn, Ipswich; Joseph Kowalik, Marblehead; Tara Rondeau, Paxton; Joe Anastasi, Peabody; Christopher Roy, Shrewsbury; Matt Stelmach, Sterling; and Jon Fitch, West Boylston in addition to the members of the Board of Directors.

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; Kate Roy, Director of Communications & External Affairs; Tom Barry, Director of Energy Markets, 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 Dion and seconded by Tokadjian 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"
Dion	"aye"
Driscoll	"aye"
Faille	"aye"
Fitch	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Rondeau	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

3. APPROVAL OF MINUTES OF PREVIOUS MEETING

a. Joint Membership & Board of Directors Meeting: November 29, 2023 Regular Session

A motion to approve the Minutes of the November 29, 2023 Regular Session Joint Board of Directors and Membership Meeting Minutes was made by Tokadjian 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 November 29, 2023 Regular Session Joint Board of Directors and Membership Meeting Minutes as follows:

Anastasi	"aye"
Barakian	"aye"
Dion	"aye"
Driscoll	"aye"
Faille	"aye"
Fitch	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Rondeau	"aye"

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

4. BOARD & MEMBERSHIP

a. Operations/Status – Phase 1 and Phase 2

Viadero reviewed the operational and Renewable Energy Credit ("REC") presentation.

Phase 1:

Viadero stated that there is not a lot of new information since the MMWEC annual conference.

The gearbox for Tower 3 has been fully exchanged. Baldwin is working actively on Tower 6 to remove the gearbox and the support bearings. Viadero showed photos of re-installation of rotor on Tower 3.

Viadero stated that the budget was slightly higher (approximately \$10k) for road improvements to get the crane up to the sight and that there had been some delays for work. Baldwin's intention was to use a rotor clamp, but the clamp did not fit gearbox and rotor configuration. This issue added time, but it is a fixed price contract, so Baldwin is responsible for the extra costs.

In response to a question by Lewellyn, Viadero stated that he estimated that the gearbox replacement cost was approximately \$600k - \$650k.

Viadero reviewed the Phase 1 statistics.

Viadero stated that the target is to have gearbox installed on Tower 6 this week.

Fitch asked whether Towers 3 and 6 are expected to have increased generation after change-outs of gearboxes.

Viadero stated that the expectation is that there should be an uptick in generation for Tower 3 and 6 following the gearbox change-outs.

Other operational updates included drone technology for blade inspection that is planned for Q2 and Eversource outages due to work at the Partridge substation.

Phase 2:

Phase 2 generation has been below the rolling average since COD.

Viadero reviewed the Phase 2 statistics and stated that they have been good

Other operational updates included the blade inspection planned for Q2 and the planned outage for Partridge Substation.

RECS

Barry reviewed the REC presentation.

Barry stated that Phase 1 on average generates around 21k MA Class I RECs and Phase 2 on average generates around 9500 RPS MA Class 1 RECs.

Barry reviewed the chart of Phase 1 MWh generation 2020-2024 and REC revenue for same time period, noting that for 2023 the REC revenue was approximately \$850k.

Barry reviewed the chart of Phase 2 MWh generation 2020-2024 and REC revenue for same time period, noting that the REC revenue for 2023 was approximately \$367k.

Barry reviewed the historical pricing for the REC market and stated that the market is a bit fragile, which he thinks presents more risk to the upside than the downside.

Barry reviewed peer usage of RECs, stating that two MLPs have standing orders to retire all Berkshire Wind RECs, with one MLP traditionally retiring the Q4 Berkshire Wind RECs to fulfill

“Go-Green” program. Barry stated that some MLPs want to be consulted quarterly and most have standing order to sell Berkshire Wind RECs.

For many Cooperative members, Ryan is the contact person at MMWEC regarding the RECs.

Fitch asked if REC revenue is netted out from forecast numbers. Barry responded that his understanding is that they are netted, but he will check to confirm this.

b. Financial Statements and Audit Results for the years ended December 31, 2023 and 2022

Martucci reviewed the financial statements and audit results. The audit was completed as of April 30, 2024.

Martucci stated that the only new GASB was related to software contracts, but because Berkshire software is immaterial, there was no need to do accounting for it.

The balance sheet is pretty steady; no significant capital changes and debt remains steady. Revenues are the offset of the expenses. The main drivers of the increase in maintenance expense are on-going maintenance and one turbine fixed.

As to the easement, under the rules of accounting auditors had to assess contingent liabilities – if estimable and probable – have estimate related to settlement, but question as to probability. Ultimately in discussion with auditors and legal letter Scobbo provided, it was reported as a contingent liability – this will be discussed in Executive Session.

The Baker Tilly audit letter provides standard information – clean opinion and clean audit result.

Martucci did not address audit letter or audit results in detail.

c. Operating & Maintenance Budget to Actual Analysis for the three months ending March 31, 2024

Martucci stated that, with it being the first quarter, the on-going operations and maintenance (“O&M”) is running under-budget. It is hard to say whether these are true under-runs at this time of year. As the year progresses, additional information will show if it is a true under-run.

The only over-run is legal – this will be discussed in Executive Session.

Martucci stated that she is still waiting for final billing on gearbox replacements – estimates were \$600k each. So far, \$300K has been paid for both gearboxes and labor is approximately \$500k. Martucci stated that this puts the cost at \$850k instead of estimated \$1.2M, but more information is needed to assess using operating reserves before deciding whether we will continue to bill at the \$1.2M.

5. OTHER

Viadero stated that Meredith and Tom Cochran are landowners abutting the Berkshire Wind project. Tom passed away. Given their support of wind energy and the project, MMWEC is giving consideration for some type of memorial for Tom, such as a bench. General support is voiced by the Cooperative members.

Dion asked if a plaque would be preferable. Kate Roy said that she spoke with Meredith Cochran

about the location for the memorial. Meredith will let Roy know when the location has been decided.

Scobbo stated that Andre Rambaud sold his property to Peter Morin, through a limited liability company- Wildwood, LLC. So, the easement with Rambaud is now with Wildwood. Scobbo stated that all payments are caught up except for one payment for one quarter. Scobbo stated that Morin is aware of Cooperative's exclusivity.

There was no other business to discuss at this time.

6. EXECUTIVE SESSION

A motion was made by Dion and seconded by Rondeau 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"
Dion	"aye"
Driscoll	"aye"
Faille	"aye"
Fitch	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Rondeau	"aye"
Roy	"aye"
Stelmach	"aye"
Tokadjian	"aye"
Tupper	"aye"

The Joint Board of Directors and Membership Meeting entered Executive Session at 11:00 AM.

The Joint Board of Directors and Membership Meeting re-entered Regular Session at 11:30 AM.

7. ADJOURNMENT

All business having been concluded, a motion was made by Dion and seconded by Tupper 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"
Dion	"aye"
Driscoll	"aye"
Faille	"aye"
Fitch	"aye"
Kowalik	"aye"
Lewellyn	"aye"
Rondeau	"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 11:30 AM.

A TRUE RECORD

ATTEST:



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