

BERKSHIRE WIND POWER COOPERATIVE CORPORATION

BOARD OF DIRECTORS MEETING

VIA REMOTE PARTICIPATION

**JANUARY 21, 2026
12:30 PM**

REGULAR SESSION

MINUTES

1. CALL TO ORDER

Chairman Driscoll declared a quorum of the Board of Directors present and called the Regular Session of the Berkshire Wind Power Cooperative Corporation Board of Directors Meeting to order at 12.:36PM.

Those present:

BOARD OF DIRECTORS

Brooke Czasnowski, Ashburnham; Peter Dion Wakefield; John Driscoll, Templeton; Barry Tupper, Holden; Thomas Barry, MMWEC.

MEMBERS

No members were present.

OTHERS

Nicholas J. Scobbo, Jr. Clerk, Ferriter Scobbo & Rodophele PC; Jason Viadero P.E., Chief Development Officer, MMWEC.

2. APPROVAL OF AGENDA

A motion to approve the Agenda of the Board of Directors Meeting as presented was made by Tupper and seconded by Barry 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.

Czasnowski	“aye”
Dion	“aye”
Driscoll	“aye”
Tupper	“aye”
Barry	“aye”

3(a). REVIEW BERKSHIRE WIND POWER COOPERATIVE CORPORATION ORGANIZATIONAL AND CORPORATE DOCUMENTS

Scobbo began by stating that, because there were new Board Members, John Driscoll asked him to review the Berkshire Corporate documents with the Board. Scobbo referred the Board to the zip file he sent, which contains all of the seminal Berkshire corporate documents.

Scobbo started with the Berkshire Wind Power Cooperative Agreement of March, 2008. The Cooperative Agreement is by among MMWEC and the Project Participants in MMWEC’s Special Project 2002A. Scobbo explained that the 2002A Project Participants decided to form the Berkshire Cooperative because the price of the wind power being purchased by Project 2002A was increasing. The Cooperative Agreement sets out the fundamental reasons and purposes for forming the Berkshire Cooperative. The Berkshire Cooperative was formed to issue tax exempt debt to purchase and own the wind project from which Project 2002A was purchasing wind energy. MMWEC would be a member of the Berkshire Cooperative and would enter into contracts with the Berkshire Cooperative to finance, operate and maintain the wind facilities owned by the Berkshire Cooperative.

The Articles of Organization were then reviewed by Scobbo. The Articles are the document as approved by the Massachusetts Secretary of State which formed the Berkshire Wind Power Cooperative Corporation pursuant to G.L. c. 164 § 47C and G. L. c. 157. Scobbo stated the Berkshire Cooperative is a nonstock entity comprised of fourteen light plants and MMWEC, all signatories to the Cooperative Agreement. He explained that the powers of the Berkshire Cooperative are set out in the Articles and that the initial Board of Directors are listed in the Articles. The Articles were approved by the Secretary of State in April, 2008.

Scobbo next addressed the By-laws of the Berkshire Cooperative. He reviewed the rights, duties and obligations of the Members and the Board as set out in the By-laws. The By-laws were adopted by the Board of Directors in October, 2008.

In May, 2008, the Berkshire Cooperative entered into the Berkshire Wind Power Service Contract with MMWEC. Through the Service Contract, the Berkshire Cooperative appointed MMWEC as its agent to: carry out all financing of assets and construction of the wind facilities; obtain all permits necessary for the Berkshire Cooperative to construct, own, and operate the assets; perform all engineering and management functions to construct the wind facilities; operate and maintain the wind facilities, including dispatch; represent the Berkshire Cooperative in NEPOOL; and perform all necessary administrative activity for the Berkshire Cooperative. For its part, among other things, MMWEC agreed to perform all services in accordance with Prudent Utility Practice.

Scobbo then reviewed the Wind Power Sales Contract of May, 2008. He explained that the fundamental purpose of the Sales Contract is for the Berkshire Cooperative to sell to MMWEC and for MMWEC to purchase unconditionally all of the output of the Berkshire Cooperative. Included in the sales price are all expenses including but not limited to principal and interest on the debt, O & M costs, and administrative costs. In other words, all of the costs of the Berkshire Cooperative are sold to MMWEC under the Sales Contract.

Scobbo then explained the May, 2008 separate, but identical Berkshire Wind Power Purchase Agreements between MMWEC and each Berkshire Cooperative Member. These Agreements are take or pay agreements through which MMWEC sells and each Member purchases on an unconditional basis all of MMWEC's entitlements MMWEC owns pursuant to the Sales Contract.

Scobbo explained that the combination of the Sales Contract and the Purchase Agreements allow for payment of all expenses and debt service on a take or pay basis, as if the Berkshire Cooperative was an MMWEC project.

Scobbo reviewed amendments to these agreements and contracts for extension and for the creation of Berkshire Phase 2.

During the explanations, Scobbo responded to a few questions from the Board members.

3(b). OTHER

There was no other business to discuss.

4. EXECUTIVE SESSION

A motion was made by Tupper and seconded by Barry 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, and to reconvene the Board of Directors 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:

Czasnowski		"aye"
Dion		"aye"
Driscoll	"aye"	
Tupper		"aye"
Barry		"aye"

The Board of Directors Meeting entered Executive Session at 1:09 PM.

The Board of Directors Meeting re-entered Regular Session at 1:30PM.

5. ADJOURNMENT

All business having been concluded, a motion was made by Dion and seconded by Czasnowski to adjourn the Berkshire Wind Power Cooperative Corporation Board of Directors meeting and it was unanimously voted by all present to adjourn the Board of Directors meeting.

Czasnowski		"aye"
Dion		"aye"
Driscoll		"aye"
Tupper		"aye"
Barry		"aye"

Chairman Driscoll declared the Berkshire Wind Power Cooperative Corporation Board Directors meeting adjourned at 1:31 PM.

A TRUE RECORD

ATTEST:

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

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