

BERKSHIRE WIND POWER COOPERATIVE CORPORATION

BOARD OF DIRECTORS MEETING

VIA REMOTE PARTICIPATION

**DECEMBER 10, 2025
10:00 AM**

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 10:04 AM. Chairman Driscoll suspended the meeting to await the arrival of Director Peter Dion. Directors Czasnowski, Tupper, and Barry concurred with the suspension. The meeting was suspended at 10:05AM and reconvened at 10:32AM.

Those present:

BOARD OF DIRECTORS

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

MEMBERS

Mark Barakian Boylston; Jon Blair, Marblehead; in addition to the members of the Board of Directors.

OTHERS

Nicholas J. Scobbo, Jr. Clerk, Ferriter Scobbo & Rodophele PC; Sherry Vaughn, Recording Secretary, Ferriter Scobbo & Rodophele PC; Jason Viadero, Director, Engineering & Generation Assets, 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 Czasnowski 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. APPROVAL OF MINUTES OF NOVEMBER 24, 2025 JOINT ANNUAL MEETING OF THE BOARD OF DIRECTORS & MEMBERSHIP: REGULAR SESSION – BOARD PORTION ONLY

A motion to approve the Minutes of the November 24, 2025 Joint Annual Meeting of the Board of Directors & Membership: Regular Session - Board portion only was made by Tupper and seconded by Dion and because this is a remote participation meeting it was voted to approve the Minutes of the November 24, 2025 Joint Annual Meeting of the Board of Directors & Membership: Regular Session - Board portion only as follows:

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

4. ELECTION OF OFFICERS

Tupper made a motion to change the proposed vote as follows:

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) John Driscoll as President of the Cooperative; (2) Carol Martucci 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.

Tupper explained that his intention is to nominate Dion for Chairman and have Carol Martucci be the new Treasurer because the By-Laws do not require that Officers also be Directors and Martucci has experience in finance as demonstrated by her presentation of the Cooperative's financial report at the last meeting.

Driscoll called for a second to Tupper's motion. No Board member seconded Tupper's motion.

A motion to elect the Officers of the Berkshire Wind Power Cooperative Corporation was made by Barry and seconded by Dion and because this is a remote participation meeting on the basis of a roll-call vote as follows it was voted 4 to 1 as follows:

Vote 25-02: 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) Thomas Barry 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.

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

5. ELECTION OF CHAIRMAN

A motion to elect the Chairman of the Board of Directors of the Berkshire Wind Power Cooperative Corporation was made by Barry and seconded by Dion and because this is a remote participation meeting on the basis of a roll-call vote as follows it was voted 4 to 1 as follows:

Vote 25-03: 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.

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

6. **OTHER**

There was no other business to discuss at this time.

7. **EXECUTIVE SESSION**

A motion was made by Tupper and seconded by Dion 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 10:40 AM.

The Board of Directors Meeting re-entered Regular Session at 10:58 AM.

8. **ADJOURNMENT**

All business having been concluded, a motion was made by Tupper and seconded by Dion 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 10:58 AM.

A TRUE RECORD

ATTEST:



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