

**BERKSHIRE WIND POWER COOPERATIVE CORPORATION**

**BOARD OF DIRECTORS MEETING**

**WAKEFIELD MUNICIPAL GAS & LIGHT DEPARTMENT  
480 NORTH AVENUE  
WAKEFIELD, MA**

**MAY 25, 2016  
10:00 AM**

**REGULAR SESSION  
MINUTES**

**1. CALL TO ORDER**

Chairman Driscoll called the Regular Session of the Berkshire Wind Power Cooperative Corporation Board of Directors meeting to order at 10:06 AM.

Those present:

**BOARD OF DIRECTORS**

John Driscoll, Chairman, Templeton; Peter Dion, Wakefield, Glenn Trueira, Peabody; and Ronald C. DeCurzio, Chief Executive Officer & Secretary, MMWEC.

**OTHERS**

Members: Kevin Kelly, Groton.

Nicholas J. Scobbo Jr., Clerk; Ferriter Scobbo & Rodophele, PC; Edward Kaczinski, Director - Engineering & Generation Assets, MMWEC; and Tammy Kane (Recording Secretary), Ferriter Scobbo & Rodophele, PC.

**2. APPROVAL OF AGENDA**

A motion to approve the Agenda was made by Dion and seconded by DeCurzio and it was unanimously voted to approve the Agenda as presented.

**3. APPROVAL OF OCTOBER 21, 2015 REGULAR SESSION MINUTES**

A motion to approve the Regular Session Minutes of the October 21, 2015 Board of Directors meeting was made by Dion and seconded by DeCurzio and it was unanimously voted to approve the October 21, 2015 Board of Directors Regular Session Minutes.

#### **4. REPORT ON OPERATIONS**

Kaczenski distributed the Berkshire Wind Board of Directors' Update dated May 25, 2016. Capacity Factor since COD is 37.3% and 36.1% for the past 12 months. The Capacity Factor for April was 28.6%. This is low for the month of April and attributed to Verizon outages. After a second outage in April, MMWEC called Verizon to ask if Verizon was testing the circuits. A "Do Not Test" note was supposed to be on the circuits. There were three more outages in April. MMWEC again stressed to Verizon the circuits cannot be subject to this intrusive testing. Kaczenski stated lost revenue associated with five Verizon outages was estimated to be \$19,365.

Driscoll asked if the Lanesborough PILOT is settled now. Scobbo replied that it was and all amounts due have been paid. Lanesborough required a Form of List, completing this Form of List correctly delayed things a bit. Scobbo stated the next four years should flow smoothly. The Hancock PILOT is without issue.

Driscoll stated the REC forecast is down and that will have a damaging effect on revenues.

#### **5. 23 KV COLLECTOR CIRCUIT/URD RISER POLES**

There was a discussion about the collector circuit and risers. Driscoll stated there is not enough slack in some riser poles and an anti-sway bar broke. Spacer cables and a c-bracket are needed. Scobbo asked if this was a design problem. Kaczenski replied no and stated Reed & Reed constructed the collector circuit. A recent inspection by Hendrix concluded everything was good. Hendrix standards change yearly. DeCurzio suggested an independent inspection be conducted. Scobbo stated it was unlikely there is any recourse. Repairs will be made.

#### **6. OTHER**

Scobbo previously circulated a memorandum regarding a Reimbursement Resolution with a draft Resolution attached. If the Cooperative expands the wind project facilities using tax-exempt debt and the Resolution is adopted, the Cooperative can reimburse itself for certain expenses with the proceeds of the tax-exempt issue. If the Board adopts the Resolution, there is no obligation to expand nor any adverse consequences if the Cooperative does not expand its wind facilities.

Whereupon a motion to adopt the Reimbursement Resolution in the attached form was made by Dion and seconded by Driscoll and it was unanimously voted to adopt Reimbursement Resolution as follows:

Vote 16-1: WHEREAS, the Berkshire Wind Cooperative Corporation (the "Cooperative"), borrowing directly with all of the proceeds to be used for the Cooperative's benefit, has and continues to have an intention to finance the Project (as hereinafter defined) with debt; and

WHEREAS, the Internal Revenue Code and applicable regulations require the Cooperative to take certain action in connection with the

payment of certain Project Expenditures (as hereinafter defined) prior to the issuance of tax-exempt bonds or other evidences of indebtedness in order to allow the Cooperative to be reimbursed for such Project Expenditures;

NOW THEREFORE BE IT RESOLVED THAT:

1. The statements contained in this Resolution with respect to the reimbursement of Project Expenditures are intended to be statements of official intent as required by, and in conformance with, the provisions of Treasury Regulation Section 1.150-2(e).

2. For purposes of this Resolution: (a) "Project" shall mean the Cooperative's construction, installation, maintenance and operation of additional wind turbines, located in close proximity to the Cooperative's existing wind facility (including, but not limited to, turbines, roads, electric collection system, and easements), which presently is located in the Towns of Lanesborough and Hancock, MA.; and (b) "Project Expenditures" shall mean and include the expenditures incurred and made in connection with planning, designing, constructing or installing the Project, which Project Expenditures include but are not limited to expenditures/costs for legal, consulting, engineering, environmental, construction, financial, restriction releases and other related expenditures and costs incurred.

3. This Resolution is intended to restate and clarify the Cooperative's intention that: (a) Project Expenditures be reimbursed with the proceeds of debt issued by the Cooperative; and (b) this Resolution, and any prior written statements of Cooperative intention satisfying the requirements of Treasury Regulation section 1.150-2(e) permit reimbursement of Project Expenditures incurred and paid within 60 days prior to the date of such statements.

4. The Cooperative hereby restates and ratifies such intention as previously evidenced in, among other things, the minutes of its Board of Directors meetings held on: April 21, 2015; July 9, 2015; August 19, 2015; September 30, 2015 and October 21, 2015 and the execution of any budgets approved pursuant to the Cooperative's by-laws reflecting any Project Expenditures.

5. The Cooperative hereby further states that commencing in 2015 and continuing through today, it has incurred and paid preliminary Project Expenditures, comprised of engineering, surveying, environmental testing, legal and consulting fees and costs similarly incurred prior to commencement of acquisition, construction, or rehabilitation of capital projects, but excluding costs of land acquisition, site preparation, and similar costs incident to commencement of construction and that the Cooperative expects to make additional Project Expenditures in the future.

6. The maximum principal amount of debt expected to be issued for the Project is \$50,000,000.00.

7. The Cooperative reasonably expects to reimburse the Project Expenditures with the proceeds of tax-exempt debt issued by the Cooperative subsequent to the date hereof; however, this Resolution does not constitute a binding obligation of the Cooperative to issue such debt.

8. This Resolution shall take effect immediately.

**7. EXECUTIVE SESSION**

A motion was made by Dion and seconded by DeCurzio to enter into Executive Session for purposes of voting on the Board of Directors Executive Session Minutes of October 21, 2015 and to discuss strategy with respect to litigation and to reconvene the Board of Directors Meeting into Regular Session for purposes of adjournment. On the basis of a roll-call vote as follows:

DeCurzio	"aye"
Dion	"aye"
Driscoll	"aye"
Trueira	"aye"

The Board of Directors entered Executive Session at 10:47AM.

The Regular Session of the Board of Directors meeting reconvened at 11:49 AM.

**8. ADJOURNMENT**

All business having been concluded, a motion was made by Dion and seconded by DeCurzio to adjourn the Berkshire Wind Power Cooperative Corporation Board of Directors meeting.

Chairman Driscoll declared the Berkshire Wind Power Cooperative Corporation Board of Directors' meeting adjourned at 11:50 AM.

A TRUE RECORD

ATTEST:



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