

BERKSHIRE WIND POWER COOPERATIVE CORPORATION
BOARD OF DIRECTORS MEETING

WAKEFIELD MUNICIPAL GAS & LIGHT DEPARTMENT
480 NORTH AVENUE
WAKEFIELD, MA 01880

JUNE 26, 2014
10:00 AM

REGULAR SESSION

MINUTES

1. CALL TO ORDER

Chairman Dion called the Regular Session of the Berkshire Wind Power Cooperative Corporation Board of Directors meeting to order at 10:05 AM.

Those present:

BOARD OF DIRECTORS

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

OTHERS

Nicholas J. Scobbo Jr., Clerk, Ferrier Scobbo & Rodophele, PC; and Edward Kaczinski, Director - Engineering & Generation Assets, MMWEC.

2. APPROVAL OF AGENDA

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

3. APPROVAL OF MINUTES

No Minutes were available for approval.

4. REPORT ON OPERATIONS

The Capacity Factor since COD is 37.9%, 36.2% for the month of May and 40.6% for the last year. This is the highest 12 month average capacity since COD and the third month in a row that the 12 month average has been above 40%. There will be a nine hour outage on July 1 so that WMECO can make an emergency repair to a utility pole.

- a. GE Support Frame. The Board agreed to move GE Support Frame discussion into Executive Session.

5. ELECTION OF OFFICERS

The election of officers was postponed until the next Board meeting.

6. MEMBERSHIP ELECTION OF DIRECTORS

Scobbo reported that pursuant to the Cooperative’s By-Laws, each director representing the municipal light plant department Cooperative members, serves for a period of three years and until his successor is chosen and qualified. Although their terms technically have not expired (because no successors have been chosen and qualified), Driscoll, Hamilton and Trueira have served beyond their respective three-year periods. Driscoll’s three-year period ended on November 18, 2012. Hamilton’s three-year period ended on November 28, 2013. Trueira’s three-year period ended on November 29, 2013.

The directors representing the municipal light plant department Cooperative members are elected from among the managers of those members. The members vote on the basis of one member one vote. Eight members constitute a quorum at any meeting. Questions at a meeting are decided by majority vote. A meeting is not required for an action to be taken by the members, provided that a majority of members necessary to pass the action consent to the action by a writing filed with the records of the meeting. For all purposes, such a consent is treated as a vote at a meeting. Such a consent is analogous to a record action by the shareholders of a private corporation. Scobbo discussed the draft “Consent” for the re-election of Driscoll, Hamilton and Trueira he previously circulated to the Board. The draft “Consent” can be modified if other managers are to be elected instead of the re-election of Driscoll, Hamilton and Trueira. The “Consent” would be distributed to the members and, if a majority ascribed to the “Consent”, the re-election/election could be effectuated without a meeting of the Members. Scobbo responded to the Board’s questions.

7. NEW BUSINESS

No new business came before the Board.

8. EXECUTIVE SESSION

A motion was made by Hamilton and seconded by Driscoll to enter into Executive Session for purposes of voting on the Executive Session Minutes of January 9, 2014 and to discuss strategy with respect to litigation and to re-convene 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”
Hamilton	“aye”
Trueira	“aye”

The Board of Directors entered Executive Session at 11:00 AM.

The Regular Session of the Board of Directors meeting reconvened at 12:15 PM.

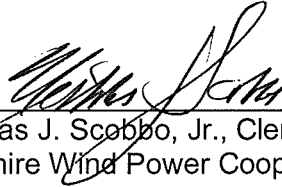
9. ADJOURNMENT

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

Chairman Dion declared the Berkshire Wind Power Cooperative Corporation Board of Directors meeting adjourned at 12:15 PM.

A TRUE RECORD

ATTEST:



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