

BERKSHIRE WIND POWER COOPERATIVE CORPORATION
BOARD OF DIRECTORS MEETING

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

JULY 17, 2014
8:30 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 8:30 AM.

Those present:

BOARD OF DIRECTORS

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

OTHERS

Nicholas J. Scobbo Jr., Clerk; and Tammy Kane, Recording Secretary; and *via* telephone Edward Kaczinski, Director - Engineering & Generation Assets and Michael Lynch, Director – Market Management & Planning, MMWEC.

2. APPROVAL OF AGENDA

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

3. MINUTES

Dion stated Minutes from the previous Board of Directors' meetings of January 9 and June 26, 2014, would be forthcoming.

4. REPORT ON OPERATIONS

a. GE Support Frame

Scobbo stated GE has a release for the Cooperative to sign but the release is a general release which is too broad so Scobbo will narrow the scope and make changes to focus the release on just the frames. Kaczinski spoke very briefly about the frame cracking and stated that GE will provide a technician to install bracing and MMWEC will provide a helper for the technician.

b. SGIA FERC FILING

Scobbo stated an SGIA was filed by ISO-NE and WMECO with FERC. In explaining why changes were made to the SGIA. In the filings ISO-NE and WMECO stated that modifications were necessary because it is unclear whether the Cooperative, due to its legal structure, would be able to indemnify the ISO-NE and WMECO. Scobbo stated a change was inserted in a footnote at the last minute stating that WMECO and ISO-NE did not agree with the Cooperative. Scobbo said he did not fight the insert because it is not worth it.

5. ELECTION OF OFFICERS

Dion stated he received nominations for Driscoll for the role of Chairman of the Board of Directors.

Whereupon

A motion was made by Dion and seconded by Hamilton to elect John Driscoll as Chairman of the Board of Directors for the Berkshire Cooperative. On the basis of a roll-call vote as follows:

DeCurzio	“aye”
Dion	“aye”
Driscoll	“aye”
Hamilton	“aye”
Trueira	“aye”

Driscoll was elected as Chairman. Hamilton thanked outgoing Chairman Dion for his service.

There was a very brief discussion about whether the role of President and Chairman should be the same. Scobbo stated it was up to the Board. It was agreed there should be two different people acting in the roles of President and Chairman.

Whereupon

A motion was made by Hamilton seconded by Driscoll and on the basis of a roll-call vote as follows:

DeCurzio	“aye”
Dion	“aye”
Driscoll	“aye”
Hamilton	“aye”
Trueira	“aye”

It was voted:

Vote 14-01: That the Board of Directors of the Berkshire Wind Power Cooperative Corporation (“Cooperative”) hereby votes to re-elect the following as Officers of the Cooperative: (1) Peter Dion as President of the Cooperative; (2) Ronald C. DeCurzio as Treasurer of the Cooperative; and (3) Nicholas J. Scobbo, Jr. as Clerk of the Cooperative, with each of the Officers to serve until his respective successor is chosen and qualified.

(Driscoll chairs remainder of the meeting)

6. REPORT ON MEMBERSHIP ELECTION OF DIRECTORS

Scobbo stated he recently sent a report to the Members regarding the Consent Forms for the Consent to Action on the re-election of John, Sean and Glenn to the Cooperative’s Board of Directors (“Board”). Scobbo received ten executed Consent Forms and all Consents were in the affirmative with respect to all three Board members. Scobbo stated his office will file the necessary paperwork with the Secretary of State’s Office.

7. NEW BUSINESS

Driscoll asked if there was new business. Hamilton noted the resumption of tours to the wind project site. DeCurzio stated October is the cut-off date. He said he would send a notice to the Members asking if they have any interest in tours for their staff and commissioners. Scobbo reminded the Board that per the Easement Agreement, land owners need to be notified in advance of any guests at the site.

8. EXECUTIVE SESSION

Whereupon there was no further new business, a motion was made by Dion and seconded by Hamilton to enter into Executive Session to discuss strategy with respect to litigation and contract terms and to re-convene 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 Motion was approved.

The Board of Directors entered Executive Session at 8:52 AM.

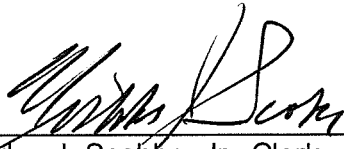
The Regular Session of the Board of Directors meeting reconvened at 9:59 AM.

8. ADJOURNMENT

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

Chairman Driscoll declared the Berkshire Wind Power Cooperative Corporation Board of Directors meeting adjourned at 10:00 AM.

A TRUE RECORD

ATTEST: 

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