

MASSACHUSETTS MUNICIPAL WHOLESALE ELECTRIC COMPANY

BOARD OF DIRECTORS MEETING

MMWEC ADMINISTRATIVE OFFICES

LUDLOW, MA

AND

MMWEC VIA ZOOM

REGULAR SESSION

October 2, 2023

MINUTES

A. PROCEDURE

1. Call to Order

Chairman Flynn called the meeting to order at 10:10 a.m. and, following a roll call, stated that a quorum was present.

Those present:

Directors and Officers:

Chairman Michael Flynn; Director Tara Rondeau; Director Charmaine White; Director Christopher Roy; Director Kevin Kelly; Director James Lavelle; Town of Ludlow Representative James Gennette; CEO and Secretary Ronald C. DeCurzio; Assistant Secretary and Director of Communications and External Affairs Kate Roy; General Counsel Ryan Barry

Members:

Joe Kowalik, Marblehead General Manager; Panos Tokadjian, Hull Operations Manager; Jonathan Fitch, West Boylston General Manager; Brooke Czasnowski, Ashburnham Manager; Joe Anastasi, Peabody General Manager; Matt Stelmach, Sterling General Manager; James Lisowski, Chicopee General Manager; Dylan Lewellyn, Ipswich Interim General Manager; Sean Fitzgerald, South Hadley General Manager; Sean McKeon, Princeton General Manager

Others:

Director, Engineering & Generation Assets Jason Viadero; Director of Energy Markets Justin Connell; Director of Financial Reporting and Corporate Technology Carol Martucci; Treasury & Financial Services Manager Haley Pedruczny; Sustainable Energy Policy and Program Senior Manager Zoe Eckert; Director of Business Support and Administrative Services Eric Womack; Manager of Energy Commodities Dean Clark; Administrative Services Coordinator Heather Santaniello; Nicholas Scobbo, Ferriter Scobbo & Rodophele, PC; Vivian Altman, Managing Director and Head of Public Finance at Janney, Michelle McGrath, Public Financial Analyst at Janney; Mike Mace, Managing Director at PFM

2. Approval of Agenda

Chairman Flynn asked for approval of the agenda, with the modification that item number 4 (Stony Brook Fuel Line of Credit Modifications) be removed and postponed to a future meeting. A motion was made by Ms. Rondeau, seconded by Mr. Lavelle, and it was unanimously voted to accept the agenda as presented and modified.

B. CURRENT AGENDA

1. Member and Participant Comments

There were no member or participant comments.

2. Activities Report

Mr. Connell first presented on MMWEC's Power Portfolio hedging program, which provides price stability and budget certainty for members. Mr. Connell stated that power hedges over the trailing 12 months were as much as \$115 per MWh above market. A significant driver of this was the unusually warm 2022/2023 winter, which depressed energy market prices.

Mr. Connell then presented on long-term decarbonization power supply opportunities. He stated that members' power portfolios are now being examined based on meeting GGES and individual system environmental policy goals. MMWEC's members' systems, on an aggregate basis, meet 2030 GGES requirements. Mr. Kowalik asked whether GGES compliance is being measured by comparing the total of green power purchased over total retail sales. Mr. Connell replied that it is. Mr. Roy asked whether MMWEC has any obligations with respect to GGES requirements. Mr. Connell replied that it does not, but that it is looking out for opportunities that will help its members meet those requirements.

Ms. Eckert then reported on the NextZero program. She stated that the Connected Homes Program has expanded its product offerings, including smart thermostats. MMWEC continues to offer a wide range of program rebates, including for heat pumps and home battery systems. MMWEC is also continuing its scheduled charging program, which offers homeowners free or discounted EV chargers in exchange for an agreement to allow the MLP to limit charging to off-peak hours.

Ms. Roy then presented regarding FERC activities. Ms. Roy and Mr. Ide travelled to Washington, DC and met with three FERC commissions to discuss issues of importance to MMWEC and its members, including capacity market reforms, prompt markets, fuel reserve issues, and public power ownership of transmission infrastructure.

3. MMWEC/Master Sergeant Alexander Cotton Memorial Solar Project "Project 2020A" Long-Term Financing Resolution (Vote)

Mr. Scobbo began by describing the purpose of each vote to be taken by the Board and each document in the bond financing package. He stated that, although MMWEC is authorized by its enabling legislation to issue bonds, the Board of Directors must pass a Supplemental Resolution for each individual issuance. It also must approve the form of bond and the form of Preliminary Official Statement, which includes significant detail regarding the bond

financing. Mr. Barry stated that he had reviewed the votes and package of bond financing documents and had no concerns with them.

A motion was made by Mr. Kelly, seconded by Mr. Lavelle, and upon a roll call vote, the following resolutions were unanimously adopted:

WHEREAS, on October 12, 2022, the Board of Directors of the Massachusetts Municipal Wholesale Electric Company (“MMWEC”) adopted Vote 22-48, which approved an interim short-term financing arrangement with Bank of America, N.A. in the principal amount of \$15.5 million through a taxable short-term loan facility (the “Short-Term Debt”) to finance the acquisition and construction of MMWEC/Master Sergeant Alexander Cotton Memorial Solar Project f/k/a Project 2020A (the “Cotton Solar Project”); and

WHEREAS, in accordance with St. 1975, c. 775, §§Section 5(p), 9, 11, and 17 and as authorized by the December 14, 2022 Order of the Department of Public Utilities in Re: MMWEC, DPU 22-104, as confirmed by the Department of Public Utilities on September 25, 2023 (the “DPU Authorization”), MMWEC is authorized to issue bonds, notes and other forms of indebtedness in various modes and at fixed or variable interest rates: (1) in total aggregate amount not to exceed \$16,000,000 for the purposes of financing the cost of acquisition and construction and for the operation and maintenance of the Cotton Solar Project and paying down the Short-Term Debt; and (2) in the in total aggregate amount not to exceed \$16,000,000 for the purpose of refunding the bond issuances for the Solar Project; and

WHEREAS, as set forth in MMWEC’s filing with the Department of Public Utilities in DPU 22-104, and as approved and described by the DPU in the DPU Authorization, MMWEC’s Chief Executive Officer and Treasurer determined that the initial issuance of bonds, notes and other forms of indebtedness to fund the Cotton Solar Project and paydown the Short-Term Debt is in a total aggregate amount not to exceed \$16,000,000 (the “Initial Issuance”); and

WHEREAS, MMWEC’s Chief Executive Officer has determined, and the Treasurer concurs, that it is prudent and in the best interests of MMWEC to proceed with the Initial Issuance through the issuance of the MMWEC 2023 Series A Revenue Bonds (MMWEC/Master Sergeant Alexander Cotton Memorial Solar Project f/k/a Project 2020A) (referred to as the “Cotton Solar Project Issue” in the Supplemental Resolution (defined below));

NOW, THEREFORE, it is voted that the MMWEC Board of Directors hereby:

(VOTE 23-40) Adopts Resolution No. 23-40A, A SUPPLEMENTAL RESOLUTION SUPPLEMENTING AND AMENDING THE AMENDED & RESTATED GENERAL BOND RESOLUTION AND PROVIDING FOR THE ISSUANCE OF BONDS, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS, AS WELL AS THE SECURITY AND SOURCES OF PAYMENT FOR SUCH ISSUANCE IN ORDER TO FUND THE PAYMENT OF EXISTING SHORT-TERM DEBT, THE PROCEEDS OF WHICH WERE USED FOR THE COST OF ACQUISITION AND CONSTRUCTION RELATING TO A SOLAR ENERGY GENERATING FACILITY (KNOWN AS THE MMWEC/MASTER SERGEANT COTTON MEMORIAL SOLAR PROJECT F/K/A PROJECT 2020A), FUND A DEPOSIT TO THE DEBT SERVICE RESERVE ACCOUNT OR THE PURCHASE OF A SURETY BOND FOR THE DEBT SERVICE

RESERVE ACCOUNT, PAY CAPITALIZED INTEREST, AND PAY THE COSTS OF ISSUANCE IN THE TOTAL AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED SIXTEEN MILLION DOLLARS (the "Supplemental Resolution"), in substantially the form of the Supplemental Resolution presented to this meeting and made a part of the records of this meeting, with such changes, additions or deletions as the Chief Executive Officer, with the advice of the Treasurer, counsel to MMWEC or Bond Counsel, shall determine as being necessary or appropriate, and further authorizes the Chief Executive Officer, with the advice of the Treasurer or MMWEC's financial advisor, to cause Series of Bonds designated "MMWEC 2023 Series A Revenue Bonds (MMWEC/Master Sergeant Alexander Cotton Memorial Solar Project f/k/a Project 2020A)" (the "Cotton Solar Project Issue") to be issued by MMWEC having a true interest cost, in principal amounts and with redemption provisions as the Chief Executive Officer or Treasurer determines to be necessary or appropriate for the purposes of the Cotton Solar Project Issue, to determine when to issue the Cotton Solar Project Issue, the amount of proceeds to be provided by the Cotton Solar Project Issue and to fund any and all accounts as required by the Supplemental Resolution.

(VOTE 23-41) Approves the Cotton Solar Project Issue Bond Form in substantially the form presented to this meeting and made a part of the records of this meeting, with such changes, additions and deletions as the Chief Executive Officer, with the advice of the Treasurer, MMWEC's financial advisor, counsel to MMWEC, or Bond Counsel, shall determine necessary or appropriate, and to authorize the Cotton Solar Project Issue Bond Form to be executed and delivered in the manner provided in the Supplemental Resolution adopted as of this date.

(VOTE 23-42) Approves the form and content of the Preliminary Official Statement of MMWEC relating to the Cotton Solar Project Issue and the Appendices thereto substantially in the form of the Preliminary Official Statement presented to this meeting and made a part of the records of this meeting, with such modifications and changes thereto as the Chief Executive Officer, with the advice of the Treasurer, MMWEC's financial advisor, or counsel to MMWEC, shall determine as necessary or appropriate; and authorizes the Chief Executive Officer, with the advice of the Treasurer, MMWEC's financial advisor, counsel to MMWEC, or Bond Counsel, to deem such Preliminary Official Statement and Appendices final for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended, and hereby authorizes the distribution thereof to prospective purchasers of the Cotton Solar Project Issue.

(VOTE 23-43) Authorizes an Official Statement of MMWEC relating to the Cotton Solar Project Issue and the Appendices thereto, in substantially the form of the Preliminary Official Statement and Appendices presented to and as approved at this meeting and made a part of the records of this meeting, with such modifications as the Chief Executive Officer, with the advice of the Treasurer, MMWEC's financial advisor or counsel to MMWEC, approves; and authorizes and directs the Chief Executive Officer or the Treasurer or the Chairman of the Board of Directors of MMWEC to execute copies of the Official Statement (including any supplements thereto containing any such modifications) and deliver the same with Appendices to the underwriter (as defined in the Bond Purchase Agreement attached as Exhibit A to the Supplemental Resolution); and to authorize said Official Statement and Appendices and the information contained therein, to be used in connection with the sale and distribution of the Cotton Solar Project Issue by the Underwriter.

(VOTE 23-44) Authorizes the Chief Executive Officer, the Treasurer, or their designees, to execute, deliver, and cause MMWEC to perform and carry out all of its obligations under any agreement or instrument required by the Bond Fund Trustee (as appointed in the Supplemental Resolution), with such modifications to any such agreement or instrument as the Chief Executive Officer or the Treasurer, with the advice of MMWEC's financial advisor, counsel to MMWEC or Bond Counsel, deem necessary or appropriate.

(VOTE 23-45) Authorizes the Chief Executive Officer, the Treasurer, or their designees to invest, or cause the investment of, the funds created under the Supplemental Resolution and other funds derived from the Cotton Solar Project in accordance with MMWEC's established investment policy.

(VOTE 23-46) Authorizes the Chief Executive Officer, the Treasurer, or their designees, to receive and deposit funds and/or payments received from the Internal Revenue Service as tax credits relating to the Cotton Solar Project into an account held by MMWEC which funds and/or payments and any interest earned thereon shall be used by the Chief Executive Officer, the Treasurer or their designees for any purpose they deem to be appropriate, after consultation with counsel, for the benefit of the Cotton Solar Project and for no other purpose.

(VOTE 23-47) Approves and authorizes the Treasurer or his designee to cause the payment of all the costs, fees and expenses associated with the issuance, sale and delivery of the Cotton Solar Project Issue from the proceeds of the Cotton Solar Project Issue and from other available funds within the Cotton Solar Project.

(VOTED 23-48) Designates Ronald C. DeCurzio, Chief Executive Officer, and Matthew J. Ide, Treasurer, as Authorized Officers of MMWEC for the purposes of each of such Authorized Officers having the authority for taking all actions necessary or desirable to accomplish the issuance and sale of the Cotton Solar Project Issue, including without limitation, obtaining bond insurance to provide additional security for the Cotton Solar Project Issue (if determined by the Chief Executive Officer, after consultation with MMWEC's financial advisor and counsel to MMWEC, to be in the best interests of MMWEC), obtaining a surety bond to fund the Debt Service Reserve Account for the Cotton Solar Project Issue (if determined the Chief Executive Officer, after consultation with MMWEC's financial advisor and counsel to MMWEC to be in the best interests of MMWEC), executing and delivering the Preliminary Official Statement, the Official Statement, the Bond Purchase Agreement (in accordance with and as defined in the Supplemental Resolution), the Continuing Disclosure Agreement (in accordance with and as defined in the Supplemental Resolution), the Cotton Solar Project Issue and such other documents and contracts, and providing such certifications and representations, as deemed necessary or desirable, with the advice of MMWEC's financial advisor, counsel to MMWEC or Bond Counsel, so as to accomplish the issuance and sale of the Cotton Solar Project Issue and the application of the proceeds thereof for the purposes stated in Vote 23-40 through Vote 23-50.

(VOTE 23-49) Ratifies and confirms all previous actions taken by the Chief Executive Officer, the Treasurer, other officers of MMWEC, and counsel to MMWEC for the purposes of issuing

and selling the Cotton Solar Project Issue for the purposes stated in Vote 23-40 through Vote 23-50.

(VOTE 23-50) Approves and authorizes the Authorized Officers, or their designees, with the advice of MMWEC's staff, MMWEC's financial advisor, counsel to MMWEC, or Bond Counsel, to execute, make or accept such further documents and certificates, and take any and all such further actions as may be reasonably required to carry out, give effect to and consummate the transactions contemplated by Vote 23-40 through Vote 23-50, the Supplemental Resolution, the Preliminary Official Statement, the Official Statement, the Bond Purchase Agreement (as defined in the Supplemental Resolution), and the Continuing Disclosure Agreement (as defined in the Supplemental Resolution); and authorizes all of the Authorized Officers' designees and all of the officers of MMWEC to carry out or cause to be carried out all obligations of MMWEC under the General Bond Resolution and Supplemental Resolution, and to perform such other actions as they, in consultation with MMWEC's financial advisor, or counsel to MMWEC, or Bond Counsel, shall consider necessary or advisable to accomplish the issuance, sale, and delivery of the Cotton Solar Project Issue, including, without limitation, the issuance, sale and delivery of the Cotton Solar Project Issue and the disbursement of the proceeds thereof in accordance with the General Bond Resolution and Supplemental Resolution. The Board of Directors hereby indemnifies all MMWEC officers and directors and counsel to MMWEC in accordance with and pursuant to Article VII of the MMWEC By-laws for all actions taken in connection with the issuance, sale and delivery of the Cotton Solar Project Issue.

C. EXECUTIVE SESSION – Offshore Wind Update

A motion was made by Mr. Kelly, seconded by Ms. Rondeau, and upon a roll call vote, it was unanimously:

(VOTED 23-51): To enter Executive Session pursuant to St. 1975, c. 775, Section 19(a) for the purpose of discussing trade secrets or commercial or financial information the disclosure of which would adversely affect MMWEC's ability to conduct business in relation to other suppliers of electric power and energy and that upon termination of the Executive Session, the Board Meeting will be reconvened in Regular Session.

The Board entered Executive Session at 10:47 a.m. The Board reconvened in Regular Session at 11:08 a.m.

After the Board reconvened in open session, Mr. DeCurzio noted that the next meeting would occur on October 18, 2023. There being no further business to conduct, a motion was made by Mr. Kelly, seconded by Ms. Rondeau, and it was unanimously voted to adjourn the meeting at 11:09 a.m.

A TRUE RECORD

ATTEST: Ryan Barry  
Ryan J. Barry, General Counsel to MMWEC