

MASSACHUSETTS MUNICIPAL WHOLESALE ELECTRIC COMPANY

BOARD OF DIRECTORS' MEETING

MMWEC VIA GO TO MEETING

REGULAR SESSION

JULY 13, 2021

MINUTES

A. PROCEDURE

1. Chairman Flynn called the meeting to order at 10:05 a.m. stating that a quorum was present following a roll call.

Those present:

Directors and Officers:

Chairman Michael Flynn; President Peter Dion; Directors: Kevin Kelly, Joseph Sollecito, Tara Rondeau, John Driscoll, James Lavelle, Christopher Roy, Chuck Orphanos; CEO and Secretary Ronald C. DeCurzio; General Counsel Peter Barry; Executive Director, Energy & Financial Markets and Treasurer Matthew J. Ide; Nancy A. Brown, Assistant Secretary

Members:

Kevin Sullivan, Ashburnham Manager; Mark Barakian, Boylston Manager; James Lisowski, Chicopee Manager; Jane Parenteau, Holden Manager; Panos Tokadjian, Hull Operations Manager; Joseph Kowalik, Marblehead Manager; Sean Fitzgerald, South Hadley Manager; Jonathan Fitch, West Boylston Manager

Others:

Director, Engineering and Generation Assets Brian Quinn; Director of Business Support and Administrative Services Eric Womack; Director of Communications and External Affairs Kate Roy; Director of Financial Reporting and Corporate Technologies Carol Martucci

2. Approval of Agenda

Chairman Flynn asked for approval of agenda. A motion was made by Sollecito, seconded by Orphanos and it was unanimously voted to accept the agenda as presented.

B. CURRENT AGENDA

1. Member/Participant Comments

a. Resolution-Jeffrey Cady

Director Lavelle read into the record a Resolution for Jeffrey Cady (attached to these minutes) Cady is retiring after 16 years of service as General Manager of Chicopee Electric Light having begun his public power career in Chicopee more than 32 years ago. Cady served on the Board of Directors for MMWEC 2010-2019.

DeCurzio welcomed Jim Lisowski as the new General Manager of Chicopee who joined this meeting today.

2. Activities Report

Quinn said that there was an unplanned outage at Millstone 3 in June to replace the A reactor coolant pump seal. The outage was anticipated to take 10 days, but due to the diligence of the team at Millstone, the outage was completed in 9 days.

Quinn said that a Representative from Methuen reported an anonymous claim of a main breaker being inadequate for service of the Seabrook unit. Quinn said the NRC has replied that there are no safety issues.

Quinn briefly reported on a recent outage at Berkshire Wind to take out the temporary generator stating that Berkshire was back up and running in an hour unlike the March and April shutdown. He also reported that EverSource paid the \$21,000 that they wanted MMWEC/Participants to pay for switchbreaks.

Ide spoke on Roadmap to 2050 stating that each member system should have had at least one round with Steve Smith and the analyst assigned to your system discussing where your portfolio is positioned and how your system is doing versus milestones. A roadmap tool will be made up for all systems to work to reach compliance with the Climate Bill. Director Kelly said that this process is highly beneficial.

Martucci was asked about the plan for the updated Member Web site. She said that the RFP should begin to be developed in the fourth quarter and numbers will be brought to the 2021 budget meeting in October. She said she expects it will be a six month process. She expects it to hold and archive reports.

3. Seabrook Decommissioning (Vote)

Ide reminded the Board that the Seabrook Decommissioning fund had been overfunded and no contributions have been made for a period of time. MMWEC is looking to pull the funds and put them into a trust just as done for Millstone.

A motion was made by Kelly, seconded by Lavelle and it was unanimously:

(VOTED 21-35): that the Board of Directors accepts the recommendation of the Director of Engineering & Generation Assets and affirms staffs request to the NDFC to release its funds in the Escrow Fund to be held in trust for the purposes of funding its decommissioning obligation going forward until such other time as directed;

and that the Chief Executive Officer is authorized to take such other action as he deems necessary or advisable to carry out the purpose of the vote.

4. Financial Statements (Unaudited) dated March 31, 2021 (Votes)

Martucci reported that all areas as of March 31, 2021 were under budget except for Optional Services – HELPS/GO activities, Connected Homes. All of these services were discussed and approved by the HELPS/GO participants. Other funds in the Administrative and General budget were under budget due to timing and staff not working in the office full time. Martucci quickly went over the financials for Seabrook, Millstone, Stony Brook Intermediate and explained that Wyman will be removed January 2022 as that will end the required 30 months of being open on the books.

Martucci said the projects all made money. A motion was made by Kelly, seconded by Rondeau and it was unanimously:

(VOTED 21-36): that the Board of Directors accepts the recommendation of the Treasurer and Director of Financial Reporting & Corporate Technology and hereby accepts the Consolidated Balance Sheet as of March 31, 2021 and the Administrative and General Statement of Revenues & Expenses for the Three Months Ended March 31, 2021, as submitted to and made a part of the permanent records of this meeting.

(VOTED 21-37): that the Board of Directors accepts the recommendation of the Treasurer and Director of Financial Reporting & Corporate Technology and hereby accepts the Review of Actual Power Costs and Statement of Revenues & Expenses for the Nine Months Ended March 31, 2021, for Nuclear Mix No. 1 as submitted to and made a part of the permanent records of this meeting.

(VOTED 21-38): that the Board of Directors accepts the recommendation of the Treasurer and Director of Financial Reporting & Corporate Technology and hereby accepts the Review of Actual Power Costs and Statement of Revenues & Expenses for the Nine Months Ended March 31, 2021, for the Nuclear Project No. 3, as submitted to and made a part of the permanent records of this meeting.

- (VOTED 21-39): that the Board of Directors accepts the recommendation of the Treasurer and Director of Financial Reporting & Corporate Technology and hereby accepts the Review of Actual Power Costs and Statement of Revenues & Expenses for the Nine Months Ended March 31, 2021, for the Nuclear Project No. 4, as submitted to and made a part of the permanent records of this meeting.
- (VOTED 21-40): that the Board of Directors accepts the recommendation of the Treasurer and Director of Financial Reporting & Corporate Technology and hereby accepts the Review of Actual Power Costs and Statement of Revenues & Expenses for the Nine Months Ended March 31, 2021, for the Nuclear Project No. 5, as submitted to and made a part of the permanent records of this meeting.
- (VOTED 21-41): that the Board of Directors accepts the recommendation of the Treasurer and Director of Financial Reporting & Corporate Technology and hereby accepts the Review of Actual Power Costs and Statement of Revenues & Expenses for the Nine Months Ended March 31, 2021, for the Project No. 6, as submitted to and made a part of the permanent records of this meeting.
- (VOTED 21-42): that the Board of Directors accepts the recommendation of the Treasurer and Director of Financial Reporting & Corporate Technology and hereby accepts the Review of Actual Power Costs and Statement of Revenues & Expenses for the Nine Months Ended March 31, 2021, for the Stony Brook Peaking Project as submitted to and made a part of the permanent records of this meeting.
- (VOTED 21-43): that the Board of Directors accepts the recommendation of the Treasurer and Director of Financial Reporting & Corporate Technology and hereby accepts the Review of Actual Power Costs and Statement of Revenues & Expenses for the Nine Months Ended March 31, 2021, for the Stony Brook Intermediate Project, as submitted to and made a part of the permanent records of this meeting.
- (VOTED 21-44): that the Board of Directors accepts the recommendation of the Treasurer and Director of Financial Reporting & Corporate Technology and hereby accepts the Review of Actual Power Costs and Statement of Revenues & Expenses for the Nine Months Ended March 31, 2021, for the Wyman Unit No. 4 Project, as submitted to and made a part of the permanent records of this meeting.

C. EXECUTIVE SESSION

A motion was made by Sollecito, seconded by Lavelle, that the MMWEC Board meeting enter Executive Session for the purpose of discussing strategy with respect to discussing 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, under St. 1975, c.775 Section 19(a), and to reconvene the meeting in Open Session upon termination of the Executive Session for the purpose of adjournment. Based on roll call vote as follows:

Driscoll	“aye”
Rondeau	“aye”
Roy	“aye”
Lavelle	“aye”
Orphanos	“aye”
Kelly	“aye”
Sollecito	“aye”

It was:

(VOTED 21-45): To enter Executive Session pursuant to St. 1975, c. 775 Section 19(a) for the purpose of discussing strategy and competitively sensitive commercial and financial information that would adversely affect its ability to conduct its business and that upon termination of the Executive Session, the Board Meeting will be reconvened in Regular Session to adjourn the meeting.

The Board entered Executive Session at 10:43 a.m.

The Board meeting reconvened Regular Session at 12:40 p.m.

After holding discussions on Special Project 2021A (Off Shore Wind PPA) and Project 2015A, the Board took votes in Open Session.

Off Shore Wind PPA (Special Project 2021A (vote)

A motion was made by Kelly, seconded by Lavelle and it was unanimously:

(VOTED 21-46): that the Board of Directors hereby accepts the recommendation of MMWEC staff and hereby establishes Special Project 2021A in conformance with the Service Agreement, including the establishment of a Special Project Fund to be utilized for the preparatory purposes of further evaluating, making recommendations to MMWEC's Members and entering into Power Purchase Agreements with MMWEC Members for the purposes of participating in an offshore wind project totaling up to 200 MWs offered by Mayflower Wind, LLC (“Mayflower”) who is developing and constructing a 1,200 MW off shore wind electric generation facility Project located off the coast of

Massachusetts located on a portion of the Outer Continental Shelf in Bureau of Ocean Energy Management Lease OCS-A 0521 area.

This 200MW off shore wind project is being looked at to meet the power supply requirements of MMWEC's Members and to the extent all 200 MW's are not taken by the MMWEC Members, then to offer participation to other public power entities whether in Massachusetts or not; and

that the Board of Directors hereby authorizes the Chief Executive Officer, with the advice of counsel, to prepare and distribute to the MMWEC Member municipal electric systems coincident with the notice of Special Project 2021A, a Participation Acknowledgement, a Waiver, and any other legal documents necessary for them either to participate in or not to participate in Special Project 2021A; and

that the Chief Executive Officer, or his designee, is hereby authorized to make such capacity and energy recommendations to MMWEC Members for participation in Special Project 2021A as he deems advisable; and

that the Chief Executive Officer or his designee, with the advice of counsel, is hereby authorized and directed to use his discretion to create, draft, review, negotiate and approve: a) Power Purchase Agreements with MMWEC's Members, (and other public power entities if required), b) other legal documents, and to issue written legal opinions as necessary to be utilized in the development of Special Project 2021A; and

that the Board of Directors hereby declares participation in Special Project 2021A by MMWEC Members to be voluntary and in compliance with the MMWEC Service Agreement and By-laws; and

that the Board of Directors hereby authorizes the Chief Executive Officer, or his designee, with the advice of counsel, to inform MMWEC's Members electing not to participate in Special Project 2021A (with each Member that has not responded within 50 days after being notified of the opportunity to participate in Special Project 2021A being deemed to have elected not to participate) of, and to take steps to waive, any preference rights it or they may have to any power supply resources resulting from, or arising out of, the activities undertaken pursuant to this Special Project 2021A; as provided in Section 11 of the MMWEC Service Agreement and Article 1 Section 5 of the MMWEC By-laws and

that the Board of Directors hereby delegates to the Chief Executive Officer, or his designee, the authority to allocate or limit proportionate shares of Special Project 2021A based on the peak demand of the

Special Project 2021A Participants, or their kilowatt-hour sales, or other method approved by the Project Participants; and

that the Board of Directors hereby determines that all, a portion or none of the funds paid into the Special Project Fund pursuant to a Participation Acknowledgement by a Special Project Participant shall be refunded to such Special Project Participant, if the Special Project Participant determines not to execute a Power Purchase Agreement and there are a sufficient number of Special Project 2021A Participants who do execute Power Purchase Agreements; and

that the Board of Directors hereby ratifies and confirms any actions previously taken by the Chief Executive Officer, counsel, and/or MMWEC Staff which are consistent with the purposes of the vote; and

that the Board of Directors authorizes the Chief Executive Officer or his designee to take such other actions as he/she deems necessary to carry out the intent of this vote.

Project 2015A Update

A motion was made by Sollecito, seconded by Orphanos and with Sollecito, Orphanos, Rondeau, Kelly and Roy voting aye and Lavelle voting nay, it was

(VOTED 21-47): that the Board of Directors voted to lift the pause on 2015A and reinstate the DPU proceedings in as benign environmental fashion as possible subject to the appropriate schedule for the case and report back to the DPU that the MMWEC Board lifted the pause.

All business having been concluded, it was moved by Rondeau, seconded by Orphanos, and it was unanimously voted to adjourn the Board of Directors' meeting.

Chairman Flynn declared the Regular Session of the Board of Directors' Meeting adjourned at 12:45 p.m.

A TRUE RECORD

ATTEST:



Heather R. Santaniello
Administrative Services Coordinator