

MASSACHUSETTS MUNICIPAL WHOLESALE ELECTRIC COMPANY
A PUBLIC CORPORATION

ANNUAL MEMBERSHIP MEETING

MMWEC VIA GO TO MEETING

MAY 6, 2021
10 a.m.

MINUTES

MMWEC President Dion called the May 6, 2021 Annual Membership Meeting to order at 10:13 a.m. Present for the meeting at the call of the roll were 16 of the designated voting representatives of the twenty (20) MMWEC Member Systems as listed on the roll, and other Directors and Officers of the Corporation.

Member Managers/Voting Representatives:

Kevin Sullivan, Ashburnham Manager; Mark Barakian, Boylston Manager; Kevin Kelly, Groton Manager; Barry Tupper, Holden Assistant Manager; James Lavelle, Holyoke Manager; Panos Tokadjian, Hull Manager; Joseph Kowalik, Marblehead Manager; Tara Rondeau, Paxton Manager; Charles Orphanos, Peabody Manager; Sean McKeon, Princeton Manager; Christopher Roy, Shrewsbury Manager; Sean Fitzgerald, South Hadley Manager; Sean Hamilton, Sterling Manager; John Driscoll, Templeton Manager; Peter Dion, Wakefield Manager; Jonathan Fitch, West Boylston Manager.

Directors and Officers:

Chairman Michael J. Flynn; CEO and Secretary Ronald C. DeCurzio; Assistant Secretary Nancy A. Brown; Executive Director, Energy & Financial Markets and Treasurer Matthew J. Ide

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; Ryan Barry representing Bulkley, Richardson and Gelinas; Nicholas J. Scobbo, Jr., Ferriter Scobbo and Rodophele; Dennis Murphy and Anthony Abdelahad, Ventry Associates

President Dion read the Membership Meeting Notice and the instructions for voting representative by each system. Dion also reminded Managers and voting representatives that this is Membership meeting and that they all are able to make the motions and seconds for votes to be taken and make comments as appropriate.

1. Roll Call

Brown called the roll of voting representatives, and present for the roll call were:

<u>City or Town</u>	<u>Voting Representative</u>
Ashburnham	Kevin Sullivan
Boylston	Mark Barakian
Groton	Kevin Kelly
Holden	Barry Tupper
Holyoke	James Lavelle
Hull	Panos Tokadjian

<u>City or Town</u>	<u>Voting Representative</u>
Marblehead	Joseph Kowalik
Paxton	Tara Rondeau
Peabody	Charles Orphanos
Princeton	Sean McKeon
Shrewsbury	Christopher Roy
South Hadley	Sean Fitzgerald
Sterling	Sean Hamilton
Templeton	John Driscoll
Wakefield	Peter D. Dion
West Boylston	Jonathan Fitch

Systems not responding to the roll call were: Chicopee, Ipswich, Mansfield and Russell

Absentee ballots were received from: 14 systems prior to the meeting. The absentee ballots and the additional in person voting brought systems voting to 18. All attendees voted unanimously on the Directors and President of MMWEC. Nominating Committee members were also unanimous.

2. Approval of Agenda

It was moved by Hamilton, seconded by Kowalik and it was unanimously voted to accept the agenda as presented.

3. Approval of Minutes – September 23, 2020

It was moved by Kowalik, seconded by Driscoll, and it was voted to accept the September 23, 2020 Membership Meeting minutes.

4. Confirmation of Prior Actions of Board of Directors

It was moved by Hamilton, seconded by Sullivan, and it was unanimously:

(VOTED 21-MBR-01): that the Membership of MMWEC ratifies and confirms the actions taken by the Board of Directors and Officers of MMWEC to the date hereof

5. Report of Nominating Committee

MMWEC President Dion said the Nominating Committee met on March 22 to discuss the director positions, MMWEC President and to nominate Nominating Committee members for the upcoming year.

6. Election of 1 Director Based on One System/One Vote

Dion reported that the Nominating Committee recommended Kelly (currently holding the seat) to a three-year term on the MMWEC Board. Dion asked if there were any nominations from the floor. There were none.

It was moved by Hamilton, seconded by Lavelle, and it was unanimously voted to close nominations and accept the following name for nomination as Director: Kevin Kelly

7. Election of 1 Director (to complete one year of unexpired term due to retirement of Sean Hamilton)

Dion reported that due to the retirement of Sean Hamilton, one year is left of his term and that the Nominating Committee recommended Tara Rondeau the Paxton Manager to fill the one year term on the MMWEC Board. Dion asked if there were any nominations from the floor. There were none.

It was moved by Lavelle, seconded by Hamilton, and it was unanimously voted to close nominations and to accept the following name for nomination as Director: Tara Rondeau

8. Election of MMWEC President

Dion stated that he was nominated by the Nominating Committee to be MMWEC's President for 2021/2022.

It was moved by Lavelle, seconded by Hamilton to nominate Peter Dion as MMWEC President and that nominations be closed.

9. Election of Nominating Committee

Dion announced the nominations by the Nominating Committee for the Nominating Committee by region; Jon Blair, North Shore; Panos Tokadjian, South Shore; Mark Barakian, Central Mass and Sean Fitzgerald, Western Mass. He stated that there were no recommended changes and feels that is a good thing. A motion was made by Hamilton seconded by Rondeau to nominate the slate of Nominating Committee members as presented and that nominations be closed.

With the approval of the group, all absentee ballots received would be counted as official ballots and those in attendance who did not submit absentee ballots would vote during the meeting. Those in attendance on the call voted unanimously on all nominations.

The results of the members' votes were as follows:

(VOTED 21-MBR-02): that the membership hereby elects Kevin Kelly for three-year term on the MMWEC Board of Directors, or until a successor is chosen and qualified.

(VOTED 21-MBR-03): that the membership hereby elects Tara Rondeau to a one-year term on the MMWEC Board of Directors to complete the unexpired term due to the retirement of Sean Hamilton, or until a successor is chosen and qualified.

(VOTED 21-MBR-04): that the membership hereby elects Peter Dion to a one-year term as President of Massachusetts Municipal Wholesale Electric Company, or until a successor is chosen and qualified

(VOTED 21-MBR-5): that the membership by Region hereby elects for a period of one year or until their successors are elected, the following: North Shore Region – Jon Blair; South Shore Region – Panos Tokadjian; Central Region – Mark Barakian and Western Region – Sean Fitzgerald.

Dion reported that the officers were nominated by the Nominating Committee, but the decision is made by the Board. Dion reported that the slate of officers that are currently holding those positions was nominated. The Chairman was not nominated as that is the responsibility of the Board.

Assistant Secretary Brown asked to make a report. She announced her retirement this year and thanked everyone for all their support over the years.

All business having been concluded, it was moved by Hamilton, seconded by Lavelle, and it was unanimously voted to adjourn the Membership meeting.

President Dion declared the Membership Meeting adjourned at 10:27 a.m.

A TRUE RECORD

ATTEST: Heather R. Santaniello
Heather R. Santaniello, Administrative Services Coordinator
Massachusetts Municipal Wholesale Electric Company