

MINUTES
MASSACHUSETTS CLEAN ENERGY TECHNOLOGY CENTER
BOARD OF DIRECTORS MEETING

December 8, 2022

Attendees:

Directors:

Secretary Bethany Card (BEA), Chair
Patrick Woodcock (Commissioner, DOER)
Dr. Ramprasad Balasubramanian (Designee of President of the University of Massachusetts Martin Meehan)
Dr. Aisha Francis (President, Benjamin Franklin Cummings Institute of Technology)
Mark Fuller (Designee for HED Secretary Kennealy)
Dr. John Cook (President, Springfield Technical Community College)
Bob Haber (Principal, Proficio Capital Partners)
Tom Galvin (Director, RES Hydro)
Kaitlyn Connors (Designee of Secretary Michael Heffernan, ANF)
Terry Moran (Executive Director, Massachusetts Workforce Alliance)
Michael Rybicki (Deputy COO, LWD)

Staff:

Jennifer Daloisio (CEO)
John Hitt, Esq. (General Counsel and Secretary)
Rachel Perez (CFO and Treasurer)
Alexandra Zaltman (Chief of Staff)
Michelle Beadle
Nils Bolgen
Tim Griffin
Susan Mlodozeniec
Corrin Moss
Janel Granum
Camilla Bacolod
Amy Barad
Madison Zeliff
Kathryn Niforos
Ashley Cornwell
Emily Pittsley
Hilary Flynn
Rees Sweeney-Taylor
Megan Lieu
Jordan Meier
Christine Jauregui
Jennifer Robinson
Ian Campbell
Veronica Tait
Jessica Hiltz

Other: Undersecretary of Energy and Climate Solutions Judy Chang (EEA)
Patrick Quinn, Mayer Hoffman McCann P.C.
Tom Griffith, Mayer Hoffman McCann P.C.
Kelly Shaw, Mayer Hoffman McCann P.C.
John Regan, New Bedford Port Authority
Barbara Stone, New Bedford Port Authority
Blair Bailey, New Bedford Port Authority
Ryan McTigue, Gladding-Hearn Shipbuilding Duclos Corporation
Michael Drayer, Gladding-Hearn Shipbuilding Duclos Corporation
Gideon Emmanuel, MA Candidate – Tufts University

A meeting of the Massachusetts Clean Energy Technology Center (“MassCEC”) Board of Directors (the “Board”) was held at 2:00 pm on December 8, 2022 jointly at MassCEC’s office at 294 Washington Street, Boston, MA 02108 and via remote video conference. All participants could hear and be heard by each other throughout the meeting.

Secretary Card, chairing the meeting observed the presence of a quorum of the Board and called the meeting to order at 2:04 pm.

I. Approval of Meeting Minutes from the November 15, 2022 Meeting of the Board of Directors.

As the first order of business, the Board reviewed the draft minutes. Upon a motion made by Commissioner Woodcock and seconded by Mr. Haber, the following roll call vote was taken at 2:05 pm:

Secretary Card: yea
Commissioner Woodcock: yea
Ms. Connors: yea
Mr. Rybicki: yea
Mr. Fuller: yea
Dr. Balasubramanian: yea
Dr. Francis: yea
Dr. Cook: yea
Mr. Haber: yea
Mr. Moran: yea

With 10 yeas and 0 nays it was unanimously VOTED, without further discussion or abstention, at 2:06 pm:

To adopt the November 15, 2022, Board Meeting Minutes, in the form provided to the Board.

II. Update from Chair Secretary Beth Card and CEO Jennifer Daloisio.

Secretary Card introduced Jennifer Daloisio, the CEO of MassCEC who provided a brief update on the successful event held on December 7, 2022 to announce the launch of MassCEC’s 2030 Fund targeting investments in early stage clean energy start-ups. Ms. Daloisio shared that the event also featured presentations by two MassCEC portfolio companies and was well-

attended by investors and policymakers. Ms. Daloisio also referred her e-mail to Board members before the meeting for additional updates.

Secretary Card then provided updates on several clean energy-related initiatives underway at EEA including the report of the Commission on Clean Heat and the upcoming release of the 2050 Clean Energy and Climate Plan. Secretary Card noted that the Commission on Clean Heat report included recommendations for bold action aligned with the Commonwealth's 2030 and 2050 goals, including reorientation of energy efficiency programs toward clean energy adoption, formulation of a clean heat standard, the need for market and workforce development and enhancing consumer education. Secretary Card indicated that the 2050 CECP is expected to be released by the end of calendar year 2022 deadline and thanked Undersecretary Chang for all of her efforts in support of the Commission on Clean Heat and preparation of the 2050 CECP.

III. Approval of Audited Financial Statements for FY22

[Mr. Galvin joined the meeting at 2:15].

Next, Ms. Daloisio introduced Rachel Perez, MassCEC's Treasurer and Chief Financial Officer, to present on MassCEC's Audited Financial Statements for FY22 and indicated MassCEC's independent auditors from Mayer Hoffman McCann P.C. were present.

Ms. Perez began by providing an update on the process for the preparation of the audited financials and explained that the preparation of the financials and the issuance of final audit report would be delayed due to several transitions in key staff in the MassCEC Finance team during the course of fiscal year 2022. Accordingly, MassCEC management is recommending a different process in order to meet the deadline to file its approved final audited financial statements. Due to the auditors still completing their final review and quality checks, the Board would review the draft financials reviewed by the Audit Committee and presented to the Board and, assuming there are no material changes to the draft presented, the Board would delegate to the Chair of the Audit Committee the authority to approve the final audited financial statements on behalf of the Board when they become available. Ms. Perez noted one error that the auditors had detected relating to recognition of future rent payments under the ground lease of certain parcels underlying the New Bedford Marine Commerce Terminal and capitalization of such amounts under the newly adopted Government Accounting Standards Board (GASB) 87 standard for leases applicable to MassCEC as a governmental entity. Ms. Perez explained that error affected only the balance sheet of MassCEC and has been corrected and indicated MassCEC is expecting a "clean" audit opinion.

Ms. Connors, Chair of the Audit Committee, indicated that she had met with the auditors and reviewed a number of topics, including the error in implementing GASB 87, challenges presented by staffing transitions and the federal funds audit. Ms. Connors also offered that the staffing transition-related challenges faced by MassCEC are not unique and have become more common for both governmental and private sector entities facing a tighter and more competitive labor market. Ms. Connors stated that the Audit Committee had met with the auditors without management present to discuss the audit report findings and the Audit Committee voted to recommend that the Board delegate final approval authority to Ms. Connors as Chair of the Audit Committee. Ms. Connors further stated that the auditors are completing their final quality

control checks and do not expect there will be any material changes from the draft report presented.

Dr. Cook stressed the role of the Compensation committee and the Board in ensuring that MassCEC management has sufficient tools and resources at their disposal to attract and retain talent and overcome staffing challenges.

Ms. Perez thanked the Dr. Cook and the Board for their continued support.

Upon a motion made by Mr. Fuller and seconded by Dr. Cook, the following roll call vote was taken at 2:21 pm:

Secretary Card: yea
Commissioner Woodcock: yea
Ms. Connors: yea
Mr. Rybicki: yea
Mr. Fuller: yea
Dr. Balasubramanian: yea
Dr. Francis: yea
Dr. Cook: yea
Mr. Haber: yea
Mr. Moran: yea
Mr. Galvin: yea

With 11 yeas and 0 nays it was unanimously VOTED, without further discussion or abstention, at 2:22 pm:

To delegate to the Chair of the Audit Committee the authority, acting on behalf of the Board, to approve the Massachusetts Clean Energy Center's final audited Financial Statements for the fiscal year ended June 30, 2022, provided there are no material changes from the draft presented to the Audit Committee and the Board of Directors on December 8, 2022; and that any such approval of such financial statements by the Chair of the Audit Committee, if and when granted, shall be deemed to be approval of such financial statements by the Board.

IV. Offshore Wind: Additional Funds for Offshore Wind Port and Infrastructure Development Program

Ms. Daloisio then introduced Bruce Carlisle, MassCEC's Managing Director, Offshore Wind, to provide an update on and request the authorization of additional funding for MassCEC's Offshore Wind Port and Infrastructure Development Program (the "Offshore Wind Program"). Mr. Carlisle reported that in November 2022, Governor Baker signed an economic development bill, *An Act Relating to Economic Growth and Relief for the Commonwealth* (the "Economic Development Bill"), that includes \$100 million for offshore wind ports, with the following directed appropriations: (i) \$45 million shall be expended for the port of the city of Salem; (ii) \$30 million shall be expended for the port of the city of New Bedford; and (iii) \$20 million shall be expended for the redevelopment of the Brayton Point Commerce Center in the

town of Somerset. Mr. Carlisle was pleased to report that this additional funding had been further directed to MassCEC's Offshore Wind Industry Investment Trust Fund for expenditure under the Offshore Wind Port and Infrastructure Development Program which was previously authorized by the Board at its meeting on February 8, 2022 and re-authorized at its meeting on October 27, 2022. Mr. Carlisle explained that MassCEC is proposing to expend \$85 million of the \$100 million in funding provided through the Economic Development Act to augment the previously authorized \$50 million in funding for MassCEC's current solicitation under the Massachusetts Offshore Wind Industry Ports Challenge (bringing the total amount authorized for that purpose up to \$135 million) for awards that will be made consistent with stipulations in the Economic Development Bill, the purposes of the Offshore Wind Industry Investment Trust Fund Trust and Offshore Wind Program goals. Mr. Carlisle stated that, consistent with the prior authorizations, recommended awards under the Massachusetts Offshore Wind Industry Ports Challenge would be subject to the approval of the Chair of the Board. Mr. Carlisle further explained that MassCEC is proposing that the remaining \$15 million balance of the \$100 million in funding provided through the Economic Development Act be held in reserve for improvements for the New Bedford Marine Commerce Terminal (bringing the total amount authorized and reserved for this purpose up to \$45 million).

Secretary Card acknowledged the efforts of the MassCEC team in working diligently and cooperatively with EEA and the Baker-Polito Administration to rapidly deploy the additional funding to accelerate the development of critical port infrastructure needed to develop the offshore wind projects and industry that will be vital to achieving the Commonwealth's economic development and achievement of its climate goals. Commissioner Woodcock seconded Secretary Card's praise of MassCEC's efforts and thanked the Legislature for its continued support of MassCEC and the offshore wind sector and the provision of the additional funding.

Upon a motion made by Mr. Galvin and seconded by Dr. Balasubramanian, the following roll call vote was taken at 2:26 pm:

Secretary Card: yea
Commissioner Woodcock: yea
Ms. Connors: yea
Mr. Rybicki: yea
Mr. Fuller: yea
Dr. Balasubramanian: yea
Dr. Francis: yea
Dr. Cook: yea
Mr. Haber: yea
Mr. Moran: yea
Mr. Galvin: yea

With 11 yeas and 0 nays it was unanimously VOTED, without discussion and abstention, at 2:27 pm:

To authorize, consistent with stipulations set forth in An Act Relating to Economic Growth and Relief for the Commonwealth and contingent upon the completion of the transfer of sufficient funds from the Executive Office of Energy and

Environment into the Massachusetts Offshore Wind Industry Investment Trust Fund, the expenditure of up to an additional \$100,000,000 from the Massachusetts Offshore Wind Industry Investment Trust Fund for the Offshore Energy Program for a total of up to \$194,500,000, as follows:

- 1) The expenditure of up to an additional \$85 million for the Massachusetts Offshore Wind Industry Ports Investment Challenge, and to delegate awarding authority to the Chair of MassCEC's Board of Directors to approve awards in excess of \$250,000 under this program and consistent with the *Act Relating to Economic Growth and Relief for the Commonwealth*, and further to authorize MassCEC's Chief Executive Officer (i) to enter into contracts and issue individual awards under the program in a manner consistent with the staff memorandum and (ii) to make program modifications, including modifications to award levels, provided that such modifications are consistent with the program goals set forth in the staff memorandum; and**
- 2) The reservation of an additional \$15 million for improvements for the New Bedford Marine Commerce Terminal, with the expenditure of such funds subject to future authorization by the Board of Directors.**

V. Offshore Wind: Certification of Companies for Offshore Wind Ports Investment Challenge

Mr. Carlisle then presented a request for the Board to certify certain companies as eligible to receive awards in excess of \$5 million from the Massachusetts Offshore Wind Industry Investment Trust Fund for the Massachusetts Offshore Wind Industry Ports Investment Challenge. Mr. Carlisle reviewed the background for the certification requirement, reminding the Board that the statute that established the Offshore Wind Industry Investment Trust Fund at MassCEC requires that, to receive an award of greater than \$5 million from the Trust Fund, any entity (other than governmental, not-for-profit or other non-taxable entities) must be certified by the majority vote of the Board as a "certified offshore wind company" based on the requirements set out in the statute. Mr. Carlisle then reviewed the certification process, including the information that must be submitted by the company applying for certification (which includes information on the projected employment and financial impact of the proposed project) and the necessary findings that must be made by MassCEC based on the information submitted by the applicant.

Mr. Carlisle further explained that the requested certification will be solely for purposes of becoming eligible for an award under Massachusetts Offshore Wind Industry Ports Investment Challenge, would be valid for up to 5 years, will be reviewed annually by MassCEC and may be revoked if the company is found to be in material non-compliance with the representations made in its application for certification. Mr. Carlisle stated that MassCEC had sought and received applications from four companies for certification for this purpose: Crowley Wind Services, Inc.; Prysman North America, LLC; New Bedford Foss Marine Terminal, LLC and Shoreline Marine Terminal, LLC. Mr. Carlisle reminded the Board that summaries of each company's application were provided separately on a confidential basis to each Board member to protect the confidentiality of trade secrets or commercial or financial information regarding the business operations and/or competitive position of such applicants that were submitted to MassCEC as

part of their application in accordance with the exemption set forth in MassCEC's enabling statute (§2(k) of Chapter 23J of the Massachusetts General Laws).

Mr. Carlisle stated that MassCEC had reviewed the certification proposals received from these companies, and had made the necessary findings and recommends that the Board approve these companies as certified offshore wind companies. A Board member asked what the basis is for MassCEC and the Board to establish whether or not the required findings are met and Mr. Carlisle responded that the assessment should be made based on the representations made by the companies in the applications for certification. Board members posed several other questions relating to the certification requirements, including whether the requirements impose specific requirements as to the procuring of materials and services in the Commonwealth (they do not) and whether the certification would also establish eligibility for tax incentives (it will not), each of which was answered in the course of the ensuing discussion.

Upon a motion made by Dr. Cook and seconded by Ms. Connors, the following roll call vote was taken at 2:45 pm:

Secretary Card: yea
Commissioner Woodcock: yea
Ms. Connors: yea
Mr. Rybicki: yea
Mr. Fuller: yea
Dr. Balasubramanian: yea
Dr. Francis: yea
Dr. Cook: yea
Mr. Haber: yea
Mr. Moran: yea
Mr. Galvin: yea

With 11 yeas and 0 nays it was unanimously VOTED, without discussion and abstention, at 2:46 pm:

To certify, based on the receipt of certification proposals and supporting information and the necessary findings made by MassCEC staff, each of the following companies as a "certified offshore wind company" for the purposes of eligibility for an award in an amount greater than five million dollars (\$5,000,000) from the Massachusetts Offshore Wind Industry Investment Trust Fund for the 2022 Massachusetts Offshore Wind Industry Ports Investment Challenge:

- **Crowley Wind Services, Inc.**
- **Prysmian North America, LLC**
- **New Bedford Foss Marine Terminal, LLC**
- **Shoreline Marine Terminal, LLC**

VI. Executive Session

Secretary Card indicated that the Board would then go into Executive Session for purposes 6 of Chapter 30A, Section 21 of the Massachusetts General Laws in order to consider matters relating to the potential purchase, exchange, lease, or value of real property. Secretary

Card noted that the Board would not reconvene in Open Session upon the conclusion of Executive Session.

Upon a motion made by Dr. Cook and seconded by Mr. Galvin, the following roll call vote was taken at 2:47 pm:

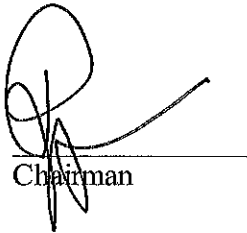
Secretary Card: yea
Commissioner Woodcock: yea
Ms. Connors: yea
Mr. Rybicki: yea
Mr. Fuller: yea
Dr. Balasubramanian: yea
Dr. Francis: yea
Dr. Cook: yea
Mr. Haber: yea
Mr. Moran: yea
Mr. Galvin: yea

With 11 yeas and 0 nays it was unanimously VOTED, without further discussion or abstention, at 2:48 pm:

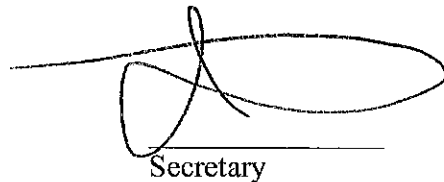
To move into Executive Session for purpose 6 of Chapter 30A, Section 21 of the Massachusetts General Laws in order to consider matters relating to the potential purchase, exchange, lease or value of real property.

The Board then engaged in a discussion of matters relating to the potential purchase, exchange, lease, or value of real property.

The meeting was adjourned in Executive session at 3:53 pm.



Chairman



Secretary

Public Meeting Documents and Exhibits:

- Meeting Agenda
- MassCEC FY 2022 Draft Financial statements Word Document
- Authorization of Additional Funds for Offshore Wind Port and Infrastructure Development Program PowerPoint
- Authorization Offshore Wind Company Certification PowerPoint