

**MINUTES  
MASSACHUSETTS CLEAN ENERGY TECHNOLOGY CENTER  
BOARD MEETING**

**October 27, 2022**

**Attendees:**

**Directors:**

Secretary Bethany Card (EEA), 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 of Secretary Michael Kennealy, HED)  
Dr. John Cook (President, Springfield Technical Community College)  
Tom Galvin (Director, RES Hydro)  
Kaitlyn Connors (Designee of Secretary Michael Heffernan, ANF)  
Terry Moran (Executive Director, Massachusetts Workforce Alliance)

**Staff:**

Jennifer Daloisio (CEO)  
John Hitt, Esq. (General Counsel and Secretary)  
Rachel Perez (CFO and Treasurer)  
Alexandra Zaltman (Chief of Staff)  
Bruce Carlisle  
Erica Hines  
Connor Crowley, Esq.  
Michelle Beadle  
Tom Chase  
Jeremy Belknap  
Daniel Heinrichs  
Janel Granum  
Heather Roe  
Kathryn Niforos  
Anna Miner  
Ashley Cornwell  
Emily Pittsley  
Nils Bolgen  
Jade Lu  
Meg Howard  
Jordan Meier  
Megan Lieu  
Teri Faulisi  
Tim Griffin  
Susan Mlodozeniec

Ian Campbell  
Veronica Tait  
Rhys Webb  
Mike Pasqua  
Corrin Moss  
Lauren Farnsworth  
Mary Reddy  
Jeannie Houde  
Alyssa Urella

**Other Attendees:** Undersecretary of Energy and Climate Solutions Judy Chang (EEA)  
Jeanne Pinado (Executive Vice President, Colliers)  
Chris Chou (Managing Director, Capital Markets Analytics Group, Colliers)

A meeting of the Massachusetts Clean Energy Technology Center (“MassCEC”) Board of Directors (the “Board”) was held at 1:00 pm on October 27, 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 observed the presence of a quorum of the Board and called the meeting to order at 1:03 pm.

**I. Approval of Meeting Minutes from the September 20, 2022 Meeting of the Clean Energy Center Board of Directors**

As the first order of business, the Board reviewed the draft minutes. Mr. Galvin noted that he was not present at the September 20, 2022 meeting and should therefore be removed from the list of attendees. Ms. Daloisio also noted that there was an error with Ms. Connors’ name that required correction.

Upon a motion made by Dr. Balasubramanian and seconded by Dr. Cook, the following roll call vote was taken at 1:05 pm:

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

With 9 yeas and 0 nays it was unanimously VOTED, without further discussion or abstention, at 1:06 pm:

**To adopt the September 20, 2022, Board Meeting Minutes, in the form provided to the Board with the corrections noted by Mr. Galvin and Ms. Daloisio.**

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

Secretary Card provided the Board with several updates, including: (i) EEA's efforts to complete the 2050 Clean Energy Climate Plan by the end of the calendar year, led by Undersecretary Chang; (ii) the Commission on Clean Heat's efforts to provide policy recommendations to Governor Baker by the end of the calendar year; (iii) the Northeast Hydrogen Hub collaboration between Connecticut, Maine, Massachusetts, New Jersey, New York, and Rhode Island; and (iv) the development of a Request for Information relative to involving Massachusetts, Connecticut, Maine, New Hampshire, and Rhode Island to explore investment in electric transmission infrastructure needed to better integrate clean energy resources like offshore wind and other resources in a cost-effective, reliable and efficient manner, including evaluating opportunities to leverage federal funding for New England transmission investments.

Ms. Daloisio provided updates regarding: (i) Ascend Elements (formerly Battery Resources), a MassCEC investment portfolio company and recipient of grant and internship reimbursement funding from MassCEC, announcing a \$480 million award from DOE to build a domestic battery recycling facility in Kentucky; (ii) a video about the Wind Technology Testing Center developed by the Boston Museum of Science; and (iii) an event in Salem, MA announcing the award of \$3.6 million in workforce equity funds.

**III. Climate Bill Update**

Secretary Card transitioned to a discussion of *An Act Driving Clean Energy and Offshore Wind*, 2022 Mass Act. 179 (the "Climate Bill") presented by Mr. Hitt. Mr. Hitt stated that this law was passed at the end of the legislative session in the summer and that MassCEC is excited about the Climate Bill and the positive message it carries for MassCEC's role in achieving the Commonwealth's climate goals.

Mr. Hitt noted the Climate Bill increased the size of the Board by adding 3 new roles (an additional representative from a private college or university, an additional representative from a public college or university, and an additional role for which no specific qualifications are required), that, in addition to the 7 *ex officio* positions of the Board, the Governor maintains authority to directly appoint 4 members of the Board, and that the remaining 4 roles would ultimately be appointed by the Governor based on a shortlist of recommendations from the Senate President (for 2 roles) and the Speaker of the House (for 2 roles).

Mr. Hitt also explained that the Climate Bill: (i) updated the definitions of "clean energy" and "clean energy research"; (ii) expanded MassCEC's ability to distribute the \$12 million in annual workforce equity funding to businesses or communities underrepresented in the clean energy industry; (iv) created a Grid Modernization Council, to which MassCEC's CEO is appointed; (v) created the Clean Energy Investment Fund, with a scope akin to the Renewable

Energy Trust (but noted this fund remains unfunded at present); and (vi) created the Offshore Wind Industry Investment Trust Fund and tax incentive program for MassCEC to administer in conjunction with the Department of Revenue.

A discussion ensued regarding when each of the provisions of the Climate Bill applicable to MassCEC would be in effect/take shape. Mr. Hitt indicated this process would vary by provision but that likely each would be operating within a calendar year. Secretary Card noted that the Baker-Polito Administration had recommended the Legislature include \$750 million for MassCEC's use in an economic development bill that was not passed, but that the Administration continued to push for funding in recognition of the importance of MassCEC's role.

#### **IV. Offshore Wind: Reauthorization of Port and Sector Development Investments.**

Secretary Card then introduced Mr. Carlisle, MassCEC's Managing Director, Offshore Wind, to discuss the reauthorization by the Board of the expenditure of certain port and sector development funds.

Mr. Carlisle explained to the Board that *An Act Relative to Immediate Covid-19 Recovery Needs*, 2021 Mass. Acts 102 (the "Covid Relief Bill") created the initial Offshore Wind Industry Investment Fund, which was then repealed and replaced by the Offshore Wind Industry Investment Trust Fund pursuant to the Climate Bill. Mr. Carlisle also noted that the Offshore Wind Energy Career Training Trust Fund was repealed by the Climate Bill, and the funding was re-allocated to the Offshore Wind Industry Investment Trust Fund. Therefore, a reauthorization by the Board was needed to expend funds from the new trust, although no change to programming would occur.

Mr. Carlisle reminded the Board that in February 2022, the Board approved two tracks of spending of spending related to offshore wind activities: (i) \$50 million for the Massachusetts Offshore Wind Industry Ports Investment Challenge; and (ii) a \$30 million reservation for improvements to the New Bedford Marine Commerce Terminal. Mr. Carlisle proceeded to update the Board regarding the solicitation MassCEC conducted for funding for the Ports Investment Challenge, indicating MassCEC received 7 proposals requesting a total of \$99.9 million in grant funds and that MassCEC has been working with the Office of Housing and Economic Development and the Office of Coastal Zone Management for technical and merit reviews of the applications.

Mr. Carlisle proceeded to provide the Board with an abbreviated overview regarding the status of strategic planning for the New Bedford Marine Commerce Terminal, indicating further details would be provided during the Executive Session. Mr. Carlisle also provided the Board with an updated overview of the FY23 Offshore Energy Program Budget, totaling \$94.5 million.

Mr. Carlisle then presented the Board with a motion to reauthorize funding previously authorized by the Board, consistent with the passage of the Climate Bill.

Dr. Francis posed a question regarding the types of entities applying for funding under the Ports Investment Challenge, to which Mr. Carlisle responded with a detailed description of the 7 applications MassCEC received. Mr. Galvin inquired about the nature of the expenditure of the \$30 million reserved for the New Bedford Marine Commerce Terminal, which Mr. Carlisle indicated would be discussed in detail during the Executive Session.

Upon a motion made by Dr. Francis and seconded by Mr. Galvin, the following roll call vote was taken at 1:41 pm:

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

With 9 yeas and 0 nays it was unanimously VOTED, without further discussion or abstention, at 1:42 pm:

**That the MassCEC Board of Directors, consistent with An Act Driving Clean Energy and Offshore Wind (the "Act") and utilizing funds from the Massachusetts Offshore Wind Industry Investment Trust Fund established pursuant to the Act, reauthorize \$83,500,000 for the Offshore Energy Program for a total of \$94,500,000 and to authorize:**

- 1. The expenditure of \$50 million or 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 under this program in excess of \$250,000, 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;**

- 2. The reservation of \$30 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; and**
- 3. The expenditure of \$3.5 million from the former Offshore Wind Energy Career Training Trust Fund for investments in offshore wind workforce and supply chain development.**

**V. Executive Session**

Secretary Card indicated that the Board would then go 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. Secretary Card noted that the Board would reconvene in Open Session upon the conclusion of Executive Session.

Upon a motion made by Mr. Galvin and seconded by Mr. Fuller, the following roll call vote was taken at 1:43 pm:

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

With 9 yeas and 0 nays it was unanimously VOTED, without further discussion or abstention, at 1:43 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 Board reconvened in Open Session at 2:38 pm.

**VI. Corporate: Adoption of Third Amended and Restated Bylaws and Approval of Awarding Authority Policy**

Secretary Card then invited Mr. Hitt to provide the Board with proposed updates to MassCEC's Bylaws and policy surrounding the Chief Executive Officer's "Awarding Authority".

Mr. Hitt explained that staff had reviewed MassCEC's Bylaws to account for changes to the organization from the Climate Bill. Mr. Hitt noted that staff compared MassCEC's existing Bylaws to other similarly situated quasi-agencies in MA, as well as best practices for bylaws in general, which led to the proposed changes presented to the Board. Specifically, Mr. Hitt noted that the proposed revisions cover: (i) general references to statutes when possible versus using specific language such that, when statutes change, the Bylaws automatically update with these changes; (ii) clarifying indemnification and limitation of liability for MassCEC's officers, directors, and employees; (iii) increasing the Chief Executive Officer's "Awarding Authority", similar to changes adopted by other quasi-agencies to provide additional flexibility; and (iv) clarifying the Chief Executive Officer's ability to make capital and operating expenditures consistent with the annual budget approved by the Board at the Chief Executive Officer's general discretion.

Board members posed several questions relating to the changes to the Bylaws and Awarding Authority, each of which Mr. Hitt addressed in the course of the discussion.

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

With 9 yeas and 0 nays it was unanimously VOTED, without discussion and abstention, at 2:45 pm:

**To adopt the Third Amended and Restated Bylaws of the Massachusetts Clean Energy Technology Center and the Awarding Authorization Policy in the form attached to the memorandum.**

**VII. PTS Update.**

Based on timing and out of respect for the importance of the topic and Board members' schedules, Secretary Card indicated that the update regarding the Production Tracking System (PTS) would be shifted to the November meeting to allow for a full presentation and discussion.

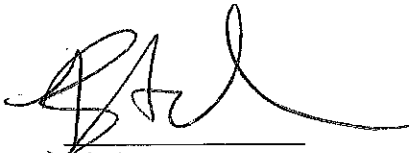
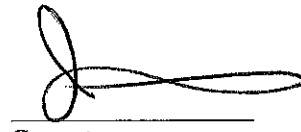
**VIII. Adjourn.**

Upon a motion made by Commissioner Woodcock and seconded by Dr. Francis, the following roll call vote was taken at 2:47 pm:

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

With 9 yeas and 0 nays it was unanimously VOTED, without discussion and abstention, at 2:47 pm:

**To adjourn.**

  
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Chairman  
\_\_\_\_\_  
Secretary

**Public Meeting Documents and Exhibits:**

Meeting Agenda  
Climate Bill Overview PowerPoint  
Reauthorization of OSW Ports and Sector Development Funding PowerPoint  
Staff Memorandum re: Third Amended and Restated Bylaws  
Staff Memorandum re: Updated CEO Awarding Authority  
Board Update – PTS PowerPoint