

**Fox Islands Wind, LLC**  
**Minutes of the Board of Directors Meeting**  
**January 13, 2023, 9:00 a.m.**

The meeting was held in person at Fox Islands Electric Cooperative, Inc.'s freight building located at 24 West Main Street, Vinalhaven, Maine.

**Present:**

George Kendrick, President  
Douglas Green, Vice President  
Charles Gadzik, Secretary/Treasurer  
Amy M. W. Turner, Chief Executive Officer

President Kendrick called the meeting to order. A quorum was established for the purpose of conducting business.

**Approval of Agenda**

Upon motion by Mr. Gadzik, which was seconded by Mr. Green, the Board of Directors unanimously voted to approve the agenda as presented.

**Public Comment**

There were no individuals present who wished to address the Board of Directors.

**Approval of the Minutes of the November 14, 2022, Regular Meeting**

Upon motion by Mr. Gadzik, which was seconded by Mr. Green, the Board of Directors dispensed with the reading of the minutes and unanimously approved the minutes of the November 14, 2022, regular meeting as presented.

**New Business**

**Approval of the 2023 Board Meeting Schedule**

The Board reviewed a proposed schedule of meetings that occur approximately every six weeks throughout 2023. Upon motion by Mr. Gadzik, which was seconded by Mr. Kendrick, the Board unanimously approved the 2023 FIW Board meeting schedule.

**Resolutions Honoring Former Board Members**

Upon motion by Mr. Kendrick, which was seconded by Mr. Green, the Board recognized the contributions made by the former directors by unanimously adopting the following resolutions:

**FIW Board Resolution BR2023-1**

WHEREAS, George Baker was a founding director of Fox Islands Wind, LLC, a 4.5 MW wind generation company that provides clean, renewable energy to the island communities of Vinalhaven and North Haven, Maine; and

WHEREAS, during a time of economic uncertainty in the energy industry, the development of the Fox Islands Wind project was an important first step towards energy independence; and

WHEREAS, following the development of the Fox Islands Wind project, Mr. Baker continued to serve as the chief executive officer of Fox Islands Wind, LLC; and

WHEREAS, Fox Islands Electric Cooperative, Inc., the parent company of Fox Islands Wind, LLC, appointed a new board of directors to oversee the operations of Fox Islands Wind, LLC in 2022, and such board wishes to acknowledge Mr. Baker's tenure on the Fox Islands Wind, LLC's board of directors and his contributions to the Vinalhaven and North Haven communities.

NOW, THEREFORE, be it resolved that the Board of Directors expresses its appreciation for the contributions made by Mr. Baker during his years of service in support of the Fox Islands Wind project and hereby extends its best wishes for his retirement from the Board; and

BE IT FURTHER RESOLVED that a copy of this resolution be presented to Mr. Baker and entered permanently into the records of Fox Islands Wind, LLC.

**FIW Board Resolution BR2023-2**

WHEREAS, William Alcorn was a founding director of Fox Islands Wind, LLC, a 4.5 MW wind generation company that provides clean, renewable energy to the island communities of Vinalhaven and North Haven, Maine; and

WHEREAS, during a time of economic uncertainty in the energy industry, the development of the Fox Islands Wind project was an important first step towards energy independence; and

WHEREAS, following the development of the Fox Islands Wind project, Mr. Alcorn continued to serve as the chief operating officer of Fox Islands Wind, LLC; and

WHEREAS, Fox Islands Electric Cooperative, Inc., the parent company of Fox Islands Wind, LLC, appointed a new board of directors to oversee the operations of Fox Islands Wind, LLC in 2022, and such board wishes to acknowledge Mr. Alcorn's tenure on the Fox Islands Wind, LLC's board of directors and his contributions to the Vinalhaven and North Haven communities.

NOW, THEREFORE, be it resolved that the Board of Directors expresses its appreciation for the contributions made by Mr. Alcorn during his years of service in support of the Fox Islands Wind project and hereby extends its best wishes for his retirement from the Board; and

BE IT FURTHER RESOLVED that a copy of this resolution be presented to Mr. Alcorn and entered permanently into the records of Fox Islands Wind, LLC.

**FIW Board Resolution BR2023-3**

WHEREAS, Philip Conkling was a founding director of Fox Islands Wind, LLC, a 4.5 MW wind generation company that provides clean, renewable energy to the island communities of Vinalhaven and North Haven, Maine; and

WHEREAS, during a time of economic uncertainty in the energy industry, the development of the Fox Islands Wind project was an important first step towards energy independence; and

WHEREAS, Fox Islands Electric Cooperative, Inc., the parent company of Fox Islands Wind, LLC, appointed a new board of directors to oversee the operations of Fox Islands Wind, LLC in 2022, and such board wishes to acknowledge Mr. Conkling's tenure on the Fox Islands Wind, LLC's board of directors and his contributions to the Vinalhaven and North Haven communities.

NOW, THEREFORE, be it resolved that the Board of Directors expresses its appreciation for the contributions made by Mr. Conkling during his years of service in support of the Fox Islands Wind project and hereby extends its best wishes for his retirement from the Board; and

BE IT FURTHER RESOLVED that a copy of this resolution be presented to Mr. Conkling and entered permanently into the records of Fox Islands Wind, LLC.

**FIW Board Resolution BR2023-4**

WHEREAS, Addison Ames was a founding director of Fox Islands Wind, LLC, a 4.5 MW wind generation company that provides clean, renewable energy to the island communities of Vinalhaven and North Haven, Maine; and

WHEREAS, during a time of economic uncertainty in the energy industry, the development of the Fox Islands Wind project was an important first step towards energy independence; and

WHEREAS, Fox Islands Electric Cooperative, Inc., the parent company of Fox Islands Wind, LLC, appointed a new board of directors to oversee the operations of Fox Islands Wind, LLC in 2022, and such board wishes to acknowledge Mr. Ames's tenure on the Fox Islands Wind, LLC's board of directors and his contributions to the Vinalhaven and North Haven communities.

NOW, THEREFORE, be it resolved that the Board of Directors expresses its appreciation for the contributions made by Mr. Ames during his years of service in support of the Fox Islands Wind project and hereby extends its best wishes for his retirement from the Board; and

BE IT FURTHER RESOLVED that a copy of this resolution be presented to Mr. Ames and entered permanently into the records of Fox Islands Wind, LLC.

### **Proposed Board Policy – Meetings and Public Comment**

The Board discussed the value of open meetings to encourage dialogue with the North Haven and Vinalhaven communities. The proposed policy provides parameters for open meetings, executive sessions, and public comment in a manner that balances the interests of FIEC's members with the Board's need to conduct business.

Upon motion by Mr. Gadzik, which was seconded by Mr. Green, the Board unanimously approved FIW Board Policy – Meetings and Public Comment.

### **Financial Report**

Ms. Turner gave the financial report. FIW generated 7,759 MWh in 2022, which is less than the 8,500 MWh generation needed to comply with FIW's REC sales agreement. Ms. Turner will be discussing the shortfall with 3 Degrees Group, Inc., the contracted purchaser of the RECs to resolve and close the 2022 agreement.

Ms. Turner summarized FIW's insurance policies and updated the Board on her efforts to lower costs. The Board directed Ms. Turner to finalize negotiations and contract for the new coverages to be effective February 1, 2023.

Upon motion by Mr. Gadzik, which was seconded by Mr. Green, the Board unanimously accepted the financial report.

### **Operations and Maintenance Report**

Ms. Turner reported on the operations and maintenance of the turbines. All three turbines were down from December 21 – January 13. Turbine 1 faulted for a damaged pitch transformer and diode bank, and all four yaw motors in Turbine 2 and Turbine 3 failed due to needed yaw puck replacements. FIW has been waiting over 18 months for pucks, which have not been fabricated due to COVID factory shutdowns and other supply chain issues.

GE is providing information about the SCADA server upgrade and curtailment automation – the server and software are quoted at \$65,000, with another \$45,000-\$75,000 for the software programming. Gusco, FIEC's IT consultant, reviewed the latest quote and is working with Ms. Turner to evaluate the quote. The Board discussed hiring a consultant to review our current system and the quotes and help us with the technical information needed to resolve these issues.

Upon motion by Mr. Gadzik, which was seconded by Mr. Green, the Board unanimously accepted the operations and maintenance report.

### **Property Rights Discussion**

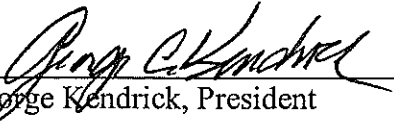
Ms. Turner provided an update on the process to purchase the FIW project site, which consists of four parcels with individual leases from Amaziah Mill LLC and Hacienda LLC. Approval from

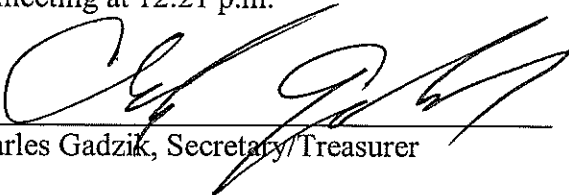
the Maine Public Utilities Commission is expected on or before February 7, and the loan will close shortly thereafter. The property closing will be scheduled as soon as the loan is processed and FIEC can access the funds.

**FIEC/FIW Power Purchase Agreement**

Ms. Turner summarized the power purchase agreement between FIEC and FIW, highlighting the key provisions and demonstrating how the capacity charge is calculated. The Directors asked questions and received answers about the agreement's energy price calculations, terms, and relationship to FIEC's overall power costs.

The Board concluded its business. Upon motion by Mr. Kendrick, which was seconded by Mr. Green, the Board of Directors voted to adjourn the meeting at 12:21 p.m.

  
George Kendrick, President

  
Charles Gadzik, Secretary/Treasurer