**DRAFT CETWG By-Laws**

Adopted \_\_\_\_\_\_, 2023

**ARTICLE 1. ESTABLISHMENT AND NAME**

The Clean Energy Transmission Working Group is established pursuant to 2022 Mass. Acts ch. 179, § 71, and may be referred to as the “CETWG.”

**ARTICLE 2. PURPOSE.**

These By-Laws shall govern the organization and operation of the CETWG in carrying out its duties pursuant to 2022 Mass. Acts ch. 179, § 71 to provide a comprehensive cost analysis of major transmission infrastructure upgrades that may be needed to deliver clean energy generation procured pursuant to the laws of the Commonwealth for the use of residents of the Commonwealth and the region. Such comprehensive analysis shall give special attention to the need to equitably allocate costs to, and share costs with, benefitted populations outside the Commonwealth, and shall include policy recommendations that may be needed to equitably recover such costs.

**ARTICLE 3. POWERS AND DUTIES.**

3.1 Statutory Powers and Duties.

1. Pursuant to 2022 Mass. Acts ch. 179, § 71, the CETWG shall assess and report to the general court on any necessary transmission upgrades that may be required to support the deployment of clean energy projects that may interconnect into the Commonwealth for the benefit of residents of the Commonwealth and the region, including but not limited to offshore wind projects.
	1. This assessment shall consider both in-state transmission upgrades as well as any regional transmission upgrades that may be necessary to accommodate the Commonwealth’s clean energy requirements and shall provide recommendations on any actions or initiatives that may be undertaken by ISO New England Inc., the Federal Energy Regulatory Commission, and other regional and state-level entities that may be helpful or necessary to funding, securing or approving such upgrades.
	2. The assessment shall include a cost-benefit analysis to identify regulatory and legal challenges associated with obtaining and streamlining tariff approvals to accommodate increased clean energy penetration across New England.
2. The CETWG shall also assess and review cost-allocation measures adopted in other jurisdictions that aim to spread transmission upgrade costs equitably among ratepayers and developers across the states and regions.
3. The CETWG shall meet periodically and shall solicit technical assistance from transmission engineering experts, cost allocation experts, additional electric companies, consumer organizations, and other regional energy market participants, including the New England States Committee on Electricity.
4. The CETWG shall submit a report, along with any recommendations for legislative and regulatory actions at the state, regional, and federal level, not later than December 31, 2023 to the clerks of the house of representatives and the senate and the chairs of the joint committee on telecommunications, utilities and energy.
5. The working group may request from all state agencies such information and assistance as the task force may require.

**ARTICLE 4. ADDITIONAL GENERAL POWERS.**

Except as otherwise prohibited by law, the CETWG shall have the following additional general
authority:

4.1 Adopt and Amend By-Laws. The CETWG shall have the power to amend, repeal or adopt these By-Laws for the conduct of meetings, by a two-thirds (2/3) vote of the members at a CETWG meeting at which a quorum of members is present, as defined in Section 6.5. Amendments shall be provided to the CETWG at least one week in advance of the meeting at which the proposed amendment will be voted on.

4.2 Develop Final Report.

The CETWG shall have the power to develop and approve a final report, along with any recommendations for legislative and regulatory actions at the state, regional, and federal level, not later than December 31, 2023. Following Article 7 of these By-Laws, the CETWG members may (1) support, (2) decline to support, (3) abstain from any part or the whole of the Final Report.

**ARTICLE 5. COMPOSITION OF THE CETWG.**

5.1 CETWG Composition.
Pursuant to 2022 Mass. Acts ch. 179, § 71, the CETWG shall consist of 17 members or their designees: 1 of whom shall be the chair of the department of public utilities, who shall serve as co-chair; 1 of whom shall be the commissioner of energy resources, who shall serve as co-chair; 1 of whom shall be the attorney general; 2 of whom shall be the co-chairs of the joint committee on telecommunications, utilities, and energy; 6 of whom shall be appointed by the governor from a list of persons submitted by the following organizations and associations: the American Society of Civil Engineers, the Associated Industries of Massachusetts, Inc., the Massachusetts Taxpayers Foundation, Inc., the National Consumer Law Center, Inc., the Acadia Center, and the Northeast Clean Energy Council, Inc.; and 6 persons to be appointed by the governor, 1 of whom shall be a representative of or consultant to the offshore wind industry, 1 of whom shall be a representative of or consultant to the solar energy industry, 1 of whom shall be an economist with knowledge of electricity transmission, distribution, generation and power supply, 1 of whom shall be a representative of municipal interests or a regional public entity, and 2 of whom shall be representatives of investor-owned utilities in the commonwealth.

5.2 Vacancies.
A vacancy on the working group shall be filled in the manner in which the original appointment was made.

5.3 Designees.
In cases of emergency or significant personal hardship that prevent a CETWG member’s
attendance at a particular meeting, a CETWG member may appoint a designee who shall have the
same voting or non-voting privileges consistent with those of the CETWG member. The member
should submit the name of the designee in writing to the co-chairs prior to the meetings at which the
designee is to function.

**ARTICLE 6. MEETINGS.**

6.1 Open Meetings Requirements.
CETWG meetings shall comply with the Open Meetings Law, G.L. c. 30A, §§ 18-25.

6.2 Responsibility of the Co-Chairs.
The co-chairs shall make arrangements for all meetings of the CETWG; notify all members thereof; prepare an agenda for each meeting; keep accurate and complete records of attendance and proceedings of the CETWG, and transmit the actions and recommendation of the CETWG as appropriate.

6.3 Schedule.
Regular meetings shall be held in accordance with a schedule established by the CETWG and as
otherwise necessary, subject to the Open Meetings Law, G.L. c. 30A, §§ 18-25. Special meetings
may be called by the co-chairs or any seven members of the CETWG. The co-chairs shall consult with
the CETWG to decide if and when a special meeting shall be held.

6.4 Agenda.
The co-chairs shall post the agenda on the CETWG website in accordance with all Open Meeting Law
requirements and send to any person or organization requesting it.

6.5 Quorum.

A simple majority of the number of members shall constitute a quorum.

6.6 Attendance.

CETWG members or their designees who miss more than three consecutive meetings shall be asked to become more active on the CETWG. In the event of further absences, the CETWG may decide by majority vote to recommend to the appointing authority that the appointment be reconsidered.

**ARTICLE 7. CONCENSUS AND MEETING RECORDS.**

7.1 Developing Consensus
The CETWG shall operate primarily through a process of consensus agreement. In cases where consensus cannot be reached, the CETWG will operate by majority vote. Any member’s participation in the CETWG shall not be construed as an endorsement by that member, that member’s organization, or any other organization with which that member may be affiliates, of CETWG actions, reports or recommendations. When a vote is required, CETWG members must receive notice at least two days before the vote is taken. An exception to this rule may be made with CETWG approval if the party seeking the vote demonstrates why notice was not given at least two days in advance and why a vote at that time is required. Procedural votes may be undertaken at the discretion of the co-chairs without such notice. Members, upon prior written notification to the co-chairs, may assign a proxy vote to another voting member. Any CETWG member may request a vote be taken on any issue related to CETWG business. CETWG members may (1) support, (2) decline to support, (3) abstain from any issue.

7.2 Meeting Minutes.
The co-chairs shall compile minutes of each CETWG meeting, which shall be reviewed and approved by the CETWG and posted to the CETWG website in a timely manner.

7.3 Conflict of Interest
Voting CETWG members shall comply with G.L. c. 268A, the conflict of interest law.

**ARTICLE 8. SEVERABILITY.**

If any provision of these By-Laws is held invalid, such invalidity shall not affect other provisions of the By-Laws which can be given effect without the invalid provision. These By-Laws must conform with all applicable laws in place as of the date on which they are adopted by the CETWG.