

## **Attachment A**

### **Energy Transformation Advisory Board By-Laws**

Adopted September 2024

#### **ARTICLE 1. ESTABLISHMENT AND NAME**

The Energy Transformation Advisory Board is established by the Office of Energy Transformation (OET) and may be referred to as the “ETAB” or “Advisory Board.”

#### **ARTICLE 2. PURPOSE**

The ETAB shall advise the Executive Director of the OET, who shall advise the Secretary of the Executive Office of Energy and Environmental Affairs (Secretary) and the Governor, on executing the clean energy transition, including ensuring the availability and readiness of electrical infrastructure, electric and gas transition coordination, and a just and equitable transition for workers, businesses, and communities. These by-laws shall govern the organization and operation of the ETAB in carrying out its duties to provide guidance and recommendations to the OET.

#### **ARTICLE 3. POWERS AND DUTIES**

The ETAB has the authority to:

- Recommend and review membership of the Focus Area Work Groups (FAWGs) and make recommendations for additional membership to the ETAB.
- Govern FAWG activities, including advising on the workplans, recommendations, milestones, and outcomes
- Advise on technology, policy, financing, consumer, supply chain, and other trends impacting the energy transformation and make recommendations to OET and the FAWGs accordingly.
  - Identify and make recommendations to OET on additional focus areas and establishment of associated work groups.
- Share best practices from other states, regions, and countries on relevant focus areas and trends.

#### **ARTICLE 4. ADDITIONAL GENERAL POWERS**

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

4.1 Adopt and Amend Ground Rules.

The ETAB shall have the power to amend, repeal or adopt Ground Rules for the conduct of meetings, by a two-thirds (2/3) vote of the members at an ETAB meeting at which a quorum of voting members is present. Amendments shall be provided to the ETAB at least three days in advance of the meeting at which the proposed amendment will be voted on.

#### 4.2 Work Groups and Committees.

(A) The ETAB shall oversee the work of FAWGs as necessary to achieve their purpose, as proposed by the FAWGs and agreed upon by the ETAB.

(B) The ETAB shall have authority to constitute other committees necessary to implement its duties. A committee shall be constituted for the length of a specific project or as agreed upon by the ETAB, but in no case for a period longer than two years without specific reauthorization by the ETAB.

#### 4.3 Members

(A) The ETAB shall have the authority to recommend additional membership categories and members to join the ETAB.

(B) The ETAB may determine that a cap on total membership is appropriate and propose such a cap to the Executive Director of OET.

### **ARTICLE 5. COMPOSITION OF THE ETAB**

#### 5.1 ETAB Composition.

ETAB members will be approved by the Secretary of Executive Office of Energy and Environmental Affairs and the Governor's office.

#### 5.2 Term.

ETAB members shall serve for a minimum term of 2 years and up to 6 years. ETAB members may petition the Secretary and Governor's Office to be reappointed after serving for 6 years for an additional 2 years.

#### 5.3 Chair.

The Executive Director of the OET shall serve as chair of the ETAB.

#### 5.4 Vacancies.

A vacancy by expiration shall be filled in the manner of the original appointment.

A vacancy that is created by resignation or a reason other than by expiration shall be filled in the same manner but only for the unexpired portion of the term. The ETAB may suggest the names of persons to fill any vacancies. The Secretary or the Governor's office shall have the power to remove its appointee for just cause.

### 5.5 Designees.

In cases of emergency, personal hardship or significant conflicts that prevent an ETAB member's attendance at a particular meeting, an ETAB member may appoint a designee who shall have privileges consistent with those of the ETAB member. The member should submit the name of the designee in writing to the Chair prior to the meetings at which the designee is to function.

## **ARTICLE 6. MEETINGS**

### 6.1 Transparency

The Chair of the ETAB shall take appropriate steps to ensure public transparency for meetings of the ETAB and associated materials.

### 6.2 Responsibility of the Chair.

The Chair shall make arrangements for all meetings of the ETAB; notify all members thereof; prepare an agenda for each meeting; keep accurate and complete records of attendance and proceedings of the ETAB and transmit the actions and recommendation of the ETAB to the OET or others as appropriate. The Chair shall manage each ETAB meeting in accordance with the Ground Rules and Remote Participation Policy, as adopted by the ETAB and amended from time to time.

### 6.3 Schedule.

Regular meetings shall be held in accordance with a schedule established by the ETAB and as otherwise necessary. Special meetings may be called by the Chair or any ten members of the ETAB. The Chair shall consult with the ETAB to decide if and when a special meeting shall be held.

### 6.4 Agenda.

The Chair shall post the agenda on the ETAB website and send to any person or organization requesting it.

### 6.5 Quorum.

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

### 6.6 Attendance.

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

## 6.7 Remote Participation

The ETAB may, by a simple majority of voting members, approve, amend, or revoke a remote participation policy, with that vote applying to all subsequent ETAB meetings.

## **ARTICLE 7. VOTING AND MEETING RECORDS**

### 7.1 Voting

The ETAB shall operate primarily through a process of consensus agreement. In cases where consensus cannot be reached, the ETAB will operate by majority vote. When a vote is required, on a major issue, such as resolutions or recommendations, ETAB members must receive notice at least two days before the vote is taken. An exception to this rule may be made with ETAB 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 Chair. Other votes may be taken without such notice. Members, upon prior written notification to the Chair, may assign a proxy vote to another voting member. Any ETAB member may request a vote be taken on any issue related to ETAB business.

### 7.2 Meeting Minutes.

The Chair shall compile minutes of each ETAB meeting, which shall be provided to the ETAB for review, and posted to the OET website in a timely manner.

## **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 ETAB.



## **Attachment B**

### **Ground Rules**

#### **Energy Transformation Advisory Board**

Adopted \_\_\_, 2024

##### **I. Purpose**

The Energy Transformation Advisory Board (ETAB) was established by the Office of Energy Transformation (OET) and is governed by the ETAB By-Laws which set forth ETAB procedures and Member duties and responsibilities. The purpose of these Ground Rules is to establish agreed-upon standards of professional conduct for ETAB members and other participants in ETAB meetings. For purposes of this document, Member refers to ETAB members as well as designees in accordance with the ETAB Bylaws Section 5.5.

##### **II. ETAB Meeting Organization**

1. All ETAB meetings shall begin on time and follow an agenda prepared, posted, and distributed in accordance with ETAB By-Laws.
2. The chair of the ETAB (Chair), or their designee, will facilitate ETAB meetings in accordance with the ETAB By-Laws and procedures that enable the ETAB to effectively carry out its role.
3. All Members should do their best to attend ETAB meetings, arrive on time, and be prompt in returning from breaks during meetings.
4. All Members should prepare for ETAB meetings and review all materials provided prior to the meeting. Reasonable efforts shall be made to prepare, post, and distribute materials in advance of the deadline referenced in Section II.1 above for ETAB review.
5. The Chair may designate a timekeeper who will assist the Chair to ensure the meeting follows the proposed schedule on the agenda. The timekeeper will also be responsible for tracking and enforcing the three-minute maximum allotment per Member on a given topic, as set forth in Section III below. Per the Chair's discretion, the three-minute allotment may be shortened to accommodate additional Member participation on a topic. Any modifications to time allotment will be noted at the start of a meeting and/or topic discussion.

##### **III. Meetings**

1. Members that wish to speak shall:
  - a. In person, turn their name card upright, place name card near the edge of the table to be visible to the Chair/their designee, and wait to be recognized by the Chair/their designee.

- b. In remote or hybrid meetings, use a raise hand or similar function and wait to be recognized by the Chair/their designee.
2. Member statements and questions should be clear, succinct, and audible to all attendees.
  3. Members should refrain from using any chat function to ensure that all members are clearly audible to each other during deliberations. Members should reasonably identify their name and affiliation when speaking.
  4. If a Member requires an interpreter for the deaf or hard of hearing or translation/interpretation services, they are to notify the Chair seven days prior to a meeting and services will be provided.
  5. When participating remotely, Members should ensure that their name and organization are correctly identified.
  6. Other attendees, who are not Members, may be given a chance to comment, either in writing or verbally in a meeting, on a specific topic, as determined by the Chair and as time allows.
  7. Members should talk one at a time during meetings and all attendees should limit side conversations. If joining remotely, Members should remain muted when not actively speaking.
  8. Members should stay on the topic being discussed. When a topic or agenda item has been discussed fully and the Chair moves to the next agenda item, Members shall not bring the discussion back to a previous topic.
  9. Members may be given three (3) minutes to speak on any agenda item, at the discretion of the Chair and may be limited or extended as deemed appropriate by the Chair.
  10. If a Member wishes to submit written materials, they may give it to the Chair prior to the meeting. The Chair should make reasonable efforts to provide materials to other Members with sufficient time for review. Members shall not use the ETAB email list as a mail distribution list.
  11. Members are charged with participating in a constructive manner and shall be respectful of other perspectives. No personal attacks or inappropriate language will be tolerated.
  12. Members agree to act in good faith during discussions and assume positive intent of each other, meaning Members will be respectful, forthright and communicative about their interests and preferences. Members will ensure they have sufficient knowledge and information of the subject matter on which they are speaking and be able to properly substantiate assertions or claims in support of comments and positions.
  13. Members will do their best to actively seek agreement wherever possible.
  14. Members should address any concerns about the discussion or the meeting with the Chair. It is the Chair's/designee's responsibility to bring the meeting to order.

Any failure by Members to comply with these Ground Rules, which disturbs, disrupts, or impedes the orderly conduct of ETAB meetings, may result in removal from the meeting at the discretion of the Chair/their designee.



## **Attachment C**

### **Remote Participation Policy**

#### **Energy Transformation Advisory Board**

Adopted \_\_\_, 2024

##### **Section 1: Purpose and Scope**

(1) Purpose. This document sets forth the remote participation policy for the Energy Transformation Advisory Board (ETAB) to ensure transparency with regard to deliberations on which public policy is based.

(2) Scope. The remote participation policy applies to all members of the ETAB.

##### **Section 2: Definitions**

(1) “Chair of the ETAB” refers to the Executive Director of the Office of Energy Transformation or an authorized designee.

(2) “ETAB” refers to Energy Transformation Advisory Board, established by the OET.

(3) “ETAB Meeting” refers to any ETAB meetings or subcommittee meetings.

(4) “Members” refers to the ETAB members, as established in the ETAB Bylaws Article 5.

##### **Section 3: Adoption and Revocation**

(1) Adoption of Remote Participation. Members may, by a simple majority, vote to approve or amend this remote participation policy, with that vote applying to all subsequent ETAB meetings.

(2) Restrictions. Members may, by a simple majority, adopt policies that prohibit or restrict the use of remote participation provided those policies do not violate any state or federal law.

(3) Revocation of Remote Participation. Members may revoke the adoption of remote participation, by a simple majority.

##### **Section 4: Requirements**

(1) Minimum Requirements for Remote Participation.

(a) Members who participate remotely in ETAB meetings shall be clearly audible to each other and the public at all times; and

(b) Members who participate remotely in ETAB meetings shall be permitted to speak at the meeting, participate in all votes, and shall not be deemed absent.

## **Section 5: Technology**

- (1) The ETAB will provide telephone and internet options for audio and/or video conferencing for remote participation.
- (2) The ETAB will provide reasonable accommodations for any Member who requires language interpretation, TTY service, video relay service, or other form of adaptive telecommunications.
- (3) Upon advance notice, the ETAB will provide reasonable accommodation for any other participant who requires language interpretation, TTY service, video relay service, or other form of adaptive telecommunications.
- (4) The Chair of the ETAB shall decide how to resolve any technical difficulties that may arise from remote participation but is encouraged to suspend ETAB discussions while reasonable efforts are made to resolve the technical difficulties. If a remote participant is disconnected from the ETAB meeting, then that fact and the time the disconnection occurred shall be recorded in the ETAB meeting minutes.

## **Section 6: Procedures**

### **(1) Procedures for Remote Participation.**

- (a) Any Member who wishes to participate remotely shall seven days, or as soon as reasonably possible, prior to the ETAB meeting notify the chair of the ETAB, of their desire to do so.
- (b) At the start of the meeting, the chair of the ETAB shall announce the names of all Members who will be participating remotely. This information shall also be recorded in the minutes.
- (c) All Members should reasonably identify their name and affiliation when speaking, regardless of whether they are participating remotely or are physically present.
- (d) All attendees should limit side conversations to ensure the orderly conduct of the meeting and to not disrupt the meeting audio for remote participants. Members participating remotely should remain muted when not actively speaking.
- (e) Votes for ETAB members participating remotely-shall be taken by roll call.



## **Attachment D**

### **Transitioning Away from Everett Marine Terminal LNG Facility**

#### **Focus Area Working Group By-Laws**

Adopted \_\_\_\_\_, 2024

#### **ARTICLE 1. ESTABLISHMENT AND NAME**

The Transitioning Away from the Everett Marine Terminal (EMT) Liquified Natural Gas Facility (LNG) (also known as Transitioning Away from EMT or EMT) Focus Area Working Group (FAWG) is established by the Office of Energy Transformation (OET) to advise the Executive Director and affirmed by the Energy Transformation Advisory Board (ETAB).

#### **ARTICLE 2. PURPOSE**

These by-laws shall govern the organization and operation of the FAWG in carrying out its duties to develop a coordinated strategy to reduce and ultimately eliminate the local gas distribution companies' reliance on the EMT LNG facility aligned with Department of Public Utility (DPU) Order 20-80 and the state's climate and clean energy mandates, including those established in the *Global Warming Solutions Act*.

#### **ARTICLE 3. POWERS AND DUTIES**

The FAWG has the authority to:

- Develop and execute workplans aligned with outcomes established for the EMT FAWG.
- Provide supporting resources and analytic capabilities.
- Make recommendations to the ETAB and OET on solutions to move away from and eliminate reliance on EMT. Initial workstreams will include, but not be limited to:
  - Assessment and current use of the facility
    - Demand, supply, system integrity and reliability, customers, geography, cost
  - Inventory of alternatives
    - Use cases, timing, degree to which each addresses a use case
  - Assessment of alternatives
    - Cost, policy alignment, feasibility, greenhouse gas impacts, electric grid readiness
  - Implementation assessment and recommendation development
    - Policy, regulatory, financing, customer, cost, greenhouse gas impact
  - Land use, workforce, community, equity and environmental impacts, opportunities and needs
  - Climate Compliance Plan

Assessments and information collected and presented for each workstream shall be done so both collectively and by LDC.

#### **ARTICLE 4. ADDITIONAL GENERAL POWERS**

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

##### **4.1 Adopt and Amend Bylaws.**

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

##### **4.2 Workstream Teams.**

(A) FAWG members will self-select Workstream Teams in which each wants to participate.

(B) Workstream teams will provide workplans and milestones for review and approval by the full FAWG and provide progress updates at full FAWG meetings.

(C) FAWG and Workstream Team meetings will follow the Massachusetts Public Records Laws under M.G.L. c. 66, § 10, with all final FAWG recommendations to the ETAB, with supporting materials, provided to the ETAB and posted on the OET website.

#### **ARTICLE 5. COMPOSITION OF THE FAWG**

##### **5.1 FAWG Composition.**

FAWG members will be subject matter experts and interested/impacted parties that have a level of decision-making authority within their organizations.

##### **5.2 Term.**

FAWG members shall serve for a minimum term of 1 year. FAWG members may request the ETAB to extend their service for additional 1-year term, at the ETAB's discretion.

##### **5.3 Chair(s).**

The Chair(s) of the FAWG shall be selected by the FAWG membership and affirmed by the ETAB.

##### **5.4 Vacancies and Additional Members.**

FAWGs are not size-limited. The Chair(s) of the FAWG may recommend additional stakeholders to participate in or to replace a vacancy caused by the departure of an existing FAWG member. Individuals filling a vacancy will do so for the remainder of the 1-year term and will be

considered for a new 1-year appointment. All membership additions will be shared with and affirmed by the ETAB.

#### 5.5 Designees.

In cases of emergency or hardship that prevent a FAWG member's attendance at a particular meeting, a FAWG member may appoint a designee who shall have privileges consistent with those of the FAWG member. The member should submit the name of the designee in writing via email to the Chair(s) prior to the meetings at which the designee is to function.

### **ARTICLE 6. MEETINGS**

#### 6.1 Responsibility of the Chair(s).

The Chair(s) shall work with dedicated OET team members to make arrangements for all meetings of the FAWG; notify all members thereof; prepare an agenda for each meeting; keep accurate and complete records of attendance and proceedings of the FAWG, and transmit the actions and recommendation of the FAWG to the ETAB, OET, or others as appropriate.

#### 6.2 Schedule.

FAWGs shall meet at least bi-monthly (e.g., every two months) and be held in accordance with a schedule established by the Chair(s) of the FAWG. Additional meetings of individual work streams shall be held as needed and at the initiation and organization of work stream members, after providing notice to the Chair(s) and dedicated OET staff, who will inform all FAWG members.

#### 6.3 In-Person, Remote, or Hybrid Participation.

The Chair(s) of the FAWG will provide the opportunity for members participate in-person, remotely, or in a hybrid setting. Meeting information and options for attendance will be provided to FAWG members in reasonable amount of time in advance of the meetings.

### **ARTICLE 7. RECOMMENDATIONS AND GROUND RULES**

#### 7.1 Voting

The FAWG shall operate primarily through a process of consensus agreement to provide recommendations to the ETAB. If there are any disagreements in the recommendations being provided, the Chair(s) may elect to call for a vote and note concerns shared by some FAWG members in the recommendations.

#### 7.2 Ground Rules for Participation.

(A) The Chair(s) of the FAWG will facilitate FAWG meetings in accordance with the By-Laws and procedures that enable the FAWG to effectively carry out its role.

(B) All Members should do their best to attend FAWG meetings, arrive on time, and be prompt in returning from breaks during meetings.

(C) All Members should prepare for FAWG meetings and review all materials provided prior to the meeting. Reasonable efforts shall be made to prepare and distribute materials in advance of the meetings, as appropriate. Meeting materials are not to be circulated outside of the FAWG membership, unless otherwise authorized by the Executive Director of OET. All materials will be deemed as work product and not considered final or noted as a formal recommendation of the FAWG, its members, or OET until after a full FAWG vote.

(D) Members should talk one at a time during meetings and all attendees should limit side conversations. If joining remotely, Members should remain muted when not actively speaking.

(E) Members are charged with participating in a constructive manner and shall be respectful of other perspectives. No personal attacks or inappropriate or hyperbolic language will be tolerated.

(F) Members agree to act in good faith during discussions and assume positive intent of each other, meaning Members will be respectful, forthright, and communicative about their interests and preferences. Members will ensure they have sufficient knowledge and information of the subject matter on which they are speaking and be able to substantiate assertions or claims in support of comments and positions.

(G) Deliberations of the FAWG and workstreams are to be held under Chatham House rules to enable open conversation on and exploration of topics. All final work products, information, and recommendations, as approved by the FAWG, will be provided to ETAB, at which point, ETAB-conveyed materials will be made public and posted on the OET website.

(H) FAWG members shall not publicly report on, record, or live-stream FAWG meetings or conversations outside of such meetings related to FAWG deliberations.

(I) Members will do their best to actively seek agreement wherever possible.

(J) Members should address any concerns about the discussion or the meeting with the Chair(s). It is the Chair's/designee's responsibility to bring the meeting to order.

(K) Any failure by Members to comply with these Ground Rules, which disturbs, disrupts or impedes the orderly conduct of FAWG meetings, may result in removal from the meeting at the discretion of the Chair/their designee and with the consent of the Executive Director of OET. ETAB members may be informed of such actions within 24 hours via written communications.

## **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 FAWG.





## **Attachment E**

### **Decarbonizing the Peak Focus Area Working Group By-Laws**

Adopted \_\_\_\_\_, 2024

#### **ARTICLE 1. ESTABLISHMENT AND NAME**

The Decarbonizing the Peak (DTP) Focus Area Working Group (FAWG) is established by the Office of Energy Transformation (OET) to advise the Executive Director and affirmed by the Energy Transformation Advisory Board (ETAB).

#### **ARTICLE 2. PURPOSE**

These by-laws shall govern the organization and operation of the FAWG in carrying out its duties to, in alignment with the electric sector sublimit and clean energy goals established in the *2050 Clean Energy and Climate Plan*: (1) identify and demonstrate pathways to reduce reliance on and expeditiously eliminate fossil fuels from peaking power plant and combined heat and power (CHP) facilities; and, (2) deploy alternative demand and supply side options to meet peak load needs in the Commonwealth.

#### **ARTICLE 3. POWERS AND DUTIES**

The FAWG has the authority to:

- Develop and execute workplans aligned with outcomes established for the DTP FAWG.
- Provide supporting resources and analytic capabilities.
- Advise on and approve demonstration sites.
- Make recommendations to the ETAB and OET on solutions to eliminate reliance on fossil fuel fired peaking and CHP facilities and deploy alternatives. Initial workstreams will include, but not be limited to:
  - Current role of peakers and CHP (regional and Massachusetts-specific)
    - Peak demand, system needs, impacts, attributes, emissions, etc (i.e., specific facilities Pittsfield Generating, West Springfield, Canal Generating Station, Tufts CHP Medford, and systemwide)
  - Revenue streams for peakers and CHP
    - Compensation, market design, costs
  - Alternatives to peakers and CHP
    - Supply, demand, interconnection, cost, emissions
  - Implementation assessment and recommendations
    - Policy, financing, timing, feasibility, customer, cost

- Land use, community, workforce, and equity and environmental impacts, opportunities and needs
- Federal, regional, state, local policy review, assessment, recommendations

#### **ARTICLE 4. ADDITIONAL GENERAL POWERS**

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

##### **4.1 Adopt and Amend Bylaws.**

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

##### **4.2 Workstream Teams.**

(A) FAWG members will self-select Workstream Teams in which each wants to participate.

(B) Workstream teams will provide workplans and milestones for review and approval by full FAWG and provide progress updates at FAWG monthly meetings.

(C) FAWG and Workstream Team meetings will follow the Massachusetts Public Records Laws under M.G.L. c. 66, § 10, with all final FAWG recommendations to the ETAB, with supporting materials, provided to the ETAB and posted on ETAB website.

#### **ARTICLE 5. COMPOSITION OF THE FAWG**

##### **5.1 FAWG Composition.**

FAWG members will be subject matter experts and interested/impacted parties that have a level of decision-making authority within their organizations.

##### **5.2 Term.**

FAWG members shall serve for a minimum term of 1 year. FAWG members may request the ETAB to extend their service for additional 1-year terms, at the ETAB's discretion.

##### **5.3 Chair(s).**

The Chair(s) of the FAWG shall be selected by the FAWG membership and affirmed by the ETAB.

##### **5.4 Vacancies and Additional Members.**

FAWGs are not size-limited. The Chair(s) of the FAWG may recommend additional stakeholders to participate in or to replace a vacancy caused by the departure of an existing FAWG member.

Individuals filling a vacancy will do so for the remainder of the 1-year term and will be considered for a new 1-year appointment. All membership additions will be shared with and affirmed by the ETAB.

#### 5.5 Designees.

In cases of emergency or hardship that prevent a FAWG member's attendance at a particular meeting, a FAWG member may appoint a designee who shall have privileges consistent with those of the FAWG member. The member should submit the name of the designee in writing via email to the Chair(s) prior to the meetings at which the designee is to function.

### **ARTICLE 6. MEETINGS**

#### 6.1 Responsibility of the Chair(s).

The Chair(s) shall work with dedicated OET team members to make arrangements for all meetings of the FAWG; notify all members thereof; prepare an agenda for each meeting; keep accurate and complete records of attendance and proceedings of the FAWG, and transmit the actions and recommendation of the FAWG to the ETAB, OET, or others as appropriate.

#### 6.2 Schedule.

FAWGs shall meet at least bi-monthly (i.e., every two months) and be held in accordance with a schedule established by the Chair(s) of the FAWG. Additional meetings of individual work streams shall be held as needed and at the initiation and organization of work stream members, after providing notice to the Chair(s) and dedicated OET staff, who will inform all FAWG members.

#### 6.3 In-Person, Remote, or Hybrid Participation.

The Chair(s) of the FAWG will provide the opportunity for members participate in-person, remotely, or in a hybrid setting. Meeting information and options for attendance will be provided to FAWG members in reasonable amount of time in advance of the meetings.

### **ARTICLE 7. RECOMMENDATIONS AND GROUND RULES**

#### 7.1 Voting

The FAWG shall operate primarily through a process of consensus agreement to provide recommendations to the ETAB. If there are any disagreements in the recommendations being provided, the Chair(s) may elect to call for a vote and note concerns shared by some FAWG members in the recommendations.

#### 7.2 Ground Rules for Participation.

(A) The Chair(s) of the FAWG will facilitate FAWG meetings in accordance with the By-Laws and procedures that enable the FAWG to effectively carry out its role.

(B) All Members should do their best to attend FAWG meetings, arrive on time, and be prompt in returning from breaks during meetings.

(C) All Members should prepare for FAWG meetings and review all materials provided prior to the meeting. Reasonable efforts shall be made to prepare and distribute materials in advance of the meetings, as appropriate. Meeting materials are not to be circulated outside of the FAWG membership, unless otherwise authorized by the Executive Director of OET. All materials will be deemed as work product and not considered final or noted as a formal recommendation of the FAWG, its members, or OET until after a full FAWG vote.

(D) Members should talk one at a time during meetings and all attendees should limit side conversations. If joining remotely, Members should remain muted when not actively speaking.

(E) Members are charged with participating in a constructive manner and shall be respectful of other perspectives. No personal attacks or inappropriate or hyperbolic language will be tolerated.

(F) Members agree to act in good faith during discussions and assume positive intent of each other, meaning Members will be respectful, forthright and communicative about their interests and preferences. Members will ensure they have sufficient knowledge and information of the subject matter on which they are speaking and be able to substantiate assertions or claims in support of comments and positions.

(G) Deliberations of the FAWG and workstreams are to be held under Chatham House rules to enable open conversation on and exploration of topics. All final work products, information, and recommendations, as approved by the FAWG, will be provided to ETAB, at which point, ETAB-conveyed materials will be made public and posted on the OET website.

(H) FAWG members shall not publicly report on, record, or live-stream FAWG meetings or conversations outside of such meetings related to FAWG deliberations.

(I) Members will do their best to actively seek agreement wherever possible.

(J) Members should address any concerns about the discussion or the meeting with the Chair(s). It is the Chair's/designee's responsibility to bring the meeting to order.

(K) Any failure by Members to comply with these Ground Rules, which disturbs, disrupts or impedes the orderly conduct of FAWG meetings, may result in removal from the meeting at the discretion of the Chair/their designee and with the consent of the Executive Director of OET. ETAB members may be informed of such actions within 24 hours via written communications.

## **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 FAWG.



**Attachment F**  
**Financing the Transition**  
**Focus Area Working Group By-Laws**

Adopted \_\_\_\_, 2024

**ARTICLE 1. ESTABLISHMENT AND NAME**

The Financing the Transition (FTT) Focus Area Working Group (FAWG) is established by the Office of Energy Transformation (OET) to advise the Executive Director and affirmed by the Energy Transformation Advisory Board (ETAB).

**ARTICLE 2. PURPOSE**

These by-laws shall govern the organization and operation of the FAWG in carrying out its duties to identify alternative mechanisms for financing electricity distribution system infrastructure upgrades necessary to achieve the Commonwealth's clean energy and climate mandates. that minimizes impacts on consumers' utility bills, while providing an affordable, sustainable, and timely source of revenue to support distribution system investments.

**ARTICLE 3. POWERS AND DUTIES**

The FAWG has the authority to:

- Develop and execute workplans aligned with outcomes established for the FTT FAWG.
- Provide supporting resources and analytic capabilities.
- Make recommendations to the ETAB and OET on solutions to finance the transition. Initial workstreams will include, but not be limited to:
  - Quantification and categorization of electric distribution system investments and bill impacts
    - Based on Massachusetts Department of Public Utilities approved Electric Sector Modernization Plans (ESMPs) and other relevant proceedings
  - Inventory and assessment of existing CapEx cost recovery models
    - Within Massachusetts, in other states/regions
  - Inventory and assessment of other public-private infrastructure financing models
    - Utility, non-utility
  - Assessment of costs and alternative financing structures
    - Sources of, access to, and cost of capital, sources of revenue and associated mechanisms, customer impacts
  - Policy and regulatory requirements to support alternatives

## **ARTICLE 4. ADDITIONAL GENERAL POWERS**

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

### **4.1 Adopt and Amend Bylaws.**

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

### **4.2 Workstream Teams.**

(A) FAWG members will self-select Workstream Teams in which each wants to participate.

(B) Workstream teams will provide workplans and milestones for review and approval by full FAWG and provide progress updates at FAWG monthly meetings.

(C) FAWG and Workstream Team meetings will follow the Massachusetts Public Records Laws under M.G.L. c. 66, § 10, with all final FAWG recommendations to the ETAB, with supporting materials, provided to the ETAB and posted on ETAB website.

## **ARTICLE 5. COMPOSITION OF THE FAWG**

### **5.1 FAWG Composition.**

FAWG members will be subject matter experts and interested/impacted parties that have a level of decision-making authority within their organizations.

### **5.2 Term.**

FAWG members shall serve for a minimum term of 1 year. FAWG members may request the ETAB to extend their service for additional 1-year terms, at the ETAB's discretion.

### **5.3 Chair(s).**

The Chair(s) of the FAWG shall be selected by the FAWG membership and affirmed by the ETAB.

### **5.4 Vacancies and Additional Members.**

FAWGs are not size-limited. The Chair(s) of the FAWG may recommend additional stakeholders to participate in or to replace a vacancy caused by the departure of an existing FAWG member. Individuals filling a vacancy will do so for the remainder of the 1-year term and will be

considered for a new 1-year appointment. All membership additions will be shared with and affirmed by the ETAB.

#### 5.5 Designees.

In cases of emergency or hardship that prevent a FAWG member's attendance at a particular meeting, a FAWG member may appoint a designee who shall have privileges consistent with those of the FAWG member. The member should submit the name of the designee in writing via email to the Chair(s) prior to the meetings at which the designee is to function.

### **ARTICLE 6. MEETINGS**

#### 6.1 Responsibility of the Chair(s).

The Chair(s) shall work with dedicated OET team members to make arrangements for all meetings of the FAWG; notify all members thereof; prepare an agenda for each meeting; keep accurate and complete records of attendance and proceedings of the FAWG, and transmit the actions and recommendation of the FAWG to the ETAB, OET, or others as appropriate.

#### 6.2 Schedule.

FAWGs shall meet no less than bi-monthly (e.g., every two months) and be held in accordance with a schedule established by the Chair(s) of the FAWG. Additional meetings of individual work streams shall be held as needed and at the initiation and organization of work stream members, after providing notice to the Chair(s) and dedicated OET staff, who will inform all FAWG members.

#### 6.3 In-Person, Remote, or Hybrid Participation.

The Chair(s) of the FAWG will provide the opportunity for members participate in-person, remotely, or in a hybrid setting. Meeting information and options for attendance will be provided to FAWG members in reasonable amount of time in advance of the meetings.

### **ARTICLE 7. RECOMMENDATIONS AND GROUND RULES**

#### 7.1 Voting

The FAWG shall operate primarily through a process of consensus agreement to provide recommendations to the ETAB. If there are any disagreements in the recommendations being provided, the Chair(s) may elect to call for a vote and note concerns shared by some FAWG members in the recommendations.

#### 7.2 Ground Rules for Participation.

(A) The Chair(s) of the FAWG will facilitate FAWG meetings in accordance with the By-Laws and procedures that enable the FAWG to effectively carry out its role.



(B) All Members should do their best to attend FAWG meetings, arrive on time, and be prompt in returning from breaks during meetings.

(C) All Members should prepare for FAWG meetings and review all materials provided prior to the meeting. Reasonable efforts shall be made to prepare and distribute materials in advance of the meetings, as appropriate. Meeting materials are not to be circulated outside of the FAWG membership unless otherwise authorized by the Executive Director of OET. All materials will be deemed as work product and not considered final or noted as a formal recommendation of the FAWG, its members or OET until after a full FAWG vote.

(D) Members should talk one at a time during meetings and all attendees should limit side conversations. If joining remotely, Members should remain muted when not actively speaking.

(E) Members are charged with participating in a constructive manner and shall be respectful of other perspectives. No personal attacks or inappropriate or hyperbolic language will be tolerated.

(F) Members agree to act in good faith during discussions and assume positive intent of each other, meaning Members will be respectful, forthright and communicative about their interests and preferences. Members will ensure they have sufficient knowledge and information of the subject matter on which they are speaking and be able to substantiate assertions or claims in support of comments and positions.

(G) Deliberations of the FAWG are to be held under Chatham House rules to enable open conversation on and exploration of topics. All final work products, information, and recommendations, as approved by the FAWG, will be provided to ETAB, at which point, ETAB-conveyed materials will be made public and posted on the OET website.

(H) FAWG members shall not publicly report on, record, or live-stream FAWG meetings or conversations outside of such meetings related to FAWG deliberations.

(I) Members will do their best to actively seek agreement wherever possible.

(J) Members should address any concerns about the discussion or the meeting with the Chair(s). It is the Chair's/designee's responsibility to bring the meeting to order.

(K) Any failure by Members to comply with these Ground Rules, which disturbs, disrupts or impedes the orderly conduct of FAWG meetings, may result in removal from the meeting at the discretion of the Chair/their designee and with the consent of the Executive Director of OET. ETAB members may be informed of such actions within 24 hours via written communications.

## **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 FAWG.

