

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

Adopted September 30, 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.