

Cape & Vineyard Electric Cooperative Board of Directors Meeting  
Meeting Minutes  
December 22, 2008

Members Attending: Charles McLaughlin, Town of Barnstable, E. Mark Zielinski, Barnstable County, Margaret Downey, Cape Light Compact

John Cunningham, Joe Soares, Lindsay Stranger and Jeff Bernstein were present.

Public Present: Richard Andres and Chris Powicki

The sixteenth meeting of the Board of Directors of the Cape & Vineyard Electric Cooperative convened at 10:05 am.

Approval of Minutes

*On a motion by Charles McLaughlin and seconded by E. Mark Zielinski, the Board voted to approve the open session minutes from November 3, 2008. Unanimously approved.*

*On a motion by Margaret Downey and seconded by Charles McLaughlin, the Board voted to approve the open session minutes from November 21, 2008. Unanimously approved.*

*On a motion by Charles McLaughlin and seconded by E. Mark Zielinski, the Board voted to approve the Executive Session minutes from November 3, 2008 and November 21, 2008. Unanimously approved.*

Nauset Regional High School Wind Turbine Project

M. Downey stated that the representatives from Nauset Regional High School were not able to attend the meeting today. She stated that the Nauset Regional School Committee met with selectmen from the Towns on Thursday, and they would like the project to go through CVEC. The School Committee is meeting on January 8<sup>th</sup> and has asked a representative for CVEC to attend the meeting to make a presentation. M. Downey stated that Eastham does not have a commercial wind bylaw, and that Brewster has talked about maybe leasing space to the school committee. She stated that this project would be a contractual agreement with the schools, and that the Letter of Intent has been sent. The next step is that Nauset Regional High School needs to provide CVEC with the feasibility study that was done.

New Member Strategy for Joining Executive Committee

M. Downey stated that 5 towns currently have the membership packets, and how does the Board add a member to the Executive Committee. Does the Board take in 1 town at a time, or hold one election to determine who is placed on the Executive Committee. The Board determined that M. Downey is to send a letter to the Town Manager/Administrators' letting them know that there will be a meeting of all members on X date, and for them to send their applications in by that date.

### Response to John Hodgkinson

This item was put on hold, as M. Downey will be drafting a response to Mr. Hodgkinson.

### Administrative Services Agreement

J. Bernstein stated that the Administrative Services Agreement is similar to the one that the County has with the Compact. In Section 3, Financials, letter (c) is being removed. In Section 4, Services, C. McLaughlin wants any bill over \$10,000 reviewed by the Executive Committee before payment. M. Downey then asked that if there is an approved procurement i.e. consultant, does each bill have to be re-approved by the committee. C. McLaughlin then stated that he would like a financial report showing all invoices that were paid over \$10,000. M. Downey will make the Treasurer's Report as a standing agenda item. Under item number 2, J. Bernstein clarified that CVEC will be signing their own contracts and not the County. M. Zielinski stated that number 3 needed to be re-worded to read, staff services or support not exclusive to CVEC. J. Bernstein is to reference Board of Director's and Executive Committee under Section 5. Under Section 6, J. Bernstein changed wording to Intermunicipal Services Agreement. M. Zielinski had questions on compensation, county vs. CVEC. In Section 7, M. Zielinski stated that the County is separate from CVEC, and that CVEC has a separate check book and chart of accounts, although the County manages the books. M. Downey stated that she will put this on the next agenda for signatures, and that it will then have to be signed by the County Commissioners. M. Zielinski stated that eventually CVEC will have its own staff, and will not be County staff.

### Contract Templates

J. Bernstein stated that there are 5 documents to review, and that RUS is waiting for the documents in order to determine financing. There was a discussion among Board members in regards to de-commissioning of a wind turbine, and also a discussion of the billing, allocation and determination of usage, monthly vs. yearly or quarterly. C. McLaughlin asked for a cost on software for this purpose.

### Town Projects and Interest in Membership in CVEC

- A. Brewster- J. Cunningham stated that the Town is looking at 6 sites, and that Black and Veatch are reviewing the sites to see if the pro-forma changes. M. Downey stated that J. Cunningham had been given the Letter of Intent and Host Community Agreement.
- B. Bourne Tech High School- M. Downey stated that they will be getting \$400,000 from MTC, as a grant for design and construction, and will need someone to run the project.
- C. Harwich- M. Downey said that the FAA stated that Harwich cannot have a wind turbine higher than 130 feet due to the Chatham International Airport.
- D. Falmouth- M. Downey stated that they have submitted the REC agreement and price and hope to have the turbine up and running by November 2009.

- E. Mashpee- M. Downey stated that Mashpee was awarded an MTC grant to site a turbine and want it to go through CVEC.
- F. Towns Considering Spring Town Meeting Article- Harwich, Sandwich, Eastham, Truro, Falmouth, Mashpee

Other Business

Budget-Legal Services

- The Board held a discussion on the budget and funding sources, and coming up with funds for a staff person. J. Bernstein stated that CVEC needs a business plan. J. Cunningham stated that CVEC needs to make a list of what needs to be done for each project and what the priorities are.

*On a motion by Mark Zielinski and seconded by Charles McLaughlin, the Board voted to authorize the President and Clerk to sign the NRECA application. Unanimously approved.*

Next Meeting Date

A proposed Executive Session to discuss the sale or value of real property will be held on January 8, 2009 at 10am.

*On a motion by Mark Zielinski and seconded by Charles McLaughlin, the Board voted to adjourn the meeting at 1:55 pm.*