

Cape & Vineyard Electric Cooperative Board of Directors Meeting
Meeting Minutes
February 13, 2009

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

John Cunningham, Joseph Soares, Kara Mahoney, Jeff Bernstein, Barry Worth, Peter Cabana

Public Present: None

The seventeenth meeting of the Board of Directors of the Cape & Vineyard Electric Cooperative convened at 10:13 a.m.

I. Acceptance of New CVEC Members

On a motion by Maggie Downey and seconded by E. Mark Zielinski, the Board voted to accept the membership application of the Town of Brewster. Approved 3-0-0

On a motion by Maggie Downey and seconded by E. Mark Zielinski, the Board voted to accept the membership application of the Town of Harwich. Approved 3-0-0

II. Acceptance of Executive Committee Elections

E. Mark Zielinski moved to nominate John Cunningham for the 4th position of the Executive Committee for the term of February 13, 2009 until Director's Annual Meeting (date in September to be proposed). Seconded by Maggie Downey. Approved 3-0-0

Maggie Downey moved to nominate Barry Worth for the 5th position of the Executive Committee for the term of February 13, 2009 until Director's Annual Meeting (date in September to be proposed). Seconded by E. Mark Zielinski. Approved 3-0-0

III. Approval of Minutes

Maggie Downey moved that on page 2, under "Town Projects and Interest in Membership in CVEC", Section A, third line down, *Brewster* be replaced with *John Cunningham*.

Motion by Maggie Downey to approve the Minutes of December 22, 2008 as amended and seconded by Charlie McLaughlin, E. Mark Zielinski abstained as he did not review them. Approved 2-0-1.

IV. Treasurer's Report

Discussion and review of the balance of \$22,000 in operating funds. Charlie McLaughlin asked to have a full run down of the treasurer's report at the next meeting.

Motion by Charlie McLaughlin to transfer operating funds, seconded by Maggie Downey, Approved 5-0-0

Motion by Charlie McLaughlin that two (2) outstanding invoices be paid in full, seconded by Mark Zielinski, Approved 5-0-0

Motion by Maggie Downey to release the retainer amount to ATM, seconded by Charlie McLaughlin, Approved 5-0-0

V. Administrative Services Agreement

Discussion of whether an Administrative Services Agreement should be an “agreement”, or Chapter 40, §4A Intermunicipal Agreement. Jeff Bernstein explained the difference in the two formats and stated that he would prefer to do it as a straight services agreement. He advised for board members to think about it and get back to him.

Charlie McLaughlin stated that if Bob Troy, County Counsel, and Jeff Bernstein were comfortable with it then he was fine with it.

Maggie Downey stated that Bob Troy hadn't seen it yet.

Mark Zielinski advised that he would look at it and decide if Bob Troy should see it.

Jeff Bernstein offered to send it out one more time for everyone to review.

VI. BCK Overview of the Open Meeting and Public Records Law Amendments

Jeff Bernstein provided an overview of the amendments. Amendments take effect on March 30, 2009.

Motion by Maggie Downey to enter into Executive Session at 10:42 a.m. to discuss sale of real property, seconded by Mark Zielinski, Approved 5-0-0

Motion by Maggie Downey to return to regular session, seconded by Charlie McLaughlin, Approved 5-0-0

VIII. Town of Brewster Wind Project

- A. *Discussion of process for transfer of a project from town to CVEC* - John Cunningham stated that if members of the Board were satisfied with the lease agreements than he would give it to Charles Sumner, Town Administrator, to start the review in the town. Maggie Downey responded that it had been reviewed by herself, Mark Zielinski, and Jeff Bernstein and that it was ready to be reviewed by the town with the understanding that it is a marked draft.
- B. *Net Metered Power Sales Agreement* - John Cunningham raised question on Exhibit A (Prices & Terms) of the Power Sales Agreement. He inquired if the value of collector costs does not rise and the value gets less energy every year, he's wondering if that's what CVEC wanted? Discussion among Board Members. Consensus was to give it to Brewster the way it is.
- C. *CVEC and Town lease for site* - John Cunningham stated that the supplement to the Feasibility study came out last June. The objective is to come back with one (1) sight the town wants to pursue. Then they will start public process. Difficult to judge how long it will take.
- D. *Schedule a project management/finance meeting for project* – Scheduled for March 27, 2009.

IX. Status on RUS template contracts

Jeff Bernstein asked if CVEC was ready to go with the contracts? Consensus was to have Jeff send documents out now.

X. Community Wind Financing

The CoBank meeting will be held sometime in April.

XI. Review draft job description for CVEC position

Maggie Downey distributed a draft job description to board members and offered to email it to everyone. She stated that she and Joe Soares sat and discussed essential functions. She asked that members review the draft and get back to her with any comments.

XII. Other Business

- A. *Business Plan* – Will start a draft business plan before next board meeting on March 27, 2009.

Motion by E. Mark Zielinski to adjourn the meeting at 1:25 p.m., seconded by John Cunningham, Approved 5-0-0.