

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors
Meeting Minutes
January 28, 2010

Members Attending: E. Mark Zielinski, Martin McDonald, Maggie Downey, Barry Worth, Peter Hefler, Peter Cabana, John Cunningham, Charles Kleekamp, David Gardner

Lindsay Stranger, Joe Soares, Ron Collins, Audrey Eidelman and Jeff Bernstein were present.

Public Present: Steve Gavin (Town of Yarmouth)

The twenty-eighth meeting of the Board of Directors of the Cape & Vineyard Electric Cooperative convened at 9:35 am.

M. Downey opened the meeting, in the absence of the President.

I. Meeting Minutes- 12/17/09

On a motion by Mark Zielinski and seconded by Peter Cabana, the Board voted to approve the meeting minutes of December 17, 2009. Approved 6-0-3, with Charles Kleekamp, David Gardner, and Martin McDonald abstaining.

II. Treasurer's Report

M. Zielinski presented the Treasurer's report dated 1/28/10.

On a motion by Peter Cabana and seconded by John Cunningham, the Board voted to accept the Treasurer's Report of 1/28/10. Approved 9-0-0.

A. Audit Engagement Letter – M. Zielinski stated that CVEC needs to have an audit done for the RUS application. He contacted Sullivan and Rogers to do the audit and the contract would be not to exceed \$10,000. P. Hefler asked if they needed to go out to bid, and M. Zielinski said no, as audits are exempt.

On a motion by Martin McDonald and seconded by Barry Worth, the Board voted to authorize Mark Zielinski, Charlie McLaughlin or Maggie Downey to enter into a contract with Sullivan and Rogers to audit CVEC, and the amount is not to exceed \$10,000. Approved 9-0-0.

III. Membership Application

M. Downey stated that the application was complete. She announced that Steve Gavin will be the Director for Yarmouth. Steve Gavin stated that he has been on the Energy Committee for several years, and gave his work background to the Board.

On a motion by John Cunningham and seconded by Mark Zielinski, the Board approved the membership application for the Town of Yarmouth, with Steve Gavin as the Director for Yarmouth. Approved 9-0-0.

M. Downey introduced Charles Kleekamp as the new Director for Sandwich. C. Kleekamp gave his background and disclosed that he is the President of Clean Power Now.

IV. Lease Agreement between CVEC and Host Community

M. Downey stated that these documents have been reviewed by a committee. J. Bernstein stated that the towns have to approve the form of the documents. The towns will not review the documents until CVEC Board of Directors approves them. P. Cabana doesn't want to go through the documents item by item because Board members have already looked at them. M. Zielinski asked J. Bernstein to do a summary of the important items. P. Cabana suggested that they add a definition for commercial operation. M. Downey explained the net metering credits and distribution/allocation of power generated. J. Bernstein went through the document article by article.

V. Host Member Net Metered Power Sales Agreement

J. Bernstein went through the document. M. Downey needs a consensus from the Board that the documents are ok.

On a motion by Peter Cabana and seconded by John Cunningham, the Board voted to approve the documents with the changes that were made, and that they are ok to forward to the Towns of Brewster and Harwich for internal review. Approved 10-0-0.

VI. Member Requirements for Executing Document Discussion

M. Downey stated that the Power Purchase Agreement cannot be signed by the Town of Orleans without approval of Town Meeting. She wants the Directors to go back to their towns to see who will need a Town Meeting vote in order to execute the Power Purchase Agreement. She is looking to ask that Town Meeting give a blanket authorization for the town to sign the Power Purchase Agreement before spring 2011 Town Meeting. J. Bernstein will draft a memo for the Directors to bring back to the towns.

Board Recessed from 11:20-11:30am.

VII. Brewster and Harwich Wind Projects

- A. M. Downey stated that CVEC received an MTC Design and Construction Award in the amount of \$200,000 per project.
- B. M. Downey stated that the Harwich project receives an Article 97 approval. She and M. Zielinski met with legislative delegation last week regarding Article 97 approvals.
- C. M. Downey mentioned that Town is required to send a letter to DEP for Article 97.
- D. M. Downey stated that the bids for the Request for Qualifications are due on Monday February 1. A review committee will look at the proposals and will bring the recommendations to the February 18 board meeting. The Board held a discussion regarding EPC contracts.
- E. M. Downey stated that she and a few others met with NSTAR regarding the Interconnection Agreement. They need to fill out the application as soon as possible, pick a turbine (make assumptions) and send it in. NSTAR needs this information in order to determine if there are additional studies that are needed. They will submit up to 4 applications, one for each turbine.
- F. M. Zielinski wants to continue pursuing CREBS and RUS at the same time, in case CREBS does not happen, and also to see which one turns out to be the best. J. Bernstein will ask MA Development regarding the timing of issuing CREBS.
- G. M. Downey stated that there is a requirement of RUS to meet with the Tribal Council regarding CVEC's plans for wind turbines.

VIII. Harwich Wind Project

- A. M. Downey stated that Harwich has a Town Meeting warrant petition to overturn the Special Town Meeting vote from fall 2009. B. Worth gave the background of the Town Meeting vote and the wind turbines location. The Spring Town Meeting is being held 5/4/10.
- B. M. Downey stated that there will be a meeting on 2/5 with Harwich Legal Counsel to review the documents.
- C. The Board reviewed the Weston and Sampson Analysis.

IX. Brewster Wind Project

M. Downey stated that they will be meeting with Brewster regarding the documents on 2/11/10. J. Cunningham stated that he met with Charlie Sumner regarding the access/lease to the cell tower.

X. PV Project

R. Collins stated that Eastham Elementary School is more than 90% complete, and may be completed next week. The PV system for Eastham DPW is going live on February 10. The installation for the 2 Brewster Elementary Schools are just beginning. He stated that the relationships with ConEd, Alteris and CVEC are working really well. They are about 3 weeks away from starting the Harwich installations. R. Collins stated that there is an issue at Barnstable High School. They have a gas fired Cogen plant, and are waiting for a written response from the Cogen company that it is ok to proceed with PV.

XI. Executive Session

On a motion by John Cunningham and seconded by Mark Zielinski, the Board voted to go into Executive Session at 1:15 pm for the purpose of discussing power supply contract negotiations and to return to open session, and allow Joe Soares, Jeff Bernstein, Lindsay Stranger, Audrey Eidelman and Ron Collins to be present.

On a motion by Peter Hefler and seconded by Peter Cabana, the Board voted by roll call to return to open session at 1:30 pm.

M. McDonald left the meeting at 1:30 pm.

XII. Electric Account Verification

M. Downey told the Board members that they need to confirm the electric accounts for their town/county, so that we can populate the data.

XIII. Peter Cabana – E & E News

P. Cabana stated that in the past he has subscribed to EE News from Washington, DC and this year the fee is \$500. He feels that the information would be valuable to the Board, and he is asking the Board to be reimbursed for the subscription. The newsletter consists of about 20 reporters who write about energy news that is coming out of Washington, and that CVEC should be interested in this information. M. Downey stated that she is not comfortable reimbursing an individual for a subscription, but if CVEC Directors were interested she could look into getting a subscription for CVEC. M. Zielinski agrees with Maggie. B. Worth stated that he would not take advantage of this newsletter. J. Cunningham stated that he doesn't think he would utilize this subscription. Both he and Barry have access to various entities that keep them up to date with energy issues. The Board agreed not to reimburse individuals. M. Downey asked if anyone was interested in

her pursuing the cost for CVEC to join. The Board asked that she look into the price. She will bring the information to the next meeting.

XIV. Other Business

- M. Downey read a notice from Waquoit Bay and Self Reliance for a meeting on Fri 2/5.
- M. Downey stated that the Ocean Management Act and the DCPC from the Cape Cod Commission are designating areas for offshore projects. As a community they would get 24 turbines. Who should own these projects, and should CVEC/CLC be involved?
- P. Cabana passed out a map for offshore wind for the Vineyard. They will get 17 community wind turbines.
- M. Downey stated that the Town of Wellfleet is having a community wind forum on 3/1 at 7pm at the Council on Aging in Wellfleet.

On a motion by Barry Worth and seconded by John Cunningham, the Board voted to adjourn the meeting at 2:02 pm.