

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors
Meeting Minutes
February 18, 2010

Members Attending: E. Mark Zielinski, Martin McDonald, Maggie Downey, John Cunningham, Charles Kleekamp, David Gardner, Steve Gavin, John Jannell, Michael Richardson

Lindsay Stranger, Ron Collins, and Jeff Bernstein were present.

Public Present: none

The twenty-ninth 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, and determined that a quorum was present.

K. Johnson listened to the meeting via phone, and did not participate.

I. Meeting Minutes- 1/28/10

J. Bernstein made a correction under agenda item 11.

On a motion by John Cunningham and seconded by Mark Zielinski, the Board voted to approve the meeting minutes of January 18, 2010. Approved 7-0-2, with John Jannell and Martin McDonald abstaining.

II. Executive Session Minutes – 1/28/10

On a motion by Mark Zielinski and seconded by Michael Richardson, the Board voted to approve the Executive Session minutes for 1/28/10. Approved 8-0-1, with John Jannell abstaining.

III. Treasurer's Report

There was no treasurer's report to present. M. Zielinski reminded Board Members that they need to include odometer mileage on their expense report, or he will use the Milo guide. He mentioned that they could also use MapQuest, but need to attach it to the expense form.

IV. Lease Agreement between CVEC and Host Community & Host Member Net Metered Power Sales Agreement

M. Downey stated that at the last Board meeting the documents for Harwich and Brewster were finalized and were sent to the towns. Harwich made minor edits to the documents. Brewster had minor edits and comments and that the Board of Selectmen is not comfortable with the lease price. M. Zielinski stated that Brewster wanted to know if language can be inserted regarding increasing benefits to the host community after a certain period of time. He stated that it is already in the contract that it is reviewed, and that pricing may be adjusted. J. Cunningham gave a sheet to the Board of Selectmen explaining that they receive a savings on their electricity as well as the lease payment. M. Downey stated that they are just focusing on the lease, rather than the other benefits that they will get. J. Bernstein mentioned that the documents need to be signed this year, because they are connected to the financing. The lenders want to know that all of the

output is committed. CVEC needs wording in the documents regarding the allocation of electricity. M. Downey stated that no where in the PPA doe sit say that the allocation of the load is tied to accounts. M. Zielinski stated that they need to come up with an allocation mechanism. J. Jannell asked if there was a difference in allocation and there was excess power, could CLC pick up the extra power. M. Downey stated that the percentage stays the same on the day that the Town signs the contract. If they add more load in the future, then the percentage is still the same. J. Bernstein stated that if their load exceeds their percentage, then they will be able to participate in other projects. M. Downey stated that at the time of signing the contract the percentage is fixed for the life of the contract. She asked J. Bernstein to draft this language for the next meeting. J. Bernstein stated that CVEC has the discretion to reallocate excess load to other members. J. Cunningham said that this needs to be clarified here and with the town. C. Kleekamp asked if a member town built their own turbine independent of CVEC and their municipal load goes over, what happens. M. Downey stated that the town will have already signed a legally binding contract with CVEC and communication needs to happen within boards and committees, so that they don't commit load that is already spoken for. J. Bernstein asked if CVEC is willing to be obligated to reallocate if Host Member doesn't need it to other member towns. M. Downey mentioned that Harwich has Town Meeting warrant articles opposing the projects. The Special Town Meeting vote from the fall was for a 15 year lease and it needs to be 20 years with a 5 year renewal. She stated that Brewster needs to clean up the wording regarding permitting.

VI. Brewster and Harwich Wind Projects

- A. M. Downey stated that they received bids on 2/1 from 8 companies for the Request for Qualifications for Engineering Services. They interviewed 4 companies; Weston & Sampson, Tighe and Bond, Maguire, and STV. The selection committee is recommending that CVEC award the bid to Weston and Sampson with a not to exceed amount of \$417,000. M. Zielinski stated that he was impressed by Weston and Sampson and Tighe & Bond. R. Collins stated that he was impressed with the company regarding the Interconnect Agreement.
- B. *On a motion by John Jannell and seconded by Martin McDonald, the Board voted to proceed with contract negotiations with Weston and Sampson with a not exceed amount of \$417,000, and to authorize Charlie McLaughlin to execute the contract. Unanimously approved.*

M. Downey stated that she has a draft scope of services from Weston and Sampson. R. Collins asked if they were bound to the contract if the Harwich Town Meeting vote is not overturned. M. Downey stated that they have a not to exceed amount, if they don't need the services, then they don't pay. S. Gavin asked that a pdf file be added to the file format on page 3.
- C. M. Downey stated that the Article 97 hearing is scheduled for Tuesday 2/23. She and Jill Douglas from Brewster will be attending.
- D. J. Bernstein stated that MA Development is in the process of doing the 1st round of CREBS. They will give CVEC a proposal with interest and fees. He recommends that CVEC pursue CREBS and RUS financing simultaneously. J. Bernstein thinks that MA Development could get CREBS out for CVEC by early summer. M. Downey stated that she will be contacting MTC regarding the award from the grant. M. Zielinski would like to discuss with MTC about using the money for the engineering services. M. Downey stated that the net metering cap has almost been reached, so they need to get these projects moving and complete

the interconnect agreement. She will be having discussions with Ann Berwick regarding the cap and queue. She will ask that public projects given preference over private projects. J. Bernstein stated that they are trying to figure out how to determine the queue, and he mentioned that they need a multi-level queue. M. Downey stated that the first job for Weston and Sampson is to file the Interconnect Agreement.

VII. Harwich Wind Project

- A. M. Downey stated that CVEC has been asked to work with UMASS-Amherst on a meeting about wind turbines to discuss health issues etc, in April. M. McDonald asked that other towns be invited. J. Cunningham stated that B. Worth has met with this group many times and that they just need to listen and try to address their concerns.

VIII. Brewster Wind Project

M. Downey stated that there is a proposed Town Meeting warrant article from a citizen and needs 10 signatures for petition by tomorrow.

IX. PV Project

- A. R. Collins stated that Eastham is waiting for NSTAR to give the final approval. He stated that Bourne Middle School is next for installations. Barnstable and Harwich are still waiting for some parts. They need to complete an assessment first, for Dennis DPW.
- B. M. Downey stated that she had communications with ConEdison Solutions regarding Phase II. She asked the Board if they should do tax credit instead of a 15 year PPA. This would be for the bigger PV projects, such as: Provincetown landfill and Mashpee landfill. ConEdison is ready to start under the same model as Phase I. M. Zielinski this that they should do the same as Phase I and then do other projects under the tax equity credit. J. Cunningham said that they could certainly ask if CES would be interested. M. Downey said that she will explore the financial model and see if it is still viable.

X. Executive Session

On a motion by Martin McDonald and seconded by Michael Richardson, the Board voted to go into Executive Session at 11:20 am for the purpose of discussing power supply contract negotiations and sale or value of real property and to return to open session, and allow Jeff Bernstein, Lindsay Stranger, and Ron Collins to be present.

On a motion by Martin McDonald and seconded by Michael Richardson, the Board voted by roll call to return to open session at 11:40 am.

XI. Electric Account Verification

M. Downey stated that we are cleaning up the electric accounts and have sent comments back to some Board Members for follow up.

XII. Other Business

M. McDonald stated that Nauset Regional High School has put an article on the May Town Meeting warrant to put a 250 kW turbine on town owned land near the water. This will be good groundwork to get the public's perception.

M. Richardson stated that they received \$150,000 for PV at Mashpee High School. He has a feasibility study for a turbine at the high school, and has received an award from ARRA.

J. Jannell stated that Orleans received an ARRA award for PV on the Council on Aging building.

M. Downey stated that there was a cooperative formed on the Vineyard. It is made up of individual members. They want to have offshore wind which would serve the members.

J. Bernstein stated that they have filed under Chapter 164 as a gas and electric company, as well as under a cooperative model.

XIII. Next Meeting Date

M. Downey asked the Board to hold 3/18 and 3/25 for the next meeting. She will check with C. McLaughlin as to when he is available and will let the Board know.

On a motion by John Cunningham and seconded by John Jannell, the Board voted to adjourn the meeting at 11:50 am.