

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors
Meeting Minutes
May 20, 2010

Members Attending: E. Mark Zielinski, Martin McDonald, Maggie Downey, John Cunningham, Charles McLaughlin, Kitt Johnson, Paul O'Keefe, Barry Worth, John Jannell, Steve Gavin, Heather Harper, David Gardner

Lindsay Stranger and Jeff Bernstein were present.

Public Present: Richard Elrick, Town of Barnstable

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

M. Downey opened the meeting.

I. Meeting Minutes- 4/29/10

No minutes were available

II. Executive Session Minutes – 4/29/10

No minutes were available

III. Treasurer's Report

M. Zielinski stated that he is working on an issue with the net metering credits for Eastham DPW, and that it is complicated. He has billed Eastham for their portion of the bill. M. Downey stated that she has reviewed the PV net metering credits and bills.

K. Johnson and H. Harper arrived at 9:50 am.

IV. Discussion on 3rd Party Financing of Renewable Energy Projects

- A. M. Downey stated that there was a meeting that was held with the Inspector General, Attorney General and DOER. J. Bernstein stated that there is no clear procurement path for 3rd Party Financing. C. McLaughlin stated that he attended the meeting. M. Downey asked how CVEC would find a tax equity partner. J. Bernstein stated that they would have to go out for procurement and that there are only a few companies who will invest in small projects. J. Cunningham asked if the bidding laws were relevant to Massachusetts only, and that they increase the cost. J. Bernstein stated that they are Massachusetts laws. C. McLaughlin said that it was stated at the meeting that they need to simplify the process and create templates of documents. M. Downey said that they are looking into ground mounted PV for Mashpee and Provincetown landfills.
- B. J. Bernstein stated that there are legal and economic analyses that need to be done. The Board of Directors had wanted to wait for this discussion before making a decision. M. Downey stated that legal had proposed approximately \$34,000 to do work on tax equity. M. Zielinski stated that he is hesitant on approving this due to budget constraints. C. McLaughlin would like to wait on a vote until CVEC has a

budget for the next fiscal year. S. Gavin stated that they need to create business plans for the ground mounted PV systems.

V. MA Clean Energy Center Grants

M. Downey stated that they have verbal approval to move the \$200,000 from the Harwich Project to the Brewster Project for a total of \$400,000.

VI. REC Agreement with CLC

M. Downey stated that this agreement would be for resale to Cape Light Compact for their Renewable Portfolio Standard requirement.

On a motion by Kitt Johnson and seconded by Mark Zielinski, the Board voted to go into Executive Session at 10:35 am for the purpose of discussing power supply contract negotiations and to return to open session, and allow Jeff Bernstein and Lindsay Stranger to be present.

On a motion by Kitt Johnson and seconded by Barry Worth, the Board voted by roll call to return to open session at 10:50 am.

On a motion by John Jannell and seconded by John Cunningham, the Board voted to approve the Renewable Energy Certificate Agreement template, as drafted. Approved 12-0-0.

On a motion by Kitt Johnson and seconded by Steve Gavin, the Board voted to ratify the President's execution of a REC Agreement between CVEC and the Town of Falmouth, contingent on Cape Light Compact through their Chief Procurement Officer agreeing to purchase the REC's. Approved 11-0-0. Heather Harper recused herself from the discussion and vote.

On a motion by Kitt Johnson and seconded by Steve Gavin, the Board voted to authorize the President to execute an agreement between CVEC and CLC for the REC sale, with the template as voted on today. Approved 11-0-0. Heather Harper recused herself from the discussion and vote.

VII. CREBS Financing Status Report

J. Bernstein stated that CFC is reconsidering handling CREBS for CVEC. He stated that MA Development didn't want to handle CREBS until some issues were resolved. He mentioned that they need to notify RUS about the Harwich project. M. Zielinski said that they have a meeting with Upper Cape Tech tonight and that they need to make a decision by the end of June. He suggested that they tell RUS that the Harwich project is out, but that there may be other projects in the pipeline. The Board agreed to inform RUS regarding Harwich.

VIII. Discussion on Allocation Formula

M. Downey asked if Brewster had seen the allocation formula and wants to put it on the next meeting agenda for a vote. The Board is to read the allocation formula and make sure that their towns are comfortable with it.

XIII. Other Business

C. McLaughlin wants to form a committee in order to create a checklist of critical decisions/sequenced with permitting, etc. M. Downey stated that there is currently a checklist that they have with Weston and Sampson on what needs to be done. J. Cunningham stated that they had FAA approval for 1 site about 18 months ago and needs to be re-confirmed. They are within a week or two of nailing down the 2nd site for FAA approval. M. Downey stated that she can bring the work and construction plan, which already exists, to the next meeting. J. Cunningham will work with Weston and Sampson and Ron Collins on putting something together for the next meeting.

C. McLaughlin and D. Gardner left at 11:55 am.

IX. Brewster Wind

J. Cunningham met with Liz Argo regarding community outreach for the wind turbines. They are waiting for the final site location before putting information on the website, etc.

X. Harwich Wind Project-Contract Impacts

M. Downey stated that they need to go back to Weston and Sampson and have them revise Exhibit A of the contract, now that the Harwich project is not going forward. She stated that the Board had previously authorized \$11,000 for Liz Argo for community outreach for both the Harwich and Brewster wind projects.

On a motion by Kitt Johnson and seconded by John Cunningham, the Board voted not to revise Liz Argo's contract. Approved 11-0-0.

XI. Update on Upper Cape Tech

M. Downey stated that they met with an informal sub committee and that the school has asked Mark to do economics for the project. M. Zielinski stated that they will propose 2 different options to the committee tonight.

XII. PV Project

M. Downey stated that there is an issue with the Dennis DPW and that they are designing a smaller system, possibly ground mounted.

XIII. Other Business (continued)

M. Downey stated that Chuck Kleekamp has resigned from all committees and that Sandwich is looking for a board member.

XIII. Next Meeting Date

June 17, 2010

On a motion by Mark Zielinski and seconded by Barry Worth, the Board voted to adjourn the meeting at 12:55 pm.