

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors

Draft - Executive Session Meeting Minutes
Monday, **April 4, 2011**

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. met in executive session on Monday, April 4, 2011 at 2:20pm in Conference Room 11/12 at the Bamstable Superior Courthouse, 3195 Main Street, Bamstable, Mass.

Present were: Charles McLaughlin, President; Bamstable
Mark Zielinski, Treasurer;
Margaret Downey, Clerk;
Peter Cabana, Tisbury;
John Scott, Chatham;
Barry Worth, Harwich;
S. Kitt Johnson, Edgartown;
Steve Gavin, Yarmouth;
Martin McDonald, Eastham

Absent were: John Jannell, Orleans;
Richard White, Dennis;
Heather Harper, Falmouth;
Michael Richardson, Mashpee;
George Dunham, Sandwich;
Paul O'Keefe, Bourne;
John Cunningham, Brewster;
Peter Heller, Dukes County;
David Gardner, Provincetown

Staff present: Ron Collins, CVEC

Counsel Present: None

Public Present: Liz Argo, Argo Consulting
Richard Elrick, Town of Bamstable Energy Commission Coordinator
Steve Vitello, Town of Chatham Facilities Director

J. MEETING MINUTES

No executive meeting minutes were presented for review and approval.

2. ENERGY MANAGEMENT SERVICES REQUEST FOR PROPOSAL ANALYSIS

A confidential and privileged Attorney-Client document prepared by BCK Law, P.C. was distributed by M. Zilinsky. The document summarizes the procedure followed in determining the successful proposer for the Energy Management Services Contract. The document consisting of 6 pages and dated April 4, 2011 is attached to these minutes.

3. AMERICAN CAPITAL ENERGY — PRICE PROPOSAL

An excerpt from American Capital Energy's proposal summarizing the unit price of power for each site was distributed. It is entitled Section J— Price Proposal dated 3/28/11. The document contains 1 page and is attached to these minutes.

4. CONTRACT CLOSING AGENDA FOR INDIVIDUAL TOWNS

A summary document of outstanding action items for each host town to complete before finalizing the energy management services contract was distributed in the meeting. It was also distributed electronically with consultation from BCK Law, P.C. The document is entitled CAPE & VINEYARD ELECTRICAL COOPERATIVE, INC. ENERGY MANAGEMENT SERVICES REQUEST FOR PROPOSALS FOR PV SYSTEMS — CLOSING AGENDA. It was prepared by BCK and draft dated 4/4/11. It contains 22 pages ; and is attached to these minutes. }

5. MOTION TO ADJOURN THE EXECUTIVE MEETING SESSION

At 4:14pm P. Cabana moved the Board vote to end Executive Session and re-convene in Regular Session, seconded by M. Downey. The motion was approved with a roll call vote of:

Charles McLaughlin, President; Bamstable - yes

Mark Zielinski, Treasurer - yes

Margaret Downey, Clerk - yes

Peter Cabana, Tisbury - yes

John Scott, Chatham yes

Barry Worth, Harwich - yes

S. Kitt Johnson, Edgartown - yes

Steve Gavin, Yarmouth - yes

Martin McDonald, Eastham — not present

Respectfully submitted,

Ron Collins
CVEC