

Cape & Vineyard Electric Cooperative
Meeting of the Board of Directors
Executive Session

Minutes
June 16, 2011

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. met in Executive Session Pursuant to MGL Chapter 30A, sections 21(a)3 and 10 on Thursday, June 16, 2011 convening at 10:45 a.m. in Conference Room 11/12 at the Barnstable County Courthouse, 3195 Main Street, Barnstable, Massachusetts.

Members Present:

Charles McLaughlin, President	Barnstable
Mark Zielinski, Treasurer	Barnstable County
Margaret Downey, Clerk	Cape Light Compact
Paul O'Keefe	Bourne
John Cunningham	Brewster
John Scott	Chatham
Martin McDonald	Eastham
Steve Gavin	Yarmouth
Peter Cabana	Dukes County
S. Kitt Johnson	Edgartown
Bill Straw	Tisbury

Members Absent:

George Dunham	Sandwich
Tim Twombly	W. Tisbury
Richard White	Dennis
Heather Harper	Falmouth

Staff Present:

Ron Collins, Project Manager
Liz Argo, Consultant
Kara Mahoney, Administrative Assistant

Counsel Present:

Jeff Bernstein, Esq., BCK Law

Others Present:

Ed Lewis	Selectmen, Town of Harwich Board
Peter Norton	Selectmen, Town of Harwich Board
Charlie Sumner	Town of Harwich Administrator

I. Update on Pending Litigation Strategy on Brewster Wind Project

A. Mark Zielinski provided an overview of the following documents:

- Brewster Wind Project Budget
- Brewster Wind Assumptions
- Brewster CVEC Project Pro-Forma

The Board Members held a discussion on whether or not this was a viable project. Mr. Zielinski stated that the long term view is that it is a feasible project.

Peter Cabana questioned whether it is economical for CVEC to continue. From a business standpoint he doesn't see benefit for land based wind.

Kitt Johnson asked to go around the board table and to have each member state if they are in favor of moving forward with project.

Steve Gavin	yes
John Scott	yes
Paul O'Keefe	yes
Peter Cabana	no comment
Bill Straw	will take position once there are concrete numbers
Martin McDonald	yes

Mr. Johnson spoke that having a consensus is a valuable benchmark to weigh economic consensus. He would like to see CVEC be sustainable. He sees no future for CVEC in this project as there is no way there will be more windmills on Cape. The landscape would have to change. He doesn't see what's in it for CVEC unless Brewster asks CVEC to be the agent to carry out their project. Might be time to put a motion out there to reverse decision on March 17th.

Charlie McLaughlin expressed his opinion to continue conversations on the net metering numbers to better understand them.

Maggie Downey commented that Mark's net metering numbers are close. Some numbers may be in wrong column. This is not declining block rate. They believe NSTAR will be decoupled. If assumption is wrong then it will impact the economics on this project.

Mark Zielinski said the only thing he agrees with Kitt on is the numbers won't pan out. In his mind CVEC has an economically viable project. He is in favor of moving forward.

B. Maggie Downey informed the Board on the letter received from Vincent DeVito of Bowditch & Dewey regarding Freeman's Way Industrial Park Wind Project. In the letter Mr. DeVito requested a meeting to discuss potential solutions available to his clients, Cape Cod Broadcasting, and the Brewster Wind Project. Following a brief

discussion it was agreed that Jeff Bernstein and John Cunningham would meet with Mr. DeVito.

Peter Norton and Ed Lewis left at 1:38 p.m.

- C. Following the previous discussions Maggie Downey confirmed the following items on her list to follow up on:
1. O & M numbers
 2. Contact Weston & Sampson
 3. Double check Net Metering Credit
 4. Attend the July 11th Town of Harwich Board of Selectmen meeting

II. Ground Mounted PV RFP - Contract Negotiations

Maggie Downey informed the Board that ACE Legal Counsel has accepted all easement changes. To the best of her knowledge there have been no changes or rejections on easements.

Jeff Bernstein requested confirmation on the towns that have signed the documents with CVEC.

- 1) Barnstable – Contingent on the outcome of tonight’s special Town Council meeting.
- 2) Edgartown – Ron Rappaport has not officially signed yet. Kitt Johnson will speak with him.

Kitt Johnson left at 2:02 p.m.

- 3) Tisbury – John Bugbee raised a question on it. Bill Straw will meet with him on Monday. Selectmen have voted on it.
- 4) Chatham – Bruce Gilmore will not sign off until Barnstable signs off.
- 5) Harwich – Barry Worth is working on issues that the Town has.
- 6) Eastham – Needs final legal description so exhibits can be finalized.
- 7) Brewster – Documents have left Counsel office and are with the Board of Selectmen.

Bill Straw and Peter Cabana left at 2:14 p.m.

2:15 p.m. No quorum. Convening as Executive Committee.

Board Members had a discussion on issuing the RFP. Maggie Downey said that she is sending out emails to the towns that did participate in round one. The RFP should go out in late July/early August.

Jeff Bernstein noted that the RFP should not include any project under 500 KW. A separate RFP should be done for those projects.

Mark Zielinski informed the Board that he had a discussion with Charlie McLaughlin and Kitt Johnson after the last meeting regarding private land owner PV solar done through

CVEC. He provided a financial overview followed by a general discussion from the Board on the benefits of this type of project.

Paul O'Keefe left at 2:47 p.m.

John Cunningham left at 2:50 p.m.

Motion to adjourn made by Charlie McLaughlin at 2:57 p.m., 2nd by Maggie Downey