

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors

Executive Session Meeting Minutes July 21, 2011

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. met in Executive Session pursuant to MGLA Chapter 30A, Sections 21(a) 3 and 10 on Thursday, July 21, 2011 at 11:50 a.m. in Conference Room 11/12 at the Barnstable Superior Courthouse, 3195 Main Street, Barnstable, Mass.

Present were: Charles McLaughlin, President,	Barnstable
Mark Zielinski, Treasurer,	Barnstable County
Maggie Downey, Clerk,	Cape Light Compact
Barry Worth, Director at Large,	Harwich
John Cunningham, Director at Large,	Brewster
S. Kitt Johnson, Director	Edgartown
Martin McDonald, Director	Eastham
Peter Cabana, Director	Dukes County
Bill Straw, Director	Tisbury
Paul O'Keefe, Director	Bourne
John Scott, Director	Chatham
Steve Gavin, Director	Yarmouth
John C. Checklick, Director	Falmouth

Counsel Present: Jeff Bernstein, Esq. BCK Law

Staff Present: Ron Collins, Project Manager
Karen Loura, Administrative Assistant
Liz Argo, Consultant

Absent: Richard White, Director	Dennis
Michael Richardson, Director	Mashpee
John Jannell, Director	Orleans
David Gardner, Director	Provincetown
Tim Twombly, Director	W. Tisbury
Vacant, Director	Sandwich

Others Present: Richard Elrick, Barnstable Energy Coordinator

6. Proposed Executive Session

At 11:50 K. Johnson moved to enter into Executive Session pursuant to MGLA Chapter 30A, Section 21 (a) 3 and Section 10, seconded by P. Cabana and voted unanimously in favor by roll

call vote. Counsel & Staff were authorized to remain.

6C Consideration of March 17, 2011, April 21, 2011 and June 16, 2011 Executive Session Meeting Minutes

K. Johnson requested the April 21, 2011 minutes be changed to list him as present vs. late. P. Cabana requested he be listed as present representing Dukes County rather than late representing Tisbury. K. Johnson said he should be listed as present vs. by phone at the March 17, 2011 Meeting. A correction from MW to kw was made paragraph 5, page 2 and correction from Holt to Hoen, Benn on page 3. Correction from “this” to “think” on 15th paragraph, page 3 so that the sentence reads: ‘K. Johnson did not think that was a good idea.’ *K. Johnson moved the Board vote to accept the April 21, 2011 AND March 17, 2011 Executive Session Meeting Minutes as corrected, seconded by J. Cunningham and voted unanimously in favor with J. Checklick abstaining.*

J. Cunningham offered to correct The June 16, 2011 Executive Session Meeting Minutes to reflect that Ed Lewis, Peter Norton and Charlie Sumner are officials of the Town of Brewster rather than Harwich. K. Johnson offered editing for clarification of his statement on page 2, paragraph 5. Atty. Bernstein did not recall agreeing to meet with Mr. DeVito and amendment was made to the last paragraph on page 2 to indicate that CVEC Representatives would meet with him. *M. MacDonald moved the Board vote to accept the June 16, 2011 Executive Session Meeting Minutes as amended, seconded by M. Zielinski and voted unanimously in favor with B. Worth and J. Checklick abstaining.*

M. Downey reported her meeting with M. Zielinski and the Brewster Board of Selectmen on July 11, 2011. All 5 of the Selectmen are in support of going forward. The Lease Agreement and the Power Purchase Agreement will be posted on-line for Public Comment before the agreements are signed on July 25th.

Following a short lunch break the Board listened to an update on the Brewster Wind Project.

The Board discussed wind RECs market vs. solar RECs market and whether CVEC’s Pro Forma holds in light of lower wind recs market. There was discussion about the market and forecasts.

P. O’Keefe provided a review of maintenance, parts replacement costs and turbine life span provided to him from Vestas

M. Downey discussed escrowing money earlier.

Cunningham said he believes that the Brewster Selectmen understand the delta between the PPA & Net Metering.

There was discussion concerning CLC & RUS Funding to CVEC. Atty. Bernstein said that as a power supply aggregator, Cape Light Compact has some ability to hold executive session to make them more equal with a private entity.

There was discussion as to whether or not CVEC wants to go forward with DPU appeal with a \$170,000-\$200,000 Budget not including mitigation for the radio station or appeals. There was

reference to Wesson & Sampson’s O & M letter. M. Zielinski will input the new figures for the O & M to determine the impact on the Pro Forma.

There was discussion concerning the sufficiency of funds. It was determined that CVEC could expect to seek financial assistance from CLC for the next 3 fiscal years. CLC will continue to support CVEC.

It was determined that CLC provided a budget for Brewster Wind of \$337,000, \$250,000 of which was intended for the DPU proceedings, related consultants, etc.

J. Cunningham moved the Board vote to go forward with DPU appeal preparation if Brewster Board of Selectmen sign the documents as submitted and to authorize CVEC to sign, seconded by M. Zielinski the Board then voted by roll call as follows:

Charles McLaughlin, President, Barnstable	Yes
Mark Zielinski, Treasurer, Barnstable County	Yes
Maggie Downey, Clerk, Cape Light Compact	Yes
Barry Worth, Director at Large, Harwich	Yes
John Cunningham, Director at Large, Brewster	Yes
S. Kitt Johnson, Edgartown Director	No
Martin McDonald, Eastham Director	Yes
Peter Cabana, Dukes County Director	No
Bill Straw, Tisbury Director	No
Paul O’Keefe, Bourne Director	Yes
John Scott, Chatham Director	Yes
Steve Gavin, Yarmouth Director	Yes
John C. Checklick, Falmouth Director	Yes

Motion carried by majority.

C. McLaughlin strongly urged that the manufacturer be required to provide a noise-limit guarantee and that this requirement be published at the time of the Request for Proposal.

6A Phase II PV Procurement Strategy Discussion

The Board discussed how to fashion the Request for Proposals whether to include all projects regardless of size. If Department of Capital Management (DCAM) Certified only, smaller vendor will be knocked out. Roof-mounted PV systems require DCAM certification. They are typically smaller in size.

There was discussion concerning the ability of some Cape Vendors to qualify for DCAM certification.

There was discussion concerning placement behind (before) or after the meter.

It was realized that 2 separate RFPs drastically increases budget because they are not the same process. M. Downey recommended the same RFP process as Phase I be used for Phase II.

At 1:48 p.m. M. Downey & R. Collins left the meeting.

P. Cabana moved to authorize the CVEC Officers to move forward with the Phase II Request for Proposals utilizing a single RFP format, seconded by J. Cunningham and voted unanimously in favor. It was agreed the Request for Proposals would be placed in mid-August.

At 2:26 p.m. K. Johnson moved to exit executive session and return to Open Session, seconded by C. McLaughlin and voted unanimously in favor. C. McLaughlin then moved the Board vote to adjourn, seconded by P. Cabana and voted unanimously in favor.

Respectfully submitted,

Karen E. Loura
Administrative Assistant