

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors

Meeting Minutes August 18, 2011

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. met in Regular Session on Thursday, August 18, 2011 at 9:34 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, Edgartown Director
Martin McDonald, Eastham Director
Peter Cabana, Dukes County Director
Bill Straw, Tisbury Director
Paul O'Keefe, Bourne Director
John Scott, Chatham Director
John C. Checklick, Falmouth Director
Tim Twombly, W. Tisbury Director

Counsel Present: Jeff Bernstein, Esq. BCK Law

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

Absent: Richard White, Dennis Director
Michael Richardson, Mashpee Director
John Jannell, Orleans Director
David Gardner, Provincetown Director
Vacant, Sandwich Director
Steve Gavin, Yarmouth Director

Others Present: Richard Elrick, Barnstable Energy Coordinator

1. PUBLIC COMMENT

No public was present.

2. MEETING MINUTES

The Board considered the July 21, 2011 Regular Session Meeting Minutes. *P. Cabana moved the Board vote to accept the July 21, 2011 Regular Session Meeting Minutes as*

presented, seconded by P. O'Keefe and voted unanimously in favor with T. Twombly abstaining.

3. PHASE I GROUND MOUNTED PV PROJECT UPDATE

M. Downey updated the Board that all contracts for all sites are fully executed with the exception of Barnstable.

R. Collins reviewed the technical specifications of the RFP which stipulate the use of stainless steel. He reviewed the 5 components of ground mounted systems. (i.e., panels, inverters, rack, conduit and wire). He said ACE seeks variance to 3 of the 5 components:

- RACK: ACE is proposing to utilize all galvanized steel system. R. Collins visited a 6-month old system in Revere located on the waterfront where it is in use.
- CONDUIT: ACE is proposing to use PVC conduit.
- WIRE: ACE is proposing to use aluminum wire downstream of the transformers. This is utility grade wire and is used widely. Nstar uses aluminum and would not have an issue.

Atty. Bernstein informed the Board they have authority to waiver on equipment without a formal contract amendment. He said Warranty changes would require a formal amendment.

T. Twombly expressed concern about a decrease in output with aluminum wire. J. Checklick said larger aluminum would have to be used.

There was discussion concerning the value of these changes and their impact on price.

M. Downey suggested ACE make their requests in writing and include an outline of the potential benefit to CVEC.

R. Collins said he is ok with a galvanized steel support system and galvanized EMT and because it will be downstream of the transformer, he is ok with aluminum wire.

There was discussion concerning use of EMT or rigid steel in traffic areas. R. Collins said ACE will not be laying conduit in areas subject to vehicular traffic. B. Straw said if laid on the ground, earth can be mound above it.

M. Zielinski sees this as a contract amendment and not a change order. A. Eidelman, BCK Law will prepare a boiler plate change form and start a letter to ACE.

K. Johnson & R. Collins agreed there may be some advantage to use EMT vs. rigid steel.

J. Checklick urged the Board to hold tough to specifications. This is the beginning of the project and there could be potentially 100's of change order requests.

P. Cabana moved the Board vote to authorize the Executive Committee to negotiate and decide with ACE relative to the bid specifications for these three issues, seconded by C. McLaughlin. P. O’Keefe said decisions will have to be made to amend; in his experience there are problems with each change order on projects of this size. M. Zielinski expressed concern that it would violate the procurement laws.

It was realized that R. Collins would likely be authorized to decide in the field subject to checking with one member of the Executive Committee member and legal advice, then the full CVEC Board of Directors.

K. Johnson said that the wording of the original proposal does not settle the issue.

P. Cabana withdrew his motion. C. McLaughlin withdrew his second. *P. Cabana moved to authorize the Executive Committee to consider and respond to ACE’s request for a change in the technical specifications in the EMS Agreements, seconded by T. Twombly, and voted unanimously in favor.*

K. Johnson moved to authorize Ron Collins, Project Manager to serve as the Clerk of the Works with respect to construction of individual projects and to construe the contract with advice from at least one member of the Executive Committee and Counsel as needed seconded by M. Downey. Following a brief discussion the Board voted unanimously in favor.

4. OTHER COMMUNICATIONS FROM DIRECTORS

C. McLaughlin reported on a meeting with Wellfleet resident Preston Ribnik relative to Renewable Wind Energy Generation who requested an opportunity to share his materials with the full board..

C. McLaughlin reported that R. Elrick will meet with Senator D. Wolfe this afternoon regarding Solar RFP II and may request legislative changes for this term to permit the invitation to other towns for a lease to put their projects on property within the Town of Barnstable.

M. Downey submitted a copy of the Assembly of Delegates Resolution #11-02 calling for a subcommittee to address the concerns raised by the Public in order to facilitate the understanding of the relationship between the Cape Light Compact, Cape & Vineyard Electric Cooperative and Barnstable County Administration.

M. Downey reported that she, M. Zielinski, L. Argo and C. McLaughlin met with members of the print media and provided a presentation which allowed a generally good discussion though some objected to being charged for documentation.

At 11:05 a.m. M. Zielinski moved the Board vote by roll call to enter into Executive Session pursuant to MGLA Chapter 30A, §21(a)3 and §21(a)10. The Board reviewed the Executive Session checklist and the appropriate declarations to enter Executive Session were made by the President, seconded by S. Kitt Johnson, approved 9-0-1 with Steve Gavin abstaining as he was not present at the meeting.

roll call as follows:

<i>Charles McLaughlin, President, Barnstable</i>	<i>Yes</i>
<i>Mark Zielinski, Treasurer, Barnstable County</i>	<i>Yes</i>
<i>Maggie Downey, Clerk, Cape Light Compact</i>	<i>Yes</i>
<i>Barry Worth, Director at Large, Harwich</i>	<i>Yes</i>
<i>John Cunningham, Director at Large, Brewster</i>	<i>Yes</i>
<i>S. Kitt Johnson, Edgartown Director</i>	<i>Yes</i>
<i>Martin McDonald, Eastham Director</i>	<i>Yes</i>
<i>Peter Cabana, Dukes County Director</i>	<i>Yes</i>
<i>Bill Straw, Tisbury Director</i>	<i>Yes</i>
<i>Paul O'Keefe, Bourne Director</i>	<i>Yes</i>
<i>John Scott, Chatham Director</i>	<i>Yes</i>
<i>John C. Checklick, Falmouth Director</i>	<i>Yes</i>
<i>Tim Twombly, W. Tisbury Director</i>	<i>Yes</i>

The Board did not return to open (regular) meeting session.

Respectfully submitted

Karen E. Loura
Administrative Assistant