

Cape & Vineyard Electric Cooperative Meeting of the Executive Committee and Board of Directors

Meeting Minutes January 26, 2012

The Executive Committee of the Board of Directors and the Board of Directors of Cape & Vineyard Electric Cooperative, Inc. met in Regular Session on Thursday, January 26, 2012 at 12:45 p.m. in Conference Room 11/12 at the Barnstable Superior Courthouse, 3195 Main Street, Barnstable, Mass.

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

Counsel Present: Jeff Bernstein, Esq. BCK Law

Staff Present: Ron Collins, Project Manager
Liz Argo, Consultant
Barbara Austin, Administrative Assistant

Absent: S. Kitt Johnson, Edgartown Director
Richard White, Dennis Director
Michael Richardson, Mashpee Director
John Jannell, Orleans Director
David Gardner, Provincetown Director
James Killion, Sandwich Director
Bill Straw, Tisbury Director
Tim Twombly, W. Tisbury Director

1. PUBLIC COMMENT

There were no members of the public present.

2. MEETING MINUTES

The Board considered the October 20, 2011 Regular Session Meeting Minutes. Charles McLaughlin asked if there were any changes needed. *Motion made by Mark Zielinski to approve the minutes of October 20, 2011 seconded by Maggie Downey, approved 12-0-3 with Paul O'Keefe, Peter Cabana and Richard Toole abstaining as they were not present at the meeting.*

3. PHASE I GROUND MOUNTED PV PROJECT UPDATE

- The Board discussed ACE's request for an additional 90 days on the "Statement Of Qualifications" date.
- Ron Collins added that he sent each town a summary of where CVEC stands with NStar and Ace's request on the SOQ date. Ron's plans are to follow up with each town manager to get their approval.
- Some general discussion on NStar and Ace from Charles McLaughlin, Ron Collins, Jeffrey Bernstein and Peter Cabana. Charles McLaughlin asked for a vote regarding Ace. *John Checklick moved the Board to approve Ace's additional 90 day SOQ date, seconded by Peter Cabana, and voted unanimously in favor 15-0-0.*

4. REVIEW AND ACTION ON TOWN OF OAK BLUFFS MEMBERSHIP APPLICATION

Maggie Downey motioned the Board to approve the Town of Oak Bluffs Membership Application, seconded by Peter Cabana, and voted unanimously in favor.

5. OTHER COMMUNICATIONS FROM DIRECTORS

- Maggie Downey discussed the email from Chris Powicki dated January 19, 2012 regarding issues and questions from the Brewster Energy Commission. She said this is a protocol issue and all information is with the Town of Brewster. The town will address this locally, therefore no response is needed.
- Charles McLaughlin discussed his observations:
 1. Thank you to those who attended the last Assembly meeting. A February 1st meeting is planned for public comment.
 2. Perhaps suggest to the Assembly that Attorney Bob Troy oversee the CVEC Executive meetings to show that it is properly conducted. While still honoring the confidentiality of the Executive Meetings it would put opposition to rest and everyone could move forward.
 3. There is a need for discussion on where CVEC is going after Phase II as far as a long term plan. Charles would like a meeting to discuss this and Maggie Downey suggested approximately in April to have a second board meeting including a facilitator and an energy expert. Paul O'Keefe also suggested inviting town energy committees.

6. Proposed Executive Session Pursuant to MGL Chapter 30A, section 21(a)3 and section 21(a)10

At 1:45 p.m. Upon Motion by Peter Cabana, seconded by Steve Gavin, CVEC went into Executive Session upon the declaration of President Charles McLaughlin that the board hereby determines that the disclosure of trade secrets or confidential, competitively-sensitive or other proprietary information in an open session will adversely affect CVEC's ability to conduct business in relation to the other entities making, selling or distributing electric power and energy; and that the consideration of the purchase, exchange, lease or value of real property will have a detrimental effect on CVEC's negotiating position as a public body.

Roll call vote:

Charles McLaughlin, President, Barnstable	aye
Barry Worth, Director at Large, Harwich	aye
Mark Zielinski, Treasurer, Barnstable County	aye
Maggie Downey, Clerk, Cape Light Compact	aye
Paul O'Keefe, Bourne Director	aye
Dean Keuch, Director at Large, Brewster	aye
John Scott, Chatham Director	aye
Peter Cabana, Dukes County Director	aye
Steve Gavin, Yarmouth Director	aye
John C. Checklick, Falmouth Director	aye
Martin McDonald, Eastham Director	aye
Steve Gavin, Yarmouth Director	aye

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. did not return to open (regular) meeting session.

Materials Distributed:

- October 20, 2011 Meeting Minutes
- September 15, 2011 Executive Meeting Minutes will be considered for acceptance during Executive Session
- Town of Oak Bluffs Membership Application
- Chris Powicki email