

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors

Meeting Minutes April 19, 2012

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. met in Regular Session on Thursday, April 19, at 10:50 a.m. in Conference Room 11/12 at the Barnstable Superior Courthouse, 3195 Main Street, Barnstable, Mass.

Present were: Charles McLaughlin, President/Director/Executive Member, Barnstable
Mark Zielinski, Treasurer/Director/Executive Member, Barnstable County
Maggie Downey, Clerk/Director/Executive Member, Cape Light Compact
Paul O'Keefe, Bourne Director
Chuck Hanson, Brewster Director
John Scott, Chatham Director
Peter Cabana, Dukes County Director
Martin McDonald, Eastham Director
John Checklick, Falmouth Director
Barry R. Worth, Harwich Director at Large/Executive Member
Richard Toole, Oak Bluffs Director
Bill Straw, Tisbury Director
Tim Twombly, West Tisbury Director

Remote

Participation: Richard Toole, Oak Bluffs Director

Counsel Present: Jeff Bernstein, Esq. BCK Law

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

Others Present: Richard Elrick, Town of Barnstable

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

E. Mark Zielinski announced that Richard Toole, Oak Bluffs Director, would be participating remotely due to health issues. A quorum was physically present at the meeting.

1. Public Comment

There were no members of the public present.

2. Approval of Meeting Minutes

The Board considered the March 15, 2012 Regular Session Meeting Minutes. *Barry Worth moved the Board to approve the minutes as presented, seconded by John Checklick, approved 11-0-2 with John Scott and Chuck Hanson abstaining as they were not present at the meeting.*

3. Nominations and possible vote for vacant Executive Committee Representative

Maggie Downey nominated John Checklick to replace K. Johnson as Executive Member, seconded by John Scott, approved 13-0-0.

4. Phase I Ground Mounted PV Project Update and Other Communications from Ron Collins

Ron discussed the Phase I Ground Mounted Project update. He said there may be a need to have the NSTAR interconnection studies, which are engineering solutions, show the overlap of Phase I and Phase II. Maggie Downey seconded that there is a need for a comprehensive engineering analysis to process the projects concurrently.

11:50 Martin McDonald left

Charles McLaughlin asked legal counsel to draft a contract amendment to the EMS naming The Town of Barnstable and adding additional insurance to Ace's EMS.

Ron Collins further discussed the key issue of whether NStar elects to allocate or cash out the value of net metering credits. The Board discussed having a meeting with NStar to include Mark Zielinski, Charles McLaughlin and Counsel. Questions for NStar will be how they are going to true-up the allocation month by month on each project for class 3 projects, and what back-up documentation will be provided monthly to CVEC. This is a complex allocation.

At 12:00 p.m. Maggie Downey moved the Board to recess seconded by Charles McLaughlin.

At 12:15 p.m. the Board reconvened.

5. Other Communications from Directors

The Board discussed Ace's request for an additional extension of 90 days.

Paul O'Keefe motioned the board to approve Ace's request for a 90 day extension, seconded by Chuck Hanson, approved 11-1-0. 1 objection from Peter Cabana.

6. Phase II PV Discussion

Items discussed by Board regarding Phase II:

- Broadway Electrical and CVEC held a press conference today to announce that Broadway has been awarded the Round II PV contract.
- Maggie Downey announced to members that they need to let her know if their towns are interested in a presentation.
- Richard Elrick and Paul O'Keefe will have the 2 documents necessary to be signed for their respective town council and/or school district.
- Maggie Downey requested from Ron Collins a word document with the needs of each site before an EMS can be signed.
- Discussion of governmental and private cap including the benefits.
- Charles McLaughlin requested BCK check with DOER on airport issue at Barnstable.
- Discussion of RFP Round III and possible closing of April or May 30th.

7. Update on Assembly of Delegates CVEC and CLC Inquiry

Charles McLaughlin shared that the Assembly prepared a draft document regarding the inquiry that is unavailable to the public. The final document will be available at their May 2nd meeting.

8. Recommendations from Special Commission on County Governance

The Special Commission recommended a firmer contract with CVEC.

9. FY13 Budget/Staff Discussion

The Board discussed the CVEC Proposed FY13 Operating Budget. Charles McLaughlin discussed the breakdown of legal fees and consulting fees. Some discussion from the Board on deciding if an executive director or an assistant will be needed and whether it will be a full time or part time position.

E. Mark Zielinski moved the Board at 1:50 p.m. to enter into Executive Committee due to not having a quorum of Directors at the meeting, seconded by Maggie Downey and voted unanimously in favor.

Roll call vote:

Charles McLaughlin, President/Director/Executive Member, Barnstable	aye
Mark Zielinski, Treasurer/Director/Executive Member, Barnstable County	aye
Maggie Downey, Clerk, Cape Light Compact/Executive Member	aye
Barry R. Worth, Harwich Director at Large/Executive Member	aye
John Checklick, Falmouth Director/Executive Member	aye

Barry Worth motioned the Executive Committee to approve the amended FY13 Operating Budget to be submitted to CLC for consideration, seconded by E. Mark Zielinski, approved 5-0-0.

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

At 1:54 pm. Upon Motion by Barry Worth, seconded by Mark Zielinski, 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/Director/Executive Member, Barnstable
Mark Zielinski, Treasurer/Director/Executive Member, Barnstable County
Maggie Downey, Clerk/Director/Executive Member, Cape Light Compact
Barry R. Worth, Harwich Director at Large/Executive Member
John Checklick, Falmouth Director/Executive Member

Barry Worth moved the Board at 2:00 p.m. out of Executive Committee into Regular Session, seconded by Maggie Downey.

Motion to adjourn made by Maggie Downey at 2:05 p.m. and seconded by Charles McLaughlin.