

Cape & Vineyard Electric Cooperative, Inc.
Meeting Minutes
October 18, 2012
9:40 a.m.

Present were: John Checklick, President/Director/Executive Member, Falmouth
Charles McLaughlin, Vice 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, Director/Executive Member, Director Dukes County
Martin McDonald, Eastham Director
Larry Cole, Harwich Director
Richard Toole, Oak Bluffs
James Killion, Sandwich Director
Bill Straw, Tisbury Director
Tim Twombly, West Tisbury Director
Steve Gavin, Yarmouth Director

Counsel Present: Jeff Bernstein, Esq. BCK Law

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

Absent: Richard White, Dennis Director
Vacant, Edgartown Director
Michael Richardson, Mashpee Director
John Jannell, Orleans Director
David Gardner, Provincetown Director

Public Present: Preston Ribnick, Wellfleet
James Rogers

1. Public Comment

One member of the public, Preston Ribnick of Wellfleet, provided comment.

Charles McLaughlin commented that CVEC submitted and RFP to explore where we are going and other options.

9:45 a.m. recess

9:50 a.m. recess

9:50 a.m. Jeff Bernstein arrived

9:55 a.m. Mark Zielinski arrived

Charles McLaughlin shared with the Board that Maggie Downey was recently recognized as “A Rising Woman in Clean Power” at the September 28th Clean Energy Education and Empowerment Symposium at the Massachusetts Institute of Technology. It was the inaugural event of a jointly created initiative of the U.S. Department of Energy and the MIT Energy Initiative. The C3E Awards recognize women in clean energy who have demonstrated leadership and high achievement. This includes their compelling impact in the field of advanced green energy and who are exemplary role models for all generations. Maggie was nominated and received the award for Policy and Advocacy, one of the six C3E award categories. The Board Congratulated Maggie for her much deserved recognition, her continued hard work and her commitment to Public Service.

2. Election of Officers

Consistent with the bylaws of the annual member meeting and directors meeting, five positions were open for election including, President, Treasurer, Clerk and two Members at Large. Maggie Downey, Clerk, opened the election whose terms will cover October 18, 2012 until the 2013 Annual Meeting.

Charles McLaughlin moved to nominate John Checklick as President, seconded by Peter Cabana and voted unanimously 15-0-0.

John Checklick requested a Vice President because he believes there will be a need when he is unable to attend meetings.

Peter Cabana moved to nominate Charles McLaughlin as Vice President, seconded by Mark Zielinski and voted unanimously 15-0-0.

Charles McLaughlin moved to nominate Mark Zielinski as Treasurer, seconded by Peter Cabana and voted unanimously 15-0-0.

Mark Zielinski moved to nominate Maggie Downey as Clerk, seconded by Peter Cabana and voted unanimously 15-0-0.

Charles McLaughlin moved to nominate Mark Zielinski as Chief Procurement Officer, seconded by Steve Gavin and voted unanimously 15-0-0.

ELECTION OF EXECUTIVE COMMITTEE

Martin McDonald moved to nominate John Checklick as Member at Large, seconded by Maggie Downey and voted unanimously 15-0-0.

Maggie Downey moved to nominate Peter Cabana as Member at Large, seconded by Bill Straw and voted unanimously 15-0-0.

Mark Zielinski motioned the Board to close the Annual Meeting, seconded by Charles McLaughlin and voted unanimously 15-0-0.

Board of Directors

10/18/12-10/18/13

Cape and Vineyard Electric Cooperative, Inc.

John Checklick, President/Director/Executive Member, Falmouth
Charles McLaughlin, Vice 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, Executive Member, Director Dukes County
Martin McDonald, Eastham Director
Larry Cole, Harwich Director
Richard Toole, Oak Bluffs Director
James Killion, Sandwich Director
Bill Straw, Tisbury Director
Tim Twombly, West Tisbury Director
Steve Gavin, Yarmouth Director

3. Approval of Meeting Minutes

John Checklick moved the Board to approve the August 16, 2012 Regular Session Meeting Minutes, seconded by Bill Straw, approved 13-0-2 with Tim Twombly and James Killion abstaining as they were not present at the meeting.

4. Annual Report

The Board discussed the Annual Report for Fiscal Year 2012. *Peter Cabana moved the Board to approve the FY12 Annual Report, seconded by Charles McLaughlin, and approved 15-0-0.*

5. Discussion of CVEC ByLaws

The Board discussed the Annual Report for Fiscal Year 2012. *Peter Cabana moved the Board to approve the FY12 Annual Report, seconded by Charles McLaughlin, and approved 15-0-0.*

6. Other Communication from Directors

- Mark Zielinski provided an update on Schedule Z regarding the cash out or credit allocation situation. Mark drafted Schedule Z for Ace & Broadway projects which he will present to NStar in order to move the issue along. The draft shows for every Host Project there is a system size in kilowatts, and the amount of energy used. The excess will be allocated to the rest of the members after the Host Members.
- Charles McLaughlin requested the mechanics of allocation for Round I and Round II on next month's Agenda.
- Peter Cabana suggested a project by project spreadsheet be prepared with the actual date CVEC filed with NStar and the amount of delay that has been incurred.
- The Board discussed NStar's delay and timeline.

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

At 11:09 a.m. Upon Motion by Charles McLaughlin, 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: John Checklick, President/Director/Executive Member, Falmouth	aye
Charles McLaughlin, Vice President/Director/Executive Member, Barnstable	aye
Mark Zielinski, Treasurer/Director/Executive Member, Barnstable County	aye
Maggie Downey, Clerk/director/Executive Member, Cape Light Compact	aye
Paul O'Keefe, Bourne Director	aye
Chuck Hanson, Brewster Director	aye
John Scott, Chatham Director	aye
Peter Cabana, Executive Member, Director Dukes County	aye
Martin McDonald, Eastham Director	aye
Larry Cole, Harwich Director	aye
Richard Toole, Oak Bluffs Director	aye
James Killion, Sandwich Director	aye
Bill Straw, Tisbury Director	aye
Tim Twombly, West Tisbury Director	aye
Steve Gavin, Yarmouth Director	aye

Maggie Downey announced the Board will reconvene in Regular Session at the conclusion of the Executive Session.

At 12:32 p.m. the Board returned to Regular Session.

Mar Zielinski suggested that CVEC proceed with Strategic Planning. November 2, and November 1 are scheduled for continued meetings of Strategic Planning.

John Checklick announced that the CVEC Agenda for 10/18/12 was posted at 9:15 a.m. on the CVEC website and on 2 public bulletin boards located at the Barnstable County Superior Courthouse.

Maggie Downey out at 1:30 p.m.

8. Presentation by Potential Vendor on Strategic Plan

LaCapra Associates provided a presentation to the CVEC Board regarding a Strategic Plan. Afterwards, there was some discussion by the Board on practical considerations; opportunities that make sense, using the benefits the Cooperative has to offer and becoming self-sustaining. The consensus of the Board is to hold on LaCapra for now and bringing in a Facilitator to help decide where the Board would like to go.

2:50 p.m. Chuck Hanson out

At 2:55 p.m. Tim Twombly moved the Board vote to adjourn, seconded by Martin McDonald and voted unanimously in favor.

Materials Distributed:

Annual Report 2011/2012