

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
January 3, 2013
Executive Session Meeting Minutes

The Executive Committee and Directors of the Cape & Vineyard Electric Cooperative, Inc. met in Executive Session on Thursday, January 3, 2013 at 11:13 a.m. in Rooms 11 & 12, Superior Court House, Barnstable, Mass.

PRESENT WERE:

John Checklick, President/Director, Falmouth
E. Mark Zielinski, Treasurer/Director, Barnstable County
Margaret Downey, Clerk/Director, Cape Light Compact
Charles McLaughlin, V. President/Director, Barnstable

PARTICIPATING REMOTELY BY TELEPHONE:

Peter Cabana, Executive Member/Director, Dukes County
Richard Toole, Director, Oak Bluffs
William Straw, Tisbury Director
Jeffery Bernstein, Esq. BCK Law, LLC
Audrey Eidelman, Esq. BCK Law, LLC

Staff Present:

Ronald Collins, Project Manger
Liz Argo, Consultant

OTHERS PRESENT:

Richard Elrick, Bourne/Barnstable Energy Coordinator

2. OPEN SESSION VOTE ON ENTRY INTO EXECUTIVE SESSION AND REQUIRED DECLARATIONS OF THE CHAIR

Following declarations from the Chair that the meeting convened in open session that the meeting was duly posted, *M. Downey moved the Committee vote to enter into Executive Session for the purpose of discussing an Open Meeting Law Complaint and Round II PV Procurement Strategy containing confidential and competitively sensitive information pursuant to MGL Chapter 30A § 21 (a)(1) and § 21 (a) 10 and not to reconvene in open session, seconded by C. McLaughlin and voted 5-0-0 in favor.*

3A. DISCUSSION OF OPEN MEETING LAW COMPLAINT

The Committee reviewed and discussed an Open Meeting Law Complaint dated lodged by Eric Bibler, 31 Old Hyde Road, Weston, Connecticut dated December 21, 2012. The Committee reviewed and approved its response.

3B. ROUND II PV PROCUREMENT STRATEGY DISCUSSION

Executive Committee members met to discuss the proposed amendments to the Energy Management Services Agreement and the Consent to Assignment sent by Broadway Electric on January 2, 2013. The Executive Committee discussed CVEC counsel's prepared Top Tier Concerns Upon Review of the Amendment to Energy Management Services Agreement for Solar Photovoltaic System and the Form Consent to Assignment and Agreement. The Executive Committee determined to meet in person with representatives from the lenders at some point after January 9, 2013 but before the next Executive Committee meeting on January 17, 2013 to discuss the changes proposed by the Broadway team. The Executive Committee reached consensus that it was prepared to cancel the project based upon the changes proposed by the Broadway team (which include the same expanded power of attorney already rejected by CVEC) but determined one last meeting with the lenders is necessary to discuss dealbreakers and determine whether there is any room for compromise. The Executive Committee then met with Broadway representatives to request the meeting and communicate CVEC's position that it is willing to look for another bidder if no agreement can be reached.

ADJOURNMENT

At conclusion of the meeting, C. McLaughlin moved the Executive Committee vote to adjourn, seconded by M. Zielinski and voted 5-0-0 in favor.

List of Documents:

December 21, 2012 Open Meeting Law Complaint from Eric Bibler (*public record*)
Amendment to EMSA Agreement (*exempt from public records disclosure pursuant to G.L. c. 4, §7, cl. 26 (s)(energy-related trade secrets or confidential information)*)

Form of Consent to Assignment (*exempt from public records disclosure pursuant to G.L. c. 4, §7, cl. 26 (s)(energy-related trade secrets or confidential information)*)

Top Tier Concerns Upon Review of Amendment to Energy Management Services Agreement (*Attorney/Client Privileged*) (*exempt from public records disclosure pursuant to G. L. c. 4, § 7, cl. 26 (d and s) (development of agency policy and energy-related trade secrets or confidential information)*)