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Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Executive Session Meeting Minutes
Wednesday, April 18, 2013

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The Executive Committee of the Cape & Vineyard Electric Cooperative met in Executive Session on Wednesday, April 18, 2013 at 10:41 a.m. in the 2nd floor conference room at the Barnstable Town Hall, 367 Main Street, Hyannis, Mass.

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PRESENT WERE:

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John Checklick, President/Director, Falmouth
Charles McLaughlin, V. President/Director, Barnstable @10:47 am
E. Mark Zielinski, Treasurer/Director, Barnstable County until 2:33 pm
Margaret Downey, Clerk/Director, Cape Light Compact until 2:33 pm
Peter Cabana, Executive Member/Director, Dukes County
Paul O'Keefe, Director, Bourne
Charles Hanson, Director, Brewster
John Scott, Director, Chatham
Joseph Bayne, Eastham
John Jannell, Director, Orleans @ 11:04 a.m. – 12:45 p.m.
Steven Gavin, Director, Yarmouth

ABSENT WERE:

Richard White, Director, Dennis
Vacant, Edgartown
Larry Cole, Director, Harwich
Michael Richardson, Director, Mashpee
Richard Toole, Director, Oak Bluffs
David Gardner, Director, Provincetown
James Killion, Director, Sandwich
William Straw, Director, Tisbury
Timothy Twombly, Director, W. Tisbury

COUNSEL & STAFF PRESENT:

Jeffrey Bernstein, Esq., BCK Law, LLC
Ronald Collins, Project Manager
Elizabeth Argo, Consultant
Jonathan Raab, Raab Associates @ 10:13 am
Karen Loura, Administrative Assistant

EXECUTIVE SESSION #1

At 10:41 a.m. Pres. Checklick requested agreement to change the order of the agenda and a vote to enter Executive Session pursuant to MGL Chapter 30A § 21(a)10 for:

- a. the purpose of considering Executive Session Meeting Minutes
- b. the purpose of discussing longer range confidential and competitively sensitive energy project and long-term contract opportunities, financing structures and organizational objectives and
- c. the purpose of discussing Route I and II PV procurement strategy

48 Pres. Checklick declared that an open session may have a detrimental effect on CVEC's negotiating
49 position. P. Cabana moved the Committee vote to change the order of the agenda and to enter into
50 Executive Session, seconded by M. Zielinski and voted unanimously in favor by roll call vote. (4-0-0)
51

52 M. Downey provided an update on Round I project status. Harwich is waiting system of assurance and all
53 except Harwich have been approved. American Capital Energy is closing on financing this month and it is
54 anticipated construction will start in June. Once Nstar is paid and construction started, there will be a
55 press conference.
56

57 At 10:47 a.m. C. McLaughlin arrived to the meeting.
58

59 Atty. Bernstein said the Memorandum of Understanding has been signed and a signed "side Letter" is
60 pending.
61

62 **PHASE II BROADWAY**

63 Atty. Bernstein distributed a project status listing. Pres. Checklick said a 10-day extension has been given
64 to W. Tisbury and Barnstable complete review of proposed changes and approve agreements. He also
65 said that Broadway has asked that Towns continue to cooperate with scheduling rather than wait until
66 after signing. M. Downey will contact J. Rand, W. Tisbury Administrator.
67

68 At 11:04 a.m. J. Jannell arrived to the meeting.
69

70 **STRATEGIC PLAN**

71 Dr. J. Raab reviewed process and history of Strategic planning. He said the CVEC has agreed the most
72 important issue has to do with time frame and revenue stream. He has polled membership to identify
73 their top 3 choices and received 15 responses. He provided a summary of responses received.
74

75 C. McLaughlin said Barnstable will begin the vetting parcels earlier so that they can identify fully publicly
76 supported parcels which will eliminate clunkers from nomination at Round III.
77

78 There was discussion concerning Article 97 which requires setting aside equal land. S. Gavin said this
79 would be a large hurdle and expense for the Town. The Department of Environmental Protection needs
80 to decide if the regulations will apply to renewables. L. Argo said the cape is starting to run out of parcels
81 and that it will be difficult to clear land if the municipal load is satisfied. J. Checklick said Falmouth has
82 not participated to date however interest in renewables is gaining momentum.
83

84 M. Downey announced receipt of the side letter from American Capital Energy – everyone cheered.
85

86 C. McLaughlin said it is in our interest to have the Article 97 question resolved. Solar panels sit on top of
87 land and are a compatible use. He urged this matter be added to the CVEC To Do list as there is a lot of
88 water preservation land which would be ripe for PV. P. Cabana said the requirement to replace trees
89 does not apply if erecting PV replacing other fuels which are not emitting Co². He said Senators Wolfe &
90 Madden understand this.
91

92 There was discussion concerning the timing of a municipal electric system. Atty. Bernstein said finance
93 ability is the bottom line. Once these projects are built it will make CVEC an more going concern that at
94 present.

95
96 12:00 – 12:33 Lunch Break
97

98 There was discussion concerning wholesale Power Procurement, develop projects and sell them and the
99 sale of electrons. M. Downey said if all projects go forward we will reach close to our municipal load in
100 kWh. Phase I PV will produce 1.2 MW and Phase II will produce an additional 6 MW. All projects benefit
101 all towns.

102
103 Development of PV at Mass. Military and Federal and State owned land did not make his top 3 due to
104 previous failed negotiations at those levels – the process is too time consuming and in the end they
105 couldn't sign a contract with CVEC. When it reached to the JAG they said they would not make an
106 agreement with CVEC unless CVEC participated in an RFP. P. O'Keefe said State-owned land may be much
107 easier to obtain permits
108

109 **EXECUTIVE SESSION MEETING MINUTES**

110 *J. Scott moved the Cooperative vote to approve the January 17, 2013 Executive Session Meeting Minutes,*
111 *seconded by P. Cabana. C. McLaughlin asked if J. Raab's Strategic Planning Notes are appropriate for*
112 *Executive Session. The Coop. then voted 9-1-1 in favor with J. Jannell abstaining.*

113
114 *At 12:36, P. Cabana moved to exit Executive Session, seconded by M. Downey and voted unanimously by roll*
115 *call vote in favor.*
116

117 **EXECUTIVE SESSION PART #2**

118 **OPEN SESSION VOTE TO ENTER INTO EXECUTIVE SESSION - PLANNING SESSION**

119 Following declarations by the President that an open session would potentially be detrimental to CVEC's
120 negotiating position as it relates to energy procurement at 1:45 pm, *P. Cabana moved (in Open Session)*
121 *the Coop vote to enter into Executive Session pursuant to MGL Chapter 30A §21(a)(10) for the purpose of*
122 *developing the longer-range confidential and competitively sensitive energy projects and long-term contract*
123 *opportunities, financing structures and organizational objectives and not to reconvene at the conclusion of*
124 *the session this day, seconded by M. Downey and voted by roll call vote 4-0-0 in favor.*
125

126 Dr. J. Raab, Raab Associates then presented the outline developed in the previous sessions.
127

128 At 2:03 pm C. McLaughlin returned to the meeting.
129

130 There was discussion about CLC & CVEC's mutual pursuit of wholesale procurement. P. Cabana, J. Bayne
131 and J. Checklick will work with CLC Staff about whole sale options available for the municipal load.
132

133 Pres. Checklick asked members to determine local interest in additional solar projects and to also think
134 about what sites remain for development once Phase II contracts are signed so that CVEC can issue the
135 RFP.
136

137 At approximately 3:45 pm, (following Dr. Raab's Notes) P. Cabana moved the Coop vote to adjourn,
138 seconded by P. O'Keefe and voted unanimously in favor.

139
140 Respectfully submitted,

141
142 Karen E. Loura
143 Administrative Assistant

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145
146 LIST OF DOCUMENTS USED:

- 147 • Draft CVEC Bylaw Amendments – *Attorney/Client Privileged*
- 148 • CVEC EMS PROCUREMENT PHASE II PROJECT STATUS (Necessary steps to Execution of
149 Agreements) – *Attorney/Client Privileged*

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151
152 Following are Dr. J. Raab's notes from the Planning Session:

153
154 **CVEC Strategic Planning Session**
155 **Thursday April 18, 2012—10:30 AM-2:30 PM**
156 **Location: Barnstable Town Hall, 367 Main Street, Hyannis, MA**
157 **Facilitator: Dr. Jonathan Raab, Raab Associates, Ltd.**
158 **Draft Meeting Summary (Related to Strategic Plan Only)**

159 Dr. Raab began by reviewing the steps the Board took thus far:

- 160 1. Brainstorming a long list of potential projects/strategies/options to pursue
- 161 2. Developing a second list of criteria to evaluate the various options
- 162 3. Putting the potential options and criteria in a matrix, and begin to populate matrix
- 163 4. Agree that two most important criteria for an initial sort should be:
 - 164 a. Near-term opportunity (1-3 years)
 - 165 b. Revenue generation potential for CVEC
- 166 5. Board then identified options that met those 2 criteria and completed matrix for those options (i.e.,
167 evaluated all of the criteria for those options)
- 168 6. Prior to the 3rd Board meeting on the Strategic Plan, Dr. Raab polled the Board on their top 3 selections.
169 15 Board members and CVEC staff completed the poll (results below)

170 Dr. Raab then showed the results of the poll (on the next page). He then led a discussion on each of the options
171 that received 5 affirmative responses or more in the polling, ask people to elaborate on the potential for the
172 option, and to give those who didn't support it an opportunity to express any concerns. Some of the comments
173 made during that discussion by option follows:

174 [REDACTED]

175 [REDACTED]

176 [REDACTED]

177 [REDACTED]

178 [REDACTED]

179 [REDACTED]

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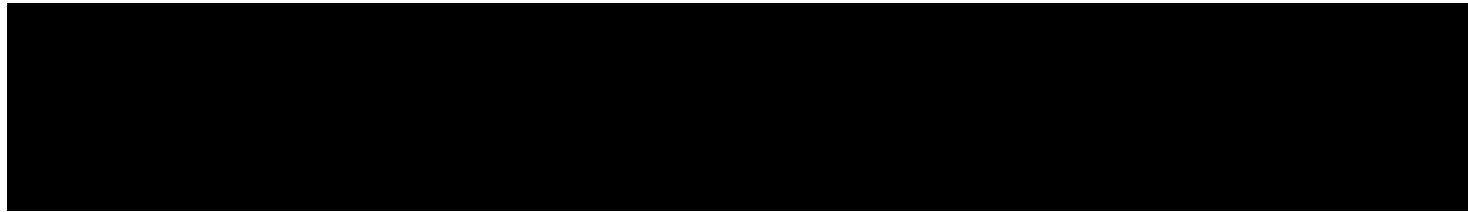
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Note Chart is redacted

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Note: Didn't finish the next steps—to be continued at the next meeting.

Draft