

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Executive Session Meeting Minutes
Thursday, November 7, 2013

The Executive Committee of the Cape & Vineyard Electric Cooperative, Inc. met in Executive Session on Thursday, November 7, 2013 in Conference Room 11/12, Barnstable Superior Courthouse, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

John Checklick, President/Director, Falmouth
Charles McLaughlin, V. President/Director, Barnstable
E. Mark Zielinski, Treasurer/Director, Barnstable County
Joseph Soares, Executive Member/Director, Cape Light Compact
Charles Hanson, Clerk/Director, Brewster
John Scott, Director, Chatham
S. Gavin, Director, Yarmouth
R. Toole, Director, Oak Bluffs remotely by teleconference phone
S. Wollenburg, Sr. Power Supply Planner, Cape Light Compact @ 10:48 a.m.

ABSENT WERE:

Peter Cabana, Executive Member/Director, Dukes County

COUNSEL & STAFF PRESENT:

Audrey Eidelman, Esq., BCK Law, LLC
Jeffrey Bernstein, Esq., BCK Law, LLC – remotely by teleconference phone until 12:20 p.m.
Liz Argo, CVEC Special Projects Coordinator
Karen Loura, Assistant Clerk

Following an open session vote, the CVEC Executive Committee met in Executive Session.

EXECUTIVE SESSION MEETING MINUTES

The Committee then considered the 10/9/13 Executive Committee Executive Session Meeting Minutes. C. McLaughlin moved the Committee vote to accept the minutes as presented, seconded by J. Checklick and voted 3/0/1 with M. Zielinski abstaining. Motion carried in the affirmative.

ROUND II PV PROCUREMENT STRATEGY DISCUSSION

The Committee then reviewed and discussed the draft First Omnibus Amendment Agreement (Attachment A) as prepared by BCK Law as a result of changes requested by Broadway and G&S Solar for the Round II PV Projects which have signed agreements. (18 projects listed on page 2 of working draft). Atty. Eidelman informed the Committee that the security, decommissioning and assignment changes are universal to all agreements. The Committee also discussed the proposed amendments regarding G&S's interconnection cost sharing proposal for 5 delayed projects (Barnstable Airport, Barnstable Fire District, Barnstable Independence Park, Brewster Commerce Park and Chatham Airport). G&S requested a change in the formula for interconnection cost sharing because the current formula does not fully reimburse their investors for payment of the utility upgrade costs. The Committee discussed a counter proposal and additional terms to the amendment to allow for a site host to prepay the utility upgrade costs. The Committee agreed that the President and Treasurer would work with Broadway and G&S to discuss CVEC's counter proposal and finalize the language in the Omnibus Amendment Agreement. *J.*

Soares moved the Executive Committee authorize the President and Treasurer to complete negotiations and finalize omnibus amendments, seconded by C. McLaughlin and voted unanimously by roll call vote in favor (4/0/0)

12:30 – 12:45 Recess

ROUND I PV PROCUREMENT STRATEGY DISCUSSION

Atty. Eidelman then updated the Committee relative to documents being executed for the Round I PV Projects with American Capital Energy including 1st Amendments and Lease Agreements. J. Checklick asked for a motion indicating that all previous acts of, and all other contracts, agreements, documents, papers, certificates and instruments previously executed and delivered by the President, Clerk, Treasurer, Chief Procurement Officer or other officer of the Cape & Vineyard Electric Cooperative, Inc. in connection with a solar project awarded to American Capital Energy, Inc. pursuant to the Cape & Vineyard Electric Cooperative's Energy Management Services Request for Proposal for PV Systems dated October 20, 2010, are hereby ratified, confirmed and approved. J. Soares so moved, seconded by C. McLaughlin. Atty. Eidelman explained BCK is requesting that the Executive Committee take this vote as it is typical of those taken when an opinion of counsel is requested (ACE/Clean Focus requested an opinion of counsel after CVEC took the votes in October to approve the amendments to the solar project agreements). BCK requests that this vote be taken by the Executive Committee and by the full Board at the meeting on the 21st. She said these votes are commonly required when legal opinions are requested for project finance closings. In essence this vote wraps up all votes and confirms that everything was done correctly. *The Executive Committee then voted unanimously in favor by roll call vote (4/0/0).*

APPEAL PROCESS AND LITIGATION STRATEGIES RELATIVE TO THE YARMOUTH ZBA DENIAL OF THE DENNIS/YARMOUTH SOLAR PROJECTS.

[REDACTED]

[REDACTED]

At 1:30 p.m., J. Soares moved the Committee vote to adjourn, seconded by M. Zielinski and voted unanimously in favor.