

Cape & Vineyard Electric Cooperative, Inc.
Board of Directors and Executive Committee
Open Session Meeting Minutes
Thursday, November 21, 2013

The Cape & Vineyard Electric Cooperative, Inc. Executive Committee and Board of Directors met on Thursday, November 21, 2013 at 9:41 a.m. in Conference Room 11/12, Barnstable Superior Courthouse, 3195 Main Street, Barnstable MA 02630

Present were:

John Checklick, President/Executive Committee Member/Director, Falmouth
Charles McLaughlin, V. President/Executive Committee Member/Director, Barnstable
Peter Cabana, Executive Committee Member/Director, Dukes County
Joseph Soares, Executive Committee Member/Cape Light Compact Outgoing
Stephan Wollenburg, Executive Committee Member/Cape Light Compact Incoming
Charles Hanson, Clerk/Director, Brewster
Joseph Bayne, Director, Eastham
Pam Dolby, Acting Director, Edgartown
Lawrence Cole, Director, Harwich
Ronald Collins, Director, Orleans
David Gardner, Director, Provincetown
William Straw, Director, Tisbury
Jennifer Rand, Director, W. Tisbury
Steven Gavin, Director, Yarmouth

ABSENT WERE:

E. Mark Zielinski, Treasurer/Executive Committee Member/Director, Barnstable County
Bourne, Vacant
John Scott, Director, Chatham Richard
White, Director, Dennis Michael
Richardson, Director, Mashpee
Richard Toole, Director, Oak Bluffs
James Killion, Director, Sandwich

COUNSEL & STAFF PRESENT:

Audrey Eidelman, Esq., BCK Law, PC
Liz Argo, CVEC Special Projects Coordinator
Karen Loura, Assistant Clerk

Public Present:

None

CALL TO ORDER

With a quorum of the Board of Directors present, Pres. Checklick called the meeting to order at 9:41 a.m. stating that the meeting had been duly posted in compliance with the Open Meeting Law on November 18, 2013 @ 3:35 p.m. at <http://documents.cvecinc.org/agendas/2013/2013%2010%2017%20agenda.pdf> and the exterior Meeting Notice Board at Superior Courthouse. He introduced newly appointed Cape Light Compact Board Director, Stephan Wollenburg to replace retiring Joseph Soares. He introduced Pam

Dolby, Edgartown Town Administrator, Acting Director to fill the vacancy created by the resignation of Kitt Johnson.

PUBLIC COMMENT

None

APPROVAL OF MEETING MINUTES

The Executive Committee then considered the November 7, 2013 Meeting Minutes. Three corrections were made. *J. Soares, moved the Board vote to approve the minutes as corrected, seconded by C. Hanson and voted 3-0-1 in favor with P. Cabana abstaining. Motion carried in the affirmative.*

ROUND 1 PV GROUND BREAKING CEREMONIES

L. Argo, Special Projects Coordinator then provided an update on several PV System Groundbreaking Ceremonies held for Phase I to be constructed by American Capital Energy (ACE). C. McLaughlin will officiate upcoming Barnstable Groundbreaking on Tuesday, 11/28 @ 2:00 p.m. L. Argo submitted pamphlets relative to the ground breakings. B. Straw requested a correct chronology detailing the 2-year history be developed to demonstrate events which occurred and created delays in the process. He said CVEC has egg on its face because of the amount of time between contracting and construction due to delays by NStar which were beyond CVEC's control. There was discussion about the many factors contributing to the delay including the financial market and the drop in the SREC market. It was agreed L. Argo would draft the chronology to be circulated among the membership prior to release in January. It was noted that timing is the same whether projects are developed privately or by the Cooperative. It was also noted the vast difference in scale between those projects and CVEC Projects. There was discussion about the Aquinnah project and about the benefit of going through CVEC where the Towns are insulated and the taxpayer is not put at risk. S. Gavin said Town of Yarmouth constructed PV on top of effluent storage facility in less than a year. B. Straw said a system was constructed on a quarry in 8 months. C. McLaughlin said in the long run it will all have been well worth doing and said we can learn from our review is what CVEC can do differently in the future.

EXECUTIVE SESSION MINUTES "REVIEW FOR RELEASE" PROCESS

The Board then discussed review process for Executive Session Meeting Minutes. C. McLaughlin, M. Zielinski, and C. Hanson agreed to serve on a Subcommittee. *J. Rand moved to approve a committee and process for review of Executive Session Meeting Minutes to determine those appropriate for release to the public record, seconded by P. Cabana.* Discussion followed. J. Rand said she favors a proactive release process for release of minutes sooner rather than later. She said she hopes for a report at the next Board of Directors meeting. BCK Law will provide a method of review. P. Cabana said, as an example, the Cape Light Compact Board released Executive Session Minutes approved at yesterday's Board Meeting which were redacted during the meeting. S. Gavin said the subcommittee would not keep minutes of its meetings but should keep a record or notes which could be used as guidelines for future subcommittees. C. McLaughlin said the process includes recommendations being brought back to the President and once approved minutes and redacted minutes are released to the public records. *The Board then voted unanimously in favor of the motion (13-0-0).*

DISCUSSION OF DRAFT SCOPE OF SERVICES FOR NET METERING BILLING & CONSULTING

Following discussion, *C. McLaughlin moved the Board vote to authorize the Executive Committee to issue a Request for Proposals (RFP) relative to Net Metering Billing & Consulting Services, seconded by P. Cabana.*

Discussion concerning seeking expertise to assist in developing an RFP as well as evaluation of responses ensued. *S. Gavin moved to amend the motion to also authorize the Executive Committee to engage an owner's agent to provide guidance, seconded by P. Cabana. The Board then voted unanimously in favor to amend the motion. (13-0-0). S. Gavin then moved to further amend the motion to also authorize the Executive Committee to expend up to \$10,000 for owners' agent services, seconded by P. Cabana.* There was discussion about whether or not this expenditure is in the budget. There are funds available for consulting within the budget as well as unspent funds for salary for a General Manager position which the Board has not moved on due to anticipated legal expenses. B. Straw asked if it would be possible for the Town of Tisbury to take this accounting service upon itself for its portion of generation. It was determined that it would not seem economically beneficial for Tisbury. J. Rand said as Town Manager the Town would not want to take on that responsibility as it is not equipped in any way to do so. *The Board then voted unanimously in favor of the amendment to the motion (13-0-0). The Board then voted on the amended motion unanimously in favor (13-0-0).* J. Bayne reported regret he has been unable to attend the Software Subcommittee meetings and offered to be replaced. Pres. Checklick recommended he continue on the Subcommittee -- by agreement.

CVEC AUDIT OF FINANCIAL STATEMENTS

A letter entitled "The Required Communication with Those Charged with Governance" prepared by Sullivan Rogers & Company, LLC dated October 25, 2013 for the period of July 1, 2010-June 30, 2012 and accompanying report dated September 13, 2013 were distributed. Pres. Checklick requested the members review the Letter and Report. He requested comment, discussion and consideration of acceptance take place at the next Board of Directors Meeting. He asked members email questions to him in the meantime which he will take to M. Zielinski, Treasurer. The Board acknowledged receipt of the letter and report.

STRATEGIC PLAN

B. Straw asked for discussion relative to the Strategic Plan. He asked if CVEC is staying on track. Pres. Checklick explained it is not listed on the Agenda for discussion and that CVEC used to list "Directors Reports" as an agenda item. He said he will list time for Director's Reports on future agendas. He also invited Directors to contact him with items they would like included on Meeting Agendas. He agreed the Strategic Plan Focus Discussion should be included on the January Agenda and that regional presentations are also to be done. L. Cole referenced a 10/31/13 letter from Harwich Selectmen to which CVEC should respond.

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

At 11:30 a.m. *P. Cabana moved the Board vote to enter into Executive Session pursuant to MGLA Ch. 30A § 21 (a) (3) & (10), seconded by L. Cole.* Pres. Checklick requested an Executive Session to consider Executive Session Meeting Minutes, Round I & II PV procurement strategy discussion and potential vote and litigation strategy with respect to the Yarmouth ZBA denial of the Dennis/Yarmouth Solar Projects and to hear presentations regarding renewable energy procurement options. He stated an open meeting may have a detrimental effect on CVEC's ability to conduct business in relation to other entities making, selling or distributing electric power and energy and that the consideration of the purchase, exchange, lease or value or of real property will have a detrimental effect on CVEC's negotiating position as a public body and a detrimental effect on the bargaining or litigating position of the public body. He also stated CVEC would not return to open session this day. *The Board then voted by roll call vote as follows:*

Charles McLaughlin, Barnstable Yes Steven Gavin, Yarmouth Yes

<i>Joseph Soares, Cape Light Compact</i>	<i>Yes</i>	<i>David Gardner, Provincetown</i>	<i>Yes</i>
<i>Lawrence Cole, Harwich</i>	<i>Yes</i>	<i>William Straw, Tisbury</i>	<i>Yes</i>
<i>Pam Dolby, Edgartown</i>	<i>Yes</i>	<i>Peter Cabana, Dukes County</i>	<i>Yes</i>
<i>Jennifer Rand, W. Tisbury</i>	<i>Yes</i>	<i>Joseph Bayne, Eastham</i>	<i>Yes</i>
<i>Ronald Collins, Orleans</i>	<i>Yes</i>	<i>John Checklick, Falmouth</i>	<i>Yes</i>
<i>Charles Hanson, Brewster</i>	<i>Yes</i>		

Motion carried in the affirmative.

Respectfully submitted,

Karen E. Loura
Assistant Clerk

List of Documents & Exhibits:

- Meeting Agenda
- 11/7/13 Draft Executive Committee Open Session Meeting Minutes
- PV Groundbreaking Pamphlets
- Draft Scope of Services for Net Metering/billing & Consulting Services
- 10/25/13 Sullivan & Rogers letter and 9/13/13 Audit Report