

Cape & Vineyard Electric Cooperative, Inc.
Board of Directors and Executive Committee
Executive Session Meeting Minutes
Thursday, March 27, 2014

The Cape & Vineyard Electric Cooperative, Inc. Executive Committee and Board of Directors met on Thursday, March 27, 2014 @ at 12:15p.m. in Conference Room 11/12, Barnstable Superior Courthouse, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

1. John C. Checklick, President/Director, Falmouth
2. Charles McLaughlin, V. President/Director, Barnstable
3. E. Mark Zielinski, Treasurer/Director, Barnstable County
4. Peter Cabana, Executive Committee Member/Director, Dukes County
5. Stephan Wollenburg, Executive Committee Member/Cape Light Compact
6. Joseph Bayne, Director, Eastham
7. Lawrence Cole, Director, Harwich
8. Richard Toole, Director, Oak Bluffs
9. Peter J. Petas, Director, Provincetown
10. William Straw, Director, Tisbury
11. Steven Gavin, Director, Yarmouth

ABSENT WERE:

Jon Nelson, Bourne
Charles Hanson, Clerk/Director, Brewster
John Scott, Director, Chatham
Richard White, Director, Dennis
Pam Dolby, Director, Edgartown
Michael Richardson, Director, Mashpee
Ronald Collins, Director, Orleans
James Killion, Director, Sandwich
Jennifer Rand, Director, W. Tisbury

COUNSEL & STAFF PRESENT:

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

OPEN SESSION VOTE TO ENTER INTO EXECUTIVE SESSION

At 12:15 p.m. Pres. Checklick requested an Executive Session to consider, discuss and potentially vote on Executive Session Meeting Minutes, 3/15/14 Open Meeting Law Complaint, Phase I & II PV procurement, Yarmouth ZBA denial of the Dennis/Yarmouth Solar Projects, 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 return to open session at the conclusion of the Executive Session. *L. Cole moved the Board vote to enter into Executive Session pursuant to MGLA Ch. 30A § 21 (a) (3) & (10) seconded by P. Cabana. The Board then voted unanimously by roll call as follows:*

*Cape & Vineyard Electric Cooperative Inc.,
March 27, 2014 Executive Session Meeting Minutes*

J. Checklick, Falmouth	Yes	J. Bayne, Eastham	Yes
C. McLaughlin, Barnstable	Yes	R. Toole, Oak Bluffs	Yes
M. Zielinski, Barnstable County	Yes	P. Cabana, Dukes County	Yes
L. Cole, Harwich	Yes	W. Straw, Tisbury	Yes
S. Gavin, Yarmouth	Yes	P. Petas, Provincetown	Yes
S. Wollenburg, Cape Light Compact	Yes		

Motion carried in the affirmative.

CONSIDERATION OF MEETING MINUTES

L. Cole moved the Board vote to table consideration of the 1/16/14 Executive Session Meeting minutes and restructure them to meet Attorney General Guidelines, seconded by S. Wollenburg and voted unanimously in favor by roll call vote as follows:

J. Checklick, Falmouth	Yes	J. Bayne, Eastham	Yes
C. McLaughlin, Barnstable	Yes	R. Toole, Oak Bluffs	Yes
M. Zielinski, Barnstable County	Yes	P. Cabana, Dukes County	Yes
L. Cole, Harwich	Yes	W. Straw, Tisbury	Yes
S. Gavin, Yarmouth	Yes	P. Petas, Provincetown	Yes
S. Wollenburg, Cape Light Compact	Yes		

Motion carried in the affirmative.

The Board then Considered the July 18, 2013 Executive Session Meeting Minutes as the Board became aware these, by oversight, were not previously presented for consideration. *J. Bayne moved the Board vote to accept the minutes as presented, seconded by P. Cabana and voted unanimously in favor by roll call vote as follows:*

J. Checklick, Falmouth	Yes	J. Bayne, Eastham	Yes
C. McLaughlin, Barnstable	Yes	R. Toole, Oak Bluffs	Abstained
M. Zielinski, Barnstable County	Yes	P. Cabana, Dukes County	Yes
L. Cole, Harwich	Yes	W. Straw, Tisbury	Yes
S. Gavin, Yarmouth	Yes	P. Petas, Provincetown	Abstained
S. Wollenburg, Cape Light Compact	Abstained		

Motion carried 8-0-3 in the affirmative.

DISCUSSION OF 3/15/14 OPEN MEETING LAW COMPLAINT FROM E. BIBLER OF WESTON CT

The Board reviewed a draft response to the 3/15/14 OML Complaint lodged by E. Bibler in a 30-page email as prepared by Atty. E. O'Toole of BCK Law, PC with a draft Meeting Minute Policy appended. The Board agreed to review the draft policy while in Open Session. The Board discussed the complaint. There was discussion about the Assembly of Delegates Resolution requesting Attorney General Investigation. The Resolution was passed to the County Commissioners who rejected it. M. Zielinski reported the Assembly never issued a valid Resolution.

There was discussion about monitoring Director meeting attendance. Pres. Checklick said according to the Bylaws, attendance has been recorded for a year and the Board should probably send a letter to Member Towns in April. Directors from Dennis, Sandwich and Mashpee do not attend meetings.

To ensure a quorum would be present for voting purposes, the President re-ordered the agenda and the Board agreed to take up item 14(G).

RENEWABLE ENERGY PROCUREMENT OPTIONS

The Board discussed providing a Power Sales Agreement to be used between CVEC and Non-host off-takers of excess generation and reviewed a draft as prepared by BCK Law PC. There was discussion about Net Metering Credits and a discussion about credits as offset by production and to make usage match credits. Towns unable to use all credits due to low usage then they go into a pool and there is a 50% split. There was discussion about Barnstable Airport production with the loss of Independence Park generation. There was discussion about Schedule Z and CVEC's ability to revise and file twice/year. There was discussion about the Level II ASHRAE Audits reducing municipal usage. There was discussion about the private off-taker market for NM Credits.

S. Wollenburg moved the Board vote to approve the document subject to clarifications, seconded by J. Bayne. Atty. Bernstein said clarification can be provided by Atty. O'Toole. Discussion about the production pool followed. *The Board then voted by roll call as follows:*

J. Checklick, Falmouth	Yes	S. Wollenburg, Cape Light Compact	Yes
P. Petas, Provincetown	Yes	J. Bayne, Eastham	Yes
C. McLaughlin, Barnstable	Yes	R. Toole, Oak Bluffs	Yes
M. Zielinski, Barnstable County	Yes	P. Cabana, Dukes County	Yes
L. Cole, Harwich	Yes	W. Straw, Tisbury	Yes
S. Gavin, Yarmouth	Yes		

Motion carried in the affirmative.

ROUND I PV

The Board then reviewed a draft Second Amendment to the Intergovernmental Net Metered Power Sales Agreement to provide for revenue sharing for each host town. Atty. Bernstein reviewed the amendment with the Board. *J. Bayne moved to approve the second amendment as drafted by BCK Law, PC dated 3/27/14, subject to approval by Clean Focus, seconded by M. Zielinski.* Once approved by Clean Focus, the Amendments are forwarded to Towns seeking their approval. There was discussion about Round I Invoicing Process. *The Board then voted by roll call vote as follows:*

J. Checklick, Falmouth	Yes	S. Wollenburg, Cape Light Compact	Yes
P. Petas, Provincetown	Yes	J. Bayne, Eastham	Yes
C. McLaughlin, Barnstable	Yes	R. Toole, Oak Bluffs	Yes
M. Zielinski, Barnstable County	Yes	P. Cabana, Dukes County	Yes
L. Cole, Harwich	Yes	W. Straw, Tisbury	Yes
S. Gavin, Yarmouth	Yes		

Motion carried in the affirmative.

ROUND II PV

The Board discussed the status of bonds due from G&S on the Round II Projects. CVEC has not received bonds for approximately 1/2 of the projects in Round II. Outstanding bonds have been promised for the remaining projects once G&S has a contractor lined up. Without bonds for all contracted sites places them in jeopardy of default. There was strategy discussion

At 2:00 p.m. J. Bayne left the meeting. Without a quorum of the Board of Directors, a meeting of the Executive Committee ensued from this point forward

ROUND II PV PROJECTS IN SREC II

There was discussion about Brewster (Commerce Park) & Barnstable (Independence Park) defaults against Broadway for failing to post funding in December to secure placement in the SREC II System of Assurance. Brewster and Barnstable are awaiting PPA pricing. M. Zielinski said according to calculations provided by L. Argo the energy produced would exceed usages.

At 2:05 p.m. P. Petas left the meeting.

YARMOUTH ZBA DENIAL OF DY SOLAR PROJECTS

[REDACTED]

[REDACTED]

At 2:18 p.m., P. Cabana moved the Executive Committee vote to adjourn from Executive Session and return to Regular Session, seconded by S. Wollenburg and voted unanimously in favor.

Respectfully submitted,

Karen E. Loura
Assistant Clerk

List of Documents used:

- January 16, 2014 & July 18, 2013 Executive Session Meeting Minutes
- Draft response to 3/15/14 OML Complaint (Confidential & Privileged Information - Exempt from public records disclosure)
- Draft Inter-governmental Net Metered Power Sales Agreement between CVEC and non-member host Towns. (Confidential & Privileged Information - Exempt from public records disclosure)
- Draft 2nd Amendment to Phase I Intergovernmental Power Sales Agreement.