

Cape & Vineyard Electric Cooperative, Inc.
Board of Directors and Executive Committee
Open Session Meeting Minutes
Thursday, April 10, 2014

The Cape & Vineyard Electric Cooperative, Inc. Board of Directors met on Thursday, April 10, 2014 @ at 11:30 a.m. in The Harborview Conference Room, Old Jail, Barnstable County Court Complex, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

1. John C. Checklick, President/Director, Falmouth
2. E. Mark Zielinski, Treasurer/Director, Barnstable County
3. Peter Cabana, Executive Committee Member/Director, Dukes County
4. Stephan Wollenburg, Executive Committee Member/Cape Light Compact
5. John Scott, Director, Chatham
6. Joseph Bayne, Director, Eastham
7. Lawrence Cole, Director, Harwich
8. Ronald Collins, Director, Orleans
9. Peter J. Petas, Director, Provincetown
10. William Straw, Director, Tisbury
11. Jennifer Rand, Director, W. Tisbury
12. Steven Gavin, Director, Yarmouth

ABSENT WERE:

Charles McLaughlin, V. President/Director, Barnstable
Jon Nelson, Bourne
Charles Hanson, Clerk/Director, Brewster
Richard White, Director, Dennis
Pam Dolby, Director, Edgartown
Michael Richardson, Director, Mashpee
Richard Toole, Director, Oak Bluffs
James Killion, Director, Sandwich

COUNSEL & STAFF PRESENT:

Jeffrey Bernstein, 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 11:46 a.m. stating that the meeting had been duly posted in compliance with the Open Meeting Law on April 8, 2014 @ 11:22 a.m. on the CVEC website and exterior Public Meeting Notice Board at the Barnstable Superior Courthouse

NO PUBLIC COMMENT PERIOD

CONSIDERATION OF MEETING MINUTES

The Board then considered the March 27, 2014 Open Session Meeting Minutes. P. Cabana offered to amend pg. 2, Update on CVEC PV Initiative-Phase I – 3rd bullet by adding that he would like to see each site on the Vineyard have a groundbreaking ceremony. L. Cole offered a correction at the motion to enter into executive

session at the bottom of page 4 as he did not make and second the motion. The record reflects that S. Wollenburg made the motion. *S. Wollenburg moved the Board vote to accept the minutes as amended, seconded by S. Gavin and voted unanimously in favor with R. Collins, J. Scott and J. Rand abstaining (9-0-3).*

The Board then considered the January 16, 2014 Open Session Meeting Minutes. *S. Wollenburg moved to accept the minutes as presented, seconded by J. Bayne and voted unanimously in favor with S. Gavin., P. Petas, J. Rand abstaining (9-0-0)*

BOARD ATTENDANCE

Pres. Checklick reviewed the Bylaws relative to meeting attendance requirements. In accordance with the Bylaws, a cover letter and attendance records for 2013 and year to date attendance will be sent to member towns.

CVEC INSURANCE

M. Zielinski submitted a copy of the Insurance Policy Declarations Page to Pres. Checklick and reviewed the insurance provided. CVEC has insurance through PUMA – the policy is on file and available in his office. He reviewed coverage amounts and reported CVEC's annual premium is \$8,000. Interested Directors may request a copy of the Declarations Page from either J. Checklick or M. Zielinski.

PV INITIATIVE PHASE I UPDATE

L. Argo provided an update on NSTAR's review of the Schedule Z's. A few changes were required to remove dead accounts appearing on the Schedule. In addition, Barnstable County Airport is considered two projects vs. one. The meters/accounts were set up in the name of the developer "American Capital Energy" (ACE). These will need to be transferred to CVEC. There was discussion as to whether the clock is restarted pushing out the deadline to decide whether they will use the cash-out or allocation method with each requested change. L. Argo said it does not seem as though they are but added that they may resort to that if pressured. She reported Paul Kelly of NSTAR indicated there may be a decision by next Friday (4/18/14). ACE systems will be ready to deploy on May 1, 2014 and NSTAR should know the accounting method by the day the systems become operational. There was discussion about the process of notice when the systems are ready and the NSTAR witness test requirements. There is the potential to wait until September for NSTAR witness testing.

L. Argo reported Cape Light Compact will be asked to fund signage naming CVEC as the owner and Cape Light Compact as the funding source for the systems. Harwich has erected signs at the Queen Anne Road system site. These will be replaced with CVEC signs.

It was reported that the cement blocks used in construction came from Rehoboth, Mass.

B. Straw requested graphics of typical signage be emailed. He said the signs would not be erected until July 1, 2014 and he thought the Member Directors could help to obtain Building Permits.

L. Argo updated the Board relative to concerned and upset residents in the vicinity of the Nunnepog System. She reported black fencing and plantings chosen by residents will be used to screen the view of the panels. Construction activity is also causing some disruption. B. Straw requested the developers submit an 8x10 landscaping plan and/or complete landscaping ahead of construction in the future.

P. Cabana requested an agenda item for a discussion to consider passing future MV projects through the Martha's Vineyard Commission because these are developments of regional impact. Pres. Checklick responded CVEC must contract with member towns. M. Zielinski added that a member Town has the opportunity to refer one of CVEC's projects by making a recommendation to the MV Commission. It was agreed to add this topic to the agenda for discussion at a future meeting.

PV INITIATIVE – PHASE II

L. Argo reported the developer has broken ground at the Barnstable Airport site and the Barnstable Fire District. Pres. Checklick reported receipt of bonds – there are 9 projects absolutely being developed by G&S which are underway. A lack of installers had placed the remaining projects in limbo; however G&S has resolved this and are moving forward with all projects (17 in total excluding Mattacheese & Wixon schools). J. Wienslaw is working with G&S. He is on Martha's Vineyard today and was in Orleans yesterday.

PSA'S FOR SALES TO MEMBER TOWNS

L. Argo updated the Board on progress finding "off-takers" for excess generation. She said Falmouth Schools use 4.5 million kWh. They are part of the Town but have separate budgeting. She provided a review of usages for Dukes County, Orleans, and Barnstable County agreeing to purchase excess generation. There was discussion about implementing deadlines for Letters of Intent and execution of Power Sales Agreements. As systems come on line, firm commitments are necessary. Pres. Checklick said June 1st is a good target date to execute all PSA's. A letter of Intent provides a 60-day timeline to sign the PSA for exclusivity of participation and special allotment of Net-metering credits. At the expiration of 60 days in the absence of an executed PSA, exclusivity would elapse and CVEC would be in the position to actively seek alternate "off-takers". L. Argo discussed the situation with Orleans. It was thought Town of Falmouth participation would require a Town Meeting Vote where the Falmouth Schools may have more flexibility to participate.

Recess 12:35 pm – 12:47 pm

NET METERING & BILLING CONSULTANT – CONTRACT

The Board then reviewed the draft agreement to be used for net-metering accounting and billing services between CVEC and Peregrine Energy Group and agreed to several amendments. L. Argo provided comment and feedback she received on the draft. *J. Rand moved the Board vote to approve the amended agreement form, seconded by S. Wollenburg and voted unanimously in favor (12-0-0)*

MEETING MINUTES POLICY/GUIDELINES

The Board then reviewed the Draft CVEC Policies Regarding Minute Taking, Review and Release of Executive Session Minutes and related matters as prepared by BCK Law, P.C. There was discussion relative to #4 Availability of Minutes on CVEC's Website and 3 edits were discussed. P. Petas objected to posting draft minutes on the website. Pres. Checklick explained this policy was adopted due to the infrequency of meetings and in an effort to demonstrate transparency. There was discussion about whether the minutes would be available at no cost. *M. Zielinski moved the Board vote to approve the minutes policy as amended, seconded by P. Cabana.* Discussion relative refinement of the language of the amendments followed and it was requested to table the vote to the next meeting once revisions were made. *M. Zielinski withdrew his motion. P. Cabana withdrew his second.* By agreement revised draft policy would be tabled to the next meeting.

BANKING SERVICES

L. Argo reported Century Bank is providing needed services.

CVEC 7

Pending additional research, this topic was tabled to the next meeting. L. Argo will continue seeking resolution to the O&M requirements. S. Wollenburg suggested ConEdison Solutions be approached with a request to amend the requirements.

PHASE I CASH FLOW REQUIREMENTS

M. Zielinski, Treasurer and L. Argo will attend the next Cape Light Compact Meeting to request a loan to provide cash flow during the PV solar projects start-up periods.

EXECUTIVE SESSION

At approximately 1:15 p.m. Pres. Checklick requested an Executive Session pursuant to MGL Ch. 30A § 21 (a) (10) to consider, discuss and potentially vote on Executive Session Meeting Minutes, Phase II PV and projects in SREC 2, and 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. *M. Zielinski moved the Board vote to enter into Executive Session pursuant to MGLA Ch. 30A § 21 (a) (10) seconded by P. Cabana and P. Petas and voted by roll call vote as follows:*

<i>M. Zielinski, Barnstable County</i>	<i>Yes</i>	<i>J. Bayne, Eastham</i>	<i>Yes</i>
<i>S. Gavin, Yarmouth</i>	<i>Yes</i>	<i>P. Petas, Provincetown</i>	<i>Yes</i>
<i>W. Straw, Tisbury</i>	<i>Yes</i>	<i>S. Wollenburg, Cape Light Compact</i>	<i>Yes</i>
<i>P. Cabana, D. County</i>	<i>Yes</i>	<i>R. Collins, Orleans</i>	<i>Yes</i>
<i>L. Cole, Harwich</i>	<i>Yes</i>	<i>J. Scott, Chatham</i>	<i>Yes</i>
<i>J. Rand, W. Tisbury</i>	<i>No</i>	<i>J. Checklick, Falmouth</i>	<i>Yes</i>

Motion carried by majority vote 11-1-0

Respectfully submitted,

Karen E. Loura

Assistant Clerk

List of Documents used during the meeting:

- Meeting Minutes
- Draft Billing/Net Metering Software and Management contract form. "Master Independent Contractor Agreement
- Draft Meeting Minutes & Posting Policy