

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Executive Session Meeting Minutes
Thursday, June 5, 2014

The Cape & Vineyard Electric Cooperative, Inc. Executive Committee met in Executive Session on Thursday, June 5, 2014 @ 1:43 p.m. in Conference Room 11/12, Superior Court House, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

1. John C. Checklick, President/Executive Committee Member/Director, Falmouth
2. Charles McLaughlin, V. President/Executive Committee Member/Director, Barnstable @ 10:47 am
3. P. Cabana, Member at Large/Executive Committee Member/Director, Dukes County
4. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact
R. Collins, Director, Orleans
Steve Gavin, Director, Yarmouth

LEGAL COUNSEL

Audrey Eidelman, Esq. BCK Law, by phone

ABSENT WERE:

E. Mark Zielinski, Treasurer/Executive Committee Member/Director, Barnstable County

STAFF PRESENT:

Liz Argo, Special Projects Coordinator
Karen Loura, Assistant Clerk

OPEN SESSION VOTE ON ENTRY INTO EXECUTIVE SESSION

At 1:43 p.m. *C. McLaughlin moved the Committee vote to enter into Executive Session, seconded by S. Wollenburg.* Pres. Checklick declared the reasons for moving into Executive Session as follows:

- a) Consideration of and Vote to Approve Executive Session Meeting Minutes pursuant to MGL Ch. 30A § 21 (a) (10).
- b) Discussion and possible vote on termination of EMS Agreement pursuant to M.G.L. c. 30A, §21(a)(3) (Potential litigation and strategy discussion) and M.G.L. c. 30A, §21(a)(10) (confidential and competitively sensitive information)
- c) M.G.L. c. 30A, Section 21 (a) (10): Discussion and potential voting regarding Renewable Energy Procurement Options and the allocation of excess energy. (confidential and competitively sensitive information).
- d) Discussion and potential vote regarding additional security under EMS Agreements for Round II pursuant to M.G.L. c. 30A, § 21 (a) (10) (confidential and competitively sensitive information).

and 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 a detrimental effect on the bargaining or litigating position of the public body. He said the Committee would return to Open Session at the conclusion of Executive Session. *The Committee then voted unanimously (4-0-0) in favor by roll call vote as follows:*

J. Checklick, Falmouth *Yes*

C. McLaughlin, Barnstable Yes
S. Wollenburg, Cape Light Compact Yes
P. Cabana, Dukes County Yes

Counsel & Staff were permitted to remain.

TERMINATION OF ENERGY MANAGEMENT SERVICES (EMS) AGREEMENT WITH BROADWAY

The Committee then discussed Brewster Selectmen's vote to terminate the Commerce Park EMS Agreement with CVEC & Broadway Electric since the project did not go through. Atty. Eidelman explained there is a template available to mutually terminate the agreement. *C. McLaughlin moved to instruct BCK Law to determine what agreement exists between CVEC and Brewster and to craft appropriate language, reserving CVEC rights, to terminate the Commerce Park PV Agreement with Broadway, seconded by S. Wollenburg and voted unanimously in favor by roll call vote as follows:*

J. Checklick, Falmouth Yes
C. McLaughlin, Barnstable Yes
S. Wollenburg, Cape Light Compact Yes
P. Cabana, Dukes County Yes

RENEWABLE ENERGY PROCUREMENT OPTIONS AND ALLOCATION OF EXCESS ENERGY

Chad Laurant, Consultant to Oak Bluffs Water Department has offered opinions to the Water District and the Town which would have an impact on amount of the Net Metering Credits Oak Bluffs may request. Atty. Eidelman said there are no limitations upon who off-takers are if CVEC pursues agreement with Future Generation Wind.

ADDITIONAL SECURITY UNDER PHASE II EMS AGREEMENTS

The Committee discussed the terms of the Parent Guarantee requiring amounts equal to .10/watt/system to be funded to an escrow account excluding 3-4 projects (Orleans, West Tisbury, Provincetown and Tisbury DPW's) because they had not yet started. G&S is requesting CVEC agree to a Consent to Assignment for Special Purposes. *C. McLaughlin moved to ask BCK Law to respond and inform G & S that CVEC will not execute the Consent to Assign until the escrow is funded, seconded by S. Wollenburg and voted unanimously in favor by roll call vote as follows:*

J. Checklick, Falmouth Yes
C. McLaughlin, Barnstable Yes
S. Wollenburg, Cape Light Compact Yes
P. Cabana, Dukes County Yes

At 2:22 p.m. P. Cabana moved the Committee vote to adjourn Executive Session and reconvene in Open Session, seconded by C. McLaughlin and voted unanimously in favor by roll call vote as follows:

J. Checklick, Falmouth Yes
C. McLaughlin, Barnstable Yes
S. Wollenburg, Cape Light Compact Yes
P. Cabana, Dukes County Yes

Respectfully submitted,

Karen E. Loura
Assistant Clerk

List of Documents & Exhibits:
Meeting Notice/Agenda