

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Open Session Meeting Minutes
Tuesday, July 1, 2014

The Cape & Vineyard Electric Cooperative, Inc. Executive Committee met in Open Session on Tuesday, July 1, 2014 @ 9:30 a.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
3. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact
Charles Hanson, Director, Brewster @ 9:50 a.m.

ABSENT WERE:

4. E. Mark Zielinski, Treasurer/Executive Committee Member/Director, Barnstable County
5. Peter Cabana, Member at Large/Executive Committee Member/Director, Dukes County

LEGAL COUNSEL

Audrey Eidelman, Esq. BCK Law – remote participation by telephone
J. Bernstein, Esq. BCK Law – remote participation by telephone at 11:25 a.m.

STAFF PRESENT:

Liz Argo, Special Projects Coordinator
Karen Loura, Assistant Clerk

PUBLIC PRESENT

None

CALL TO ORDER

With a quorum of the Executive Committee present, Pres. Checklick called the meeting to order at 9:35 a.m.

NO PUBLIC COMMENT

CVEC 7 - O & M

L. Argo recommended the discussion on CVEC-7 be brought up later into the meeting.

CVEC TREASURER/ADMINISTRATIVE SERVICES AGREEMENT/EXECUTIVE COMMITTEE VACANCIES

With the expected absence of E. Mark Zielinski who is on leave through September, 2014, the Committee took up the matter of whether and how to appoint an Interim Treasurer or an Assistant Treasurer to sit on the Executive Committee and to assist with the day to day finances of CVEC. Atty. Erin O'Toole, BCK Law briefly joined in by telephone and informed the Committee that any appointment of an Assistant Treasurer cannot be done by the Executive Committee. It requires a vote of the Board of Directors. The Executive Committee could ratify the Administrative Services Agreement with Barnstable County and approve of the way the County is handling this temporary absence. She reminded the Committee that the Treasurer provides the Annual Report at the September Annual Board of Director's meeting.

C. McLaughlin moved the Committee vote to establish a CVEC Finance Committee and ask J. Bayne to consider Chairing the Committee. Motion failed for the lack of a second. There was a review of the current process. There was discussion about the level of responsibility and commitment. There was discussion about continuing with the Software and Financial Committee and to check with C. Hanson and J. Bayne to determine availability to serve. It was agreed CVEC could wait until the September meeting to appoint an assistant Treasurer. All offices are up for election in September. An Assistant Treasurer could act in M. Zielinski's absence. C. McLaughlin asked if CVEC was in the position to end the Administrative Services Agreement with the County. Discussion followed over the merits of continuing with the Administrative Services Agreement with the County with no further action to be taken at present.

At 9:50 a.m. C. Hanson arrived to the meeting.

Pres. Checklick said he would like to see the Administrative Services Agreement ratified in its present form with no changes at the September Annual Board of Directors meeting. Pres. Checklick will ask M. Downey her thoughts on an interim member director from Barnstable County.

SPECIAL TERMS & CONDITIONS FOR POWER SALES AGREEMENTS (OFF-TAKER AGREEMENTS)

L. Argo distributed "Requests for Special Terms & Conditions to Net Metered Power Sales Agreement" as requested by Monomoy Schools, Town of Brewster and Town of Chatham. Atty. Eidelman identified and presented to the Committee each request for changes to the template form of agreement provisions regarding sale and purchase of net metered energy, dispute resolution, termination, amendments, events of default, remedies, and kWh Reservations. The Committee considered each request for a change in the template language after hearing from Atty. Eidelman. *C. McLaughlin moved the list of Special Terms & Conditions be approved and that the President and or V. President be authorized to negotiate any additional subsequent changes, 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. (3-0-0).*

WEST VILLAGES SCHOOL PROJECT REPAIR

It was discovered during PV installation that a structural roof repair will be needed at the West Villages school installation. This was a pre-existing condition and not the responsibility of G&S Solar. The way forward is unclear but the plan was to make the repair and continue with installation of solar system right away. As an aside C. McLaughlin recommended both developers (ACE & G&S) be advised to secure sites due to the impending Hurricane Arthur. L. Argo will follow up with the developers.

KATAMA FARM PV PROJECT – SREC I

Atty. Eidelman provided an update on BCK inquiry relative to a clerical error and an attempt to resolve Edgartown's Katama Farm PV capacity. BCK was authorized to pursue at the expense of American Capital Energy with DOER who are unwilling to transfer capacity to it. DOER is concerned about their discretion being challenged in other cases. The matter was pushed, and it ended with an agreement to explore adding 60kw in SREC II which poses a technical challenge from the net-metering perspective. The technical team will conference on this idea today. If the idea works, E. McClean will be comfortable and then to find out if NSTAR will allow another inverter without a new interconnect agreement.

MISCELLANEOUS

- C. McLaughlin asked if BCK Law could provide a one-page guidance sheet on the business outline of a relationship between CVEC, Non-profit organizations and a developer for an RFP. Atty. Eidelman said Atty. Erin O'Toole from BCK could help with this and that there are Section 115 Status limitations. Such an arrangement would provide an excellent public relations opportunity as well as income opportunity.

- It was acknowledged that Monomoy Schools will receive power from Phase II PV and will be paying the same rate as DY Schools.

OPEN SESSION VOTE ON ENTRY INTO EXECUTIVE SESSION

*At 11:35 a.m. C. McLaughlin moved the Board vote to enter Executive Session pursuant to MGL Ch. 30A § 21 (a) 3 & 10, seconded by S. Wollenburg. Pres. Checklick declared the reasons for moving into Executive Session to be: (a) Discussion and potential voting regarding Renewable Energy Procurement Options and the allocation of excess energy pursuant to M.G.L. c. 30A, Section 21 (a) (10) (confidential and competitively sensitive information); (b) Discussion regarding status of appeal of building permit for Round II Mattacheese Ground Mount PV System and extension of net metering capacity allocation pending outcome of litigation pursuant to M.G.L. c. 30A, §21(a)(3) (litigation strategy) and M.G.L. c. 30A, §21(a)(10) (confidential and competitively sensitive information); (c) Discussion and potential vote on percentage allocations of net metered energy for certain PV Round II Inter-Governmental Agreements pursuant to M.G.L. c. 30A, §21(a)(10) (confidential and competitively sensitive information); and (d) Consideration of and Vote to Approve Executive Session Meeting Minutes pursuant to MGL Ch. 30A § 21 (a) (10), and stated that an open meeting may have a detrimental effect on the bargaining or litigating position of the public body and that disclosure of confidential and competitively sensitive information in open session will adversely affect CVEC’s ability to conduct business in relation to other entities making, selling or distributing electric power and energy. He said the Committee would return to Open Session at the conclusion of Executive Session. *The Committee then voted unanimously in favor by roll call vote as follows: J. Checklick, Falmouth – Yes; C. McLaughlin, Barnstable – Yes; S. Wollenburg, Cape Light Compact – Yes. (3-0-0).**

At 12:35 p.m., the Committee returned to Open Session

CVEC 7 - O & M

L. Argo then updated the Board relative to identifying a contractor to provide operation and maintenance to the 7 PV systems known as CVEC-7. Proposals received are in excess of \$10,000. Broadway was asked if they could help with this but they did not respond. There was discussion about approaching American Capital Energy and G&S Solar about adding these to the Maintenance Agreements for their systems and to also approach ConEd Solutions to see how they may be able to help. There was discussion about transferring the maintenance obligations for the systems to the host towns but no decision on this action was made.

At 12:41 C. McLaughlin left the meeting.

Without a quorum, the Committee adjourned.

Respectfully submitted,

Karen E. Loura
Assistant Clerk

List of Documents and Exhibits:

- Cape & Vineyard Cooperative, Inc. Executive Committee Meeting Notice and Agenda (Revised and Posted 6/26/14 4:11)
- Request for Special Terms & Conditions from Monomoy School, Town of Brewster and Town of Chatham

- CVEC 7 – O&M Proposal dated 6/23/14
- Distribution of Excess CVEC NMC to CVEC Member Towns