

**Cape & Vineyard Electric Cooperative, Inc.**  
**Executive Committee**  
**Executive Session Meeting Minutes**  
**Thursday, August 7, 2014**

The Cape & Vineyard Electric Cooperative, Inc. Executive Committee met in Executive Session on Thursday, August 7, 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. Peter Cabana, Member at Large/Executive Committee Member/Director, Dukes County
4. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact  
William Straw, Director, Tisbury

**ABSENT WERE:**

5. Sheila Lyons Executive Committee Member/Director, Barnstable County

**LEGAL COUNSEL**

Audrey Eidelman, Esq. BCK Law – remote participation by telephone

**STAFF PRESENT:**

Liz Argo, Special Projects Coordinator  
Karen Loura, Assistant Clerk

**OPEN SESSION VOTE ON ENTRY INTO EXECUTIVE SESSION**

*At 10:55 a.m. P. Cabana moved the Board vote to enter Executive Session pursuant to MGL Ch. 30A § 21 (a) 3 & 10, seconded by C. McLaughlin.* Pres. Checklick declared the reasons for moving into Executive Session as listed on the Agenda as follows:

- a) 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).
- 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)
- d) Consideration of and Vote to Approve Executive Session Meeting Minutes pursuant to MGL Ch. 30A § 21 (a) (10).

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 Board would return to Open Session at the conclusion of Executive Session. C. McLaughlin informed the Committee of his reservations about Topics c & d warranting an Executive Session and solicited the written opinion of Counsel which persuaded him that they should be in Executive Session. He asked that Atty. Eidelman's email be entered into the Executive Session Minutes as a reason for his support of the motion. There was discussion about Attorney/Client privilege of the email if it is used during Open Session. C. McLaughlin agreed to include it by reference only to shield the

email from public disclosure due to attorney client privilege. *The Committee then voted unanimously in favor by roll call vote as follows:*

- |                              |     |                                      |     |
|------------------------------|-----|--------------------------------------|-----|
| 1. J. Checklick, Falmouth    | Yes | 3. P. Cabana, Dukes County           | Yes |
| 2. C. McLaughlin, Barnstable | Yes | 4. S. Wollenburg, Cape Light Compact | Yes |

**9(A) CONSIDERATION OF EXECUTIVE SESSION MEETING MINUTES** – Moved to follow Item 9(d) by agreement.

**9(b) Open Meeting Law Complaint of July 31, 2014 from Eric Bibler, Weston CT**

The Committee reviewed a draft response dated August 13, 2013 to the Open Meeting Law Complaint from Eric Bibler dated July 31, 2014. Atty. Erin O’Toole, BCK Law, recommended from previous correspondence that CVEC ratify the existing Administrative Services Agreement with Barnstable County. There was discussion about indexing previous meeting minutes and it was generally agreed the task would be assigned to an intern or clerk with no timeline for completion identified. J. Checklick offered to provide a list of best practices regarding minute taking during meetings. The Committee then unanimously agreed with the content of the draft letter to be sent within the 14-day response period.

**9(C) DENNIS-YARMOUTH REGIONAL SCHOOL DISTRICT (DYRSD) POWER SALES AGREEMENT (PSA) SIDE-LETTERS RELATIVE TO DOCUMENTATION OF TOTAL PERCENTAGE SHARE OF NET-METERED POWER.**

[REDACTED]

**9(D) RENEWABLE ENERGY PROCUREMENT OPTIONS AND THE ALLOCATION OF EXCESS ENERGY**

The Board agreed to defer this item from discussion until an anticipated proposal from [REDACTED] is received.

**9(A) CONSIDERATION OF MEETING MINUTES**

Atty. Eidelman informed the Committee that members who are absent from a meeting may vote to accept those meeting minutes and that they do not have to abstain. CVEC is now routinely posting draft minutes to its website. It was decided that a practice of a bi-annual review of redacted minutes be instituted at the Annual Meeting in September. L. Argo will schedule a proposed bi-annual review of Executive Session Minutes posted with redactions.

The Committee then considered the **February 27, 2014** Executive Committee Executive Session Meeting Minutes. Pres. Checklick requested a list of Documents & Exhibits be added. *S. Wollenburg moved the Committee vote to accept the minutes subject to redaction and post as drafted, seconded by P. Cabana and voted unanimously in favor by roll call vote as follows:*

- |                              |     |                                      |     |
|------------------------------|-----|--------------------------------------|-----|
| 1. J. Checklick, Falmouth    | Yes | 3. P. Cabana, Dukes County           | Yes |
| 2. C. McLaughlin, Barnstable | Yes | 4. S. Wollenburg, Cape Light Compact | Yes |

The Committee then considered the **April 4, 2014** Executive Committee Executive Session Meeting Minutes. Pres. Checklick requested “Agenda” be added to the list of Documents & Exhibits. S. Wollenburg requested the word “revealed” be changed to “stated” on page 2; 7<sup>th</sup> paragraph. C. McLaughlin *moved the Committee vote to accept the minutes as amended subject to redaction, seconded by P. Cabana and voted unanimously in favor by roll call vote as follows:*

- |                              |     |                                      |     |
|------------------------------|-----|--------------------------------------|-----|
| 1. J. Checklick, Falmouth    | Yes | 3. P. Cabana, Dukes County           | Yes |
| 2. C. McLaughlin, Barnstable | Yes | 4. S. Wollenburg, Cape Light Compact | Yes |

The Committee then considered the **May 22, 2014** Executive Committee Executive Session Meeting Minutes. Pres. Checklick requested a list of Documents & Exhibits if any be added. *C. McLaughlin moved the Committee vote to accept the minutes subject to redaction, seconded by S. Wollenburg and voted unanimously in favor by roll call vote as follows:*

- |                              |     |                                      |     |
|------------------------------|-----|--------------------------------------|-----|
| 1. J. Checklick, Falmouth    | Yes | 3. P. Cabana, Dukes County           | Yes |
| 2. C. McLaughlin, Barnstable | Yes | 4. S. Wollenburg, Cape Light Compact | Yes |

*At 12:20 p.m. S. Wollenburg excused himself from the meeting.*

The Committee then considered the **June 5, 2014** Executive Committee Executive Session Meeting Minutes. *C. McLaughlin moved the Committee vote to accept the minutes subject to redaction, seconded by P. Cabana and voted unanimously in favor by roll call vote as follows:*

- |                              |     |                            |     |
|------------------------------|-----|----------------------------|-----|
| 1. J. Checklick, Falmouth    | Yes | 3. P. Cabana, Dukes County | Yes |
| 2. C. McLaughlin, Barnstable | Yes |                            |     |

The Committee then considered the **July 1, 2014** Executive Committee Executive Session Meeting Minutes. *C. McLaughlin moved the Committee vote to accept the minutes subject to redaction, seconded by P. Cabana and voted unanimously in favor by roll call vote as follows:*

- |                              |     |                            |     |
|------------------------------|-----|----------------------------|-----|
| 1. J. Checklick, Falmouth    | Yes | 3. P. Cabana, Dukes County | Yes |
| 2. C. McLaughlin, Barnstable | Yes |                            |     |

*At 12:40 p.m. P. Cabana moved the Committee vote to reconvene in open session, seconded by C. McLaughlin and voted unanimously in favor by roll call.*

Respectfully submitted,

Karen E. Loura  
Assistant Clerk

List of Documents & Exhibits:

- Meeting Notice and Agenda
- Draft response dated August 13, 2013 to the Open Meeting Law Complaint made by Eric Bibler dated July 31, 2014.
- February 27, 2014 Draft Executive Committee Executive Session Meeting Minutes
- April 4, 2014 Draft Executive Committee Executive Session Meeting Minutes
- May 22, 2014 Draft Executive Committee Executive Session Meeting Minutes
- June 5, 2014 Draft Executive Committee Executive Session Meeting Minutes
- July 1, 2014 Draft Executive Committee Executive Session Meeting Minutes