

Draft Minutes subject to addition, correction and Committee approval

**Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Open Session Meeting Minutes
Tuesday, August 26, 2014**

The Cape & Vineyard Electric Cooperative, Inc. Executive Committee met in Open Session on Tuesday, August 26, 2014 @ 9:30 a.m. in the Harbor View Conference Room, 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 @ 10:46 a.m.
3. Peter Cabana, Member at Large/Executive Committee Member/Director, Dukes County
4. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact
5. Sheila Lyons, Executive Committee Member/Director, Barnstable County
Charles Hanson, Director, Brewster
S. Gavin, Director, Yarmouth @ 12:10 p.m.

LEGAL COUNSEL

Rebecca Zakis, BCK Law, P.C. – remote participation by telephone @ 10:35 a.m.-12:08

STAFF PRESENT:

Liz Argo, Special Projects Coordinator
Karen Loura, Assistant Clerk

1. CALL TO ORDER

At 9:32 a.m. Pres. Checklick called the meeting to order stating the agenda has been duly posted in accordance with the Open Meeting Law on the CVEC website

<http://documents.cvecinc.org/agendas/2014/2014%2008%2007%20Exec%20Comm%20Agenda.pdf> and on exterior Public Meeting Notice Board at Superior Courthouse on 8/20/14 @ 4:10 p.m.

2. NO PUBLIC COMMENT PERIOD

3. CONSIDERATION OF MEETING MINUTES

The Committee then considered the August 7, 2014 Executive Committee Open Session Meeting Minutes. Clarifying changes were made. *S. Wollenburg moved to accept the minutes as amended, seconded by P. Cabana and voted unanimously in favor (4-0-0).*

4. PROPOSAL FROM CONEDISON SOLUTIONS FOR CVEC-7 PV SYSTEM

L. Argo updated the Committee on negotiations with ConEdison Solutions for the Operation & Maintenance Services for the CVEC-7 PV Systems. ConEdison has rejected CVEC's offer of \$47.50/REC responding that \$50/REC and CVEC adder will be required. S. Wollenburg urged the Committee to approve counter-offer adding he believes this is the wrong place to try to save \$5,000. The Agreement would cause CVEC to forfeit its adder and pay \$50/REC for a total of \$10,000.00 cost to CVEC. The Budget would need to be amended to show the \$5,000 expense and \$5,000 loss of Revenue. Discussion followed. *S. Wollenburg moved the Committee vote to authorize the President to conclude negotiations with ConEdison Solutions to contract for maintenance of the systems and contributing to the cost of the maintenance for up to the amount of \$15,000/year, seconded by P. Cabana.* Discussion followed to clarify motion. The amount of \$15,000 represents \$5,000 revenue from Adder and \$10,000 for purchase of REC's. Pres. Checklick requested the

Draft Minutes subject to addition, correction and Committee approval.

motion be amended to read “operation and maintenance including repair”. *By unanimous agreement the motion was amended to read that the Committee vote to authorize the President to conclude negotiations with ConEdison Solutions to contract for operation and maintenance including repair of the systems and contributing to the cost of the maintenance for up to the amount of \$15,000/year. In the original contract with ConEdison Solutions, CVEC agreed to be responsible for maintenance of these systems after year five of operation. The Committee then voted by roll call vote as follows:*

- | | | | |
|--------------------------------------|-----|--------------------------------|-----|
| 1. P. Cabana, Dukes County | Yes | 3. J. Checklick, Falmouth | Yes |
| 2. S. Wollenburg, Cape Light Compact | Yes | 4. S. Lyons, Barnstable County | Yes |
- Motion carried in the affirmative (4-0-0).*

The Committee then discussed concern arising among a couple of CVEC-7 host Towns over the notion that CVEC was considering moving the responsibility for maintenance onto the Towns. Pres. Checklick said this was brought up during a previous meeting during a brainstorming session but was immediately removed from consideration with CVEC feeling strongly that the Town’s would not be responsible for maintaining the systems.

S. Lyons suggested CVEC may want to write to the Town explaining that CVEC has received this feedback and to assure them that nothing is changing. She offered to draft the letter. L. Argo agreed with the idea adding with new projects coming on line it would be a good idea to let the Towns know that they will not be responsible for the onus of the cost for system maintenance. It was agreed that S. Wollenburg and L. Argo would work on drafting and sending the letter prior to the September 18th, 2014 Annual Board of Directors’ Meeting.

5. OPEN SESSION VOTE ON ENTRY INTO EXECUTIVE SESSION

At 9:54 a.m. P. Cabana moved the Committee vote to enter into Executive Session, seconded by S. Lyons. Pres. Checklick stated the reasons for entering into Executive Session as published on the Meeting Notice/Agenda as follows:

- a) Consideration of and Vote to Approve Executive Committee Executive Session Meeting Minutes pursuant to MGL Ch. 30A § 21 (a) (10) and M.G.L. c. 30A, Section 21(a) (1).
- b) M.G.L. c. 30A, Section 21 (a) (10): Discussion and potential voting regarding Renewable Energy Procurement Options. (Confidential and competitively sensitive information).
- c) Discussion and potential voting regarding appeal of Yarmouth ZBA denial of
 - i. Special Permits for Dennis/Yarmouth Solar Projects and abutter’s appeal of
 - ii. The Mattacheese Ground Mount Building Permit pursuant to M.G.L. c. 30A, §21 (a) (3) (litigation and strategy discussion).

As Chairman, he stated that an open session 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. *The Committee then voted by roll call vote as follows:*

- | | | | |
|--------------------------------------|-----|--------------------------------|-----|
| 1. P. Cabana, Dukes County | Yes | 3. J. Checklick, Falmouth | Yes |
| 2. S. Wollenburg, Cape Light Compact | Yes | 4. S. Lyons, Barnstable County | Yes |
- Motion carried in the affirmative (4-0-0).*

At 12:20 p.m. the Committee returned to Open Session

New Business

With permission of the Chair who could not have reasonably anticipated the bringing up of the following subject matter:

Draft Minutes subject to addition, correction and Committee approval.

P. Cabana informed the Committee of his application for the position of Energy Manager to service the Towns of Tisbury, Oak Bluffs and Edgartown which position is grant funded. He is seeking input and a determination about the potential of a conflict of interest should he to be offered the position. C. McLaughlin recommended he seek an opinion from BCK, Law to determine if there is anything relative in the CVEC Bylaws, Town Counsel or the State Ethics Commission. He suggested P. Cabana speak with the Attorney of the Day at the Ethics Commission and to request the opinion be issued in writing. S. Wollenburg said Tom Mayo, Assistant Town Manager is also the de facto Energy Manager for the Town of Mashpee.

At 12:27 p.m. C. McLaughlin left the meeting.

At 12:28 p.m. S. Wollenburg moved the Committee vote to adjourn, seconded by S. Lyons and voted unanimously in favor.

Respectfully submitted,

*Karen E. Loura
Assistant Clerk*

List of Documents & Exhibits:

- Meeting Notice/Agenda
- Draft August 7, 2014 Executive Committee Open Session Meeting Minutes