

**Cape & Vineyard Electric Cooperative, Inc.**  
**Executive Committee**  
**Executive Session Meeting Minutes**  
**Thursday, December 18, 2014**

The Cape & Vineyard Electric Cooperative, Inc. Executive Committee met in Executive Session on Thursday, December 18, 2014 @ 1:57 p.m. in the 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. Sheila Lyons, Executive Committee Member/Director, Barnstable County
4. Peter Cabana, Member at Large/Executive Committee Member/Director, Dukes County
5. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact  
John Scott, Director, Chatham  
Joseph Bayne, Director, Eastham - remotely by telephone  
Austin Brandt, Director, Provincetown until 2:30 p.m.  
William Straw, Director, Tisbury

**LEGAL COUNSEL**

Audrey Eidelman, Esq., BCK Law, P.C. - remotely by telephone

**STAFF PRESENT:**

Liz Argo, Special Projects Coordinator  
Karen Loura, Assistant Clerk

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

At 1:57 p.m. *S. Wollenburg moved the Committee enter into Executive Session, seconded by S. Lyons.* Pres. Checklick stated the reasons for Executive Session as follows:

- a. Approval of Meeting Minutes (Executive Committee Executive Session Minutes) pursuant to M.G.L. c. 30A, § 21 (a) (10) and M.G.L. c. 30A, § 21 (a) (3).
- b. Discussion and vote to approve Consent to Assignment and related Guaranty associated with five Round II PV projects pursuant to M.G.L. c. 30A, §21(a)(10) (confidential and competitively sensitive information).
- c. Discussion and potential vote on NextSun Energy solar power purchase proposal pursuant to M.G.L. c. 30A, §21 (a) (10) (confidential and competitively sensitive information).

He stated the Committee would not return to Open Session this day. C. McLaughlin questioned appropriateness of Executive Session for the Consent to Assignment discussion. Atty. Eidelman explained there are open concepts and dollar values and competitively sensitive information with other assignments with other projects.

*The Committee then voted by roll call vote as follows:*

<i>J. Checklick, Falmouth</i>	<i>yes</i>	<i>S. Wollenburg, Cape Light Compact</i>	<i>yes</i>
<i>C. McLaughlin, Barnstable</i>	<i>yes</i>	<i>P. Cabana, Dukes County</i>	<i>yes</i>
<i>S. Lyons, Barnstable County</i>	<i>yes</i>		

Motion carried in the affirmative (5-0-0).

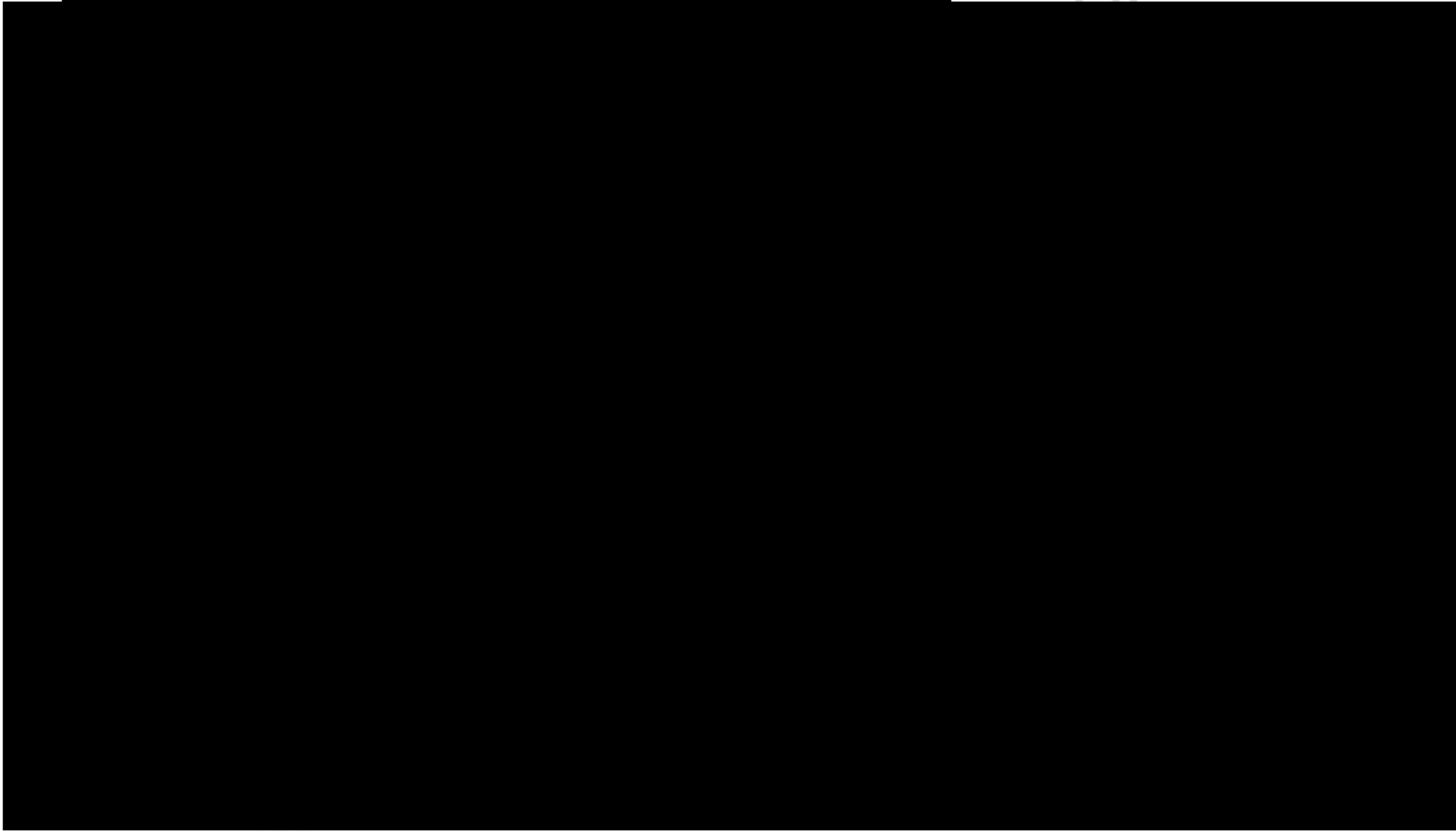
**CONSIDERATION OF MEETING MINUTES**

The Committee then considered the August 26, 2014 Executive Committee Executive Session Meeting Minutes. S. Wollenburg offered a change for clarification to his statement (pg. 3, 3<sup>rd</sup> paragraph) to insert the words “than projected” so that the sentence will read: “S. Wollenburg said he has not seen wind produce more generation than projected consistently.” C. McLaughlin moved the Committee vote to approve the minutes as amended, seconded by P. Cabana and voted by roll call as follows:

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

Motion carried in the affirmative (5-0-0).

**CONSENT TO ASSIGNMENT AND GUARANTY – G&S ROUND II PV PROJECTS**



**NEXTSUN ENERGY SOLAR POWER PURCHASE PROPOSAL**

The Board considered a Power Purchase offer from NextSun Energy (PV generation installing in January 2015 for 20 years with 5-extension option). [REDACTED]

[REDACTED] Based on the relative benefit and the size of the combined pool of off-takers, the Board agreed to express appreciation for the offer but to decline.

Draft Minutes subject to addition, correction and Committee approval

At 2:55 p.m., S. Wollenburg moved the Board vote to adjourn, seconded by S. Lyons and voted by roll call vote as follows:

- |                                      |     |                            |     |
|--------------------------------------|-----|----------------------------|-----|
| 1. C. McLaughlin, Barnstable         | Yes | 4. J. Checklick, Falmouth  | Yes |
| 2. S. Wollenburg, Cape Light Compact | Yes | 5. P. Cabana, Dukes County | Yes |
| 3. S. Lyons, Barnstable County       | Yes |                            |     |

Motion carried in the affirmative (5-0-0)

Respectfully submitted,

Karen E. Loura  
Assistant Clerk

List of Documents & Exhibits:

- Meeting Notice/Agenda
- August 26, 2014 Executive Committee Executive Session Meeting Minutes
- Form of Consent to Assignment mark-up G&S Solar Installers LLC