

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Open Session Meeting Minutes
Thursday, May 14, 2015

The Executive Committee of the Cape & Vineyard Electric Cooperative, Inc. met in Open Session on Thursday, May 14, 2015 at 10:30 a.m. in County Commissioner Leo Cakounes Office, Superior Court House, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

1. John C. Checklick, President/Executive Committee Member/Director, Falmouth
2. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact
3. Peter Cabana, Member at Large/Executive Committee Member/Director, Dukes County
4. Leo Cakounes, Executive Committee Member/Director, Barnstable County
Steven Gavin, Director, Yarmouth

ABSENT WERE:

5. Charles McLaughlin, V. President/Executive Committee Member/Director/Barnstable

STAFF PRESENT:

Liz Argo, Special Projects Coordinator

1. CALL TO ORDER

Pres. Checklick called the meeting to order at 10:35 a.m. stating that the meeting notice and agenda were posted pursuant to the Open Meeting Law on May 11, 2015 at 3:50 p.m. He said the meeting location was changed due to a meeting room scheduling conflict to County Commissioner Cakounes' Office. Notices were posted on Innovation Room doors of the location change.

2. NO PUBLIC COMMENT

3. CONSIDERATION OF MEETING MINUTES

The Committee considered the **January 30, 2015** Executive Committee Open Session Meeting Minutes. *S. Wollenburg moved the Committee vote to accept the minutes as presented, seconded by L. Cakounes and voted unanimously in favor.*

The Committee then considered the **April 2, 2015** Executive Committee Open Session Meeting Minutes. *S. Wollenburg moved the Committee vote to accept the minutes as presented, seconded by L. Cakounes and voted unanimously in favor by roll call vote as follows:*

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

4. DISCUSSION ON APPROACH TO ROUND 1 HOST-TOWNS TO DISCUSS RECOVER OF ADDITIONAL COSTS ASSOCIATED WITH ONGOING OPERATIONS AND FINANCIAL MANAGEMENT OF THE ROUND 1 PV PROJECTS

L. Argo distributed "Adder for Round 1-Discussion Items". There was discussion about review of past meeting minutes to understand the rationale used to not include an adder. There was discussion relative to unanticipated and anticipated costs associated with the CVEC Round 1 project portfolio. It was speculated there might need to be additional adders for other future unanticipated costs. The Committee discussed ways to approach Round

1 host member towns with the benefits/advantages of CVEC and ways to provide examples to demonstrate costs with and without CVEC. P. Cabana acknowledged CVEC's legal costs were higher than anticipated and they would have been even higher for Towns if the projects were developed independently. L. Cakounes suggested listing bullet points of services CVEC provides and communicate to host member towns that without an adder, CVEC will not be able to offer those services.

There was discussion about the host members paying a fair share and whether each participant would be legally required to pay the same adder. L. Argo will check with BCK Law to determine if Off-taker Power Purchase Agreements will require an amendment to increase the price. Pres. Checklick recommended a 5-slide presentation be prepared for participants showing CVEC Benefits and the reasons an adder is needed. There was discussion about the benefits and services CVEC provides to participants. Without CVEC, these efforts will have to be made by the participant. L. Cakounes said the offer needs to help the towns to realize CVEC is providing a benefit to the region and the Towns need to act for the best interests of everyone, for the greater good. There was discussion about pursuing a Round 3 PV and it was agreed that without additional revenue it could not be done. Once installed, Round 3 is expected to pay for itself.

There was discussion about the adder amount being determined on system sizes using a sliding scale. S. Gavin reminded the Committee that in 6 years, the systems can revert back to CVEC and from there can revert to the host towns, if CVEC releases them.

It was agreed L. Argo will make a presentation for Committee review for approval in two weeks. The presentation will go out to host towns' Directors first.

5. DISCUSSION ON RESCHEDULING OF JUNE 18TH BOARD MEETING

The Committee agreed to reschedule the June 18, 2015 meeting to June 11th.

6. VOTE TO APPROVE NEW TITLE AND JOB DESCRIPTION OF CURRENT SPECIAL PROJECTS COORDINATOR

The Committee reviewed the position description and considered a title change for the Special Project Coordinator, Liz Argo. Because it is a title change to more closely describe the role as it is now performed, the position does not need to be advertised. L. Cakounes moved to approve the new title and position description, seconded by S. Wollenburg and voted by roll call vote as follows:

- | | |
|--------------------------------------|-----|
| 1. J. Checklick, Falmouth | Yes |
| 2. S. Wollenburg, Cape Light Compact | Yes |
| 3. P. Cabana, Dukes County | No |
| 4. L. Cakounes, Barnstable County | Yes |

S. Gavin left the meeting at 11:45 p.m.

7. VOTE TO ACCEPT THE CONTRACT AMENDMENTS ALLOWING THE CVEC-7 PROJECTS' OPERATIONS AND MAINTENANCE TO MOVE TO CON EDISON SOLUTIONS' CONTROL

The Form of Amendment to the Cooperative Net Metered Power and Equipment Attachment Agreements between CVEC and ConEdison for 7 PV Systems (originally executed in November of 2009) has been finalized. The Amendments transfer the responsibility to ConEdison Solutions for Operations and Maintenance (O&M) of the Systems. The cost to CVEC will be \$5,000 annually, Renewable Energy Certificate (REC) purchase price of \$45.00 and elimination of the adder. S. Wollenburg moved the Committee vote to support the amendments to the Contract with ConEdison Solutions for System Operations & Maintenance, seconded by P. Cabana and voted by roll call as follows:

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

4. *L. Cakounes, Barnstable County* *No*

L. Cakounes explained his opposition is because he believes CVEC should be able to manage the (O&M) especially with an adder. L. Argo explained the original arrangement to have another besides the system owner provide O&M is highly unusual in contracts of this type. Typically the system owner performs all of the O&M. S. Wollenburg added that shifting the O&M responsibility to the owner, as the beneficiary of efficient production outflow, aligns the incentive to keep the systems operating properly. CVEC & CLC are sharing in the incremental O&M expense.

8. VOTE TO ACCEPT CVEC’S FIRST AMENDMENT TO THE REC RESALE AGREEMENT WITH THE CAPE LIGHT COMPACT

L. Argo reviewed the First Amendment to the Renewable Energy Certificate (REC) Resale Agreement with Cape Light Compact as drafted by BCK Law working with Pres. Checklick, L. Argo and S. Wollenburg. Cape Light Compact has approved the amendment which increases the REC Price to \$45.00. *S. Wollenburg moved the Committee vote in support of the amendment, seconded by L. Cakounes and voted by roll call as follows:*

1. *J. Checklick, Falmouth* *Yes*
2. *S. Wollenburg, Cape Light Compact* *Yes*
3. *P. Cabana, Dukes County* *Yes*
4. *L. Cakounes, Barnstable County* *Yes*

9. OPEN SESSION VOTE ON ENTRY INTO EXECUTIVE SESSION

At 11:55 a.m., President Checklick requested a motion to enter into Executive Session. *S. Wollenburg moved the Board vote to enter into Executive Session, seconded by P. Cabana.* The purpose is to consider the Executive Committee Executive Session Meeting Minutes pursuant to MGLA Ch. 30A § 21 (a) (10) as posted on the Meeting Agenda. He said the Executive Committee would not return to Open Session this day. He declared an open session may have a detrimental effect on CVEC’s bargaining or litigating position. The Committee then voted by roll call as follows:

1. *J. Checklick, Falmouth* *Yes*
2. *S. Wollenburg, Cape Light Compact* *Yes*
3. *P. Cabana, Dukes County* *Yes*
4. *L. Cakounes, Barnstable County* *Yes*

Respectfully submitted,

Liz Argo

LIST OF DOCUMENTS & EXHIBITS:

- Meeting Notice/Agenda
- January 30, 2014 Draft Meeting Minutes
- April 2, 2014 Draft Meeting Minutes
- Round 1 Adder Discussion Items
- Draft Manager, Programs & Administration Position Description