

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Open Session Meeting Minutes
Friday, December 4, 2015

The Executive Committee of the Cape & Vineyard Electric Cooperative, Inc. met in Open Session on Friday, December 4, 2015 at 10:30 a.m. in the Commissioner's Meeting Room, Superior Court House, 3195 Main Street, Barnstable MA 02630

EXECUTIVE COMMITTEE MEMBERS PRESENT WERE:

1. Charles McLaughlin, President/Director/Executive Committee Member, Barnstable
2. Jennifer Rand, V. President/Member-at-Large Executive Committee Member, W. Tisbury – remotely by telephone
3. Leo Cakounes, Director/Executive Committee Member, Barnstable County
4. Austin Brandt, Director/Executive Committee Member, Cape Light Compact
5. Charles Hanson, Director/Clerk/Member-at-Large Executive Committee Member, Brewster

MEMBERS OF BOARD OF DIRECTORS PRESENT:

Joseph Bayne, Treasurer/Director/Executive Committee Member, Eastham – remotely by telephone
Steven Gavin, Director, Yarmouth

STAFF PRESENT:

Liz Argo, Manager Programs & Administration @ 10:50 a.m.
Karen Loura, Administrative Assistant

OTHERS:

Tammy Glivinski, Glivinski & Associates

1. CALL TO ORDER

Pres. McLaughlin called the meeting to order at 10:40 a.m. stating that the Meeting Notice/Agenda had been duly posted pursuant to the Open Meeting Law on December 2, 2015 @ 8:55 a.m. on the CVEC Website and exterior public meeting notice board at the Superior Court House.

2. PUBLIC COMMENT

There were no members of the public present.

Pres. McLaughlin announced Agenda Item #10 (Discussion and possible vote on ECA Solar LLC offer of Net Metering Credits) presentation will go to the Future Projects Committee December 8, 2015 Meeting.

3. CONSIDERATION OF MEETING MINUTES

Due to time constraints, President McLaughlin reordered the agenda to take up Item #4 Treasurer's Report.

4. TREASURER'S REPORT

Pres. McLaughlin reported on the December 3rd Finance Committee Meeting Chaired by Barbara Conroy. Following the meeting T. Glivinski provided a revised financial report distributed via email this morning. She also finalized 2015 and said the books will be ready for audit within a week.

T. Glivinski distributed the following for review and discussion: Attach to these minutes

- Review of Income Statements and FY16 Budget
- Financial Position Dashboard as of 9/30/15
- Admin Budget vs. Actual (July-September, 2015)
- Project Income & Expense (July-September, 2015)
- September 30, 2015 Balance Sheet

There was discussion about the lowered legal expenses due to vendors reimbursing CVEC, and a plan was made to revise the financials and accounting to reflect legal reimbursements as part of legal costs. There was discussion about revising the budget over the next couple of months due to adder revenue and legal expense. The matter will go before the Finance Committee for consideration. C. Hanson asked if the formula for an Income budget is the Guaranteed Annual Output (GAO) divided by 12. L. Argo answered that it was the way the budget was entered; as a 1/12th system. T. Glivinski indicated her preference is to have a better estimate of income. C. Hanson will send a chart that gives a weighted 12 month breakdown with summer months more productive than winter months, for example.

Pres. McLaughlin indicated the desire to off-load mechanics of invoicing and bill paying from Barnstable County to Glivinski & Associates. J. Bayne recommended developing a plan to move bookkeeping away from the County towards Glivinski in the future once workable bookkeeping system is in place. T. Glivinski will develop and provide a Standard Operating Procedures Manual and a Fiscal Policy Manual for CVEC and will send the Glossary to CVEC. L. Argo will check for Barnstable County's Fiscal Policy Manual and A. Brandt will check to see if Cape Light Compact has a Fiscal Policy Manual.

Additional information will be available at the January Board Meeting. The Finance Committee can review budget revisions in January for approval in February.

There was discussion about the different bank accounts. L. Argo explained that the "control" account is the 3rd party account also known as "lock-box" account. J. Bayne recommended Lockbox charges be Vendor's responsibility for future projects utilizing the arrangement.

The accounting has been completed through October and can now be reconciled monthly. T. Glivinski will notify the auditors that CVEC is ready for the audit. The auditors will be responsible to amend the tax report filed in September.

5. REMOTE FILE ACCESS SERVICES AND GLIVINSKI & ASSOCIATES' ACCOUNTING SERVICES

T. Glivinski estimated 4 additional hours of her time remains to bring the books up to date, including working with the auditors. There was discussion about the possibility of revising CVEC's contract with Glivinski & Associates. Pres. McLaughlin will work with Barnstable County Procurement. *L. Cakounes moved to authorize the Treasurer and President to resolve overage bill after consultation with Barnstable County Procurement, seconded by C. Hanson and voted by roll call vote as follows:*

- | | | | |
|-----------------------------------|-----|------------------------|-----|
| 1. C. McLaughlin, Barnstable | Yes | 4. C. Hanson, Brewster | Yes |
| 2. L. Cakounes, Barnstable County | Yes | 5. J. Rand, W. Tisbury | Yes |
| 3. A. Brandt, Cape Light Compact | Yes | | |
- Motion carried in the affirmative (5-0-0).*

T. Glivinski said she will provide names of General Council Attorneys who she could recommend to CVEC. These are attorneys who work with non-profit organizations.

C. McLaughlin said discussion about forming a separate Audit Committee will be added to the next meeting agenda. He said membership would consist of members who are not currently serving on the Executive Committee or Finance Committee.

6. NEXAMP POWER SALES AGREEMENT WITH CVEC AND ON CVEC'S POWER SALES AGREEMENT WITH OFF-TAKER PARTICIPANTS INTERESTED IN NEXAMP'S NET METERING CREDITS.

Tabled.

7. NEXAMP'S KILOWATT HOURS OF NET METERING CREDITS.

L. Argo reported the Town of Yarmouth responded that they would participate in the Nexamp Net Metering Credit Distribution and requested 200,000 kWh minimum and would not participate for less than 200,000 kWh. She provided calculations of distribution based upon those requests received and reviewed various scenarios with the Committee. The amount of NMC expected from Nexamp is 874,400 kWh. The Towns of Chatham, Chilmark and Yarmouth each increased their request above their original amounts. C. Hanson said the matter is going before Brewster Selectmen on December 9th and asked if there is a plan in the event the Selectmen opt out of this proposal. He agreed to try to determine the level of Brewster's support.

There was discussion about CVEC continuing to distribute NMC based on established percentages or shifting to accommodating requests and making separate arrangements going forward. Both L. Cakounes and C. Hanson agreed they are not in support of customizing for individual members believing as a Cooperative, CVECoffers should be evenly based on a percentage basis.

L. Argo reported on a previous policy of the Board to provide the full amount requested if request was below 100,000 kWh to offset the legal expense involved with contract review. Pres. McLaughlin recommended the members use a single town attorney to review contracts to save legal expenses for smaller opportunities.

J. Rand said she is not in support of providing for one town to the detriment of others. If Brewster chooses to opt out, their percentage will be re-allocated. She noted if both Yarmouth and Brewster opt out there is still a greater appetite than the amount available.

At 11:45 p.m., C. Hanson left the meeting to attend the Brewster Energy Committee Meeting.

The ratios for distribution of net metering credits are established when a Towns pledge capacity and the policy has been to develop ratio's based upon amount of request at the time. It was noted that Monomoy School District is not a member of CVEC. *L. Cakounes moved the Board vote to approve a distribution ratio of pledged capacity vs available net metering credits to all off-taker participants in the Nexamp Distribution opportunity, seconded by A. Brandt.* C. McLaughlin suggested the policy be restated in January and that an example of how it works also be provided. *The Board then voted by roll call as follows:*

- | | | | |
|-----------------------------------|-----|------------------------|-----|
| 1. C. McLaughlin, Barnstable | Yes | 4. J. Rand, W. Tisbury | Yes |
| 2. L. Cakounes, Barnstable County | Yes | | |
| 3. A. Brandt, Cape Light Compact | Yes | | |

Motion carried in the affirmative (4-0-0).

S. Gavin indicated he will seek clarification from the Yarmouth Selectmen.

The Executive Committee was previously authorized to execute the Nexamp Contract by vote at the 11/19/15 Board meeting.

8. UPDATE ON CVEC ROUND 1 ADDER

L. Argo reported on her meetings with Dukes County, Harwich and Edgartown in seeking their agreement to pay an adder to help fund bookkeeping, accounting, management, and expenses incurred in CVEC future projects.. C. McLaughlin reported on resistance to the adder by the Council in Barnstable. He said a solar carport project at Barnstable High School and the Airport would generate significant income capacity. There

will be a discussion next week with the Future Projects Committee and he will seek approval at that time. He said former Pres. Checklick sought a 3-year commitment from Barnstable and he decreased the request to two years. He asked if CVEC would accept a one-year commitment if Barnstable would agree. He said he is willing to seek Council approval and invited Board members to accompany him.

L. Argo left the meeting at 11:45 am.

Pres. McLaughlin will add an alternative budget, interim request and available remedies to the next meeting agenda for discussion.

Pres. McLaughlin reported he approached Attorney Kevin Batt to inquire the level of interest to replace BCK Law and provide general legal services to CVEC. Atty. Batt is unable to represent CVEC since he represents Barnstable Fire District and Martha's Vinneyard Airport. He mentioned that he represents a client who seeks to sell NMC to CVEC offering an initial price of 11.5 cents/kWh. This request will be referred to the Future Projects Subcommittee to further explore.

A possible Centerville, Osterville, Marstons Mills (COMM) Fire District opportunity and a search for municipal property to develop a large project to make energy available to non-profits organizations will also be referred to the Future Projects Subcommittee.

9. LEGAL SERVICES

There was discussion about seeking Special Council and issuing a Request for Proposals. Pres. McLaughlin offered to draft an RFP for distribution to the Executive Committee and solicit input/comment. Once finalized, he will work with L Argo and Barnstable County Procurement.

3. CONSIDERATION OF MEETING MINUTES

The Committee considered the **May 14, 2015 Executive Session** Meeting Minutes. *L. Cakounes moved the Committee vote to accept the minutes as presented, seconded by J. Rand and voted by roll call vote as follows:*

- | | | | |
|-----------------------------------|-----|----------------------------------|-----|
| 1. C. McLaughlin, Barnstable | Yes | 3. A. Brandt, Cape Light Compact | Abs |
| 2. L. Cakounes, Barnstable County | Yes | 4. J. Rand, W. Tisbury | Yes |

Motion carried in the affirmative (3-1-0)

The Committee considered the **June 11, 2015 Open Session** Meeting Minutes. *L. Cakounes moved the Committee vote to accept the minutes as presented, seconded by J. Rand and voted by roll call vote as follows:*

- | | | | |
|-----------------------------------|-----|----------------------------------|-----|
| 1. C. McLaughlin, Barnstable | Yes | 3. A. Brandt, Cape Light Compact | Abs |
| 2. L. Cakounes, Barnstable County | Yes | 4. J. Rand, W. Tisbury | Yes |

Motion carried in the affirmative (3-1-0)

The Committee considered the **September 30, 2015 Open Session** Meeting Minutes. *L. Cakounes moved the Committee vote to accept the minutes as presented, seconded by J. Rand and voted by roll call vote as follows:*

- | | | | |
|-----------------------------------|-----|----------------------------------|-----|
| 1. C. McLaughlin, Barnstable | Yes | 3. A. Brandt, Cape Light Compact | Abs |
| 2. L. Cakounes, Barnstable County | Yes | 4. J. Rand, W. Tisbury | Yes |

Motion carried in the affirmative (3-1-0)

The Board of Directors' next meeting will take place on January 14, 2016.

ADJOURNMENT

At 12:35 p.m., L. Cakounes moved the Board vote to adjourn, seconded by A. Brandt and voted by roll call as follows:

- | | | | |
|-----------------------------------|-----|------------------------|-----|
| 1. C. McLaughlin, Barnstable | Yes | 4. J. Rand, W. Tisbury | Yes |
| 2. L. Cakounes, Barnstable County | Yes | | |
| 3. A. Brandt, Cape Light Compact | Yes | | |
- Motion carried in the affirmative (4-0-0).

Respectfully submitted,
Karen E. Loura
Administrative Assistant

LIST OF DOCUMENTS & EXHIBITS:

- Meeting Notice/Agenda
- May 14, 2015 Executive Committee Executive Session Meeting Minutes
- June 11, 2015 Executive Committee Open Session Meeting Minutes
- September 30, 2015 Executive Committee Open Session Meeting Minutes
- CVEC Financial Position Dashboard as of September 3, 2015 prepared by Glivinski & Associates dated 12/3/15
- CVEC Admin Budget vs. Actual July – September, 2015 prepared by Glivinski & Associates dated 12/3/15
- CVEC Project Income & Expense Report July – September, 2015 prepared by Glivinski & Associates dated 12/3/15
- CVEC Balance Sheet as of 9/30/15 prepared by Glivinski & Associates dated 12/3/15
- Nexamp kWh Net Metering Credit distribution tables prepared by L. Argo

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

The Executive Committee of the Cape & Vineyard Electric Cooperative, Inc. met in Executive Session on Thursday, May 14, 2015 at 11:55 a.m. in County Commissioner Leo Cakounes Office, Superior Court House, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

6. John C. Checklick, President/Executive Committee Member/Director, Falmouth
7. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact
8. Peter Cabana, Member at Large/Executive Committee Member/Director, Dukes County
9. Leo Cakounes, Executive Committee Member/Director, Barnstable County
10. Steven Gavin, Director, Yarmouth

ABSENT WERE:

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

STAFF PRESENT:

Liz Argo, Special Projects Coordinator

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 |

The Committee considered the April 3, 2015 Executive Committee Executive Meeting Minutes. *L. Cakounes moved to accept the minutes as presented, 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 | Yes |

At 12:00 noon, the Committee adjourned.

Respectfully submitted,

L. Argo

LIST OF DOCUMENTS & EXHIBITS

- Meeting Notice/Agenda
- April 2, 2015 Executive Committee Executive Session Meeting Minutes Draft

Cape & Vineyard Electric Cooperative, Inc. Executive Committee Open Session Meeting Minutes Thursday, June 11, 2015

The Executive Committee of the Cape & Vineyard Electric Cooperative, Inc. met in Open Session on Thursday, June 11, 2015 at 9:00 a.m. in the Commissioners' Meeting Room, Superior Court House, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

12. John C. Checklick, President/Executive Committee Member/Director, Falmouth
 13. Peter Cabana, Member at Large/Executive Committee Member/Director, Dukes County
 14. Charles McLaughlin, V. President/Executive Committee Member/Director
 15. Leo Cakounes, Executive Committee Member/Director, Barnstable County @ 9:04 a.m.
- Joseph Bayne, Treasurer/Director, Eastham
William Straw, Director, Tisbury

ABSENT WAS:

16. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact

STAFF PRESENT:

Liz Argo, Special Projects Coordinator

1. CALL TO ORDER

With a quorum present, Pres. Checklick called the meeting to order at 9:03 a.m.

2. NO PUBLIC COMMENT

3 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

The Executive Committee reviewed and approved the Power Point prepared by Liz Argo at the Committee's previous direction. The Power Point is for the purpose of communicating the need for an adder to the Round 1 project. The Power Point reviewed incorporated a suggestion from Leo Cakounes that the "ask" slide and the "services" slide be reversed.

Minor language changes from John Checklick were approved.

Based on a suggestion from Charlie McLaughlin, a slide will be added that lays out CVEC's income and expenses.

The Committee then discussed the costs of the services now provided by CVEC to the hosts and the off-takers of the Round 1 projects.

The point was made that CVEC can function without any staff if necessary, with services curtailed. The questions were raised, what specifically can be eliminated from the services CVEC provides and what specifically is CVEC required to provide? Liz Argo was charged with finding the answers to these questions.

At 9:28 the Board adjourned.

L. Argo

LIST OF DOCUMENTS & EXHIBITS:

- Meeting Notice/Agenda
- Round 1 Adder Power Point Presentation

**Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Open Session Meeting Minutes
Wednesday, September 30, 2015**

The Executive Committee of the Cape & Vineyard Electric Cooperative, Inc. met in Open Session on Wednesday, September 30, 2015 at 9:30 a.m. in Conference Room 11/12, Superior Court House, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

17. Charles McLaughlin, President/Executive Committee Member/Director, Barnstable
18. Jennifer Rand, V. President/Executive Committee Member/Director, W. Tisbury - remotely
19. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact - remotely
20. Leo Cakounes, Executive Committee Member/Director, Barnstable County
21. Charles Hanson, Clerk/Executive Committee Member/Director, Brewster

John Checklick, Director, Falmouth

Steven Gavin, Director, Yarmouth

ABSENT WERE:

None

LEGAL COUNSEL

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

STAFF PRESENT:

Liz Argo, Manager, Programs & Administration

1. CALL TO ORDER

Pres. McLaughlin called the meeting to order at 12:05 p.m. The Meeting Notice/Agenda having been duly posted pursuant to the Open Meeting Law at 3:08 p.m. on September 25, 2015 to the Cape & Vineyard Electric Cooperative, Inc. website.

2. No Public Comment

3. CONSIDERATION OF AUGUST 31, 2105 EXECUTIVE COMMITTEE OPEN SESSION MEETING MINUTES

S. Wollenburg moved the Committee vote to accept the minutes as corrected, seconded by C. Hanson and voted by roll call as follows:

<i>C. McLaughlin, Barnstable</i>	<i>Yes</i>	<i>S. Wollenburg, Cape Light Compact</i>	<i>Yes</i>
<i>L. Cakounes, Barnstable County</i>	<i>Yes</i>	<i>J. Rand, W. Tisbury</i>	<i>Abstained</i>
<i>C. Hanson, Brewster</i>	<i>Yes</i>		

Motion carried (4-0-1)

4. NEXAMP POWER SALES PROPOSAL

L. Argo reported on a meeting with Nauset Regional School District (NRSD) and described the Gromer spreadsheet. The Committee will consider and discuss items 4, 5 & 6 together as they are inter-related based on CVEC capacity. There was discussion about soliciting to move Net Metering Credits (NMC) to other entities such as water districts. Atty. Eidelman said the Department of Public Utilities maintains a listing of entities that have received NMC Identification Numbers. These entities have a low megawatt (MW) capacity under the NMC Regulations.

There was discussion about releasing the Town of Yarmouth from its contract. Those NMC would be diverted to the Housing Authority. There was discussion about federally owned entities. S. Wollenburg said they are eligible but are logistically difficult to serve. They also need to retain the Renewable Energy Certificates (RCS).

There was discussion about the number of kilowatt hours (kWh) being fixed within the host towns' contracts. This policy was intended to fix the load. There was discussion about 300,000 kWh for NRSD. There was discussion about the amount of work involved and significant legal expense. There was discussion about adding the Future Generation Wind and PV NMC from Nexamp. This would not be possible due to the different costs associated with the generation. Atty. Eidelman agreed to confirm that there is a cap on the FGW project. There was discussion about contracting with Nexamp and using the generation solely to satisfy NRSD. There was concern that doing so would preclude providing the opportunity to all members of the Cooperative. It was agreed CVEC needs to remain a portfolio-based group.

L. Argo read an email message from Joe Fiori. C. McLaughlin said it sounds like a "Loan". Atty. Eidelman said there is currently no form. The form for the Assonet Project was their form. Possibly Nexamp could supply a proposed form of agreement or perhaps they are comfortable with CVEC's structure. L. Argo said that Nexamp has reviewed all CVEC previous forms of agreement including the lockbox arrangement. Atty. Eidelman projected potential legal costs to be one-two thousand for Contract Form; negotiations would be the larger cost of around \$5,000 and off-taker agreements around \$1000 each. If there are 10 off-takers it would be \$10,000. Total estimated legal budget between \$15,000 & \$20,000. L. Argo was asked to request Nexamp's Form of Agreement. There was discussion about income and available budget to enter into contract with Nexamp and whether there is time to prepare by their deadline. Atty. Eidelman said the Agreement would need to be worked out in order to finalize off-taker contracts. There was discussion about splitting the legal expense

with Nexamp on a 2-year agreement. CVEC has been provided 30 days to decide to move forward if comfortable. There was discussion that 45 days is more realistic for CVEC. *C. Hanson moved the Committee vote to contact Nexamp and inform them CVEC requires 45 days based on our history. CVEC will sign a non-binding Letter of Intent (LOI) that is contingent on agreements from enough off-takers and offer counter on legal costs with CVEC contributing \$8,500 and split additional costs with Nexamp, seconded by L. Cakounes.* There was discussion about ending the process once CVEC has spent \$15,000 on legal costs unless Nexamp agrees to pay for remaining costs. Atty. Eidelman said BCK may have difficulties getting the form of contract out. C. Hanson noted that the offer would save the Town's .04/kWh on their electric bills. L. Cakounes supported the 45-day requirement, but said he is not in support of negotiating legal fees believing the costs for the larger savings is reasonable. J. Checklick said CVEC will invest \$16,000 +/- for a return of \$8,500/year for 20 years. J. Rand & S. Wollenburg agreed with L. Cakounes. *L. Cakounes moved the motion be amended to remove the legal fee language, seconded by. Rand and voted by roll call vote as follows:*

- | | | | |
|-----------------------------------|-----|--------------------------------------|-----|
| 1. C. McLaughlin, Barnstable | Yes | 4. S. Wollenburg, Cape Light Compact | Yes |
| 2. L. Cakounes, Barnstable County | Yes | 5. J. Rand, W. Tisbury | Yes |
| 3. C. Hanson, Brewster | Yes | | |

Motion to amend the main motion carried (5-0-0).

The Committee then voted on the main motion as amended as follows:

That the Committee vote to contact Nexamp and inform them CVEC requires 45 days based on our history. CVEC will sign a non-binding Letter of Intent (LOI) that is contingent on agreements from enough off-takers by roll call as follows:

- | | | | |
|-----------------------------------|-----|--------------------------------------|-----|
| 1. L. Cakounes, Barnstable County | Yes | 4. J. Rand, W. Tisbury | Yes |
| 2. C. Hanson, Brewster | Yes | 5. S. Wollenburg, Cape Light Compact | Yes |
| 3. C. McLaughlin, Barnstable | Yes | | |

Motion to amend the main motion carried (5-0-0).

5. YARMOUTH REQUEST FOR RELEASE FROM CVEC POWER SALES AGREEMENT

The Committee reviewed Yarmouth's request to end their Power Sales Agreement with CVEC. L. Cakounes suggested making Yarmouth aware that CVEC will be coming forward with additional NMC opportunities which will be offered to all off-takers. J. Checklick noted that Yarmouth previously asked that Monomoy Schools not be included as an off-taker so as to favor Yarmouth with a greater amount of NMC distribution. C. Hanson said as a Coop which was banded together to purchase in bulk and spread it out among the membership and added that pricing may continue to come down. There was discussion about CVEC agreeing with Yarmouth and the precedent it would establish. There was discussion about the impact of the .01 adder issue. L. Cakounes suggested CVEC respond to Yarmouth that it tries to do the best for all members and that it cannot release the town from the contract because it is not in the best interest of the entire cooperative. L. Argo added that CVEC is bring forth Nexamp opportunity for all members. C. Hanson said it might be different if Yarmouth wanted a reduction due to behind the meter generation, but Yarmouth is seeking better pricing at the expense of the other members. S. Wollenburg said he anticipates problems with other members if CVEC agrees to release Yarmouth from their off-taker PSA. J. Checklick suggested Yarmouth provide another off-taker but they would need to be made aware that non-members will have a steeper rate. S. Gavin said that Yarmouth has received better treatment already with the Dennis/Yarmouth Regional School District system project by getting all output appropriated to Yarmouth. *L. Cakounes moved the Committee instruct our President to respond to the Town of Yarmouth's request for release from PSA Contracts that at this time, that action would not be in the best interests of the Cooperative and its members. If Yarmouth can provide participants to replace its off-taking, then we would consider it, seconded by C. Hanson and voted by roll call vote as follows:*

- | | | | |
|-----------------------------------|-----|--------------------------------------|-----|
| 1. L. Cakounes, Barnstable County | Yes | 4. S. Wollenburg, Cape Light Compact | Yes |
| 2. C. Hanson, Brewster | Yes | 5. C. McLaughlin, Barnstable | Yes |
| 3. J. Rand, W. Tisbury | Yes | | |

Motion carried (5-0-0).

L. Cakounes recommended a copy of the letter be sent out to all members.

6. CVEC PV INITIATIVE ROUND 3

The Committee discussed the Round 3 PV Initiative and the META Grant Reimbursement potential. There was discussion if the costs for RFP management can be added to the RFP. There was discussion about whether Public Procurement is available to CVEC. There was discussion about the possibility of an Intergovernmental Agreement to bring CVEC forward as the contractor for a META Grant. There was discussion about the number of projects that will qualify for the META grant. There was discussion about using the RFP process for a Round 3 PV Project. Atty. Eidelman advised CVEC has implied it would follow the processes previously used in other initiatives. There was discussion about CVEC deciding to participate or not and if not to notify the Town’s interested to proceed independently. C. McLaughlin said the methodology for reimbursement needs to be examined and S. Wollenburg agreed that clarification is needed as to whether the META Grant would take CVEC through the entire process including negotiations and everything. L. Cakounes moved the Committee vote to instruct the President to continue the RFP Preparation for Round III subject to the META Grant reimbursement and the defining the scope of services subject to further negotiations, seconded by J. Rand and voted by roll call as follows:

- | | | | |
|--------------------------------------|-----|------------------------------|-----|
| 1. S. Wollenburg, Cape Light Compact | Yes | 4. J. Rand, W. Tisbury | Yes |
| 2. L. Cakounes, Barnstable County | Yes | 5. C. McLaughlin, Barnstable | Yes |
| 3. C. Hanson, Brewster | Yes | | |

Motion carried (5-0-0).

Atty. Eidelman advised the Board that the CVEC RFP Contract finds them to being the middleman.

At 2:48 p.m. Atty. Eidelman disconnected from the phone

9. ACCOUNTING & BOOKKEEPING SERVICES RFP

The Form of Contract for Phase I & II has been resolved.

12. ROUND 1 OPERATIONAL ADDER UPDATE

L. Argo provided an up-date on the Round 1 Adder. C. McLaughlin asked if CVEC should consider a similar carport rental offer that has been offered to the towns at \$10/space.

At 2:57 pm S. Wollenburg disconnected from the telephone.

At 2:58 pm S. Gavin left the meeting.

13. EXECUTIVE SESSION TO CONSIDER EXECUTIVE SESSION MEETING MINUTES

The Committee did not enter into Executive Session because the only matter was to consider Executive Session Meeting Minutes. C. Hanson moved to approve the May 14, 2015 Executive Committee Executive Session Meeting Minutes as presented, seconded by L. Cakounes and voted by roll call as follows:

- | | | | |
|-----------------------------------|-----|------------------------------|-----------|
| 1. L. Cakounes, Barnstable County | Yes | 3. C. McLaughlin, Barnstable | Yes |
| 2. C. Hanson, Brewster | Yes | 4. J. Rand, W. Tisbury | Abstained |

Motion carried in the affirmative (3-0-1)

Respectfully submitted,

Liz Argo

LIST OF DOCUMENTS & EXHIBITS:

- Meeting Notice/Agenda
- August 31, 2105 Executive Committee Open Session Meeting Minutes – Draft

- May 14, 2015 Executive Committee Executive Session Meeting Minutes – Draft
- CVEC Net Metering Appetite Analysis/Summary dated 9/29/15

The Cape & Vineyard Electric Cooperative
Financial Position Dashboard
As of September 30, 2015
Prepared: 12/03/2015

TOTALS: YTD FY 2016	Admin	Project	Total	YTD Admin Budget	\$ Over Admin Budget	Admin % of Budget
Income:						
Project Income	\$ -	\$ 2,135,453	\$ 2,135,453	\$ -	\$ -	-
Misc CVEC Bus. Serv. Income	\$ 1,675	\$ -	\$ 1,675	\$ 1,538	\$ 138	108.95%
Operational Adders - ALL	\$ 49,256	\$ -	\$ 49,256	\$ 39,050	\$ 10,207	126.14%
Total Income	\$ 50,931	\$ 2,135,453	\$ 2,186,385	\$ 40,587	\$ 10,344	125.49%
Expenses:						
Project	\$ -	\$ 2,135,453	\$ 2,135,453	\$ -	\$ -	-
General and Administration	\$ 14,781	\$ -	\$ 14,781	\$ 29,062	\$ (14,281)	50.86%
Personnel	\$ 18,231	\$ -	\$ 18,231	\$ 22,017	\$ (3,786)	82.80%
Legal	\$ 7,021	\$ -	\$ 7,021	\$ 37,500	\$ (30,479)	18.72%
Total Expenses	\$ 40,033	\$ 2,135,453	\$ 2,175,487	\$ 88,579	\$ (48,546)	45.19%
Net Income	\$ 10,898	\$ (0)	\$ 10,898	\$ (47,992)	\$ 58,890	-22.71%
Unrestricted CASH ACTIVITY:						
	Admin YTD FY 2016			YTD FY 2016		
Cash Balance 7/1/2015	\$ 282,869			\$ 284,927		
Net Income	\$ 10,898			\$ 10,898		
Accounts Receivable				\$ 633,937		
Accounts Payable Unpaid				\$ 3,482		
Prepaid Insurance				\$ 3,482		
Cash Sources	\$ 293,767			\$ 933,245		
Accounts Receivable	\$ (7,590)			\$ (288,727)		
Paydown of A/P & Accrued Expenses	\$ (12,810)			\$ (288,727)		
Cash Uses	\$ (20,401)			\$ (288,727)		
Total Cash Available 9/30/15	\$ 273,367			\$ 644,518		
Operating Bank Account Variance TBD	\$ 77,139					

The Cape & Vineyard Electric Cooperative
Admin Budget vs. Actual
July through September 2015

12/03/15

Accrual Basis

	Jul - Sep 15	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
44300 · Administration Services Income	1,590.00	1,500.00	90.00	106.0%
44500 · Interest Income	85.14	37.50	47.64	227.04%
45000 · Operational Adders - ALL	49,256.34	39,049.68	10,206.66	126.14%
Total Income	50,931.48	40,587.18	10,344.30	125.49%
Gross Profit	50,931.48	40,587.18	10,344.30	125.49%
Expense				
62600 · Annual Fee to Con Edison (O&M)	0.00	1,249.98	(1,249.98)	0.0%
62700 · Audit Fees	0.00	3,999.99	(3,999.99)	0.0%
62710 · Legal Fees	7,021.38	37,500.00	(30,478.62)	18.72%
62720 · Consultant Costs	8,598.60	11,949.99	(3,351.39)	71.96%
62730 · Bank Fees	194.20	375.00	(180.80)	51.79%
62740 · Contractor Costs	0.00	0.00	0.00	0.0%
62750 · Insurance Expense	3,482.49	3,562.50	(80.01)	97.75%
62760 · Travel Expense	833.80	1,500.00	(666.20)	55.59%
62770 · Dues	0.00	300.00	(300.00)	0.0%
62790 · Payroll Expenses	18,230.69	22,017.00	(3,786.31)	82.8%
62800 · Miscellaneous	46.49	1,080.00	(1,033.51)	4.31%
63000 · Misc. Office Operating Expenses	1,491.41	593.76	897.65	251.18%
63800 · Office Rental	0.00	200.49	(200.49)	0.0%
63740 · Bookkeeper costs	0.00	3,750.00	(3,750.00)	0.0%
64000 · Professional Development	134.00	500.00	(366.00)	26.8%
Total Expense	40,033.06	88,578.71	(48,545.65)	45.2%
Net Ordinary Income	10,898.42	(47,991.53)	58,889.95	(22.71%)
Net Income	10,898.42	(47,991.53)	58,889.95	(22.71%)

The Cape & Vineyard Electric Cooperative
Project Income & Expense
 July through September 2015

12/03/15
 Accrual Basis

	Jul - Sep 15
Ordinary Income/Expense	
Income	
40000 · Project Income	
41100 · NMC Income - Utility [Cash-out]	1,311,125.14
41550 · PPA Reimbursed for Utility NMC	489,876.23
42101 · Rev Share collected for Host	50,885.77
42200 · Allocate Towns Reimb for ppa-ra	
42100.1 · CVEC7 - PPAs Towns reimb CVEC	39,899.88
42100.2 · R1- PPAs Towns reimb CVEC	6,461.66
42100.3 · R2- PPAs Towns reimb CVEC	237,204.69
Total 42200 · Allocate Towns Reimb for ppa-ra	283,566.23
Total 40000 · Project Income	2,135,453.37
Total Income	2,135,453.37
Gross Profit	2,135,453.37
Expense	
60000 · Project Expense	
62560 · OT Rev Share with Host	1,498.92
61550 · Purchased Power Costs	796,550.69
61100 · Utility NMC - Remit % to Towns	1,337,403.83
61000 · REC Purchases - CES & Falmouth	0.00
Total 60000 · Project Expense	2,135,453.44
Total Expense	2,135,453.44
Net Ordinary Income	(0.07)
Net Income	(0.07)

**The Cape & Vineyard Electric Cooperative
Balance Sheet**

12/03/15
Accrual Basis

As of September 30, 2015

	Sep 30, 15
ASSETS	
Current Assets	
Checking/Savings	
10001 - Century Control 7499	28,537.16
10002 - Century Checking 1992	259,356.76
10003 - TD Bank Disbursements 0974	356,624.07
Total Checking/Savings	644,517.99
Accounts Receivable	
11000 - Accounts Receivable	816,020.22
Total Accounts Receivable	816,020.22
Other Current Assets	
12700 - Prepaid Insurance	3,482.51
Total Other Current Assets	3,482.51
Total Current Assets	1,464,020.72
TOTAL ASSETS	1,464,020.72
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 - Accounts Payable	1,020,192.18
Total Accounts Payable	1,020,192.18
Other Current Liabilities	
21001 - Other Accd Exp & AP	28,652.38
Total Other Current Liabilities	28,652.38
Total Current Liabilities	1,048,844.56
Total Liabilities	1,048,844.56
Equity	
32000 - Unrestricted Net Assets	404,077.81
Net Income	10,898.35
Total Equity	414,976.16
TOTAL LIABILITIES & EQUITY	1,464,020.72



Cape & Vineyard Electric Cooperative, Inc.
 Superior Courthouse, P.O. Box 427, Barnstable, MA 02630
 508.375.6891. www.cvecinc.org

11.23.15

Nexamp Distribution

Offtakers	KWh of NMC as per participant's kWh usage or request			Yarmouth Adjusted to reach its 200,000 minimum			Yarmouth Out		
	Ratio	Result		Ratio	Result		Ratio	Result	
Barnstable County	140,378	0.11560	101,079	140,378	0.10680	93,388	140,378	0.13839	121,008
Brewster*	108,592	0.08942	78,192	108,592	0.08262	72,243	108,592	0.10705	93,609
Chatham	147,671	0.12160	106,330	147,671	0.11235	98,240	147,671	0.14558	127,295
Monomoy School District	357,496	0.29439	257,415	357,496	0.27199	237,830	357,496	0.35243	308,168
Oak Bluffs	42,858	0.03529	30,860	42,858	0.03261	28,512	42,858	0.04225	36,945
Provincetown*	187,368	0.15429	134,914	187,368	0.14255	124,649	187,368	0.18471	161,515
Chilmark	30,000	0.02470	21,601	30,000	0.02282	19,958	30,000	0.02958	25,861
Yarmouth	200,000	0.16470	144,010	300,000	0.22825	199,579	0	0.00000	0
TOTAL "Appetite"	1,214,364	1.0000	874,400	1,314,364	1.0000	874,400	1,014,364	1.0000	874,400
Nexamp to Deliver	874,400								