

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors

Meeting Minutes September 15, 2011

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. met in Regular Session on Thursday, Sept 15, 2011 at 9:56 a.m. in Conference Room 11/12 at the Barnstable Superior Courthouse, 3195 Main Street, Barnstable, Mass.

Present were: **Charles McLaughlin, President, Barnstable**
Mark Zielinski, Treasurer, Barnstable County
Maggie Downey, Clerk, Cape Light Compact
John Cunningham, Director at Large, Brewster
Tim Twombly, W. Tisbury Director
Steve Gavin, Yarmouth Director
S. Kitt Johnson, Edgartown Director
Martin McDonald, Eastham Director
Bill Straw, Tisbury Director
Paul O'Keefe, Bourne Director

Counsel Present: Jeff Bernstein, Esq. BCK Law

Staff Present: Joe Soares, Cape Light Compact Senior Power Supply Planner
Liz Argo, Consultant
Barbara Austin, Administrative Assistant

Absent: Barry Worth, Director at Large, Harwich
Richard White, Dennis Director
Michael Richardson, Mashpee Director
John Jannell, Orleans Director
David Gardner, Provincetown Director
Sandwich Director, Vacant
John Scott, Chatham Director
Peter Cabana, Dukes County Director
John C. Checklick, Falmouth Director

Staff Absent: Ron Collins, Project Manager

Others Present: Charles Rader, Designee for Chatham

Public Present: Kathleen Sherman, Brewster

1. PUBLIC COMMENT

Kathleen Sherman from Brewster is hopeful for more communication to serve everyone in the community. She would like everyone in CVEC and the community to move forward in a more positive direction.

2. ELECTION OF OFFICERS

Consistent with the bylaws of the annual member meeting and directors meeting, four positions were open for election including, President, Treasurer, Clerk and two members at large. Maggie Downey opened the election whose terms will cover September 20, 2011 through September 20, 2012.

Mark Zielinski moved to nominate Charles McLaughlin as President, seconded by Martin McDonald and voted unanimously 10-0-0.

S. Kitt Johnson moved to nominate Mark Zielinski as Treasurer, seconded by Bill Straw and voted unanimously 10-0-0.

S. Kitt Johnson moved to nominate Maggie Downey as Clerk, seconded by John Cunningham and voted unanimously 10-0-0.

Maggie Downey moved to nominate Barry Worth as Member at Large, seconded by S. Kitt Johnson and voted unanimously 10-0-0.

Bill Straw moved to nominate S. Kitt Johnson as Member at Large, seconded by John Cunningham and voted unanimously 10-0-0.

Board of Directors
9/20/11 – 9/20/12
Cape and Vineyard Electric Cooperative, Inc.

Charles McLaughlin, President
E. Mark Zielinski, Treasurer
Margaret Downey, Clerk
S. Kitt Johnson, Member at Large
Barry Worth, Member at Large

3. MEETING MINUTES

The Board considered the August 18th, 2011 Regular Session Meeting Minutes. Charles McLaughlin asked if there were any changes needed.

Motion made by Mark Zielinski motioned to approve the minutes of August 18th, 2011 as amended to reflect that prior to entering Executive Session on the 18th, the Board reviewed the Executive Session checklist and that the appropriate declarations to enter Executive Session were made by the President and that the Board did not return to the open session meeting, seconded by S. Kitt Johnson, approved 9-0-1 with Steve Gavin abstaining as he was not present at the meeting.

Maggie Downey noted Executive Session minutes should reflect check list and special language as to the Purpose of the Executive Session.

4. TREASURERS REPORT

Mark Zielinski discussed the Cape & Vineyard Electric Cooperative, Inc. Income Statement for the period of July 1, 2011 through September 15, 2011 and the Balance Sheet as of September 15, 2011. Further, Mark explained the Revenue, Expenses and Tax figures and the current quarter money which is not realized yet due to timing (accounts payable).

Tim Twombly moved to approve the Treasurers Report, seconded by Charles McLaughlin, voted unanimously and approved 10-0-0.

5. OTHER COMMUNICATIONS FROM DIRECTORS

Maggie Downey discussed rulemaking on Net Metering. Key comments:

- a. The Department of Public Utilities should refine and clarify its interpretation of Section 18.02 to the extent that Interpretation would require one municipality or other governmental entity to use 100% of project output.
- b. The department should clarify the proposed regulation limiting the net metering capacity of municipalities and other governmental entities to 10 MW.
- c. The department should consider adding a definition of "other governmental entity" in its regulations.
- d. The department should clarify its reporting requirements.
- e. The department should clarify its Interpretation of "Per Unit" in Section 18-02 of its regulations.

Jeff Bernstein suggested a system should be established for assurance of net metering and how to determine an allocation of a cap. Jeff also would like a draft for potential legislation regarding the current issues and how to move forward with help from state officials and elected legislators.

Charles McLaughlin suggested a small subcommittee be established to discuss these issues with counsel's help in preparation for the legislative level. Jeff Bernstein suggested possibly a conference call for the subcommittee.

At 10:53 a.m. Maggie Downey moved the Board to recess for a short break.

At 11:00 a.m. the Board reconvened from the break.

Other communication and general discussion continued:

- Steve Gavin stated the CVEC website needs updating.
- Maggie Downey announced there will be a hearing Monday, September 19, 2011 from 10:00 am to 4:00 pm at the Cape Cod Community College on Wind Energy sighting a Reform Act.
- Per Maggie Downey, Wednesday, September 21, 2011 CVEC and CLC will deliver a public presentation to the Assembly of Delegates at the Barnstable First District Court.
- CVEC Procurement Timeline for Round II PV RFP
- Jeff Bernstein drafted and prepared a public document which included:

- a) CLC Energy efficiency funds are accounted for and approved by DPU.
- b) Con Ed Solutions consented to CLC allocating its grant funds to CVEC.
- c) CLC dispersed funds to CVEC legally.
- d) CLC responded correctly to Open Meeting Law.
- e) Grants by CLC to CVEC were correct. CLC accounts for this purpose.

At 11:55 a.m. Upon Motion by Maggie Downey, seconded by Bill Straw, CVEC went into Executive Session upon the declaration of President Charles McLaughlin that the board hereby determines that the disclosure of trade secrets or confidential, competitively-sensitive or other proprietary information in an open session will adversely affect CVEC's ability to conduct business in relation to the other entities making, selling or distributing electric power and energy; and that the consideration of the purchase, exchange, lease or value of real property will have a detrimental effect on CVEC's negotiating position as a public body.

Roll call vote:

Charles McLaughlin, President, Barnstable	aye
Mark Zielinski, Treasurer, Barnstable County	aye
Maggie Downey, Clerk, Cape Light Compact	aye
John Cunningham, Director at Large, Brewster	aye
Tim Twombly, W. Tisbury Director	aye
Steve Gavin, Yarmouth Director	aye
S. Kitt Johnson, Edgartown Director	aye
Martin McDonald, Eastham Director	aye
Bill Straw, Tisbury Director	aye
Paul O'Keefe, Bourne Director	aye

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. returned to open session at 2:38 pm.

Present were: Charles McLaughlin, President, Barnstable
 Mark Zielinski, Treasurer, Barnstable County
 John Cunningham, Director at Large, Brewster
 Tim Twombly, W. Tisbury Director
 Steve Gavin, Yarmouth Director
 S. Kitt Johnson, Edgartown Director
 Martin McDonald, Eastham Director
 Bill Straw, Tisbury Director
 Paul O'Keefe, Bourne Director

The following members left at 2:39 p.m.:

Bill Straw, Tisbury Director
 Tim Twombly, W. Tisbury Director
 John Cunningham, Director at Large, Brewster
 Steve Gavin, Yarmouth Director

Paul O'Keefe, Bourne Director

Motion to adjourn by Mark Zielinski at 2:40 p.m. and seconded by Charles McLaughlin.

Materials Distributed:

- Meeting Minutes of August 18, 2011
- Cape & Vineyard Electric Cooperative, Inc. Income Statement for the period of July 1, 2011 through September 15, 2011 & Cape & Vineyard Electric Cooperative, Inc. Balance Sheet as of September 15, 2011.
- BCK Law, P.C. 2 documents: Rulemaking on Net metering – D.P.U. 11-10 & questions and answers regarding Cape Light Compact.
- CVEC Procurement Timeline 2011 EMS RFP for Solar (roof and ground mounted)
- CVEC PV Round II RFP
- Argo Consulting: CVEC Round II Status Report