

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors  
Meeting Minutes  
December 17, 2009

Members Attending: E. Mark Zielinski, Martin McDonald, Maggie Downey, Charlie McLaughlin, Barry Worth, Peter Hefler, Peter Cabana, John Cunningham, Kitt Johnson, Michael Richardson, John Jannell

Lindsay Stranger, Joe Soares, Ron Collins and Jeff Bernstein were present.

Public Present: Richard Andres, Sam Morgan (ConEdison Solutions)

Cape Light Compact Power Supply Committee Members: Charlotte Striebel, Bob Mahoney, Fred Fenlon, David Anthony, Chuck Kleekamp

The twenty-seventh meeting of the Board of Directors of the Cape & Vineyard Electric Cooperative convened at 9:40 am.

I. Meeting Minutes- 11/19/09

*On a motion by Barry Worth and seconded by Mark Zielinski, the Board voted to approve the meeting minutes of November 19, 2009. Approved 10-0-0.*

II. Treasurer's Report

There was no Treasurer's Report.

III. Joint Executive Session with CVEC Board of Directors and CLC Power Supply Committee

*On a motion by John Jannell and seconded by Barry Worth, the CVEC Board voted by roll call to go into a Joint Executive Session with Cape Light Compact Power Supply Committee at 9:44 am to discuss contract negotiations, to return to open session, and to allow Joe Soares, Jeff Bernstein, Lindsay Stranger, Ron Collins and Sam Morgan to be present.*

*On a motion by Charlotte Striebel and seconded by David Anthony, the CLC Power Supply Committee voted by roll call to go into a Joint Executive Session with CVEC Board of Directors at 9:44 am to discuss contract negotiations, to adjourn at the conclusion of the Executive Session, and to allow Joe Soares, Jeff Bernstein, Lindsay Stranger, Ron Collins and Sam Morgan to be present*

Kitt Johnson arrived at 10:15 am.

*On a motion by Maggie Downey and seconded by Mark Zielinski, CVEC Board voted by roll call to return to open session at 12:15 pm.*

*On a motion by Charlotte Striebel and seconded by Bob Mahoney, the CLC Power Supply Committee voted by roll call to adjourn at 12:15 pm.*

IV. Request from Town of Eastham

M. McDonald stated that they were one of the first towns to look at wind turbines 6 or 7 years ago, and that it took until last spring to have a bylaw voted in. The Town owns a 125 acre parcel of land, which has hardly any neighbors. He stated that Nauset Regional High School is interested in a turbine on this land and the Town may be interested in putting up to 2 additional turbines on this land. There is currently a height restriction in the bylaw of 250 feet from ground level. The Planning Board has the authority, and could increase the height if needed. C. McLaughlin asked if there were any national Seashore issues. M. McDonald said there were no issues, and that it is in a water protection area. J. Bernstein said that they will need an Article 97 Town Meeting vote. M. Downey stated that she and M. Zielinski will look at the study and numbers.

#### VI. PV Project

R. Collins stated that in Eastham they are about a week and a half into construction.

M. McDonald left at 12:50 pm.

#### III. Executive Session – II

*On a motion by Barry Worth and seconded by John Cunningham, the Board voted to go into Executive Session at 12:50 pm for the purpose of discussing the sale or value of real property and to return to open session, and allow Joe Soares, Jeff Bernstein, Lindsay Stranger, and Ron Collins to be present.*

*On a motion by Kitt Johnson and seconded by Barry Worth, Board voted by roll call to return to open session at 1:42 pm.*

#### V. Brewster and Harwich Wind Projects

A. M. Downey stated that the Request for Qualifications (RFQ) will be in the Central Register and Cape Cod Times on 12/23. If anyone knows of an engineering firm, let her know and she will send them the bid. All documents will be on the CVEC website.

B. *On a motion by John Jannell and seconded by Barry Worth, the Board voted to adopt the Designer Selection Procedures for Cape & Vineyard Electric Cooperative. Approved 10-0-0.*

*On a motion by Kitt Johnson and seconded by Peter Hefler, the Board voted to appoint the following people to the review committee for this RFQ, John Cunningham, Barry Worth, Ron Collins, Joe Soares, and Mark Zielinski. Approved 10-0-0.*

C. M. Downey stated that the Board needs to appoint a Chief Procurement Officer for this project.

*On a motion by Kitt Johnson and seconded by Barry Worth, the Board voted to appoint Mark Zielinski as Chief Procurement Officer for the RFQ and EPC for the Harwich and Brewster projects. Approved 10-0-0.*

D. M. Downey had a draft Power Purchase Agreement with the host and Power Sales Agreement with host, which she will be sending to Brewster and Harwich. J. Bernstein stated that the lenders need these documents. J. Cunningham will send an email to the Town Administrator and then follow up in a couple of days. J. Bernstein proposed that they have a conference call in early January to discuss before giving them to the Town.

E. M. Zielinski stated that RUS is not going to issue CREBS but will turnover the allocation to CVEC. He will find out the details regarding issuing of CREBS by Mass. Development in the spring. J. Bernstein is in the process of putting the RUS application together. There has to be an environmental assessment done before RUS will approve the loan. They are looking at a short term loan through CFC. M. Zielinski stated that Fox

Island Wind in Vinal Haven, ME got a procurement loan for the turbines, and that there was no equity component.

F. M. Downey stated that they are waiting for Microsoft Project software to come in to track the schedule. She anticipated that the Board would choose an Engineer on February 18<sup>th</sup>, 30 days after for the EPC, 60 days for the Final, and anticipate construction in the 2<sup>nd</sup> Qtr of 2011. M. Downey stated that CVEC has a good chance of getting an award for less than what we asked for.

G. B. Worth stated that there is a group of citizens who live in the area of the site who have made their rounds to town departments, saying that they were never told of the project. Their issues are health, noise, and flicker. These folks live about 650-1150 feet away from the turbine. He needs an expert to help out with this. These folks are campaigning to the Planning Board and Board of Selectmen, and the Planning Board wants to hold a balanced forum. He is proposing to move the two turbines to one site, which would require an amended Town Meeting vote. M. Downey said that they will hold a meeting with the Town to address noise and flicker, and will bring experts in. K. Johnson recommended that the meeting be videotaped. B. Worth stated that they hope to hold the meeting in February. He has talked with the Assistant Town Planner in Portsmouth, RI regarding their turbines.

J. Cunningham mentioned that they need an easement to the cell tower, and that they had a good meeting with the legislative folks on Article 97. M. Downey needs to follow up regarding drafting of Article 97 legislation.

M. Downey stated that they need to set up a meeting with Joe Feracci from NSTAR. She will send the Article 97 bylaw to the directors.

#### VI. PV Project

M. Downey stated that the output of the CORI's was a disaster. Bourne was going to do it, and then each town had different ideas on how to do it, which delayed all of the projects. R. Collins stated that the whole schedule is about 3 weeks behind.

#### VII. Dennis Water District

M. Downey told the Board that Dennis is proposing a wind bylaw for spring Town Meeting, and will fund the feasibility study on their own. They may do a turbine through CVEC, but cannot become a member.

#### VIII. Electric Account Verification

M. Downey told the Board members that they need to confirm the electric accounts for their town/county, so that we can populate the data.

#### IX. Other Business

The next Board meeting was changed to January 28, 2010.

*On a motion by Peter Hefler and seconded by John Jannell, the Board voted to adjourn the meeting at 2:50 pm.*