Cape & Vineyard Electric Cooperative, Inc. Board of Directors, Executive Committee and Finance Committee Remote Call-in Meeting Minutes – Thursday, March 26th, 2020

The Cape & Vineyard Electric Cooperative, Inc. Board of Directors, Finance Committee and Executive Committee met via remote call-in publicly accessible conference line on Thursday, March 26th, 2020 at 9:46 a.m. from home-based locations.

PRESENT WERE:

- 1. Leo Cakounes, President, Executive and Finance Committees Member/Director, Harwich
- 2. Austin Brandt, Executive Committee Member/Director, Cape Light Compact (CLC)
- 3. Charles Hanson, Finance Committee Member/Clerk/Director, Brewster
- 4. Lydia Hamnquist, Director, Provincetown
- 5. Ronald Collins, Director, Orleans
- 6. Richard Toole, Director, Oak Bluffs
- 7. Robert Wirtshafter, PhD, Director, Chatham
- 8. Tain Leonard-Peck, Director, Dukes County
- 9. Stephen Lewenberg, Director, Chilmark
- 10. Charles McLaughlin, Esq., Executive and Finance Committees Member/Director, Barnstable
- 11. Steve Gavin, Finance Committee Member/Director, Yarmouth
- 12. Ron Beaty, Director, Executive and Finance Committee Member, Barnstable County
- 13. Adam Prince, Director, Eastham
- 14. Bill Saltonstall, Director, Marion
- 15. Alan Strahler, Director, Edgartown
- 16. Rosemary Dreger-Carey, Director, Falmouth
- 17. Janice Marks, Director, Bourne
- 18. Wayne Taylor, Director, Mashpee
- 19. William Lake, Director, Aquinnah

ABSENT WERE:

- 1. Betty Hyde-Mcguire, Director, Sandwich
- 2. Dennis- Vacant
- 3. Tisbury- Vacant
- 4. Jennifer Rand, V. President/Executive Committee Member/Director, West Tisbury
- 5. Lauren Sinatra, Director, Nantucket

STAFF PRESENT

Liz Argo, Executive Director Tatsiana Nickinello, Administrative Services Manager

PUBLIC PRESENT

None

1. CALL TO ORDER

2.PERSONS ON THE PHONE ASKED TO IDENTIFY THEMSELVES

Pres. Cakounes asked persons on the phone to identify themselves. Pres. Cakounes called the Board of Directors', Executive Committee and Finance Committee meeting to order at 9:55 a.m. and announced the Remote Call-in Meeting Notice/Agenda was duly posted on the CVEC, Inc. website in accordance with the Open Meeting Law on March 22, 2020 at 1:20 p.m. He verified that there was a quorum of the Board of Directors, Finance Committee and Executive Committee present.

3. PUBLIC COMMENT

There were no public comments.

R. Wirtshafter announced that he is stepping out for a few minutes at 10:00 a.m.

Pres. Cakounes asked if there are any objections to taking Agenda items out of order due to quorum issues. There were no objections.

5. UPDATE, DISCUSSION AND POSSIBLE VOTE ON CVEC FULL TIME STAFFING THROUGH 2023

L. Cakounes informed the Board that he understands the need for a new full-time staff person. He continued saying that the job description and ad were posted, and application submissions were due on April 1st. The approximate date of hire was set for June/July, 2020. L. Cakounes clarified that first he thought that a new person would be training for about 6 months, after which, L. Argo would retire. L. Cakounes noted that his "original" understanding was inaccurate. He added that L. Argo departure would not serve CVEC's best interest, as there is currently a need for two full time highly qualified employees. To summarize, he announced that L. Argo is not to retire in 2020, but rather stay on for several years. Meanwhile, CVEC needs to hire another full-time position to separate workload. L. Cakounes mentioned that L. Argo will remain CVEC's Executive Director while a newly hired person would be under her supervision. New person will have the power to delegate duties. The discussion took place about financial ramifications of keeping two full time positions on payroll. The members discussed the impact of \$75,000-\$100,000 salary expenditure on the budget. C. McLaughlin noted that he shared L. Cakounes "original" understanding, but confirmed that the Executive Committee reached "direction" consensus during March 12, 2020 meeting to bring the discussion back to the CVEC's Board, and, if approved, go forward with using the same resume and the ad to seek a candidate. The Members looked at the CVEC budget. L. Argo demonstrated that the budget reflects two full time staff people. She noted that the second person has slightly higher benefits under "CVEC Expenses" due to lack of Medicare. She continued saying that in 2023, when L. Argo is retiring, the new person's salary goes up, while hers goes down. S. Lewenberg inquired if there is enough work to be dome for two executives.

R. Beaty joined in at 10:19 a.m.

L. Argo asked the Members to look at the "CVEC Management Level Task Breakdown" handout. She added that there is some misunderstanding on what exactly CVEC does. L. Argo explained that CVEC's functions are different from those at the town office level. Aside from administrative duties,

CVEC works largely with energy. Other categories of tasks mentioned were outreach and management of Net Metering Credits. L. Argo added that contract negotiations, signing and countersigning are some aspects of CVEC's duties and require much effort and time. To summarize, L. Argo concluded that CVEC is a complex energy company. Working with energy requires constant follow up on regulatory changes and state's programs updates. S. Gavin noticed that CVEC is paying \$35,000 consulting fee to Peregrine. He inquired for how long the services will be needed. L. Cakounes answered that with two executives in the office, Peregrine services may no longer be needed. L. Argo added that with CVEC automating its database, Peregrine services may be eliminated, or the scope of services will be significantly cut down. C. Hanson opposed complete elimination of Peregrine. He noted that the company is an expert in energy business and has great database resources.

R. Wirtshafter joined back at 10:32 a.m.

C. McLaughlin inquired on the position of the Board to either hire a fulltime senior management level person, or a well-qualified staffer at a lower compensation level who will, over time, be a senior level. He added that due to the current situation with coronavirus crisis, many towns are adjusting budgets and cutting back expenses where possible. C. McLaughlin noted that Round 1 Adder requests may not be renewed going forward. He noted that, considering the massive uncertainty of the current situation, it may be well advised to either hire a person at a significantly lower compensation level with a possibility of a later promotion, or to even table the whole discussion altogether. R. Beaty concurred with C. McLaughlin's opinion. R. Dreger-Carey was interested in the method used for calculating posted position's salary amount. L. Cakounes clarified that the Executive Committee and the Search Committee worked on the numbers independently and came to a similar opinion that a higher compensation may be required to attract a highly qualified individual considering Cape Cod limited candidate market. He also added that L. Argo, although in a "chief" position, agreed to a lower salary to make sure CVEC's continuity once she retires. L. Argo added on the topic of future income. She noted that Round 1 Adder was approved for 2021, and in 2022 CVEC is to realize some benefits from the projects currently in the works. L. Argo mentioned that conservative income estimates were calculated for the presentation of the budget. L. Cakounes noted that C. McLaughlin's concern on future income is valid and warned everyone to expect some possible setbacks. A. Brandt informed the Board that some revenue opportunities from state level programs for Battery Storage systems and demand program are not accounted in projections, but likely come to fruition on some level. C. Hanson commended CVEC for recognizing and pursuing the revenue opportunities in relation to Battery Storage systems. R. Collins agreed that two-person team management structure may be beneficial for CVEC but expressed his concern about financial stability of the company during this unprecedented time. R. Toole stated that, to some degree, the crisis was caused by climate change, and it is imperative to keep more people who are working to find solutions now more than ever. R. Wirtshafter noted that, as a treasurer, he thinks that there is an adequate amount of money to support another person. He added that now is potentially a better time to seek a candidate, as many people, including those in energy industry, may get laid off. R. Wirtshafter said that due to the current situation CVEC may have an opportunity to attract a high caliber professional, who otherwise would not be available.

R. Beaty made a motion to authorize the President with the approval of the Executive and Finance Committees to pursue and hire a full time staff person in accordance with the documents and materials provided in the March 26 Board Packet, seconded by R. Dreger-Carey and voted by roll call as follows:

- 1. L. Cakounes, Harwich Yes
- 2. A. Brandt, CLC Yes
- C. Hanson, Brewster Yes
 L. Hamnauist, Provincetown Yes
- L. Hamnquist, Provincetown Yes
 R. Collins, Orleans Yes
- 6. *R. Toole, Oak Bluffs* Yes
- 7. *R. Wirtshafter, Chatham Yes*
- 8. T. Leonard-Peck, Dukes County Yes
- 9. S. Lewenberg, Chilmark Yes
- 10. W. Lake, Aquinnah Yes

The vote carried in the affirmative (19-0-0)

4. TREASURER'S REPORT AND BUDGET UPDATE

R. Wirtshafter delivered a brief Treasurer's Report. He reported that CVEC currently has healthy cash balance, the expenses are below budgeted and there are no major expenses or losses thus far. He added that there is a positive outlook in terms of income as of now.

6. UPDATE, DISCUSSION AND POSSIBLE VOTE ON MARINA CLAIMS FULL TAX REIMBURSEMENT RELATIVE TO BARNSTABLE FIRE DISTRICT

L. Argo informed the members that the Town of Barnstable is not currently reimbursing full amount of property tax payment to Barnstable Fire District. As a result, Barnstable Fire District cannot fully reimburse the developer. L. Argo noted that CVEC is the party in contract with Marina, which leaves CVEC legally exposed. She added that Marina now demands full payment. L. Cakounes expressed his hope that the convoluted tax reimbursement situation will be soon ratified. He inquired if C. McLaughlin was able to find out any new information, as C. McLaughlin promised to investigate it during the Executive session on March 12, 2020. C. McLaughlin stated that to completely rid of the problem, the special legislation should be passed. In the meantime, he will continue looking into the issue at a town level. L. Argo informed the Board that CVEC has evidence of Barnstable's short payment. L. Cakounes said that he wants the Board to be aware of the problem in the event if CVEC needs legal funds.

7. DISCUSSION AND POSSIBLE VOTE TO APPROVE CVEC'S UNDERTAKING OF PV/STORAGE INITIATIVE ROUND 6

L. Argo informed the members that CVEC is ready to undertake Round 6 projects initiative. C. McLaughlin inquired if the Airport, that was listed in Round 6 projects portfolio, was located in Duke's County. It was confirmed that the Airport project in question was in Duke's County. L. Cakounes wanted to clarify that at this time, there are no contracts to vote on, but rather to vote on

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11. Yes S. Gavin, Yarmouth 12. *R. Beaty, Barnstable County* Yes 13. A. Prince, Eastham Yes 14. C. McLaughlin, Barnstable Yes 15. B. Saltonstall, Marion Yes 16. W. Taylor, Mashpee Yes 17. A. Strahler, Edgartown Yes 18. *R. Dreger-Carey, Falmouth* Yes J. Marks. Bourne 19. Yes

the direction for CVEC: to pursue Round 6 initiative or not. L. Argo added that if the vote carries in the affirmative, the next step for CVEC would be to develop an RFP.

R. Toole made a motion to approve CVEC's undertaking of PV/Storage Initiative Round 6, seconded by A. Brandt and voted by roll call as follows:

1.	L. Cakounes, Harwich	Yes
2.	A. Brandt, CLC	Yes
3.	C. Hanson, Brewster	Yes
4.	L. Hamnquist, Provincetown	Yes
5.	R. Collins, Orleans	Yes
6.	R. Toole, Oak Bluffs	Yes
7.	R. Wirtshafter, Chatham	Yes
8.	T. Leonard-Peck, Dukes Count	y Yes
9.	S. Lewenberg, Chilmark	Yes
10.	W. Lake, Aquinnah	Yes

11.	S. Gavin, Yarmouth	Yes
12.	R. Beaty, Barnstable County	Yes
13.	A. Prince, Eastham	Yes
14.	C. McLaughlin, Barnstable	Yes
15.	B. Saltonstall, Marion	Yes
16.	W. Taylor, Mashpee	Yes
17.	A. Strahler, Edgartown	Yes
18.	R. Dreger-Carey, Falmouth	Yes
19.	J. Marks, Bourne	Yes

The vote carried in the affirmative (19-0-0)

R. Collins left the call at 11:18 a.m.

8. DISCUSSION AND POSSIBLE VOTE TO ADJUST SERVICE AGREEMENT FEE FOR ROUND 5 AND 6 STANDALONE LEASES

R. Wirtshafter informed the members that he worked with L. Argo on costs to be recovered in lease option and PPA option. As a result, 8 costs in PPA and 6 costs in lease were identified, which include O&M, reports delivery, etc. Due to the different sizes of the projects, the sliding scale was developed. R. Wirtshafter added that for some relatively small projects, the only way for CVEC to "afford" helping them is to provide smaller scope of services. He continued saying that there is an opportunity to expand the services once the data management becomes more automated. L. Cakounes explained that there is a new business model with the lease option, which does not involve PPA. CVEC initially calculated the fee to be approximately \$3,200. L. Cakounes added that some of those projects are so small, that they will be paying more to CVEC then getting for the lease. He continued and said that, therefore, the sliding scale was created.

W. Taylor left the call at 11:27 a.m.

R. Beaty made a motion to approve the sliding scale as presented for Round 5 and Round 6 standalone lease projects, seconded by C. Hanson and voted by roll call as follows:

1.	L. Cakounes, Harwich	Yes	3.	C. Hanson, Brewster	Yes
2.	A. Brandt, CLC	Yes	4.	L. Hamnquist, Provincetown	Yes

5.	R. Toole, Oak Bluffs	Yes
6.	R. Wirtshafter, Chatham	Yes
7.	T. Leonard-Peck, Dukes Count	ty Yes
8.	S. Lewenberg, Chilmark	Yes
9.	S. Gavin, Yarmouth	Yes
10.	R. Beaty, Barnstable County	Yes
11.	W. Lake, Aquinnah	Yes

The vote carried in the affirmative (17-0-0)

12.	A. Prince, Eastham	Yes
13.	C. McLaughlin, Barnstable	Yes
14.	B. Saltonstall, Marion	Yes
15.	A. Strahler, Edgartown	Yes
16.	R. Dreger-Carey, Falmouth	Yes
17.	J. Marks, Bourne	Yes

9. DISCUSSION AND POSSIBLE VOTE ON REQUEST FROM BOARD MEMBER FROM FALMOUTH, ROSEMARY CAREY, THAT CVEC ENDORSE THE CLIMATE EMERGENCY DECLARATION

R. Carey brought forward an opportunity for CVEC to endorse Climate Emergency Declaration. L. Cakounes noted that he will always put an item on Agenda if one or more members want to bring it forward. He added that he personally strongly feels that CVEC is not in the situation to take a position due to several factors such as CVEC being a nonprofit organization representing municipalities. R. Dreger-Carey clarified that the resolution is not binding. She added that every town that was asked to endorse it, did so. R. Dreger-Carey said that, in her opinion, it would be perfectly acceptable for CVEC to endorse it as an energy organization working in finding solutions to energy crisis. L. Cakounes noted that if towns take a stand, CVEC will be there to help them, but, he added, the motion should be "vetted" at town meetings. R. Beaty opposed CVEC's endorsement of the Climate Emergency Declaration and added that its' support might jeopardize CVEC's tax exempt status and may be even perceived as lobbing for political matter. C. McLaughlin also opposed the endorsement of the Climate Emergency Declaration and noted that some might argue that CVEC is lobbying to get business for itself. L. Cakounes announced that he would not recognize the motion from the Board on this issue at this time.

12. REVIEW AND POSSIBLE VOTE ON SECURING BRIDGE LOAN OR USING CVEC RESERVE FUNDS FOR VENDOR PAYMENTS WHILE AWAITING STATE REIMBURSEMENT RELATIVE TO DENNIS-YARMOUTH BATTERY STORAGE SYSTEM

L. Argo informed the members that CVEC will realize a 45 days' time gap between paying the vendor and seeking the reimbursement from the state in reference to DY BESS. She continued saying that there are some options available. CVEC could self-fund the needed amount or take out a loan. L. Argo informed the members that CFC is reviewing the terms for bridge loan. R. Wirtshafter noted that it would be beneficial for CVEC to have a line of credit available. He suggested the amount of \$750,000. L. Cakounes offered taking smaller loans to have smaller interest amount. C. McLaughlin suggested redirecting this topic to Executive and Finance Committees for discussion. He added that both contracts and finances will need to be reevaluated. C. McLaughlin informed the members that he would like to see termination language for CVEC in the contract.

C. McLaughlin moved the Board to authorize the President with the approval of both Executive and Finance Committees to use the internal funds or a bridge loan to cover the commitments of the D-Y BESS state requirements, seconded by C. Hanson and voted as follows:

1.	L. Cakounes, Harwich	Yes
2.	A. Brandt, CLC	Yes
3.	C. Hanson, Brewster	Yes
4.	L. Hamnquist, Provincetown	Yes
5.	R. Toole, Oak Bluffs	Yes
6.	R. Wirtshafter, Chatham	Yes
7.	T. Leonard-Peck, Dukes Count	ty Yes
8.	S. Lewenberg, Chilmark	Yes
9.	W. Lake, Aquinnah	Yes

10.	S. Gavin, Yarmouth	Yes
11.	R. Beaty, Barnstable County	Yes
12.	A. Prince, Eastham	Yes
13.	C. McLaughlin, Barnstable	Yes
14.	B. Saltonstall, Marion	Yes
15.	A. Strahler, Edgartown	Yes
16.	R. Dreger-Carey, Falmouth	Yes
17.	J. Marks, Bourne	Yes

The vote carried in the affirmative (17-0-0)

14. PRESIDENT'S APPOINTMENT OF CVEC PROCUREMENT OFFICER

L. Argo informed the Board that CVEC is seeking new Procurement Officer. It was suggested R. Collins to temporary resume the position as he was the Procurement Officer in the past and there is some training involved if another candidate shows any interest. R. Beaty expressed his interest in possibly becoming the Procurement Officer in the future.

A. Brandt moved the Board to approve the appointment of R. Collins as the CVEC Procurement Officer, seconded by R. Beaty and voted as follows:

1. L. Cakounes, Harwich Yes 2. A. Brandt, CLC Yes 3. C. Hanson, Brewster Yes 4. L. Hamnquist, Provincetown Yes 5. R. Toole, Oak Bluffs Yes *R. Wirtshafter, Chatham* Yes 6. 7. T. Leonard-Peck, Dukes County Yes 8. S. Lewenberg, Chilmark Yes 9. W. Lake, Aquinnah Yes

0.	S. Gavin, Yarmouth	Yes
1.	R. Beaty, Barnstable County	Yes
.2.	A. Prince, Eastham	Yes
3.	C. McLaughlin, Barnstable	Yes
4.	B. Saltonstall, Marion	Yes
5.	A. Strahler, Edgartown	Yes
6.	R. Dreger-Carey, Falmouth	Yes
7.	J. Marks, Bourne	Yes

The vote carried in the affirmative (17-0-0)

11. REVIEW AND APPROVAL OF FEBRUARY 13, 2020 EXECUTIVE COMMITTEE AND FINANCE COMMITTEE MEETING MINUTES, JANUARY 23, 2020 FULL BOARD, EXECUTIVE COMMITTEE AND FINANCE COMMITTEE MEETING MINUTES AND MARCH 12, 2020 EXECUTIVE COMMITTEE AND FINANCE COMMITTEE MEETING MINUTES

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The Board reviewed January 23, 2020 Full Board, Executive Committee and Finance Committee meeting minutes. There were no comments.

R. Wirtshafter moved the Board to approve January 23, 2020 Full Board, Executive Committee and Finance Committee meeting minutes as presented, seconded by C. McLaughlin and voted as follows:

- 1. L. Cakounes, Harwich Yes
- 2. A. Brandt. CLC Yes
- 3. C. Hanson, Brewster Yes
- 4. L. Hamnquist, Provincetown Yes
- 5. R. Toole, Oak Bluffs Yes
- 6. *R. Wirtshafter, Chatham* Yes
- 7. T. Leonard-Peck, Dukes County Yes 8.
- S. Lewenberg, Chilmark Abstain
- 9. W. Lake, Aquinnah Abstain

The vote carried in the affirmative (15-0-2)

10. UPDATE AND POSSIBLE ACCEPTANCE OF FY19 AUDIT REPORT

L. Cakounes encouraged the Board to look over the FY19 Audit report and instructed the staff to put the item on a next meeting Agenda for discussion. L. Argo reported that overall, there were no significant concerns in the Audit. She announced that the Audit will be available to view on CVEC's website.

The Board thanked L. Argo for a very well-organized meeting.

18. PRESIDENT'S REPORT

L. Cakounes had nothing to report at this time.

19. DIRECTORS' REPORT

There were no Directors' reports at this time.

The Board unanimously voted to adjourn at 12:03 p.m.

LIST OF DOCUMENTS & EXHIBITS

- 2020-2-13 Executive Committee and Finance Committee Meeting Minutes Draft, 2020-1-23 Full Board, Executive and Finance Committees Meeting Minutes Draft, 2020-3-12 Executive and Finance Committees Meeting Minutes Draft
- CVEC Approved FY20 Budget and FY21-24 Projection
- **CVEC February 20 Financials Report** -
- Climate Emergency Declaration Endorsement handout
- CVEC Management Level Task Breakdown _
- CVEC's future vision handout

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10. S. Gavin, Yarmouth Yes 11. *R. Beaty, Barnstable County* Yes 12. A. Prince, Eastham Yes 13. C. McLaughlin, Barnstable Yes B. Saltonstall. Marion 14. Yes 15. A. Strahler, Edgartown Yes 16. *R. Dreger-Carey, Falmouth* Yes 17. J. Marks, Bourne Yes