

**Cape & Vineyard Electric Cooperative, Inc.
Executive Committee and Finance Committee
Remote Conferencing Meeting Minutes – Tuesday, June 16th, 2020**

The Cape & Vineyard Electric Cooperative, Inc. Executive Committee and Finance Committee met via remote conferencing on Tuesday, June 16th, 2020 at 9:30 a.m. from home-based locations.

PRESENT WERE:

1. Steve Gavin, Finance Committee Member/Director, Yarmouth
2. Jennifer Rand, V. President/Executive Committee Member/Director, West Tisbury
3. Robert Wirtshafter, Treasurer/ Finance Committee Member/Director, Chatham
4. Charles Hanson, Finance Committee Member/Clerk/Director, Brewster
5. Austin Brandt, Executive Committee Member/Director, Cape Light Compact (CLC)
6. Leo Cakounes, President, Finance and Executive Committee Member/Director, Harwich
7. Charles McLaughlin, Executive and Finance Committee Member/Director, Barnstable

ABSENT WERE:

1. Ron Beaty, Executive Committee Member/Director, Barnstable County

STAFF PRESENT:

Liz Argo, Executive Director
Tatsiana Nickinello, Administrative Services Manager

PUBLIC PRESENT

None

1. CALL TO ORDER

L. Cakounes called the meeting to order at 9:35 a.m. and announced the Meeting Notice/Agenda was duly posted on the CVEC, Inc. website in accordance with the Open Meeting Law on June 12, 2020 at 9:25 a.m. L. Cakounes verified the presence of the quorum of the Finance and Executive Committees.

2. PERSONS ON THE PHONE ASKED TO IDENTIFY THEMSELVES

The participants identified themselves.

3. PUBLIC COMMENT

There were no public comments.

4. DISCUSSION AND VOTE ON PAYMENT OF PAST DUE AMOUNTS TO MARINA ENERGY AND GOLDMAN SACHS TO MEET TAX REIMBURSEMENT OBLIGATIONS

The members discussed the contract and determined that CVEC (the buyer) shall reimburse the seller, while Fire District is responsible for taxes to be reimbursed to CVEC. L. Cakounes said that the contractor may potentially initiate legal action against CVEC to recover the money owed for tax reimbursement relevant to Barnstable Fire District tax reimbursement process. A discussion took

place that there are two taxing authorities in this situation: one being Barnstable Fire District, while the other is the Town of Barnstable. L. Argo added that with the system ownership change from Marina Energy to Goldman & Sachs, Marina is claiming the overdue money to close their books. L. Cakounes suggested joining in with the contractor and have a legal action initiated against Fire District, as Fire District is not holding their end of the agreement and not reimbursing full tax amount to CVEC. C. McLaughlin suggested to make Marina Energy whole, and deal with Fire District directly, possibly via private arbitration process. He added that after legal review, it is evident now that Fire District owes CVEC money. L. Argo reminded the members that CVEC still remains Fire District's representative and added that at a time of contracting nobody recognized tax interpretation. She urged to be conciliatory and amicably resolve the issue. C. McLaughlin argued that the language in the contract is not some "new interpretation or explanation", and although not discussed at length at a time of contracting, it was there. He added that Fire District had council and signed the contract. C. McLaughlin noted that the contract states, "all taxes", and there was no misrepresentation on anybody's part. L. Cakounes mentioned that hiring BCK for legal council on Fire District question may be costly. C. McLaughlin noted that litigating with Marina Energy will likely prove to be even costlier.

A. Brandt moved the Executive Committee to authorize the President to hire legal help on the issue of Barnstable Fire District tax reimbursement and proceed to negotiate with the developer and Fire District, seconded by J. Rand, and voted as follows:

- | | |
|-------------------------------------|------------|
| <i>1. C. McLaughlin, Barnstable</i> | <i>Yes</i> |
| <i>2. A. Brandt, CLC</i> | <i>Yes</i> |
| <i>3. J. Rand, West Tisbury</i> | <i>Yes</i> |
| <i>4. L. Cakounes, Harwich</i> | <i>Yes</i> |

Motion carried in the affirmative (4-0-1)

R. Wirtshafter moved the Finance Committee to authorize the President to hire legal help the issue of Barnstable Fire District tax reimbursement and proceed to negotiate with the developer and Fire District, seconded by C. Hanson, and voted as follows:

- | | |
|-------------------------------------|------------|
| <i>1. C. McLaughlin, Barnstable</i> | <i>Yes</i> |
| <i>2. L. Cakounes, Harwich</i> | <i>Yes</i> |
| <i>3. R. Wirtshafter, Chatham</i> | <i>Yes</i> |
| <i>4. S. Gavin, Yarmouth</i> | <i>Yes</i> |
| <i>5. C. Hanson, Brewster</i> | <i>Yes</i> |

Motion carried in the affirmative (5-0-1)

5. DISCUSSION AND POSSIBLE VOTE ON ACTIONS TO BE TAKEN RELATIVE TO INCOMPLETE PAYMENTS FROM BARNSTABLE FIRE DISTRICT FOR PROPERTY TAX REIMBURSEMENT RELATIVE TO BARNSTABLE FIRE DISTRICT PHOTOVOLTAIC INSTALLATION AND THE INTERGOVERNMENTAL AGREEMENT WITH CVEC OFFICES

The members discussed finding the mechanism to collect the owed amount from Fire District and, acting in the best interest of CVEC, seek the reassignment of the claim.

A. Brandt moved the Executive Committee to authorize the payment to pass the remaining tax reimbursement amount to Marina Energy, seconded by J. Rand, and voted as follows:

- | | |
|-------------------------------------|------------|
| <i>1. C. McLaughlin, Barnstable</i> | <i>Yes</i> |
| <i>2. A. Brandt, CLC</i> | <i>Yes</i> |
| <i>3. J. Rand, West Tisbury</i> | <i>Yes</i> |
| <i>4. L. Cakounes, Harwich</i> | <i>Yes</i> |

Motion carried in the affirmative (4-0-1)

R. Wirtshafter moved the Finance Committee to authorize the payment to pass the remaining tax reimbursement amount to Marina Energy, seconded by C. Hanson, and voted as follows:

- | | |
|-------------------------------------|------------|
| <i>1. C. McLaughlin, Barnstable</i> | <i>Yes</i> |
| <i>2. L. Cakounes, Harwich</i> | <i>Yes</i> |
| <i>3. R. Wirtshafter, Chatham</i> | <i>Yes</i> |
| <i>4. S. Gavin, Yarmouth</i> | <i>Yes</i> |
| <i>5. C. Hanson, Brewster</i> | <i>Yes</i> |

Motion carried in the affirmative (5-0-1)

6. UPDATES ON CVEC FULL TIME STAFFING AND STAFF PLAN FOR RETURN TO CVEC OFFICES

The were no updates at that time.

12. UPDATES ON:

- A) Battery Energy Storage System (BESS) at DY*
- B) PV/Storage Initiative Round 4*
- C) PV/Storage Initiative Round 5*
- D) Next Full Board Meeting*

There were no updates for discussion.

13. NEW BUSINESS: TOPICS NOT REASONABLY ANTICIPATED BY THE PRESIDENT MORE THAN 48 HOURS BEFORE THE MEETING

The were no “new business” topics.

The Executive and Finance Committees unanimously voted to adjourn at 10:09 a.m.