

Cape and Vineyard Electric Cooperative, Inc

Executive and Finance Committees Remote Meeting Minutes

Wednesday, May 5, 2021 9:30 am

1. Call to Order

- a. Roll Call-
W. Lake called the meeting to order at 9:33 am.
- b. Identification of persons attending remotely.
W. Lake confirmed the quorum of the Executive Committee.

Present were:

1. Robert Wirtshafter, Treasurer/Finance Committee Member/Director, Chatham
2. Jennifer Rand, V. President/Executive Committee Member/Director, West Tisbury
3. Austin Brandt, Executive Committee Member/Director, Cape Light Compact (CLC)
4. William Lake, President, Executive Committee Member/Director, Aquinnah
6. Charles Hanson, Clerk/Finance Committee Member/Director, Brewster

Staff:

Maria Marasco, Executive Director, Procurement Officer
Tatsiana Nickinello, Business Administrator, Records Officer

2. Approval of Minutes

Executive Committee reviewed 1.28.21, 2.10.21, and 3.24.21 meeting minutes.

Upon a motion and second, the Executive Committee voted to approve 1.28.21, 2.10.21, and 3.24.21 as presented, and voted as follows:

A.Brandt- yes; W.Lake-yes, J. Rand- yes.

The approval of 3.24.21 by Finance Committee was tabled for the lack of quorum.

3. President's Report

Announce the transition is going smoothly, thanked Maria, Cadmus- round 6 prospectuses to help with RFP. Maria: kick off meeting, original project manager is leaving the company, good team, hopeful for the future. CLA is to engage accounting system and make recommendations. Initial meeting done. Moment of silence for the loss of S. Gavin. Reach out to Yarmouth town administrator to nominate a new person. M. Forrest to accommodate with a new day. Thursday- Bob Wirtshafter complicated day. Move back to Thursday, move up time to 9am.

4. Treasurer's Report

B. Wirtshafter meeting with Glivinsky next week. R. Wirtshafter and staff will be working on the budget. Thanked Maria for trying to automate some of the items that were not previously automated. Data management. Readable report generated from Quick books, not paying bookkeeper 95\$/hr to do bookkeeping. CVEC is accumulating money on the bank account. Send a letter that no Round 1 adder will be requested. Good way to let communities know that we are keeping our promise. Draft a letter, send to Bill for signature.

5. Director's Report

a. Operations Update

M. Marasco: Still working on IT, working on website transferred the ownership to CVEC. Clean Energy internship program was closed, but we are on the list- intern to clean up our data. Asked BCK to evaluate

mass climate act to help with tax pass through. CVEC will be asking guidance from DOER. Once information is gathered, we will be able to update the board on impact of Climate Bill. Factors to evaluate the applicability of language to our systems.

b. Discussion and vote to hire part-time bookkeeper/administrative assistant

Proposal to hire bookkeeper. Amend the contract with Glivinsky, start the process with transitioning, July 1 to start. Vote to hire a part time bookkeeper. Jen: 15 hours, no benefits. Start with 15 hours. 2 years of quick books. Revise job description

6. Project Reports

a. Status of Rounds 4 and 5 Projects

Round 5- ACE- poor communication, non-responsive, Barnstable County- termination (offer the opportunity to Round 6). Some work already done such as evaluation of project sizes, etc. Jen-avoid penalizing the town (develop a strategy that no harm comes to all parties). Harwich (one project built, but not contracted). Several projects are subject to cluster study. Original estimate from Eversource for the cape \$486 per kw. This is not a confirmed information, but on its face, if the dollar amount will be charged for the interconnection fee, it may be too expensive. Maria sends it to Cadmus to evaluate Eversource preliminary report and its impact on the projects. Austin: the developer is best resource to determine.

b. Status of BESS Project, and vote to designate authorized persons for Line of Credit.

The memo: developer has responded that they are not interested in doing any upgrades or additions to the project. DY representative Sandy Cashen – expressed opinion that she would like to proceed without solar. Call with developer, DY and CVEC- discussion of benefits when the battery is charged from the grid. At some point we have to notify DOER about the change in configuration of battery project. The developer may change inverters which will trigger new interconnection agreement. Eversource operates under force major, which takes longer. There is also issue of recloser, not likely require recloser since battery under 500. New plan for the battery- stand alone, additional emergency back-up. DY is more comfortable with the change. They have raised the question about being reimbursed for the cost to charge the battery, which raises the question about sharing revenue from the battery incentive programs. The unknown is how much will it cost to charge the battery. CPower and Ameresco reviewed battery eligibility. The existing solar system was not designed to charge the battery, and the contract was not negotiated with the solar developer. The former Executive Director reached out to installer who verbally agreed to help. The project was resigned to a new owner. We were waiting for the decision from DY. We need to find out if its acceptable with DOER. It does serve a purpose on a larger scale. These programs have a life. We are at risk if the state pulls incentives. We have a strong case to go to DOER. Executive Committee will reimburse to DY to charge battery. We need to know the cost. Who gets revenue? The original- CVEC 100% revenue and expenses. This will be modification of rfp. Trigger's amendments to provide compensation (perhaps lease). Austin: fair if we get all the revenue, compensate DY for the cost. 250kwh capacity. Extra money- vote was taken, reflected in the bylaws.

Motion, Austin advisory to the director- to authorize two of the members of the EC or FC to advise the Motion: Executive Director to determine with DY some revenue sharing or reimbursement opportunity with DY assuming that the battery DOER Bess project is charged from the grid RFP.

All yes

Upon a motion and second, the Executive Committee voted to adjourn, and voted as follows:

A.Brandt- yes; W.Lake-yes, J. Rand- yes.

Designated directors: Bill, Austin

Line of credit:

A) Needs to change authorized person with secretary of state

B) Signatory, initial cost \$24.

The vote is here: motion- see Marias paper.

Moved, all yes

7. Other Business

No other business

8. Executive Session

a. Confirmation that no unauthorized person(s) are present or able to hear the discussion at the remote location, and statement regarding reconvening or not in open session, and vote
Identified persons, all plus staff:

Motion to enter and not to return:

All yes 11.01am

b. Approval of Executive Session Minutes 1.28.21, 2.10.21, and 3.24.21

Defer action. Tabled.

c. Discussion of matters conducted by a cooperative consisting of governmental entities organized pursuant to section 136 of said chapter 164, pursuant to MGL c. 30A, s. 21 (a) 10
Draft AOBC- applicability policy. Marion is immediately applicable. Issuing RFQ next Monday. Some towns are still not responded on commitment letter. Contract issues. Project's change.

i.Round 6 Policy and Contract Matters

Additional items will be sent specific to revenue sharing. Lease- input who should derive the benefit of battery revenue. Staff to work on the draft. Contract issues. Project's change. Establish expectations.

ii.BESS contract matter

DY- Ameresco believes CVEC made a material misrepresentation in their RFP that the developer was on Board. Ameresco is going to seek reimbursement, they will ask for down payment in an amount of \$110,000.

iii.Rounds 4 and 5, Greenskies Request for Consent and Assignment

Brewster Fire Station and Water Department- amendment, stalled on greenskies. Not all 4 and 5 contracted. Greenskies went into negotiations with towns directly, as a consequence we have no ppa executed, no lease executed but the projects are built. Greenskies also asked CVEC on reassignments, last time they changed their financial scheme. CVEC asked BCK to intervene. We asked Greenskies to reimburse. With respect to Harwich – none of the contracts were executed. Greenskies- decision to avert litigation, CVEC may be on the losing end. WE will make attempt to negotiate. Costs money, altering. Learning opportunity: what not to do in round 6- rfp that sets expectation, roles and responsibilities clearly. Chuck: Brewster- this has hardly been worth it. DSD- was better, good to work with. Bill: RFQ hopefully we will qualify developers. Procurement officer- Maria, members- advisory committee. Asking people who would like to participate (whole Board).

9. Adjournment

Upon a motion and second, the Executive Committee voted to adjourn, and voted as follows:

A.Brandt- yes; W.Lake-yes, J. Rand- yes.

The meeting adjourned at 11.31 am.