

**Cape & Vineyard Electric Cooperative, Inc.**  
**BOARD OF DIRECTORS ANNUAL MEETING MINUTES**  
**September 21, 2023**

**1. Call to Order**

**a. Roll Call & Identification of persons attending remotely via Zoom.**

The President called the meeting to order at 8: 35 am.

Aquinnah	William Lake	Present	Harwich	Vacant	
Barnstable	Charles McLaughlin	Absent	Marion	Alanna Nelson	Present
Barnstable County	Mark Forest	Absent	Mashpee	Wayne Taylor	Absent
Bourne	Catherine Walton	Present at 9:am	Nantucket	Lauren Sinatra	Absent
Brewster	Charles Hanson	Present	Oak Bluffs	Dion Alley	Absent
Cape Light Compact (CLC)	Mariel Marchand	Present	Orleans	Ronald Collins	Present
Chatham	Robert Wirtshafter	Present	Provincetown	Lydia Hamnquist	Absent
Chilmark	Stephen Lewenberg	Present	Sandwich	Laura Gregorio	Present
Dennis	Tom O'Connor	Absent	Tisbury	Bill Straw	Present
Dukes County	Tain Leonard-Peck	Present	Truro	Mark Farber	Present
Eastham	Vacant		West Tisbury	John Christenson	Present
Edgartown	Alan Strahler	Present	Yarmouth	Joseph Baker	Present
Falmouth	Rosemary Dreger- Carey	Absent			

**b. Public comment**

Liz Argo of Argo Consulting was present. She informed the Board that she had planned an Energy Committee meeting on October 25<sup>th</sup> and wanted CVEC to report.

Jaqueline Beebe, Town Administrator of Eastham attended.

**2. Approval of Minutes**

**a. Board Meeting Minutes 5.25.23**

*Upon a motion and second, the Board approved the minutes of 5.25.23.*

Aquinnah	William Lake	Yes	Harwich	Vacant	
Barnstable	Charles McLaughlin	NA	Marion	Alanna Nelson	Yes
Barnstable County	Mark Forest	NA	Mashpee	Wayne Taylor	NA
Bourne	Catherine Walton	NA	Nantucket	Lauren Sinatra	NA
Brewster	Charles Hanson	Yes	Oak Bluffs	Dion Alley	NA
Cape Light Compact (CLC)	Mariel Marchand	Yes	Orleans	Ronald Collins	Yes
Chatham	Robert Wirtshafter	Yes	Provincetown	Lydia Hamnquist	NA
Chilmark	Stephen Lewenberg	Yes	Sandwich	Laura Gregorio	Yes
Dennis	Tom O'Connor	NA	Tisbury	Bill Straw	Yes
Dukes County	Tain Leonard-Peck	Yes	Truro	Mark Farber	Yes
Eastham	Vacant	NA	West Tisbury	John Christenson	Yes
Edgartown	Alan Strahler	Yes	Yarmouth	Joseph Baker	Yes
Falmouth	Rosemary Dreger- Carey				

### 3. **President's Report**

#### a. **Report of Executive Committee for FY 23**

William Lake reviewed the Report of Executive Committee Activities for FY 22 as required under the by-laws. The report is attached incorporated by reference. He asked Board members to consider if they would like to get together in person and suggested they contact either the Executive Director or himself.

#### b. **Change of Directors, Town of Bourne**

William Lake announced that Janice Marks service to CVEC has ended and that her successor is Catherine Walton.

#### c. **Discussion and authorization to establish Employer Retirement/Investment Plan**

William Lake asked for Board comment regarding further research and implementation of an Employer benefit plan that will help recruit and retain employees. The President mentioned that CVEC remains ineligible to participate in the County plans. The discussion about joining an association with which CVEC could participate in a plan and the interest in finding a health plan, also.

*Upon a motion and second, the board approved the following motion:*

*To authorize the Executive Committee and the Finance Committees to evaluate and or establish a retirement and/or health plan.*

### 4. **Treasurer's Report**

#### a. **Preliminary Financial Reports Ending 6.30.23**

The Executive Director reported that legal costs were higher than budgeted due to three one-time matters, including the renegotiation of the Round 1 Control Account, the Round 2 Decommissioning Fund restructuring for six developers, and the default by a Round 5 project developer. She presented the unaudited financial statements and stated that she completed all the audit requests for information to Clifton Larsen Allen who will begin the in-person portion of the annual audit the following week.

### 5. **Director's Report**

#### a. **CVEC Operations**

- i. The Director informed the Board that she was a speaker at the UMASS Clean Energy Extension Forum on September 19<sup>th</sup>. She presented the job description for a bookkeeper/administrator which she said has been posted at the DY High School, Community College Network, MA college network, and MA DET. She thanked Mariel Marchand of the Cape Light Compact for improving the reporting for behind-the-meter projects on CVEC's Annual Systems Report. The Director will be sending the updated report to board members. She further stated and showed the board a few examples of how she had made changes to improve data collection by updating all excel spreadsheets, verifying data, and combining monthly data into one annual reporting spreadsheet. She emphasized that CVEC' primary responsibility was the proper financial management of the solar projects.
- ii. **Discussion and vote regarding BESS equipment**

The Executive Director reported that in the testing required to install the 250 KW battery at the Dennis-Yarmouth High School which serves as the region's emergency shelter, Ameresco and its electrical subcontractor RESA determined the 1600 AMP circuit breaker at the school had deteriorated. School, Town and Eversource staff were present during the testing. Because the MA DOER has given CVEC a final commercial operation date of 6.30.24, the board discussed the options for competing the project, including the purchase of a refurbished battery which has a lead time sufficient to meet the DOER deadline. There is no option to purchase a new breaker, because the lead time is well into the Fall of

2024, past the deadline. The decision to replace the breaker lies with the Dennis Yarmouth Regional School District which informed CVEC that they were having their own electrician evaluate the breaker and options.

The Director reported that she was hopeful that DYRSD would continue to be supportive and notified the board of the worst case scenario: the loss of the grant, the return of the funds already received, and the restoration of the site. CVEC has already advanced its own funds for landscaping. She estimated that under a worst case scenario CVEC would be out of pocket as follows, not including the staff time used as matching funds for the project:

If BESS terminated as of 10.1.23		
Feasibility Study and consultant costs	\$	47,189.00
BESS reimbursed costs to date	\$	595,658.38
Resale of BESS	\$	(632,839.31)
Restoration of Premises	\$	65,000.00
Legal	\$	5,000.00
TOTAL	\$	80,008.08

William Lake reiterated his support for the project. After discussion, the Board was presented with possible options to set of any costs associated in the event CVEC was faces with purchasing a refurbished breaker, in the interest of time, including the IRA direct pay, renegotiating the lease with the DYRSD, operating funds.

*Upon a motion and second, the board approved the following:  
To authorize the Executive Committee and Finance Committee to purchase and install a refurbished circuit breaker, subject to the approval of the DYRSD, to be installed at the DY High School at a cost of approximately \$40K out of CVEC’s operating funds to ensure that the battery is energized by the DOER grant deadline. Further, the Executive Committee and Finance Committee are authorized to further negotiate, if necessary, the lease terms with DYRSD regarding a means of reimbursement of the costs associated with the installation of the breaker and to take additional steps in his (their) discretion to ensure the most advantageous resolution for CVEC.*

**b. Project Reports**

The Director reported that they will be meeting with the Town of Barnstable and the two developers who have systems at the Barnstable High School to address bird issues. She asked the directors to try to find out more about their projects and if there are any issues to report them to her. While developers are doing a good job, sometimes (like the birds) get missed.

The director reported that Round 6 for 13 projects is underway and that the RFP will be issued soon. Working with the Massachusetts Wholesale Electric Corporation has been very successful. President Lake explained that Vineyard Power is supporting the towns on the Vineyard that are participating in Round 6 by donating a portion of community benefit funds from the offshore wind project to make sure that the projects “pencil out” with the addition of batteries for resiliency. He noted that CVEC will be disclosing Vineyard Power’s participation I the RFP.

**c. Meet the Developer Series Announcement**

CVEC will host Meet the Developer with Sunwealth’s John Abe on October 26 at 8:30 via Zoom. The

projects include the Chatham Fire Station, Eastham Library, Oak Bluffs Fire Station, Provincetown VMCC and WTP, and Yarmouth Fire Stations #1 and #3.

**6. Other Business**

There was no other business.

**7. Adjournment**

a. Upon a motion and second, the board voted to adjourn.

Aquinnah	William Lake	Yes	Harwich	Vacant	NA
Barnstable	Charles McLaughlin	NA	Marion	Alanna Nelson	Yes
Barnstable County	Mark Forest	NA	Mashpee	Wayne Taylor	NA
Bourne	Catherine Walton	Yes	Nantucket	Lauren Sinatra	NA
Brewster	Charles Hanson	Yes	Oak Bluffs	Dion Alley	NA
Cape Light Compact (CLC)	Mariel Marchand	Yes	Orleans	Ronald Collins	Yes
Chatham	Robert Wirtshafter	Left the meeting	Provincetown	Lydia Hamnquist	NA
Chilmark	Stephen Lewenberg	Yes	Sandwich	Laura Gregorio	Yes
Dennis	Tom O'Connor	NA	Tisbury	Bill Straw	Yes
Dukes County	Tain Leonard-Peck	Yes	Truro	Mark Farber	Yes
Eastham	Vacant	NA	West Tisbury	John Christenson	Yes
Edgartown	Alan Strahler	Yes	Yarmouth	Joseph Baker	Yes
Falmouth	Rosemary Dreger-Carey	NA			

The meeting adjourned at 9:41 am

Approved 5.23.24

## Attachment. Summary of Executive Committee Actions FY 23

To: CVEC Board of Directors

From: William Lake, President

Date: September 14,2023

Re: Summary of Executive Committee Actions FY 23

Pursuant to Section 5.5 of CVEC's By-laws, I'm pleased to present the following report of the Executive Committee's activities since the last full Board meeting and including all of FY 23.

- 12.8.22 The Executive Committee reviewed and approved a letter of support to the MA DPU for CLC's proposed Cand & Vineyard Electric Offering program targeting 100 low-income customers currently using propane. The Executive Committee, upon a recommendation from Barnstable's Charles McLaughlin, supported CVEC's further investigation of safety concerns of batteries, specifically concerns about any possible leak of hazardous materials into the ground and affecting the water supply.
- 1.19.23 The Executive Committee held a meeting with Finance Committee and full board, and Alana Nelson of Marion was approved as an Executive Committee member-at-large. The Executive Committee and board thanked Jennifer Rand of West Tisbury for her dedicated and long-standing service to CVEC. The Executive Committee announced that NREL will be presenting a overview of battery storage and he conclusion of the January meeting, and two educational webinars which CVEC organized: a webinar on the IRA and Clean Energy Goals presented by Ameresco and held on January 26,2023, and a Battery Storage Webinar with Clean Energy Alliance State Alliance held at the May board meeting.
- 4.20.23 The Executive Committee announced new directors from Harwich and West Tisbury. The Executive Committee announced the continuation of remote meetings. The Executive Committee announced that CVEC had responded to a Request for Information from Eversource looking for collaborative relationships to implement the provisions of the MA Climate Bill, authorizing distribution company ownership of solar located on municipal property and permitting cost reimbursement. The Executive Committee announced the award of a technical grant from Clean Energy States Alliance to consider the value of individual battery storage systems versus one large system for CVEC's projects. The result will provide an analysis outside of the Round 6 procurement process. The Executive Committee announced that MassDevelopment has authorized CVEC's ability to issue tax-exempt bonds through them in the event CVEC purchases additional renewable energy assets. The Executive Committee acknowledged the following contractual changes:
- Round 1 Control Deposit Account re-negotiated with developer and placed into a segregated account at the Cape Cod Five.
  - Round 2 Decommissioning Escrow Agreement re-negotiated with multiple developers and funds placed into individual deposit accounts at the Cape Cod Five.
- The Executive Committee approved and recommended for full board approval two Policies: No-cost Reimbursement Policy and Cost and Other Reimbursement Policy addressing which types of costs CVEC will ask a member or participant to pay for direct project costs.
- 5.18.23 The Executive Committee voted to terminate the Oak Bluffs Landfill project with the developer for their failure to fulfill their obligations. The Executive Committee determined that stand-alone leases are not authorized under CVEC's procurement statute, MGL c. 164, s. 137 and directed the Executive Director to communicate and resolve same with the respective towns and developer.
- 5.25.23 The Executive Committee announced to the board that it will be working under an energy-related services agreement with the Massachusetts Municipal Wholesale Electric Corporation, a state entity which manage multiple municipal light plants in Massachusetts. MMWEC will support CVEC's reissuance of the Round 6 procurement.