

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee and Finance Committee REMOTE
OPEN SESSION MINUTES

Thursday, September 12, 2024 8:30 AM EST

Posted on September 8, 2024 at 10 am at www.cvecinc.org

Pursuant to the Massachusetts Open Meeting Law, M.G.L. c. 30A, §§ 18-25, 940 CMR 29.03 1(a) and under An Act Extending Certain Covid-19 Measures on June 16, 2021, notice is hereby given of a meeting as follows as issued by CVEC's Clerk:

1. Call to Order

a. Roll Call & Identification of persons attending remotely

The meeting started at 8:31 Am.

Roll call:

Executive Committee: Present: W. Lake, A.Nelson, M.Marchand, D.Anthony

Finance Committee: B. Wirtshafter, C. Hanson, D.Anthony

b. Public comment- 3 minutes

Present: Former member Charles McLaughlin

2. President's Report

a. Annual Meeting Status

The President reported the Annual CVEC BOD Meeting on September 26th via Zoom.

b. BESS Presentation at DY High School Status and Discussion

There was mention that the MA DOER is trying to schedule the Commissioner to either meet at the Battery site for an event and/or attend CVEC's meeting.

c. 401(k) Plan- Ratification of Plan

The committees reviewed the proposed reallocation of the Executive Director's budgeted salary. A portion of the total budgeted amount will be distributed between the director's contribution and employer match. Employer taxes will be reduced as taxable salary decreases.

Upon a motion and second, the committees voted to approve the following:

To ratify the President's approval of the ADP 401(k) plan for CVEC and to authorize the Executive's Director's execution of related documents with ADP through King's Taxes.

Executive Committee: Yes- W.Lake, A.Nelson, M. Marchand, D.Anthony

Finance Committee: Yes-R. Wirtshafter, C. Hanson

d. Strategic Planning Project – Findings and Discussion of Planning Options

The President indicated that CVEC is at important decision-making point in its operations and that there is a need to clarify that it is a government entity for all state and federal purposes. CVEC conducted its last planning in 2018. Now that assets are maturing and that the industry has matured, CVEC intends to inquire of its members: As a government entity, what does CVEC want to do.

Upon a motion and second, the Committees voted to authorize the following:

The Committees recommend to the CVEC Directors to conduct strategic planning, to conduct a Special Meeting, if necessary, pursuant to Section 3.3 of the By-laws at a place and time to be determined by the President, and to begin the process of analyzing and proposing appropriate legislation to clarify that CVEC is a government entity provided that its mission shall not be altered.

Executive Committee: Yes- W.Lake, A.Nelson, M. Marchand, D.Anthony

Finance Committee: Yes-R. Wirtshafter, C. Hanson

3. Treasurer's Report

a. Preliminary Financial Reports Ending 6.30.24

The committees reviewed the financial statements which are incorporated by reference.

b. FY 23 Audit Process

The Executive Director reported that CLA has scheduled the audit for October, despite staff being ready in August. CVEC's by-laws require a CPA to audit.

c. CD Investment: Status and Discussion/Vote on Reinvestment

CVEC earned \$5,762 from December 2023 to July 2024 on a \$200K CD investment at the Cape Cod Five Cent Savings Bank. The CD will automatically rollover. There are not forecasted needs for these funds for the next renewal period of 9 months.

4. Director's Report

a. CVEC Operations

i. BESS

CVEC has filed a preliminary application with the IRS regarding direct pay for the BESS. CVEC had engaged Baker Tilly accountants. The threshold issues are whether CVEC qualifies as a political subdivision of the Commonwealth and whether it has any eligible costs in excess of the grant funds received. CVEC will incur additional costs to put a 9-foot wire mesh fence around the BESS for safety. Other costs will include a chain, padlock and signage.

Upon a motion and second, the committees approved the following:

To authorize the Executive Director's filing for a Clean Energy Business Account with the IRS and for filing for clean energy credits for CVEC's BESS.

Executive Committee: Yes- W.Lake, A.Nelson, M. Marchand, D.Anthony

Finance Committee: Yes-R. Wirtshafter, C. Hanson

ii. Eversource Report and Billing Changes Impacting CVEC Projects

Eversource changed its billing software system resulting in several month delays of billing and cash payments. As a result of Eversource's changing all account numbers, CVEC had to update all its allocation records and upload new Schedule Z's on a new Eversource system.

iii. CVEC Project Rounds

The Yarmouth Senior Center solar and battery project is pending approval from the building and electrical inspectors. The Chatham Recreation Center solar and battery project is pending the town's review, and Round 7 is in final contract negotiations.

iv. Accounting Services Notification of Services

CVEC has engaged King's Taxes of Hyannis to process behind-the-meter accounts after a number of telephone and email inquiries pursuant to procurement guidelines.

v. NREL: ETIPP Grant Status

CVEC will interview with NREL to consider its proposal for NREL to analyze 7 existing solar landfill projects to determine which one or more of these projects can be used, upgraded, improved, expanded or supplemented with either solar and/or battery to provide the optimum level of energy generation and the optimum level of resiliency to the member towns in the

event of storm-driven outages. The NREL reviewers found CVEC's initial proposal "...compelling in scope, [and] impact."

5. Other Business

There was no other business.

6. Executive Session- Executive, &/or Finance Committees

a. Roll call, and Notice of Reconvening or Adjourning

The Finance Committee adjourned. Yes- W. Wirtsharfter, C.Hanson

Upon a motion and second, the Executive Committee voted to enter into Executive Session and to not reconvene in Open Session.

Executive Committee: Yes- W.Lake, A.Nelson, M. Marchand, D.Anthony

b. Discussion on matters conducted by a cooperative subject to MGL c. 164, s. 136, and pursuant to MGL c. 30A, s.21 (a): 1- Status of Round 4 & 5 Projects Pending Construction by DSD and possible assignment, b) Sunray DY High School Roof, Round 2 Potential Notice of Default, and Impact on BESS, c) Greenskies/Clean Focus Proposal at Brewster Landfill Solar Array

7. Adjournment

The Executive Committee adjourned at the end of Executive Session.

Approved 11.21.24