

Cape & Vineyard Electric Cooperative Meeting of the Board of Directors

Meeting Minutes March 15, 2012

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. met in Regular Session on Thursday, March 15, at 9:55 a.m. in Conference Room 11/12 at the Barnstable Superior Courthouse, 3195 Main Street, Barnstable, Mass.

Present were: Charles McLaughlin, President/Director/Executive Member, Barnstable
Mark Zielinski, Treasurer/Director/Executive Member, Barnstable County
Maggie Downey, Clerk/Director/Executive Member, Cape Light Compact
Paul O'Keefe, Bourne Director
Dean Keuch, Brewster Director
Peter Cabana, Dukes County Director
John Checklick, Falmouth Director
Barry R. Worth, Harwich Director at Large/Executive Member
John Jannell, Orleans Director
Bill Straw, Tisbury Director
Steve Gavin, Yarmouth Director

Counsel Present: Jeff Bernstein, Esq. BCK Law

Staff Present: Ron Collins, Project Manager
Liz Argo, Consultant
Barbara Austin, Administrative Assistant

Others Present: Richard Elrick, Town of Barnstable

Absent: John Scott, Chatham Director
Richard White, Dennis Director
Martin McDonald, Director
S. Kitt Johnson, Edgartown Director/Executive Member
Michael Richardson, Mashpee Director
Richard Toole, Oak Bluffs Director
David Gardner, Provincetown Director
James Killion, Sandwich Director
Tim Twombly, West Tisbury Director

1. **Public Comment**

There were no members of the public present.

2. **Approval of Meeting Minutes**

- The Board considered the January 26, 2012 Regular Session Meeting Minutes. *John Checklick moved the Board to approve the minutes as presented, seconded by Peter Cabana, approved 8-0-2 with John Jannell and Bill Straw abstaining as they were not present at the meeting.*
- The Board considered the February 16, 2012 Executive Session Meeting Minutes. *E. Mark Zielinski moved the Board to approve the minutes as presented, seconded by Charles McLaughlin, approved 3-0-0.*
- The Executive Committee of the Board considered the March 5, 2012 Executive Session Meeting Minutes. *Charles McLaughlin moved the Board to approve the minutes as amended, seconded by Maggie Downey, approved 4-0-0.*

3. **Proposed discussion & vote to approve Remote Participation Policy**

Jeffrey Bernstein discussed the requirements and provisions in the new remote participation regulations (940 CMR 29.10) set forth by the Attorney General's Office. The key provisions discussed were:

- Vote to allow Remote Participation
- Minimum Requirements for Remote Participation
- Request to Participate Remotely
- Permissible Reasons for Remote Participation
- Procedures for Remote Participation
- Technology

E. Mark Zielinski moved to adopt Remote Participation in accordance with the Attorney General's Participation requirements, seconded by Barry Worth, approved 11-0-0.

The Board accepted S.K. Johnson's resignation from the CVEC Executive Committee and from the Board of Directors. There was some discussion on seeking a replacement for an Executive Committee Member.

4. **Phase I Ground Mounted PV Project Update and Other Communications from Ron Collins**

Ron Collins discussed the Phase I PV Project

5. **Other Communications from Directors**

Charles McLaughlin discussed moving forward with a CVEC strategic planning session and suggested target discussion purposes for a September 2012 launch. Maggie Downey, Barry Worth and Paul O'Keefe suggested a revisit in the fall or possibly January. It was agreed there is a need to focus on Phase I and II first before having further planning discussions.

Charles McLaughlin suggested a subcommittee be formed. Maggie Downey suggested if a committee is formed it should include talk about a budget. John Checklick, Steve Gavin and Charles McLaughlin agreed to work on a budget and report back to the Board in April. Jeff Bernstein offered to join by phone if needed.

4. Proposed Executive Session Pursuant to MGL Chapter 30A, section 21(a)3 and section 21(a)10

At 10:50 a.m. Upon Motion by John Checklick, seconded by Peter Cabana, CVEC went into Executive Session upon the declaration of President Charles McLaughlin that the board hereby determines that the disclosure of trade secrets or confidential, competitively-sensitive or other proprietary information in an open session will adversely affect CVEC's ability to conduct business in relation to the other entities making, selling or distributing electric power and energy; and that the consideration of the purchase, exchange, lease or value of real property will have a detrimental effect on CVEC's negotiating position as a public body.

Roll call vote: Charles McLaughlin, President/Director/Executive Member, Barnstable
Mark Zielinski, Treasurer/Director/Executive Member, Barnstable County
Maggie Downey, Clerk/Director/Executive Member, Cape Light Compact
Paul O'Keefe, Bourne Director
Dean Keuch, Brewster Director
Peter Cabana, Dukes County Director
John Checklick, Falmouth Director
Barry R. Worth, Harwich Director at Large/Executive Member
John Jannell, Orleans Director
Bill Straw, Tisbury Director
Steve Gavin, Yarmouth Director

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. did not return to open (regular) meeting session.

Materials Distributed:

- Regular Session Meeting Minutes of January 26, 2012, Executive Session Meeting Minutes of February 16, 2012 and March 05, 2012.
- Remote participation regulations (940 CMR 29.10)
- S K Johnson resignation