

# **Cape & Vineyard Electric Cooperative**

## **Meeting of the Board of Directors**

### **Meeting Minutes** **August 16, 2012**

The Board of Directors of Cape & Vineyard Electric Cooperative, Inc. met in Regular Session on Thursday, August 16, 2012 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  
Chuck Hanson, Brewster Director  
John Scott, Chatham Director  
Peter Cabana, Dukes County Director  
Martin McDonald, Eastham Director  
John Checklick, Falmouth Director  
Larry Cole, Harwich Director  
Richard Toole, Oak Bluffs Director  
Bill Straw, Tisbury Director  
Steve Gavin, Yarmouth Director

Counsel Present: Jeff Bemstein, Esq. BCK Law

Staff Present: Liz Argo, Consultant  
Barbara Austin, Administrative Assistant

Absent: Richard White, Dennis Director  
Vacant, Edgartown Director  
Michael Richardson, Mashpee Director  
John Jannell, Orleans 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 July 19, 2012 Regular Session Meeting Minutes. Larry Cole noted that Ron Collins was present at the meeting and did not participate by phone as reflected in the minutes. *Peter Cabana moved the Board to approve the minutes as amended, seconded by Larry Cole, approved 10-0-3 with John Checklick, Paul O'Keefe and Martin McDonald abstaining as they were not present at the meeting.*

The Board considered the July 31, 2012 Executive Committee Meeting Minutes. *Richard Toole moved the Board to approve the minutes as presented, seconded by Maggie Downey, approved 13-0-0.*

### 3. RFQ for Strategic Plan Discussion

The Board discussed the wording of the RFQ for a potential consultant along with the questions to ask. Maggie Downey and Mark Zielinski discussed the general wording and noted the planning process should be 6 sessions in 6 months (introduction session, 3 working sessions and 1 or 2 final sessions.)

Further discussion was made by Mark Zielinski on what a "Strategic Plan" means to him. Mark believes it is important to come to an agreement with identifying a mission statement, goals, tasks, etc. He also stated that a time commitment is needed (not once a month).

Maggie Downey announced the RFQ response is due September 17th. Also, the September 20th meeting is the Annual Election of Officers which will include the election of a President, Treasurer, Clerk and 2 Members at Large.

Mark Zielinski proposed the following schedule for CVEC consisting of Thursday and Friday meetings:

10/15 Friday  
10/18 Thursday  
11/2 Friday  
11/15 Thursday

*Peter Cabana moved the Board to authorize the Chief Procurement Officer to Request for Quotation to seek quotations from qualified consultants or consulting firms to assist CVEC in developing a strategic direction for the next three to five years to become financially self-sufficient: enhance CVEC integration with CLC and its long term energy supply plan; and potentially find alternatives to net metering focused projects. The consultant will bring its expertise and knowledge to the table with regard to the electric industry and the current and future state of energy policy and regulatory affairs in Massachusetts. The consultant will facilitate the development of a strategic plan by the Directors of CVEC and help them conduct an appropriate level of outreach as part of*

*the plan's development. This request for quotation is being issued under Massachusetts General Laws, Chapter 30B, §4 and its total cost shall not exceed \$25,000., seconded by Larry Cole, approved 13-0-0.*

#### 4. Other Communications from Board Members

Maggie Downey suggested due to the Open Meeting Law Revisions there should be training on how to treat documents. Maggie also shared that she met with Paul Pilcher and 2 selectmen from Wellfleet regarding CVEC and CLC. She added that they are satisfied with the meeting minutes and how documents are being kept.

The Board discussed the Assembly of Delegates Meeting and Leo Cakounes plans to prepare individual resolutions for each of its recommendations to present to the Assembly of Delegates.

Larry Cole and Liz Argo discussed the new Monomoy High School and plans, if any, to have the building solar ready.

*11:15 a.m break*

*11:26 a.m. reconvened*

Charles McLaughlin announced he will be stepping back from his role as CVEC President due to his busy schedule but will continue to serve on the Executive Committee. Charles's plans are to nominate John Checklick as President at the annual election on September 20th.

Maggie Downey discussed the CLC Audit and Attestation Service Options from Sullivan and Rogers to CLC. Maggie added that Barnstable County is the fiscal agent for CLC. In addition, CLC has been included in the Barnstable County audits from fiscal years 1997-2011. CLC has never had a free standing audit beyond the County audit.

Peter Cabana commented that he would like to request an independent assessment of Section 22 #2395 of the Energy Bill. Jeff Bernstein discussed the host subject and the cap to clear up Peter's questions.

#### 5. Proposed Executive Session Pursuant to MGL Chapter 30A, section 21(a)3 and section 21(a)IO

*At 11:40 a.m. Upon Motion by Bill Straw, seconded by Martin McDonald, CVEC went into Executive Session upon the declaration a/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	aye
Mark Zielinski, Treasurer/Director/Executive Member, Barnstable County	aye
Maggie Downey, Clerk/Director/Executive Member, Cape Light Compact	aye
Paul O'Keefe, Bourne Director	aye
Chuck Hanson, Brewster Director	aye
John Scott, Chatham Director	aye
Peter Cabana, Dukes County Director	aye
Martin McDonald, Eastham Director	aye
John Checklick, Falmouth Director	aye
Larry Cole, Harwich Director	aye
Richard Toole, Oak Bluffs Director	aye
Bill Straw, Tisbury Director	aye
Steve Gavin, Yarmouth Director	aye

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

Materials Distributed:

- CLC Audit and Attestation Service Options from Sullivan & Rogers to CLC
- Commonwealth of Massachusetts Energy Bill (Senate, No. 2395)