

# **Cape & Vineyard Electric Cooperative, Inc.**

**November 15, 2012**

## **Regular Session Meeting Minutes**

The Executive Committee and Directors of the Cape & Vineyard Electric Cooperative, Inc. met in Regular Session on Thursday, November 15, 2012 at 10:00 a.m. in Rooms 11 & 12, Superior Court House, Barnstable, Mass.

### **PRESENT WERE:**

John Checklick, President/Director, Falmouth  
E. Mark Zielinski, Treasurer/Director, Barnstable County  
Margaret Downey, Clerk/Director, Cape Light Compact  
Peter Cabana, Executive Member/Director, Dukes County  
John Scott, Director, Chatham  
Charles Hanson, Director, Brewster  
Larry Cole, Director, Harwich  
Timothy Twombly, Director, W. Tisbury

### **ABSENT WERE:**

Charles McLaughlin, V. President/Director, Barnstable  
Paul O'Keefe, Director, Bourne  
Richard White, Director, Dennis  
Vacant, Edgartown  
Martin McDonald, Director, Eastham  
Michael Richardson, Director, Mashpee  
Richard Toole, Director, Oak Bluffs  
John Jannell, Director, Orleans  
David Gardner, Director, Provincetown  
James Killion, Director, Sandwich  
William Straw, Director, Tisbury  
Steve Gavin, Director, Yarmouth

### **Counsel & Staff Present:**

Jeffery Bernstein, Esq., BCK Law, LLC  
Ronald Collins, Project Manger  
Liz Argo, Consultant  
Karen Loura, Administrative Assistant

### **OTHERS PRESENT:**

Richard Elrick, Bourne/Barnstable Energy Coordinator

### **CALL TO ORDER**

With a quorum of the Executive Committee present, Pres. Checklick called a meeting to order at 10:10 a.m. noting the meeting had been duly posted as a Board of Directors Executive Committee Meeting.

**PUBLIC COMMENT:** There were no public comments.

### **NEW MEMBERSHIP APPLICATION**

M. Downey reported receipt of the Town of Chilmark's membership application.

**DISCUSSION/VOTE TO AMEND CAPE & VINEYARD ELECTRIC COOPERATIVE, INC. SECTION 12.7 REPORTS:** Atty. Bernstein informed the Board that Bylaw amendments require the affirmative vote of 80% of Directors be present and voting at a meeting. Ten (10) members represent a quorum to conduct other business. He recommended the Cooperative table this matter to the next agenda. The next meeting is scheduled for December 13<sup>th</sup> which has been designated as a day-long Strategic Planning Meeting. Atty. Bernstein will provide draft language to members of proposed amendment.

**MEETING MINUTES:** The Committee then considered the October 18, 2012 Meeting Minutes. L. Cole moved the Committee vote to accept the meeting minutes as presented, seconded by T. Twombly and voted unanimously in favor. With no quorum present, *M. Zielinski moved to accept the Meeting Minutes, seconded by M. Downey and voted unanimously in favor by the Executive Committee members present.*

**UPDATE ON STRATEGIC PLAN:** M. Zielinski provided information on consultant selection and recommends CVEC engage Jonathan Raab who is a knowledgeable and skilled facilitator in the electric utility industry. He has been hired by MA DPU for leadership in sticky issues. He has proposed three (3) sessions @ \$20,000 or \$15,000 for two (2) sessions. M. Zielinski said 2 sessions (12/13/12 & 1/17/13) are needed to lead to discussion and to identify the next steps. M. Downey agreed to circulate available background information to the membership. Discussion followed. There was agreement among those present to retain Jonathan Raab and to hold the initial planning session on 12/13/12.

Atty. Bernstein recommended keeping 12/20/12 meeting date for an Executive committee Meeting. It was agreed to hold the 12/13/12 Strategic Planning Meeting and to schedule an Executive Committee meeting in December as needed.

#### **OTHER REPORTS**

- J. Checklick reported Falmouth has taken a preliminary look at renewable energy at their landfill. Falmouth is prohibited from developing their capped landfill for at least 10 years as part of the agreement with Department of Environmental Protection. The restriction was part of the closure agreement. Atty. Bernstein requested a copy of the source of the restriction to determine if applicable and he recommended checking with Falmouth's Counsel. J. Checklick said he is seeking appointment to the Task Force.
- M. Zielinski reported he and Atty. Eidelman plan to meet with Nstar to encourage them to use the "cash out" accounting. There are 663 accounts and 17 projects involved in Barnstable which will create a lot of accounting work for Nstar if the allocation method is used.

#### **MATERIALS DISTRIBUTED:**

- Copy of a letter dated May 11, 2012 from Lawrence P. Cole, PhD to James Merriam, Town Administrator seeking appointment to CVEC.
- Copy of a letter dated July 11, 2012 from Harwich Board of Selectmen to Lawrence P. Cole appointing him as Harwich's representative to the Cape & Vineyard Electric Cooperative.

**EXECUTIVE SESSION:** *At 10:35 a.m., P. Cabana moved the Board vote to enter into Executive Session pursuant to MGL Chapter 30A §21(a)10, seconded by M. Downey and voted unanimously in favor by roll call of the*

*Executive Committee members 4-0-0.* Pres. Checklick announced the Cooperative would not reconvene in open session following adjournment. Counsel, staff & R. Elrick were permitted to remain.

Respectfully submitted,

Karen E. Loura  
Administrative Assistant