

**Cape & Vineyard Electric Cooperative, Inc.**  
**Executive Committee**  
**Open Session Meeting Minutes**  
**Wednesday, April 18, 2013**

The Executive Committee of the Cape & Vineyard Electric Cooperative met in Open Session on Wednesday, April 18, 2013 at 9:42 a.m. in the 2<sup>nd</sup> floor conference room at the Barnstable Town Hall, 367 Main Street, Hyannis, Mass.

**PRESENT WERE:**

John Checklick, President/Director, Falmouth  
Charles McLaughlin, V. President/Director, Barnstable @10:47 am  
E. Mark Zielinski, Treasurer/Director, Barnstable County until 2:33 pm  
Margaret Downey, Clerk/Director, Cape Light Compact until 2:33 pm  
Peter Cabana, Executive Member/Director, Dukes County  
Paul O'Keefe, Director, Bourne  
Charles Hanson, Director, Brewster  
John Scott, Director, Chatham  
Joseph Bayne, Eastham  
John Jannell, Director, Orleans @ 11:04 a.m. – 12:45 p.m.  
Steven Gavin, Director, Yarmouth

**ABSENT WERE:**

Richard White, Director, Dennis  
Vacant, Edgartown  
Larry Cole, Director, Harwich  
Michael Richardson, Director, Mashpee  
Richard Toole, Director, Oak Bluffs  
David Gardner, Director, Provincetown  
James Killion, Director, Sandwich  
William Straw, Director, Tisbury  
Timothy Twombly, Director, W. Tisbury

**COUNSEL & STAFF PRESENT:**

Jeffrey Bernstein, Esq., BCK Law, LLC  
Ronald Collins, Project Manager  
Elizabeth Argo, Consultant  
Jonathan Raab, Raab Associates @ 10:13 am  
Karen Loura, Administrative Assistant

**CALL TO ORDER**

With no quorum present, Pres. Checklick called an Executive Committee meeting to order at 9:42 a.m. stating the meeting agenda had been posted pursuant to the Open Meeting Law on the CVEC Website at 9:20 a.m. on 4/16/13 @ <http://www.cvecinc.org/about/1668-2/> and on the Public Meeting Notice Board at Barnstable Superior Courthouse.

**PUBLIC COMMENT**

There were no public present.

### **Project Manager**

R. Collins reported he has accepted a full-time facilities manager position with the Town of Orleans and will transition to the Orleans CVEC Director shortly. He will no longer provide consulting services to CVEC.

### **Ethics & Open Meeting Law Training**

Atty. Bernstein urged sensitivity to MGL Ch. 268A Conflict of Interest Law issues and reminded CVEC of the need to schedule Ethics training. Directors who have completed Ethics and Open Meeting Law training elsewhere were asked to submit copies of their Certificates for the CVEC file.

S. Gavin, Yarmouth Director submitted his Conflict of Interest Law Certificate of Completion for the CVEC records.

### **CVEC Directors**

P. Cabana reported Edgartown member Director seat remains unfulfilled which vacancy impacts quorum. He is frustrated that a Director has not been appointed. He said he knows individuals who would regularly attend meetings if appointed. W. Tisbury appointed a new Director replacing T. Twombly and the paperwork is pending. There was discussion about urging participation and attendance requirements. There was discussion concerning the definition of "good standing".

### **APPROVAL OF JANUARY 17 & MARCH 28, 2013 MEETING MINUTES**

The minutes listed require a vote by the Board of Directors. Consideration of meeting minutes was tabled to the next Board of Directors meeting.

**RATIFICATION OF JANUARY 3, 2013 & JANUARY 17, 2013 RESPONSES TO OPEN MEETING LAW COMPLAINTS FROM ERIC BIBLER, WESTON CT** Open Meeting Law complaints require a response from the body named in the complaint. If against the Executive Committee, the Executive Committee discusses/responds.

- **JANUARY 3, 2013 – RESPONSE TO 12/11/12 COMPLAINT AGAINST THE CAPE & VINEYARD ELECTRIC COOPERATIVE INC.**
- **JANUARY 17, 2013 RESPONSE TO 12/21/12 COMPLAINT AGAINST THE CVEC EXECUTIVE COMMITTEE**

M. Downey said she would prefer to see the Executive Committee membership expand to seven. She said there is a requirement that the full Board of Directors meet annually. It was agreed P. Cabana, J. Check, Atty. Bernstein and C. McLaughlin will work on the issue for discussion at the next meeting.

### **BYLAW AMENDMENT REVIEW**

Atty. Bernstein then presented CVEC bylaws draft changes. The Board agreed to discuss the proposed amendments at the May Meeting and vote on them at the June Meeting. These amendments will require an affirmative vote of 80% of the Board of Directors present at the meeting. A Board of Directors can legally meet quorum requirements with a minimum of 11 members present. With a minimum number of Directors present Bylaw amendments require the affirmative vote of 9 members.

Recess 10:30-10:39 a.m.

### **EXECUTIVE SESSION #1** (10:41 am – 12:36 pm)

At 10:41 a.m. Pres. Checklick requested agreement to change the order of the agenda and a vote to enter Executive Session pursuant to MGL Chapter 30A § 21(a)10 for:

- a. the purpose of considering Executive Session Meeting Minutes

b. the purpose of discussing longer range confidential and competitively sensitive energy project and long-term contract opportunities, financing structures and organizational objectives and

c. the purpose of discussing Route I and II PV procurement strategy

Pres. Checklick declared that an open session may have a detrimental effect on CVEC's negotiating position. *P. Cabana moved the Committee vote to change the order of the agenda and to enter into Executive Session, seconded by M. Zielinski and voted unanimously in favor by roll call vote. (4-0-0)*

12:36 pm

**RATIFICATION OF JANUARY 3, 2013 AND JANUARY 17, 2013 RESPONSES TO OPEN MEETING LAW COMPLAINTS FROM ERIC BIBLER, WESTON CT.**

The Coop. then reviewed responses to a 12/11/12 and 12/21/12 Open Meeting Law Complaints made by Eric Bibler of Weston CT dated 1/17/13 and (attachment A) and 1/3/13 (attachment B) respectively. Atty. Bernstein provided a summary of these complaints. *M. Downey then moved the Executive Committee vote to ratify the 1/3/13 response of Pres. Checklick, seconded by P. Cabana and voted unanimously in favor. J. Bayne moved the Board of Directors vote to ratify the 1/17/13 response by Pres. Checklick to E. Bibler, seconded M. Zielinski and voted unanimously in favor.*

J. Jannell left the meeting @ 12:45 p.m.

**STRATEGIC PLAN**

**Job Description and develop hiring process.**

The Coop. then reviewed a draft Job Description for the position of Administrator and discussed development of the hiring process. Atty. Bernstein said the Attorney General's office has issued a letter dated 3/21/13 explaining the hiring process if confidentiality is desired and availability of Executive Session. P. Cabana said he would like to offer applicants privacy as a courtesy. Pres. Checklick said CVEC needs to finalize the position and salary range and present it at the May meeting. He also hopes the Hiring Procedures will be outlined. The Executive Committee can either make the hiring decision or make a recommendation to the full board.

There was discussion relative to the fiscal and administrative oversight function of Barnstable County and scenarios in anticipation of personnel policy and organizational changes.

**BUDGET**

There was discussion concerning the CVEC proposed budget drafted in March by the Executive Committee. It was presented to Cape Light Compact Governing Board for consideration. The CLC Governing Board asked to see a YTD Budget Report through 5/31/13 and tabled approval to their June meeting.

**PROJECT MANAGER POSITION**

It was agreed R. Collins would develop a draft job description for a Project Manager's position and also supply potential candidates to fill the vacancy as of July 1, 2013. It is estimated to be a 20-hour per week job. It was agreed the CVEC could either hire someone or contract. During PV construction this position may be closer to full-time and then possibly "as needed" on a contract basis.

There was discussion about possibly forming a finance subcommittee to provide PV financial checks and balances to CVEC and to the Towns.

There was discussion about the Executive Committee and its role and make-up and net metering projects; purchasing excess power from other projects, the escalator and the ability to amend Schedule Z twice per year and Nstar's delay in deciding if the generation will be managed through cash-out or

allocation method. Atty. Bernstein informed the Coop. there is nothing prohibiting CVEC from developing renewable generation from resources outside boundaries of member towns.

There was discussion of local presentations relative to CVEC's future direction once ACE has started construction and Broadway has completed all the paperwork anticipated to be late summer. M. Zielinski has prepared a draft presentation to deliver. Pres. Checklick said he would like to spend time learning how to do, for example "wholesale power purchases", and he has committed to CLC to present in the Fall. It was agreed once the Presentation has been made to CLC to regionalize presentations with Martha's Vineyard All Island Selectmen's Association and host 3-4 meetings on Cape Cod.

At 1:40 pm C. McLaughlin left the meeting.

L. Argo urged CVEC to include local Energy Committees as audiences for their presentation.

**EXECUTIVE SESSION PART #2** (1:45 pm – 3:45 pm)

**OPEN SESSION VOTE TO ENTER INTO EXECUTIVE SESSION - PLANNING SESSION**

Following declarations by the President that an open session would potentially be detrimental to CVEC's negotiating position as it relates to energy procurement at 1:45 pm, *P. Cabana moved the Coop vote to enter into Executive Session pursuant to MGL Chapter 30A §21(a)(10) for the purpose of developing the longer-range confidential and competitively sensitive energy projects and long-term contract opportunities, financing structures and organizational objectives and not to reconvene at the conclusion of the session this day, seconded by M. Downey and voted by roll call vote 4-0-0 in favor.*

Respectfully submitted,

Karen E. Loura  
Administrative Assistant