

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Open Session Meeting Minutes
Monday, May 13, 2013

The Executive Committee of the Cape & Vineyard Electric Cooperative met in Open Session on Monday, May 13, 2013 at 1:19 p.m. in the 2nd 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
E. Mark Zielinski, Treasurer/Director, Barnstable County @ 1:24 p.m.
Peter Cabana, Executive Member/Director, Dukes County

ABSENT WAS:

Margaret Downey, Clerk, Cape Light Compact

COUNSEL, STAFF AND CONSULTANTS PRESENT:

Jeffrey Bernstein, Esq., BCK Law, LLC
Elizabeth Argo, Consultant
Ronald Collins, Project Engineer
Dr. Jonathan Raab, Raab Associates Ltd.
Karen Loura, Administrative Assistant

CALL TO ORDER

With a quorum present, Pres. Checklick called the Executive Committee meeting to order at 1:19 p.m. stating the meeting agenda had been posted pursuant to the Open Meeting Law at <http://www.cvecinc.org/about/1668-2/> and on the Public Meeting Notice Board at Barnstable Superior Courthouse.

1. PUBLIC COMMENT

There were no members of the public present.

2. APPROVAL OF MEETING MINUTES:

The Committee then considered the April 5, 2013 Executive Committee Open Session Meeting Minutes. *C. McLaughlin moved the Committee vote to approve the minutes, seconded by P. Cabana and voted by roll call unanimously in favor 3-0-0.* The Board of Director's Executive Session Meeting Minutes of 3/28/13 will be carried over to the next Director's Meeting for consideration.

M. Zielinski arrived to the meeting at 1:24 p.m.

3. STRATEGIC PLAN – EXECUTIVE SESSION

The Committee then agreed to re-order the agenda and to take up item **#4 DISCUSSION OF BYLAW AMENDMENTS** before **#3 STRATEGIC PLAN AND EXECUTIVE SESSION** matters.

J. Raab arrived to the meeting at 1:28 p.m.

Pres. Checklick distributed draft Job Descriptions for the Executive Director and Technical Support position to the members. The Committee did not discuss the description drafts because the topic was not listed on the Agenda. The Executive Committee will meet on 5/13/13 to finalize these Job Descriptions and establish the hiring process. He asked for comments via email or by phone prior to the meeting. Atty. Bernstein informed the Committee that it can offer candidates confidentiality in the first round and that needs to be included in the job notice.

4. DISCUSSION OF BYLAW AMENDMENTS (TO BE VOTED AT SUBSEQUENT MEETING)

The Executive Committee and Directors had a general discussion on proposed Bylaw Amendments. Atty. J. Bernstein then distributed copies of proposed changes for discussion at a subsequent meeting. This document distributed is exempt from public records law pursuant to MGL Ch. 4 §7(26)(d) and is Attorney Client Privileged Communication.

3. STRATEGIC PLAN – EXECUTIVE SESSION

At 2:13 p.m. Pres. Checklick announced the topics for the executive session as listed on the agenda. He declared an open meeting may have a detrimental effect on CVEC's ability to conduct business in relation to 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. He stated that the Executive Committee will return to open session at the conclusion of Executive Session. *P. Cabana moved the Committee vote to enter into Executive Session pursuant to MGL Chapter 30A § 21(a)(10), seconded by M. Zielinski and voted by roll call unanimously in favor (4-0-0).*

**Return from Executive Session: At 4:02 p.m. the Executive Committee re-convened in Open Session

4. DISCUSSION OF BYLAW AMENDMENTS (TO BE VOTED AT SUBSEQUENT MEETING) - (CONT.)

The Board discussed the matter of Board Meeting attendance and ways to remediate quorum concerns. P. O'Keefe read the Termination of Membership language contained in Bourne Bylaws which are posted on their Website and agreed to send it to Atty. Bernstein. M. Zielinski expressed concern about creating tension between the CVEC and the Town and felt it is not needed.

M. Zielinski requested language requiring annual audit be included in Section 12.7 or perhaps in a new section. He said the County issued an RFP for audit services for the County and received 4 responses. The County has selected Sullivan Rogers & Company for the next three years for audit services.

R. Collins said that because CVEC is an organization the executive position title should be Manager or Administrator.

NET METERING TRANSACTION ACCOUNTING

C. McLaughlin requested discussion of a Request for Proposals (RFP) seeking accounting software to handle net metering transactions be included on the next agenda. There will be a Munis demonstration 5/21/13 which may possibly contain ability to manage this.

The next meeting to develop position descriptions and hiring process is scheduled for 9:30 a.m. on June 20, 2013 in Room 11/12, Superior Court House, 3195 Main Street, Barnstable, Mass.

At 4:20 pm, C. McLaughlin moved the Coop. vote to adjourn, seconded by M. Zielinski and voted unanimously in favor by roll call 4-0-0.

Respectfully submitted,

Karen E. Loura
Administrative Assistant

Attachment 1:

CVEC Strategic Planning Session
Thursday May 13, 2013—2:00-3:45 PM
Location: Barnstable Town Hall, 367 Main Street, Hyannis, MA
Facilitator: Dr. Jonathan Raab, Raab Associates, Ltd.
Draft Meeting Summary (Related to Strategic Plan Only)

Dr. Raab began by reviewing the steps the Board took thus far:

- 1. Brainstorming a long list of potential projects/strategies/options to pursue*
- 2. Developing a second list of criteria to evaluate the various options*
- 3. Putting the potential options and criteria in a matrix, and begin to populate matrix*
- 4. Agree that two most important criteria for an initial sort should be:
 - a. Near-term opportunity (1-3 years)*
 - b. Revenue generation potential for CVEC**
- 5. Board then identified options that met those 2 criteria and completed matrix for those options (i.e., evaluated all of the criteria for those options)*
- 6. Prior to the 3rd Board meeting on the Strategic Plan, Dr. Raab polled the Board on their top 3 selections. 15 Board members and CVEC staff completed the poll (results below)*
- 7. At the April Board meeting (3rd Board meeting on the Strategic Plan), the Board agreed to two top priorities 1) Additional PV Development and 2) Wholesale Power Purchases and Retail Sale; as well as an additional 3rd bucket of “Other Potential Opportunities”. The Board then began to develop a set of next steps for the two top priorities—but was not able to complete the work at the April meeting.*

At this meeting, the Board picked up where it left off and fleshed out the next steps and recommended actions under each of the top priorities as well as broadly for the list of Other Potential Opportunities. The detailed list of priority opportunities for CVEC to include in its strategic plan along with the agreed to next steps for each opportunity, are listed in Attachment 1 to this summary.

In addition, the Board agreed to present the list of opportunities to its Members, and to get feedback prior to finalizing the list. The next steps under each opportunity include various tasks for a new Executive Director, the Board and its Members, and potentially for consultants. One Member input is received over the Summer and Fall, and additional research and analysis is conducted by the Board, its staff, and any additional consultant support, a more formal strategic plan can be developed and approved by the Board. In the meantime, the Board was clear that its highest priority was to implement Round I and Round II of its PV installations, and to hire an Executive Director.