

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Open Session Meeting Minutes
Thursday, June 20, 2013

The Executive Committee of the Cape & Vineyard Electric Cooperative, Inc. met in Open Session on Thursday, June 20, 2013 at 9:45 a.m. in the Conference Room 11/12, Barnstable Superior Courthouse, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

John Checklick, President/Director, Falmouth
Charles McLaughlin, V. President/Director, Barnstable
E. Mark Zielinski, Treasurer/Director, Barnstable County
Charles Hanson, Director, Brewster
John Scott, Director, Chatham
Joseph Bayne, Director, Eastham @ 9:57 a.m.
Lawrence Cole, Director, Harwich
William Straw, Director, Tisbury
Jennifer Rand, Director, W. Tisbury
Steven Gavin, Director, Yarmouth

ABSENT:

Joseph Soares, Director, Cape Light Compact
Peter Cabana, Executive Member/Director, Dukes County
Paul O'Keefe, Director, Bourne
Richard White, Director, Dennis
Vacant, Edgartown
Michael Richardson, Director, Mashpee
Richard Toole, Director, Oak Bluffs
John Jannell, Director, Orleans
David Gardner, Director, Provincetown
James Killion, Director, Sandwich

COUNSEL & STAFF PRESENT:

Jeffrey Bernstein, Esq., BCK Law, LLC
Karen Loura, Administrative Assistant
Ron Collins, Project Manager
Liz Argo, Consultant

Atty. Bernstein briefed on the Solar Carve-out Program Update.

CALL TO ORDER

Pres. Checklick called an Executive Committee meeting to order at 9:45 a.m. stating the meeting agenda had been posted pursuant to the Open Meeting Law on the CVEC Website at 11:27 am on June 16, 2013 @ <http://www.cvecinc.org/about/1668-2/> and on the Public Meeting Notice Board at Barnstable Superior Courthouse.

PUBLIC COMMENT

There were no members of the public present.

President's Opening Remarks – Welcome New Directors

- Pres. Checklick announced the appointment last week by vote of the Cape Light Compact Governing Board of Joseph Soares, Sr. Power Supply Planner to the Cape Light Compact Director's seat. M. Downey's service ended with this appointment. This will be confirmed in writing.
- He announced Jennifer Rand, W. Tisbury Town Administrator has been appointed as West Tisbury's Director.
- He reported with disappointment receipt of Paul O'Keefe's (Bourne Director) resignation. He will work with the Board of Selectmen to appoint a replacement.

CONSIDERATION OF MEETING MINUTES

- Consideration of **March 28, 2013 Board of Directors Open Session Meeting Minutes** was tabled to the next meeting with a quorum of the Board of Directors.
- The Executive Committee then considered the **April 18, 2013 Open Session Meeting Minutes**. *C. McLaughlin moved the Committee vote to accept the minutes as presented, seconded by M. Zielinski and voted unanimously (3-0-0) in favor.*
- The Executive Committee then considered the **May 13, 2013 Open Session Meeting Minutes**. *M. Zielinski moved the Committee vote to accept the minutes as presented, seconded by C. McLaughlin and voted unanimously (3-0-0) in favor.*

BYLAW AMENDMENTS DISCUSSION/REVIEW

Atty. Bernstein distributed draft Bylaw Amendments and a draft memorandum to CVEC Directors & Members dated 5/30/13. [These materials are Attorney/Client Privileged and exempt from public records disclosure pursuant to LG Ch. 4 § 7, cl. 26 (d & s)]. Atty. Bernstein reviewed proposed changes. Discussion followed. Pres. Checklick will email proposed Bylaw Amendments to member Towns' appointing authority and to each Director requesting concerns be expressed to their Director. The CVEC agreed to place the matter on the July 18, 2013 Meeting Agenda for a vote.

CVEC CLERK & ASSISTANT CLERK

The Executive Committee discussed appointing a Clerk to the Executive Committee and agreed to put the matter in abeyance. Pres. Checklick requested members interested in the position of Clerk to volunteer. Appointment of the Clerk requires a quorum of 11 Directors present. He said the Clerk would not be a member of the Executive Committee at least until the Annual Meeting in September.

R. COLLINS, PROJECT COORDINATOR

Atty. Bernstein will research to determine if a recess is required before R. Collins, Project Coordinator may serve as a Director. R. Collins has resigned from Project Coordinator effective 6/20/13 and will be appointed to the Orleans Director to CVEC.

SPECIAL MUNICIPAL EMPLOYEE DESIGNATION

C. McLaughlin suggested each Director seek Board of Selectmen designation as a Special Municipal Employee which provides greater latitude and removes any question of conflict.

OPEN MEETING LAW & CONFLICT OF INTEREST LAW TRAINING

Annual Open Meeting Law and Conflict of Interest Law training is pending. Conflict of Interest Law Training can be done independently @ <http://www.mass.gov/ethics/new-online-programs-available-december2012.html> .

CVEC BUDGET UPDATE

Pres. Checklick distributed and reviewed the FY14 budget which is close to the FY13 Budget. He reported Cape Light Compact has approved a grant of \$402,000 to cover expenses for FY14 as part of the 3-year funding program through June 2015. L. Argo excused herself from meeting. Pres. Checklick provided an update on staffing and the impact on the budget. S. Gavin requested further details on the line item for Legal Expenses showing allocation totals for General Legal Services, Complaints and Contracts. Atty. Bernstein provided the breakdown previously to M. Downey and can provide detail in a confidential memo or provide to members who attend the next meeting. There was discussion about the legal expense responding to Open Meeting Law complaints all of which have been denied by the Attorney General's Office who found no violations. B. Straw suggested a strong advertising campaign to highlight that point. Pres. Checklick said this information needs to be conveyed back to Boards of Selectmen through word of mouth from their respective director but the CVEC will need to discuss this in the future as well as the mailing of Meeting Packets.

C. McLAUGHLIN, V. PRESIDENT/DIRECTOR, BARNSTABLE

C. McLaughlin urged the formation of a subcommittee to identify software to process revenue be on the agenda so as to be ready once revenue begins. He said from his Barnstable perspective it has taken 6 months to square accounting and this presents a significant impact on any organization.

C. McLaughlin also reported on a meeting in Barnstable relative to Airport and Independence Park Solar PV Projects. He said he is expecting a Council vote on 7/11 to finalize these projects which will generate 2.4 MW.

C. McLaughlin also finds benefit in breaking out the legal budget.

C. McLaughlin, M. Zielinski, C. Hanson and J. Bayne volunteered to work on seeking Accounting Software. It was agreed the CVEC also needs a policy on Operating Expenses, moving money (whether or not a Board Vote is needed) Monthly or quarterly financial reporting and providing semi-annual reports to Cape Light Compact. S. Gavin suggested the Software Committee contact Larry Azer, Director of Finance and Operations, for Dennis-Yarmouth Regional School District.

STRATEGIC PLAN

The Executive Committee agreed to table discussion of the Strategic Plan to next meeting.

OPEN SESSION VOTE TO ENTER EXECUTIVE SESSION

At 10:45 p.m. Pres. Checklick stated topics for review/discussion and the need to enter into Executive Session. 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 also stated CVEC would return to open session at the conclusion of Executive Session. *C. McLaughlin moved the Executive Committee enter into Executive Session pursuant to MGLA Chapter 30 § 21(a)(10) to review Executive Session Meeting*

Minutes and Phase I & II PV Procurement Strategy discussion and voted by roll call unanimously in favor (3-0-0).

RETURN TO OPEN SESSION

At 2:15 M. Zielinski moved to exit Executive Session and return to Open Session, seconded by C. McLaughlin and voted by roll call unanimously in favor (3-0-0).

OTHER BUSINESS

There was discussion of "Micro Grids" which can be added in parking lots. The University of Texas and Nome Alaska have smart grids aka Micro grids. It was suggested CVEC could look into this as a potential project. W. Straw felt it would be good for Martha's Vineyard.

Those present unanimously supported acknowledging the outstanding service, contribution and good work of M. Downey.

The next meeting is July 18, 2013. A quorum of the Board of Directors will be needed to vote on Bylaw Amendments.

At 2:24 p.m. M. Zielinski moved to adjourn, seconded by C. McLaughlin and voted unanimously in favor.

Respectfully Submitted,

Karen E. Loura
Administrative Assistant

List of Materials:

Proposed Bylaw Amendments
FY 14 Budget