

**Cape & Vineyard Electric Cooperative, Inc.**  
**Board of Directors**  
**Annual Meeting**  
**Open Session Meeting Minutes**  
**Thursday, September 19, 2013**

The Cape & Vineyard Electric Cooperative, Inc. Board of Directors held their Annual Meeting on Thursday, September 19, 2013 at 9:35 p.m. in 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 until 12:30 p.m. and then by remote telephone  
E. Mark Zielinski, Director, Barnstable County  
Peter Cabana, Executive Member/Director, Dukes County  
Joseph Soares, Executive Member/Director, Cape Light Compact  
John Scott, Director, Chatham  
Joseph Bayne, Director, Eastham  
Lawrence Cole, Director, Harwich  
Richard Toole, Director, Oak Bluffs  
Ronald Collins, Director, Orleans  
David Gardner, Director, Provincetown until 12:00 noon  
William Straw, Director, Tisbury  
Jennifer Rand, Director, W. Tisbury  
Steven Gavin, Director, Yarmouth

**ABSENT WERE:**

Bourne, Vacant  
Charles Hanson, Clerk/Director, Brewster  
Richard White, Director, Dennis  
Vacant, Edgartown  
Michael Richardson, Director, Mashpee  
James Killion, Director, Sandwich

**COUNSEL & STAFF PRESENT:**

Audrey Eidelman, Esq., BCK Law, LLC  
Liz Argo, CVEC Special Projects Coordinator  
Karen Loura, Administrative Assistant/Assistant Clerk

**Public Present:**

Lilly Green, Wellfleet  
Kathy Sherman, Brewster  
James Rogers, Sandwich

**CALL TO ORDER**

Pres. Checklick called the Board of Directors Annual Meeting to order at 9:35 a.m. stating the meeting agenda had been posted pursuant to the Open Meeting Law on the CVEC Website at 2:30 p.m. on September 13, 2013 @ <http://www.cvecinc.org/about/1668-2/> and on the Public Meeting Notice Board at Barnstable Superior Courthouse. He stated the meeting is being audio/video recorded by L. Green.

### **PUBLIC COMMENT:**

- Lilly Green read from a prepared statement. . She spoke about her deceased husband, Preston Ribnick claiming he was treated by Cape Light Compact and CVEC disrespectfully. She provided a summary of P. Ribnick's history of involvement. She asked for copies of meetings, the Annual Report and all documents. She asked that the substance of her comments be recorded in the minutes. She asked what Cape Light Compact Funds have been spent by CVEC and why CVEC will not return more than \$300,000 to CLC. She asked why CVEC refuses to account to them. She asked CVEC to be open and transparent.
- James Rogers, Sandwich asked why July & August Meeting Minutes have not been posted and requested copies of the draft bylaws.
- Kathy Sherman, Brewster spoke on proper environmental review of solar and wind projects and an Amherst project; Commerce Park; redevelopment of brown fields and equal opportunity for homeowners and business owners. She spoke about her understanding of the Brewster Project process and asked who is paying. She spoke about developing renewables for the region and the pressure to get SRECS for the Brewster Project. She said Municipal projects hurt private developers and she said 3<sup>rd</sup> parties can develop renewables for the Towns and still fall under the 50% cap.
- C. McLaughlin expressed his disagreement with the public comment of Lilly Green adding he takes the highest personal exception at the suggestion that Preston Ribnick was ever treated with anything but respect.
- Pres. Checklick stated approved minutes and documents will be posted to the CVEC website. He further commented that the public may submit public records requests.

### **OPENING REMARKS:**

- Pres. Checklick expressed his appreciation to the CVEC membership for all they do for CVEC and said he is looking for 2014 to be more a more rewarding year with installed solar panels and electricity being generated.
- Pres. Checklick introduced and welcomed Ron Collins, the newly appointed Orleans Director and expressed appreciation to out-going Director, John Jannell. He also welcomed Liz Argo, newly hired to fill the position of Special Projects Coordinator. He said she has been doing a yeoman's job working on a number of projects on CVEC's behalf.

### **ELECTION OF OFFICERS:**

Pres. Checklick reported he has polled existing officers to determine their willingness to continue in their offices. *Larry Cole moved the Board vote to nominate:*

- *John Checklick to the office of President*
- *Charles McLaughlin to the office of Vice President*
- *E. Mark Zielinski to the office of Treasurer*
- *Charles Hanson to the office of Clerk*

*seconded by J. Bayne.* Pres. Checklick invited any other nominations and hearing none, *L. Cole moved that the nominations be closed, seconded by M. Zielinski and voted unanimously in favor 14-0-0. L. Cole then moved the Board vote to approve the above slate of officers, seconded by R. Collins and voted unanimously in favor 14-0-0.* Barnstable County and Cape Light Compact Directors have automatic seats on the Executive Committee.

J. Checklick and P. Cabana expressed their desire to continue in their offices as at-large Directors. *M. Zielinski moved to nominate John Checklick and Peter Cabana to at-large Executive Committee members, seconded by R. Toole and voted unanimously in favor 14-0-0. With no additional nominations, M. Zielinski moved to close nominations and approve nominees to the at-large positions, seconded by J. Soares and voted unanimously in favor 14-0-0.*

#### **MEETING MINUTES:**

- The Board then considered the July 18, 2013 Open Session Board of Directors Meeting Minutes. *L. Cole moved to accept and correct the minutes to show David Gardner as present and John Jannell as Orleans Director, seconded by J. Bayne and voted unanimously in favor with J. Soares, R. Collins and Richard Toole abstaining. 11-0-3.*
- The Board then considered the September 3, 2013 Executive Committee Open Session Meeting Minutes. *M. Zielinski moved to accept the minutes as presented, seconded by C. McLaughlin and voted unanimously in favor (5-0-0).*
- Pres. Checklick said Subcommittee Meeting Minutes will be left to the approval of the respective Subcommittees and then posted to the website.
- Pres. Checklick proposed the Directors begin to meet every other month. Discussion followed. The Board then agreed the Board of Directors would meet in November, January, March, May and at the end of the fiscal year in June and that the Executive Committee would meet if necessary to act on matters not requiring a vote of the full Board.
- Pres. Checklick proposed posting draft meeting minutes to the website due to the delay between meetings and approval. He agreed to pre-approve the draft minutes before posting. By agreement.
- M. Zielinski asked that a review of Executive Session Meeting Minutes be scheduled in October to release meeting minutes which no longer require confidentiality.

#### **DRAFT ANNUAL REPORT**

The Board then reviewed and discussed the Draft Cape & Vineyard Annual Report for Fiscal Year 2013 as compiled by Liz Argo, Special Projects Coordinator. The Board provided final tweaks to the draft. There was discussion about including AC&DC information in the tables in the report. As an aside it was agreed to forward municipal usage data to towns with a request that they confirm the information is up to date.

There was discussion about towns generating excess power and off-takers and how to distribute the excess generation. M. Zielinski will use the newest data and re-do Schedule Z so that there is a high level of confidence that every kWh has a place to go. M. Zielinski said electricity generated behind the meter will be used by the account, and then once the host town generates enough electricity to supply the Town, the excess will be distributed among towns to use all of the excess generation. Towns with no PV Project(s) will need to sign a Power Sales Agreement to accept excess power. This is also true for County Members. M. Zielinski said it may make more sense to fill account by account to serve the greatest usages. C. McLaughlin suggested the need to have discussion about how to approach from an accounting prospective whether to block accounts or spread electricity pro rata. Pres. Checklick agreed to close this discussion about Schedule Z and include it on the next agenda.

It was agreed that once approved the Annual Report would be sent to Member Towns to distribute and be placed with Town Clerks and Libraries. It was agreed to include a Cover Page with bulleted highlights. P. Cabana moved to approve the FY13 Annual Report as amended, seconded by J. Soares. Discussion followed. J. Checklick then asked to amend the motion to approve the annual report pending

submission of comments by Directors and finalize the Report as of September 26, 2013. R. Collins noted the MMR as a potential project was in 2011 and thought should not be included. The Board then voted unanimously in favor of the amended motion.

#### **BYLAWS**

The Board received the final approved Bylaws. Pres. Checklick asked that the Bylaws be uploaded to the CVEC Website. He said attendance percentages will be sent to members with a reminder about the Bylaw requirement on attendance. C. McLaughlin said the Board can conduct business as long as there is a quorum physically present at meetings, so once there is a quorum, members traveling long distances can participate by phone. Pres. Checklick said several additional amendments were proposed by members during last meeting's discussion. He invited the formation of a subcommittee for subsequent review. L. Cole, J. Checklick and C. McLaughlin volunteered to serve on Bylaw Review Subcommittee.

#### **GENERAL MANAGER SEARCH**

The Board then reviewed the General Manager Position Description. J. Checklick provided background on the timing of the posting and projected schedule for a start date of January, 2014. He will work with M. Downey, Human Resources Director to post the job description and advertise the opportunity. He said he is hoping to have the same Search Committee consisting of himself, C. McLaughlin, M. Zielinski, L. Cole and C. Hanson. There was discussion about companies providing such management services and they should be considered as an alternative to hiring a General Manager. It was agreed to advertise locally, regionally and statewide in the Cape Cod Times, Boston Globe and Trade Journals; and, if timing permits, publish on the Mass. Municipal Association website. Moving expenses will not be provided.

#### **SPECIAL MUNICIPAL EMPLOYEE DESIGNATION**

Full-time municipal employees serving are exempt. Others can seek Special Municipal Employee Status from their Selectmen. Towns treat the matter differently. L. Argo distributed a 9.19.13 note on the matter. This designation is helpful under MGL Chapter 268A. There was discussion about Open Meeting Law and Conflict of Interest law training.

#### **COMMUNICATIONS/UPDATES FROM DIRECTORS**

- P. Cabana reported on the difficulties Martha's Vineyard had this summer getting electricity. Nstar put nineteen (19) 2-MW Emergency Generators to supply electricity to the island. He said there clearly is a peak load issue and Nstar should have more than enough wires to carry electricity needs of the island. He said large tanks filled with diesel fuel were transported to the island on barges to run the generators – he said this needs discussion. W. Straw said the additional expense incurred increase rates for all ratepayers.
- L. Cole reported Harwich is awaiting ribbon cutting from American Capital Energy (ACE). It was agreed this would be discussed in Executive Session.
- L. Cole reported on the passing of Ray Jefferson with whom he and Broadway Electric recently met relative to PV potential at the new Monomoy Regional High School. PV at this site would be a combination of roof and ground-mounted panels and they were working to qualify a particular potential site.
- L. Cole reported on news that utilities in California and Nevada that the implications of solar generation will drive rates up due to the offload of electricity. All costs are recovered through rates. There was discussion about Nstar's \$6.00 account charge and tariff for usage regardless of generator. Nstar will recover all costs from a usage charge which greatly impacts year-round

ratepayers. P. Cabana suggested CVEC attempt to petition the legislature to change that. Atty. Eidelman said Nstar's current tariff was subject to a settlement and is frozen until 2015. A decoupling proceeding will be undertaken to restructure their rates.

- L. Argo distributed a Report on Administrative Software or Management Services meeting of August 22, 2013.
- S. Gavin brought up the desire for an Article 97 resolution relative to water district land in Yarmouth. Sandwich also has a site with deed restriction. The Town seeks to move forward with PV development. He said Yarmouth Town Counsel, Bruce Gilmore has an opinion to share with President Checklick and Atty. Eidelman.

Recess: from 11:17 a.m. to 11:25 a.m.

**OPEN SESSION VOTE ON ENTRY INTO EXECUTIVE SESSION**

At 11:25 Pres. Checklick called for an Executive Session pursuant to MGL Chapter 30A, § 21(a)(3) & (10) for approval of Executive Session Meeting Minutes and litigation strategies arising from denial of D/Y Solar Projects by the Yarmouth ZBA and Round I & II PV procurement strategy discussion and potential votes. He declared that an open session may have a detrimental effect on bargaining, litigating and negotiating positions of CVEC. W. Straw moved the Board vote to enter into Executive Session and not return to open session this day, seconded by P. Cabana and voted by roll call as follows:

E. Mark Zielinski	Yes	John Scott	Yes
Joseph Soares	Yes	Steven Gavin	Yes
Charles McLaughlin	Yes	David Gardner	Yes
Lawrence Cole	Yes	Richard Toole	Yes
Ronald Collins	Yes	William Straw	Yes
Jennifer Rand	Yes	Peter Cabana	Yes
Joseph Bayne	Yes	John Checklick	Yes

Respectfully submitted,

Karen E. Loura  
Assistant Clerk

List of Documents & Exhibits:

- Meeting Agenda
- 7/18/13 Draft Board of Directors Open Session Meeting Minutes
- 9/3/13 Draft Executive Committee Open Session Meeting Minutes
- Draft FY13 Annual Report
- Final approved Amended Bylaws
- Draft General Manager Position Description
- Report on Administrative Software or Management Services Meeting