

Cape & Vineyard Electric Cooperative, Inc.
Executive Committee
Open Session Meeting Minutes
Friday, October 24, 2014

The Cape & Vineyard Electric Cooperative, Inc. Executive Committee met in Open Session on Friday, October 24, 2014 @ 2:00 p.m. in the Commissioner's Meeting Room, 3195 Main Street, Barnstable MA 02630

PRESENT WERE:

1. John C. Checklick, President/Executive Committee Member/Director, Falmouth
2. Charles McLaughlin, V. President/Executive Committee Member/Director, Barnstable
3. Peter Cabana, Member at Large/Executive Committee Member/Director, Dukes County
4. Stephan Wollenburg, Executive Committee Member/Director/Cape Light Compact
William Straw, Tisbury Director

ABSENT WERE:

5. Sheila Lyons, Executive Committee Member/Director, Barnstable County

STAFF PRESENT:

Karen Loura, Assistant Clerk

1. CALL TO ORDER

At 2:18 p.m. Pres. Checklick called the meeting to order announcing the meeting was properly posted pursuant to the Open Meeting Law on the CVEC Website and exterior public meeting notice board at the Superior Courthouse. He stated there is no public comment period and there are no public present.

2. NO PUBLIC COMMENT

3. MASSACHUSETTS OFFICE OF THE INSPECTOR GENERAL – SPECIAL COUNSEL

Pres. Checklick stated he has received notice from Attorneys O'Toole and Bernstein that BCK Law would not be able to represent the Cape & Vineyard Electric Cooperative in matters relative to the Inspector General's inquiry. Copies of a letter dated 10/8/14 signed by Eileen M. O'Brien, Esq., Director of Investigations, Office of the Inspector General were distributed relative to the status of CVEC's records was distributed. He said the Shared Legal Counsel Exhibit did not contemplate this matter and the interest of CVEC may diverge from those of Cape Light Compact. He agreed it makes good sense. There was discussion about Directors holding seats on both Boards and it was believed a legal opinion may be needed about conflict of interest for P. Cabana and S. Wollenburg. He is seeking Executive Committee decisions as whether Special Counsel is needed, establish a budget and decide who will represent CVEC in this matter.

C. McLaughlin stated counsel is needed now and that this could possibly be a long & delayed process. P. Cabana stated they may not have a full understanding of what they are looking for adding that CLC provided the IG with 8000 pages of documents.

Pres. Checklick said he will respond acknowledging receipt of the letter. He has no knowledge of any records destroyed since inception. Many CVEC Records are County Records. P. Cabana requested an opinion of

counsel whether IG has a right to request records from Towns because he is concerned Towns may seek reimbursement from CVEC. A copy of the letter will be sent to all members and shared with everyone.

Pres. Checklick proposed allocating \$25,000 to a Special Counsel Fund.

C. McLaughlin solicited quotes from two firms and he outlined the pros and cons of each. There was discussion about the skill set including municipal law attorney and experience with IG Matters, accessibility and responsive timely. C. McLaughlin recommended CVEC retain Anderson & Kreiger. (He also recommended Foley, Marybeth Gentlemen.) Barnstable is unaware of any conflict of interest with a limited special counsel matter as they were retained in Barnstable to assist with American Capital & Broadway contract negotiations. They have asked to be designated as Special Municipal Employee Special Counsel.

C. McLaughlin moved Anderson & Kreiger, LLC be employed by CVEC with respect to the Inspector General's Inquiry and that the sum of \$25,000 be set aside for that purpose and that Anderson & Kreiger be designated as special counsel pursuant to MGL Chapter 258A Municipal Employee, seconded by P. Cabana. Pres. Checklick asked if CVEC has the ability to bestow special employee status. He asked to amend the motion to instead read "solely for IG inquiry. C. McLaughlin and P. Cabana accepted the amendment. *The Board then voted by roll call vote on the amended motion as follows:*

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|----------------------------|-----|--------------------------------------|-----|
| 1. J. Checklick, Falmouth | Yes | 3. C. McLaughlin, Barnstable | Yes |
| 2. P. Cabana, Dukes County | Yes | 4. S. Wollenburg, Cape Light Compact | Yes |
- Motion carried unanimously in favor (4-0-0).*

4. SECRETARY OF STATE DETERMINATIONS:

SPR 14/484

Pres. Checklick provided copies of the Secretary of State's 10/17/14 Letter relative to findings on a petition received from E. Bibler, Weston CT.

SPR 14/486

Pres. Checklick provided copies of the Secretary of State's 10/17/14 Letter relative to the petition from E. Bibler, Weston CT. He said he is not sure whether the SOS understands the Administrative Services Agreement with Barnstable County and relative to the Strategic Plan it has not ever been pulled together into a final document.

5. REVIEW OF EXECUTIVE SESSION MEETING MINUTES

Pres. Checklick distributed a form entitled Executive Session Meeting Minutes Review/Release Log and said he is using this form in reviewing Executive Session Minutes to determine appropriateness to release to the public. He said an Executive Committee Meeting may be necessary to announce releases.

6. OPEN SESSION VOTE ON ENTRY INTO EXECUTIVE SESSION

At 3:29 p.m., P. Cabana moved the Committee vote to enter into Executive Session, seconded by C. McLaughlin. Pres. Checklick stated the reasons for entering into Executive Session as published on the Meeting Notice/Agenda as follows:

- Open Session vote on entry into Executive Session for the following purposes:
- Discussion and potential vote regarding claim for indemnification under Round 1
- PV Energy Management Services Agreements pursuant to M.G.L. c. 30A, §21(a)(3)
- M.G.L. c. 30A, §21(a)(10)

He stated that an open session 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 a detrimental effect on the bargaining or litigating position of the public body. He said the Board would not return to Open Session at the conclusion of Executive Session this day. *The Committee then voted by roll call vote as follows:*

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|---|------------|-------------------------------------|------------|
| <i>1. P. Cabana, Dukes County</i> | <i>Yes</i> | <i>3. J. Checklick, Falmouth</i> | <i>Yes</i> |
| <i>2. S. Wollenburg, Cape Light Compact</i> | <i>Yes</i> | <i>4. C. McLaughlin, Barnstable</i> | <i>Yes</i> |

Motion carried in the affirmative (4-0-0).

Respectfully submitted,

Karen E. Loura
Assistant Clerk

List of Documents and Exhibits:

- Meeting Notice/Agenda
- Letter dated 10/17/14 from Mass. Secretary of State's Office relative to SPR14/484
- Letter dated 10/17/14 from Mass. Secretary of State's Office relative to SPR14/486
- Log Form for Executive Session Meeting Minutes Review/Release