

**Cape Light Compact, JPE
Board of Directors Meeting
Open Session Meeting Minutes
Friday, May 12, 2017**

The Cape Light Compact JPE Board of Directors met on Wednesday, June 14, 2017, in the Innovation Room, Open Cape Building, Barnstable County Complex, 3195 Main Street, Barnstable, MA 02630 at 2:30pm.

PRESENT WERE:

1. Colin Odell, Chair, Brewster
2. Robert Schofield, Vice-Chair, Bourne
3. Peter Cocolis, Chatham
4. Valerie Bell, Harwich
5. Thomas Donegan, Provincetown
6. Sue Hruby, West Tisbury
7. Paul Pimentel, Edgartown
8. Richard Toole, Member at Large, Oak Bluffs – by phone
9. Wayne Taylor, Mashpee – at 2:50PM
10. Richard Elkin, Wellfleet
11. Fred Fenlon, Eastham
12. Joyce Flynn, Yarmouth
13. Dan Knapik, Yarmouth Alternate

ABSENT WERE:

15. Michael Hebert, Aquinnah
16. Julian Suso, Falmouth
17. Tim Carroll, Chilmark
18. Bud Dunham, Sandwich
19. Jarrod Cabral, Truro
20. Robert Hannemann, Dukes County
21. Martin Culik, Orleans
22. Jay Grande, Tisbury
23. Brad Crowell, Dennis

Members/Alternates physically present:

12

Members present by phone: 1

LEGAL COUNSEL

Jeff Bernstein, Esq., BCK Law, PC

STAFF PRESENT

Maggie Downey, Administrator
Joanne Nelson, Comptroller
Austin Brandt, Power Supply Planner
Phil Moffitt, Residential Program Manager
Margaret Song, Commercial and Industrial Program Manager
Briana Kane, Planning and Evaluation Manager
Jacob Wright, Special Projects Coordinator

TREASURER

David Anthony, Interim Treasurer, Barnstable

Chr. Odell opened the meeting at 2:34 P.M and recognized that one member was participating remotely due to geographic distance.

Joyce Flynn introduced Dan Knapik, the Town Administrator for the Town of Yarmouth and alternate for the Board of Directors.

PUBLIC COMMENT

There were no members of the public present.

CONSIDERATION OF MEETING MINUTES

The Board considered the May 12, 2017 Meeting Minutes. *Robert Schofield moved the board to accept the amended minutes, seconded by Peter Cocolis and voted by roll call as follows:*

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|-------------------------------|-----|
| 1. R. Schofield - Bourne | yes |
| 2. Colin Odell – Brewster | yes |
| 3. Peter Cocolis – Chatham | yes |
| 4. Fred Fenlon – Eastham | yes |
| 5. Valerie Bell – Harwich | yes |
| 6. Richard Toole – Oak Bluffs | yes |
| 7. Tom Donegan - Provincetown | yes |
| 8. Richard Elkin – Wellfleet | yes |
| 9. Sue Hruby – West Tisbury | yes |
| 10. Joyce Flynn – Yarmouth | yes |

Motion carried in the affirmative (10-0-0)

POTENTIAL VOTE ON TREASURER

David Anthony explained that three quotes were requested, two were received, and given the breadth, scope of work, qualifications and background presented in her proposal, Tammy Glivinski of Glivinski & Associates was selected.

Tom Donegan moved the CLCJPE Board of Directors vote to appoint Tammy Glivinski of Glivinski & Associates to serve as the Cape Light Compact Joint Powers Entity Treasurer from July 1, 2017 through December 31, 2017. At the end of this period, the CLCJPE Board may elect to reappoint the Treasurer. The cost of Treasury services for this 6 month period is \$16,080.

The CLCJPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote. Seconded by Joyce Flynn and voted by roll call as follows:

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|-------------------------------|-----|
| 1. R. Schofield - Bourne | yes |
| 2. Colin Odell – Brewster | yes |
| 3. Peter Cocolis – Chatham | yes |
| 4. Fred Fenlon – Eastham | yes |
| 5. Valerie Bell – Harwich | yes |
| 6. Richard Toole – Oak Bluffs | yes |
| 7. Tom Donegan - Provincetown | yes |
| 8. Richard Elkin – Wellfleet | yes |
| 9. Sue Hruby – West Tisbury | yes |
| 10. Joyce Flynn – Yarmouth | yes |

Motion carried in the affirmative (10-0-0)

DISCUSSION AND POTENTIAL VOTE TO DESIGNATE CLCJPE CHIEF PROCUREMENT OFFICER

Joyce Flynn moved the CLC Board of Directors vote to appoint the CLCJPE Administrator to serve as the Chief Procurement Officer for the Cape Light Compact Joint Powers Entity.

The CLCJPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote. Seconded by Valerie Bell and voted by roll call as follows:

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|-------------------------------|-----|
| 1. R. Schofield - Bourne | yes |
| 2. Colin Odell – Brewster | yes |
| 3. Peter Cocolis – Chatham | yes |
| 4. Fred Fenlon – Eastham | yes |
| 5. Valerie Bell – Harwich | yes |
| 6. Richard Toole – Oak Bluffs | yes |
| 7. Tom Donegan - Provincetown | yes |
| 8. Richard Elkin – Wellfleet | yes |
| 9. Sue Hruby – West Tisbury | yes |
| 10. Joyce Flynn – Yarmouth | yes |

Motion carried in the affirmative (10-0-0)

DISCUSSION AND POTENTIAL VOTE TO JOIN MASSACHUSETTS STATE PUBLIC RETIREMENT SYSTEM

Wayne Taylor, Mashpee Director, arrived at 2:50PM. Wayne introduced himself and was recognized by the Board.

Maggie Downey explained that it was necessary to officially join the retirement system on January 1, 2018 due to the way the Retirement System takes on new members, and the JPE fell outside the summer window, due to a need for a 90 day notice. Deductions will carry on as normal and all employees will roll over Jan 1.

Sue Hruby moved the Cape Light Compact Joint Powers Entity (CLCJPE) Board of Directors vote to join the Massachusetts State Retirement System and accept the provisions of Massachusetts General Laws Chapter 32 Sections 1-28 inclusive.

This vote will establish a contributory retirement system for the employees of the CLCJPE. A letter shall be submitted to the Massachusetts State Retirement System requesting official acceptance effective January 1, 2018.

The CLCJPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote. Seconded by Robert Schofield and voted by roll call as follows:

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|-------------------------------|-----|----------------------------|-----|
| 1. R. Schofield - Bourne | yes | 11. Wayne Taylor – Mashpee | yes |
| 2. Colin Odell – Brewster | yes | | |
| 3. Peter Cocolis – Chatham | yes | | |
| 4. Fred Fenlon – Eastham | yes | | |
| 5. Valerie Bell – Harwich | yes | | |
| 6. Richard Toole – Oak Bluffs | yes | | |
| 7. Tom Donegan - Provincetown | yes | | |
| 8. Richard Elkin – Wellfleet | yes | | |
| 9. Sue Hruby – West Tisbury | yes | | |
| 10. Joyce Flynn – Yarmouth | yes | | |

Motion carried in the affirmative (11-0-0)

DISCUSSION AND POTENTIAL VOTE TO DESIGNATE THE CLCJPE ADMINISTRATOR AS THE APPOINTING AUTHORITY RELATIVE TO HIRING CLC STAFF

Tom Donegan moved the Cape Light Compact Joint Powers Entity (CLCJPE) Board of Directors vote to designate the CLCJPE Administrator as the Appointing Authority for the CLCJPE.

The CLCJPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote. Seconded by Robert Schofield and voted by roll call as follows:

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|-------------------------------|-----|----------------------------|-----|
| 1. R. Schofield - Bourne | yes | 11. Wayne Taylor – Mashpee | yes |
| 2. Colin Odell – Brewster | yes | | |
| 3. Peter Cocolis – Chatham | yes | | |
| 4. Fred Fenlon – Eastham | yes | | |
| 5. Valerie Bell – Harwich | yes | | |
| 6. Richard Toole – Oak Bluffs | yes | | |
| 7. Tom Donegan - Provincetown | yes | | |
| 8. Richard Elkin – Wellfleet | yes | | |
| 9. Sue Hruby – West Tisbury | yes | | |

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|-------------------------------|-----|
| 7. Tom Donegan - Provincetown | yes |
| 8. Richard Elkin – Wellfleet | yes |
| 9. Sue Hruby – West Tisbury | yes |
| 10. Joyce Flynn – Yarmouth | yes |

Motion carried in the affirmative (11-0-0)

DISCUSSION AND VOTE TO AUTHORIZE CLCJPE TO REVIEW AND APPROVE CLCJPE ADMINISTRATOR’S EXPENSE REPORTS AND TIMESHEETS

Peter Cocolis move the Cape Light Compact Joint Powers Entity (CLCJPE) Board of Directors vote to authorize the CLCJPE Chair to review and approve the CLCJPE Administrator’s expense reports and submit the expense report for payment, and to review and ratify the CLCJPE Administrator’s submission of a bi-weekly timesheet.

The CLCJPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote. Seconded by Robert Schofield and voted by roll call as follows:

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|-------------------------------|-----|----------------------------|-----|
| 1. R. Schofield - Bourne | yes | 11. Wayne Taylor – Mashpee | yes |
| 2. Colin Odell – Brewster | yes | | |
| 3. Peter Cocolis – Chatham | yes | | |
| 4. Fred Fenlon – Eastham | yes | | |
| 5. Valerie Bell – Harwich | yes | | |
| 6. Richard Toole – Oak Bluffs | yes | | |
| 7. Tom Donegan - Provincetown | yes | | |
| 8. Richard Elkin – Wellfleet | yes | | |
| 9. Sue Hruby – West Tisbury | yes | | |
| 10. Joyce Flynn – Yarmouth | yes | | |

Motion carried in the affirmative (11-0-0)

DISCUSSION AND POTENTIAL VOTE REGARDING IMPLEMENTATION DATE AND RELATED MATTERS REGARDING CLCJPE ACCOUNTS PAYABLE/TREASURY FUNCTIONS

Richard Elkin moved the Cape Light Compact Joint Powers Entity (CLCJPE) Board of Directors vote to ratify the actions of the CLCJPE Administrator regarding contacting Eversource to direct the Systems benefit charge and the Energy Efficiency Reconciliation factor funds to the CLCJPE bank account established for this purpose, and to direct the CLCJPE Administrator to contact NextEra Energy, and all other funding sources associated with operating the CLCJPE, and to request that they direct their funds to the CLCJPE bank accounts identified by the CLCJPE Treasurer.

The CLCJPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote. Seconded by Robert Schofield and voted by roll call as follows:

- | | | | |
|-------------------------------|-----|----------------------------|-----|
| 1. R. Schofield - Bourne | yes | 11. Wayne Taylor – Mashpee | yes |
| 2. Colin Odell – Brewster | yes | | |
| 3. Peter Cocolis – Chatham | yes | | |
| 4. Fred Fenlon – Eastham | yes | | |
| 5. Valerie Bell – Harwich | yes | | |
| 6. Richard Toole – Oak Bluffs | yes | | |
| 7. Tom Donegan - Provincetown | yes | | |
| 8. Richard Elkin – Wellfleet | yes | | |
| 9. Sue Hruby – West Tisbury | yes | | |
| 10. Joyce Flynn – Yarmouth | yes | | |

Motion carried in the affirmative (11-0-0)

Robert Schofield move the Board vote that Compact JPE Administrator, consistent with Article VII(K) of the Compact’s Inter-Governmental Agreement and the Transition, Asset Transfer and Succession Plan, is authorized and empowered and directed to any and all acts and things, and to make and execute any and all instruments, papers and documents which shall be or become necessary, proper, or convenient on behalf of the Compact JPE to transfer management of the Compact’s fiscal affairs to the Cape Light Compact JPE.

The CLCJPE Administrator is authorized and directed to take all actions necessary or appropriate to implement this vote, and to execute and deliver all documents as may be necessary or appropriate to implement this vote. Seconded by Robert Schofield and voted by roll call as follows:

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|-------------------------------|-----|----------------------------|-----|
| 1. R. Schofield - Bourne | yes | 11. Wayne Taylor – Mashpee | yes |
| 2. Colin Odell – Brewster | yes | | |
| 3. Peter Cocolis – Chatham | yes | | |
| 4. Fred Fenlon – Eastham | yes | | |
| 5. Valerie Bell – Harwich | yes | | |
| 6. Richard Toole – Oak Bluffs | yes | | |
| 7. Tom Donegan - Provincetown | yes | | |
| 8. Richard Elkin – Wellfleet | yes | | |
| 9. Sue Hruby – West Tisbury | yes | | |
| 10. Joyce Flynn – Yarmouth | yes | | |

Motion carried in the affirmative (11-0-0)

ADMINISTRATOR’S REPORT

Maggie Downey stated that Compact staff will be out of the County office space on the third floor of the Open Cape building on June 30, 2017. She noted that the contractors working on preparing the new office space were behind schedule. The Cape Light Compact Board and JPE Board of Directors will meet in the public meeting space, Innovation Room for their July 12 board meetings.

a. Update on Personnel Policies for CLCJPE Employees

Maggie Downey asked for volunteers to review the proposed Cape Light Compact Joint Powers Entity Human Resources Policies and Procedures Manual to look over for any issues. David Anthony, Sue Hrubby, and Colin Odell all volunteered to assist.

b. Discuss Policies and Procedures for Board Consideration

Maggie Downey distributed the information she has gathered from other towns on the Cape. She deferred the decision to the Board, on how best to proceed. She also said she had obtained a copy of a model code of ethics prepared for nonprofit organizations by the Internal Revenue Service that the JPE might want to consider.

David Anthony stated that due to the regulatory nature of the Energy Efficiency budget, and the narrow scope by which the Board must then necessarily operate, he didn't see a tremendous need for a seriously involved set of rules, but agreed that some sort of structure is needed. Dick Elkin suggested that major policy votes be codified in a centralized place for ease of reference.

Maggie Downey requested that some members join on a conference call to advise her on drafting a policy to bring before the board. Tom Donegan, Richard Elkin, and Peter Cocolis all volunteered to help advise on the Policies and Procedures for the Board.

c. Reminder to Submit OML Certifications

Maggie Downey requested that everyone finish OML Certification and submit it to their appointing authority, and also provide a copy to the Compact.

Board adjourned at 3:59 PM.

Respectfully submitted,

Jacob Wright

LIST OF DOCUMENTS AND EXHIBITS:

- Meeting Notice / Agenda
- April 12, 2017 Minutes
- Scope of Services, Cape Light Compact Treasurer
- Cape Light Compact Joint Powers Agreement