

**Cape Light Compact
Joint Powers Entity Director's Meeting
Open Session Meeting Minutes
Wednesday, April 12, 2017**

The Cape Light Compact Board of Directors met April 12, 2017, in the Innovation Room, Open Cape Building, Barnstable County Complex, 3195 Main Street, Barnstable, MA 02630 at 2:30 p.m.

PRESENT WERE:

Colin Odell – Brewster
Robert Hannemann – Chilmark
Fred Fenlon – Eastham
Andrew Gottlieb – Mashpee
Richard Toole – Oak Bluffs
Thomas Donegan – Provincetown
Joshua Peters – Sandwich
Joseph Buteau – Truro
Sue Hruby – West Tisbury

LEGAL COUNSEL

Jeff Bernstein, Esq., BCK Law, PC
Erin O'Toole, Esq., BCK Law, PC

STAFF PRESENT

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

PUBLIC PRESENT

Chris Rogers, CPA, Clifton Larson Allen
Michael Embury
Joyce Flynn, Yarmouth
Richard Elkin, Wellfleet
David Anthony, Barnstable
Peter Cocolis, Chatham
Ron Zweig, Falmouth
Martin Culik, Orleans
Robert Schofield, Bourne

RECOGNITION OF MEMBERS AND DIRECTORS

Maggie Downey, by direction of Colin Odell, recognized the current JPA Directors and Alternates. Maggie informed the group that Chatham and Bourne have voted, but paperwork hasn't been received yet, along with Aquinnah.

PRESENTATION BY CHRIS ROGERS, CLIFTON LARSON ASSOCIATES: FINANCIAL OPERATIONS OF THE JPE

Chris Rogers provided a presentation differentiating the Business Officer and Treasurer. He explained that the Treasurer's role served as the one who's signing the checks, warrants, and reconciling the budget. Whereas the Business Officer will identify the chart of accounts and systems to be used, policies and procedures, and be responsible for processing the Compact's transactions.

Chris explained that there are a lot of details that will have to be hashed out once a Treasurer is identified and hired, including the process by which checks are cut. He went on to state that the position's scope of work should fall under \$50,000.

Maggie Downey specifically stated that the Business Officer *is* the Comptroller, and should be referred to as a Business Officer from here on for clarity purposes.

Lastly, Chris stated that before we go out to buy a financial system, we should be sure it accomplishes the functions we require, such as if we decide we want to use electronic funds transfer, or EFT.

ORGANIZATIONAL ITEMS FOR DISCUSSION AND POTENTIAL VOTE

A. ESTABLISH EFFECTIVE DATE OF JPE AS 4/12/2017

Tom Donegan moved, Mashpee second.

Tom Donegan moved to establish the Joint Powers Entity Effective date as April 12, 2017. Andrew Gottlieb seconded and voted by roll call as follows,

<i>Colin Odell – Brewster</i>	<i>Yes</i>	<i>Richard Toole – Oak Bluffs</i>	<i>Yes</i>
<i>Robert Hannemann – Chilmark</i>	<i>Yes</i>	<i>Thomas Donegan – Provincetown</i>	<i>Yes</i>
<i>Fred Fenlon – Eastham</i>	<i>Yes</i>	<i>Joseph Buteau – Truro</i>	<i>Yes</i>
<i>Andrew Gottlieb – Mashpee</i>	<i>Yes</i>	<i>Sue Hruby – West Tisbury</i>	<i>Yes</i>

Motion carries in the affirmative (8-0-0),

B. ELECTION OF CHAIRMAN

Tom Donegan moved that the term of the current positions be until July 1, 2017. Andrew Gottlieb seconded and voted by roll call as follows,

<i>Colin Odell – Brewster</i>	<i>Yes</i>	<i>Richard Toole – Oak Bluffs</i>	<i>Yes</i>
<i>Robert Hannemann – Chilmark</i>	<i>Yes</i>	<i>Thomas Donegan – Provincetown</i>	<i>Yes</i>
<i>Fred Fenlon – Eastham</i>	<i>Yes</i>	<i>Joseph Buteau – Truro</i>	<i>Yes</i>
<i>Andrew Gottlieb – Mashpee</i>	<i>Yes</i>	<i>Sue Hruby – West Tisbury</i>	<i>Yes</i>

Motion carries in the affirmative (8-0-0),

Richard Toole nominated Colin Odell for Chairman, Joseph Buteau seconded. Hearing no other nominations, Colin Odell moved for a vote by roll call as follows,

<i>Colin Odell – Brewster</i>	<i>Yes</i>	<i>Richard Toole – Oak Bluffs</i>	<i>Yes</i>
<i>Robert Hannemann – Chilmark</i>	<i>Yes</i>	<i>Thomas Donegan – Provincetown</i>	<i>Yes</i>
<i>Fred Fenlon – Eastham</i>	<i>Yes</i>	<i>Joseph Buteau – Truro</i>	<i>Yes</i>
<i>Andrew Gottlieb – Mashpee</i>	<i>Yes</i>	<i>Sue Hruby – West Tisbury</i>	<i>Yes</i>

Motion carries in the affirmative (8-0-0),

C. ELECTION OF VICE CHAIRMAN

Tom Donegan nominated Robert Schofield for Vice Chairman, Joseph Buteau seconded. Hearing no other nominations, Colin Odell moved for a vote by roll call as follows,

<i>Colin Odell – Brewster</i>	<i>Yes</i>	<i>Richard Toole – Oak Bluffs</i>	<i>Yes</i>
<i>Robert Hannemann – Chilmark</i>	<i>Yes</i>	<i>Thomas Donegan – Provincetown</i>	<i>Yes</i>
<i>Fred Fenlon – Eastham</i>	<i>Yes</i>	<i>Joseph Buteau – Truro</i>	<i>Yes</i>
<i>Andrew Gottlieb – Mashpee</i>	<i>Yes</i>	<i>Sue Hruby – West Tisbury</i>	<i>Yes</i>

Motion carries in the affirmative (8-0-0),

D. ELECTION OF SECRETARY

Sue Hruby nominated Richard Toole for Secretary, Joseph Buteau seconded. Hearing no other nominations, Colin Odell moved for a vote by roll call as follows,

<i>Colin Odell – Brewster</i>	<i>Yes</i>	<i>Richard Toole – Oak Bluffs</i>	<i>Yes</i>
<i>Robert Hannemann – Chilmark</i>	<i>Yes</i>	<i>Thomas Donegan – Provincetown</i>	<i>Yes</i>
<i>Fred Fenlon – Eastham</i>	<i>Yes</i>	<i>Joseph Buteau – Truro</i>	<i>Yes</i>
<i>Andrew Gottlieb – Mashpee</i>	<i>Yes</i>	<i>Sue Hruby – West Tisbury</i>	<i>Yes</i>

Motion carries in the affirmative (8-0-0),

E. ELECTION OF INTERIM TREASURER

Andrew Gottlieb nominated David Anthony for the position of Interim Treasurer, Richard Toole seconded. Hearing no other nominations, Colin Odell moved for a vote by roll call as follows,

<i>Colin Odell – Brewster</i>	<i>Yes</i>	<i>Richard Toole – Oak Bluffs</i>	<i>Yes</i>
<i>Robert Hannemann – Chilmark</i>	<i>Yes</i>	<i>Thomas Donegan – Provincetown</i>	<i>Yes</i>
<i>Fred Fenlon – Eastham</i>	<i>Yes</i>	<i>Joseph Buteau – Truro</i>	<i>Yes</i>
<i>Andrew Gottlieb – Mashpee</i>	<i>Yes</i>	<i>Sue Hruby – West Tisbury</i>	<i>Yes</i>

Motion carries in the affirmative (8-0-0),

F. ELECTION OF BUSINESS OFFICER

MOTION TO BE HIRED AS COMPTROLLER BE HIRED AS THE INTERIM BUSINESS OFFICER FOR CLC

Richard Toole made a motion Hearing no other nominations, Colin Odell moved for a vote by roll call as follows,

<i>Colin Odell – Brewster</i>	<i>Yes</i>	<i>Richard Toole – Oak Bluffs</i>	<i>Yes</i>
<i>Robert Hannemann – Chilmark</i>	<i>Yes</i>	<i>Thomas Donegan – Provincetown</i>	<i>Yes</i>
<i>Fred Fenlon – Eastham</i>	<i>Yes</i>	<i>Joseph Buteau – Truro</i>	<i>Yes</i>
<i>Andrew Gottlieb – Mashpee</i>	<i>Yes</i>	<i>Sue Hruby – West Tisbury</i>	<i>Yes</i>

Motion carries in the affirmative (8-0-0),

G. APPOINTMENT OF JPE ADMINISTRATOR

Tom Donegan nominated Margaret Downey for the position of JPE Administrator, Fred Fenlon seconded. Hearing no other nominations, Colin Odell moved for a vote by roll call as follows,

<i>Colin Odell – Brewster</i>	<i>Yes</i>	<i>Richard Toole – Oak Bluffs</i>	<i>Yes</i>
<i>Robert Hannemann – Chilmark</i>	<i>Yes</i>	<i>Thomas Donegan – Provincetown</i>	<i>Yes</i>
<i>Fred Fenlon – Eastham</i>	<i>Yes</i>	<i>Joseph Buteau – Truro</i>	<i>Yes</i>

J. AUTHORIZE THE CLCJPE ADMINISTRATOR TO EXECUTE A LEASE FOR OFFICE SPACE

Tom Donegan moved the Governing Board to authorize the JPE Administrator to execute a lease for office space, and the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

K. AUTHORIZE THE CLCJPE ADMINISTRATOR TO APPLY FOR A TAX IDENTIFICATION NUMBER ON BEHALF OF THE CLCJPE, OPEN BACK ACCOUNTS AND EXECUTE DOCUMENTS NEEDED TO CONDUCT BUSINESS

Tom Donegan moved the Governing Board to authorize the JPE Administrator to complete and submit the necessary and required paperwork to obtain a Federal Tax Identification Number and Execute Documents needed to conduct business on behalf of the Cape Light Compact Joint Powers Entity; the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

L. AUTHORIZE CLCJPE ADMINISTRATOR TO SERVE AS CLCJPE PUBLIC RECORDS ACCESS OFFICER

Tom Donegan moved the Governing Board to appoint the JPE Administrator to serve as the Cape Light Compact Joint Powers Entity Public Records Officer, and the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

M. DESIGNATE LOCATION OF POSTING CLCJPE MEETING NOTICES FOR OPEN MEETING LAW (OML)

Tom Donegan moved the Governing Board to designate the Cape Light Compact web site as the official location for posting Cape Light Compact Joint Powers Entity meeting notices, and the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

N. DOPT REMOTE PARTICIPATION POLICY

Tom Donegan moved the Governing Board to adopt the attached Policg and Procedures for participating remotely in meetings of the Cape Light Compact Joint Powers Entity, and the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

O. ADOPT PUBLIC MEETING PROTOCOLS

Maggie Downey referred everyone to the attached Public Participation meeting protocols, and clarified that they are pretty standard.

Tom Donegan moved the Governing Board to adopt the attached Public Meeting Protocols, and the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

P. VOTE ON TREASURER’S BOND

Maggie briefly explained that the Interim Treasurer would not be expected to expend funds on behalf of the JPE, and as a result the Treasurer’s Bond should be set at 0 until a permanent Treasurer is selected by the Directors.

Tom Donegan moved the Governing Board to set the Treasurer’s Bond at zero until such time as the Treasurer is set to expend funds, and the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

Q. VOTE ON OPERATIONAL TRANSFER DATE

Maggie Downey explained that now that a majority of towns had come on board with the JPE, and from advice from Chris Rogers, he recommended the board move up the Operational Transfer Date to July 1, 2017, in order to avoid running 2 sets of books.

Tom Donegan moved the Governing Board to set the Operational Transfer Date of July 1, 2017, and the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

R. AGREE AT A FUTURE DIRECTOR’S MEETING TO REVISE JPA’S EFFECTIVE DATE, OPERATIONAL TRANSFER DATE, AND OTHER SCRIVENER’S ERRORS

Maggie briefly explained the necessity to revise the Joint Powers Agreement to reflect the new Effective and Operational Date, and to rectify any clerical errors with the document at a future meeting.

Tom Donegan moved the Governing Board to vote, at a future meeting, to amend the Joint Powers Agreement to establish the Operational Transfer and Effective Date as July 1, 2017, and other scrivener's errors, and the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

DISCUSSION AND VOTE ON TRANSITION PLAN

Maggie Downey directed everyone to the draft Succession Plan document, which outlined the Plan to fully transition from the Cape Light Compact under the Intergovernmental Agreement, to the Cape Light Compact organized under the Joint Powers Agreement. She requested the board move to approve the draft document.

Tom Donegan moved the Governing Board to vote to approve the draft Transition, Asset Transfer and Succession Plan, and the JPE Administrator is authorized and directed to take all powers necessary or appropriate to implement this vote and to execute and deliver all documents as may be necessary or appropriate to implement this vote.

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

DISCUSS DATES FOR NEXT CLCJPE DIRECTORS' MEETING(S)

Maggie Downey stated that due to other commitments and the difficulty in getting a meeting prepared and ready by May 10th, that the Board move the meeting to May 12th to coincide with the Cape Light Compact Governing Board Meeting. A sense of the board of directors indicated this was acceptable, and a time prior to the governing board meeting would be acceptable. To accommodate for Vineyard Directors, 10AM was the agreed upon time, on Friday, May 12th.

DISTRIBUTE OML MATERIALS AND INSTRUCTIONS FOR RETURNING CERTIFICATIONS

Maggie and Jeff Bernstein indicated that there was a link to Open Meeting Law certifications at the back of the packet, and encouraged the Directors to visit the website and follow the instructions provided, along with all the publications regarding Open Meeting Law already provided.

ADJOURNMENT

Joseph Buteau made a motion to adjourn, seconded by Tom Donegan and voted by roll call as follows,

Colin Odell – Brewster	Yes	Tom Donegan – Provincetown	Yes
Robert Hannemann – Chilmark	Yes	Joshua Peters – Sandwich	Yes
Fred Fenlon – Eastham	Yes	Joseph Buteau – Truro	Yes
Andrew Gottlieb – Mashpee	Yes	Sue Hruby – West Tisbury	Yes
Richard Toole – Oak Bluffs	Yes		

Motion carried in the affirmative (9-0-0)

Meeting adjourned at 4:31PM.

Respectfully submitted,

Jake Wright
Special Projects Coordinator

LIST OF DOCUMENTS AND EXHIBITS

- Cape Light Compact Joint Powers Entity 4/12/2017 Agenda
- Remote Participation Policy, dated 4/12/2017.
- Cape Light Compact JPE Public Meeting Protocols, dated 4/12/2017.
- Transition, Asset Transfer and Succession Plan, dated 4/12/2017.
- Open Meeting Law Links