

Electric Light Department

Town of South Hadley

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Minutes of the Board of Commissioners

THURSDAY, JUNE 30, 2016 AT 6:30 P.M.

Present for the Board: Anne Awad, Chair
Vern Blodgett, Vice Chair
John Hine
Gregory Dubreuil, Clerk

Staff: Paul Byrne

Absent: Kurt Schenker

Call to Order

The meeting was called to order at 6:30 P.M. by Chair Anne Awad.

Agenda Order

Chair Awad stated that the purpose of this meeting was to discuss the Manager search and to take care of some housekeeping items. She requested that the agenda be reordered to take care of the approval of minutes and Holyoke Gas & Electric contract first then go to the Manager search. Hearing no objections the Board addressed the approval of minutes.

Approval of Minutes

Chair Awad asked the Board if there were any comments on the minutes. Mr. Dubreuil questioned Motion 3 of the minutes of February 25, 2016 noting there is no indication if a vote were taken or not. Chair Awad said no vote was taken and the minutes should reflect no vote. The minutes of February 25, 2016 will be revised for approval at the next meeting.

On a motion by John Hine, seconded by Vice Chair Blodgett, it was unanimously

VOTED: To approve the Minutes of the Executive Session held on December 16, 2015 and not release the minutes at this time.

On a motion by Gregory Dubreuil, seconded by Vice Chair Vern Blodgett, it was unanimously

VOTED: To approve the Minutes of the Executive Session held on December 22, 2015 and to release the minutes.

On a motion by John Hine, seconded by Vice Chair Blodgett, it was unanimously

VOTED: To approve the Minutes of the Executive Session held on February 9, 2016 and not release the minutes at this time.

Holyoke Gas & Electric Professional Services Agreement

Chair Awad asked if there were any comments on the Professional Services Agreement with Holyoke Gas & Electric. Vice Chair Blodgett asked if the authorized individuals in Section 1.3 had been identified. Chair Awad said they had not at this point and it wasn't necessary in executing the Agreement. He also noted a missing word in Section 3.3, the last sentence should read "In the event of a termination of the Agreement pursuant to Section 3.2, SHELD shall pay Contractor for services completed as of the date of termination pursuant to Section 2.1 above." The word "for" was missing after Contractor in that sentence. Vice Chair Blodgett also questioned if we had adequate General Liability coverage pursuant to Section 4.1. Chair Awad responded that the limits have been increased and we do.

Mr. Dubreuil noted that the indemnification language in Section 4 was very favorable for Holyoke Gas & Electric as the contractor whereas normally the contractor holds the client harmless. A discussion ensued relative to the requirement to have an Engineer for various tasks and given current staffing Holyoke Gas & Electric is in a more favorable position to dictate terms. Mr. Dubreuil asked if contracts are normally reviewed by legal counsel for SHELD. Chair Awad stated that the contract was prepared by Holyoke Gas & Electric Legal Counsel and had not been reviewed by SHELD counsel.

Mr. Hine suggested that we approve the agreement contingent on review by SHELD counsel. Mr. Hine also noted that execution of the Agreement by a majority of the Board should be adequate, even though the agreement has signature lines for each Board member. Chair Awad noted that, once we have legal review, the contract could be signed when Members come in to sign the warrants.

On a motion by John Hine, seconded by Gregory Dubreuil,

VOTED: To approve the Professional Services Agreement with Holyoke Gas & Electric contingent on review by SHELD's Attorney. Unanimous vote to approve.

Manager Search Discussion

Chair Awad stated that the main purpose of the meeting was to discuss the Manager search after providing some time for the Board to give thought to the process and whether the Board should conduct its own search or utilize the services of Mycoff, Fry and Prouse LLC based on their submission of a proposal and the presentation by Scott Fry at the June 23, 2016 Board meeting. Mr. Hine noted that the additional week was also to give the public the opportunity to comment however he has heard no comment on the topic. Chair Awad noted that she has heard some public comment and it has been essentially evenly split in favor of conducting the search internally and utilizing a search firm. A discussion ensued among the Board members relative to the benefits of utilizing the search firm and potential risks of conducting the search internally. Over the course of the discussion, a consensus developed that the search firm may attract candidates that an internal search may not, that a search firm may add credibility to the search, that the search firm may help the Board in refining its needs and strategic direction, and that the services of the search firm would free the Board up to attend to various other matters at hand.

On a motion by John Hine, seconded by Vice Chair Blodgett, it was unanimously

VOTED: To accept the proposal from Mycoff, Fry & Prouse LLC and to engage the firm to conduct a manager search.

Ms. Awad will follow up with Mr. Fry to secure a contract and start the process.

Other Business

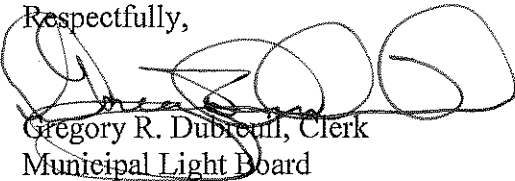
Chair Awad informed the Board that another Open Meeting Law complaint has been filed by the former manager and that our legal counsel is preparing a response which will be forwarded to the Board electronically for their review.

Adjournment

On a motion made by John Hine and seconded by Vice Chair Vern Blodgett it was unanimously

VOTED: To adjourn the meeting at 7:16 P.M.

Respectfully,



Gregory R. Dubreuil, Clerk
Municipal Light Board