

**Cape Light Compact JPE  
Governing Board  
Executive Session Meeting Minutes  
Wednesday, April 11, 2018**

The Cape Light Compact JPE Board of Directors and Executive Committee met on Wednesday, April 11, 2018 in the Martha's Vineyard Conference Room at the Cape Light Compact JPE Offices at 261 Whites Path, Yarmouth MA 02664 at 2:00PM.

**Present Were:**

1. David Anthony, Secretary, Barnstable
2. Robert Schofield, Executive Committee, Bourne
3. Colin Odell, Brewster
4. Peter Cocolis, Executive Committee, Chatham – By phone
5. Fred Fenlon, Eastham
6. Paul Pimentel, Edgartown – By phone
7. Ronald Zweig, Vice-Chair, Falmouth
8. Valerie Bell, Harwich
9. Wayne Taylor, Mashpee
10. Richard Toole, Executive Committee, Oak Bluffs – By phone
11. Martin Culik, Orleans
12. Thomas Donegan, Executive Committee, Provincetown
13. Leanne Drake, Sandwich
14. Jay Grande, Tisbury – By phone
15. Richard Elkin, Wellfleet
16. ChristiAne Mason, Wellfleet Alternate
17. Sue Hruby, West Tisbury – By phone
18. Joyce Flynn, Chair, Yarmouth

**Absent Were:**

1. Peter Cocolis, Executive Committee, Chatham
2. Timothy Carroll, Chilmark
3. Brad Crowell, Dennis

Members/Alternates

Physically present: 13

Present by phone: 5

**Legal Counsel:**

Jeffrey Bernstein, Esq., BCK Law, P.C.

**Staff Present:**

Austin Brandt, Senior Power Supply Planner

Briana Kane, Planning and Evaluation Manager

Joanne Nelson, Comptroller

Lindsay Henderson, Senior Energy Efficiency Program and Marketing Analyst

Maggie Downey, Administrator

Margaret Song, C&I Program Manager  
 Matt Dudley, Senior Energy Efficiency Program Analyst  
 Melissa Allard, Senior Administrative Coordinator  
 Tony Gionfriddo, Senior Energy Efficiency Program Analyst

**Open Session Vote on entry into Executive Session pursuant to M.G.L. c. 30A §§21(a) (10) to discuss matters below, to return to open session:**

1. Trade secrets and confidential, competitively-sensitive or other proprietary power supply information and determine whether it is appropriate to release any portion of confidential contract provisions, Potential Vote

*Joyce Flynn at 2:10 PM moved to enter into Executive Session pursuant to MGL Chapter 30A §21(a) 10 to discuss trade secrets, confidential and competitively sensitive information relative to pricing exhibits of Compact power supply contracts.*

*Joyce Flynn declared that an open session may adversely affect the Cape Light Compact's ability to conduct business in relation to other entities making, selling or distributing electric power and energy. The governing Board will return to Open Session at the conclusion of Executive Session. Seconded by Robert Schofield.*

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Peter	Cocolis	Chatham	Yes
Fred	Fenlon	Eastham	Yes
Paul	Pimentel	Edgartown	Yes
Ronald	Zweig	Falmouth	Yes
Valerie	Bell	Harwich	Yes
Wayne	Taylor	Mashpee	Yes
Richard	Toole	Oak Bluffs	Yes
Martin	Culik	Orleans	Yes
Thomas	Donegan	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Jay	Grande	Tisbury	Absent
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Absent
Joyce	Flynn	Yarmouth	Yes

*Motion carried in the affirmative (15 – 0 – 0)*

1. **Trade secrets and confidential, competitively-sensitive or other proprietary power supply information and determine whether it is appropriate to release any portion of confidential contract provisions, Potential Vote**

Maggie Downey stated that at the Compact's recent meeting with representatives from the Attorney General's Office, the AGO asked the Compact if it would consider publicly releasing the confidential portions of the Compact's power supply contracts. Maggie summarized the exchange with the AGO:

Maggie noted that all of the Compact's power supply contracts, past and present, are posted to the Compact's web site. Rebecca Tepper, Director of Office of Ratepayer Advocacy, then replied that the Compact has redacted portions of several of its contracts and asked the Compact to consider releasing this information for contracts that were no longer in effect. Maggie noted that Exhibit A of the power supply contracts were not posted to the website because they were exempt from the public records law, subject to nondisclosure agreements with the Compact's suppliers and could adversely affect the Compact's ability to conduct business.

Austin Brandt explained at the AGO meeting the importance of the exemption to the Compact and suppliers and the impact it has on the Compact's power supply negotiations. Counsel Jeff Bernstein noted at the AGO meeting that he believed that the contracts were also subject to nondisclosure agreements that may also dictate the terms of releasing them.

Compact representatives agreed to bring this matter back to the Compact's Board for discussion and promised to contact the AGO after the Board had discussed this issue.

**Jay Grande joined by phone at 2:14 PM.**

**Sue Hruby joined by phone at 2:25 PM.**

**The Board then commenced a discussion of this matter.**

Richard Elkin asked if any other suppliers release this type of information. Maggie Downey replied that they don't. Austin Brandt showed ConEdison's confidential strategy to the board. He stated that keeping the documents confidential allows the Compact to work with suppliers, as they wouldn't want their strategies to become public. The documents talk about pricing, how we obtain our rates, what we collect, how we price in renewable energy, etc. The supplier and the Compact believe this information to be competitively sensitive. Martin Culik stated that he cannot understand why the Attorney General wants these documents released. Joyce Flynn stated that it's the company's right to keep the documents confidential and that the Compact should ask what ConEdison thinks about the release of its competitively sensitive information.

Thomas Donegan stated that we should ask ConEdison about the Attorney General's request to release the documents. He stressed that he thought it was important to maintain good relations with the Attorney General's Office. Jeff Bernstein agreed that attempting to preserve a good working relationship was very important. However, if ConEdison Solutions were to say yes, other suppliers might think that they also would be compelled to agree to release of competitive strategies in order to work with the Compact. Ron Zweig stated that releasing these documents could also raise our price compared to basic service. Valerie Bell stated that the Compact's position to get better rates could be weakened by releasing the documents.

Colin Odell asked if there was a way to give the Attorney General's Office some of the information, but not all, in an effort to respond to the detractors. Austin Brandt noted that the Compact has already provided the complete power supply contracts, including Exhibit As, to the Attorney General's Office, pursuant to a nondisclosure agreement between the Compact and the AGO. Austin Brandt stated that the Compact's procurement mirrors Eversource's procurement. David Anthony stated that the Compact does a good job at putting out information and communicating it to the public. He asked though whether those asking for the information now deserve an answer. Fred Fenlon asked if it was possible to meet with the one person who raised the issue from the Attorney General's Office. Thomas Donegan replied that the person is Nathan Forster

who was present at the meeting on March 22, 2018. Tom stated that however the Board ultimately chooses to respond, having a full discussion of this issue is a good thing.

David Anthony recommended that the Compact tell ConEdison of the situation and have them explain their own strategy. Jeff Bernstein stated that the Attorney General is pushing for the information. However, he believes the Board might want to take time to study these contracts before voting on the next step and to solicit input from ConEdison Solutions, its successor (Constellation) and NextEra.

*Colin Odell moved the CLCJPE Board of Directors to vote to continue to treat Exhibit A for the May 12, 2010 CESA and the January 10, 2013 CESA amendment with ConEdison Solutions as confidential consistent with M.G.L. Chapter 4, Section 7, clause 26(s), and direct counsel to contact ConEdison Solutions to consider whether the Exhibit A's of the January 2014 and September 2014 CESA amendments may be released publicly at this time.*

The Compact 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 David Anthony.*

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Peter	Cocolis	Chatham	Yes
Fred	Fenlon	Eastham	Yes
Paul	Pimentel	Edgartown	Yes
Ronald	Zweig	Falmouth	Yes
Valerie	Bell	Harwich	Yes
Wayne	Taylor	Mashpee	Yes
Richard	Toole	Oak Bluffs	Yes
Martin	Culik	Orleans	Yes
Thomas	Donegan	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Jay	Grande	Tisbury	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

*Motion carried in the affirmative (17 – 0 – 0)*

**Jay Grande stopped participation by phone at 3:24.**

*At 3:26 PM, Joyce Flynn asked for a motion to end executive session, moved by Thomas Donegan, seconded by Colin Odell.*

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Peter	Cocolis	Chatham	Yes

Fred	Fenlon	Eastham	Yes
Paul	Pimentel	Edgartown	Yes
Ronald	Zweig	Falmouth	Yes
Valerie	Bell	Harwich	Yes
Wayne	Taylor	Mashpee	Yes
Richard	Toole	Oak Bluffs	Yes
Martin	Culik	Orleans	Yes
Thomas	Donegan	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Jay	Grande	Tisbury	Absent
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

*Motion carried in the affirmative (16 – 0 – 0)*

Respectfully submitted,

Melissa Allard

LIST OF DOCUMENTS AND EXHIBITS:

- Meeting Notice / Agenda

*Draft Minutes subject to correction, addition and Committee/Board Approval*