

**Cape Light Compact
Governing Board and Executive Committee
Open Session Meeting Minutes
Wednesday, August 2, 2017**

The Cape Light Compact Governing Board and Executive Committee met on Wednesday, August 2, 2017 in the Innovation Room, Open Cape Building, Barnstable County Complex, 3195 Main Street, Barnstable, MA 02630 at 1:51PM.

PRESENT WERE:

1. Joyce Flynn, Chair, Yarmouth
2. Robert Schofield, Vice-Chair, Bourne
3. Peter Cocolis, Treasurer, Chatham
4. David Anthony, Barnstable
5. Colin Odell, Brewster
6. Brad Crowell, Dennis
7. Fred Fenlon, Eastham
8. Paul Pimentel, Edgartown – by phone
9. Ronald Zweig, Falmouth
10. Valerie Bell, Harwich
11. Richard Toole, Executive Committee Member at Large, Oak Bluffs – by phone
12. Thomas Donegan, Provincetown
13. Richard Elkin - Wellfleet
14. Sue Hruby, West Tisbury
15. Jarrod Cabral, Truro
16. Robert Hannemann, Duke’s County
17. Martin Culik, Orleans

ABSENT WERE:

18. Michael Hebert, Aquinnah
19. George Dunham - Sandwich
20. Tim Carroll, Chilmark
21. Wayne Taylor, Mashpee
22. Leo Cakounes, Barnstable County
23. John Grande – Tisbury

Members/Alternates
physically present: 15
Members present by phone: 2

LEGAL COUNSEL

Audrey Eidelman, Esq., BCK Law, P.C.

STAFF PRESENT

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

PUBLIC PRESENT

There were no members of the public present.

PUBLIC COMMENT

There were no members of the public present.

APPROVAL OF MINUTES

The Board considered the June 14, 2017 Meeting Minutes. *Robert Schofield moved the board to accept the amended minutes, seconded by Colin Odell and voted by roll call as follows:*

1. David Anthony – Barnstable	yes	10. Valerie Bell – Harwich	yes
2. Robert Schofield – Bourne	yes	11. Richard Toole – Oak Bluffs	yes
3. Colin Odell – Brewster	yes	12. Martin Culik – Orleans	abs
4. Peter Cocolis – Chatham	yes	13. Thomas Donegan – Provincetown	yes
5. Brad Crowell – Dennis	yes	14. Jarrod Cabral – Truro	abs
6. Robert Hannemann – Dukes County	abs	15. Richard Elkin – Wellfleet	yes
7. Fred Fenlon – Eastham	yes	16. Sue Hruby – West Tisbury	yes
8. Paul Pimentel – Edgartown	yes	17. Joyce Flynn – Yarmouth	yes
9. Ronald Zweig – Falmouth	abs		

Motion carried in the affirmative (13-0-4).

TREASURER'S REPORT

Peter reviewed the contracts that have been approved since the June 14, 2017 meeting for the board.

Robert Schofield moved the board vote to ratify the actions of the Compact Treasurer relative to Compact contracts from June 15, 2017 through August 2, 2017. 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. Colin Odell seconded and voted by roll call as follows:

1. David Anthony – Barnstable	yes	10. Valerie Bell – Harwich	yes
2. Robert Schofield – Bourne	yes	11. Richard Toole – Oak Bluffs	yes
3. Colin Odell – Brewster	yes	12. Martin Culik – Orleans	yes
4. Peter Cocolis – Chatham	yes	13. Thomas Donegan – Provincetown	yes
5. Brad Crowell – Dennis	yes	14. Jarrod Cabral – Truro	yes
6. Robert Hannemann – Dukes County	yes	15. Richard Elkin – Wellfleet	yes
7. Fred Fenlon – Eastham	yes	16. Sue Hruby – West Tisbury	yes
8. Paul Pimentel – Edgartown	yes	17. Joyce Flynn – Yarmouth	yes
9. Ronald Zweig – Falmouth	yes		

Motion carried in the affirmative (17-0-0).

CHAIRMAN'S REPORT

1. POTENTIAL VOTE TO HAVE THE JOINT POWERS AGREEMENT SUPERSEDE THE INTER-GOVERNMENTAL AGREEMENT

Audrey Eidelman answered multiple questions regarding the vote to have the Joint Powers Agreement supersede the Inter-Governmental Agreement. Audrey Eidelman explained that the vote was consistent with and for the purposes of carrying out the transition contemplated by the Joint Powers Agreement and the Transition Plan that was approved by the Compact and the Cape Light Compact JPE governing boards. Audrey Eidelman noted that the Compact was fully operational as the Cape Light Compact JPE effective as of July 1, as per the Transition Plan, which was adopted in accordance with the Joint Powers Agreement. All relevant governmental agencies (the Department of Public Utilities, the Office of the Attorney General, the Office of the Inspector General and the Department of Energy Resources) were informed that the Compact would be fully operational as the Cape Light Compact JPE on July 1, 2017 if all of the Compact’s municipal members voted to join the Cape Light Compact JPE as of July 1, 2017. Audrey Eidelman also noted that the Compact’s counsel informed the Department of Public Utilities after July 1, 2017, that the Compact would be appearing before the Department as the Cape Light Compact JPE on a going forward basis and the Department thanked the Compact for the update. Audrey Eidelman went on to explain that the Joint Powers Agreement will supersede the Intergovernmental Agreement, and that there is no corporate dissolution of the Compact. The Compact is simply reorganizing as a joint powers entity under Massachusetts General Laws. Section 2 of the Transition Plan explains this process.

Colin Odell questioned why the Compact was not dissolving under the Inter-Governmental Agreement and expressed concern that liability to the towns under the Inter-Governmental Agreement may still exist. Audrey Eidelman explained that the vote to be taken by the Compact board would confirm that the Inter-Governmental Agreement is superseded by the Joint Powers Agreement and therefore the Compact will operate in accordance with the Joint Powers Agreement and the limited liability thereunder, as contemplated by the Transition Plan, which was adopted in accordance with the transition provision of the Joint Powers Agreement.

Robert Schofield moved, Consistent with Article 2 of the April 12, 2017 Transition, Asset Transfer and Succession Plan, the Board vote that the Cape Light Compact Intergovernmental Agreement as amended to date is superseded and replaced by the Joint Powers Agreement of the Cape Light Compact JPE, and that 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 Martin Culik and voted by roll call as follows:

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|------------------------------------|-----|-----------------------------------|-----|
| 1. David Anthony – Barnstable | yes | 10. Valerie Bell – Harwich | yes |
| 2. Robert Schofield – Bourne | yes | 11. Richard Toole – Oak Bluffs | yes |
| 3. Colin Odell – Brewster | yes | 12. Martin Culik – Orleans | yes |
| 4. Peter Cocolis – Chatham | yes | 13. Thomas Donegan – Provincetown | yes |
| 5. Brad Crowell – Dennis | yes | 14. Jarrod Cabral – Truro | yes |
| 6. Robert Hannemann – Dukes County | yes | 15. Richard Elkin – Wellfleet | yes |
| 7. Fred Fenlon – Eastham | yes | 16. Sue Hruby – West Tisbury | yes |
| 8. Paul Pimentel – Edgartown | yes | 17. Joyce Flynn – Yarmouth | yes |
| 9. Ronald Zweig – Falmouth | yes | | |

Motion carried in the affirmative (17-0-0).

Meeting adjourned at 2:29PM.

Respectfully submitted,

Jacob Wright

LIST OF DOCUMENTS AND EXHIBITS:

- Meeting Notice / Agenda
- June 14, 2017 Meeting Minutes
- Contract Approval Report