

**Cape Light Compact JPE
Governing Board and Executive Committee
Open Session Meeting Minutes
Wednesday, December 13, 2017**

The Cape Light Compact JPE Board of Directors and Executive Committee met on Wednesday, December 13, 2017 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. Joyce Flynn, Chair, Yarmouth
2. David Anthony, Secretary, Barnstable
3. Robert Schofield, Executive Committee, Bourne
4. Peter Cocolis, Executive Committee, Chatham
5. Richard Toole, Executive Committee, Oak Bluffs – by phone
6. Thomas Donegan, Executive Committee, Provincetown
7. Valerie Bell, Harwich
8. Sue Hruby, West Tisbury
9. Martin Culik, Orleans
10. ChristiAne Mason, Wellfleet Alternate
11. Jay Grande, Tisbury – by phone
12. Fred Fenlon, Eastham
13. Tim Carroll, Chilmark – by phone
14. Ronald Zweig, Vice-Chair, Falmouth
15. Colin Odell, Brewster
16. Jarrod Cabral, Truro
17. Robert Hannemann, Duke's County
18. Brad Crowell, Dennis
19. Paul Pimental, Edgartown

ABSENT WERE:

20. Michael Hebert, Aquinnah
21. Vacant - Sandwich
22. Richard Elkin, Wellfleet
23. Wayne Taylor, Mashpee

Members/Alternates
physically present: 16
Members present by phone: 3

LEGAL COUNSEL

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

STAFF PRESENT

Austin Brandt, Senior Power Supply Planner
Maggie Downey, Administrator
Lindsay Henderson, Analyst and Marketing
Briana Kane, Planning and Evaluation Manager
Joanne Nelson, Comptroller

Joyce Flynn called the meeting to order at 2:02.

PUBLIC PRESENT

Peter Doyle, Barnstable

PUBLIC COMMENT

There were no members of the public present.

APPROVAL OF MINUTES

The Board considered the November 08, 2017 Meeting Minutes. *Robert Schofield moved the board to accept the minutes, seconded by Valerie Bell. The Board then voted unanimously by a show of hands as there were no remote participants at the time of this vote in favor to approve with Peter Cocolis, Ronald Zweig, Jarrod Cabral, and Paul Pimental abstaining.*

Motion carried in the affirmative (11 – 0 – 4)

CHAIRMAN’S REPORT

1. ROOM SET UP AND USE OF SPACE

Joyce Flynn noted that the room set up for the December 13, 2017 Board Meeting was more conducive for conversation and when feasible would like to see this set up continued going forward.

Maggie Downey provided an update on the microphones, the Compact is still investigating alternative options to just utilizing a hand-held microphone.

Thomas Donegan joined the meeting at 2:08 PM.

Joyce Flynn recognized Richard Toole of Oak Bluffs, Jay Grande of Tisbury, and Timothy Carroll of Chilmark, who were all remotely participating due to geographic distance.

who joined the meeting by phone at 2:10

FISCAL REPORT, PETER COCOLIS

1. OVERVIEW OF OPERATING AND ENERGY EFFICIENCY BUDGETS

Peter Cocolis reviewed the handout for the Energy Efficiency Budget. He then discussed the 2018 Energy Efficiency Surcharge that was presented during the November 8, 2017 Board Meeting. Peter Cocolis went on to review the handout for the July 1, 2017-December 31, 2017 Operating Budget.

MEETING PROTOCOLS UPDATE, THOMAS DONEGAN

Thomas Donegan circulated a draft copy of the protocols to the Board. Generally, protocols have two missions. They set expectations among and between the Board and expectations to the public. Review of multiple sources was conducted to inform the draft text. Included are general outlines around ethics laws in Massachusetts. Thomas Donegan asked the Board to please review and comment over the next month as a final copy will be presented at the next meeting for a potential vote. Peter Cocolis asked if conflict of interest question should be asked at the beginning of meetings and that this should be added to the document, Thomas Donegan indicated that the appointing authority and Administrator should be notified if there are conflicts. Brad Crowell asked what happens if a Board Member opts not to comply? Thomas Donegan responded that if it was in reference to a State Law, a filing should be made with the State Ethics Commission and that additionally, the Board also has the ability under certain circumstance to remove the Board Member as does the appointing authority. Maggie Downey asked the Board to send comments to Tom Donegan, Sue Hruby, and or Peter Cocolis. Maggie Downey also stated that this would be brought back for the January meeting and will be provided in January packet. Colin Odell asked if the document could be circulated in word? Maggie Downey indicated yes, and asked the Board to please use track changes. Ron Zweig stated that the rule of thumb for these things is if conflict is a thought, file. Jeff Bernstein offered to talk with Tom Donegan after the meeting with thoughts from a legal perspective before the document was circulated. Joyce Flynn thanked the working group for their effort on this.

ADMINISTRATOR’S REPORT, MAGGIE DOWNEY

1. OPEN NOMINATIONS FOR 2018 SEVEN MEMBER EXECUTIVE COMMITTEE

Joyce Flynn opened the floor for nominations. Maggie Downey indicated that the positions were now open and will be open through the January meeting at which time they will be voted on. David Anthony asked if it made sense to ask the current members of the Executive Committee if they were still interested. Joyce Flynn indicated she would be interested in serving for the next year, but others should begin to think about filling the position in 2019. Ron Zweig indicated he was willing to continue as did David Anthony. For the At Large positions, Peter Cocolis, Thomas Donegan, and Robert Schofield indicated interest. Richard Toole indicated he may be interested. Valerie Bell stated that as this was the first year for the JPE, for continuity’s sake, it may be nice to have the current committee stay as they are. Thomas Donegan nominated the existing slate of officers and Executive Committee for 2018, seconded by Valerie Bell. Joyce Flynn asked if there were additional nominations for Chair, Vice Chair, Secretary, (none heard). For the Executive Committee, Richard Toole wondered if Sue Hruby was interested, Sue Hruby indicated she was not.

Maggie stated that there are two other officer positions; Treasurer is held by Tammy Glivinski and the business officer position is held by the CLC Comptroller, Joanne Nelson.

SUPPLEMENTAL BUDGET REQUEST FOR 2017 LEGAL OPERATING BUDGET

Maggie Downey asked the Board to refer to the handout in their packet. The Eversource rate case caused an additional need of funds in the amount of \$60,000.00 for technical consultants and legal expenses, for a total legal budget of \$359,620.00. If a portion of the legal budget is unspent, it rolls back into budget. Martin Culik made the motion to authorize the additional funds and Robert Schofield seconded the motion and discussion was opened. Brad Crowell expressed concern for recurring legal services costs. As it is a big item, it would be helpful and allow him to be comfortable with these votes if there was a process for reviewing what we spend and what we get out of these expenses. Maggie Downey clarified that when we put forth our budget we list

what projects are covered. Joyce Flynn mentioned the legal review sheet presented at a prior Board Meeting as a reference source. Brad Crowell indicated it would be helpful to know the hours by case. Maggie Downey indicated she would give an update going forward at the budget discussion meeting (typically taking place in October). Maggie Downey also will give an update on legal expenses at the January Board Meeting. Thomas Donegan stated we were given a review of level of effort, and then we recap against actuals on a regular basis. Martin Culik asked if we know prior year expenditures. Jeffrey Bernstein indicated yes, and that overall, it is about the same for general services (as opposed to those for particularly regulatory proceedings or other specific projects), however the big DPU cases caused a significant increase in 2017. Maggie Downey stated that, on average, the general costs are \$260,000.00 to \$300,000.00. Fred Fenlon asked how much the rate case cost (legal and consulting fees) and Maggie Downey stated that she would be able to provide that in the January update.

Martin Culik moved the Board vote and approve a supplemental budget for the Compact's July 01, 2017 – December 31, 2017 operating budget in the amount of \$60,000.00 for legal and related consulting expenses associated with the Compact's intervention in the Eversource rate case DPU 17-05. Seconded by Robert Schofield and voted by roll call as follows:

1. David	Anthony	Barnstable	Yes
2. Robert	Schofield	Bourne	Yes
3. Colin	Odell	Brewster	Yes
4. Peter	Cocolis	Chatham	Yes
5. Timothy	Carroll	Chilmark	Yes
6. Brad	Crowell	Dennis	Yes
7. Robert	Hannemann	Dukes County	Yes
8. Fred	Fenlon	Eastham	Yes
9. Paul	Pimental	Edgartown	Yes
10. Ron	Zweig	Falmouth	Yes
11. Valerie	Bell	Harwich	Yes
12. Richard	Toole	Oak Bluffs	Yes
13. Martin	Culik	Orleans	Yes
14. Thomas	Donegan	Provincetown	Yes
15. Jay	Grande	Tisbury	Yes
16. Jarrod	Cabral	Truro	Yes

17. ChristiAne	Mason	Wellfleet	Yes
18. Sue	Hruby	West Tisbury	Yes
19. Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative. (19 – 0—0)

DISCUSSION AND POTENTIAL VOTE ON 1% COLA FOR CALENDAR YEAR 2018

Motion made by Colin Odell and seconded by Martin Culik. Joyce Flynn asked for discussion and seeing none, the vote was taken.

Colin Odell moved the Board vote to approve a January 1, 2018 – December 31, 2018 employee cost of living adjustment (COLA) in the amount of 1%. Seconded by Martin Culik and voted by roll call as follows:

1. David	Anthony	Barnstable	Yes
2. Robert	Schofield	Bourne	Yes
3. Colin	Odell	Brewster	Yes
4. Brad	Crowell	Dennis	Yes
5. Robert	Hannemann	Dukes County	Yes
6. Fred	Fenlon	Eastham	Yes
7. Paul	Pimental	Edgartown	Yes
8. Ron	Zweig	Falmouth	Yes
9. Valerie	Bell	Harwich	Yes
10. Richard	Toole	Oak Bluffs	Yes
11. Martin	Culik	Orleans	Yes
12. Thomas	Donegan	Provincetown	Yes
13. Jay	Grande	Tisbury	Yes
14. ChristiAne	Mason	Wellfleet	Yes
15. Sue	Hruby	West Tisbury	Yes
16. Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative. (16 – 0 – 0) Peter Cocolis was not in the room when this vote was taken.

DISCUSSION AND POTENTIAL VOTE ON PROPOSED AMENDMENTS TO THE CLC JOINT POWERS AGREEMENT

Maggie Downey indicated that all member towns had received copies of the proposed amendments to correct scrivener’s errors and correct other factual items, and that no comments were received regarding the proposed edits, except from Aquinnah, who accepted all proposed edits. Colin Odell moved the motion and it was seconded by Brad Crowell. There was no further discussion and the vote was taken.

Colin Odell moved the Board vote and accept the proposed amendments to the Joint Powers Agreement of the Cape Light Compact, as described in the attached red-lined agreement. Seconded by Brad Crowell and voted by roll call as follows:

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

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

DISCUSSION AND POTENTIAL VOTE ON 2018 OPERATING BUDGET

Tim Carroll left the meeting at 3:03 PM.
Jarrold Cabral left the meeting at appx 3:15 PM.
Brad Crowell left the meeting at 3:54 PM.

Maggie Downey reviewed the handout in the packet. Martin Culik asked questions regarding the operating budget revenue stream, the mil adder, Peter Cocolis indicated that it has been a goal of the Board to maintain at least 12 months of revenue in reserve. Colin Odell suggested the Compact adopt what is done through the energy efficiency world. Typically weather normalized data is used. Our receipts are / could be budgeted based on weather normalized data for revenues. Maggie Downey indicated we could do that for 2019. Martin Culik made a motion to move the budget as stated, and this was seconded by Robert Schofield. Maggie Downey indicated that it did not include appeals or significant evidentiary hearing costs or other such projects, and that she would bring back to the Board a supplemental request if needed.

Thomas Donegan asked if we accrued for OPEB in this fund and Maggie Downey stated that as of right now, it was not included as we will not know the true obligations until after the actuarial is completed. Colin Odell stated that we know there is an OPEB liability to occur greater than zero and he will not vote for this, as it does not reflect as such in the budget. Colin Odell asked to modify the budget at this meeting to account for OPEB. Sue Hruby agreed that some number should be plugged in to an OPEB line in the operating budget. David Anthony indicated we should use a reasonable percentage of 5 or 10 percent to set some placeholder amount for OPEB.

Colin Odell proposed an amendment for OPEB to be set at \$7,100.00 and \$5,300.00 to the pension liability line and was seconded by Robert Schofield and voted by roll call as follows:

- | | | | |
|------------|-----------|--------------|-----|
| 1. David | Anthony | Barnstable | Yes |
| 2. Robert | Schofield | Bourne | Yes |
| 3. Colin | Odell | Brewster | Yes |
| 4. Peter | Cocolis | Chatham | Yes |
| 5. Robert | Hannemann | Dukes County | Yes |
| 6. Fred | Fenlon | Eastham | Yes |
| 7. Paul | Pimental | Edgartown | Yes |
| 8. Ron | Zweig | Falmouth | Yes |
| 9. Valerie | Bell | Harwich | Yes |

10. Richard	Toole	Oak Bluffs	Yes
11. Martin	Culik	Orleans	Yes
12. Thomas	Donegan	Provincetown	Yes
13. Jay	Grande	Tisbury	Yes
14. ChristiAne	Mason	Wellfleet	Yes
15. Sue	Hruby	West Tisbury	Yes
16. Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative. (16 – 0—0)

Martin Culik moved the Board vote to appropriate the Cape Light Compact Joint Powers Entity Operating Budget in the amount of \$848,765.00. Seconded by Robert Schofield and voted by roll call as follows:

1. David	Anthony	Barnstable	Yes
2. Robert	Schofield	Bourne	Yes
3. Colin	Odell	Brewster	Yes
4. Peter	Cocolis	Chatham	Yes
5. Robert	Hannemann	Dukes County	Yes
6. Fred	Fenlon	Eastham	Yes
7. Paul	Pimental	Edgartown	Yes
8. Ron	Zweig	Falmouth	Yes
9. Valerie	Bell	Harwich	Yes
10. Richard	Toole	Oak Bluffs	Yes
11. Martin	Culik	Orleans	Yes
12. Thomas	Donegan	Provincetown	Yes
13. Jay	Grande	Tisbury	Yes
14. ChristiAne	Mason	Wellfleet	Yes
15. Sue	Hruby	West Tisbury	Yes

16. Joyce Flynn Yarmouth Yes

Motion carried in the affirmative. (16 – 0—0)

DISCUSS REQUEST FOR LETTER OF SUPPORT FOR VINEYARD WIND

Maggie Downey made the Board aware that Vineyard Power reached out to her requesting a letter of support for its offshore wind project. David Anthony indicated that the Board had adopted a vote or resolution some years ago stating that the Board would not support specific private projects. Paul Pimental indicated that he is a founder and board member of Vineyard Power, and that this letter is about which developer is selected. David Anthony mentioned that we didn't want to get drawn into the political nature of projects regardless of the positivity of this. Colin Odell raised the question whether there was a possible conflict of interest with Paul Pimental speaking on the topic.

Counsel Jeffrey Bernstein asked that if this discussion can wait, he would prefer to have all the facts before discussing the issue and how it relates to any potential conflicts of interest. Valerie Bell said it couldn't as there was a date certain for a response but asked to get back to David Anthony's question and that she has issues with picking projects versus supporting renewables generally. The discussion was postponed for several minutes so that counsel could confer with a colleague and do some additional research.

When the discussion resumed, Counsel indicated that it raised conflict issues for a member of the Board of Vineyard Power, which has a financial arrangement with Vineyard Wind, to participate as a Compact board member in the discussion. Although the situation might be different for Compact board members who were simply members of Vineyard Power, Mr. Bernstein said he lacked enough information as to whether they would be considered to have interests no different than those of the general public under Chapter 268A. Mr. Pimental said he would not participate as a Compact board member.

Tom Donegan indicated he would support this, he feels that this is a local enterprise that we should support and is something good. Joyce Flynn asked is there an issue with MV representatives and alternates writing a letter in their Compact capacity. Jeffrey Bernstein indicated there could be.

Maggie Downey asked for a sense of the board. Colin Odell indicated that he tends to agree with David Anthony and agrees with writing a generic letter, but not a project specific letter. Fred Fenlon asked if there is any liability to CLC. Peter Cocolis indicated that he tends to agree with David Anthony. The sense of the board was 2 in support (Thomas Donegan and Joyce Flynn); all other members did not support sending a letter. Maggie Downey indicated that she will not send a letter.

UPDATE ON QUORUM POLICY

Maggie Downey will be bringing this back to the Board in January.

WEATHERIZATION CAP – PROPOSAL TO REMOVE FOR 2018, PHIL MOFFITT

Lindsay Henderson reminded the Board that the cap was originally lifted in June and was being extended through all of 2018 by all the Program Administrator's in the state.

POWER SUPPLY PRICING OVERVIEW, AUSTIN BRANDT

Austin Brandt reviewed with the Board the pricing for the first six months of 2018. Going forward the Board asked that presentations be emailed to the remote participants in advance of the meeting. Austin Brandt is looking for feedback from the Board on the direction of Power Supply going forward. Colin Odell asked if we should go back to two tiers of pricing (Basic and Green). It was agreed to continue the discussion at the January Board meeting.

Jay Grande left the meeting at 4:24 PM.

REVIEW 2018 PROPOSED PUBLIC MARKETING EVENTS, LINDSAY HENDERSON

Lindsay Henderson referred the Board to the handout in their packets. Lindsay Henderson requested that the Board notify her if they have any events they would want staff to attend. Lindsay Henderson also asked the Board to start a dialogue with each Senior Center as the Compact would like to do presentation(s) at every Senior Center in 2018.

Richard Toole stopped his participation by phone at 4:44

ADJOURNMENT

Motion to adjourn made at 4:44 moved by Colin Odell, seconded by Ron Zweig. The Board then voted unanimously by a show of hands as there were no remote participants at the time of this vote in favor to approve.

Motion carried in the affirmative. (14 – 0 – 0)

Respectfully submitted,

Briana C. Kane

LIST OF DOCUMENTS AND EXHIBITS:

- Meeting Notice / Agenda
- November 08, 2017 Meeting Minutes
- Operating Fund Budget
- DRAFT Code of Conduct and Ethics
- Guide for Members of Public Boards and Commissions
- Supplemental Budget Request vote
- 2018 Operating Budget vote
- Request for 1% COLA vote
- Amendments to the CLC Joint Powers Agreement vote
- 2017 Municipal Energy Technical Assistance (META) Grant
- CLC Power Supply Pricing Overview
- Proposed 2018 Events