

**Cape Light Compact JPE
Governing Board and Executive Committee
Open Session Meeting Minutes
Wednesday, May 9, 2018**

The Cape Light Compact JPE Board of Directors and Executive Committee met on Wednesday, May 9, 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. Peter Doyle, Barnstable Alternate
3. Robert Schofield, Executive Committee, Bourne
4. Colin Odell, Brewster
5. Peter Cocolis, Executive Committee, Chatham
6. Brad Crowell, Dennis
7. Fred Fenlon, Eastham
8. Ronald Zweig, Vice-Chair, Falmouth
9. Martin Culik, Orleans
10. Thomas Donegan, Executive Committee, Provincetown
11. Leanne Drake, Sandwich
12. Richard Elkin, Wellfleet
13. Sue Hruby, West Tisbury – By phone
14. Joyce Flynn, Chair, Yarmouth

Absent Were:

1. Michael Hebert, Aquinnah
2. Timothy Carroll, Chilmark
3. Robert Hannemann, Duke's County
4. Paul Pimentel, Edgartown
5. Valerie Bell, Harwich
6. Wayne Taylor, Mashpee
7. Richard Toole, Executive Committee, Oak Bluffs
8. Jay Grande, Tisbury
9. Jarrod Cabral, Truro

Members/Alternates

Physically present: 13

Present by phone: 1

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
Melissa Allard, Senior Administrative Coordinator

Public Present:

Lisa Coedy, Yarmouth

Joyce Flynn called the meeting to order at 2:03 PM. Joyce Flynn recognized Sue Hruby of West Tisbury who was remotely participating because physical attendance at the meeting would be unreasonably difficult.

Open Session Vote on entry into Executive Session pursuant to M.G.L. c. 30A §§21(a)(3) 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 2:05 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 have 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
Brad	Crowell	Dennis	Yes
Fred	Fenlon	Eastham	Yes
Ronald	Zweig	Falmouth	Yes
Martin	Culik	Orleans	Yes
Thomas	Donegan	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative (13 – 0 – 0)

At 3:27 PM, Joyce Flynn asked for a motion to end executive session, moved by Thomas Donegan, seconded by Richard Elkin.

David	Anthony	Barnstable	Yes
-------	---------	------------	-----

Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Peter	Cocolis	Chatham	Yes
Brad	Crowell	Dennis	Yes
Fred	Fenlon	Eastham	Yes
Ronald	Zweig	Falmouth	Yes
Martin	Culik	Orleans	Yes
Thomas	Donegan	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative (13 – 0 – 0)

PUBLIC COMMENT:

Lisa Coedy thanked the Compact for all the work they do to reduce emissions. She asked that the Compact support offshore wind and was attending the Board Meeting in hopes of hearing a commitment to higher additionality.

APPROVAL OF MINUTES:

The Board considered the April 11, 2018 Meeting Minutes. David Anthony stated that the minutes should be amended as the last vote total should equal 16 and reflected as such.

Robert Schofield moved the Board to accept the minutes as amended, seconded by Colin Odell.

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Peter	Cocolis	Chatham	Yes
Brad	Crowell	Dennis	Yes
Fred	Fenlon	Eastham	Yes
Ronald	Zweig	Falmouth	Abstained
Martin	Culik	Orleans	Yes
Thomas	Donegan	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative (12 – 0 – 1)

CHAIRMAN’S REPORT:

Joyce Flynn congratulated the work Board Members have been doing to assist their towns in becoming a Green Community, and to make them greener and more energy efficient. She thanked Margaret Song for her part in it all. Joyce Flynn asked that Board Members come up with three to four fall meetings or events the Compact should participate in.

FISCAL REPORT, PETER COCOLIS:

Peter Cocolis stated that the operating budget is in good shape.

Thomas Donegan asked if the Compact is saving money since it has separated from the Barnstable County. Maggie Downey replied that she would look into it and is planning on putting together a report a year after being separated from the Barnstable County to compare a full year's worth of expenses side by side.

ENERGY EFFICIENCY PROGRAM:

1. Vote to Approve \$270,000 for Barnstable High School

Margaret Song has been working with Barnstable High School on updating their stage lighting. She stated that stage lighting is very complex and expensive. However, LED pricing is coming down in this area. Martin Culik asked if this is something Board members should mention to schools in their town. Margaret Song stated that the Board could do so to see if anything has changed since the last time the Compact has visited the schools. With more outside groups also using these school auditoriums, there is an increased need to update the lighting. David Anthony showed support for the Barnstable High School because they are constantly looking for ways to become more energy efficient. Ron Zweig stated that the cost for maintenance would also go down due to the LED bulbs being cooler and therefore equipment wouldn't warp.

Martin Culik moved the CLCJPE Board of Directors vote to approve an incentive of up to \$270,000 for stage lighting for the Barnstable High School's Knight Auditorium. 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 Thomas Donegan.

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Peter	Cocolis	Chatham	Yes
Brad	Crowell	Dennis	Yes
Fred	Fenlon	Eastham	Yes
Ronald	Zweig	Falmouth	Yes
Martin	Culik	Orleans	Yes
Thomas	Donegan	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative (13 – 0 – 0)

UPDATE ON MARKETING, LINDSAY HENDERSON:

Lindsay Henderson handed out flyers to the Board for the dehumidifier turn-in events coming up in June for them to put up. There is a promotion starting May 14th until June 15th where customers receive a \$100 rebate when they recycle their old residential sized refrigerators or freezers. Also, the Compact is sending out postcards to seasonal residents to get them thinking about signing up for energy assessments on their home and in June the Compact will be partnering with a Brazilian radio station to promote energy assessments.

ADMINISTRATOR'S REPORT:

1. Speaking Points for Updating the Towns' Selectmen

Maggie Downey handed out speaking points to the Board Members to share with their Board of Selectmen to give them an update on what the Compact has been doing.

2. Update on 2017 Energy Efficiency Term Report

Maggie Downey stated that the staff is working on the 2017 term report, which will be filed June 8th.

3. FAQ on Compact Pension and OPEB Liabilities

Maggie Downey advised the Board stated that the FAQ's were drafted by our auditor and Joanne Nelson and it will be posted on the Compact's website.

4. 2017 Audit Starting June 11th

Maggie Downey stated that the auditors will be coming to the Compact's office soon. She noted that the 2017 audit will require coordination with Barnstable County as they were providing financial services to the Compact for the first half of 2017. She is unsure of the date they will be done but will let the Board know. Once everything is complete, the auditors will then present the information at a future meeting.

5. Vote to Authorize and/or Ratify the Compact's Treasurer's Establishment of a Line of Credit and Letter of Credit with Rockland Trust for the ISO New England Forward Capacity Market and Potential Renewable Energy Certificate

Maggie Downey stated that the language of the vote was put together by the bank and legal counsel. Ron Zweig asked if it is proper for Rockland Trust to provide these credit facilities. Maggie Downey answered that it is because they oversee the Compact's funds. Richard Elkin asked if it is going to cost the Compact for the letter of credit. Maggie Downey answered that it would be a \$20,000 annual fee and will come out of the energy efficiency budget because the letter of credit is required by ISONE to participate in the Forward Capacity Market (FCM). Ron Zweig asked if we have done this before. Maggie Downey stated that the Compact has not.

Martin Culik moved the CLCJPE Board of Directors vote to (i) ratify the CLCJPE Treasurer's application for a Line of Credit and Letter of Credit in the amount of \$2,000,000 with Rockland Trust for the purpose of posting a form of financial assurance as required by the Independent System Operator of New England (ISONE) as part of the CLCJPE participation in the ISONE Forward Capacity Market (FCM), and for posting a form of financial surety for potential Renewable Energy Certificate (REC) contract, (ii) authorize both the CLCJPE Treasurer and Compact Administrator to jointly execute the following documents and instruments related to the

Line of Credit and Letter of Cred: (a) Loan Agreement, (b) Account Pledge and Security Agreement (Cash Collateral), and (c) Commercial Promissory Note.

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 Robert Schofield.

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Peter	Cocolis	Chatham	Yes
Brad	Crowell	Dennis	Yes
Fred	Fenlon	Eastham	Yes
Ronald	Zweig	Falmouth	Yes
Martin	Culik	Orleans	Yes
Thomas	Donegan	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative (13 – 0 – 0)

Brad Crowell and Sue Hruby left the meeting at 4:20.

ADJOURNMENT:

Motion to adjourn made at 4:20 PM moved by David Anthony, seconded by Peter Cocolis.

Respectfully submitted,

Melissa Allard

LIST OF DOCUMENTS AND EXHIBITS:

- Meeting Notice / Agenda
- BCK Law Document
- April 11, 2018 Draft Meeting Minutes
- 2018 Operating Budget Report
- 2018 Energy Efficiency Budget Report
- Agenda Action Request: Proposed Incentive for Barnstable High School Retrofit Project
- FAQs on Cape Light Compact JPE Pension and Other Post-Employment Benefits (OPEB) Liabilities
- Agenda Action Request: Ratify Treasure’s Establishment of Line of Credit and Letter of Credit for Cape Light Compact JPE
- Recycle Your Dehumidifier Flyers