

**Cape Light Compact
Executive Committee &
Governing Board Meeting**

DATE: Wednesday, November 4, 2020
TIME: 2:00 – 4:30 p.m.

Note: The meeting will be held through remote participation pursuant to Massachusetts Governor Charles D. Baker’s Order Suspending Certain Provisions of the Open Meeting Law on March 12, 2020. Members of the Public can join in by audio and follow along with Meeting Materials, see the information below. All public comments should be submitted to Maggie Downey, Compact Administrator, at mdowney@capelightcompact.org by 2:00 PM on Tuesday, November 3, 2020 and should follow the public comment protocol below. Public comments received after the November 3rd deadline will be distributed prior to the Compact’s next Board meeting.

Telephone dial-in: +1 (646) 558-8656

Meeting ID: 870-8185-1842

Further instructions are attached to this agenda.

AGENDA

1. Public Comments - Written Only
2. Approval of October 14, 2020 Open Session Minutes
3. 2020 Operating and Energy Efficiency Budget Reports, Peter Cocolis
4. Review and Potential Vote on Executive Session Meeting Minutes Regarding Periodic Review Under the MA Open Meeting Law
5. Review and Discuss Proposed Calendar Year 2021 Operating Budget
6. Update on Rural Energy Savings Program (RESP) loan from the Rural Utilities Service (RUS), potential vote on Resolution and to execute required loan application documents
7. Administrator’s Report, Maggie Downey
8. Board Member Update (Reserved for Updates on Member Activities the Chair Did Not Reasonably Anticipate Would be Discussed – No Voting)
9. Roll Call Vote to Adjourn the Meeting

**Chairman's Public Comment Protocols
for the November 4, 2020 Compact Governing Board Meeting**

The Chair, pursuant to his authority under G.L. c. 30A, §20, and consistent with Governor Baker's Emergency "Order Suspending Certain Provisions of the Open Meeting Law, G.L. c. 30A, §20," issued on March 12, 2020, announces the following protocols to assist the public in effective participation in the November 4, 2020 Compact Board meeting, where all Board Members, staff and members of the Public shall be participating remotely:

1. All public comments shall be submitted in writing to the Compact Administrator, Maggie Downey, at mdowney@capelightcompact.org by 2:00 PM on Tuesday, November 3, 2020. Written comments must include a person's name and, if appropriate, the name of the organization the person is representing. Public comments received after the November 3rd deadline will be distributed prior to the Compact's next Board meeting.
2. Public comment must be respectful, courteous, and presented in a dignified manner. All remarks must also be free of personal attacks.
3. All public comments consistent with these protocols shall be included in the Compact's Board meeting packet.
4. Board members and staff shall not respond to public comment during the Compact's Board meeting.
5. Copies of the Board meeting packet shall be made available to members of the public on Wednesday, November 4, 2020 at the Cape Light Compact JPE's web site at www.capelightcompact.org. Documents exempt from disclosure pursuant to the Public Records Law or protected by the attorney-client privilege shall not be included.

**Cape Light Compact JPE
Governing Board
Meeting Minutes
Wednesday, October 14, 2020**

Pursuant to Massachusetts Governor Charles D. Baker's Order Suspending Certain Provisions of the Open Meeting Law on March 12, 2020, the Cape Light Compact JPE Board of Directors met on Wednesday, October 14, 2020 at 2pm. The meeting was held through a Zoom videoconference for members of the Board with audio call-in available for members of the public.

Participating Remotely Were:

1. David Anthony, Secretary/Executive Committee, Barnstable
2. Peter Doyle, Barnstable Alternate
3. Robert Schofield, Executive Committee, Bourne
4. Colin Odell, Brewster
5. Brad Crowell, Dennis
6. Erik Peckar, Dukes County
7. Fred Fenlon, Eastham
8. Alan Strahler, Edgartown
9. Ronald Zweig, Chair/Executive Committee, Falmouth
10. Valerie Bell, Harwich
11. Martin Culik, Executive Committee, Orleans
12. Nathaniel Mayo, Provincetown
13. Leanne Drake, Sandwich
14. Robert Higgins-Steele, Truro Alternate
15. Richard Elkin, Wellfleet
16. Sue Hruby, West Tisbury
17. Joyce Flynn, Vice Chair/Executive Committee, Yarmouth
18. Daniel Knapik, Yarmouth Alternate

Absent Were:

1. Forrest Filler, Aquinnah
2. Peter Cocolis, Executive Committee, Chatham
3. Timothy Carroll, Chilmark
4. Wayne Taylor, Mashpee
5. Richard Toole, Executive Committee, Oak Bluffs
6. Kirk Metell, Tisbury
7. Jarrod Cabral, Truro

Legal Counsel Participating Remotely:

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

Staff Participating Remotely:

Austin Brandt, Senior Power Supply Planner
Lindsay Henderson, Senior Analyst
Maggie Downey, Administrator
Megan Terrio, Comptroller

Melissa Allard, Senior Administrative Coordinator
Phil Moffitt, Planning & Evaluation Manager

Public Participants:

None.

Ron Zweig called the meeting to order at 2:00 PM.

PUBLIC COMMENT:

There were no members of the public present and no public comments were submitted to the Board in writing under the public comment guidelines.

APPROVAL OF MINUTES:

The Board considered the September 9, 2020 Open Session Meeting Minutes.

Martin Culik moved the Board to accept the minutes as amended and to release them as amended, seconded by Richard Elkin.

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Brad	Crowell	Dennis	Yes
Erik	Peckar	Dukes County	Yes
Fred	Fenlon	Eastham	Yes
Alan	Strahler	Edgartown	Yes
Ron	Zweig	Falmouth	Yes
Valerie	Bell	Harwich	Yes
Martin	Culik	Orleans	Yes
Leanne	Drake	Sandwich	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes

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

Joyce Flynn joined meeting at 2:02 PM.

Nate Mayo joined meeting at 2:04 PM.

Peter Doyle joined meeting at 2:08 PM.

CHAIRMAN'S REPORT, RON ZWIG:

Ron Zweig stated that during the last meeting Brad Crowell had raised the issue of starting the Board Meetings at a later time, after the workday, to allow individuals who are working to be able to participate. Joyce Flynn asked if this would only be while we are working remotely. Sue Hruby stated that she would be unable to do a later time. She also stated that it would be difficult for those with children at home and be a strain on Board Members from Martha's Vineyard. Fred Fenlon asked how long the Compact Board Meetings have started at

2pm. Maggie Downey answered, since 1997. Fred Fenlon stated that it has worked and therefore, should not be changed.

Richard Elkin stated that now may be the time to send a formal request to the Governor about continuing remote participation. Martin Culik stated that he agrees with Richard Elkin. Brad Crowell stated that this is both a personal and policy issue. David Anthony stated having been doing the Board Meetings in person and now virtually, that there are benefits to having in person meetings and the Compact should do them as much as possible. It could affect who runs for new Board Members. If the Compact is only doing virtual meetings, there is not as much support for them. Also, it is harder to read the room. Colin Odell stated he agrees with David Anthony. He stated that there is always video for those who cannot make it to the meetings. Maggie Downey stated that yes, the Compact does have the ability to do video. However, 11 Board Members need to be physically present in order to have a quorum. Richard Elkin stated that participation seems to have increased since we started doing the Board meetings remotely. Sue Hruby supports what Richard Elkin stated. She also stated that it is easier for Martha's Vineyard Board Members to participate remotely.

Martin Culik moved the CLC JPE Board direct Compact staff and legal counsel to draft proposed legislation to allow the Compact to set its own physical e quorum requirements under the Open Meeting Law so as to allow members participating remotely count .Seconded by Richard Elkin.

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Brad	Crowell	Dennis	Yes
Erik	Peckar	Dukes County	Yes
Fred	Fenlon	Eastham	No
Alan	Strahler	Edgartown	Yes
Ron	Zweig	Falmouth	Yes
Valerie	Bell	Harwich	Yes
Martin	Culik	Orleans	Yes
Nate	Mayo	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative (14-1-0)

PRESENTATION: DRAFT CAPE LIGHT COMPACT JPE 2019 AUDITED FINANCIAL STATEMENTS, CHRISTOPHER ROGERS, CLIFTON LARSON ALLEN, LLP

Christopher Rogers reviewed the Cape Light Compact JPE – 2019 Audit Exit Conference PowerPoint. He compared the financial highlights from 2018 and 2019.

Maggie Downey stated in the draft letter the Board will see that during the Audit, a few deficiencies in internal controls were identified. Under IT and information security protocols the Compact will be developing an IT Strategic Plan as recommended by the Auditor. The Strategic Plan will address issues noted in vulnerability and

penetration testing. She also stated that Megan Terrio is working on the three other issues: reconciliation of cash and account payable, accounts receivable, and grant accounting.

Sue Hruby stated that when creating the strategic plan, the Compact should give thought to continuity to businesses. For instance, if there were to be an extended electricity outage, how would the Compact handle that? Austin Brandt stated that, that level of detail/information is in the Compact's policies and procedures and the proposed IT Strategic Plan is a long-term planning document.

2020 OPERATING AND ENERGY EFFICIENCY BUDGET REPORTS:

Maggie Downey reviewed the 2020 Operating Budget. She stated that several line item transfers will be done by the Comptroller, before the next Board meeting. She stated that 64% of the Operating Budget has been spent thus far. At the November Board Meeting she hopes to have the mil adder update for September and possibly October.

Maggie Downey reviewed the 2020 Energy Efficiency Budget. The Compact has spent 37% of the budget thus far.

POWER SUPPLY UPDATE:

1. RFP for Municipal Electric Accounts, Austin Brandt

Austin Brandt stated that the Compact will be issuing a Request for Proposals (RFP) for electric accounts for approximately 40 municipal entities. This includes towns, fire districts and other public entities. The Compact plans to receive bids in early December and the electric rates would start for July 2021 meter reads. David Anthony stated that he is glad the Compact is doing this again. He stated that towns seek pricing stability through electric rates and to avoid price fluctuations during the fiscal year. Towns will pay a little more for pricing certainty.

Richard Elkin asked if the Compact's RFP will have an option for renewables. Austin Brandt stated that it is an option. The electric suppliers that submit bids will provide pricing increments for Class 1 RECs. Richard Elkin asked how much more would it cost. Austin Brandt answered that he was unsure. Erik Peckar asked if the Compact is setting percentage options. Austin Brandt stated that the Compact will determine the cost for 1% and then multiply that with the percentage the town is asking for. Erik Peckar asked if the Compact could set a minimum of 50%. If a town wanted to go lower, it could opt out. Austin Brandt stated that the Compact can structure the RFP however the municipal participants want. The Compact wants to make sure that the municipal entities understand what the suppliers are proposing before making a selection and executing a contract. Maggie Downey stated to the Board that it would be helpful if they could talk to their towns and start figuring out what they want relative to renewable energy content (what percentage) of their supply.

Erik Peckar stated that West Tisbury voted to be net zero by 2040. He stated that this may set the bar higher for other towns. Austin Brandt stated that the Compact will do as the towns ask. Maggie Downey stated that bid review will be done over Zoom and the Compact is hoping for high participation from the participating municipal entities.

2. Discuss Request from Truro Resident: Should CLC Local Green Option be a Zero Carbon Option?

Austin Brandt stated that the Local Green power supply option matches the customers' annual electricity usage with their chosen percentage (50% or 100%) of local Class 1 renewable energy certificates (RECs). The Compact buys Class 1 RECs as needed and retires them to use for Compact obligations. There is a fairly broad classification of RECs. He stated Class 1 RECs include wind, solar, kinetic, methane, etc. Some are not considered to be renewable by everyone. Purchasing small volumes of only wind and solar would limit the Compact's options.

Maggie Downey asked for a sense of the Board on whether they wanted to change it to be a Zero Carbon option. The sense of the Board was not to change. Bob Higgins-Steele stated that he would talk to Truro residents directly and explain the Compact's response. Maggie Downey stated that she and Austin Brandt would set up a meeting to discuss this further if they are interested.

UPDATE ON ENERGY EFFICIENCY PROGRAMS:

1. Update on Small Business Offerings, Lindsay Henderson

Lindsay Henderson reviewed the C&I Updates PowerPoint. She stated that offering small business customers up to an 100% incentive has been extended through June 2021. Some of the eligible measures include lighting, thermostats, controls, water-saving devices, refrigeration and more. She stated there are three promotions concluding at the end of November 2020 for instant incentives on lighting, kitchen equipment, and HVAC equipment.

2. Overview of Proposed 2021 Energy Efficiency Surcharge, Phil Moffitt

Phil Moffitt reviewed the 2021 Energy Efficiency Surcharge (EES) PowerPoint. EES is the primary source of funding for energy efficiency programs run by the Compact and the utility Program Administrators (Pas). The Compact's new EES goes into effect on January 1st of each year. The rate proposed reflects a PA's most recent projections of budget expenditures, revenues from non-EES funding sources, sales for the current year, and a reconciliation of an under-or over-recovery of costs from the previous year.

Phil Moffit calculated the Compact's total 2021 revenues to be \$50,229,456. He presented the 2021 Proposed EES rates for residential, income eligible, and commercial.

ADMINISTRATOR'S REPORT, MAGGIE DOWNEY:

Bob Higgins-Steele joined meeting at 2:40 PM.

1. Update on Rural Energy Savings Program (RESP) loan from the Rural Utilities Service (RUS)

Maggie Downey reviewed the U.S. Department of Agriculture Rural Energy Savings Program (RESP) PowerPoint. The Compact submitted its letter of intent on May 29th and was approved on August 17th. She stated that the Compact must submit the loan application by November 16th.

Sue Hruby stated that the Compact should target marketing towards income groups it wants to have a better chance at participating such as low-income. Maggie Downey stated that the Compact is hoping that Cape & Vineyard Electrification Offering (CVEO) will serve low-income customers. David Anthony stated that the Compact should be targeting those who need the program most. The Compact should offer RESP at the lowest interest rate possible. Joyce Flynn agreed.

Erik Peckar asked if the loans would be available to people looking to refinance their loans for solar and such. Maggie Downey stated that is not an eligible expense under the RESP guidelines. Erik Peckar asked if the customers would have to get an energy assessment first. Maggie Downey answered yes.

Sue Hruby stated the Compact does not have any experience offering loans to low- and moderate-income customers. Maggie Downey stated that the Compact does have several years of experience administering the HEAT Loan program. The intent is to administer the RESP program in the same manner as the HEAT Loan with a third-party administrator. The average default rate in the HEAT Loan program is less than 1%. David Anthony asked how the Compact proposes to cover the costs of associated with the RESP program. Maggie Downey stated there are three possible options: (1) include all RESP program costs in the interest rate that borrowers pay; (2) utilize operating reserve funds; or (3) a combination of one and two.

Maggie Downey stated that under the RESP regulations the interest rate can go up to 5%. Richard Elkin stated if the Compact wanted to set the rate at 2% it could add money from the reserve fund. Maggie Downey stated that the Compact could look into that when drafting the budget. Brad Crowell asked if the loans are secured. Maggie Downey stated that similar to the HEAT Loan program, the RESP loans are unsecured. Eligibility for the loans is based on credit score of the borrower. Brad Crowell asked if there were differences between the RESP loan program and the HEAT Loan. Maggie Downey stated that with the HEAT Loan, the bank takes all the risk, and the HEAT Loan is a zero-interest loan because energy efficiency funds are used to buy-down the interest rate. Ron Zweig asked how this program would compare to others. Maggie Downey stated that the current rate through a private bank for loans on solar is approximately 3.5%.

Richard Elkin asked what the average duration of a small business is. Maggie Downey stated that commercial loans are more complicated than residential. Martin Culik asked if the Compact could start with residential borrowers and add small business later after gaining some experience. Maggie Downey answered yes, the Compact could structure the program that way. Robert Schofield stated that the Compact should stick with residential and look into doing the program for businesses later.

Ron Zweig asked if there was money that was set aside to use later. Maggie Downey stated that it is a total of \$4.9 million and is to be split between two years. She stated that it is not a revolving loan fund; if the Compact wants additional funds, it will have to apply to RUS for additional funds but that the RUS has indicated that there is a good chance of a follow-on loan. Richard Elkin asked if the Compact is paying interest. Maggie Downey answered no. Richard Elkin asked if the Compact does not have any customers that sign up in the first 90 days, will it be charged anything? Maggie Downey stated that, that was correct – no charge if no customers enroll.

Colin Odell asked if the Compact has a letter of credit. Maggie Downey stated that it is currently from Cape Cod 5. Colin Odell asked if it is renewed each year. Maggie Downey answered yes. Colin Odell stated that one thing that concerns him is the Compact reviewing customers' applications. He asked if there is anything to protect the Compact if there were to be an error in the review process. Maggie Downey stated that the Compact intends to contract with an outside consultant to review the solar applications. The Compact will also add language to the solar application that addresses these concerns (no guarantee that customers will save money or that the solar system will perform in a certain manner) The liability and risk will be with the customer and not the Compact.

Martin Culik asked if the Compact Administrator wanted a small group to help go through the information before the next Board Meeting. Maggie Downey stated that she needed to pull together the missing pieces and

would get in touch. Colin Odell stated that this should be the only topic for November's Board Meeting. Maggie Downey agreed.

The sense of the Board was to direct Maggie Downey to request a thirty-day extension from RUS for submitting the loan application.

Colin Odell moved the CLC JPE Board table further action on the RESP loan program until its November Meeting. Seconded by Sue Hruby.

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Brad	Crowell	Dennis	Yes
Fred	Fenlon	Eastham	Did not vote due to technical issues
Alan	Strahler	Edgartown	Yes
Ron	Zweig	Falmouth	Yes
Valerie	Bell	Harwich	Yes
Martin	Culik	Orleans	Yes
Nate	Mayo	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Robert	Higgins-Steele	Truro	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative (14-0-0)

2. Cape Cod Municipal Health Group Disclosure of Financial Interest Form

Maggie Downey reviewed the Disclosure by Non-elected Municipal Employee of Financial Interest and Determination by Appointing Authority worksheet she filled out as the Compact's representative to the Cape Cod Municipal Health Group.

3. Update on Potential Energize Cape & Vineyard Effort

Maggie Downey stated the Energize Effort is expanding to offer it Cape and Vineyard wide. This will likely begin in 2022. The Compact's role is to continue to offer energy efficiency programs, drive customers to participate, and provide financial help. Starting in 2021 the Massachusetts Clean Energy Center will no longer offer financial assistance to towns for this type of program. She stated that there is no action required of the Board at this time. The volunteers working on this effort have to get it approved at a town level first.

Colin Odell asked how this lines up in the next 3-year plan, as it would be after the Compact filed. Maggie Downey stated that COVID-19 delayed the process which works out for the better as now the Compact may be able to participate. Richard Elkin asked how much they are looking to get from the Compact. Maggie Downey stated the budget is being worked on.

4. Proposed Cape and Vineyard Meeting of Energy/Climate Stakeholders

Maggie Downey stated that the Compact is holding a meeting with the energy committees and stakeholders. This meeting will be for people to update each other on what projects they are working on and determine the contact person if people come to the Compact asking certain questions.

Martin Culik stated that the Cape Cod Commission is putting together a list of stakeholders. Maggie Downey stated she would check with them.

5. November and December Board Meetings

Maggie Downey is looking to get a sense from the Board whether or not November 4th would work for the next Board meeting. The sense of the Board was yes.

Maggie Downey also was looking to get a sense from the Board whether or not December 16th will work for the December Board meeting. The sense of the Board was yes.

6. Update on Executive Session Meeting Minutes and the MA Open Meeting Law

Maggie Downey stated that at the November meeting there will be a vote to authorize her and Counsel to review the executive session minutes and determine what will be redacted or released to the public. She stated that this is something the Compact must act upon at least every six months. She then asked if Board members such as David Anthony wanted to be a part of the process as well. David Anthony stated that he would like to be included.

ADJOURNMENT:

Motion to adjourn made at 5:08 PM moved by Colin Odell, seconded by Martin Culik.

David	Anthony	Barnstable	Yes
Robert	Schofield	Bourne	Yes
Colin	Odell	Brewster	Yes
Brad	Crowell	Dennis	Yes
Erik	Peckar	Dukes County	Yes
Fred	Fenlon	Eastham	Did not vote due to technical issues
Alan	Strahler	Edgartown	Yes
Ron	Zweig	Falmouth	Yes
Valerie	Bell	Harwich	Yes
Martin	Culik	Orleans	Yes
Nate	Mayo	Provincetown	Yes
Leanne	Drake	Sandwich	Yes
Robert	Higgins-Steele	Truro	Yes
Richard	Elkin	Wellfleet	Yes
Sue	Hruby	West Tisbury	Yes
Joyce	Flynn	Yarmouth	Yes

Motion carried in the affirmative (15-0-0)

Respectfully submitted,

Melissa Allard

LIST OF DOCUMENTS AND EXHIBITS:

- Meeting Notice/Agenda
- September 9, 2020 Draft Meeting Minutes
- 2020 Operating Budget
- 2020 Energy Efficiency Budget
- Cape Light Compact JPE – 2019 Audit Exit Conference PowerPoint
- C&I Updates PowerPoint
- 2021 Energy Efficiency Surcharge (EES) PowerPoint
- U.S. Department of Agriculture Rural Energy Savings Program (RESP) PowerPoint

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

Operating Budget Expenses January-October 2020

ORG	OBJECT	ACCOUNT DESCRIPTION	ORIGINAL APPROP	REVISED BUDGET	YTD EXPENDED	AVAILABLE BUDGET	% USED
01001	5110	OP-SALARIES	45,000	45,000	35,412.43	9,588	78.70
01001	5119	OP-SALARY RESERVE	5,000	5,000	0.00	5,000	0.00
01001	5171	OP-RETIREMENT	13,503	13,503	9,773.79	3,729	72.40
01001	5173	OP-GROUP INSURANCE	12,035	12,035	7,293.36	4,742	60.60
01001	5174	OP-MEDICARE/OTHER TAXES	1,275	1,000	310.62	689	31.10
01001	5175	STATE UNEMPLOYMENT INSURANCE	0	275	53.65	221	19.50
01001	5179	OP-MISC FRINGES	500	500	12.15	488	2.40
01001	5180	OP-RETIREMENT LIABILITY	42,700	42,700	0.00	42,700	0.00
01001	5181	OP-OPEB LIABILITY	15,000	15,000	0.00	15,000	0.00
01001	5210	OP-UTILITIES	500	500	45.00	455	9.00
01001	5270	OP-MISC RENTALS	1,000	1,000	11.87	988	1.20
01001	5272	OP-RENT	3,600	3,600	2,925.00	675	81.30
01001	5290	OP-CUSTODIAL SERVICES	800	800	758.88	41	94.90
01001	5301	OP-ADVERTISING	160,000	160,000	116,647.72	43,352	72.90
01001	5309	OP-IT SERVICES	398	398	327.50	71	82.30
01001	5313	OP-STAFF PROFESSIONAL DEVELOP	5,000	3,900	3,789.73	110	97.20
01001	5314	OP-PAYROLL SERVICES	80	1,080	921.53	158	85.30
01001	5315	OP-LEGAL SERVICES	195,000	195,000	153,403.36	41,597	78.70
01001	5316	OP-AUDIT FEES	1,000	1,500	1,161.70	338	77.40
01001	5318	OP-TREASURY SERVICES	1,000	1,000	327.01	673	32.70
01001	5319	OP-CONTRACTUAL	20,000	34,000	14,344.00	19,656	42.20
01001	5320	OP-OUTREACH/MARKETING CONTRACT	100,000	100,000	65,228.62	34,771	65.20
01001	5341	OP-POSTAGE	10,000	10,000	5,541.77	4,458	55.40
01001	5343	OP-TELEPHONES	1,257	2,857	1,791.88	1,065	62.70
01001	5344	OP-INTERNET	587	2,187	1,335.51	851	61.10
01001	5345	OP-PRINTING	12,500	12,500	7,852.72	4,647	62.80
01001	5400	OP-SUPPLIES	1,500	1,500	113.72	1,386	7.60
01001	5490	OP-FOOD SUPPLIES	500	500	382.02	118	76.40
01001	5710	OP-TRAVEL IN STATE	17,000	4,400	1,915.67	2,484	43.50
01001	5720	OP-TRAVEL OUT STATE	6,000	0	1,645.32	-1,645	100.00
01001	5730	OP-SPONSORSHIPS	41,800	41,800	26,137.00	15,663	62.50
01001	5731	OP-SUBSCRIPTIONS	20,000	20,000	18,944.50	1,056	94.70
01001	5732	OP-SOFTWARE LICENSES	1,225	2,225	1,431.34	794	64.30
01001	5741	OP-INSURANCE	15,000	15,000	13,129.23	1,871	87.50
01001	5789	OP-UNPAID BILLS	2,000	2,000	0.00	2,000	0.00
01001	5850	OP-MISC EQUIPMENT	500	500	427.95	72	85.60
01001	5854	OP-FINANCIAL SOFTWARE SYSTEM	1,000	1,000	64.00	936	6.40
01001	5855	OP-COMPUTER EQUIPMENT	3,000	3,000	0.00	3,000	0.00
		Total 01 OPERATING FUND	757,260	757,260	493,460.55	263,799	65.20
		Expense Total	\$ 757,260.00	\$ 757,260.00	\$ 493,460.55	\$ 263,799.45	65%

Mill Adder Revenue thru 9/30/20: \$764,538.25

**Agenda Action Request
Cape Light Compact
Meeting Date: 11/4/2020**



- Aquinnah
- Barnstable
- Bourne
- Brewster
- Chatham
- Chilmark
- Dennis
- Dukes County
- Eastham
- Edgartown
- Falmouth
- Harwich
- Mashpee
- Oak Bluffs
- Orleans
- Provincetown
- Sandwich
- Tisbury
- Truro
- Wellfleet
- West Tisbury
- Yarmouth

Review of Executive Session Meeting Minutes

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

I move that the Cape Light Compact JPE ("Compact") Board of Directors vote to authorize the Compact Administrator, Compact Counsel, and Secretary to periodically review all unreleased executive session minutes no less often than once every six months and report back to the Governing Board in open session with their determinations regarding continued withholding of such minutes. Should either the Compact Administrator or Secretary be unavailable to conduct this periodic review within each six-month period, either one, along with Compact Counsel, may conduct such a review.

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.

Additional Information

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

Proposed 2021 Operating Budget			
Item	Proposed CY21		
Legal	\$ 196,900.00	(RESP adds \$37,000)	
Outreach/Marketing Contracto	\$ 103,000.00		
Salaries	\$ 102,000.00	Austin 50%, Maggie 10%, Admin 10%, Dan 15% , Megan 10%	
Advertising	\$ 75,000.00		
Operating Contingency Fund	\$ 85,000.00		
Pension Liability	\$ 42,700.00	4% of estimated cost	
Retirement	\$ 28,560.00	28% of Salaries: estimated cost	
Sponsorships	\$ 28,167.00	Assumes No In-Person Events in 2021 (\$38,000 In-Person)	
Contractual	\$ 25,000.00		
Rent	\$ 22,500.00	25% of total cost	Annual: \$90,000
OPEB Liability	\$ 15,000.00		
Health Insurance	\$ 14,844.00	Based on employee enrollments	
Insurance (General Liability/Pt	\$ 14,250.00	25% of total Premium	Annual \$57,000
Printing	\$ 12,500.00		
Subscriptions	\$ 10,000.00		
Postage	\$ 10,000.00		
Travel In-state	\$ 5,000.00		
Salary Reserve	\$ 5,000.00		
Professional Development	\$ 5,000.00		
Financial Software	\$ 5,000.00	10% of total cost	Annual \$50,000 (MUNI
Auditor	\$ 4,100.00	10% of total estimated cost	Approx: \$41,000
Internet Service	\$ 4,000.00	25% of total cost	Annual: \$16,000
Computer Equipment	\$ 3,000.00		
Unpaid Bills	\$ 2,000.00		
Treasury Services	\$ 1,620.00	10% of total cost	Annual \$16,200
Supplies	\$ 1,500.00		
Telephones	\$ 1,260.00	6% Office and Cell	Annual cost: \$21,000
IT Services	\$ 1,200.00	6% of total cost	Annual: \$20,000
Payroll Services	\$ 1,200.00		
Software License	\$ 1,140.00	6% of total cost	Annual: \$19,000
Travel Out-of-state	\$ 1,000.00		
Misc. Rental	\$ 1,000.00		
Custodial	\$ 3,900.00	25% of total cost	Annual \$15600
Medicare	\$ 775.00		
Misc Fringes	\$ 500.00		
MA UI	\$ 500.00		
Food	\$ 500.00		
Utilities	\$ 500.00		
Misc Equipment	\$ 500.00		
ProposedCY2021 Budget	\$ 835,616.00		
Beginning Reserve Balance:			
1/1/2020	\$ 265,805.75		
Mil Adder Revenue thru 9/30/20	\$ 764,538.25		
Projected Mil Adder Revenue			
October - December 2020	\$ 150,000.00		
Projected Power Supply Reserve			
Balance at end of 2020	\$1,180,344.00		
11/4//2020			

Cape Light Compact Comparison of 2020 and 2021 Operating Budgets

<u>Item</u>	<u>Approved CY20</u>	<u>Item</u>	<u>Proposed CY20</u>	<u>Increase (Decrease) from Approved CY20</u>
Legal	\$ 195,000.00	Legal	\$ 196,900.00	\$ 1,900.00
Outreach/Marketing Contractor	\$ 100,000.00	Outreach/Marketing Contractor	\$ 103,000.00	\$ 3,000.00
Salaries	\$ 45,000.00	Salaries	\$ 102,000.00	\$ 57,000.00
Operating Contingency Fund	\$ -	Operating Contingency Fund	\$ 85,000.00	\$ 85,000.00
Advertising	\$ 160,000.00	Advertising	\$ 75,000.00	\$ (85,000.00)
Pension Liability	\$ 42,700.00	Pension Liability	\$ 42,700.00	\$ -
Retirement	\$ 13,503.00	Retirement	\$ 28,560.00	\$ 15,057.00
Sponsorships	\$ 41,800.00	Sponsorships	\$ 28,167.00	\$ (13,633.00)
Contractual	\$ 20,000.00	Contractual	\$ 25,000.00	\$ 5,000.00
Rent	\$ 3,600.00	Rent	\$ 22,500.00	\$ 18,900.00
OPEB Liability	\$ 15,000.00	OPEB Liability	\$ 15,000.00	\$ -
Health Insurance	\$ 12,035.00	Health Insurance	\$ 14,844.00	\$ 2,809.00
Insurance	\$ 15,000.00	Insurance (General Liability/P	\$ 14,250.00	\$ (750.00)
Printing	\$ 12,500.00	Printing	\$ 12,500.00	\$ -
Postage	\$ 10,000.00	Postage	\$ 10,000.00	\$ -
Subscriptions	\$ 20,000.00	Subscriptions	\$ 10,000.00	\$ (10,000.00)
Financial Software	\$ 1,000.00	Financial Software	\$ 5,000.00	\$ 4,000.00
Professional Development	\$ 5,000.00	Professional Development	\$ 5,000.00	\$ -
Salary Reserve	\$ 5,000.00	Salary Reserve	\$ 5,000.00	\$ -
Travel In-state	\$ 17,000.00	Travel In-state	\$ 5,000.00	\$ (12,000.00)
Auditor	\$ 1,000.00	Auditor	\$ 4,100.00	\$ 3,100.00
Internet Service	\$ 587.00	Internet Service	\$ 4,000.00	\$ 3,413.00
Computer Equipment	\$ 3,000.00	Computer Equipment	\$ 3,000.00	\$ -
Unpaid Bills	\$ 2,000.00	Unpaid Bills	\$ 2,000.00	\$ -
Treasury Services	\$ 1,000.00	Treasury Services	\$ 1,620.00	\$ 620.00
Supplies	\$ 1,500.00	Supplies	\$ 1,500.00	\$ -
Telephones	\$ 1,257.00	Telephones	\$ 1,260.00	\$ 3.00
IT Services	\$ 398.00	IT Services	\$ 1,200.00	\$ 802.00
Payroll Services	\$ 80.00	Payroll Services	\$ 1,200.00	\$ 1,120.00
Software License	\$ 1,225.00	Software License	\$ 1,140.00	\$ (85.00)
Misc. Rental	\$ 1,000.00	Misc. Rental	\$ 1,000.00	\$ -
Travel Out-of-state	\$ 6,000.00	Travel Out-of-state	\$ 1,000.00	\$ (5,000.00)
Custodial	\$ 800.00	Custodial	\$ 3,900.00	\$ 3,100.00
Medicare/Other Taxes	\$ 1,275.00	Medicare/Other Taxes	\$ 775.00	\$ (500.00)
Food	\$ 500.00	Food	\$ 500.00	\$ -
MA UI	\$ -	MA UI	\$ 500.00	\$ 500.00
Misc Equipment	\$ 500.00	Misc Equipment	\$ 500.00	\$ -
Misc Fringes	\$ 500.00	Misc Fringes	\$ 500.00	\$ -
Utilities	\$ 500.00	Utilities	\$ 500.00	\$ -
	\$ -			\$ 78,356.00
Subtotal CLC Operating Budget	\$ 757,260.00		\$ 835,616.00	\$ 78,356.00
date 11/4/2020				

Cape Light Compact JPE**OPEB and Retirement Liability & Fund Balance Analysis**

12/31/2019

	<u>Energy Efficiency</u>	<u>Operating</u>	<u>Total</u>	<u>Remaining Liability</u>
OPEB Liability	2,293,865.28	95,577.72	2,389,443.00	

Amounts Funded

2016	120,000.00		120,000.00	2,269,443.00
2017	285,000.00		285,000.00	1,984,443.00
2018	520,000.00	7,100.00	527,100.00	1,457,343.00
2019	126,444.17	7,100.00	133,544.17	1,323,798.83
2020	149,662.00	15,000.00	164,662.00	1,159,136.83
Total			<u>1,230,306.17</u>	

Future Funding

2021	149,662.00	15,000.00	164,662.00	994,474.83
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	<u>Energy Efficiency</u>	<u>Operating</u>	<u>Total</u>	<u>Remaining Liability</u>
Retirement Liability	3,292,557.12	137,189.88	3,429,747.00	

Amounts Funded

2017	635,000.00		635,000.00	2,794,747.00
2018	1,811,444.00	5,300.00	1,816,744.00	978,003.00
2019	194,239.63	5,300.00	199,539.63	778,463.37
2020	249,565.00	42,700.00	292,265.00	486,198.37
Total			<u>2,651,283.63</u>	

Future Funding

2021	255,700.00	42,700.00	298,400.00	187,798.37
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**CAPE LIGHT COMPACT JPE
LEGAL SERVICES BUDGET – OPERATING ACCOUNT
January – December 2021**

Matter	Budget (Annualized)	Notes
General	\$48,000	Attend Board Meetings; advise on municipal law. ⁱ
Aggregation Plan and Related Expenses	\$60,000	Guidance on Advisory Ruling docket and Customer Enrollment Appeal (DPU 17-95 and DPU 14-69); Monitoring statewide aggregation approvals. ⁱⁱ
Legislation	\$8,000	Monitoring state legislation; memos regarding state legislation. ⁱⁱⁱ
Net Metering	\$1,900	Monitoring and/or filing of comments in DPU net metering dockets (D.P.U 15-32, D.P.U. 17-22).
Power Supply (Contract and Supplier Issues)	\$25,000	Negotiating amendments, review of price terms and conditions, review of PPA delay damages provisions, participate in strategy calls; research credit support opportunities; assist in finalizing credit support.
Power Supply (Regulatory)	\$30,000	Representation in regulatory proceedings; general monitoring. ^{iv}
BCY Green (Habitat Projects; CLC Green Program)	\$3,500	Document review and drafting; review CLC green program matters.
Yarmouth LICSS	\$5,000	Negotiate and finalize solar project documentation. ^v
Miscellaneous	\$10,000	Assistance on special projects that may arise and require legal research on various matters related to JPE operations and contracting.
Direct Expense (except Special Legal Services)	\$5,500	Travel (mileage), filing fees, copying, legal research database charges, messenger service, postage, etc.
Total	\$ 196, 900	

**CAPE LIGHT COMPACT JPE
LEGAL SERVICES BUDGET – OPERATING ACCOUNT
January – December 2021**

General Power Supply Matters (e.g., attend Board Meetings, advise on Open Meeting Law, Public Records Law, monitor statewide aggregations, low-income community shared solar project administration, competitive electric supply agreement review and amendments, representation in non-energy efficiency regulatory proceedings, DPU power supply related docket monitoring, etc.):ⁱ **\$ 168,000**

Other Miscellaneous Matters (e.g., monitor and review state legislation, monitor DPU net metering dockets, low-income solar project installation, special legal research on JPE operations and contracting matters, direct expenses (such as travel, mileage, copying), etc.):ⁱⁱ **\$ 29,000**

Total Budget: \$197,000

ⁱ Notes:

- This budget does not include any extensive correspondence or in-person meetings with the Attorney General’s Office regarding Public Records Law matters.
- This budget *may* be sufficient to handle an appeal of a Commission decision on customer enrollment to the Supreme Judicial Court, or at least part of an appeal, but we are unable to provide certainty on a budget amount without review of the Commission decision.
- This budget includes monitoring and review of active dockets D.P.U. 20-96 (Eversource performance based ratemaking annual report), D.P.U. 20-74 (Eversource grid modification funding), D.P.U. 20-58 (DPU investigation of policies for ratemaking during COVID), D.P.U. 19-07 (investigation into competitive supply and arrearage management plans) and compliance filings in long-term dockets D.P.U. 15-122 (Eversource grid modification). This does not include participation in or monitoring of new dockets that commence in 2021 – the Compact would need to account for cases in which it plans to participate actively (e.g., evidentiary hearings or extended notice and comment dockets) with supplemental or special budget allocations.

ⁱⁱ Notes:

- This budget includes *some* drafting of legislation.
- This budget includes costs for implementation of a LICSS project in Yarmouth that will be reimbursed by the project owner if the project moves forward.

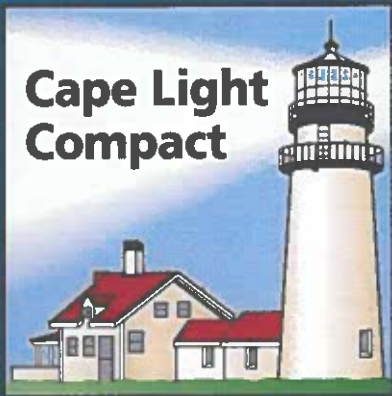
ⁱ Note this budget does not include any extensive correspondence or in-person meetings with the Attorney General's Office regarding Public Records Law matters.

ⁱⁱ Note this amount *may* be sufficient to handle an appeal of a Commission decision on customer enrollment to the Supreme Judicial Court, or at least part of an appeal, but we are unable to provide certainty on a budget amount without review of the Commission decision.

ⁱⁱⁱ Note this may include *some* drafting.

^{iv} Note this includes monitoring and review of active dockets D.P.U. 20-96 (Eversource performance based ratemaking annual report), D.P.U. 20-74 (Eversource grid modification funding), D.P.U. 20-58 (DPU investigation of policies for ratemaking during COVID), D.P.U. 19-07 (investigation into arrearage management plans) and compliance filings in long-term dockets D.P.U. 15-122 (Eversource grid modification). This does not include participation in or monitoring of new dockets that commence in 2021 – the Compact would need to account for cases in which it plans to participate actively (e.g., evidentiary hearings or extended notice and comment dockets) with supplemental or special budget allocations.

^v This cost should be reimbursed by the LICSS project owner.



**Cape Light
Compact**

Your Trusted, Local Energy Resource

**U.S. Department of
Agriculture Rural Energy
Savings Program (RESP)
Compact Governing Board
November 4, 2020**

USDA RESP Loan Program

Compact Submitted Letter of Intent (LOI) May 29, 2020

- LOI approved and Compact invited to proceed with loan application on August 17, 2020
- Application due November 16, 2020
- Loan Application Checklist
 - Cover Letter
 - Board Resolution approving establishment of program
 - Compact Joint Powers Agreement
 - Multi-tier Action Environmental Compliance Agreement
 - 10-Year Long Range Financial Forecast
 - Implementation Workplan
 - Measurement and Verification Plan



USDA RESP Loan Program

- Loan Application Checklist (continued)
 - USDA Compliance Forms
 - Attorney's Opinion Letter
 - Form 400
 - Form AD-1049
 - Form Ad-1047
 - Lobbying Certification
 - Certification on Federal Debt Delinquency



CLC RESP Design

Loan Parameters: (1) loan is between Compact and customer; (2) 50% of loan amount is awarded in year one (\$2,495,000); and (3) anticipate between 50-100 loans

- Interest Rate: Can charge up to 5% interest rate
 - Interest Rate target is to be below 3%
- Term: defined by RESP is 10 years
- Eligible Projects
 - All energy efficiency measures in CLC Technical Resource Manual (TRM) and other measures eligible CLC energy efficiency incentives, plus solar PV, battery storage, residential EV, and roof/repair replacement when paired with solar loan
- Amount: up to \$50,000



CLC RESP Design

- CLC Third-Party Administrator: to be procured through a Request for Proposals Under MGK Chapter 30B
 - Fee for services
 - Establish a separate bank account for RUS funds
 - Credit check on potential borrowers
 - Invoice Borrowers
- Establish a Loan Loss Reserve
 - 1% of total amount borrowed from RUS.
- Form of Collateral for RUS Loan
 - \$1.4 M Letter of Credit (LOC) – stays in place for 12 years (term of borrowing)
 - CC5 committed to same rate at ISONE FCM LOC



CLC RESP Design

- Require an Energy Audit as pre-condition unless all measures adopted at last audit within 4 years
- Solar PV Loan
 - RUS Requirement: applicant must pass credit check
 - Applicant must own building
 - Model after MA CEC former solar loan program
 - Review production numbers
 - Review shading analysis
 - Review age of roof
 - Confirm interconnected and operational?
 - Residential and small commercial customers eligible; 1st year will be targeting residential



Projected Expenses of RESP Loan

- **CLC Auditor, Chris Rogers will review estimated costs and cash flow analysis with the Board at Wednesday's Board meeting.**



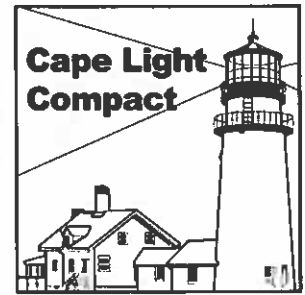
Projected Expenses of RESP Loan

- Cape Cod Five Cents Savings Bank
 - Fee for services = \$180K over 12 years
 - USE NOPEC fees as a placeholder
- 1% Loan Loss Reserve = \$49,000 (one-time)
- Cost of \$1.4 M Letter of Credit = \$12,600 (annual) \$151,000 for 12-years.
- Additional Federal Single- Audit Requirements = \$100K over 12 years
- Legal Fees = \$37,000
- Technical Assistance: Developing Customer Loan Applications and Review of Customers' Solar Application= \$30,000 (Self Reliance) and \$10,000 contractual = \$40,000
 - Intent is to contract for services

\$540,000 plus cushion of \$60K



**Agenda Action Request
Cape Light Compact
Meeting Date: 10/14/2020**



- Aquinnah
- Barnstable
- Bourne
- Brewster
- Chatham
- Chilmark
- Dennis
- Dukes County
- Eastham
- Edgartown
- Falmouth
- Harwich
- Mashpee
- Oak Bluffs
- Orleans
- Provincetown
- Sandwich
- Tisbury
- Truro
- Wellfleet
- West Tisbury
- Yarmouth

Resolution in Support of the USDA Rural Energy Savings Program (RESP)

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

I move the CLCJPE Board of Directors vote to adopt the attached Resolution as part of its loan application to the US Department of Agriculture Rural Utilities Service and to direct staff to prepare the RESP loan application, with an interest rate less than three percent (3%) inclusive of all Compact costs to administer the program, and to submit it by the December 2016, 2020 deadline.

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.

Additional Information

See attached Resolution

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

RESOLUTION

ESTABLISHING THE

CAPE LIGHT COMPACT JPE RURAL ENERGY SAVINGS PROGRAM

WHEREAS, Cape Light Compact JPE has developed the Cape Light Compact Rural Energy Savings Program (CLC RESP) for the rural areas in our service territory intended to be funded with the proceeds from the United States Department of Agriculture's Rural Energy Savings Program;

WHEREAS, Cape Light Compact JPE will offer cost effective energy efficiency measures, solar PV, battery storage to our customers on Cape Cod and Martha's Vineyard;

WHEREAS, Cape Light Compact JPE has developed a comprehensive implementation work plan and financial forecast for CLC RESP;

WHEREAS, Cape Light Compact JPE has developed a comprehensive measurement and verification program in connection with CLC RESP;

WHEREAS, the financial forecast, the implementation work plan and the measurement and verification program, and related documents will be considered by the Rural Utilities Service, an agency of the United States Department of Agriculture, in making a determination to make a financially feasible and adequately secure loan to Cape Light Compact JPE;

WHEREAS, Cape Light Compact JPE intends to submit a loan application under the Rural Energy Savings Program Loan as prescribed in the Rules and Regulations published in the Federal Register, Vol. 85, No. 64 on April 2, 2020;

NOW THEREFORE BE IT RESOLVED, that Cape Light Compact JPE approves the implementation work plan, the financial forecast and related documents in connection to the CLC RESP,

BE IT ALSO RESOLVED, that Cape Light Compact JPE's Administrator, officers, managers, and staff are authorized to carry out all necessary actions –including but not limited to the executing and attesting all necessary documentation- in connection with the loan application to participate in the Rural Energy Savings Program as provided in the Notice of Solicitation of Applications (NOSA);

BE IT FURTHER RESOLVED that Cape Light Compact JPE's officers are authorized to apply and take a loan in the amount of \$4,900,000.00 to carry out CLC RESP;

BE IT ALSO RESOLVED, that the loan shall bear a maturity date to cover an approximate period of twenty (20) years.

CERTIFICATION OF SECRETARY

I, David Anthony, Secretary of Cape Light Compact JPE, do hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the Cape Light Compact JPE Board of Directors of the Cape Light Compact JPE on October 14, 2020, at which a quorum was present and voted.

David Anthony, Secretary
Town of Barnstable CLCJPE Representative
Date: _____

**Agenda Action Request
Cape Light Compact
Meeting Date: 11/4/2020**



- Aquinnah
- Barnstable
- Bourne
- Brewster
- Chatham
- Chilmark
- Dennis
- Dukes County
- Eastham
- Edgartown
- Falmouth
- Harwich
- Mashpee
- Oak Bluffs
- Orleans
- Provincetown
- Sandwich
- Tisbury
- Truro
- Wellfleet
- West Tisbury
- Yarmouth

Vote in Support of Execution of Loan Documents in Connection with the USDA Rural Energy Savings Program (RESP)

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

I move that the CLCJPE Board of Directors vote to authorize the Treasurer and/or the Compact Administrator to execute loan documents with the Rural Utilities Service on behalf of the Cape Light Compact JPE, and attest to the execution where required.

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.

Additional Information

This vote is required in connection with the attorney opinion letter to be given in connection with the RUS RESP loan documents.

Record of Board Action

Motion by:	Second by:	# Aye	# Nay	# Abstain	Disposition

BCK DRAFT DATED 11/2/20

December xx, 2020

Administrator
Rural Utilities Service
United States Department of Agriculture
Washington, D.C. 20250-1500

Subject: *Cape Light Compact JPE RESP Loan Application*

Dear Sir or Madam:

The undersigned firm has examined or caused to be examined by competent and trustworthy persons, such organizational records and files and such other records, indexes and files as we have deemed necessary to permit us to render the qualified opinions expressed herein with respect to the Cape Light Compact JPE (the "Borrower").

We are of the opinion that:

- (a) The Borrower has represented to us that it has no real property interest(s).
- (b) The Borrower has represented to us that all personal property owned by it is located in Barnstable County, Massachusetts.
- (c) The Borrower is a governmental entity and was organized under the laws of the Commonwealth of Massachusetts pursuant to G.L. c. 40, Section 4A½ (the Joint Powers Statute) as a joint powers entity (JPE).
- (d) The Borrower does not have an organizational number.
- (e) The Borrower is a governmental entity and is not required to register in order to conduct its business in the Commonwealth of Massachusetts.
- (f) The exact true and correct legal name of the Borrower, as stated in its First Amended and Restated Joint Powers Agreement is Cape Light Compact JPE;
- (g) The Borrower is not a corporation and has no corporate debt limit.

(h) As a general matter¹, the execution, delivery and performance by the Borrower of loan documents would not require the consent, permission or authorization of any government authority. Subsection (e) of the Joint Powers Statute provides that “[t]he board of directors may borrow money, enter into long or short-term loan agreements or mortgages and apply for state, federal or corporate grants or contracts to obtain funds necessary to carry out the purposes of the entity.”

(i) The Borrower’s tax payer identification number is [MD to insert];

(j) As of the date of this letter above, the Firm is not aware of any pending claims or litigation against the Borrower

(k) The Borrower has no subsidiary.

(l) The titles of the officials of the Borrower with the proper authority to execute all loan documents on behalf of the Borrower, and attest to the execution where required, are [Treasurer and Cape Light Compact JPE Administrator – MD TO CONFIRM - SEE PROPOSED VOTE]

Very truly yours,

Jeffrey M. Bernstein
BCK Law, P.C.

As of this time, the Firm has not been provided with the loan documents and accordingly, all of the opinions set forth in this letter are of a general nature. Until the Firm has reviewed the loan documents, the Firm cannot give an opinion as to the RESP loan documents.