

**Cape Light Compact
Governing Board and Executive Committee
Open Session Meeting Minutes
Wednesday, April 12, 2017**

The Cape Light Compact Governing Board and Executive Committee met on Friday, March 3, 2017, in the Innovation Room, Open Cape Building, Barnstable County Complex, 3195 Main Street, Barnstable, MA 02630 at 11:30 a.m.

PRESENT WERE:

1. David Anthony – Barnstable
2. Robert Schofield – Bourne
3. Colin Odell – Brewster
4. Peter Cocolis – Chatham
5. Robert Hannemann – Duke’s County
6. Fred Fenlon – Eastham
7. Ronald Zweig – Falmouth
8. Valerie Bell – Harwich
9. Andy Gottlieb – Mashpee: at **12:08pm**
10. Richard Toole – Oak Bluffs
11. Martin Culik – Orleans
12. Tom Donegan – Provincetown
13. Joshua Peters – Sandwich: at **2:11pm**
14. Joseph Buteau – Truro
15. Richard Elkin – Wellfleet: at **12:06pm**
16. ChristiAne Mason – Wellfleet Alt.
17. Sue Hruby – Tisbury, by phone
18. Joyce Flynn - Yarmouth

ABSENT WERE:

19. Michael Hebert – Aquinnah
20. Leo Cakounes – Barnstable County
21. Tim Carroll – Chilmark
22. Brad Crowell – Dennis
23. Paul Pimentel – Edgartown
24. Vacant - Tisbury

Members/Alternates physically present: 17
Members present by phone: 1

LEGAL COUNSEL

Jeff Bernstein, Esq., BCK Law, PC
Erin O’Toole, Esq., BCK Law, PC

STAFF PRESENT

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

PUBLIC PRESENT

Christian Rogers, CPA, Principal, Clifton Larson Allen, LLP
Michael Embury

Chr. Flynn opened the meeting at 11:39 AM and recognized members participating remotely due to geographic distance.

PUBLIC COMMENT

No members of the public wished to comment.

CONSIDERATION OF MEETING MINUTES

The Board considered the March 6, 2017 Meeting Minutes. *Martin Culik moved the board to accept the amended minutes, seconded by Robert Schofield and voted by roll call as follows:*

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|---|-----|------------------------------|-----|
| 1. David Anthony – Barnstable | Yes | 13. Sue Hruby – West Tisbury | Yes |
| 2. Robert Schofield – Bourne | Yes | 14. Joyce Flynn – Yarmouth | Yes |
| 3. Colin Odell – Brewster | Yes | 15. Martin Culik – Orleans | Yes |
| 4. Peter Cocolis – Chatham | Yes | | |
| 5. Robert Hannemann – Dukes
County | Yes | | |
| 6. Fred Fenlon – Eastham | Yes | | |
| 7. Ronald Zweig – Falmouth | Abs | | |
| 8. Valerie Bell – Harwich | Yes | | |
| 9. Richard Toole – Oak Bluffs | Yes | | |
| 10. Tom Donegan – Provincetown | Yes | | |
| 11. Joseph Buteau – Truro | Yes | | |
| 12. ChristiAne Mason – Wellfleet
Alternate | Abs | | |

Motion Carried in the Affirmative (13-0-2)

TREASURER’S REPORT

Peter Cocolis evaluated the budgets, saying that while he received the reports late, everything seemed to be in order.

Peter Cocolis moved the board vote to ratify the actions of the Compact Treasurer relative to Compact contracts from March 3, 2017 through April 12, 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. Robert Schofield seconded and voted by roll call as follows:

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|------------------------------------|-----|------------------------------|-----|
| 1. David Anthony – Barnstable | Yes | 13. Sue Hruby – West Tisbury | Yes |
| 2. Robert Schofield – Bourne | Yes | 14. Joyce Flynn – Yarmouth | Yes |
| 3. Colin Odell – Brewster | Yes | 15. Martin Culik – Orleans | Yes |
| 4. Peter Cocolis – Chatham | Yes | | |
| 5. Robert Hannemann – Dukes County | Yes | | |
| 6. Fred Fenlon – Eastham | Yes | | |
| 7. Ronald Zweig – Falmouth | Yes | | |
| 8. Valerie Bell – Harwich | Yes | | |
| 9. Richard Toole – Oak Bluffs | Yes | | |
| 10. Tom Donegan – Provincetown | Yes | | |
| 11. Joseph Buteau – Truro | Yes | | |
| 12. ChristiAne Mason – Wellfleet | Yes | | |

Motion Carried in the Affirmative (15-0-0)

CHAIRMAN’S REPORT

Joyce informed the group that there is likely to be a scheduled hearing on the 17-04 Assembly of Delegates Ordinance on the Cape Light Compact on April 19th. She asked for everyone to be aware of this situation. Joyce Flynn distributed a statement to the members regarding the close-out audit to the County.

Maggie Downey went on to explain that the Ordinance section 1 contains language that essentially states that the Compact cannot take anything from the premises.

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Fred inquired into the possibility of litigation from the County against the Compact, and Maggie stated that likely would require the Commissioners' approval, as well as appropriation of funds for counsel. She stated that all of our financials have been audited and are public information with the exception of customer names and renewable energy certificate information which are redacted per nondisclosure agreements.

Richard Elkin arrived at 12:06PM.

Andrew Gottlieb arrived at 12:08PM.

Sue Hruby inquired if there was any sort of agreement with the County regarding the investment into the Compact at its inception. Sue recommended sending statements to the newspaper. She stated that all the data is provided already, this is a political argument and that she feels the Assembly has no interest in listening to our side, but we have to say it anyway.

Jeff Bernstein stated that the Barnstable County Charter and the Intergovernmental Agreement are the two key documents here, and that the arguments in this Ordinance are specious at best.

Tom Donegan stated that we should welcome the audit, and as an organization be prepared that this could be enacted and be ready with a legal challenge to the other provisions which are beyond the Assembly's authority.

Jeff Bernstein reminded everyone that Barnstable County ceases to provide any services to the Compact on June 30th.

Joyce and Maggie both agreed that a written statement should be prepared and read to the Assembly.

Tom Donegan made a motion to issue a statement welcoming an audit.

“The Cape Light Compact, is a public body and values financial accountability and transparency. The Compact would welcome a GAAP financial audit and encourages Barnstable County to use all available financial records, including previous audits, to conduct its own audit of the Cape Light Compact at Barnstable County's expense.”

Richard Elkin seconded and voted by roll call as follows,

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|------------------------------------|-----|-------------------------------|-----|
| 1. David Anthony – Barnstable | Yes | 13. Joseph Buteau – Truro | Yes |
| 2. Robert Schofield – Bourne | Yes | 14. Richard Elkin – Wellfleet | Yes |
| 3. Colin Odell – Brewster | Yes | 15. Sue Hruby – W. Tisbury | Yes |
| 4. Peter Cocolis – Chatham | Yes | 16. Joyce Flynn – Yarmouth | Yes |
| 5. Robert Hannemann – Dukes County | Yes | | |
| 6. Fred Fenlon – Eastham | Abs | | |

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|--------------------------------|-----|
| 7. Ronald Zweig – Falmouth | Yes |
| 8. Valerie Bell – Harwich | Yes |
| 9. Andrew Gottlieb – Mashpee | Yes |
| 10. Richard Toole – Oak Bluffs | Abs |
| 11. Martin Culik – Orleans | Yes |
| 12. Tom Donegan – Provincetown | Yes |

Motion carried in the Affirmative (14-0-2)

ENERGY EFFICIENCY PROGRAM UPDATES

1. COMMERCIAL AND INDUSTRIAL PROGRAM: MARGARET SONG

Margaret Song described the proposed energy efficiency improvements at Martha’s Vineyard High School. She noted that the high school serves six towns and thus this matter doesn’t rise to the amount to require a vote, but nevertheless wanted the entire board to be aware of what was going on. She stated that the High School has not been served since 2007 and was long overdue. Over 1700 fixtures are being installed, and the cost of the project is estimated at \$250,000.

Margaret updated everyone on a grant opportunity Department of Energy Resources (DOER) on existing green communities, which is offering \$5,000 for the Cape Light Compact to provide technical assistance. There is also an offering for those towns that are considering green communities where Cape Light Compact could offer technical services under the grant up to \$7,500 value. She stated she had received two new inquiries from two towns on green communities on the Cape. The deadline for submission is June 1st for those applications.

2. APRIL 15TH – MAY 31ST, REFRIGERATOR RECYCLING ENHANCED REBATE OFFER

Phil Moffitt stated that they’re extending the enhanced recycling rebate offer for refrigerators for a six week period from April 15th to May 31st. The enhanced amount is \$100.

ADMINISTRATOR’S REPORT

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Maggie Downey stated that the Midterm Modification was filed with the Department of Public Utilities, and the board will be notified when more information is available. She requested that the board move the meeting for next month to Friday, the 12th of May. There was a general sense of the board that this was acceptable.

Maggie stated that she is preparing a six month Operating Fund budget, from July 1 through December. Maggie went on to inform everyone that 14 towns have executed the Joint Powers Agreement. The Orleans Board of Selectmen voted to support it unanimously; however, the Orleans Town Charter requires Town Meeting approval for all Intergovernmental Agreements.

Finally, Maggie stated that there are several letters in the packet that include the correspondence we've sent out to various public entities, including the Department of Public Utilities to request an advisory hearing regarding the formation of the Joint Powers Entity.

REVIEW/DISCUSS AND POTENTIAL VOTE ON TRANSITION PLAN

Erin O'Toole explained the transition plan and reorganization, deferring to Chris in terms of providing an explanation regarding the moving up of the transfer date to July 1, 2017. She then opened the floor to questions regarding the transition plan document. Maggie Downey requested a few members who are not on the JPE to assist in the transition process on an informal basis.

Maggie stated that there will continue to be meetings in May and June for both the Governing Board and the JPE.

Chris Rogers recommended that the Compact Board establish a separate fund and budget cover all the expenses needed during the transition period.

Colin Odell proposed an amendment on page number two (2) of the Transition Asset Transfer and Succession Plan that word Subcommittee be changed to 'Advisory Group', and that the last sentence referencing the Open Meeting Law be struck.

Peter Cocolis Seconded and voted by roll call as follows,

- | | | | |
|---------------------------------------|-----|-------------------------------|-----|
| 1. David Anthony – Barnstable | Yes | 13. Joseph Buteau – Truro | Yes |
| 2. Robert Schofield – Bourne | Yes | 14. Richard Elkin – Wellfleet | Yes |
| 3. Colin Odell – Brewster | Yes | 15. Sue Hruby – W. Tisbury | Yes |
| 4. Peter Cocolis – Chatham | Yes | 16. Joyce Flynn – Yarmouth | Yes |
| 5. Robert Hannemann – Dukes
County | Yes | | |
| 6. Fred Fenlon – Eastham | Yes | | |
| 7. Ronald Zweig – Falmouth | Yes | | |

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|--------------------------------|---------------------------------|
| 8. Valerie Bell – Harwich | Yes |
| 9. Andrew Gottlieb – Mashpee | Not in the room at time of vote |
| 10. Richard Toole – Oak Bluffs | Yes |
| 11. Martin Culik – Orleans | Yes |
| 12. Tom Donegan – Provincetown | No |

Motion carried in the affirmative (15-1-0)

Tom Donegan moved that the Governing Board vote to approve the draft Transition, Asset Transfer and Succession Plan, as amended. 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.

Peter Cocolis seconded and voted by roll call as follows,

- | | | | |
|------------------------------------|---------------------------------|-------------------------------|-----|
| 1. David Anthony – Barnstable | Yes | 13. Joseph Buteau – Truro | Yes |
| 2. Robert Schofield – Bourne | 1 | 14. Richard Elkin – Wellfleet | Yes |
| 3. Colin Odell – Brewster | Yes | 15. Sue Hruby – W. Tisbury | Yes |
| 4. Peter Cocolis – Chatham | Yes | 16. Joyce Flynn – Yarmouth | Yes |
| 5. Robert Hannemann – Dukes County | Yes | | |
| 6. Fred Fenlon – Eastham | Abs | | |
| 7. Ronald Zweig – Falmouth | Yes | | |
| 8. Valerie Bell – Harwich | Yes | | |
| 9. Andrew Gottlieb – Mashpee | Not in the room at time of vote | | |
| 10. Richard Toole – Oak Bluffs | Abs | | |
| 11. Martin Culik – Orleans | Yes | | |

12. Tom Donegan – Provincetown Yes

Motion carried in the affirmative (13-0-2)

JOSH PETERS ARRIVED AT 2:11 PM.

1. ESTABLISH AND POTENTIAL VOTE ON TRANSITION BUDGET

Chris Rogers explained the necessity for an operational budget for the Joint Powers entity for the interim period until it fully transitions.

Peter Cocolis moved the board vote to appropriate a transition budget of \$240,775.00 for the Cape Light Compact to reorganize as a Joint Powers Entity. 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.

Joseph Buteau seconded and voted by roll call as follows,

1. David Anthony – Barnstable	Yes	13. Joshua Peters – Sandwich	Yes
2. Robert Schofield – Bourne	Yes	14. Joseph Buteau – Truro	Yes
3. Colin Odell – Brewster	Yes	15. Richard Elkin – Wellfleet	Yes
4. Peter Cocolis – Chatham	Yes	16. Sue Hruby – W. Tisbury	Yes
5. Robert Hannemann – Dukes County	Yes	17. Joyce Flynn – Yarmouth	Yes
6. Fred Fenlon – Eastham	Yes		
7. Ronald Zweig – Falmouth	Yes		
8. Valerie Bell – Harwich	Yes		
9. Andrew Gottlieb – Mashpee	Yes		
10. Richard Toole – Oak Bluffs	Yes		
11. Martin Culik – Orleans	Yes		
12. Tom Donegan – Provincetown	Yes		

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

REVOCACTION VOTE

Maggie Downey explained that she had been advised by the Compact’s Auditor to maintain a separate budget for the Joint Powers Entity Transition, rather than commingling funds with the FY17 Operating Budget. As a result, the Board’s previous supplemental budget vote for the FY17 operating fund needed to be revoked and replaced .

Richard Elkin moved that the board vote to revoke the March 3, 2017 supplemental budget request of \$75,000 for the Cape Light Compact’s FY17 Operating Budget. 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.

Martin Culik seconded and voted by roll call as follows,

- | | | | |
|---------------------------------------|-----|-------------------------------|-----|
| 1. David Anthony – Barnstable | Yes | 13. Joshua Peters – Sandwich | Yes |
| 2. Robert Schofield – Bourne | Yes | 14. Joseph Buteau – Truro | Yes |
| 3. Colin Odell – Brewster | Yes | 15. Richard Elkin – Wellfleet | Yes |
| 4. Peter Cocolis – Chatham | Yes | 16. Sue Hruby – W. Tisbury | Yes |
| 5. Robert Hannemann – Dukes
County | Yes | 17. Joyce Flynn – Yarmouth | Yes |
| 6. Fred Fenlon – Eastham | Yes | | |
| 7. Ronald Zweig – Falmouth | Yes | | |
| 8. Valerie Bell – Harwich | Yes | | |
| 9. Andrew Gottlieb – Mashpee | Yes | | |
| 10. Richard Toole – Oak Bluffs | Yes | | |
| 11. Martin Culik – Orleans | Yes | | |
| 12. Tom Donegan – Provincetown | Yes | | |

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

OPERATIONAL DATE MOVE

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David Anthony asked what the consequence would be if this motion passes and a town hasn't joined by July 1st. Jeff Bernstein explained that the consequences of that is up to the Board, and it would have to determine if it meant that the relationship ended and the town was thereby obligated to seek approval of an independent aggregation plan or return to Eversource Basic Service, or if the Compact would allow some sort of grace period.

Chris Rogers explained that it would be far more efficient to have the fiscal agent shift on July 1. Jeff Bernstein noted that we could carry two sets of books past that date if we needed to.

Richard Elkin addressed questions regarding weighted voting, which is currently an issue with one of his Selectmen in terms of voting for the JPE.

Martin Culik moved that the board vote to move the operational transfer date of the Cape Light Compact Joint Powers Entity from January 31, 2018 to July 1, 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.

Richard Elkin seconded and voted by roll call as follows,

- | | | | |
|---------------------------------------|-----|-------------------------------|-----|
| 1. David Anthony – Barnstable | Abs | 13. Joshua Peters – Sandwich | Yes |
| 2. Robert Schofield – Bourne | Yes | 14. Joseph Buteau – Truro | Yes |
| 3. Colin Odell – Brewster | Yes | 15. Richard Elkin – Wellfleet | Yes |
| 4. Peter Cocolis – Chatham | Yes | 16. Sue Hruby – W. Tisbury | Yes |
| 5. Robert Hannemann – Dukes
County | Yes | 17. Joyce Flynn – Yarmouth | Yes |
| 6. Fred Fenlon – Eastham | Yes | | |
| 7. Ronald Zweig – Falmouth | Yes | | |
| 8. Valerie Bell – Harwich | Yes | | |
| 9. Andrew Gottlieb – Mashpee | Yes | | |
| 10. Richard Toole – Oak Bluffs | Yes | | |
| 11. Martin Culik – Orleans | Yes | | |
| 12. Tom Donegan – Provincetown | Yes | | |

Motion carried in the affirmative (16-0-1).

OFFICE SPACE UPDATE

Maggie Downey informed the board that after receiving six proposals, they had narrowed the position down to one location and are currently negotiating the Lease

COMPTROLLER

Maggie informed the Board that there has been a selection for the position, and an offer of employment was presented..

RECESS

Maggie Downey explained that we would need to recess to allow for Directors to engage in the Cape Light Compact, Joint Powers Entity meeting.

Joyce Flynn moved the board to recess, Robert seconded and voted by roll call as follows,

- | | | | |
|---------------------------------------|-----|-------------------------------|-----|
| 1. David Anthony – Barnstable | Yes | 13. Joshua Peters – Sandwich | Yes |
| 2. Robert Schofield – Bourne | Yes | 14. Joseph Buteau – Truro | Yes |
| 3. Colin Odell – Brewster | Yes | 15. Richard Elkin – Wellfleet | Yes |
| 4. Peter Cocolis – Chatham | Yes | 16. Sue Hruby – W. Tisbury | Yes |
| 5. Robert Hannemann – Dukes
County | Yes | 17. Joyce Flynn – Yarmouth | Yes |
| 6. Fred Fenlon – Eastham | Yes | | |
| 7. Ronald Zweig – Falmouth | Yes | | |
| 8. Valerie Bell – Harwich | Yes | | |
| 9. Andrew Gottlieb – Mashpee | Yes | | |
| 10. Richard Toole – Oak Bluffs | Yes | | |
| 11. Martin Culik – Orleans | Yes | | |
| 12. Tom Donegan – Provincetown | Yes | | |

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

Upon returning from recess, the board members present were as follows,

1. Robert Schofield – Bourne
2. Colin Odell – Brewster
3. Peter Cocolis – Chatham
4. Richard Toole – Oak Bluffs
5. Martin Culik – Orleans
6. Joshua Peters – Sandwich
7. Richard Elkin – Wellfleet
8. Joyce Flynn - Yarmouth

Due to loss of a quorum, the meeting continued as one of the Executive Committee.

EXECUTIVE SESSION

Robert Schofield moved we enter into Executive Session, pursuant to MGL Chapter 30A §21(a)(3) to discuss strategy with respect to 1) pending regulatory litigation relative to National Grid and the Cape Light Compact and the National Grid Agreement for Natural Gas Heated Homes (DPU 16-169), 2) pending regulatory litigation regarding the 2017 Eversource rate case (DPU 17-05), and 3) pending regulatory litigation regarding the Eversource Grid Modernization Plan (DPU 15-122).

Joyce Flynn as Compact Chair declared that than open session may have a detrimental effect on the Cape Light Compact’s litigating position. The board would not return to Open Session at the conclusion of Executive Session.

Seconded by Richard Toole and voted by roll call as follows,

- | | |
|-------------------------------|-----|
| 1. Robert Schofield – Bourne | Yes |
| 2. Peter Cocolis – Chatham | Yes |
| 3. Richard Toole – Oak Bluffs | Yes |

4. Joyce Flynn - Yarmouth Yes

Respectfully submitted,
Jacob Wright

LIST OF DOCUMENTS & EXHIBITS

- Meeting Notice/Agenda
- March 3, 2017 Meeting Minutes – Draft
- Barnstable County Assembly of Delegates 17-04 Ordinance
- Martha’s Vineyard Regional High School District Lighting Project 2017
- BCK Law Advisory Hearing Request to Department of Public Utilities, dated 3.31.2017
- Letter to Barnstable County Retirement Association Re: Petition for CLCJPE Membership
- Letter to Cape Cod Municipal Health Group Re: Petition for CLCJPE Membership
- BCK Law Notice of Reorganization to Melissa Hoffer, Esq., Attorney General’s Office
- Letter to Jack Yunits, Barnstable County Administrator, Re: Termination of ASA with Barnstable County
- Letter to Neil Cohen, Inspector General’s Office, Re: CLCJPE
- Letter to Kathleen Colleary, Municipal Finance Law Bureau, Re: CLCJPE
- Letter to Judith Judson, Department of Energy Resources, Re: CLCJPE
- Transition, Asset Transfer and Succession Plan Draft, dated 4.12.2017
- Operating Fund Budgets, dated 4.12.2017