

**Cape Light Compact
Executive Committee & Governing Board
Open Session Meeting Minutes
Wednesday, November 18, 2015**

The Cape Light Compact Executive Committee and Governing Board met on Wednesday, November 18, 2015 in the Innovation Room, Open Cape Building, 3195 Main Street, Barnstable MA 02630 at 2:00 p.m.

PRESENT WERE:

1. Dr. Joyce Flynn, Chairwoman, Yarmouth
2. Robert Schofield, Vice-Chair, Bourne
3. Brad Crowell, Dennis @ 2:09 p.m.
4. Barry Worth, Secretary, Harwich
5. David Anthony, Barnstable @ 2:09 p.m.
6. Deane Keuch, Brewster
7. Timothy Carroll, Chilmark – remotely by phone
8. Frederick Fenlon, Eastham
9. Ronald Zweig, Falmouth
10. Thomas Mayo, Mashpee
11. Richard Toole, Oak Bluffs
12. Raymond Castillo, Orleans
13. Thomas Donegan, Provincetown
14. Joshua Peters, Sandwich
15. Joseph Buteau, Truro
16. Richard Elkin, Wellfleet from 2:30 pm
17. Susan Hruby, W. Tisbury

ABSENT WERE:

18. Michael Hebert, Aquinnah
19. Sheila Lyons, Barnstable County
20. Peter Cocolis, Treasurer, Chatham
21. Dukes County - vacant
22. Paul Pimentel, Edgartown
23. Tisbury – vacant

Members Physically present: 16
Members Participating by phone: 1

LEGAL COUNSEL

Jeffrey Bernstein, Esq., BCK Law, LLC

STAFF PRESENT:

Margaret Downey, Administrator
Meredith Miller, C&I Program Manager
Margaret Song, Residential Program Manager
Austin Brandt, Power Supply Planner
Phil Moffitt, EM&V Manager
Lindsay Henderson, Marketing & Data Analyst
Karen Loura, Administrative Assistant

PUBLIC COMMENT

There were no members of the public present.

CONSIDERATION OF MEETING MINUTES

B. Worth presented the October 14, 2015 Meeting Minutes. B. Schofield moved the Board vote to accept the minutes as presented, seconded by D. Keuch and voted by roll call as follows:

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|-------------------------|-----|----------------------------------|-----|
| 1. R. Schofield, Bourne | Yes | 9. Raymond Castillo, Orleans | Yes |
| 2. D. Keuch, Brewster | Yes | 10. Thomas Donegan, Provincetown | Yes |
| 3. T. Carroll, Chilmark | Yes | 11. Joshua Peters, Sandwich | Yes |

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|-------------------------|-----|-----------------------------|-----|
| 4. F. Fenlon, Eastham | Yes | 12. Joseph Buteau, Truro | Yes |
| 5. R. Zweig, Falmouth | Yes | 13. Susan Hruby, W. Tisbury | Yes |
| 6. B. Worth, Harwich | Yes | 14. J. Flynn, Yarmouth | Yes |
| 7. 14. T. Mayo, Mashpee | Yes | | |
| 8. R. Toole, Oak Bluffs | Yes | | |
- Motion carried in the affirmative (14/0/0).

TREASURER’S REPORT

Potential Vote to Ratify Treasurer’s Approval of Contracts

The Board reviewed the [Cape Light Compact Contract summary sheet](#) showing contracts approved by P. Cocolis, Treasurer. R. Schofield moved the Board vote to ratify the actions of the Compact Treasurer relative to Compact contracts from September 16, 2015 through November 13, 2015. 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.

- | | | | |
|-------------------------|-----|----------------------------------|-----|
| 1. R. Schofield, Bourne | Yes | 9. Raymond Castillo, Orleans | Yes |
| 2. D. Keuch, Brewster | Yes | 10. Thomas Donegan, Provincetown | Yes |
| 3. T. Carroll, Chilmark | Yes | 11. Joshua Peters, Sandwich | Yes |
| 4. F. Fenlon, Eastham | Yes | 12. Joseph Buteau, Truro | Yes |
| 5. R. Zweig, Falmouth | Yes | 13. Susan Hruby, W. Tisbury | Yes |
| 6. B. Worth, Harwich | Yes | 14. J. Flynn, Yarmouth | Yes |
| 7. 14. T. Mayo, Mashpee | Yes | | |
| 8. R. Toole, Oak Bluffs | Yes | | |
- Motion carried in the affirmative (14/0/0).

M. Downey reviewed the [expenditure totals report dated 11/12/15](#) and the [3-year EE comparison report](#) through October.

At 2:09 pm B. Crowell and D. Anthony arrived to the meeting.

There was discussion about the Retirement budget. F. Fenlon asked about the grand total percentage of the EE Budget. Reflects invoices paid. Not truly reflective of work done. M. Downey said that staff expects to spend close to 100% of the approved program budget. R. Zweig asked if there was any change in patterns of participation and trends. R. Toole asked do we know the percentage of homes by towns’ participation. M. Downey noted that this information is in the monthly reports sent to each Town and is on the Compact’s web site.

There was review of participation levels. M. Downey offered to provide historical trending information at the January or February meeting.

There was discussion about the number of commercial audit participants not following through with recommended measures. M. Downey said our residential program has the highest implementation rate of recommended measures in the state.

The Residential Conservation Services (RCS) legislation expressly allows for annual audits for 1-4 family homes. There was discussion about identifying the commercial customers not implementing recommended measures. M. Downey said the Compact is not able to share any information about an audit without written permission from the account holder. The Compact is prohibited from doing so because it falls within an exemption under the Massachusetts Public Records Law. R. Zweig reported that the Town of Falmouth had a warrant article relative to tenants taking advantage of the energy efficiency program Tenant/Landlord initiative even if the landlord owed back taxes.

At 2:30 pm R. Elkin arrived to the meeting.

Neither the County nor CLC sent out anything on this subject. The article had to do with owners paying back taxes and being able to obtain a building permit to have energy efficiency improvements.

CHAIRMAN'S REPORT

Chr. Flynn requested that the Acronym Dictionary be updated adding Information Request (IR) and Renewable Portfolio Standard (RPS).

Chr. Flynn said LED Streetlight Program Instructions and information have been sent out to all towns Department of Public Works. M. Downey said she will email the instructions to Board Members.

Chr. Flynn noted differences between Town Boards of Selectmen and said members will want to be aware that they represent their town when considering amendments to the Intergovernmental Agreement (IGA). She said the Compact needs to continue forward in the conduct of business.

M. Downey reported the next Board Meeting is December 9, 2015. She will be in Boston for DPU hearings on the proposed new 3-year plan (2016-2018). A. Brandt will be providing a power supply pricing update. Nominations for Executive Committee Members will be opened at the December 9th meeting for voting in January.

M. Downey reported she will have concluded 95% of the CLC update/3-year plan presentations being provided to all Boards of Selectmen. She will report to the Board at an upcoming meeting on feedback received.

She also reported an Open Meeting Law Presentation will take place at the January meeting covering communications among board members. Atty. Bernstein said a member should not circulate any document expressing that member's personal opinion before meetings. All documents must be introduced and distributed at a meeting. He said the rule does not apply to the Board Meeting Packets. He referred the Board to the Attorney General's recent determination in OML 2015-159 Amherst/Pelham Reg. School Comm. M. Downey will email the new case to members.

DISCUSSION AND POTENTIAL VOTE ON AMENDMENTS TO THE COMPACT'S INTERGOVERNMENTAL AGREEMENT (IGA)

Atty. Bernstein spoke about the process of amending the IGA. He said the decision to enter into the initial IGA was authorized by Town Meeting or similar actions such as Town Council vote. The IGA provides that subsequent amendments are made by the Board members. He said the Compact would not make amendments if there were financial commitments imposed on Towns without town approval. In any event, Towns can entrust their appointee to act or require their appointed representative to bring all proposed changes back to the Town Board of Selectmen for approval; this is a matter to be decided on a town by town basis. B. Worth said the Harwich Selectmen have stipulated that any significant changes cannot occur without their approval.

There was discussion about developing a process/procedure to solicit input from the Appointing Authority. T. Donegan suggested providing public hearings as a forum for Selectmen participation. There was discussion about adding language in the IGA. Atty. Bernstein said he does not recommend that such a policy should be included in the IGA itself but rather in the form of a Bylaw or a process/policy adopted by vote.

T. Donegan suggested adding language in the Section addressing amendments that any proposed revision will be provided 30 days in advance and give an opportunity for feedback. M. Downey offered to draft Roles and

Responsibilities of the Board Members. She reported the Town of Sandwich wanted year-end reports and each town wanted something different. D. Anthony said this is the 6th change since 1999. He said the IGA should be difficult to change. He urged caution to preserve the Board's freedom to operate and to ensure that any policy differentiates between the major and minor operations of the Board.

The Board reviewed a revised version of [Section K \(Compact Administrator\)](#) drafted by D. Anthony. He said the new version strikes a balance. He said he took a broad approach to provide for future Administrators to know what the expectations are.

Atty. Bernstein reviewed the history of IGA Amendments. He said one of the Amendments was when Dukes County and the Vineyard towns joined and another was when the state Intergovernmental Agreement law changed. B. Crowell suggested the Board consider inserting general language that Towns have to be notified of proposed changes without including language which binds the Compact to rules. There was discussion about keeping the responsibility with the Members to communicate with their Selectmen. There was also discussion as to who needs to be the signer of the Amendments. Attorney Bernstein said it should be done by the Secretary in the form of a certificate as to the Board's vote.

R. Elkin said he would feel comfortable to have a policy/procedure on how to address changes to IGA. J. Buteau said he would appreciate the idea of a basic policy/procedures as a new member, he said it would be helpful.

T. Mayo moved to replace Section K with the new proposal prepared by David Anthony with input from counsel, seconded by R. Zweig. D. Anthony said the Board has authority to establish bylaws and vote. Board still has ability to further direct the Administrator. Atty. Bernstein believes the new version is a more concise version of the provision in the earlier draft. The Board then voted by roll call vote as follows.

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|---------------------------|-----|------------------------------|-----|
| 1. D. Anthony, Barnstable | Yes | 10. R. Toole, Oak Bluffs | Yes |
| 2. R. Schofield, Bourne | Yes | 11. R. Castillo, Orleans | Yes |
| 3. D. Keuch, Brewster | Yes | 12. T. Donegan, Provincetown | Yes |
| 4. T. Carroll, Chilmark | Yes | 13. J. Peters, Sandwich | Yes |
| 5. B. Crowell, Dennis | Yes | 14. J. Buteau, Truro | Yes |
| 6. F. Fenlon, Eastham | Yes | 15. R. Elkin, Wellfleet | Yes |
| 7. R. Zweig, Falmouth | Yes | 16. S. Hruby, W. Tisbury | Yes |
| 8. B. Worth, Harwich | Yes | 17. J. Flynn, Yarmouth | Yes |
| 9. T. Mayo, Mashpee | Yes | | |

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

R. Toole moved the Board vote to approve the [proposed amendments](#) to the Cape Light Compact's Intergovernmental Agreement. 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 F. Fenlon.

T. Mayo expressed concern that we do not have a CEO in the organization. F. Fenlon suggested the Administrator's Title be changed to President/CEO or President in the future.

J. Peters said the Sandwich Selectmen directed a vote in favor of the amendments. He said they expect to see some of the practices recorded. M. Downey said she will include roles and responsibilities for members in a proposed draft to be presented for the January meeting.

J. Flynn reported Harwich asked that the new IGA make changes so as to be gender neutral.

The Board then voted by roll call as follows:

1. D. Anthony, Barnstable	Yes	10. R. Toole, Oak Bluffs	Yes
2. R. Schofield, Bourne	Yes	11. R. Castillo, Orleans	Yes
3. D. Keuch, Brewster	Yes	12. T. Donegan, Provincetown	Yes
4. T. Carroll, Chilmark	Yes	13. J. Peters, Sandwich	Yes
5. B. Crowell, Dennis	Abs	14. J. Buteau, Truro	Yes
6. F. Fenlon, Eastham	Yes	15. R. Elkin, Wellfleet	Yes
7. R. Zweig, Falmouth	Yes	16. S. Hruby, W. Tisbury	Yes
8. B. Worth, Harwich	Abs	17. J. Flynn, Yarmouth	Yes
9. T. Mayo, Mashpee	Yes		

Motion carried in the affirmative (15-0-2).

OPEN SESSION VOTE ON ENTRY INTO EXECUTIVE SESSION

J. Flynn moved the Board vote to enter into Executive Session pursuant to MGL Chapter 30 § 21 (a) 3 to discuss strategy with respect to pending regulatory litigation relative to the 2016-18 Mass. Joint Statewide 3-year electric and gas Energy Efficiency Plan (DPU 15-166). She declared an open session may have a detrimental effect on the Cape Light Compact's litigating position. She said the Board would return to Open Session at the conclusion of Executive Session, seconded by B. Worth and voted by roll call as follows:

1. D. Anthony, Barnstable	Yes	10. R. Toole, Oak Bluffs	Yes
2. R. Schofield, Bourne	Yes	11. R. Castillo, Orleans	Yes
3. D. Keuch, Brewster	Yes	12. T. Donegan, Provincetown	Yes
4. T. Carroll, Chilmark	Yes	13. J. Peters, Sandwich	Yes
5. B. Crowell, Dennis	Yes	14. J. Buteau, Truro	Yes
6. F. Fenlon, Eastham	Yes	15. R. Elkin, Wellfleet	Yes
7. R. Zweig, Falmouth	Yes	16. S. Hruby, W. Tisbury	Yes
8. B. Worth, Harwich	Yes	17. J. Flynn, Yarmouth	Yes
9. T. Mayo, Mashpee	Not present		

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

At 4:24 p.m. the Board reconvened in open session.

CVEC UPDATE, POTENTIAL VOTE TO APPOINT COMPACT REPRESENTATIVE TO THE CAPE & VINEYARD ELECTRIC COOPERATIVE, INC. (CVEC)

T. Donegan moved the Board vote to approve Austin Brandt as the Cape Light Compact's representative to CVEC, seconded by R. Zweig and voted by roll call as follows:

1. D. Anthony, Barnstable	Yes	10. R. Toole, Oak Bluffs	Yes
2. R. Schofield, Bourne	Yes	11. R. Castillo, Orleans	Yes
3. D. Keuch, Brewster	Yes	12. T. Donegan, Provincetown	Yes
4. T. Carroll, Chilmark	Yes	13. J. Peters, Sandwich	Yes
5. B. Crowell, Dennis	Yes	14. J. Buteau, Truro	Yes
6. F. Fenlon, Eastham	Yes	15. R. Elkin, Wellfleet	Yes
7. R. Zweig, Falmouth	Yes	16. S. Hruby, W. Tisbury	Yes
8. B. Worth, Harwich	Yes	17. J. Flynn, Yarmouth	Yes
9. T. Mayo, Mashpee	Yes		

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

POWER SUPPLY PRICING UPDATE

M. Downey asked to hear from A. Brandt, Sr. Power Supply Planner concerning late breaking information relative to power supply pricing for residential customers for the upcoming term. A. Brandt announced negotiations with ConEdison Solutions have provided a potential option for a 12 month rate.

He said the 12-month rate would provide pricing stability to our customers. He said it is possible the Eversource basic rate may be lower for the 2nd half of next year but the 12-month pricing will provide a lower rate during the winter months for Compact customers.

Rates have come down due to increased natural gas supplies. The load increases in the summer but the rate decreases. There was discussion about marketing to increase customer enrollment.

At 4:40 p.m. B. Crowell left the meeting.

Staff raised this new issue to inform the Board of an unanticipated change in pricing strategy that would be finalized before the December Board meeting.

At 4:44 p.m. the Board adjourned.

Respectfully submitted,

Karen E. Loura
Administrative Assistant

LIST OF DOCUMENTS & EXHIBITS:

- [Meeting Notice/Agenda](#)
- Final copy of Cape Light Compact Public Meeting protocols adopted by the Board 10/14/15
- Summary of Contracts approved by Treasurer
- October 14, 2015 Meeting Minutes – draft
- Expenditures report dated 11/12/15
- 3-year Energy Efficiency Budget Comparison January – October, 2015
- Draft 6th Amendment and Restated Intergovernmental Agreement of the Cape Light Compact (IGA)
- Proposed revised IGA Section K

Minutes reviewed by B. Worth on 12/7/15