

Cape Light Compact
Governing Board Meeting

DATE: August 2, 2017
LOCATION: Innovation Room, Open Cape Building
3195 Main Street, Barnstable County Complex
TIME: 1:45 p.m. – 2:10 p.m.

AGENDA

- 1:45 Public Comment
- 1:50 Approval of Minutes
- 1:55 Treasurer's Report, Potential Vote to Ratify Treasurer's Approval of Contracts
- 2:00 Chairman's Report
1. Final Cape Light Compact Board Meeting under the Transition, Asset Transfer and Succession Plan. Potential Vote to have the Joint Powers Agreement Supersede the Intergovernmental Agreement

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

Cape Light Compact
Governing Board and Executive Committee
Open Session Meeting Minutes
Wednesday, June 14, 2017

The Cape Light Compact Governing Board and Executive Committee met on Wednesday, June 14, 2017 in the Innovation Room, Open Cape Building, Barnstable County Complex, 3195 Main Street, Barnstable, MA 02630 at 11:30am

PRESENT WERE:

1. Joyce Flynn, Chair, Yarmouth
2. Robert Schofield, Vice-Chair, Bourne
3. Peter Cocolis, Treasurer, Chatham
4. David Anthony, Barnstable
5. Colin Odell, Brewster
6. Brad Crowell, Dennis
7. Fred Fenlon, Eastham
8. Paul Pimentel, Edgartown – at 2:09 PM
9. Valerie Bell, Harwich - at 1:33 PM
10. Richard Toole, Executive Committee Member at Large, Oak Bluffs – by phone
11. Thomas Donegan, Provincetown
12. Richard Elkin - Wellfleet
13. John Grande – Tisbury, By Phone until 12:37 PM
14. Sue Hruby, West Tisbury
15. Leo Cakounes, Barnstable County – at 1:55 PM

ABSENT WERE:

16. Michael Hebert, Aquinnah
17. George Dunham - Sandwich
18. Rob Hannemann, Duke's County
19. Tim Carroll, Chilmark
20. Joseph Buteau, Truro
21. Ronald Zweig, Secretary, Falmouth
22. Andrew Gottlieb, Mashpee
23. Martin Culik, Orleans

Members/Alternates physically present:

13

Members present by phone: 2

LEGAL COUNSEL

Jeff Bernstein, Esq., BCK Law, PC

Katy Terrell, Esq., BCK Law, PC – By Phone until 12:40 PM.

STAFF PRESENT

Maggie Downey, Administrator

Joanne Nelson, Comptroller

Austin Brandt, Power Supply Planner

Phil Moffitt, Residential Program Manager

Greg Abbe, Analyst, Small & Medium Commercial and Industrial

Lindsay Henderson, Analyst and Marketing

Margaret Song, Commercial and Industrial Program Manager

Briana Kane, Planning and Evaluation Manager

Jacob Wright, Special Projects Coordinator

PUBLIC PRESENT

Brian Merchant, Cape Cod Broadcasting Media

Chr. Flynn opened the meeting as the executive committee at 11:33 AM due to a lack of a physical quorum of the complete Governing Board. Chr. Flynn started the meeting by recognizing those members participating remotely due to geographic distance. Chr. Flynn inquired as to if anyone was recording the session, and Brian Merchant of Cape Cod Broadcasting Media responded that he was.

UPDATE ON EVERSOURCE RATE CASE (DPU 17-05)

Jeff Bernstein provided a presentation which is included in the packet.

Jeff Bernstein provided an update on both the Eversource Rate Case (DPU 17-05) and the Eversource Grid Modernization Plan (DPU-15-122), two separate cases filed with the Department of Public Utilities. CLC is an intervenor/full participant in both of these proceedings. The Grid Mod docket has now closed and briefs are about to begin.

Maggie Downey noted that the Compact has hired outside technical consultants with expertise in electric utility rate setting and grid modernization to advise the Compact on these two DPU proceedings and to offer direct testimony on its behalf.

Jeff Bernstein stated that the Department of Public Utilities has set a deadline of November 30, 2017 for a decision on the revenue requests in the Rate Case, and at the end of the year for Rate Redesign.

On June 1, 2017, Eversource filed a new rate design proposal, under the claim that it was a minor change, however the Attorney General and the Compact (among others) strongly disagreed. The significant change to the initial filing is a proposal to consolidate rate classes and rates for NSTAR and WMECo's residential customers effective January 1, 2019.

Jeff Bernstein moved on to procedural issues currently at the forefront. The new rate design was filed at the close of discovery and close of public comment period. Intervenors filed motions to reject the filing. On June 9, 2017, the Department of Public Utilities extended the timeline to consider rate design issues. The order on that portion of the case will be issued on or before December 29, 2017.

Jeff Bernstein went over the bill impacts, detailing how Eversource plans to recover costs through fixed charges, consolidation and alignment of rate classes, a higher percentage and other elements.

Kevin Galligan, Compact consultant, stated that due to the high seasonality of the Cape and Vineyard, there are significant bill impacts for electric users with high peak usages, typically in the summer, and low usages in other times of the year.

Jeff Bernstein explained that there will be a cost shift assessed to Eastern Massachusetts residential customers of \$17m per year to subsidize all other rate classes in Western Massachusetts.

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Kevin Galligan stated that the Compact selected key issues in the rate case to focus on, allowing other intervenors to focus on other issues important to ratepayers, ensuring that all avenues were covered. Fred Fenlon and Richard Elkin both stated that they felt the increased discount to low income customers amounts to a public relations spectacle, and is 'peanuts' compared to the bill impacts for the overwhelming majority of customers on the Cape and Vineyard.

Jeff Bernstein stated that Eversource's Mitigation plan includes urging customers to contact Cape Light Compact for energy efficiency measures, and explore optional time of use billing for eligible small business customers. Cape Light Compact has recommended education and mitigation measures that Eversource could provide in an effort to alleviate the bill impacts before they take effect.

Colin Odell stated that the idea that all customers would be routed to Cape Light Compact for Energy Efficiency programs, will lead to higher costs that will have to be covered by ratepayers, in turn increasing their electric costs anyway. Colin Odell went on to propose that Eversource should be required to subsidize these increased costs as a way to facilitate mitigating bill impact for the customer.

Jeff Bernstein stated that the testimony can be made available to the board members for review. Fred Fenlon stated that he strongly believed that the towns will be the most severely impacted by the proposed increase in rates, and that he didn't believe they would even see it coming until the bill hits their proverbial doorstep. Maggie Downey went on to say that it's important that as much information is provided as possible to the public so they know what is coming.

UPDATE ON EVERSOURCE GRID MODERNIZATION PLAN (DPU-122)

Jeff Bernstein stated the Cape Light Compact's position is that the Eversource should be required to refile their plan to provide opt out Advanced Metering Infrastructure deployment and ensure participation by and benefits to competitive supply customers. Maggie Downey stated that there was a \$150m error in the Eversource's claimed costs for full AMI which had incorporated costs from other states (CT and NH). The Compact catching this error required Eversource to correct and refile its estimated cost of updating its computer system. Including the higher 'costs' created an artificial bloat which was utilized in part to justify Eversource's position of why it is too expensive to move ahead with full deployment of AMI.

Jeff Bernstein stated that there are costs here that have no tangible benefit for competitive supply customers, such as marketing costs for Eversource Basic Service.

Jeff Bernstein showed the current timeline, stating that rate case hearings are going to likely to go into July. Initial briefs on Grid Mod will be July 12, 2017. He stated that Rate Case briefings will run likely into September.

Maggie Downey explained that ultimately many of these changes can interfere with plans the Compact had wanted to pursue in its upcoming new 3 Year Plan.

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Austin Brandt explained that the MMRC is a new rate component for net metered customers. It has a higher fixed charge, and has lower volumetric charges. New Net metered customers who are connected after January 1, 2019 will be assessed this increased charge. Even existing net metered customers will see bill impacts by seeing fixed charges, devaluing these net metering credits. The components in net metering credits are set by legislation which consists of various line item charges, but those line item charges are dictated by a rate case.

Brian Merchant of Cape Cod Broadcasting Media left at 12:32 PM.

PUBLIC COMMENT

There were no members of the public present.

CONSIDERATION OF MEETING MINUTES

The Board considered the May 12, 2017 Meeting Minutes. *Robert Schofield moved the board to accept the amended minutes, seconded by Peter Cocolis 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 |

Motion carried in the affirmative (4-0-0).

TREASURER'S REPORT

Peter briefly went over the four contracts he has approved in the last month, opening the floor to questions.

Peter Cocolis moved the board vote to ratify the actions of the Compact Treasurer relative to Compact contracts from May 13, 2017 through June 9, 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:

- | | |
|-------------------------------|-----|
| 1. Robert Schofield – Bourne | Yes |
| 2. Peter Cocolis – Chatham | Yes |
| 3. Richard Toole – Oak Bluffs | Yes |
| 4. Joyce Flynn – Yarmouth | Yes |

Motion carried in the affirmative (4-0-0).

Peter quickly reviewed the energy efficiency budget, stating that things are moving on track, and everything will be getting changed over to the Joint Powers Entity. Briefly touching on the Operating Fund, he stated things are also on track.

CHAIRMAN'S REPORT

Joyce Flynn passed out flyers for residential rebates to the board, asking them to provide them to five members of the community of their prospective towns. Joyce Flynn went on to explain the Assembly of Delegates

Draft Minutes subject to correction, addition and Committee/Board Approval meeting had gone well for us, and that the speakers the Board had provided had done well. Sue Hruby stated that the prepared remarks worked very well, and complimented Tom Donegan's performance as well. Tom Donegan stated that the Assembly members seemed almost stunned that members of the Vineyard even came to the meeting, and that there seemed to be a definitive sense that they hadn't considered that Vineyard customers were being affected by their behavior, without their consent.

Joyce offered congratulations to everyone. Tom Donegan stated that now we can realign our position with the media, focused less on quarreling with the County, and more on our mission.

ENERGY EFFICIENCY PROGRAM UPDATES

1. RESIDENTIAL PROGRAM UPDATE AND POTENTIAL VOTE: SUMMER SIZZLER OFFERING – PHIL MOFFITT

Phil Moffitt stated that there is a proposal to remove the incentive cap for the summer, meaning June 21st to September 21, 2017. Phil stated that by doing this, we will be aligned with the other Program Administrators for the summer, notably National Grid and Eversource. Joyce indicated that she believed that a vote was not necessary, and that this program was well within Phil's purview as Manager. David Anthony voiced his agreement that while he appreciates and would like to continue the policy of being informed of these sorts of offerings the Compact intends to engage in, he too felt it was within the Residential Manager's purview and did not necessitate a vote. A sense of the board indicated full agreement.

2. COMMERCIAL AND INDUSTRIAL PROGRAM

a. Customer Directed Option – Greg Abbe

Greg Abbe explained that the Customer Directed Option is something that was approved in the 3 year program and has been in work. He explained that the Customer Directed Option allows for comprehensive measures, and has incentives similar to the Direct Install option. Qualified vendors can participate with RISE as Lead Vendor. The advantage for the customer is that they can select any contractor they wish. In the previous iteration, a customer who wanted to work with a specific contractor could potentially miss certain savings, which will now be captured under this Customer Directed Option.

Richard Elkin asked what RISE's role in this scenario, and Greg Abbe explained that RISE operates as a quality assurance role, ensuring the work by these outside contractors are completed correctly, along with ensuring there aren't additional savings opportunities.

b. Mashpee High School Lighting Project, Potential Vote – Margaret Song

Margaret Song stated that there were some post tops and gym lights not included in the original application, due to a bit of confusion between the School and the Compact. With that cleared up, the School has requested the waiver be increased by \$29,000. Colin Odell asked what the incremental savings were for this increase in cost. Margaret explained that the Final kWh savings will increase now from 477272 to 514962.

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Peter Cocolis moved the Board vote to approve an incentive of up to \$506,000 for the Mashpee High School project. The Governing Board previously approved an incentive of up to \$475,000 in November 2016. 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:

- | | |
|-------------------------------|-----|
| 1. Robert Schofield – Bourne | Yes |
| 2. Peter Cocolis – Chatham | Yes |
| 3. Richard Toole – Oak Bluffs | Yes |
| 4. Joyce Flynn – Yarmouth | Yes |

Motion carried in the affirmative (4-0-0).

c. Discussion and Potential Vote on Amendment to Non-Profit Policy Participation Process – Margaret Song

Margaret Song explained that one of the programs within the 3 year plan referenced 501(c) Non-Profits. Under the program, the Compact has space for 100 Non-Profits, which had to satisfy specific criteria, including owning the building and the electric bill, and a specific purpose. The problem the Compact has run into has been that many of these Non-Profits lease buildings, sometimes for 99 years, but would be excluded from participation under the guidelines of the current program.

The remaining lease must exceed the savings weighted average measure life.

- 1) *Robert Schofield moved* Board vote to amend the Cape Light Compact's Non-Profit Enhanced Incentive eligibility requirements from:
 - a. The non-profit must own the building
 - To
 - b. The non-profit must own the building. In the case of a lessee, the remaining years of the lease must exceed the savings weighted average of the measure life installed.

Peter Cocolis seconded 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 |

Motion carried in the affirmative (4-0-0).

3. SMART AIR CONDITIONING SAVINGS PROGRAM – AUSTIN BRANDT

Austin Brandt explained the residential focus offering of Wi-Fi thermostats, which involves the Compact adjusting their thermostats during peak load times to decrease overall load, in line with the Demand Response Initiative. Austin stated that this year, changes involved switching to Honeywell thermostats and mini split heat pumps.

ADMINISTRATOR'S REPORT

1. REVIEW AND POTENTIAL VOTE ON PROPOSED JULY – DECEMBER 2017 OPERATING BUDGET

Maggie Downey stated that there are items that have moved around from the previous time the Board had reviewed the budget, and included a total budget.

Leo Cakounes arrived at 1:55pm. Joyce Flynn, now recognizing a quorum is present, convened the full Cape Light Compact Governing Board. Paul Pimentel arrived at 2:10 pm.

Maggie Downey explained that the budget being presented is only a 6 month subset of the FY17 budget, just to get the Cape Light Compact JPE budgets onto a calendar year system, starting in January 1, 2018.

Robert Schofield moved that the Board vote to appropriate the Cape Light Compact Operating Budget in the amount of \$733,847.

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 Peter Cocolis and voted by roll call as follows:

- | | | | |
|-------------------------------------|-----|-------------------------------|-----|
| 1. Leo Cakounes – Barnstable County | yes | 11. Richard Elkin – Wellfleet | yes |
| 2. David Anthony – Barnstable | yes | 12. Sue Hruby – West Tisbury | yes |
| 3. R. Schofield - Bourne | yes | 13. Joyce Flynn – Yarmouth | yes |
| 4. Colin Odell – Brewster | yes | | |
| 5. Peter Cocolis – Chatham | yes | | |
| 6. Brad Crowell – Dennis | yes | | |
| 7. Fred Fenlon – Eastham | yes | | |
| 8. Valerie Bell – Harwich | yes | | |
| 9. Richard Toole – Oak Bluffs | yes | | |
| 10. Thomas Donegan – Provincetown | yes | | |

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

2. JOINT POWERS ENTITY UPDATE:

a. UPDATE ON DPU 17-95, REQUEST FOR ADVISORY RULING

Four comments have been made in the Department of Public Utilities advisory ruling docket. All of the comments that were submitted were in opposition to the Compact. Maggie Downey stated that there has been a request for leave to respond to these comments, which are based in large part on inaccuracies and misrepresentations that a reply will address, as appropriate.

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Maggie Downey and Jeff Bernstein quickly elaborated that there is not an immediate intention to refile the Aggregation Plan, and the Compact instead may wait for the Department of Public Utilities to rule on what the Compact should do.

b. GENERAL UPDATE

Maggie Downey briefly updated the Board on information regarding the move, reminding everyone that the Compact would be vacating the County office space on the 3rd Floor of the OpenCape building on June 30, 2017.

c. DISCUSSION AND POTENTIAL VOTE REGARDING IMPLEMENTATION DATE AND RELATED MATTERS REGARDING CLCJPE ACCOUNTS PAYABLE/TREASURY FUNCTIONS

Robert Schofield moved the Board, in accordance with Article VII(K) of the Compact's Inter-Governmental Agreement and the Transition, Asset Transfer and Succession plan, ratify the actions of the Compact Administrator taken to date regarding contacting Eversource to direct the System Benefits Charge and the Energy Efficiency Reconciliation Factor funds to Cape Light Compact Joint Powers Entity Bank Account established for this purpose, and to direct the Compact Administrator to contact NextEra Energy and all other funding sources associated with operating the Cape Light Compact and to request that they direct their funds to the appropriate Cape Light Compact Joint Powers Entity bank accounts.

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 Colin Odell and voted by roll call as follows:

1. Leo Cakounes – Barnstable County	yes	12. Richard Elkin – Wellfleet	yes
2. David Anthony – Barnstable	abs	13. Sue Hruby – West Tisbury	yes
3. R. Schofield - Bourne	yes	14. Joyce Flynn – Yarmouth	yes
4. Colin Odell – Brewster	yes		
5. Peter Cocolis – Chatham	yes		
6. Brad Crowell – Dennis	yes		
7. Fred Fenlon – Eastham	yes		
8. Paul Pimentel – Edgartown	yes		
9. Valerie Bell – Harwich	yes		
10. Richard Toole – Oak Bluffs	yes		
11. Thomas Donegan – Provincetown	yes		

Motion carried in the affirmative (13-0-1).

d. DISCUSSION AND POTENTIAL VOTE ON A COST OF LIVING INCREASE FOR STAFF AND BUY BACK OF COMPENSATORY TIME EFFECTIVE JULY 1, 2017.

Maggie Downey briefly explained that some of these votes will be reflected in Joint Powers Entity voting as well, and it is simply to ensure that all relevant parties have voted on the items in question.

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Thomas Donegan moved the Board to approve a July 1, 2017 – December 31, 2017 employee cost of living adjustment (COLA) in the amount of 2%.

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 and voted by roll call as follows:

- | | | | |
|-------------------------------------|-----|-------------------------------|-----|
| 1. Leo Cakounes – Barnstable County | yes | 12. Richard Elkin – Wellfleet | yes |
| 2. David Anthony – Barnstable | yes | 13. Sue Hruby – West Tisbury | yes |
| 3. R. Schofield - Bourne | yes | 14. Joyce Flynn – Yarmouth | yes |
| 4. Colin Odell – Brewster | yes | | |
| 5. Peter Cocolis – Chatham | yes | | |
| 6. Brad Crowell – Dennis | yes | | |
| 7. Fred Fenlon – Eastham | yes | | |
| 8. Paul Pimentel – Edgartown | yes | | |
| 9. Valerie Bell – Harwich | yes | | |
| 10. Richard Toole – Oak Bluffs | yes | | |
| 11. Thomas Donegan – Provincetown | yes | | |

Motion carries in the affirmative (14-0-0).

Valerie Bell moved the Board pay out all compensatory time accrued by Cape Light Compact Staff.

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:

- | | | | |
|-------------------------------------|-----|-------------------------------|-----|
| 1. Leo Cakounes – Barnstable County | yes | 12. Richard Elkin – Wellfleet | yes |
| 2. David Anthony – Barnstable | yes | 13. Sue Hruby – West Tisbury | yes |
| 3. R. Schofield - Bourne | yes | 14. Joyce Flynn – Yarmouth | yes |
| 4. Colin Odell – Brewster | yes | | |
| 5. Peter Cocolis – Chatham | yes | | |
| 6. Brad Crowell – Dennis | yes | | |
| 7. Fred Fenlon – Eastham | yes | | |
| 8. Paul Pimentel – Edgartown | yes | | |
| 9. Valerie Bell – Harwich | yes | | |
| 10. Richard Toole – Oak Bluffs | yes | | |
| 11. Thomas Donegan – Provincetown | yes | | |

Motion carries in the affirmative (14-0-0).

e. POTENTIAL VOTE(S) TO RATIFY ADMINISTRATIVE ACTIONS TAKEN BY ADMINISTRATOR

Maggie stated that in the interest of transparency, she believed a vote should be taken to ratify actions the Administrator needs to take in the efforts of transfer of fiscal affairs from the Cape Light Compact to the Cape Light Compact Joint Powers Entity.

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Peter Cocolis moved that the Board vote that the Compact Administrator, consistent with Article VII(K) of the Compact's Inter-Governmental Agreement and the Transition, Asset Transfer and Succession Plan, is authorized and empowered and directed to do any and all acts and things, and to make sure and execute any and all instruments, papers and documents which shall be or become necessary, proper or convenient on behalf of the Compact to transfer management of the Compact's fiscal affairs to the Cape Light Compact JPE.

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 and voted by roll call as follows:

- | | | | |
|-------------------------------------|-----|-------------------------------|-----|
| 1. Leo Cakounes – Barnstable County | yes | 12. Richard Elkin – Wellfleet | yes |
| 2. David Anthony – Barnstable | yes | 13. Sue Hruby – West Tisbury | yes |
| 3. R. Schofield - Bourne | yes | 14. Joyce Flynn – Yarmouth | yes |
| 4. Colin Odell – Brewster | yes | | |
| 5. Peter Cocolis – Chatham | yes | | |
| 6. Brad Crowell – Dennis | yes | | |
| 7. Fred Fenlon – Eastham | yes | | |
| 8. Paul Pimentel – Edgartown | yes | | |
| 9. Valerie Bell – Harwich | yes | | |
| 10. Richard Toole – Oak Bluffs | yes | | |
| 11. Thomas Donegan – Provincetown | yes | | |

Motion carries in the affirmative (14-0-0).

f. TRANSITION FROM BARNSTABLE COUNTY

ADJOURNMENT

Colin Odell motioned to adjourn. Seconded by Robert Schofield and voted by roll call as follows:

- | | | | |
|-------------------------------------|-----|-------------------------------|-----|
| 1. Leo Cakounes – Barnstable County | yes | 12. Richard Elkin – Wellfleet | yes |
| 2. David Anthony – Barnstable | yes | 13. Sue Hruby – West Tisbury | yes |
| 3. R. Schofield - Bourne | yes | 14. Joyce Flynn – Yarmouth | yes |
| 4. Colin Odell – Brewster | yes | | |
| 5. Peter Cocolis – Chatham | yes | | |
| 6. Brad Crowell – Dennis | yes | | |
| 7. Fred Fenlon – Eastham | yes | | |
| 8. Paul Pimentel – Edgartown | yes | | |
| 9. Valerie Bell – Harwich | yes | | |
| 10. Richard Toole – Oak Bluffs | yes | | |
| 11. Thomas Donegan – Provincetown | yes | | |

Motion carries in the affirmative (14-0-0).

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Meeting adjourned at 2:29PM.

Respectfully submitted,

Jacob Wright

LIST OF DOCUMENTS AND EXHIBITS:

- Meeting Notice / Agenda
- Compact Regulatory Update: Grid Modernization and Eversource Rate Case Presentation
- Media Advisory Notice
- May 12, 2017 Meeting Minutes
- 2017 Contract Tracking Sheet Dates 05/16/2017 – 06/08/2017
- Operating Fund Budget, dated 06/12/2017
- 2017 Energy Efficiency Budget
- Customer Directed Option Budget
- Smart A/C Savings Program Flier
- Cape Light Compact July 1, 2017 – December 31, 2017 Operating Budget, dated 06/12/2017

Xerox® WorkCentre® 7970
SMTP Transfer Report



Job Status: FAILED Job canceled by user.

Job Information

Device Name: CLCXEROX7970
Submission Date: 07/28/17
Submission Time: 01:42 PM
Images Scanned: 31
Size: 0
Attachment Name:
Format: Image-Only PDF
Encrypted E-mail: No

SMTP Server

Address: capelightcompact-org.mail.protection.outlook.com:25

Message Settings:

Subject: Scanned from a Xerox Multifunction ...
From: smtp@capelightcompact.org
Reply To: smtp@capelightcompact.org
To:

T. midowney@capelightcompact.org

**Agenda Action Request
Cape Light Compact
Meeting Date: 8/2/17**



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

Cape Light Compact Intergovernmental Agreement Superseded and Replaced by Joint Powers Agreement of the Cape Light Compact JPE

REQUESTED BY: *Maggie Downey*

Proposed Motion(s)

Consistent with Article 2 of the April 12, 2017 Transition, Asset Transfer and Succession Plan, I move the Board vote that the Cape Light Compact Intergovernmental Agreement as amended to date is superseded and replaced by the Joint Powers Agreement of the Cape Light Compact JPE, and that the CLCJPE 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 Transition, Asset Transfer and Succession Plan, dated April 12, 2017

Record of Board Action

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

4 /12/17

TRANSITION, ASSET TRANSFER AND SUCCESSION PLAN¹

1. *Effective Date & Definitions*

This Transition, Asset Transfer and Succession Plan (“Plan”) is effective as of April 12, 2017, provided it is adopted by the Cape Light Compact’s Governing Board at its April 12, 2017 meeting. This Plan is a work in progress and will be periodically updated as the Compact transitions into a new organizational form, a joint powers entity (“JPE”). This Plan may be amended informally through Governing Board votes and/or through replacement with an updated version of this Plan.

The current operational transfer date set forth in in the Joint Powers Agreement (“JPA”) is January 31, 2018. As a majority of municipal members have voted to join the JPE as of the date of this Plan, the boards of both organizations will vote to move the operational transfer date to July 1, 2017. The Compact will notify its members that have not joined the JPE of the deadline to join.

This Plan will terminate on the operational transfer date.

Terms not defined in this Plan have the meanings set forth in the Compact’s Amended and Restated Sixth Intergovernmental Agreement (“IGA”)

2. *Purpose*

The purpose of this Plan is to set forth a framework for the Compact’s reorganization as a JPE and for the orderly transition of the Compact’s administrative, personnel and operational functions.

The Compact will not be terminated. The Compact will maintain continuity of existence. The Compact is reorganizing itself as a joint powers entity (formerly Dukes County and Barnstable County and the towns within them acting together as the Compact through an intergovernmental agreement). The Compact is reconstituting its governing instrument (formerly an intergovernmental agreement; now a joint powers agreement). Within ninety days of full transfer of the Compact’s operations (or at such other time as may be directed by any governmental authorities), the Compact Governing Board will hold its final meeting and will vote that the IGA is superseded and replaced by the JPA. On or before the operational transfer date (July 1, 2017,), all of the Compact’s funds and assets will be controlled by the JPE. At such time, the Compact’s operations will be conducted in the JPE organizational form and all aspects of governance will be in accordance with the JPA.

3. *Current Membership*

As of April 12, 2017, the members of the JPE are listed in Exhibit A to this Plan.

4. *Transition Team*

¹ See Article XVIII of Joint Powers Agreement and IGA termination provision appended to this Plan.

The Compact Administrator shall be in charge of transition matters, subject to the direction of the Compact's Governing Board. The Compact Administrator shall coordinate transition matters with the JPE Board, officers and any person(s) designated by the JPE.

In her absence, Compact staff may be assigned specific transition responsibilities.

The Compact's Governing Board Advisory Group shall attend all JPE board meetings. The JPE Advisory Group will assist the Compact Administrator with transition matters. The JPE Advisory Group will not have the right to vote on JPE matters, but may participate in the meetings and make recommendations to the Compact's Administrator.

5. *Transition Funding, Budget, Financial Matters & Procedures*

The Compact will provide funding to the JPE for the following items:

- a. Accounting software
- b. Rent for new office space
- c. Funds for potential renovation of new office space
- d. Funds for legal expenses
- e. Funds to hire a treasurer
- f. Funds for IT assistance associated with the move and reorganization
- g. Treasurer's bond should it become required
- h. Budget

6. *Organizational Meeting of JPE*

The first organizational meeting of the JPE will be held on April 12, 2017. The following items will be included in the agenda: (i) election of officers; (ii) appointment of JPE Administrator; (iii) vote to authorize JPEA to apply for EIN, open bank accounts and execute all other documents required to conduct business; (iv) authorize JPE Administrator to submit application for membership in the BCRA (retirement) & CCMHG (health); (v) authorize the JPE Administrator to execute lease for office space; (vi) vote to designate BCK as JPE counsel; (vii) vote to accept this Plan; (viii) votes related to Public Records Law and Open Meeting Law requirements; (ix) vote on treasurer's bond; (xi) vote on operational transfer date; and (xii) vote on Effective Date of JPE.

The Compact JPE Transition Subcommittee and the Compact Administrator shall attend and participate in the meeting.

7. *JPE Board Meetings/Scheduling Matters*

The JPE Governing Board shall generally meet before, or after the Compact Governing Board meeting, unless the JPE Governing Board shall call a special meeting.

8. *Communication Channels, Information Sharing, Reporting*

The Compact Administrator shall coordinate communications and information sharing between the two boards. The Compact Administrator shall make regular reports regarding transition matters to the Compact Governing Board.

During the transition period, the Compact will have a separate webpage for JPE matters.

9. *Regulatory and Administrative Filings*

The Compact Administrator, in consultation with counsel, will oversee and coordinate all necessary regulatory and administrative filings, including, but not limited to, a DPU Request for Advisory Opinion, Open Meeting Law filings, and Public Records Law filings.

10. *Transfer of Employees*

All Compact staff will transfer from the Barnstable County payroll to the JPE payroll on July 1, 2017. The Compact Administrator will take all required and necessary steps to transfer employee retirement funds, health insurance, other employee benefits (i.e. Employee Assistance Programs, Deferred Compensation Plans).

11. *Contracts*

The Compact will take all necessary steps to terminate the Transition Agreement with the County. The Compact Administrator will coordinate all closeout/reconciliation matters with the County, including pension liabilities and Other Post Employment Benefits (OPEB). The JPE will enter into a new lease of office space. The Compact Administrator will prepare a list of Compact contracts that will need to be assigned to the JPE and will take all necessary steps to assign such contracts.

12. *Transfer of Assets*

The Compact will execute all documents necessary to vest full control and ownership of Compact assets and property (including intellectual property) in the JPE.

13. *Successor Liability*

The JPE will be the organizational and operational successor to the Compact. The JPE will be liable for all liabilities of the Compact, including those incurred prior to the Effective Date of the JPE. Members of the JPE will not be liable for the acts and omissions of the JPE as set forth in the JPA.

14. *Implementation of Plan*

The Compact Administrator is authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient on behalf of the Compact to carry out or put into effect any of the provisions of this Plan.

EXHIBIT A

List of Members

[List who voted to join and returned signature pages]

NOTE: MISSING SIGNATURE PAGES FROM THE TOWNS OF: Sandwich, Oak Bluffs, Aquinnah

Town of Brewster

Town of Chilmark

Town of Dennis

Town of Eastham

Town of Mashpee

Town of Provincetown

Town of Truro

Town of West Tisbury

APPENDIX

JPA PROVISIONS RE TRANSFER OF COMPACT'S FUNCTIONS

ARTICLE XVIII: THE CAPE LIGHT COMPACT JPE AS SUCCESSOR TO THE COMPACT; TRANSFER OF COMPACT'S ADMINISTRATIVE AND OPERATIONAL FUNCTIONS

A. The Cape Light Compact JPE's Status as Successor Entity to the Compact.

It is the intent of the Members that the Cape Light Compact JPE to serve as the successor entity to the Compact.

In order to provide for an orderly transition, the Cape Light Compact JPE and the Compact will coordinate transfer and succession plans in accordance with this Article XVIII.

Upon transfer of the Compact's operations as set forth in Article XVIII(C) (Transfer of Operations) below, and in accordance with applicable transfer and succession plans, the Cape Light Compact JPE shall assume all benefits, obligations and liabilities of the Compact.

B. Transfer of Administrative and Financial Functions.

Upon the Effective Date, the Cape Light Compact JPE will serve as the administrative and fiscal arm of the Compact. As soon as practicable, Compact staff will become employees of the Cape Light Compact JPE. At such time, the Cape Light Compact JPE shall assume responsibility for any and all loss, injury, damage, liability, claim, demand, tort or worker's compensation incidents that occur on or after the date personnel are transferred to the Cape Light Compact JPE. The Cape Light Compact JPE will also perform certain financial services for the Compact as set forth in a written agreement between the Compact and the Cape Light Compact JPE. The Cape Light Compact JPE may elect to delegate performance of such functions to service providers as set forth in Article IX(M) (Service Providers).

C. Transfer of Operations.

Unless such other date is established by the Governing Board, when the majority of the municipal members of the Compact join the Cape Light Compact JPE, the Compact and the Cape Light Compact JPE will develop an asset transfer and succession plan and, in consultation with DPU (and other governmental authorities if necessary or convenient), will establish an operational transfer date (no later than January 31, 2018, unless otherwise directed by DPU). Once such date is established, the Cape Light Compact JPE will notify the members of the Compact of the deadline for joining the Cape Light Compact JPE in order to participate in its aggregation plan. On or before the operational transfer date, the Cape Light Compact JPE will execute all documents and perform all acts necessary to transfer all programs, operational functions, tangible and intangible assets (including intellectual property), contracts and records of the Compact to the Cape Light Compact JPE so that the Cape Light Compact JPE is the legal successor to the Compact.

D. Meetings and Board Membership During Transition Period.

During the transition period, meetings of the Cape Light Compact JPE will occur immediately before or after scheduled meetings of the Compact. In order to provide for an orderly transition or for any other reason that a Municipal Member deems appropriate, a Municipal Member may appoint the same person to serve on the Cape Light Compact JPE's and Compact's Governing Boards.

EXCERPT FROM 6TH AMENDED AND RESTATED IGA

ARTICLE XIV: TERM AND WITHDRAWAL

Each member shall take such action as required under G.L. c. 40, §4A to make this Agreement effective. This Agreement shall be effective as of the date that the last of the members signs below, and shall continue in effect for a term not to exceed twenty-five years. At the conclusion of the term, taking into account any changed circumstances, the members shall in good faith negotiate a replacement intergovernmental agreement.

Any governmental member may voluntarily withdraw from the Compact at the end of each quarter of the fiscal year (i.e. June 30th, September 30th, December 31st, March 31st), upon thirty days prior written notice. Withdrawal of such member shall not affect any obligations entered into prior to the date of withdrawal which are binding by their terms on such member, including, without limitation, contracts directly entered into by such member and financial contributions to the Compact made or agreed to be made by such member.

If the purposes of the Compact are attained, or for any other reason duly voted upon by the Governing Board, the Compact may dissolve. Upon dissolution, an accounting of the assets owned by the Compact shall be performed and sold. The proceeds of the sale shall be distributed equitably to the then remaining members of the Compact according to their percent contribution.