



Town of Reading Meeting Minutes

2016-09-22 LAG

Board - Committee - Commission - Council:

RMLD Board of Commissioners

Date: 2021-06-22

Time: 7:00 PM

Building:

Location:

Address:

Session: Open Session

Purpose: General Business

Version: Final

Attendees: **Members - Present:**

Mr. Robert Coulter, Chair; Mr. Philip Pacino, Vice Chair; Mr. John Stempeck, Commissioner; Mr. David Talbot, Commissioner; Ms. Marlena Bitá, Commissioner

Members - Not Present:

Others Present:

RMLD Staff: Ms. Coleen O'Brien, General Manager; Mr. Hamid Jaffari, Director of Engineering & Operations; Mr. Greg Phipps, Director of Integrated Resources; Ms. Wendy Markiewicz, Director of Business Finance; Mr. Brian Hatch, Director of Information Technology; Ms. Janet Walsh, Director of Human Resources; Mr. John McDonagh, Assistant Director of Engineering and Operations; Ms. Kathleen Rybak, Operational Assistant to Engineering & Operations; Ms. Erica Morse, Executive Assistant

Minutes Respectfully Submitted By: Philip Pacino, Secretary Pro Tem

Topics of Discussion:

Due to the pandemic and the March 12, 2020, Governor's Executive Order Suspending the Certain Provisions of the Open Meeting Law, and the June 16, 2021, act extending certain covid-19 measures, all participants attended remotely.

1. Call Meeting to Order Chair Coulter

Chair Coulter called the meeting to order at 7:00 PM and read RMLD's Code of Conduct. Chair Coulter announced that this meeting of the Reading Municipal Light Department Board of Commissioners is being held remotely on Zoom and streamed live on RCTV and YouTube.

Mr. Pacino was the board secretary at the meeting.

Introductions

Chair Coulter commented that anyone from the public who wishes to stay at the meeting can do so.

General Administrative Items

Ms. Morse reported on various administrative items. The next Board of Commissioners Meeting will be Monday July 19, 2021, at 7:30 PM. Registration for the NEPPA 2021 Annual Conference is not yet open. During the July meeting there will be a discussion on whether the August meeting will be canceled due to the NEPPA conference.

2. Review Of GM/RMLD Commissioner Goals - Coleen O'Brien

Updated 2021 General Manager's Goals, Board and General Manager approved discussion below.

1. Continue with due diligence to determine alternative Wilmington substation land and proceed towards securing all necessary permits, regulations, transmission interconnections, easements, etc.
2. Develop IT integrated roadmap and implement all NERC mandated cyber and physical security requirements.
3. Complete Class Cost of Service Study/Rate Study and make a formal presentation on rate restructuring.
4. Achieve APPA RP₃ best utility practices and Reliability Excellence Award (safety, process, compliance, work force development, etc.)
5. Conduct both inside and outside expertise training on current portfolio strategy: Clean Bill proposals and impacts.
6. Achieve Policy 30 update through Board definition of energy policy, definitions, percentage goals, and a vote on position of relevant elements of state law.
7. Recommend a new Renewable and/or Carbon-Free Choice Program.
8. Commence Union Contract Negotiations – all 3 unions – notification per the CBAs will go out in August.
9. Generate Environmental Due Diligence Operating Procedure to be submitted with each non-carbon power supply opportunity request.
10. Establish Operating Procedure to implement State's Social Justice policy on power generation sites, etc.
11. Hire a consultant to develop an employee survey to be conducted early 2022. Commission to review and recommend adjustments to the question list and survey process in advance.

**Discussion 2021 General Manager's Goals:
Suggested Changes**

Mr. Talbot suggested the addition of an overarching goal to the proposed 2021 list, in written comments, as follows: Perform with excellence in carrying out all the duties and responsibilities of the General Manager.

Discussion followed in consideration of including the additional suggested goal. Ms. O'Brien noted that the overarching goal is already inherent in the contract language; the General Manager is expected to perform with excellence and run the company. Mr. Stempeck commented that he agrees with the General Manager, as excellent is a subjective term; how does the RMLD put that into something concrete? If this is already in the contract, then why does the RMLD have to enumerate it here? Mr. Talbot commented that he is fine to go back on his suggested goal addition, if Policy 19 is reexamined and will clearly communicate that the General Manager evaluation encompasses more than just the goals.

The Board and General Manager agreed that the suggested goal would not be included in the 2021 General Manager's Goals; Mr. Talbot withdrew his suggested goal.

Goal 2: Develop IT integrated roadmap and implement all NERC mandated cyber and physical security requirements.

There were no comments or changes to the suggested General Manager Goal.

Goal 3: Complete Class Cost of Service Study/Rate Study and make a formal presentation on rate restructuring, including new Renewable and/or Carbon Choice Rate.

Ms. O'Brien noted that Mr. Phipps recently provided an update on the direction RMLD is heading with Renewable and Non-Carbon Choice; including what is happening at other MLPs. At the next meeting the RMLD plans to make a recommendation to the Board. At the same time, the Department is dovetailing that into the Class Cost-of-Service Study (COSS)

Goal 4: Achieve APPA RP3 best utility practices and Reliability Excellence Award (safety, process, compliance, work force development, etc.).

Mr. Talbot provided a comment in written feedback and noted that his intention was to understand if this goal was kept on as part of the record or if RMLD was planning to get the award again in 2021. Ms. O'Brien noted that this is a significant goal to achieve with a tremendous amount of work put into it. To submit for this award, the RMLD team had to develop safety programs, worker procedures, etc. that were not already in place. The submission to APPA was significant to meet the criteria.

The Board and General Manager agreed that Goal 4 remain on the 2021 General Manager's Goals.

Goal 1: (Taken Out of Order): Continue with due diligence to determine alternative Wilmington substation land and proceed towards securing all necessary permits, regulations, transmission interconnections, easements, etc.

Mr. Talbot suggested a modification to this goal in written comments; acquire through purchase or lease, alternative Wilmington substation land and proceed towards securing all necessary permits, regulations, transmission interconnections, easements, etc.

Ms. O'Brien stated that she cannot agree with the suggested change. Ms. O'Brien cannot guarantee that this goal will be met by the end of the year because RMLD does not own the land, and there are negotiations involved. The RMLD cannot commit to purchasing or leasing a piece of land that RMLD does not own. This is one of the highest priorities for the company currently. However, although the RMLD plans to accomplish this goal, there are various factors in play that are out of our control. Ms. O'Brien cited the example of the Town of Wilmington and Article 97.

Mr. Talbot commented that the RMLD and the Board have been discussing this for several years, and it is a critical path for reliability. Mr. Talbot's intent was to emphasize that the Board would like to get this done this year; acquiring through purchase or lease is goal, even if not achieved. Ms. O'Brien stated that all possible land options are vetted not just when purchasing but leasing as well.

Discussion followed on moving the Wilmington substation goal, as a number one priority to number one on the goal's list.

Ms. Bitá asked Ms. O'Brien to rank her top two goals in order of importance. Ms. O'Brien responded that the top priorities are the Wilmington substation, the Union Contract negotiation, Policy 30, the Mass Climate Bill and the IT integrated roadmap. Ms. O'Brien noted that The RMLD and the Board need to be on the same page on how the RMLD and the Board proceed forward with the required changes to fill the open power supply contracts and this ties into additional goals. The IT integrated roadmap is particularly important to the security of the RMLD; not only to meet the required compliance to NERC on mandated cyber security because the RMLD is an electric company, but to protect against ransomware attacks. Ms. Bitá asked when something considered a goal verses normal course of business? Ms. O'Brien responded that getting the union contracts done is a normal course of action; the goals behind the strategy for it is considered "a goal" and will be discussed with the Board in executive session

The Board and General Manager agreed to move the Wilmington substation land goal to number one priority on the 2021 General Manager's Goals list.

Goal 5: Conduct both inside and outside expertise training on current portfolio strategy: Clean Bill proposals and impacts

Ms. O'Brien reported that this goal was completed in first half of 2021 by conducting training using outside consultants. This effort helped achieve the Policy 30 revision and approval.

Goal 6: Achieve Policy 30 update through Board definition of energy policy, definitions, percentage goals, and a vote on position of relevant elements of state law.

Ms. O'Brien reported that this goal was accomplished with the approval and execution of Policy 30.

Goal 7: Recommend a new Renewable and/or Carbon-Free Choice Program.

Ms. O'Brien reported that there were conversations from the Public around competitive or low pricing and Renewable/Carbon choice programs. These considerations need to be a part of Policy 30 with the Mission Statement update if that is the pleasure of the Board.

Mr. Talbot suggested a modification for the goal to state: Renewable "and/or" Carbon-Free Choice Program. Ms. O'Brien suggested, "Recommend a new Renewable and/or Carbon-Free Choice Program."

The Board and General Manager agreed that the suggested modification be included in the 2021 General Manager's Goals.

Goal 8: Commence Union Contract Negotiations – all 3 unions – notification per the CBAs will go out in August.

Ms. O'Brien noted that this goal will be discussed in the next meeting's executive session.

Goal 9: Generate Environmental Justice Operating Procedure to be submitted with each non-carbon power supply opportunity request.

Ms. O'Brien requested feedback and input on this goal. Ms. O'Brien noted that when the first Gravity hydro was presented, the RMLD was asked to speak about the environmental justice. Mr. Underhill investigated the matter; the RMLD provided a write up. Ms. O'Brien is recommending a more formal process surrounding both the social and environmental justice procedure. Ms. O'Brien noted that the RMLD will hire an outside consultant to perform the environmental justice report, and this will be attached to any renewable or non-carbon project brought to the Board. This is in addition to the social justice that the state performs.

Mr. Talbot suggested deleting this goal; Mr. Talbot noted he does not believe that the RMLD needs to hire an outside consultant to do the due diligence on every non-carbon. The fossil sites or biomass are more likely to be subject to the need for this type of due diligence but not necessarily solar or hydro.

Mr. Stempeck noted that recently he has read information on pushback that is happening on solar arrays; he is concerned that someone will be upset somewhere about whatever it is that is happening. Mr. Stempeck stated that the RMLD needs to look outside because if it is done internally, it will be biased. It would be well worth trying to contract with someone that does this professionally and can do a quick job with a justifiable and defensible answer in the court of law or public opinion.

Ms. O'Brien noted that the RMLD just completed one and it was worth its weight in gold due to the unknown implications. These companies look at all the background and vet the project.

Discussion followed on the term “environmental justice” to be taken out of Goal 9. Mr. Pacino suggested to replace it with “Due Diligence.” The Board and General Manager agreed to this suggestion.

Goal 10: Establish Operating Procedure to implement State’s Social Justice policy on power generation sites, etc. on the 2021 General Manager’s Goal List.

The Board and General Manager agreed that the State’s Social Justice policy will be adhered to by the RMLD implementing a procedure to ensure that the RMLD matches the state requirement. The RMLD will address this when submitting these projects for approval.

Goal 11: Hire a consultant to develop an employee survey to be conducted early 2022. Commission to review and recommend adjustments to the question list and survey process in advance.

Mr. Talbot suggested the following modification to this goal in written comments: “Hire consultant to conduct employee survey. Commission to review and approve question list and survey process in advance. Commission to determine timetable following appropriate deliberation.”

Extensive discussion ensued on the choice of consultant, the survey outcomes, the best practice of implementing the survey, the Board’s role in the survey, and the project timeline.

Ms. O’Brien noted that she does not believe this could get completed by the end of the year, and it was at Chair Coulter’s suggestion to include the timeline of early 2022. Ms. O’Brien appreciates the feedback.

Mr. Pacino commented that he had an issue with the word “approve” in Mr. Talbot’s suggested modification. Mr. Pacino stated that the only justification the Board has under state law is over the General Manager, there is no jurisdiction over anyone in the department. Mr. Pacino suggested to change the word approve to “recommend.”

The Board and General Manager agreed to incorporate the suggested change to the goal as follows: Hire a consultant to develop an employee survey to be conducted early 2022. Commission to review and recommend adjustments to the question list and survey process in advance.

Mr. Pacino made a **motion**, seconded by Mr. Talbot, to approve the 2021 proposed goals to the General Manager items 1-11 only as edited during this meeting.

Roll call vote: Ms. Bitar, Aye; Mr. Pacino, Aye; Mr. Talbot, Aye; Mr. Stempeck, Aye; and Chair Coulter, Aye.

Motion carried 5:0:0.

Ms. O’Brien agreed with the 2021 proposed goals to the General Manager items 1-11 only as edited during this meeting.

Commissioner Talbot Suggestions:

Proposed Goal 12: Carry out the Ash Street site planning evaluation as described in March 2020 goals. (This is different than discussions re: Business Improvement District. It is about long-term planning)

Mr. Talbot stated that the Board voted 5:0 to include the Ash Street site planning as a goal in March 2020. Ms. O’Brien noted that it was voted to put this on hold during COVID. This goal was put on because the Massachusetts Action Planning Committee (MAPC) had multiple discussions on how this area would be re-envisioned. The RMLD looked at land and building ownership on campus. Ms. O’Brien noted that would require more detailed direction.

Mr. Talbot noted that the intent of this is for the Board and General Manager to have a long-term plan of what to do with the real estate that is in the primary of downtown. What is the plan in the next fifty years or is it just improvements? Mr. Talbot suggested the Board meet with Reading Select Board to discuss the future of the Ash Street site; what would be the cost if RMLD moves all or part of the site?

Mr. Stempeck said with the Town of Reading having no plans set plan in place, and a scope that is not well defined, he would like the Town to provide that information prior to adding this as a 2021 goal. Currently, there are many items on the list; this should be placed on hold until the RMLD receives more information from the Town.

Mr. Pacino noted that this goal can be revisited as a Board goal instead of a General Manager Goal.

The Board and General Manager agreed that the addition of the suggested goal would not be included in the 2021 General Manager's Goals, and Mr. Talbot withdrew his suggested goal.

Proposed Goal 13: Work with the four towns to promote Town process steps wherein new developments consider full electrification rather than expansion of gas infrastructure prior to final development approval.

Mr. Talbot would like to try to promote Town process steps for when new developments come in that encourage the developers to consider full electrification rather than new gas infrastructure. The new projects downtown, a few blocks from our headquarters, have hundreds of new gas meters. Could developers have a meeting with the RMLD on how to electrify and have electric heating versus gas?

Chair Coulter noted that this is the biggest debate for developers right now. There are questions on handling load. Developers' base decisions on the economics of the project, and he does not see how the department would dictate any of this.

Ms. O'Brien noted that RMLD is part of the Town Design Review Team and gets to view the site plans up front. Ms. O'Brien has made recommendations in all four town about; having stanchions put in for EV when building and solar stanchions on roofs. However, the RMLD does not have a say in building code. The Green Communities Act, if adopted by the towns, that may assist in electrification.

The Board and General Manager agreed that the addition of the suggested goal would not be included in the 2021 General Manager's Goals, and Mr. Talbot withdrew his suggested goal.

Proposed Goal 14: If lobbying activity on behalf of RMLD is proposed to be undertaken by any entity, provide positions and costs for prior approval by the Commission.

Mr. Talbot suggested Goal #14 in written comments; and discussion ensued on lobbying activity on behalf of RMLD. Mr. Talbot noted that if lobbying activity on behalf of the RMLD is proposed to be undertaken, then the Board should know the positions are being lobbied for. The Board should be told what the positions are and approve them, even just verbally. The Board should be provided with monthly or quarterly reports.

Ms. O'Brien asked to clarify what type of lobbying this goal was referring to. Ms. O'Brien noted that there is lobbying on behalf of MLPs going on every day, all day, with all MLPs. Ms. O'Brien cited the example of the testimony provided by ENE, on her behalf, to make the existing bills on Green Communities.

Mr. Talbot commented that the Board was not made aware when the RMLD was lobbying for biomass and paid to lobby (directly or indirectly) for the Palmer Biomass plant (\$600) Mr. Talbot noted that as a Commission, the Board should have the opportunity to state if the

Board agrees with these positions. The Board may agree with 80% but there may be a time when, for example last year, if the Board knew what RMLD was paying to lobby for the Board may have had the chance to say that RMLD should not be lobbying for that.

Discussion followed on whether the proposed goal should be included in Policy 19 or as a goal.

Ms. O'Brien agreed to include the presentation of lobbying activity in Policy 19, quarterly. This will be included in the outside services presentation.

Mr. Stempeck stated that the RMLD covered the legal costs over the last few years in executive session and those expenses are decreasing. The Board is required to allow the General Manager to manage all operational aspects of RMLD and that includes choice of law firm, as well as, when there is a need for opinions and analysis. The Board needs to trust this excellent manager to do the right thing and abide by that. Under Policy 19 if the Board wants to review lobbying activity on a quarterly basis that is fine, but this should not be a goal, and the Board should not tell the General Manager how to micromanage the business.

Ms. Bitá asked why this could not be included as a goal and on Policy 19.

Mr. Coulter noted that the Board will move forward with the vote; Ms. O'Brien responded that she is not sure of what happens when the vote occurs, as the goals are supposed to be cooperatively agreed.

Ms. O'Brien noted that in the General Manager contract, it states that she must agree with the goals, and they must be attainable. Chair Coulter agreed that these goals should be collaborative.

Mr. Pacino commented that since Ms. O'Brien does not agree with this goal, the motion is probably out of order.

Chair Coulter noted that he is inclined to withdraw the motion, where the proposed goal can be moved into Policy 19. There will be a reporting mechanism on RMLD's lobbying activities.

Ms. O'Brien noted she was not objecting to this but asked for clarification (direct/indirect) on the lobby reporting, lobbyist or attorneys that lobby? Ms. O'Brien noted that this is a lot of work as how much potential lobbying could be done in the MLP sphere. Ms. O'Brien noted that she is not objecting to this but would like clarification.

Mr. Talbot commented that RMLD presents monthly reports on items such as how many poles were replaced each month, whereas with the big policies the Board does not have the visibility of what the department is fighting for or against.

Chair Coulter asked if there any objections with this goal going to vote from Ms. O'Brien; Ms. O'Brien responded no.

Mr. Pacino proposed an amendment to the motion to change the verbiage from monthly to quarterly.

Mr. Talbot made a **motion**, seconded by Ms. Bitá, that the General Manager shall provide a quarterly report on lobbying done on behalf of the RMLD.

Roll call vote: Mr. Talbot, Aye; and Ms. Bitá, Aye; Mr. Stempeck, Nay; Mr. Pacino, Nay and Chair Coulter, Nay.

Motioned failed 2:3:0.

Mr. Pacino noted that he would like this to see this be added to Policy 19; that is the direction he is giving to the Department.

Updated 2021 Board of Commissioner's Goals, Board approved after discussion below.

Goal 1: Set long-term strategy and continue policy review while fostering a productive, healthy, and cohesive environment through Board interaction that supports the continued success of the RMLD.

No discussion was held.

Goal 2: REVIEW MISSION AND VISION STATEMENTS: With GM and public input, the board shall review, update, and vote on the mission and vision statements.

Mr. Talbot suggested in written comments to add "with public input."

Mr. Stempeck asked two questions to the Board; Is there a timetable for that and how will it occur; If the public, Board, and General Manager want to go different ways how do you resolve that, a vote? Mr. Talbot noted that RMLD would like to ensure that the public can speak at the meeting and have public input regarding our mission and vision statement.

Language was input after the word "input": "the Board shall."

Goal 3: Convene joint public meeting with the Select Board and Town Planning staff to jointly discuss and share ideas on long-term Ash Street campus site planning.

Mr. Talbot noted that the intention of this goal is to ensure that the Board and Town are communicating with one another. Chair Coulter commented that this suggested goal can be a goal for the Board. The Board can set up a meeting with the Town this year to see if there is a plan or updated timeline. From there, the Board can defer any type of strategy until it is appropriate.

Goal 4: Continue participation in RMLD sponsored and other relevant community events.

No discussion was held.

Mr. Talbot made a **motion**, seconded by Ms. Bitá, to approve the four 2020/2021 Board of Commissioners the goals as presented.

Motion carried: 5:0:0.

Mr. Pacino, Aye; Mr. Talbot, Aye; Ms. Bitá, Aye; Mr. Stempeck, Aye; Chair Coulter, Aye.

Mr. Talbot left the meeting at this point.

Goal Update – Quarterly Check In

Ms. O'Brien discussed the annual goals review process. Ms. O'Brien reported that the General Manager Goals are supposed to be set the beginning of the year, but Policy 30 took precedent due to the Massachusetts Climate Bill.

Ms. O'Brien noted that the goal suggestions came from the content of the past Board meetings based on what the Board asked RMLD to prioritize. A quarterly check in should be occurring, where a discussion can be had on what has been completed, what has been worked on; if there is anything missing; to acknowledge accomplishments; and to provide feedback and assessment in a positive environment. In October, the department will do another update, which will be the sole focus of the meeting. Ms. O'Brien will resend the information presented by former Commissioners Dave Hennessy and Tom O'Rourke about best HR practices on executive reviews and quarterly check-ins.

Mr. Stempeck noted that the Board has been late doing the evaluation. Mr. Stempeck would like to get on a schedule to catch up and get check in on a quarterly basis. Mr. Stempeck

suggested a Board Goal for this year (to add later) that the Board call special meetings to stay on track with the evaluation of the General Manager.

Ms. O'Brien stated that she agreed to changing evaluation because her understanding was that there would be positive talk around accomplishments. The staff has worked on hard on managing these goals and prioritizing; but the RMLD staff needs more support from the Commissioners.

Chair Coulter stated that he would like to have a separate meeting in October to discuss the Goals.

Discussion ensued regarding the Board of Commissioners agenda guideline and schedule.

Ms. O'Brien suggested that the RMLD create a quarterly schedule where presentations will be on a rotating basis while still covering everything required in Policy 19. Required reports will be changed accordingly with the updates in Policy 19, and then quarterly schedule modified accordingly. Both these items will be presented as recommendations in July.

Ms. Bitá asked if the team was back in person at the Ash Street office, and Ms. O'Brien responded yes.

Ms. O'Brien will provide a rotational presentation schedule for RMLD Board meetings at the next meeting.

At 8:45 PM Mr. Pacino made a **motion**, seconded by Mr. Stempeck. that the Board of Commissioners adjourn regular session.

Roll call vote: Mr. Pacino. Aye, Mr. Stempeck, Aye; Ms. Bitá, Aye and Chair Coulter, Aye.

Motion carried 4:0:0. Mr. Talbot was not present for the vote

A true copy of the RMLD Board of Commissioners Minutes
As approved by a majority of the Commission.

Philip B Pacino

Philip B Pacino (Sep 24, 2021 10:54 EDT)

Philip B. Pacino, Secretary Pro Tem
RMLD Board of Commissioners



**READING MUNICIPAL
LIGHT DEPARTMENT**

BOARD OF COMMISSIONERS MEETING

GM / Board of Commissioners Goals Meeting

Tuesday, June 22, 2021

RMLD 2021 GOALS

ATTACHMENT 1

RMLD 2021 GOALS

The list below highlights several specific goals for 2021 that fit within the larger mission and objective of RMLD to provide reliable power at low cost, work toward a cleaner energy supply, work closely with the Towns we serve, capture potential revenue opportunities, and anticipate technological changes.

In the absence of agreed upon goals, the following suggested goals were identified as RMLD 2021 priorities through Board related discussions commencing last year Q4: Budget process, Roadmap 2050/Clean Energy Bill, etc., and set as unofficial.

2021 PROPOSED GOALS FOR THE GENERAL MANAGER

1. Develop IT integrated roadmap and implement all NERC mandated cyber and physical security requirements.
2. Complete Class Cost of Service Study/Rate Study and make a formal presentation on rate restructuring.
3. Achieve APPA RP3 best utility practices and Reliability Excellence Award (safety, process, compliance, work force development, etc.)
4. Continue with due diligence to determine alternative Wilmington substation land and proceed towards securing all necessary permits, regulations, transmission interconnections, easements, etc.
5. Conduct both inside and outside expertise training on current portfolio strategy: Clean Bill proposals and impacts.
6. Achieve Policy 30 update through Board definition of energy policy, definitions, percentage goals, and a vote on position of relevant elements of state law.
7. Achieve a new Renewable and Carbon-Free Choice Program.
8. Commence Union Contract Negotiations – all 3 unions – notification per the CBAs will go out in August.
9. Generate Environmental Justice Operating Procedure to be submitted with each non-carbon power supply opportunity request.
10. Establish Operating Procedure to implement State's Social Justice policy on power generation sites, etc.
11. Hire a consultant to develop an employee survey to be conducted in early 2022.

2021 PROPOSED BOARD OF COMISSIONERS GOALS

1. Foster a productive, healthy, and cohesive environment through Board interaction that supports the continued success of the RMLD.
2. REVIEW MISSION and VISION STATEMENTS: With GM input, review, update, and vote on the mission statement.
3. Continue participation in RMLD sponsored community events.