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AGENDA
REGULAR SESSION

READING MUNICIPAL LIGHT DEPARTMENT
CITIZENS' ADVISORY BOARD (CAB) MEETING

Wednesday, January 14, 2015
6:30 pm
230 Ash Street, Winfred Spurr/Audio Visual Room
Reading, MA 01867

1. CALL MEETING TO ORDER: G. Hooper, Chair
2. INTRODUCTIONS: G. Hooper, Chair
3. APPROVAL OF MINUTES FROM OCTOBER 22, 2014, MEETING: G. Hooper, Chair
Suggested Motion: Move that the Citizens' Advisory Board approve the minutes of the October 22, 2014, meeting as written.
4. FOLLOW-UP ON PRESENTATION TO TOWNS: C. O'Brien, General Manager
5. REVIEW AND APPROVAL OF CAB POLICIES #1 AND #2: D. Nelson, Vice Chair
6. CAB COVERAGE FOR 2015 BOC MEETINGS: G. Hooper, Chair
7. NEXT MEETING: G. Hooper, Chair
8. ADJOURNMENT: G. Hooper, Chair

This Agenda has been prepared in advance and does not necessarily include all matters which may be taken up at this meeting.

**READING MUNICIPAL LIGHT DEPARTMENT
CITIZENS' ADVISORY BOARD (CAB) MEETING**

**MINUTES
Regular Session**

Time: 6:30 p.m.

Date: Wednesday, October 22, 2014

Place: RMLD, 230 Ash Street, Reading, MA, Winfred Spurr/ Audio Visual Room

CAB Members Present:

Mr. George Hooper, Vice Chair (Wilmington); Mr. Dennis Kelley (Wilmington); Mr. David Mancuso (Reading); Mr. David Nelson, Secretary (Lynnfield)

CAB Members Absent:

None

RMLD Commissioner(s) Present:

Mr. Thomas O'Rourke

RMLD Staff Present:

Ms. Coleen O'Brien, Mr. Robert Fournier, Ms. Kathleen Rybak

Public and Invited Guests Present:

None

1. Call Meeting to Order – G. Hooper, Vice Chair

Vice Chair Hooper called the meeting of the Citizens' Advisory Board to order at 6:30 p.m. and noted that the meeting was being audio recorded.

2. Approval of Minutes– G. Hooper, Vice Chair

Materials: August 13, 2014, Regular Session CAB Minutes

Mr. Nelson made a **Motion** that the Citizens' Advisory Board approve the Minutes from the August 13, 2014, meeting as written, seconded by Mr. Mancuso. Hearing no further discussion, **Motion carried 4:0:0 (4 in favor, 0 opposed, 0 absent).**

3. CAB Reorganization– G. Hooper, Vice Chair

Vice Chair Hooper entertained motions to elect a new Chair. Mr. Kelley made a **Motion** to nominate Mr. Hooper for Chair, seconded by Mr. Nelson. Hearing no further discussion, **Motion carried 4:0:0 (4 in favor, 0 opposed, 0 absent).**

Mr. Hooper made a **Motion** to nominate Mr. Nelson for Vice Chair, seconded by Mr. Mancuso. Hearing no further discussion, **Motion carried 4:0:0 (4 in favor, 0 opposed, 0 absent).**

Mr. Nelson made a **Motion** to nominate Mr. Mancuso for Secretary, seconded by Mr. Kelley. Hearing no further discussion, **Motion carried 4:0:0 (4 in favor, 0 opposed, 0 absent).**

4. CAB Update and Presentation to the Towns – C. O'Brien, General Manager

Ms. O'Brien reported that RMLD staff including, herself, Ms. Parenteau and Mr. Smith would be making presentations to each town's board of selectmen in November. She then gave a preview of the presentation, which includes the Mission Statement, Organization/Reliability Studies, LED Street Light Pilot, Tree Trimming Program, and Charging Station/Commercial Rebates Programs. Ms. O'Brien reported that after review of the proposals received, the Organizational Study was awarded to Leidos Engineering, LLC, and the Reliability Study was awarded to Booth & Associates, LLC. CAB members were given an opportunity to ask question regarding the materials presented.

5. FY14 Annual Financial Report – R. Fournier, Accounting/Business Manager

Materials: Town of Reading, Massachusetts, Reading Municipal Light Department, Annual Financial Statements for the Year Ended June 30, 2014

Mr. Fournier reported that MelansonHealth presented the results of the FY14 audit to the RMLD Audit Committee, the Town of Reading Audit Committee, and then the Board of Commissioners on October 2. MelansonHealth gave the RMLD an unqualified opinion, which is what we strive for every year. They also stated that the financial statements were materially correct. Mr. Fournier then presented a brief summary of the financial statements included in the audit report.

6. Financial Report – August 2014 – R. Fournier, Accounting/Business Manager

Materials: August 31, 2014, Report

Mr. Fournier reviewed the financials for the period ending August 31. Mr. Fournier noted that with the first quarter financials, he will include the purchase power capacity/transmission adjustment into the rate classes so we won't have a big discrepancy between base revenues (being under budget) and purchase power capacity/transmission adjustment (over budget). When we did the Cost of Service Study, we thought we would get away with just capturing it in one account, but it skews the financials. It does not change the bottom line it just skews the comparison in the financials.

7. Integrated Resources Report – August 2014 – C. O'Brien, General Manager

Materials: Purchase Power Summary – August 2014

Ms. Parenteau was not available; therefore, this item was tabled. Ms. O'Brien asked CAB members to review the materials provided and send any questions to her.

8. Review of CAB Policies – D. Nelson, Secretary

Materials: Draft CAB Policy No. 1 – Revision 3c and Draft CAB Policy No. 2 – Revision 3

Mr. Nelson presented the most recent draft revisions of the two CAB policies. The intent of the revisions is to bring the policies up to date, to be sure that they follow suit with what the CAB is currently doing, and that they follow the 20-Year Agreement. The additions or revisions proposed stipulate a lot of what is referenced in the 20-Year Agreement. For Policy 1, of note was the expansion of items: 1.C., 1.D, and the establishment of term limits for officers. Mr. Nelson asked if there were any comments. Mr. Hooper noted that he had reviewed the changes - a lot of it was word changes and some things that needed to be updated. Mr. Nelson reviewed proposed edits to Policy 2.

Ms. O'Brien noted that all of the Commissioners policies have been sent out to legal for political scrubbing and to be updated, and offered to send these policies out to legal as well. Ms. O'Brien

noted that moving forward (for new or revised policies) a “next revision date” three years from the approval date will be included with all policy. If a policy needs to review earlier, that will happen, but at a minimum, they will be reviewed regularly every three years. CAB members agreed with this approach and welcome the review.

9. Report on NEPPA Annual Conference – D. Mancuso

Mr. Mancuso gave a brief review of the NEPPA Annual Conference, which he attended in August. His biggest take away was the session on the natural gas constraints and the impact it will have on municipalities and rates. Ms. O'Brien asked if there was any discussion on the reduction in cost of solar and the impact on utilities and their sales. Mr. Mancuso did not recall anything specific on this subject. Discussion of this issue ensued. Mr. Mancuso noted that he would have liked to see more learning sessions as opposed to motivational sessions. Mr. Mancuso agreed to provide some feedback to NEPPA on the conference, with the permission of the Board.

10. Next Meeting – G. Hooper, Vice Chair

The next CAB meeting was scheduled for November 19, 2014, at 6:30 p.m.

Mr. Kelley thanked Ms. O'Brien for arranging his recent RMLD Orientation. He found it to be invaluable and noted that it is an important experience for new members.

11. Motion to Adjourn – G. Hooper, Vice Chair

Mr. Nelson made a *Motion* to Adjourn the Citizens' Advisory Board meeting, seconded by Mr. Mancuso. Hearing no further discussion, *Motion carried 4:0:0 (4 in favor, 0 opposed, 0 absent)*.

The Citizens' Advisory Board Meeting adjourned at 7:48 p.m.

Respectfully submitted,

David Mancuso, Secretary

Minutes approved on _____

RMLD
CITIZENS' ADVISORY BOARD

Chair Signature _____ Date _____ Per CAB Vote: _____

I. PURPOSE

- A. To establish the role of the Reading Municipal Light Department ("RMLD") Citizens' Advisory Board ("CAB") as set forth in Paragraph 9 and Attachment 4 of the "20 Year" Agreement, and its relationship to RMLD's customers, the RMLD Board of Commissioners ("Commissioners"), and the RMLD General Manager.
- B. To establish administrative controls for certain CAB activities.
- C. The RMLD will provide a minimum annual budget of \$15,000 annually to pay for incurred CAB consultant expenses and other appropriate expenses deemed necessary by the CAB to fulfill its role as an advisor to RMLD on matters within its purview of the "20 Year" Agreement and the member towns it represents. The CAB agrees to prepare and submit a budget request for any additional costs above the \$15,000 by November 30th of each year to the RMLD General Manager for review and consideration.
- D. The CAB shall be provided reasonable access to and has the authority to request copies from RMLD of any and all operational and procedural/documents relative to its responsibilities as specified in Paragraph 9 and Attachment 4 of the "20 Year" Agreement, except those documents that are exempt from disclosure under the public records law or under confidential attorney client privilege or other applicable law. CAB members shall become familiar with such public documents of the RMLD and provide their member town's input back into the RMLD Commission's decision making process.

II. GOVERNING LAWS AND LEGAL REQUIREMENTS

- A. M.G.L., Chapter 164, M.G.L. c. 4, § 7 (clause twenty-six), M.G.L. c. 30A, §§ 18 -25 and any and all other applicable federal and state statutes and regulations.
- B. The "20 Year" Agreement between the RMLD and the towns of Lynnfield, Reading, North Reading, and Wilmington.

III. CAB GOVERNANCE AND RESPONSIBILITIES

The CAB shall elect a chair, vice-chair and secretary, and such officers will be rotated among the CAB members not more than every two terms.

A. CAB Chair:

- 1. The Chair is responsible for calling regular, emergency, and executive session meetings of the CAB Board as needed, subject to the requirements of M.G.L. c. 30A, §§ 18 -25, the Open Meeting Law. In fulfilling its duties under the 20-Year Agreement, the CAB shall meet at a minimum of every two (2) months, and may do so without the attendance of RMLD management or staff at its discretion as long as there is a quorum of three (3) of the five (5) members in attendance and provided all other Open Meeting Law requirements are followed.

2. The Chair presides over the CAB meetings, sets the agenda with input from CAB members and recognizes all speakers, including other CAB members and attendees.
3. The Chair nominates CAB members to represent the CAB at appropriate functions, events and meetings. Final decisions shall be made by a majority vote of the CAB members.
4. The Chair nominates Board members to committees. Final appointments shall be made by a majority vote of the CAB members. Committees shall organize and select a chair and other officers by majority vote of said committee as required once appointed. All committees shall be conducted in accordance with this policy and applicable laws, including M.G.L. c. 30A, §§ 18 -25.
5. The Chair may delegate some, none or all of the above responsibilities to the Vice-Chair at his/her discretion.
6. The Chair will serve a two year term and will be eligible for re-election as Chair for two consecutive terms. Upon completion of such terms, one two-year term must pass prior to being eligible for re-election as Chair.

B. CAB Vice-Chair:

1. The CAB Vice-Chair shall serve as chair in the absence of the Chair.
2. The Vice Chair will serve a two year term and will be eligible for re-election as Vice Chair for two consecutive terms. Upon completion of such terms, one two-year term must pass prior to being eligible for re-election as Vice Chair.

C. CAB Secretary:

1. Performs final review of Board minutes.
2. Certifies, as required by law, votes of the CAB.
3. Signs, upon direction of a majority vote of the CAB, documents and legal settlements on behalf of the CAB. Alternatively any CAB member may be authorized to perform this function by majority vote of the CAB.
4. In the absence of the Secretary, any other CAB member may be assigned by the Chair, the duties of Secretary for that specific meeting.

D. The CAB, as a whole, by majority vote, shall:

1. Provide decision-making input to the RMLD Commission on issues concerning:
 - a. Expansion or retirement of RMLD's transmission, distribution, general plant or generation that is normally submitted for approval to the RMLD Commission under the annual capital budget.
 - b. Power contracts and agreements and their mix for energy and/or capacity, which are either:
 - i. A minimum of 10 megawatts in energy or
 - ii. A minimum of 6 month term
 - c. Cost-of-service and rate making practices.

- d. Financial and accounting practices including but not limited to the creation of reserve accounts or any alteration to existing reserve accounts. Alterations are defined as a transfer to or from a reserve account that is not a posting of accrued interest.
 - e. RMLD's operating and capital budgets and recommend increases, decreases and alterations in accordance with M.G.L. c. 164, § 58 and generally accepted ratemaking principles. The CAB shall review the proposed budgets for both their ability to ensure the proper maintenance, reliability, safety and needed improvements to the physical plant of the RMLD, and for fiscal responsibility and impact on rates in accordance with M.G.L. c. 164.
 - f. Other issues as outlined in the "20 Year" Agreement, and as may be referred by the CAB Chair and RMLD Commission.
- 2. Approve in advance, attendance by CAB members at any meeting, conference, training session or similar function that requires reimbursement of expenses by RMLD or the use of RMLD resources for CAB authorized activities.

E. CAB Committees

- 1. Serve as a mechanism for the CAB to review and consider specific issues. Committees can recommend but not approve formal recommendations and input to the RMLD on behalf of the CAB unless the CAB, by majority vote, specifically delegates such authority with respect to a course of action.

IV. POLICY ELEMENTS

It is the policy of the CAB:

- A. To operate in accordance with the "20 Year" Agreement, and all applicable laws relating to the conduct of the CAB and its members, including but not limited to M.G.L. c. 30A, §§ 18-25 and M.G.L. c. 268A, all laws and requirements applicable to the business of the RMLD and its customers.
- B. All Members are required to act with the highest level of integrity, business ethics and objectivity in any CAB transaction or where a member represents the CAB, the Commission or the RMLD. No member is allowed to misuse the authority or influence of their CAB position.
- C. To operate in a respectful, businesslike and efficient manner in all aspects of the CAB meetings and all dealings with the RMLD Board and the RMLD.
- D. To hold regular open and public meetings to allow any and all customers of RMLD to express their views and to provide direct input on any open session matter before the CAB.
- E. To affirmatively and courteously respond to all requests for public information in the custody and control of the CAB, subject to the constraints of Policy 12 (attached), Board Document Dissemination and Massachusetts Public Records Law. All request responses will be arranged and approved through the CAB with the assistance of the RMLD General Manager.
- F. Solicit and consider input from member towns' Boards of Selectmen, businesses and residents on matters within the CAB's purview.

READING MUNICIPAL LIGHT BOARD DOCUMENTS DISSEMINATION
General Manager/Date 3/29/04Per Board Vote: March 23, 2004
Chairman/Date**I. PURPOSE:**

- A. To establish a Board policy regarding the dissemination of Board documents prior to, during and after a Board meeting.

II. RESPONSIBILITIES:

- A. Reading Municipal Light Board
1. Responsible for periodic review of this Policy.
- B. General Manager
1. Responsible for ensuring consistent application of this Policy.

III. POLICY ELEMENTS

- A. All documents, either supporting or directly requesting or requiring action by the RMLD Board, shall not be distributed to anyone other than a legally elected Board member, the General Manager or other applicable RMLD managers, employees, consultants or attorneys prior to a properly established Board meeting.
- This policy is necessary to ensure such documents are not mistaken for Board approved policy, procedures, positions, etc. prior to an actual consideration, discussion, review or decision.
- The only exception is the Regular Session agenda, which may be freely distributed prior to a Board meeting to any member of the public who requests a copy. This agenda once approved by the RMLD Chair is also posted to the RMLD's website for public viewing.
- B. All documents encompassed by Policy Element "A" above may be freely distributed to any member of the public who attends the appropriate Board meeting provided they are not exempted under the Massachusetts' Public Records Law. Distribution of documents subsequent to a Board meeting are governed by the Town Bylaws.
- C. Executive Session minutes will be released in accordance with Massachusetts General Law, if the lawful purpose of the Executive Session will not be defeated.
- D. All requests for unreleased Executive Session minutes will be forwarded to the Chairman of the RMLD Board, and placed on the next available RMLD Board meeting agenda for resolution.
- E. On a monthly basis, the approved Executive Session meeting minutes will be forwarded to the General Manager and Secretary of the RMLD Board for review. Within thirty days a determination will be made by the Secretary of the RMLD Board on which minutes can be released publicly according to Section III C of this policy and the Secretary will release them within seven days.

RELEASE OF EXECUTIVE SESSION MINUTES

Chair Signature

Date

Per CAB Vote:

I. PURPOSE

To establish the procedure for Release of Executive Session Minutes.

II. GOVERNING LAWS AND LEGAL REQUIREMENTS

- A. M.G.L., Chapter 30A, § 22;
- B. M.G.L. c. 164, § 47D, to the extent applicable to CAB meetings, and other applicable federal and state statutes and regulations and guidelines governing the confidentiality of meeting minutes, information, and documentation; and
- C. The most current "20 Year" Agreement between the Reading Municipal Light Department ("RMLD") and the towns of Lynnfield, Reading, North Reading, and Wilmington.

III. RESPONSIBILITIES

- A. The Chair and the Secretary of the Citizens' Advisory Board ("CAB") will review approved Executive Session minutes in their entirety and related materials that are still in confidential status on a minimum of a quarterly basis (no later each January 15, April 15, July 15, October 15) and in response to a public records request for such minutes to determine if continued non-disclosure is warranted under M.G.L. c. 30A, § 22. In conducting the review, the Chair and the Secretary shall consider whether:
 - (1) the executive session was held in compliance with M.G.L. c. 30A, § 21;
 - (2) publication of the minutes or materials would defeat the lawful purposes of the executive session;
 - (3) the minutes or materials include information protected by the attorney-client privilege;
 - (4) the information or materials are subject to one or more of the exemptions under the public records law, M.G.L. c. 4, § 7 (clause twenty-sixth) or M.G.L. c. 164, § 47D;
 - (5) the RMLD Board has voted to disclose such information (to the extent that the Executive Session was held to consider RMLD's competitively sensitive information which was entitled to confidentiality under M.G.L. c. 164, § 47D); and
 - (6) The minutes or materials are entitled to confidentiality as personnel information as set forth in M.G.L. c. 30A, § 22(e).
- B. The Chair and the Secretary shall announce the findings of their quarterly review at the next CAB meeting following the completion of such review. Such announcement shall be included in the minutes of that meeting. The Chair and the Secretary shall make a recommendation to the members of the CAB to release for publication those minutes or portions of minutes and related materials in which continued confidential treatment is not warranted under M.G.L. c. 30A, § 22. The procedure and timeframe for conducting and voting on reviews in response to a request for Executive Session minutes are set forth in Section IV.C.

- C. Executive Session minutes, or portions thereof, will be released only by an affirmative majority vote of at least three (3) members of the CAB.

IV. POLICY ELEMENTS

- A. Executive Session minutes of CAB meetings and related documents are available to all members of the CAB. All CAB members shall be bound to maintain their confidentiality until such minutes and/or related materials are released for disclosure as provided in Section III.
- B. Executive Session minutes will be released in accordance with Massachusetts General Laws and the Open Meeting Law Guidelines as outlined by M.G.L. c. 30A, § 22 and the Massachusetts Attorney General.
- C. All requests for unreleased Executive Session minutes will be forwarded to the Chair of the Citizens' Advisory Board immediately following receipt and shall be placed on the next available CAB meeting agenda for resolution. If the minutes have not been previously subject to a quarterly review, the Chair and the Secretary shall review the minutes as provided in Section III.A prior to the next CAB meeting. The Chair and the Secretary shall present the findings on whether continued confidentiality is warranted to CAB and the CAB shall take a vote on whether to release the minutes or portions thereof at its next regularly scheduled meeting following the request or within 30 days, whichever occurs first. Notwithstanding the foregoing, upon request by any person to inspect or copy the minutes of an Executive Session or any portion thereof, the Chair, on behalf of the Citizens' Advisory Board, shall respond to the request within 10 days following receipt and shall release any such non-exempt minutes or portions thereof in which the CAB previously voted to release.