

KENNEBUNK LIGHT & POWER DISTRICT
COUNTY OF YORK
STATE OF MAINE

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BOARD OF TRUSTEES MEETING MINUTES

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KENNEBUNK LIGHT & POWER DISTRICT
4 FACTORY PASTURE LANE
KENNEBUNK, ME 04043
TUESDAY, JULY 31, 2018
5:00 p.m.

- - -

BOARD MEMBERS:

PRESIDENT: DAVID CLUFF - (NOT PRESENT)

VICE-PRESIDENT: ROBERT EMMONS - (PRESENT)

GENERAL MANAGER/TREASURER: TODD SHEA - (PRESENT)

CLERK: DAN BARTILUCCI - (PRESENT)

TRUSTEE: JAY KILBOURN - (PRESENT)

TRUSTEE: BRADLEY "SCOTT" DUCHARME - (PRESENT)

ALSO PRESENT:

Matthew Rancourt, Business Manager

Albert Kolff, Kennebunk

Beverly Freudenreich, Kennebunk

Bill Grabin, Kennebunk

Peter Ashley, Kennebunk

Ward Hansen, Kennebunk

ALSO PRESENT (continued):

Nicholas Bartenhagen, Kennebunk

Margaret Bartenhagen, Kennebunk

Paul Beach, Kennebunk

Jennifer Niese, Kennebunk

Bob Wuerthner, Kennebunk

(Other members of the public may have been present but not identified.)

APPEARANCES:

DRUMMOND WOODSUM
BY: ELEK A. MILLER, ESQ.
84 Marginal Way
Suite 600
Portland, ME 04101-2480

Whereupon, President Kilbourn called the meeting to order at 5:00 p.m.

Whereupon, Item II, Election of President, Vice President and Clerk, occurred as follows:

Dan Bartilucci nominated David Cluff for President. The motion was seconded by Scott Ducharme.

Thereupon, with no further discussion, a vote was taken. Unanimous ayes were heard. David Cluff will serve as President.

Scott Ducharme nominated Bob Emmons for Vice-President. The motion was seconded by Jay Kilbourn.

Thereupon, with no further discussion, a vote was taken. Unanimous ayes were heard. Bob Emmons will serve as Vice-President.

Scott Ducharme nominated Dan Bartilucci for Clerk. Jay Kilbourn seconded the motion.

Thereupon, with no further discussion, a vote was taken. Unanimous ayes were heard. Dan Bartilucci will serve as Clerk.

Whereupon, Trustee Kilbourn nominated General Manager Shea to continue to serve as Treasurer. The motion was seconded by Vice-President Emmons.

Thereupon, with no further discussion, a vote was taken. Unanimous ayes were heard. General Manager Shea will serve as Treasurer.

Whereupon, Item III, Board Review Regular Meeting Agenda, occurred.

Whereupon, Item IV, Board Roles and Responsibilities - Annual Discussion with Attorney, Elek Miller of Drummond Woodsum, occurred. Attorney Elek addressed the Board and proceeded into his annual presentation. A question and answer period followed the presentation.

Whereupon, Item V, Board Review and Approve Minutes of 06/26/18 Meeting, occurred. Trustee Kilbourn made the motion to accept the minutes. It was seconded by Vice-President Emmons.

Thereupon, with no further discussion, a vote was taken and, with unanimous ayes heard, the Minutes of June 26, 2018 were approved.

Whereupon, Item VI, Board Review June, 2018 Financials, occurred. Business Manager Rancourt took the floor and advised those present of the June standings.

Whereupon, Item VII, Board Consideration of Management and Staff Recommendation for Contracted Engineering Services, occurred.

General Manager Shea took the floor. He advised those present of the efforts put forth by management and staff in regard to engineering services. Staff feels strongly to continue with SGC Engineering. Management is in agreement.

Whereupon, Trustee Kilbourn made the motion to continue with SGC Engineering. The motion was seconded by Clerk Bartilucci.

Thereupon, a brief discussion occurred between Trustee Ducharme and General Manager Shea. After which a vote was taken and unanimous ayes were heard. The motion carries to continue with SGC Engineering.

Whereupon, Item VIII, Board Review of Final Draft of KLPD Strategic Plan, occurred. General Manager Shea took the floor and asked for the Board's further review. General Manager Shea has received comments from only Clerk Bartilucci and Trustee Ducharme. He would like further input from the other members. Political initiatives and climate change issues were discussed. Maintenance of dams was also a topic discussed. The comments forwarded by Clerk Bartilucci were discussed in detail by the Board. It was decided upon by the Board that the draft will be fine tuned; corrections, modifications, and changes will be made by General Manager Shea. It will then be brought back to the Board for their further review.

Trustee Kilbourn asked if the conversation should be opened to those present in an effort to hear their comments. Vice-President Emmons asked if those present had any comments in regard to the strategic plan draft. Upon a request to explain the monitoring of disruptive technologies by Ms. Bartenhagen, General Manager Shea addressed those present in regard to that issue. Ms. Bartenhagen also discussed climate change issues and her feelings on impending future disruptions. The availability of documentation on the District's website prior to meetings was discussed by Ms. Freudenreich and the Board. General Manager Shea advised those present that Mr. Grabin specifically asked for the strategic plan draft and that the draft was not put on the website as the intent was to have the Board review the draft so that there then would be a version made available for the public to weigh in on. Trustee Kilbourn added that a copy of the strategic plan was forwarded to various individuals that he knew were interested in the District's strategic plan as he thought it was an available document on the District's website. Mr. Grabin did not receive his copy via Trustee Kilbourn. He also stated that the portions of the document that were sent were not confidential and he assured those present that there was no devious intent. Consideration of territory expansion was then discussed by Mr. Grabin. Renewable energy and energy efficiency was then discussed by Ms. Niese. Mr. Ashley discussed the District's corporate papers in regard to eminent domain. Mr. Beach congratulated the Board in regard to strategic and progressive thinking.

Vice-President Emmons then asked if those present had any comments in regard to the strategic plan draft. Upon a request to explain disruptive technologies by Ms. Bartenhagen, General Manager Shea addressed those present in regard to that issue. Political initiatives and climate change issues were then remarked upon by Ms. Bartenhagen. The availability of documentation on the District's website prior to meetings was discussed by Ms. Freudenreich and the Board. In regard to the strategic plan draft, General Manager Shea advised those present that Mr. Grabin asked for the document specifically. Trustee Kilbourn added that a copy of the strategic plan was forwarded to Mr. Grabin as he thought it was an available document on the District's website. He assured those present that there was no devious intent and no confidential documents were forwarded. Consideration of territory expansion was then discussed by Mr. Grabin. Renewable energy and energy efficiency was then discussed by Ms. Niese. Mr. Ashley discussed the District's corporate papers in regard to eminent domain. Mr. Beach congratulated the Board in regard to strategic and progressive thinking.

Whereupon, IX, Board Approval of Authorization for General Manager to Execute Solar Interconnection Agreement, Temporary Easement, and PPA Revisions Regarding West Kennebunk Solar Array, occurred.

Whereupon, Trustee Kilbourn made a motion to authorize General Manager Shea to execute the solar interconnection agreement. Trustee Ducharme seconded the motion.

Thereupon, after a discussion in regard to the costs related to attaching the interconnection, Vice-President Emmons asked for a vote. The vote was taken and, with unanimous ayes heard, the motion carries to authorize General Manager Shea to execute the solar interconnection agreement.

Whereupon, General Manager Shea then explained the temporary easement agreement. Trustee Ducharme then made a motion to authorize General Manager Shea to execute the temporary easement provided that the equipment that is going into the road has no damaging affect to the substation. The motion was seconded by Trustee Kilbourn.

Thereupon, Vice-President Emmons asked for a vote. With unanimous ayes heard the motion carries to authorize General Manager Shea to execute the temporary easement provided that equipment that is going into the road has no damaging affect on the substation.

General Manager Shea then explained the Purchase Power Agreement. Trustee Kilbourn made a motion to accept the amendment and restatement of the Master Solar Power Purchase Agreement and to authorize General Manager Shea to execute the document. The motion was seconded by Clerk Bartilucci.

Thereupon, after a brief discussion, Vice-President Emmons asked for a vote. The vote was taken and, with unanimous ayes heard, the motion carries to accept the amendment and restatement of the Master Solar Power Purchase Agreement and to authorize General Manager Shea to execute the document.

Whereupon, Item X, Board Consideration of America First Hydro Operation Agreement Request, occurred. General Manager Shea explained the Agreement to those present. A lengthy discussion occurred in which licensing, generation, length of agreement, ownership of dams and equipment and costs were discussed. A joint meeting with the Board and First Hydro was then discussed.

Whereupon, Trustee Ducharme made a motion that General Manager Shea contact America First Hydro and ask them to attend the next KLPD board meeting for discussion on an operations and maintenance contract, another contract going forward, provided licensing is going to be renewed, and ownership of the dams. The motion was seconded by Trustee Kilbourn.

Thereupon, after a brief discussion in regard to proprietary issues, Trustee Kilbourn asked for the motion to be repeated. The motion was revised as follows: To request America First Hydro to attend the next KLPD Board of Trustees' Business meeting to discuss an operations and maintenance contract. Vice-President Emmons then requested a vote. Unanimous ayes heard

were heard and the motion carriers to request America First Hydro to attend the next KLPD Board of Trustees' Business meeting to discuss an operations and maintenance contract.

Whereupon, Item XI, General Manager's Report, occurred as follows:

- A. Past Board Meeting Requests as noted below:
- B. Substation Planning Update occurred earlier in this meeting.
- C. Asplundh Tree Trimming Update - ten miles have been completed.
- D. Hydro Operations Update - hydros have not been operating due to low water. Maintenance on the hydros are ongoing.
- E. GM at NEPPA Annual Conference August 20, 2018 through August 22, 2018.

Whereupon, Item XII, Public Comment Period (Limited to 15 Minutes Total), occurred. Mr. Ashley took the floor and discussed various topics including the 20-mile limit at the District's outskirts, wind power, a plug-in generator, the Ross Road project, cogeneration, Twine Mill and the use of the level control.

Mr. Grabin discussed the value of supporting documentation being available on the website when the agenda is posted. He would like to see the previous month's minutes, the financial reports, the solar and NextEra contracts, et cetera.

Ms. Freudenreich thanked KLPD crew for their putting a sleeve on her wires so that her painters would be safe while painting. She would like this noted so that the Public is aware of this service that is provided by KLPD.

Ms. Freudenreich discussed the Freedom of Access Act. She would like to see agendas available to the public at least two weeks prior to the meeting. She discussed hydro generation, as well.

Mr. Hansen discussed alternative energy, the potential of an energy crisis, energy efficiency, and the District's strategic plan. He discussed OPEC, oil, coal and other topics.

Whereupon, Item XIII, Next Meetings, Discussion on Reschedule of August Meeting, occurred. A Motion was made by Trustee Kilbourn to have one meeting in the month of September to occur on September 25, 2018. The motion was seconded by Trustee Ducharme.

Thereupon, with no further discussion, a vote was taken. With unanimous ayes heard the motion carries and the next meeting of the KLPD Board of Trustees will occur on September 25, 2018.

It was noted that if a meeting is required due to an emergent situation, it can be scheduled and occur pursuant to the obligatory regulations.

Whereupon, XIV, Board Recommendation for Agenda Items for Next Meeting, occurred. Any additional agenda items will be forwarded to General Manager Shea.

There being no additional business of the District discussed by the Board, Vice-President Emmons asked for a motion to adjourn. Trustee Kilbourn made the motion. It was seconded by Clerk Bartilucci.

Thereupon, with unanimous ayes heard, the meeting adjourned at 7:56 p.m.

Attest: _____
Dan Bartilucci, Clerk