



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

SPECIAL BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Special Meeting of the Board of Directors**
Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
Meeting Date: **Tuesday, December 27, 2022**
Meeting Time: **Noticed for 9:30 AM on CPCNH.org & Lebanon City Hall**

AGENDA

1. Welcome & Roll Call
2. Approve Minutes of 12/15-12/19 Board Meeting (Action Item) p. 2
3. Review & Adopt the Cost Sharing Agreement (Action Item) p. 17
4. Election of a new Vice Chair (Action Item)

As noted in the Chair's Report in the 12/15 Board Packet Vice Chair Chris Parker is resigning as Vice Chair effective 12/31/22. Due to his duties as Deputy City Manager for Dover he also expects to step down as a Director after the Dover City Council appoints a new Director and Alternate in January. So, we don't have a gap in this office I did ask Director Kevin Charette of Portsmouth if would be willing to serve as Vice Chair, at least until our April annual meeting. He has graciously confirmed his willingness to stand for and serve in this office. The floor will be open for additional nominations.

5. Confirmation of Committee Appointment(s) (Action Item)

Director Parker has also indicated his willingness and interest in continuing of serve on the CEO and Staff Search Committee, beyond his tenure as a Director. This special committee was created by the Board at its 4/21/22 annual meeting and the motion creating this committee expressly provided that the membership "may also include alternates or other people approved by the Board." I'd like to appoint Chris Parker to continue as a member of the Search Committee beyond his tenure as a director and I ask for the Board's approval.

6. Set January through March Board meeting dates (Action Item)
7. Quick updates and questions regarding other Committee Reports
From 12/15 Board Packet (discussion only)
8. Adjournment



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

SPECIAL BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Special Meeting of the Board of Directors**
 Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
 Meeting Date: **Tuesday, December 27, 2022**
 Meeting Time: **Noticed for 9:30 AM on CPCNH.org & Lebanon City Hall**

Minutes

1. Welcome & Roll Call - agenda check

Chair Below called the meeting to order at 9:32AM. Directors attending virtually noted it was not reasonably practicable for them to attend in person.

Member	Director	Present	Alternate	Absent
Brentwood	Rick Labrecque	Present virtually	Tom Palma	
Canterbury	Kent Ruesswick	Present	Howard Moffett	Present virtually
Cheshire County	Terry Clark	Present virtually	Chris Coates	
Dover	Christopher Parker	Present virtually	Jackson Kaspari	
Durham	Mandy Merrill	Present	Nat Balch	Present virtually
Enfield	Kimberly Quirk	Present virtually	Jo-Ellen Courtney	Present
Exeter	Nick Devonshire	Present virtually	Julie Gilman	Absent
Hancock	Jim Callihan	Present virtually	Robbie Hertnecky	Present virtually
Hanover	April Salas	Absent	Peter Kulbacki	Present virtually
Harrisville	Andrea Hodson	Present virtually	Andrew Maneval	Present virtually
Hudson	Craig Putnam	Present	Kate Messner	
Lebanon	Clifton Below	Present	Greg Ames	
Nashua	Doria Brown	Present virtually	Deb Chisholm	Present virtually
Newmarket	Toni Weinstein	Absent	Steve Fournier	Absent
New London	Jamie Hess	Present	Tim Paradis	
Peterborough	Steve Walker	Present virtually	Danica Melone	
Pembroke	Matt Miller	Present	Jackie Wengenroth	
Plainfield	Evan Oxenham	Present	Steve Ladd	
Portsmouth	Kevin Charette	Absent	Peter Rice	Absent
Rye	Lisa Sweet	Present	Howard Kalet	Present virtually
Shelburne	Michael Prange	Absent	Ray Danforth	Absent
Sugar Hill	Jordan Applewhite	Absent	Margo Connors	Absent
Walpole	Paul Looney	Present virtually	Dennis Marcom	Absent
Warner	Clyde Carson	Present virtually	George Packard	Present virtually
Webster	Martin Bender	Present	Dave Hemenway	
Westmoreland	Mark Terry	Present virtually	John Snowdon	Present virtually
Wilmot	William Chaisson	Absent		



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

SPECIAL BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Special Meeting of the Board of Directors**
Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
Meeting Date: **Tuesday, December 27, 2022**
Meeting Time: **Noticed for 9:30 AM on CPCNH.org & Lebanon City Hall**

2. Approve Minutes of 12/15-12/19 Board Meeting (Action Item) p. 2

Director Sweet moved to approve minutes. Director Ruesswick seconded. Hearing no objection, Chair Below declared the minutes approved by unanimous consent.

3. Review & Adopt the Cost Sharing Agreement (Action Item) p. 17

After two months of development, meetings, legal consultations, incorporations of feedback and input from numerous Members, the Board took up the final draft of the Cost Sharing Agreement.

Director Looney asked for clarification on the term “Effective date” in the Complete Service Bundle contract. It was later clarified that “Effective Date” in the Complete Service Bundle contract referred to the date at which the second of the two parties executed the contract, and that the Cost Sharing Agreement, upon execution, would be effective as of the date the Member executed the Joint Powers Agreement.

Vice Chair Parker stated that he, Dover Legal, and Alternate Kaspari had come up with some questions. Vice Chair Parker acknowledged the two perspectives he and others held as both CPCNH Directors and as officials representing their communities. Vice Chair Parker stated he was inclined to vote for the adoption of the Cost Sharing Agreement (CSA) by CPCNH, and that as a Dover City Official, he would advise the city to review the document according to its own perspective.

Director Merrill voiced a similar perspective and noted that several engaged members of the Durham Town Council who are reviewing CPCNH materials are working to better understand the Cost Sharing Agreement and other materials.

Director Brown asked if it was true that if you a Member executed the CSA, but not the Complete Service Bundle, and then took power from another provider, would that Member be liable to pay for CPCNH General and Administrative (G&A) costs?

Attorney Postar confirmed that it was the case that all Members of CPCNH with active Community Power Aggregations (CPAs) would pay their share of G&A costs.

Director Brown asked what the dollar amount of General and Administrative (G&A) Costs that Nashua would pay would be? Director Brown stated she was not comfortable advising the City of Nashua to enter into the Cost Sharing without first knowing the dollar amount of G&A costs that would be paid for through the electricity rates by Nashua electric customers.

Consultant Golding commented that G&A costs would be trivial as a percentage of total costs inclusive of power supply costs.

Chair Below clarified that a breakout of G&A costs would be available soon, and any Member has the option to decide either (1) to sign the Cost Sharing Agreement; or (2) not sign the Cost Sharing Agreement and then probably eventually drop out of the Coalition, as the Joint Powers Agreement states that all Members shall adopt a Cost Sharing Agreement.

Director Hodson suggested that sharing of G&A costs across all Members with active CPAs, regardless of the entity providing power supply service, was not as clearly articulated as it could be in the Joint Powers Agreement, and suggested it would be beneficial to make the language more clear or explicit.



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

SPECIAL BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Special Meeting of the Board of Directors**
Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
Meeting Date: **Tuesday, December 27, 2022**
Meeting Time: **Noticed for 9:30 AM on CPCNH.org & Lebanon City Hall**

Chair Below commented that DWGP had suggested the CPCNH Board set a deadline for Members to adopt the Cost Sharing Agreement, which for example could be the April 2023 Annual Meeting.

Vice Chair Parker, referencing CSA page 17, Article IV, referencing “Agent” and Member,” asked how indemnification applied if the agent made a decision that led to a claim. What is the Member’s liability for an act or omission of CPCNH and/or its vendors?

Director Sweet, Chair Below and Consultant Golding clarified the launch process as follows:

1. January
 - a. Member Actions:
 - i. Wave 1 Governing Body review and adoption of the CSA, the Complete Services Bundle Contract, and CPCNH policies for data, rates, risk, reserves
 - ii. Designate an “Authorized Officer” to make certain decisions, including the decision to delay procurement up until the RMC go/no-go decision expected for 2/1/23
 - b. CPCNH Actions:
 - i. CPCNH supports Wave 1 Public Engagement Campaigns;
 - ii. Ascend contracts with the Load Serving Entity;
 - iii. CPCNH establishes contracts with utilities to enable CPA operations;
 - iv. CPCNH establishes enabling agreements with two or more suppliers;
 - v. Other tasks.
 - c. 1/26/23, CPCNH Regular Board Meeting
2. February
 - a. 2/1/23, CPCNH Risk Management Committee “go/no-go” meeting
 - i. At this RMC meeting, Ascend will provide the latest forecast on the market and rates.
 - ii. All Wave 1 Members who have completed Item 1. a. in this list will have the opportunity to say go or no-go.
 - iii. RMC will vote on whether to procure for the Wave 1 Members that have not elected to delay.
 - iv. For Members that agree to move forward with procurement and launch, power will begin to be procured and the obligation will become effective.
 - b. Ascend will recommended rates based on the procurement, RMC will deliberate the rates and pass a recommendation to the Board
 - c. 2/16/23 CPCNH Board Meeting to set final rates
 - i. Once rates are sent, each Member’s Authorized Officer or Governing Body can select the default and optional products for their CPA, and if they do not select, CPCNH will select the lowest cost option for them.
 - d. Notification of commencement of service sent to utilities
3. March
 - a. Customer mailer notifications sent.
4. April
 - a. Customer enrollment



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

SPECIAL BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Special Meeting of the Board of Directors**
 Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
 Meeting Date: **Tuesday, December 27, 2022**
 Meeting Time: **Noticed for 9:30 AM on CPCNH.org & Lebanon City Hall**

Attorney Postar noted that the indemnification terms in the JPA and the by-laws apply to everything CPCNH does. CPCNH indemnifies Members for errors.

Director Miller suggested that, in regard to G&A Costs, if a Member chooses not to take power supply through CPCNH, the logical thing may be for them to leave the Coalition.

Director Brown expressed a desire to want to stay in the Coalition, and also to know what the G&A costs would be.

Director Mark Terry commented on the usefulness and helpfulness of the checklist of action items and milestones laid out by Director Sweet, and suggested it would be useful for all Members to receive that.

Director Hess asked for confirmation of the following: if a Member approves the Joint Powers Agreement (JPA) and the CSA, there are three scenarios; (1) Member signs the Complete Service Bundle, launches w/ CPCNH, pays for the costs through the rates; (2) Member launches with a service provider other than CPCNH and resigns its Membership with CPCNH, terminates the JPA and CSA, and is left with no cost liability; and (3) Member postpones its launch, stays in the Coalition Membership, and is not liable for any costs. Under these three scenarios, there is no reason not to approve the CSA today, understanding there could be a minor defect that requires remedy and delay, but doing nothing today guarantees a delay and is the worst possible course of action.

Director Brown recounted her request that a “not to exceed” clause be included in the CSA, which was not included.

Consultant Golding explained that inclusion of a “not to exceed” clause would require amendment to the JPA and would violate the “cost causation” principle for fair cost allocation. Consultant Golding estimated that G&A costs in the first year would amount to one third of a mil rider per kilowatt-hour (\$0.0003/kWh), before stabilizing at .005 cents per kilowatt-hour (\$0.00005/kWh). Consultant Golding estimated G&A costs to amount to \$146,000 in 2023 for CPCNH, \$70,000 being Nashua’s allocation if Nashua launched in April and less if Nashua launched in June. In 2024, Nashua’s allocation of G&A costs might amount to \$4,000 per month, and in 2025 might amount to \$2,000 per month, paid for by the collective ratepayers at a rate of \$0.00005 per kWh.

Director Devonshire noted that for the average residential customer using 600 kWh/month, G&A costs at \$0.00005 per kWh would amount to 3 pennies per month.

Director Hodson asked for a pie chart of cost allocation and the Board reviewed the graphic below from the Draft Technical Assessment:

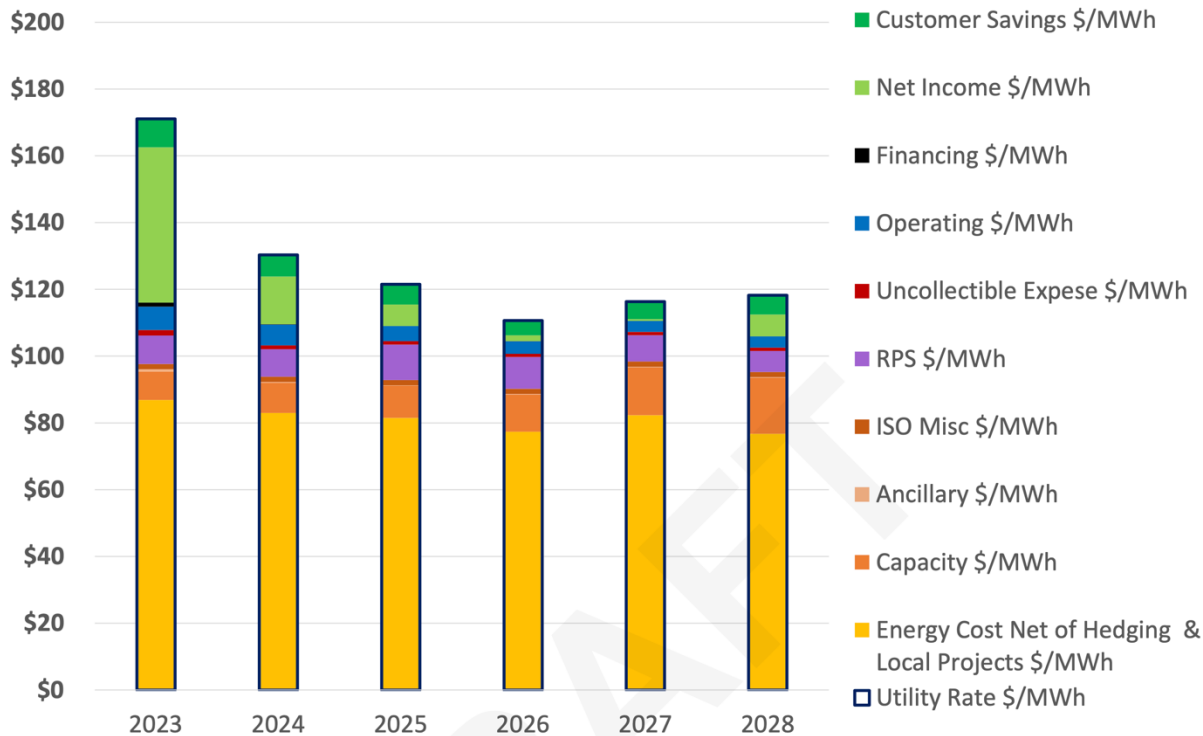


**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

SPECIAL BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Special Meeting of the Board of Directors**
 Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
 Meeting Date: **Tuesday, December 27, 2022**
 Meeting Time: **Noticed for 9:30 AM on CPCNH.org & Lebanon City Hall**

P50 Base Case CPCNH Annual Headroom Projection [\$/MWh]



The Board discussed the CSA’s term and termination language including the 36-months’ notice of withdrawal and the early termination provisions, and discussed the reason for this approach resulting from the nature of energy portfolio risk management, and that having a fixed term would forfeit the benefits of energy portfolio risk management.

Director Sweet spoke in favor of voting on the CSA to honor the efforts of all of the Wave 1 Members that have work so hard to stand up their CPAs. Director Sweet noted that all ratepayers pay the same small amount for G&A costs. Director Sweet commented on the exciting nature of the Technical Assessment, and encouraged members to read it. Director Sweet summarized key points from the Technical Assessment including:

- The financial benefit of launching in April 2023 is stronger than at any point analyzed going back to 2018, and it is important to honor the Members that want to launch by not holding up the process.
- Ascend’s assumptions are conservative; benefits could exceed the findings of the study
- Ascend strongly recommends launching in April
- The Base Case finds 15-20% of Effective Community Benefit (rate savings + reserve accrual)



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

SPECIAL BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Special Meeting of the Board of Directors**
 Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
 Meeting Date: **Tuesday, December 27, 2022**
 Meeting Time: **Noticed for 9:30 AM on CPCNH.org & Lebanon City Hall**

- Worst case scenarios, such as only Wave 1 ever launches (with or without Nashua) and no new Members launch, result in an Effective Community Benefit of 5-10% (down from 15-20% in the Base Case).
- The whole launch is viable regardless of if the largest member comes along or not; participation by the largest member is additive but not necessary.
- The pioneers can expect to see significant benefits.
- The analysis also suggests that it is unlikely that the brokered power supply would offer nearly the same benefits as the Coalition model. If we continue to attract new members, and engage with the legislature on reform, then the base case becomes way more beneficial.

Director Sweet encouraged all Members to read the draft Technical Assessment.

Director Merrill inquired about the possibility of Members, their Governing Bodies, and their attorney’s discovering items that require further address within the CSA. Chair Below agreed this would be possible, but expected it would be unlikely, and did not preclude the possibility that something would be discovered and at the January CPCNH Board meeting that Board could consider any such possible alternatives to the CSA.

Director Miller moved the Board to approve the Cost Sharing Agreement, with corrections to typographical errors and with the addition of the “Effective Date” within the Complete Service Bundle Contract. Director Devonshire seconded. Motion carried 18-1-1 on a rollcall vote.

Member	Director	Vote	Alternate	Vote
Brentwood	Rick Labrecque	Abstain	Tom Palma	
Canterbury	Kent Ruesswick	Yes	Howard Moffett	
Cheshire County	Terry Clark	Absent	Chris Coates	Absent
Dover	Christopher Parker	Absent	Jackson Kaspari	Yes
Durham	Mandy Merrill	Yes	Nat Balch	
Enfield	Kimberly Quirk	Yes	Jo-Ellen Courtney	
Exeter	Nick Devonshire	Yes	Julie Gilman	
Hancock	Jim Callihan	Absent	Robbie Hertnecky	Absent
Hanover	April Salas	Absent	Peter Kulbacki	Yes
Harrisville	Andrea Hodson	Absent	Andrew Maneval	Yes
Hudson	Craig Putnam	Yes	Kate Messner	
Lebanon	Clifton Below	Yes	Greg Ames	
Nashua	Doria Brown	No	Deb Chisholm	
Newmarket	Toni Weinstein	Absent	Steve Fournier	Absent
New London	Jamie Hess	Yes	Tim Paradis	
Peterborough	Steve Walker	Yes	Danica Melone	
Pembroke	Matt Miller	Yes	Jackie Wengenroth	
Plainfield	Evan Oxenham	Yes	Steve Ladd	



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

SPECIAL BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Special Meeting of the Board of Directors**
 Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
 Meeting Date: **Tuesday, December 27, 2022**
 Meeting Time: **Noticed for 9:30 AM on CPCNH.org & Lebanon City Hall**

Portsmouth	Kevin Charette	Absent	Peter Rice	Absent
Rye	Lisa Sweet	Yes	Howard Kalet	
Shelburne	Michael Prange	Absent	Ray Danforth	Absent
Sugar Hill	Jordan Applewhite	Absent	Margo Connors	Absent
Walpole	Paul Looney	Yes	Dennis Marcom	
Warner	Clyde Carson	Yes	George Packard	
Webster	Martin Bender	Yes	Dave Hemenway	
Westmoreland	Mark Terry	Yes	John Snowdon	
Wilmot	William Chaisson	Absent		

5. Election of a new Vice Chair (Action Item)

Chair Below stated that, as noted in the Chair's Report in the 12/15 Board Packet, Vice Chair Chris Parker is resigning as Vice Chair effective 12/31/22. Due to his duties as Deputy City Manager for Dover he also expects to step down as a Director after the Dover City Council appoints a new Director and Alternate in January. So, we don't have a gap in this office I did ask Director Kevin Charette of Portsmouth if would be willing to serve as Vice Chair, at least until our April annual meeting. He has graciously confirmed his willingness to stand for and serve in this office. The floor will be open for additional nominations.

Director Sweet nominated Kevin Charette to serve as Vice Chair. Director Miller Second. Motion passed unanimously 20-0 on a rollcall vote.

Member	Director	Vote	Alternate	Vote
Brentwood	Rick Labrecque	Yes	Tom Palma	
Canterbury	Kent Ruesswick	Yes	Howard Moffett	
Cheshire County	Terry Clark	Absent	Chris Coates	Absent
Dover	Christopher Parker	Absent	Jackson Kaspari	Yes
Durham	Mandy Merrill	Yes	Nat Balch	
Enfield	Kimberly Quirk	Yes	Jo-Ellen Courtney	
Exeter	Nick Devonshire	Yes	Julie Gilman	Absent
Hancock	Jim Callihan	Absent	Robbie Hertnecky	Absent
Hanover	April Salas	Absent	Peter Kulbacki	Yes
Harrisville	Andrea Hodson	Absent	Andrew Maneval	Yes
Hudson	Craig Putnam	Yes	Kate Messner	
Lebanon	Clifton Below	Yes	Greg Ames	
Nashua	Doria Brown	Yes	Deb Chisholm	
Newmarket	Toni Weinstein	Absent	Steve Fournier	Absent
New London	Jamie Hess	Yes	Tim Paradis	



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

SPECIAL BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Special Meeting of the Board of Directors**
 Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
 Meeting Date: **Tuesday, December 27, 2022**
 Meeting Time: **Noticed for 9:30 AM on CPCNH.org & Lebanon City Hall**

Peterborough	Steve Walker	Yes	Danica Melone	
Pembroke	Matt Miller	Yes	Jackie Wengenroth	
Plainfield	Evan Oxenham	Yes	Steve Ladd	
Portsmouth	Kevin Charette	Absent	Peter Rice	Absent
Rye	Lisa Sweet	Yes	Howard Kalet	
Shelburne	Michael Prange	Absent	Ray Danforth	Absent
Sugar Hill	Jordan Applewhite	Absent	Margo Connors	Absent
Walpole	Paul Looney	Yes	Dennis Marcom	
Warner	Clyde Carson	Yes	George Packard	
Webster	Martin Bender	Yes	Dave Hemenway	
Westmoreland	Mark Terry	Yes	John Snowdon	
Wilmot	William Chaisson	Absent		

6. Confirmation of Committee Appointment(s) (Action Item)

Chair Below state that as noted in the Chair's report, Director Parker has also indicated his willingness and interest in continuing of serve on the CEO and Staff Search Committee, beyond his tenure as a Director. This special committee was created by the Board at its 4/21/22 annual meeting and the motion creating this committee expressly provided that the membership "may also include alternates or other people approved by the Board." I'd like to appoint Chris Parker to continue as a member of the Search Committee beyond his tenure as a director and I ask for the Board's approval.

Hearing no objection, Chair Below appointed Christopher Parker to the Search Committee and declared the appointment confirmed by unanimous consent.

7. Set January through March Board meeting dates (Action Item)

Board of Directors: 4th Thursday of the month on January 26

Risk Management Committee (go/no-go meeting): Wednesday February 1

Board of Directors: 3rd Thursday of the month on February 16th

Board of Directors: 3rd Thursday of the month on March 16th

Hearing no objection, Chair Below declared 1/26/23, 2/16/23 and 3/16/23 as regular Board Meeting dates approved by unanimous consent.

Hearing no objection, Chair Below declared the meeting adjourned by unanimous consent at 12:24PM.