



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type: **Regular Meeting of the Board of Directors**
Meeting Location: **14 Dixon Ave., Suite 201, Concord, NH 03301**
Meeting Date: **Thursday, January 26, 2023 continued to 1/31/23, 9:30am**
Meeting Time: **Noticed for 9:30AM @ CPCNH.org & Lebanon City Hall**

AGENDA

1. Welcome & Roll Call - agenda check
2. Approve Minutes of 12/27/22 Board Meeting (**Action Item**)
3. Admit and Welcome Boscawen as a new Member (**Action Item**)
4. Risk Management Committee Report (**Action Item**)
 - Energy Portfolio Risk Management Regulations
5. Treasurer's Report
6. Finance Committee Report (**Action Item**)
 - Proposed Board Policy: Reimbursements for Board of Directors
7. Executive Committee Report (**PENDING Action Items**)
 - Master Purchase & Sale Agreement (EEI, version 2.1), between Calpine Energy Solutions, LLC and CPCNH, inclusive of: Strategic Purchase & Sale Annex (providing for Market Participant / LSE Services, ISO-NE Credit Support, and an optional Credit Sleeve) and Exhibits (Operating Procedures; Confirmation for Physical Power Transaction; Confirmation for REC Transaction; related CPCNH policies and Cost Sharing Agreement & Member Services Contract: Complete Services Bundle; and template “Lockbox” agreements: Account Control Agreement, Security Agreement, and Intercreditor Agreement)
 - Amendment to Ascend Analytics, LLC
8. Member Ops & Engagement Committee Report p. 29
9. Chair's Report (**Action Items**) p. 36
 - Resolution to authorize banking with River City Bank
 - Authorize Chair to reschedule Board Meetings in an emergency?
 - Discuss Special Board meeting and/or adjusting Feb. Board meeting date
10. CEO & Staff Search Committee Report
11. Regulatory & Legislative Affairs Report
12. Other business, questions & reflections
13. Adjournment



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MINUTES

1. Welcome & Roll Call

Chair Clifton Below called the meeting to order at 9:31am and, citing New Hampshire RSA 91-A:2 III. (b),

“Except in an emergency, a quorum of the public body shall be physically present at the location specified in the meeting notice as the location of the meeting. For purposes of this subparagraph, an " emergency " means that immediate action is imperative and the physical presence of a quorum is not reasonably practical within the period of time requiring action. The determination that an emergency exists shall be made by the chairman or presiding officer of the public body, and the facts upon which that determination is based shall be included in the minutes of the meeting.”

declared an emergency due to the weather conditions and the storm warning issued by the National Weather Service, which was presently in effect, and as such it was not reasonably practicable for Board members to travel to the physical meeting location to create a physical quorum. Chair Below noted that the only imperative action required by the virtually present quorum of the Board in the emergency was to continue the meeting to a time and location certain at which a physical quorum could be present, which would be Tuesday, January 31, 2023 at 9:30am at 14 Dixon Ave, Suite 201, Concord, NH 03301.

<u>Member</u>	<u>Director</u>	<u>Present/Absent</u>	<u>Alternate</u>	<u>Present/Absent</u>
Brentwood	Rick Labrecque	Absent	Tom Palma	Absent
Canterbury	Kent Ruesswick	Absent	Howard Moffett	Present (virtually)
Cheshire County	Terry Clark	Absent	Chris Coates	Absent
Dover	Christopher Parker	Absent	Jackson Kaspari	Absent
Durham	Mandy Merrill	Absent	Nat Balch	Absent
Enfield	Kimberly Quirk	Present (virtually)	Jo-Ellen Courtney	Absent
Exeter	Nick Devonshire	Absent	Julie Gilman	Absent
Hancock	Jim Callihan	Absent	Robbie Hertnecky	Absent
Hanover	April Salas	Absent	Peter Kulbacki	Present (virtually)
Harrisville	Andrea Hodson	Absent	Andrew Maneval	Absent
Hudson	Craig Putnam	Present (virtually)	Kate Messner	Absent
Lebanon	Clifton Below	Present (virtually)	Greg Ames	Absent
Nashua	Doria Brown	Absent	Deb Chisholm	Absent
Newmarket	Toni Weinstein	Absent	Steve Fournier	Absent
New London	Jamie Hess	Absent	Tim Paradis	Absent
Peterborough	Steve Walker	Absent	Danica Melone	Absent
Pembroke	Matt Miller	Absent	Jackie Wengenroth	Present (virtually)
Plainfield	Evan Oxenham	Absent	Steve Ladd	Absent
Portsmouth	Kevin Charette	Present (virtually)	Peter Rice	Absent
Rye	Lisa Sweet	Present (virtually)	Howard Kalet	Absent



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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	Absent	George Packard	Present (virtually)
Webster	Martin Bender	Absent	Dave Hemenway	Absent
Westmoreland	Mark Terry	Present (virtually)	John Snowdon	Absent
Wilmot	William Chaisson	Present (virtually)		

A quorum of the Board was present virtually allowing for action on imperative items. The Directors and Alternates attending virtually noted that it was not reasonably practicable for them to attend in person.

Chair Below recounted the anticipated upcoming actions of the Board, which had previously been outlined and were expected to include action to firm up load serving entity services and credit support and action on the Risk Management Committee’s recommendation that the Board adopt the draft Energy Risk Management Regulations.

Chair Bellow recounted certain issues stemming from lack of utility compliance with Puc 2200 rules such as Liberty’s failure to provide Wave 1 members with data within regulated timelines, and pending finalization of supplier agreements with utilities that comported with Puc 2200 rules.

Director Kulbacki request that Wave 1 Members be provided with a written outline to make clear what was expected of them, the steps and actions they would need to take and when they would need to take them, and the anticipated timing of certain milestones such as procurement decisions and rate setting under the new timeline.

Director Mark Terry suggested CPCNH form a sub-group including individuals from both first and second wave communities for the purpose of sharing lessons among the communities and discussing how committee’s plan on supporting their respective local governments throughout the process. Director Terry noted it would be helpful to share lessons from first wave communities to second wave communities.

Consultant Herndon responded that the Member Operations and Engagement Committee had discussed this concept as an objective and that the Committee meeting on February 7 at 10am in Concord at 14 Dixon Ave, Suite 201, and the February 23, 5:30pm virtual Community Power Forum were good opportunities to engage in furtherance of it (<https://www.eventbrite.com/e/community-power-forum-with-cpcnh-tickets-510670939527>).

Vice Chair Charette inquired as to whether it might be appropriate for the Public Utilities Commission (PUC) to act to induce the utilities to comply with rule, regulation, and law in a timely fashion.

Chair Below responded that CPCNH was not at an impasse with the utilities and was trying to work with utilities to resolve the outstanding issues. The effect could be revising the target launch from early April to mid-April. CPCNH may begin copying the PUC, Consumer Advocate, and NH Department of Energy on certain correspondence with utilities to ensure state awareness of compliance issues.



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Director Looney noted that in interacting with Jill Fitzpatrick of Liberty Utilities, it was not clear that Liberty staff had the capacity they needed to be effective in supporting Community Power Aggregations.

Chair Below noted that Member execution of the Cost Sharing Agreement and Complete Service Bundle provided for a clear delegation of authority from the Member to CPCNH to act as agent, which authorizes CPCNH and Calpine to deal directly with utilities on behalf of the Member communities and will streamline utility engagement for operations and regulatory compliance matters.

Alternate Moffett inquired as to the impact of the launch timeline delay on CPCNH procurement and rates.

Chair Below responded that Ascend Analytics is updating their technical analysis to account for significant changes in markets since mid-December and consideration of Nashua’s effort to launch as soon as early May if not late April. The updated analysis could result in a larger discount to customers, and a few weeks delay in the launch date could be favorable from a cost perspective. The Risk Management Committee will discuss the updated analysis in detail and has been participating in trainings with Ascend Analytics.

Director Sweet moved to adjourn the meeting and until Tuesday, January 31 at 9:30am at 14 Dixon Ave, Suite 201, Concord, NH 03301. Director Mark Terry seconded. Motion carried unanimously by rollcall vote 12-0.

Member	Director	Vote	Alternate	Vote
Brentwood	Rick Labrecque	Absent	Tom Palma	Absent
Canterbury	Kent Ruesswick	Absent	Howard Moffett	Yes
Cheshire County	Terry Clark	Absent	Chris Coates	Absent
Dover	Christopher Parker	Absent	Jackson Kaspari	Absent
Durham	Mandy Merrill	Absent	Nat Balch	Absent
Enfield	Kimberly Quirk	Yes	Jo-Ellen Courtney	Absent
Exeter	Nick Devonshire	Absent	Julie Gilman	Absent
Hancock	Jim Callihan	Absent	Robbie Hertnecky	Absent
Hanover	April Salas	Absent	Peter Kulbacki	Yes
Harrisville	Andrea Hodson	Absent	Andrew Maneval	Absent
Hudson	Craig Putnam	Yes	Kate Messner	Absent
Lebanon	Clifton Below	Yes	Greg Ames	Absent
Nashua	Doria Brown	Absent	Deb Chisholm	Absent
Newmarket	Toni Weinstein	Absent	Steve Fournier	Absent
New London	Jamie Hess	Absent	Tim Paradis	Absent
Peterborough	Steve Walker	Absent	Danica Melone	Absent
Pembroke	Matt Miller	Absent	Jackie Wengenroth	Yes
Plainfield	Evan Oxenham	Absent	Steve Ladd	Absent
Portsmouth	Kevin Charette	Yes	Peter Rice	Absent
Rye	Lisa Sweet	Yes	Howard Kalet	Absent
Shelburne	Michael Prange	Absent	Ray Danforth	Absent



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Sugar Hill	Jordan Applewhite	Absent	Margo Connors	Absent
Walpole	Paul Looney	Yes	Dennis Marcom	Absent
Warner	Clyde Carson	Absent	George Packard	Yes
Webster	Martin Bender	Absent	Dave Hemenway	Absent
Westmoreland	Mark Terry	Yes	John Snowdon	Absent
Wilmot	William Chaisson	Yes		

At 9:54 am Chair Below declared the meeting adjourned until Tuesday 1/31/23 at 9:30am at the same location.

TUESDAY JANUARY 31, 2023

Chair Clifton Below called the meeting to order at 9:30am and stated the meeting was a continuance of the 1/26/23 meeting which was not physically convened because of the National Weather Service storm warning.

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



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Webster	Martin Bender	Present	Dave Hemenway	Present (virtually)
Westmoreland	Mark Terry	Present (virtually)	John Snowdon	Present (virtually)
Wilmot	William Chaisson	Present (virtually)		

Directors and Alternates attending virtually noted it was not reasonably practicable for them to attend in person.

2. Approve Minutes of 12/27/22 Board Meeting (Action Item)

Craig Putnam moved to approve the minutes of the 12/27/22 Board meeting. Director Sweet seconded. Without objection, Chair Below declared the minutes of the 12/27/22 meeting approved by unanimous consent.

3. Admit and Welcome Boscawen as a new Member (Action Item)

Director Sweet moved to admit and welcome the Town of Boscawen as the 28th Member of the Coalition. Secretary Oxenham seconded. Motion carried 23-0 unanimously on a rollcall vote.

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



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Warner	Clyde Carson	Absent	George Packard	Y
Webster	Martin Bender	Y	Dave Hemenway	
Westmoreland	Mark Terry	Y	John Snowdon	
Wilmot	William Chaisson	Y		

Charlie Niebling, Boscawen’s appointed Director, shared that the Boscawen Select Board was enthusiastically supportive of Community Power and the Coalition. Director Niebling is a forester by profession, has held positions in public, private, nonprofit, and trade association sectors, was a registered lobbyist for 32 years, has advocated for multitude of progressive energy policies, and will be testifying before the NH House Science, Technology, and Energy Committee later today. Director Niebling credited Peterborough Director Steve Walker for getting him involved in energy work, as Mr. Niebling was an employee of Steve’s at New England Wood Pellet. Director Niebling is Vice Chair of the Boscawen Energy Committee, and CPCNH Alternate Ed Cherian is the Committee Chair.

4. Risk Management Committee Report (Action Item)

The Energy Portfolio Risk Management Regulations, recommended for Board adoption by the Risk Management Committee (RMC), provide more granular details on parameters for power procurement. The Board discussed the Regulations with Scott Wigglesworth of Ascend Analytics, Consultant Samuel Golding, and Attorney Michael Postar commenting and answering questions. The Board discussed that the Regulations may be amended by the CEO in consultation with RMC with prompt written notice to Board. The Board discussed the separation of responsibilities and authorities among and between the Board, the CEO, and the Risk Management Committee, and the importance of the Board’s responsibility of overall oversight and policy-setting, while creating policy and regulatory frameworks the enable for flexible and nimble action and decision-making to take full advantage of market opportunities to maximize the benefits to the organization and Membership. The Board discussed the relationship between the Regulations and Conflict of Interest policies, and the importance of further establishing operational risk management with the onboarding of a CEO and the build out of a staff team.

Vice Chair Kevin Charette moved to approve the Energy Portfolio Risk Management Regulations as presented. Alternate Jo-Ellen Courtney seconded. Motion carried 24-0 on a rollcall vote.

Member	Director	Vote	Alternate	Vote
Boscawen	Charlie Niebling	Y	Ed Cherian	
Brentwood	Rick Labrecque	Absent	Bob Radlinks	Y
Canterbury	Kent Ruesswick	Y	Howard Moffett	
Cheshire County	Terry Clark	Absent	Chris Coates	
Dover	Jackson Kaspari	Y	Bill Baber	
Durham	Mandy Merrill	Y	Nat Balch	



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Enfield	Kimberly Quirk	Absent	Jo-Ellen Courtney	Y
Exeter	Nick Devonshire	Y	Julie Gilman	
Hancock	Jim Callihan	Absent	Robbie Hertnecky	Absent
Hanover	April Salas	Y	Peter Kulbacki	
Harrisville	Andrea Hodson	Y	Andrew Maneval	Absent
Hudson	Craig Putnam	Y	Kate Messner	
Lebanon	Clifton Below	Y	Greg Ames	
Nashua	Doria Brown	Y	Deb Chisholm	
Newmarket	Toni Weinstein	Absent	Steve Fournier	Absent
New London	Jamie Hess	Y	Tim Paradis	
Peterborough	Steve Walker	Y	Danica Melone	
Pembroke	Matt Miller	Absent	Jackie Wengenroth	Y
Plainfield	Evan Oxenham	Y	Steve Ladd	
Portsmouth	Kevin Charette	Y	Peter Rice	
Rye	Lisa Sweet	Y	Howard Kalet	
Shelburne	Michael Prange	Y	Ray Danforth	
Sugar Hill	Jordan Applewhite	Absent	Margo Connors	Absent
Walpole	Paul Looney	Absent	Dennis Marcom	Y
Warner	Clyde Carson	Absent	George Packard	Y
Webster	Martin Bender	Y	Dave Hemenway	
Westmoreland	Mark Terry	Y	John Snowdon	
Wilmot	William Chaisson	Y		

Vice Chair Charette complimented Ascend Analytics on the three online trainings for members of the Risk Management Committee and associated educational materials and encouraged all Board members to review the excellent materials to expand their knowledge of energy markets and energy portfolio risk management. Materials are available at: <https://drive.google.com/drive/folders/1cFJi0aiShzZAZt0CcKfgm0cDtsDXObF>

5. Treasurer's Report

Chair Below noted that while the Report appears to show the checking account going negative, that did not actually occur and the receipt of start-up funding from Calpine occurred prior to the outlay of certain payments.



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6. Finance Committee Report (Action Item)

Director Lisa Sweet moved to approve the proposed Board Policy: Reimbursements for Board of Directors. Director Craig Putnam seconded. Motion carried 24-0 on a rollcall vote.

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

7. Executive Committee Report (PENDING Action Items)

Chair Below described the report and noted that the Executive Committee had acted on the media strategy recommendation of Clean Energy NH (CENH) to engage Bernstein Shur for public relations services based on the three proposals obtained by CENH on CPCNH's behalf and which were reviewed by the Executive



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Committee, and that the Executive Committee had acted because of the urgency in obtaining public relations support for CPCNH for the launch period of February, March, April and May.

Director Brown inquired about the process and the authority for entering into contracts as shared between the Board and the Executive Committee.

Chair Below noted that the Board had appropriated funds for this specific purpose and that the Executive Committee only has the authority to act if action cannot wait until Board action, which was the case with regard to timely engagements of public relations support. Chair Below noted he was raising the issue with the Board to understand the Board’s will and interests with regard to the topic.

Director Brown noted she did not object to this particular contract or contractor, but rather wished to raise the point about the decision-making process, and to protect against certain decisions being made by the Executive Committee rather than the Board as a result of a false sense of urgency, and the importance of understanding what constitutes a sense of urgency and thus authorizing the Executive Committee to act in lieu of the Board.

Director Putnam moved that the Board authorize the Executive Committee to move forward with the Bernstein Shur contract having completed their due diligence and incorporating necessary changes to the contract resulting from that due diligence. Director Sweet seconded. Motion carried 24-0 on a rollcall vote.

Member	Director	Vote	Alternate	Vote
Boscawen	Charlie Neibling	Y	Ed Cherian	
Brentwood	Rick Labrecque	Absent	Bob Radlinks	Y
Canterbury	Kent Ruesswick	Y	Howard Moffett	
Cheshire County	Terry Clark	Absent	Chris Coates	Absent
Dover	Jackson Kaspari	Y	Bill Baber	
Durham	Mandy Merrill	Y	Nat Balch	
Enfield	Kimberly Quirk	Absent	Jo-Ellen Courtney	Y
Exeter	Nick Devonshire	Y	Julie Gilman	
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Lebanon	Clifton Below	Y	Greg Ames	
Nashua	Doria Brown	Y	Deb Chisholm	
Newmarket	Toni Weinstein	Absent	Steve Fournier	Absent
New London	Jamie Hess	Y	Tim Paradis	
Peterborough	Steve Walker	Y	Danica Melone	
Pembroke	Matt Miller	Absent	Jackie Wengenroth	Y



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


Director Brown requested that the topic of when the Executive Committee can act and what constitutes a sense of urgency be added to an Executive Committee Agenda and Chair Below agreed.

Chair Below discussed the Executive Committee’s unanimous vote and action to authorize Chair Below to represent CPCNH at legislative hearings for HB 254 relative to remote participation in public meetings.

With regard to the Master Purchase & Sale Agreement (EEI, version 2.1), between Calpine Energy Solutions, LLC and CPCNH, inclusive of: Strategic Purchase & Sale Annex (providing for Market Participant / LSE Services, ISO-NE Credit Support, and an optional Credit Sleeve) and Exhibits (Operating Procedures; Confirmation for Physical Power Transaction; Confirmation for REC Transaction; related CPCNH policies and Cost Sharing Agreement & Member Services Contract: Complete Services Bundle; and template “Lockbox” agreements: Account Control Agreement, Security Agreement, and Intercreditor Agreement); and the pending Amendment to Ascend Analytics, LLC, the following discussion occurred.

Consultant Golding explained that the Load Serving Entity (LSE) is a registered market participant with ISO New England (ISO-NE). CPCNH must contract with an LSE, and that LSE will be financially obligated to pay all invoices from ISO-NE twice per week. Under New Hampshire’s Community Power Act and Puc 2200 rules there are two LSE options. The first applies if the municipality hires a broker and a Competitive Electric Power Supplier (CEPS) that is registered with the state and enabled with the utilities, which may be thought of as the simple and existing pathway. The second can be thought of as a new pathway, whereby a Community Power Aggregation (CPA) registers as a supplier themselves. CPCNH’s contracts and structure assume this second option will be enabled. Last week it came to light that Eversource had apparently reversed course by representing it would not move forward with a service contract that enabled CPCNH as the supplier, effectively blocking this second LSE option. CPCNH is working to resolve these issues to allow CPCNH to be the supplier of record (LSE option two), while simultaneously exploring what would be required to use the CEPS option (LSE option one) temporarily to enable swift launch while preserving the planned structures and decision-making framework to ensure CPCNH control over the supply choices enter into on behalf of Members.

Director Hodson inquired as to the implications for the launch timeline.

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Consultant Golding responded that the objective is to resolve the issue in a manner that can be brought to the Board in a special or regular meeting over the next two weeks to minimize the launch delay to only 2 to 3 weeks.


Scott Wrigglesworth of Ascend Analytics commented that every week of delay represents approximately \$1-2 millions of forfeited value to CPCNH’s Member communities and their default electric customers.

Chair Below noted that on Friday he had a conversation with Eversource’s New Hampshire Attorney, Jessica Chiavara, during which she acknowledged the inconsistencies between the legacy Eversource Supplier Services Agreement and RSA 53-E and Puc 2200 rules, which acknowledgement Attorney Chiavara stated could be put into writing such that in the event of such inconsistencies, New Hampshire law and regulation would control. Attorney Chiavara generally indicated a willingness to work to resolve the issue in short order in recognition of the financial cost of delay to New Hampshire communities and customers.

Vice Chair Charette asked Consultant Golding to comment on the shift in work scope from Ascend to Calpine.

Consultant Golding described the Ascend competitive solicitation for LSE services which Calpine won, and that as a result, proposed amendments to the vendor contracts would be brought to the Board such that CPCNH would contract directly with Calpine for LSE services and that the balance of credit support as shared between Ascend and Calpine would be addressed as it was appropriate for Calpine, as the LSE, to provide additional credit support.

Consultant Golding noted that CPCNH must put into place broad purchase and sale agreements for power supply based on standard industry templates with different counter parties which allow for future individual transactions with said counter parties for power within the parameters of these “master agreements.” The structuring and striking of these agreements require clarity and resolution with regard to the two options for LSE services previously discussed (CEPS vs. CPCNH as supplier). Calpine, in addition to other services, is a major energy supplier. The Calpine agreement is structured as a master power purchase and sale agreement which also incorporates credit support for ISO-NE while integrating with CPCNH’s lockbox which will be a secured bank account to which all customer payments from the utility flow, and which funds flow out from in a sequence of payments, first to the LSE to pay ISO-NE invoices, then to power suppliers to pay for products CPCNH has purchased, with residuals flowing to CPCNH. Additionally, the Calpine master agreement allows CPCNH to transact for power with Calpine as the supplier, recognizing that CPCNH may also transact with other entities, all in accordance with lockbox parameters. The third option, a new and a significant enhancement, provides that Calpine will offer a “Credit Sleeve,” by which Ascend and RMC will be able to negotiate with and solicit power from a wide range of counterparties and to transact with Calpine’s counterparties. Under such transactions between third party suppliers and Calpine, Calpine commits to honoring the price that Ascend and RMC have struck with the third parties, even if the third parties default, and Calpine will charge a nominal fee for that service. The advantage is that CPCNH from day one will be enabled with multiple suppliers through the Calpine credit sleeve, and over time, CPCNH can put into place its own enabling agreements directly with other suppliers and transact more directly. All of these agreements are all subject to some amount of change depending on which pathway CPCNH goes down to register with the utilities.

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The ability of utilities to act or not act in ways that delay or foreclose launch are a substantial source of risk and prevent suppliers from contracting with CPCNH until such time there is certainty that utilities will not be a cause of launch delay.

8. Member Ops & Engagement Committee Report

Director Sweet welcomed Boscawen, congratulated Dover on approving its Electric Aggregation Plan, and commented that eight CPCNH members have executed the Cost Sharing Agreement and made the other authorizations such that they were ready for launch as soon as the issues previously discussed were resolved. Director Sweet commented on Member Ops plans to cultivate a culture of Member-Mentor, which would be developed further at the February 7 Member Ops meeting at 10am and at the February 27, 5:30pm virtual Community Power Forum for interested communities. Director Sweet invited all CPCNH Members to join these meetings and events to support the efforts to cultivate a culture of Member-Mentors.

9. Chair's Report (Action Items)

Chair Below recalled that in summer 2022 the Board had selected River City Bank for banking and financial services, and that the agreement currently under consideration represented follow-through on that selection.

Vice Chair Charette moved to approve the banking resolution with River City Bank as presented in the board packet. Director Brown seconded. Motion carried 22-0 on a rollcall vote.

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



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

Chair Below raised the discussion of authorizing the Chair to reschedule Board Meetings in an emergency. The Board discussed the process of sequential Board meetings, the first which would enable moving forward with procurement, and the second would occur a week or two later to approve rates, with the intervening time allowing for the meetings of RMC and Finance Committee to procure and recommend rates, and for Members to make product elections. Following the second Board meeting, at which rates would be set, those rates would be published and enrollment mailers would be issued to all electric accounts in launching Member communities.


The Board discussed Thursday 2/9/23 as a date for a special Board Meeting, as well as the regular Board meeting date of 2/26/23.

Director Brown moved that during the winter months the Chair be allowed to change the date of the Board meeting if there is a National Weather Service storm warning, and to allow the Chair to confer with Executive Committee members to schedule and reschedule Board meetings for launch related purposes. Director Putnam seconded. Hearing no objection, Chair Below declared the motion approved by unanimous consent.

10. CEO & Staff Search Committee Report

Committee Chair April Salas described the good progress being made in the CEO search process, and shared that the Search Committee has been meeting on Mondays and working with the firm True Search. Director Salas complimented the quality of the True Search team, which has compiled a slate of diverse and qualified CEO candidates, conducted pre-screening calls with candidates, and is passing forward a slate of qualified candidates to the Committee. The Committee consists of Directors Salas, Brown, Charette and Member Christopher Parker, and the Committee has invited Committee Chairs Sweet and Miller as well as Director Hodson to participate in candidate interviews along with Chair Below. Items will be brought back to the Board, including but not limited to compensation and budget.

Director Sweet inquired as to the timeline of onboarding the CEO.

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Director Salas responded that objective was that the majority of interviews and candidate engagements would occur in February such that the winning candidate could be selected and onboard in March.

11. Regulatory & Legislative Affairs Report

Committee Chair Mandy Merrill noted that the Committee’s work was ramping up and the Committee planned to meet every other Friday afternoon, and the Committee would have regular contact with Clean Energy NH policy staffers. Director Merrill recounted that the Committee had voted to recommend the Board authorize the Chair to represent CPCNH’s support for Senate Bill 166, which would enable cost-effective development of distributed energy resources and battery storage. The Committee also voted to recommend the Board act to authorize CPCNH to engage on HB 385, which would move approval of Electric Aggregation Plans to the Department of Energy, which could result in delays, and is relevant to CPCNH.

Vice Chair Charette moved to authorize the Chair to testify in support of SB 166 and to authorize CPCNH to engage on HB 385. Secretary Oxenham seconded. Hearing no objection, Chair Below declared the motion approved by unanimous consent.

12. Other business, questions & reflections

Vice Chair Charette inquired as to the status of engaging an accounting firm.

Chair Below reported that Treasurer Quirk had established a connection a promising and qualified firm that had indicated they would present a proposal for consideration.

13. Adjournment

Director Kent Ruesswick moved to adjourn. Director Putnam seconded. Hearing no objection, Chair Below declared the meeting adjourned by unanimous consent at 12:07pm.