



COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE

ANNUAL BOARD MEETING – APPROVED MINUTES

Meeting Type: **Meeting of the Board of Directors**
Meeting Location: **Kimball Jenkins Estate, 266 N. Main St., Concord, NH 03301**
Meeting Date: **Friday April 21, 2023**
Meeting Time: **Noticed for 10:30M @ CPCNH.org & Lebanon City Hall**

AGENDA

1. Welcome & Roll Call - agenda check
2. Approve Minutes of 3/16 and 4/10 Board Meetings (**Action Item**)
3. Unseal and approve minutes of non-public sessions of 3/16 and 4/10 Board Meetings (**Action Item**) separately distributed
4. Chair's Report (**Action Item**)

Approve Intervention in PUC Docket # DE 23-026 re: Potential Jurisdictional Conflicts Related to Authorization of Pilot Programs Under RSA 362-A:2-b
5. Treasurer's Report (**Action Item**)

Amended Budget for 2023
6. Finance Committee Report
7. Executive Committee Report
8. Risk Management Committee Report
9. Member Operations & Engagement Committee Report (**Action Item**)

Rename Member Outreach & Engagement Committee modify charge
10. Regulatory & Legislative Affairs Report
11. CEO & Staff Search Committee Report – future role for committee?
12. Proposal to Establish a Project Committee
13. Election of Officers for the coming year
 - Chair
 - Vice Chair
 - Treasurer
 - Secretary
14. Appointment of Committees and Chairs (Action Item)
15. Discuss Direction of CPCNH over the next year
16. Other business, questions & reflections
17. Adjournment



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MINUTES

1. Call the Meeting to Order, Roll Call for Quorum & Attendance

Chair Below called the meeting to order at 12:44pm. Nineteen of twenty Directors were present.

<u>Member</u>	<u>Director</u>	<u>Present/Absent</u>
Cheshire County	Terry Clark	Present
Dover	Jackson Kaspari	Present
Durham	Steve Holmgren	Present
Enfield	Kimberly Quirk	Present
Exeter	Nick Devonshire	Absent
Hanover	April Salas	Present
Harrisville	Andrea Hodson	Present
Lebanon	Clifton Below	Present
Nashua	Doria Brown	Present
New London	Jamie Hess	Present
Newmarket	Joseph Lamattina	Present (virtual)
Pembroke	Matt Miller	Present
Peterborough	Bruce Tucker	Present
Plainfield	Evan Oxenham	Present (virtual)
Portsmouth	Kevin Charette	Present
Randolph	Kathleen Kelley	Present
Rye	Lisa Sweet	Present
Walpole	Paul Looney	Present
Warner	Clyde Carson	Present
Webster	David Hemenway	Present

2. Approve Minutes of 3/16 and 4/10 Board Meetings (Action Item)

Director Brown moved to approve 3/16 and 4/10 Board minutes. Seconded by Director Hodson. Hearing no objection, Chair Below declared the minutes approved by unanimous consent.



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3. Unseal and approve minutes of non-public sessions of 3/16 and 4/10 Board Meetings (Action Item)

Chair Below noted that he had forgotten to attach the sealed draft minutes to these two meeting in the agenda packet and suggested we just vote to unseal the minutes and he will include them in the packet for the next meeting for approval.

Director Kaspari moved to unseal the draft minutes of 3/16 and 4/10 non-public sessions. Seconded by Director Sweet. Hearing no objection, Chair Below declared the minutes unsealed by unanimous consent.

4. Chair’s Report (Action Item)

Chair Below noted that CPCNH Board and Committees have held no fewer than 144 Board and Committee meetings and recognized the tremendous volunteer effort that has contributed to creating CPCNH. Calpine is submitting enrollments for our first customers today (opt-in customers), as the 45-day advanced notice to utilities has passed, and will submit the first enrollments for opt-out customers on Monday 4/24.

Chair Below summarized PUC Docket # DE 23-026 which is relevant for CPCNH’s ability to develop cost effective community-scale renewable energy projects.

Director Brown moved to approve Intervention in PUC Docket # DE 23-026 re: Potential Jurisdictional Conflicts Related to Authorization of Pilot Programs Under RSA 362-A:2-b. Seconded by Director Hodson. Hearing no objection, Chair Below declared the motion approved by unanimous consent.

5. Treasurer’s Report (Action Item)

Treasurer Quirk presented the Treasurer’s Report, including the variance report on previous budgets. The CPCNH 2023 Amended Budget v2 forecasts ~\$51.2 million in revenues and ~\$38.8 million in expenses inclusive of energy-related and non-energy-related costs, and ~\$12.5 in forecasted financial reserves at year’s end. CPCNH has ~\$2.049 million in deferred compensation liabilities. The Board discussed the proposed budget and it was clarified that all financial statements included in the Treasurer’s report had been matched with CPCNH payments.

Director Kelley moved to accept annual totals as presented in the CPCNH 2023 Amended Budget v2. Director Brown seconded. Motion carried unanimously on a rollcall vote 19-0.

Member	Director	Present / Absent
Cheshire County	Terry Clark	Y
Dover	Jackson Kaspari	Y
Durham	Steve Holmgren	Y
Enfield	Kimberly Quirk	Y
Exeter	Nick Devonshire	



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Hanover	April Salas	Y
Harrisville	Andrea Hodson	Y
Lebanon	Clifton Below	Y
Nashua	Doria Brown	Y
New London	Jamie Hess	Y
Newmarket	Joseph Lamattina	Y
Pembroke	Matt Miller	Y
Peterborough	Bruce Tucker	Y
Plainfield	Evan Oxenham	Y
Portsmouth	Kevin Charette	Y
Randolph	Kathleen Kelley	Y
Rye	Lisa Sweet	Y
Walpole	Paul Looney	Y
Warner	Clyde Carson	Y
Webster	David Hemenway	Y

6. Finance Committee Report
7. Executive Committee Report
8. Risk Management Committee Report
9. Member Operations & Engagement Committee Report (Action Item)

Committee Chair Sweet described the proposed renaming of the Committee to Member Outreach & Engagement Committee noting that the Committee had successfully completed its charter and first year of work as the Member Operations and Engagement Committee.

Director Kelley moved to change the name of the Committee to the Member Outreach and Engagement Committee, and to approve the following proposed description of the committee:

“There shall be a Member Outreach and Engagement Committee (MOEC) consisting of up to twelve seats which may be filled by Directors, primary or alternate member representatives, or other individuals appointed by the Board Chair. The committee shall be responsible for supporting and facilitating Member engagement, education, and collaboration across the Membership, present and future, and providing a forum for the Members to interact with one another and with the organization. The committee membership should reflect the diversity of the Membership in community size, governing structure, and geography.”



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Seconded by Director Hess. Hearing no objection, Chair Below declared the motion approved by unanimous consent.

10. Regulatory & Legislative Affairs Report

11. CEO & Staff Search Committee Report – future role for committee?

Chair Below and Committee Chair Salas raised the question of whether to disband the CEO & Staff Search Committee. Committee Chair Salas recommended to not act to disband the Committee now. Chair Below state his feeling that the hiring of staff was the role of the CEO and that the work of the Committee was successfully completed with the hiring of Brian Callnan as CEO, and that it would be most appropriate to leave the hiring and building of a staff team to Mr. Callnan. Attorney Postar noted the By-Laws state the CEO is empowered to hire additional staff when the Board authorizes a position and a budget line item to support it.

12. Proposal to Establish a Project Committee

Berlin Member Representative Jeffrey Quackenbush has proposed that CPCNH establish a Projects Committee and establish an ambitious goal for development of a minimum of 125 Megawatts of projects. The Board discussed the establishment of the Committee and numerous participants voiced support for the creation of the Projects Committee and interest in participating on it.

13. Election of Officers for the coming year

Chair Below noted that all four current officers are willing to serve for the coming year, and that the floor is open for additional nominations. It was clarified that there is a three consecutive term limit on Officer seats.

Director Brown nominated Clifton Below as Chair, Kevin Charette as Vice Chair, Kim Quirk as Treasurer, and Evan Oxenham as Secretary. Seconded by Director Salas. Motion carried unanimously on a rollcall vote 19-0.

<u>Member</u>	<u>Director</u>	<u>Present / Absent</u>
Cheshire County	Terry Clark	Y
Dover	Jackson Kaspari	Y
Durham	Steve Holmgren	Y
Enfield	Kimberly Quirk	Y
Exeter	Nick Devonshire	
Hanover	April Salas	Y
Harrisville	Andrea Hodson	Y
Lebanon	Clifton Below	Y
Nashua	Doria Brown	Y



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New London	Jamie Hess	Y
Newmarket	Joseph Lamattina	Y
Pembroke	Matt Miller	Y
Peterborough	Bruce Tucker	Y
Plainfield	Evan Oxenham	Y
Portsmouth	Kevin Charette	Y
Randolph	Kathleen Kelley	Y
Rye	Lisa Sweet	Y
Walpole	Paul Looney	Y
Warner	Clyde Carson	Y
Webster	David Hemenway	Y

14. Appointment of Committees and Chairs

After reviewing everyone's preferences that had been indicated in a pre-meeting survey and tweaking those requests through discussion, Chair Below appointed the slate of committee chairs and committee members as shown below:

Audit Committee		
Member	Name	Chair
Randolph	Kathleen Kelley	X
Berlin	Henry Noel	
New London	Robin Rainie-Lobacz	
Hanover	Peter Kulbacki	
Harrisville	Andrea Hodson	
Portsmouth	Kevin Charette	

Finance Committee		
Member	Name	Chair
Warner	Clyde Carson	X
Enfield	Kim Quirk	
Lebanon	Clifton Below	
Hanover	April Salas	
Walpole	Paul Looney	
Cheshire County	Terry Clark	
Harrisville	Andrea Hodson	
Randolph	Kathleen Kelley	
Berlin	Henry Noel	

Shading indicates groups that might most easily gather in person to achieve the minimum required in-person attendance of a quorum (of 1/3 of committee membership).



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Governance Committee		
Member	Name	Chair
Harrisville	Andrea Hodson	X
Harrisville	Andrew Maneval	
Cheshire County	Terry Clark	
Westmoreland	Mark Terry	
Hanover	April Salas	
Berlin	Henry Noel	
Nashua	Doria Brown	
Newmarket	Joseph Lamattina	
Pembroke	Jackie Wengenroth	

Regulatory & Legislative Affairs Committee		
Member	Name	Chair
Dover	Bill Baber	X
Rye	Howard Kalet	
Exeter	Julie Gilman	
Lebanon	Clifton Below	
Plainfield	Evan Oxenham	
Warner	Clyde Carson	
Webster	David Hemenway	
Boscawen	Edward Cherian	
Berlin	Henry Noel	

Member Outreach & Engagement Committee		
Member	Name	Chair
Rye	Lisa Sweet	X
Rye	Howard Kalet	
Durham	Steve Holmgren	
Newmarket	Joseph Lamattina	
New London	Jamie Hess	
Enfield	Jo-Ellen Courtney	
Pembroke	Jackie Wengenroth	
Hudson	Craig Putnam	
Peterborough	Bruce Tucker	

Risk Management Committee		
Member	Name	Chair
Pembroke	Matt Miller	X
Hanover	Peter Kulbacki	
Lebanon	Clifton Below	
Dover	Jackson Kaspari	
Exeter	Nick Devonshire	
Portsmouth	Kevin Charette	
Newmarket	Joseph Lamattina	
Nashua	Doria Brown	
Shelburne	Michael Prange	



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Director Hemenway moved to ratify the Chair’s appointments of committee chairs and committee members of Audit, Finance, Governance, Member Outreach & Engagement, Regulatory & Legislative Affairs, and Risk Management Committees as shown herein. Seconded by Director Clark. Motion carried unanimously on a rollcall vote 18-0.

Member	Director	Present / Absent
Cheshire County	Terry Clark	Y
Dover	Jackson Kaspari	Y
Durham	Steve Holmgren	Y
Enfield	Kimberly Quirk	Y
Exeter	Nick Devonshire	
Hanover	April Salas	
Harrisville	Andrea Hodson	Y
Lebanon	Clifton Below	Y
Nashua	Doria Brown	Y
New London	Jamie Hess	Y
Newmarket	Joseph Lamattina	Y
Pembroke	Matt Miller	Y
Peterborough	Bruce Tucker	Y
Plainfield	Evan Oxenham	Y
Portsmouth	Kevin Charette	Y
Randolph	Kathleen Kelley	Y
Rye	Lisa Sweet	Y
Walpole	Paul Looney	Y
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Webster	David Hemenway	Y

The following individuals were noted for their interest in participating on a Project Development Committee: Jeffrey Quackenbush of Berlin; Michael Prange of Shelburne; Matt Miller of Pembroke; Howard Kalet of Rye; Jamie Hess of New London; Hebe Quinton of Lyme; Clifton Below of Lebanon.

Chair Below appointed Director Lisa Sweet to the fifth seat on the Executive Committee. Director Looney moved to approve the Chair’s appointment of Director Lisa Sweet to the fifth seat on the Executive Committee. Director Kelley Seconded. Motion carried 16-2 with 2 absences.



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Cheshire County	Terry Clark	Y
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Durham	Steve Holmgren	Y
Enfield	Kimberly Quirk	Y
Exeter	Nick Devonshire	
Hanover	April Salas	
Harrisville	Andrea Hodson	N
Lebanon	Clifton Below	Y
Nashua	Doria Brown	N
New London	Jamie Hess	Y
Newmarket	Joseph Lamattina	Y
Pembroke	Matt Miller	Y
Peterborough	Bruce Tucker	Y
Plainfield	Evan Oxenham	Y
Portsmouth	Kevin Charette	Y
Randolph	Kathleen Kelley	Y
Rye	Lisa Sweet	Y
Walpole	Paul Looney	Y
Warner	Clyde Carson	Y
Webster	David Hemenway	Y

15. Discuss Direction of CPCNH over the next year

Chair Below described the strong success of over 100 people signing up in support of Senate Bill 166 and over 100 people signing up in opposition to Senate Bill 54, largely in response to CPCNH's Action Alerts.

With regard to Senate Bill 54, it appears to be a priority of Governor Sununu's, and Chair Below will meet with a legislative subcommittee on the bill on Monday 4/24/23.

The Board discussed the recent potential delay to launch and enrollment of customers which would cause immense financial losses for customers and community reserves and which could be caused by Eversource's refusal to timely enroll Community Power customers.



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16. Other business, questions & reflections

17. Adjournment

Director Brown moved to adjourn. Director Hodson seconded. Chair Below declared the meeting adjourned by unanimous consent at 2:47pm.

APPROVED