



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

EXECUTIVE COMMITTEE – APPROVED MINUTES

Meeting Type: **Executive Committee**
Meeting Location: **Lebanon City Hall, Council Chambers**
Meeting Date: **November 4, 2022**
Meeting Time: **Noticed for 9:00 AM on CPCNH.org and at Lebanon City Hall**

Attendees:

- Chair Clifton Below, Lebanon Director
- Treasurer Kimberly Quirk, Enfield Director
- Secretary Evan Oxenham, Plainfield Director

Absent:

- Immediate Past Chair April Salas, Hanover Director
- Vice Chair Christopher Parker, Dover Director

Guests:

- Member Operations and Engagement Committee Chair Lisa Sweet, Rye Director
- Samuel Golding, Consultant
- Henry Herndon, Consultant

1. Call to Order, quorum check, agenda review

Chair Below called the meeting to order at 9:05am

2. Approve Minutes of 9/28 Meeting – (attached as a separate Word file).

Treasurer Quirk moved approval of 9/28 minutes. Secretary Oxenham seconded. Motion passed 2-0-1 with Secretary Oxenham abstaining.

3. Review options for accounting services due to lack of response to RFQ

Treasurer Quirk moved the Executive Committee authorize the Chair and Treasurer, with support from Counsel and Consultants, to obtain two or more quotations for accounting services via direct bilateral engagement with accounting firms and work to negotiate and recommend a contract for approval to the Board. Seconded by Secretary Oxenham. Motion passed 3-0.

The Committee discussed approaching a particular retired utility CFO as another option.

4. Review possible edits to Gifts & Grants Policy

The Committee reviewed the proposed Gifts & Grants Policy edits in response to the discussion at the previous Board meeting, including edits to a sentence under **C. Specific Criteria and Requirements for Evaluation, i. Gifts that can Generally be Accepted With Minimal Review** to read:



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The following forms of gifts in the amount of \$10,000 or less are generally not subject to Board review prior to acceptance, but should be reviewed and approved by the Treasurer and CEO (or Board Chair in the absence of a CEO) in consultation with either the Finance or Executive Committees prior to acceptance:

And make a correction to so that “Minimum Amount” to correctly reads “Maximum amount”

And include the following sentence at the end of **C. i.**:

If there is any question by the Treasurer, CEO, Board Chair, or the Finance or Executive Committees as to whether a particular gift should be accepted, they may refer the question to legal counsel and/or the full Board.

Include final sentence rewrite under **IV. ADDITIONAL CONSIDERATIONS** to read:

CPCNH shall register with the Charitable Trusts Unit of the New Hampshire Attorney General's Office or obtain a determination from that office that it is not required to register prior to soliciting any gifts. CPCNH shall file annual reports disclosing its fund-raising activities and other important information with the Charitable Trusts Unit to the extent required by RSA [7:19](#) through [7:32b](#) and the administrative rules pertaining to Charitable Trusts, [Chapter Jus 400](#).

Treasurer Quirk recommended the Executive Committee recommend the Board adopt the Grants and Gifts policy with the redline edits shown in the meeting. Secretary Oxenham seconded. Motion passed 3-0.

5. Review Attached Draft Cost Sharing Agreement

The Executive Committee reviewed and discussed the draft Cost Sharing Agreement (CSA).

The Executive Committee discussed CPCNH Joint Powers Agreement (JPA) Article V, Cost Sharing Principles, Section 3 (b) language:

“(b) General and Administrative [G&A] Costs: Costs described in Article V, Section 4 are incurred for the common objectives of all Members of the Corporation, and are not incurred specifically in connection with a particular Project, Project Contract, or Member Service and shall be allocated to, and recovered from, each Member on a pro rata basis in accordance with the following formula: Member CPA’s Annual Retail Electricity Load divided by all Member CPAs’ Annual Retail Electricity Load; and”

This language has implications for CPCNH Members taking power supply service through providers other than CPCNH, such that, if a CPCNH Member takes CPA power supply through an provider other than CPCNH, that member would still be subject to paying its share of CPCNH G&A Costs as per the formula described in JPA V, 3 (b).

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Chair Below surmised that G&A Costs would amount to a small fraction of a kilowatt-hour.

All deferred compensation will go into either (b) G&A Costs, or (a) CPA Member Services Costs, defined as:

“Costs incurred to provide the Complete Service Bundle, or such services that CPCNH offers, shall be recovered directly from Member(s) for the period they contract to receive such service(s). The Complete Service Bundle will include those services CPAs will require to undertake and provide Electric Aggregation Plans and Programs, such as: power supply procurement and management, data and billing, and customer service;”

For example, Ascend’s deferred compensation will likely be allocated to CPA Member Services Costs, while DWGP Legal costs could plausibly be allocated to G&A Costs. The Accounting Firm will help CPCNH allocate costs into correct categories.

Wave 2 communities need not rush to get the CSA approved, but the CSA adopted by CPCNH and Wave 1 Members will not change for subsequent Members.

The current CSA draft includes “Authorization to collect CPA customer revenues” and “Authorization to act as Member Agent for operations,” which are necessary authorizations, but may alternatively be granted via agreements separate from the CSA.


The Executive Committee deliberated whether or not a Member execution of the CSA would also include Authorizations to launch service, or whether those Authorizations would occur in a separate and accompanying agreement, or, whether the CSA could include a type of cover-page clearly articulating the rate parameters and expectations at launch alongside launch Authorizations. If they were separate, many Wave 1 Members could likely execute the two (CSA + Authorizations) simultaneously, while later wave Members could execute the CSA in advance, and the Authorizations when they were approved and ready for launch.

The CSA explains how start-up costs will be spread fairly over Members over 5 years with a reconciling process so that all Member CPAs, regardless of launch timing, contribute an equitable distribution of costs through their CPA rates, such that later wave Members will essentially reimburse costs incurred by earlier wave Members through credit allocations to and from their respective portions of the reserve account, so as to ensure costs are fairly shared across all Members in the first 5 years and that Wave 1 Members do not carry an outsized cost burden.

6. Updates: officers, committees, consultants, contracts

7. Planning for next Board meetings

8. Other business

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Treasurer Quirk moved adjournment at 10:04am. Secretary Oxenham seconded. Motion passed 3-0.

APPROVED