



**COMMUNITY  
POWER COALITION**  
OF NEW HAMPSHIRE

**COMMUNITY POWER COALITION OF  
NEW HAMPSHIRE (CPCNH)**

Meeting of the Board of Directors  
10/21/2021 | 10:00AM

Meeting Room 1, City of Lebanon, City Hall | 51 N Park Street, Lebanon, NH 03766



## PROPOSED AGENDA OF THE REGULAR MEETING OF THE COMMUNITY POWER COALITION OF NEW HAMPSHIRE (CPCNH)

- 1. Call to Order. Roll call of Member Representatives and Alternates. Verification of Meeting Quorum**
- 2. Check for Consensus on allowing 1 or more Member Representatives to participate via telephone or other electronic means**
- 3. Check for Consensus on Proposed Agenda.**
- 4. Review and Adopt Meeting Minutes of 10/1/21 Inaugural Board Meeting**
- 5. Executive Committee Updates & Vote**
  - i. ExComm – Meeting Norms, Expectations
  - ii. Status Update on Treasurer
- 6. 2021 Board & Executive Committee Meeting Calendar Finalized**
- 7. Review CPCNH Director Committee Assignments**
- 8. [VOTE] Finalize Member Operations and Engagement Committee Description**
- 9. Finance Update**
  - i. Funds Available
  - ii. Obtaining IRS Section 115 Status, EIN
  - iii. Development of Financial, Audit, Risk Mgmt & Contracting Policies
  - iv. Conflict of Interest Acknowledgments
- 10. Operations Update**
  - i. Review Proposed Solution for Interim Support Services
  - ii. Discuss Operational Needs for First 60 Days & Status
  - iii. Discuss Options for Retaining Legal Counsel
- 11. Legislative & Regulatory Affairs Update**
- 12. Committee To Review Authorizing Governing Bodies of Municipalities To Hold Virtual Meetings And To Study Remote Access To Meetings Under Rsa 91-A (HB 108, Chapter 163:3, Laws of 2021). Next meeting is 10/18, 10:30 am, Room 100, SH.**
- 13. Commission to Study Limited Electrical Energy Producers (SB 91, Part IV, Chapter 228:1 Laws of 2021). First meeting is 10/5, 10:00 am, LOB? Report is due 11/1/21.**
- 14. RSA 53-E as Amended by HB 315**
- 15. Administrative Rules for Community Power Aggregations**
- 16. CPCNH Community Round Table Updates**
  - i. Each Community Report Out on Status
  - ii. EAP Template
  - iii. Action Planning for Next 6 Months
- 17. Next Meeting – 10/28: Committee of the Whole Board on the Business Plan. Agenda – Presentation by Samuel Golding, Community Choice Partners of Previously Developed Draft Business Plan**



**18. Other Business**

**19. Adjournment**

**20. Attachments**

- i. Draft Meeting Minutes of 10/1/21 Inaugural Board Meeting
- ii. Conflict of Interest Acknowledgment
- iii. 2020 RFQ for Legal Services
- iv. DWGP Response to RFQ
- v. Template EAP
- vi. Draft CPCNH Business Plan
- vii. Presentation of Overview of Draft CPCNH Business Plan



# Minutes

## 1. Call to Order.

April Salas called the meeting to order at 10:02 am.

## 2. Roll call of Member Representatives and Alternates. Verification of Meeting Quorum

Member	Director	Present / Absent	Alternate	Present / Absent
Cheshire County	Terry Clark	Present	Chris Coates	Absent
Dover	Chris Parker	Absent	Jackson Kaspari	Remote
Durham	Nat Balch	Present	Todd Selig	Absent
Enfield	Kim Quirk	Present	Jo-Ellen Courtney	Present
Exeter	Nick Devonshire	Remote	Julie Gilman	Remote
Hanover	April Salas	Remote	Peter Kulbacki	Present
Harrisville	Andrea Hodson	Remote	Andrew Maneval	Absent
Lebanon	Clifton Below	Present	Greg Ames	Absent
Nashua	Doria Brown	Remote	Bob Blaisdell	Remote
Newmarket	Toni Weinstein	Remote	Steve Fournier	Absent
Pembroke	Matt Miller	Remote	Jackie Wengenroth	Remote
Plainfield	Evan Oxenham	Present	Steve Ladd	Absent
Rye	Lisa Sweet	Remote	Howard Kalet	Remote
Walpole	Paul Looney	Remote	Dennis Marcom	Absent
Warner	Clyde Carson	Present	George Packard	Absent

**Also present:** Henry Herndon.

The members identified in the table as attending remotely stated that it is not reasonably practical for them to attend in person.

Chair, April Salas, requested confirmation that quorum was met. Vice Chair, Clifton Below, verified that more than four board members were physically present, so the meeting had a quorum.

## 3. Check for Consensus on Proposed Agenda.

April Salas requested consensus on proposed agenda. Clifton Below proposed an addition to the agenda to approve the Town of Pembroke joining as a new member of CPCNH. April Salas requested a motion.



Clifton Below proposed a motion: Move to approve Town of Pembroke joining the Community Power Coalition of New Hampshire. The motion was seconded by Terry Clark. The motion was approved unanimously by roll call vote.

#### **4. Review and Adopt Meeting Minutes of 10/1/21 Inaugural Board Meeting**

Page 6: Can alternates serve on committees. No answer recorded. Need to provide clarity on this.

Page 11: First paragraph. Change to without a vote from Nick Devonshire. (from no vote).

Clifton Below moved that the minutes be approved with corrections noted. Seconded by Kim Quirk. Approved unanimously by roll call vote.

#### **5. Conflict of Interest Acknowledgement**

Clifton Below noted that conflict of Interest acknowledgment form, that was circulated in the Board packet, needs to be signed by Directors and Alternates as required by Sections 12.1 and 12.2 of the bylaws. Each Board member should sign this form. The form may be signed digitally and e-mailed to the Secretary, Chair or Vice-Chair. Alternatively, print the form, sign it, then scan it and e-mail it or physically mail it to the official corporate address (CPCNH c/o Sustainability Director, Town of Hanover, 41 S Main Street, Hanover, NH 03755).

Andrea Hodson suggested sending the form to [info@cpcnh.org](mailto:info@cpcnh.org) and there was consensus that the signed forms can be sent to [info@cpcnh.org](mailto:info@cpcnh.org). Andrea also suggested that the e-mail subject line should be "Conflict of Interest Acknowledgement - *member's town*".

CPCNH will use [info@cpcnh.org](mailto:info@cpcnh.org) as a central location for sending information and will discuss offline how to distribute the information from there.

#### **6. Executive Committee Updates & Vote**

##### **a. ExComm – Meeting Norms, Expectations**

April noted that board members should have received 6 calendar updates. April described what was dealt with in the ExComm meeting.

She noted that towns should post a link to document repository at Lebanon ([Lebanon.gov/cpcnh](http://Lebanon.gov/cpcnh)) on their web site.

For note taking support we will be recording meetings. The goal is for draft meeting minutes to be cleared within 5 days. Minutes will be posted on the Lebanon portal. Draft meeting minutes will be distributed with the Board packet for each Board meeting. The goal for the Board packet is to send it to Board members at least 48 hours in advance.

The expected response time to e-mail requests will be within 24 to 48 hours. A response in less than 24 hours is only required in an emergency.

April Salas stated that each committee needs to have someone to record minutes, and Clifton Below proposed that the person be called the clerk of the committee. There is a Right to Know requirement to make these minutes available to the public. Minutes need to show who is present (remote and in person), when the meeting started and ended and any votes that were taken. Clifton proposed that a description of the requirements for minutes be drafted. April proposed that ExComm take on that task and Andrea Hodson suggested the requirements be in the form of a one-page check list.



## b. Status Update on Treasurer

April Salas discussed the status of the role of the Treasurer. Nick Devonshire as Treasurer, would like to resign because the treasurer role requires a larger time commitment than he anticipated.

April Salas asked for self-nominations to replace Nick as Treasurer. Anyone who fills the Treasurer position needs to be a Director, not an Alternate. April thanked Nick for his service.

Andrea Hodson asked for the details of the treasurer position. April and Clifton responded with brief descriptions of the role, such as opening a bank account, writing checks, revenue and expenses oversight, and participating in the Finance, Risk and ExComm committees. Andrea Hodson self-nominated for the Treasurer position.

Nick Devonshire stated that he formally resigns as treasurer

Clifton Below nominated Andea Hodson as Treasurer. Doria Brown seconded the nomination. The nomination was approved unanimously by roll call vote.

## 7. 2021 Board & Executive Committee Meeting Calendar Finalized

CPCNH Committee Meeting Schedule - All Meetings 10-11:30AM ET <i>unless otherwise indicated</i>								
BODY	OCTOBER 2021			NOVEMBER 2021		DECEMBER 2021		JANUARY 2022
Full Board - Regular Business (3rd Thursday's)		10/21/21 10:00 Regular Board Meeting			11/18/21, 10:00 Regular Board Meeting			12/16/21 10:00 Regular Board Meeting
Full Board - Business Plan Review			10/28/21 10:00 Board Committee of Whole, Draft Business Plan	11/4/21 10:00 Board Committee of Whole, Biz Plan		12/2/21 10:00 Board Committee of Whole, Biz Plan		
ExCom	10/15/21, 1:30-3:30PM ExCom,				11/8/21, 10:00AM ExCom		12/6/21, 10:00AM	1/3/21, 10:00AM ExCom
FinCom								
RLAC								
RMC								
GovCom								
MOI-Com								

The calendar created by Henry Herndon and updated by April Salas. It will be updated as meetings are scheduled.

## 8. Review CPCNH Director Committee Assignments

**Finance Committee:** Andrea Hodson will chair the committee. Nick Devonshire will be stepping off. Teri Clark is on the committee.

**Regulatory and Legislative Affairs Committee:** Only Clifton Below is on the committee at this time. He will chair the committee. The committee needs more members.

**Risk Management Committee:** April Salas, Jackson Kaspari, Kim Quirk, Nick Devonshire, and Peter Kulbacki are on the committee. The committee needs a chair. April Salas asked for someone to volunteer to be chair, but if there are no volunteers, she has the authority to appoint the chair. No one volunteered.

**Governance Committee:** Doria Brown will chair the committee and is the only member so far. Doria needs others to volunteer for this committee.



**Member Operations and Engagement Committee:** Andrea Hodson had volunteered to chair this committee, but she and April Salas will need to discuss this. The other members are: April Salas, Howard Kalet, Chris Parker, Paul Looney, and Nat Balch.

## 9. Finalize Member Operations and Engagement Committee Description

April Salas has drafted the following description of this committee, and she asked for discussion of this description.

*JPA Article IX. Committees.*

*SECTION 9. Other Committees. Other committees may be established and abolished as necessary by the Board and given such authority as the Board determines appropriate, subject to the provisions of this article, and except that the authority of the Board itself shall not be delegated to any committee other than the Executive Committee. In the case of such committees established by the Board, it shall not be necessary for a committee member to also be a Member or a Director.*

### **Draft Description for Board Consideration and Approval:**

*The Member Operations and Engagement (MOE-C) Committee shall consist of at least two Directors or alternates, one of which shall serve as chairperson of such Committee. The charter of this committee is to support coordination and collaboration across Members to advance member readiness to launch initial slate of Community Power*

*Programs in 2022. This committee would be responsible for creating a framework for tracking member status towards initiating or finalizing Electric Aggregation Plans, sharing and networking resources that support member preparation for town meeting warrants, city council meetings and/or other committee meetings, to support member engagement needs in requesting and synthesizing community electricity data requested from the respective utility, and ultimately recommending - by Spring 2022 - a prioritized list of CPCNH services to the full Board.*

Clif Below noted that concerning the question of on which committees Alternates can serve, the bylaws state that they can serve on the **Finance Committee, Audit Committee, Governance Committee, and Risk Management Committee**. The bylaws regarding the **Regulatory and Legislative Affairs Committee** references two Directors along with a number of members designated at the annual meeting, so at the April annual meeting CPCNH could open that committee to Alternates as well by a vote of the membership. The draft motion for the **Member Operations and Engagement Committee** also allows Alternates to serve on the committee.

Henry Herndon volunteered to work with the Member Operations and Engagement committee to assist communities in joining CPCNH. April Salas expressed thanks for the work that he has done.

Andea Hodson MOVED to adopt the finalized description of Member Operations and Engagement Committee as prepared. The motion was seconded by Doria Brown. The motion was approved unanimously by roll call vote.

## 10. Finance Update

### a. Funds Available

Funds have been received through the City of Lebanon and the Town of Hanover.



### **c. Obtaining IRS Section 115 Status, EIN**

Clifton Below has secured an EIN on behalf of CPCNH from the IRS. Once the Section 115 paperwork has been completed, we will establish our bank account and move the funds from the City of Lebanon and the Town of Hanover over to CPCNH.

### **d. Development of Financial, Audit, Risk Management & Contracting Policies**

We need to develop contracting and procuring policies so that we can get support from our contractors and consultants. We need to reengage with those vendors to support our ongoing needs. April Salas will reach out to the committees for help with these policies.

### **e. Conflict of Interest Acknowledgments**

This had already been discussed.

## **11. Operations Update**

### **a. Discuss Options for Retaining Legal Counsel**

April Salas and Clifton Below stated that it is critical to retain legal counsel. DWGP were selected as legal counsel by the CPCNH organizing group and they are still interested in providing services to CPCNH. They have the experience and expertise supporting public power entities such as the American Public Power Association and California CCA organizations. April Salas and Clifton Below met with Michael Postar of DWGP yesterday and he reiterated that they are willing to work at risk. April and Clifton discussed with Michael how that would work, for instance if CPCNH is delayed in launching or if CPCNH launches with fewer communities than expected. DWPG is willing to work with CPCNH to deal with these possible scenarios. DWGP will retain a NH counselor as a subcontractor to DWGP. There is a NH Counsel, Eli Emerson who is willing to work with CPCNH on an at-risk basis and has a significant municipal law background. He serves as legal counsel for Clean Energy New Hampshire. He is willing to work as a subcontractor to DWGP. The interest of DWGP and Eli Emerson aligns with CPCNH interest.

ExComm would develop a full proposal for engaging legal services, which would be a sole source decision. Clifton asked if the Board was comfortable with the ExComm working on this and coming back with a full proposal. April Salas stated that the plan is to get Michael Postar and Eli Emerson to make a presentation to the Board at the November 18 meeting, if the board approved.

Matt Miller commented that a sole source decision is acceptable provided that the requirements regarding the services to be provided were well defined. He asked how much of CPCNH revenue would be allocated to at risk contractors, how the Board would decide that and how do we define at-risk?

April responded that the Risk Management and Finance committees need to develop a policy describing at-risk and a mechanism for tracking risk exposure. Nick Devonshire stated that CPCNH would need to decide which critical costs need to be paid first. These would be critical expenses required to keep organization running. The debts occurred under an at-risk agreement would be paid after the critical expenses. Nick asked would DWGP be tracking hours and be paid out from revenues or would they ask for an equity stake in CPCNH. April responded that one framework that has been discussed is DWPG being paid some percent of cash flow in a defined monthly payment schedule. The total costs for year one would be around \$300,000, but this figure will probably not cover all the legal costs. April and Clifton do not support providing at-risk vendors an equity stake.





Clifton stated that the next two work sessions on business plan will help clarify the options. We may consider 0.5 to .75 % of cash flow as a reasonable payment to DWGP using a deferred accrued cost approach. DWGP was receptive to this approach. Nick Devonshire suggested that it would be reasonable for any debt to incur an interest charge.

Clifton said that DWGP would bill on a monthly basis, and that DWPG anticipates a lot of time will be spent on the cost sharing agreement in working with municipal attorneys.

April Salas stated that since no objections were raised to with the ExComm working on a full proposal the ExComm will proceed and she would send an invitation to attend the November Board meeting to DWGP and Eli Emerson.

**b. Review Proposed Solution for Interim Support Services**

April Salas stated that professionals who contracted with the CPCNH organizing group under the Lebanon CDFA grant with Hanover and Nashua support, such as Henry Herndon and Samuel Golding, have agreed to extend their services for a limited time in a volunteer capacity until we have the capacity to get our contracting services up and running. CPCNH also has the continued support of others who have offered to extend their volunteer work. The roles for those people are outlined in the draft table below, and have been critical members as part of the pre-incorporation organizing group that is now CPCNH.



## DRAFT

Volunteer	Focus Area
Henry Herndon	* Database management
	* Member recruitment: (limited)
	* Contracting advising
	* Website management
	* Staff board & committees: support agenda prep, note taking, follow up items, limited meeting
	* Member implementation: appearing at member committee events to support member needs
	* Facilitate EAP Template customization direction
	* Meeting with communities: as a consultant
Samuel Golding	* Business plan and financial model advisement
	* EAP tailoring for each community
	* Assist with refinement of contracting, vendor agreements and other documents in preparation
	* Assisting with data baselining in preparation for launch
Dori Drachman	* Support creating agendas for executive committee and full board meetings
	* Subcommittee facilitation and support
	* Community engagement/outreach
Julia Griffin	* Advise in operations and contracting
	* Community outreach/engagement
	* Operation management
	* Contract/RFI Advisement
	* Support executive committee and full board meeting planning
Rod Bouchard	* Contract/RFI advising
	* Operation management Advisement
Ned Hulbert & Mary Day Mordecai	* Team Building
	* Support to Board and Committee Process Development
Dr. Amro Farid	* Technical Advisor

## 12. Legislative & Regulatory Affairs Update

### a. Committee To Review Authorizing Governing Bodies of Municipalities To Hold Virtual Meetings And To Study Remote Access To Meetings Under Rsa 91-A (HB 108, Chapter 163:3, Laws of 2021).

Clifton Below was unable to attend the committee meeting and the committee is wrapping up its work so we will need to be involved in any legislative proposals.

### b. Commission to Study Limited Electrical Energy Producers

Clifton attended several meetings. This committee is also wrapping up its work. The committee was discussing the proposal is to support 1 – 5MW power suppliers selling in state without going through ISO-NE and getting credit for avoided transmission costs. There will legislation introduced and we will be involved in the discussion of that legislation.



### **c. Administrative Rules for Community Power Aggregations**

Clifton Below, Henry Herndon and Samuel Golding have been working on these rules for over two years. As of Monday, the PUC has statutory obligation to adopt rules for enabling Community Power Aggregations. Stakeholders had finalized an initial proposal in December last year that the commission did not act on. The version of the latest proposed rules was in the Board packet. Eversource has not supported these rules so Clif would like to contact other stakeholders involved in this process to get buy in on these rules which have compromises already built into the rules. CPCNH needs agreement from other stakeholders in the next week. The DOE staff is preparing to file a proposal with the PUC which should not be very different from our proposed rules. Clifton asked for Board agreement for him to work with the other stakeholders.

The Board by consensus agreed that Clifton may proceed.

Clyde Carson and Nick Devonshire left the meeting at 11:33 am.

## **13. CPCNH Community Round Table Updates**

### **a. Each Community Report Out on Status**

Cheshire County – nothing to report. Waiting for clarification on rules for counties.

Dover – working on the resilience chapter for the city’s master plan. Goal is to set some targets which will inform the Community Power plan.

Durham – the energy committee has established a working group to work on community power.

Enfield – working on community power plan and education sessions. Plan to hold two public hearings, one in December and one in February.

Exeter – have set dates for public information meetings on community power.

Hanover – EAP is fully approved we are preparing to send it to the PUC for final approval; nothing further is required for Town Meeting. Hanover had a ribbon cutting for their municipal solar project which now represents the state’s largest municipal solar array.

Harrisville – aiming for launch date in April to try to get community power to cut costs following the increase in utility rates. They are looking into a local generation project.

Lebanon – The EAP was adopted by the city and will be filed next week for PUC review.

Nashua – aggregation committee will meet next week to review the EAP template.

Newmarket – have an energy and environment committee. They just began looking into an aggregation plan, so were glad to see the template. When the plan is ready it will be taken to the Town Council for approval.

Plainfield – have an aggregation plan which the aggregation committee has reviewed and commented on. Need to review the EAP template to check for any changes that need to be made to the aggregation plan. Plan on public meetings in December and January. Will present the plan to community stakeholders for their comments before presenting the plan to the general community.



Rye – working on a draft of the EAP and a warrant article. Hope to complete this by early November. Hope to have a community forum in December and another in late January or February. Working to get done by town meeting.

Walpole – had an informational meeting with the town last week. Survey on the web site provided a quick response. Working on the EAP.

Warner – Clyde left so no status report.

Pembroke – have signed the JPA and will send it to CPCNH. Will create Community Power committee.

**14. Next Meeting – 10/28: Committee of the Whole Board on the Business Plan.  
Agenda – Presentation by Samuel Golding, Community Choice Partners of  
Previously Developed Draft Business Plan**

**15. Other Business**

None.

**16. Adjournment**

Doria Brown proposed a motion to adjourn the meeting. The motion was approved unanimously by roll call vote.

The Chair adjourned the meeting at 11:49 am.