

FOR COMMUNITIES, BY COMMUNITIES.



**COMMUNITY
POWER COALITION**
OF NEW HAMPSHIRE

Meeting of Board of Directors
11/18/2021 | 10:00AM - 12:00

Council Chambers, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766



MINUTES

1. Call to Order, Roll call of Member Representatives and Alternates and Verification of Meeting Quorum

April Salas called the meeting to order at 10:04 am

A discussion ensued around the issue of more than an hour round trip as being unreasonable to expect for in person attendance. The Directors and Alternates attending virtually noted that it is not reasonably practicable for them to attend in person due to the long travel times.

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

Guests in Attendance:

Rod Bourchard, Assistant Administrator for Cheshire County; consultants Henry Herndon and Samuel Golding; Craig Putnam of the Hudson Sustainability Committee.

Eli Emerson from Primmer Piper Eggleston & Cramer (PPEC) and Michael Postar from Duncan Weinberg Genzer & Pembroke (DWGP) attended virtually to present a proposal for legal services.

More than four board members were physically present, so the meeting quorum was met

2. Check for Consensus on Proposed Agenda.

No meeting attendees proposed any changes to the agenda.



3. Welcome Town of Hudson

Craig Putnam of the Hudson Sustainability Committee attended virtually. The Hudson Select Board recently voted to authorize the CPCNH Joint Powers Agreement for execution by the Town Administrator. The signed Joint Powers Agreement from the Town of Hudson is not yet in hand and as such the vote to accept the Town as a Member will not occur during this meeting.

4. 10/21/21 Board Meeting Minutes, approve

Clifton Below moved to approve the minutes of the 10/21/21 Board Meeting with the added notation of “approved unanimously by a roll call vote” in appropriate areas to make clear that all votes were taken by roll call. Nat Balch seconded the motion. Unanimously approved by a roll call vote. 14 - 0 - 1 with Plainfield absent and not voting.

5. Coalition Networking: How’s it going?

Clifton Below expressed concern about the legality of using virtual break out groups because it would not allow members of the public to contemporaneously hear all of the discussion.

April Salas suggested foregoing breakout groups and instead each member be given the opportunity to speak in the full group to share updates from their community.

Cheshire County, Terry Clark: Cheshire County is seeking clarity on how enabling legislation applies for counties and is working with Senators Guida and Bradley to introduce legislation that would clarify details of aggregation programs for counties. Mr. Clark has also been in communication with the Town of Swanzey about the possibility of joining the Coalition.

Dover, Jackson Kaspari. Mr. Kaspari met with the Dover Energy Commission last night to explore the option of the Energy Commission serving as the Electric Aggregation Committee (EAC). The Energy Commission was receptive to the idea but wanted more information. Mr Kaspari will prepare materials and share the Template Electric Aggregation Plan (EAP). He hopes Samuel Golding or someone from the organization can meet with the Energy Commission to give a brief presentation to help them get up and running. Technical support is requested.

Durham, Nat Balch. The Durham subgroup addressing Community Power Aggregation (CPA) has been meeting every-other-week and met last night. The group is in the process of reviewing the template EAP and aims to provide a report to the Town Council in December. From there the group will formally go through the process of developing the EAP for approval by the Town Council.

Enfield, Jo-Ellen Courtney. The Energy Aggregation Committee has developed a draft EAP and has received aggregate load data from Eversource but not Liberty Utilities. The expectation is to bring the plan to the Select Board on December 6 and to hold a public hearing on December 7. The public hearing is being announced in the Valley News.

Exeter, Nick Devonshire. Exeter’s Energy Aggregation Committee is on track to put materials in front of the Select Board in December. The Energy Aggregation Committee hosted an Exeter TV session last night for public education and is about to hold the first of two public hearings. Exeter was told by Unitil that it would not receive public usage data and is curious if other communities have had success receiving data from Unitil, and whether it is necessary to go before the Select Board. Clifton Below noted that the absence of aggregate data from Unitil need not hold up approval of the EAP.



Hanover, April Salas. Hanover recently closed out the third year of Solarize Hanover. Hanover is thinking about how to organize the Sustainable Hanover Committee for notifications and websites, and has discussed developing a logo with Henry Herndon. Hanover will also update its data request to Liberty Utilities to think more specifically about the community load and which customers will be enrolled in the program. Hanover has also activated a new solar array and is generating most of its municipal electricity from local renewables.

Harrisville, Andrea Hodson. The Energy Aggregation Committee is meeting weekly to think about implementation of Community Power with an eye on CPCNH and the PUC. Harrisville is scoping additional solar arrays for the municipal entity with a view towards bringing a warrant article before the town. The groups is also preparing a newsletter to notify residents about the anticipated hike in supply costs.

Lebanon, Clifton Below. Nothing new to report.

Nashua, Doria Brown. The Energy Aggregation Committee plans to finalize the EAP in December. Nashua is looking at its hydro dams and analyzing whether or not to put hydro dams into a group net metering pool after current contracts conclude in two years. Nashua is anticipating Community Power and exploring how to use local renewable energy.

Newmarket, Toni Weinstein. The Energy Aggregation Committee has struggled, it is a small committee and it is difficult to maintain a quorum. However, Newmarket is well on the path, it has the template EAP and knows what is needed to authorize Community Power. The Energy Aggregation Committee will have a sub-group work on the EAP and then get a quorum to approve the EAP in the next month or so, and forward the EAP along to Town Council. Ms. Weinstein does not expect issues with Town Council approval.

Pembroke, Matt Miller. The Energy Aggregation Committee has had a few meetings to work on expanding membership of the Energy Aggregation Committee. The Energy Aggregation Committee is working on other ways to create visibility, and is working on the template EAP.

Rye, Lisa Sweet. The Select Board has received a draft EAP and the Energy Aggregation Committee has held its first Public Hearing. The next public hearing is scheduled for December 9. The town website has resources, presentations, FAQs, and a draft of the EAP. Soon after the second public hearing, the Energy Aggregation Committee will submit final copy of the EAP to the Select Board and get a warrant on the ballot for the upcoming Town Meeting. Rye and the Member Ops Committee are seeking clarification: must the multiple public hearings required by RSA 53-E occur prior to the time at which the final plan is submitted to the Select Board? There is not clarity on this question.

Walpole, Paul Looney. Walpole's Energy Aggregation Committee is reviewing the EAP and hopes to finalize it Monday night for submission to the Select Board. An article in the local newspaper will promote a public hearing in December.

Warner, Clyde Carson. Warner has submitted a request for customer usage to Eversource but has not heard back yet. One focus is developing content for the town website to direct people to that for public education and to go forward with a community survey early in the coming year.



6. Legal Counsel Presentation (DWGP & Discussion [ATTACHMENT B])

Eli Emerson from Primmer Piper Eggleston & Cramer (PPEC) and Michael Postar from Duncan Weinberg Genzer & Pembroke (DWGP) attended virtually to present a proposal for legal services.

Michael Postar noted he has had the pleasure of working with a number of the CPCNH Directors and Officers and appreciated the opportunity to join the conversation. Mr. Postar extended his congratulations to all of the members of CPCNH in creating a vehicle for aggregations in New Hampshire, noting that the formation of the Coalition will leverage the group's ability to achieve the best possible outcomes. Local control is of key importance in enabling maximum benefits and local economic development. Joint Action is another key area which DWGP works in and supports, as a tool to pool resources and collaborate. The Joint Powers Agreement achieves this while insulating the community members from the risk taken on by CPCNH.

Mr. Postar's shared his background and career experience. Mr. Postar began his career at the Rhode Island Public Utilities Commission working in the area of retail energy markets and then moved to Washington to join the staff of the Federal Energy Regulatory Commission working in the area of wholesale energy transactions. After ten years at FERC, Mr. Postar joined DWGP. Over the past few decades, Mr. Postar has focused on joint powers entities. He has represented a series of them facing the same issues as CPCNH, and has experienced firsthand the benefits of the coalition model, including shielding members from liability and pooling resources. The entities Mr. Postar has represented have found that they are better off using the Joint Action approach.

Cost-sharing is an important and challenging issue. Mr. Postar works on transactions, transmission, ancillary services, and a wide variety of regulatory matters; litigation (has litigated over 100 cases) and has been before the US Court of Appeals. Mr. Postar has negotiated with parties that have been asked to leave their guns outside the negotiating room with the secretary. There are some very tough characters in the energy market place and it can be a bit of a wild west, but DWGP has a very tough team that knows how to work in the sector. Mr. Postar has drafted a wide variety of contracts, worked on compliance matters and on federally mandated security matters. Mr. Postar has worked with California Community Choice Aggregations, in Maine with an electric cooperative and with one of the largest cities in Florida. He has worked in the Midwest with electric cooperatives. Mr. Postar has had the opportunity to see how different energy markets operate and how different players position themselves in those markets. CPCNH needs to resolve its position in the market, and must have agreements with players that are used to being in the market. CPCNH will want to leverage its resources to get the very best for its members. Mr. Postar has 9 partners that are available to step in and support CPCNH, along with an outstanding group of young associates.

Eli Emerson of Primer Piper Eggleston & Cramer (PPEC) is based out of the Littleton, NH office. PPEC maintains other offices in Manchester and Portsmouth, as well as Burlington, VT. Mr. Emerson's expertise is more local to New Hampshire. Mr. Emerson has practiced for almost 20 years, the vast majority with municipal utilities in VT and NH. Mr. Emerson represents Littleton and Woodsville NH municipal electric departments. Mr. Emerson has a lot of experience with NH municipal law. Mr. Emerson works with VT Municipal Utilities, who work with a Joint Action Agency, and Vermont Public Power Supply Authority, which is similar in many ways to CPCNH. PPEC also worked with the state of



New Hampshire on behalf of the Attorney General's Office in permitting for the Northern Pass project. Mr. Emerson has represented Clean Energy NH for a number of years, mostly before the NH Public Utilities Commission for rate cases, net metering, energy efficiency docket, etc. Hopefully there will not be much need for CPCNH to be involved at the PUC, but there will be some points of intersection. PPEC's role would be to provide local experience for CPCNH and its members with regard to public agencies, as well as specifics of NH corporate and local law. The concept of a conflict council is another topic for entities in cases of negotiation with CPCNH that may need attorneys on both sides of a transaction; PPEC can support this. PPEC is much like a general counsel and can work on a breadth of issues including retail rates that would be set, projects to build generation assets, and negotiating power contracts.

The services that are proposed in the agreement are general counsel services, meaning they are broad. Services include advising the Board and Committees and working with project teams to achieve their goals and objectives. The firms would be involved in contract negotiating and drafting. If there is an area the firms are not comfortable leading on, they will let CPCNH know and work to bring on specific expertise in that area.

A budget of \$300,000 for the first year is realistic. DWGP will only charge for work CPCNH authorizes. DWGP will bill monthly in a combined bill with details of projects and all elements and time allocations. The firms will begin billing at the time of the agreement, including that no payments will be made until there is cashflow, and if CPCNH never gets a cashflow, that risk is borne by the legal firms. Once there is a cashflow, there can be limitations to fit with the CPCNH interests. The firms are committed to CPCNH and its mission. An interest payment could be added to outstanding balances, but the firms expect that CPCNH will be providing service and be able to pay its bills. The term of the agreement proposed is one year. DWGP and PPEC would love to be counsel for CPCNH. They support communities and community power and it would be their privilege to work with CPCNH.

Director Matt Miller requested clarification and confirmation that DWGP will not bill for tasks that have not been authorized by CPCNH.

Mr. Postar confirmed this.

Mr. Miller stated that monthly receipts net of electricity vendor costs is where the firms begin to receive payment from CPCNH. Does DWGP expect that when gross revenues of CPCNH begin, or is it when net revenues after internal costs and payments to vendors occur.

Mr. Postar responded that once there is cashflow, CPCNH will be in a position to pay its bills. There can be a cap, and to the extent that there are net revenues above energy costs, a portion of that revenue is allocated to legal bills.

Mr. Miller: Posed the question that if we purchase \$100,000 of power, and receive \$110,000 in revenue, then we would pay DWGP a percentage of the \$10,000 increment?

Mr. Miller answered that was correct.

Mr. Miller inquired what are the top legal matters that would be required by CPCNH.

Mr. Postar identified two key legal priorities, and one broad priority. The first is developing a fair and equitable Cost-Sharing Agreement for existing members and late-joiners. The second is vendor contracts



to secure energy supply and related services to meet aggregation needs. The third, more broadly, is to ensure Members of the Board and Committees have the legal support they need to be comfortable with the way they are doing business.

Mr. Miller inquired about the JPA, as it outlines a basic cost-sharing mechanism with categories of costs, and whether the Cost-Sharing Agreement would include the details of the high-level structure that is laid out in the JPA with regard to cost-sharing.

Mr. Postar confirmed that the details of cost-sharing must be clear and fair and understood by the organization through the cost-sharing agreement.

Clifton Below noted that a Cost-Sharing Agreement is a key step required before launch with CPCNH. These agreements must go back to each community member, so there could be back-and-forth between CPCNH and the municipality.

Warner Director George Packard inquired whether when a specific town may have a specific legal need that is not necessarily shared by other members, would the firms work with that town directly? How would billing work?

Mr. Postar noted that for the most part individual communities should not have specific legal needs with respect to CPCNH. The work of Mr. Emerson and PPEC helps support local legal needs.

Clifton Below noted that with regard to project development, CPCNH could easily ensure for separate accounting of costs to only accrue to Members involved in that specific project through their ratepayer revenues.

Mr. Emerson noted that a project contract will distinguish between the Members specifically participating in a project, and CPCNH in the collective. An attorney may represent CPCNH, while another attorney may represent the group of members who are on the other side of the transaction from CPCNH, with regard to, for example, development of a project.

Andrea Hodson, Harrisville Director, inquired about the cost-sharing agreement relating to developing reserve funds. And secondly, seeking further explication on the basis for the June 30, 2022 date which triggers interest rate for late or incomplete payments.

Mr. Postar replied that the General Counsel Services includes the reserve fund details. Secondly, there are many contracts and agreements that must be developed in the first year, which DWGP and PPEC would take on as assignments as directed by CPCNH. As to the June 30, 2022 date, it seems that is a good target for thinking that the entity will be up and running, providing service, have a cashflow and can begin providing services by that time. That gives a period of flexibility (from signing of legal services to June 30 as a buffer during which interest will not apply).

Nat Balch, Durham Director, inquired about legal services outside of areas of DWGP and sub-contractors that would be subject to additional payment. What proportion, customarily does DWPG see for outside services?

Mr. Postar responded close to zero, but it is feasible that something could come up that would require the hiring of a specialist.



Mr. Emerson said that PPEC is a general services firm that is specific to NH. With DWGP expertise in energy issues, and PPEC focused on local issues, very little will be outside of the two firms' expertise.

Clifton Below observed that generally when JPAs have been established, one of the first things they do is take on legal counsel to support key first steps of employment, RFI, RFP and other contractual issues.

Doria Brown, Nashua Director, asked to have a clear idea of what communities are aiming to launch in the first wave. Nashua is the largest energy user and if the launch group is small, more costs would be borne by Nashua rate payers.

Lisa Sweet, Rye Director and Member Ops Committee Chair has surveyed the members, and said that all of the member communities are on target and working on 2022 program approval with the exceptions of Dover, Pembroke, Hudson and Warner.

Matt Miller, Pembroke Director and Risk Management Committee Chair, said that regardless of the launch date, many tangible things need to get done and he is inclined to take action now towards bringing on legal services.

Clifton Below suggested that the Executive Committee could be authorized to entertain and execute the legal services agreement.

Andrea Hodson agreed with Clifton's suggestion to authorize the Executive Committee to entertain and enter into the agreement if they find it appropriate.

Doria Brown reiterated Nashua's concern about who will pay for the legal services through their bills. She did not want to hold up the process, but wanted there to be clarity on how incurred debts get paid.

Samuel Golding said that a key issue is the cost-sharing agreement and ensuring fair and equitable division between current membership and new/future members. He said he is available to help estimate costs.

Terry Clark, Cheshire County Director stated that he is comfortable deferring to the Executive Committee.

Clifton Below moved to authorize the Executive Committee to make a decision with regard to the legal services agreement. Nat Balch seconded the motion. The motion was approved by a roll call vote. 14 - 0 - 1, with Plainfield absent.

7. CPCNH Organization Updates, Executive Committee

a. Governance, Right-to-Know/Quorum Non-Voting, update from Nashua

Doria Brown, Matt Miller and Henry Herndon had an email exchange with Nashua legal counsel. The group has not yet found a work around to the Right-to-Know RSA 91-A language requiring that a quorum of a body be present in person at the noticed location (unless there is an emergency declared). There are options for a virtual Right-to-Know training in partnership with NH Municipal Association.



April Salas asked if we have an update from Nashua's General Counsel on non-voting committee members' ability to meet the quorum requirements. The answer has not been received from counsel.

Doria Brown will facilitate the organization of a Right-to-Know training.

Nat Balch suggests a more central location could be more workable during winter months.

Legal counsel should also help answer the question of whether and how an Alternate in the room can count towards quorum, when the Director is in virtual attendance.

b. Treasurer, draft budget [ATTACHMENT C] and staffing proposal [ATTACHMENT D]

Andrea Hodson stated that the budget is a fluid and start-up budget. What we approve today will not remain static as there will be flexibility as revenue and expense lines evolve for review and approval in the future. The Finance Committee is aware it will need to create a mechanism for financial controls; a mechanism for the Board to collect expenditure requests from Committees; a way to prioritize those spending requests; as well as a mechanism to coordinate the additional funding activity. The initial revenue assumptions are the opening seed money of \$58,975 with an additional \$10,000 identified by Clifton Below coming in by February if not before. These revenues are budgeted out to August (a 10-month period). The budget assumes that additional revenues start to flow in September 2022.

The two biggest expenditure items are a proposed staff member and for technical consulting services flagged as a need by the Risk Management Committee.

The purpose of the proposed start-up staff position is to build the capacity of the organization, the Board and the Committee Chairs. The position would report the Board Chair and would include a performance plan. The position is presented with an annual base salary of \$70,000, and to make the budget balance, a notional 60% part time position is where we may start, understanding that more funding may support expansion to a full-time position.

Additionally, the Business Plan hand-off and the Risk Management Committee's task of launching the RFI/RFP process will require additional technical support.

Clifton Below moved to approve the proposed start-up budget in Attachment C and the proposed start-up staffing position as presented in Attachment D. Doria Brown Seconded. Unanimously approved by roll call vote. 14 - 0 – 1, with Plainfield absent.

c. Transition Support Team

April Salas, Andrea Hodson and Henry Herndon will use a transition support team structure to develop guidelines that streamline internal CPCNH business and serve as the point of contact for immediate needs of members and committees during the early-stage of the start-up.



8. Committee Updates

a. Chair presentation of committee rosters for Board approval [ATTACHMENT E]

April Salas asked if there are volunteers to join either the Governance or Regulatory & Legislative Affairs Committees.

It is noted as an action item to identify members to populate these committees over the coming months

Clifton Below moved to approve the chairs and members of the committees as presented by the Board Chair in Page 35 and 36 of the agenda packet. Jackson Kaspari seconded the motion which was unanimously approved by a roll call vote, 13 - 0 – 2, with Exeter and Plainfield Absent.

b. Chair report on expanded committee scopes

The scope of the responsibility of some committees has expanded:

- **Finance Committee**, agreed to assume responsibility for HR and IT functions.
- **Risk Management**, agreed to launch and steer the RFI/Q/P process.

c. Business Plan Committee of the Whole next steps

- Committee Chairs -- top 5 questions (risk, finance, excomm, moe-c, gov)
- Chair set up meetings with Redwood Coast Energy Authority, SVCE member communities
- April Salas will work with Samuel Golding on a realistic timeline for the CPCNH launch.

The next Business Plan Committee of the Whole meeting is scheduled for 12/2

d. Executive Committee

The Executive Committee is working with DWGP on the IRS filing. CPCNH is looking for board members who can support grant writing and/or communications. Grants - Julie Gilman (Exeter), Nashua's Grant Writer, George Packard (Warner); Comms - Doria Brown (Nashua), George Packard (Warner).

e. Finance Committee

The Executive Committee approved the recommendation to partner with Mascoma Bank to provide start up banking services, which includes a \$10,000 line of credit.

f. Governance

No update, but the Governance Committee is seeking volunteers.

g. Member Operations & Engagement Committee

MemberOps@cpcnh.org is the new email, and we will be sending communications from this email to all directors and alternates to invite questions and survey resource needs. We are going to see who will be available to represent CPCNH at various community presentations. This is also a place where resources developed by the members for implementation, education, etc. should be sent (MemberOps@cpcnh.org.).



The position that was previously approved is helpful. New member recruitment has members in the pipeline but would benefit from added capacity; options are being considered including expanding relationships with Clean Energy NH and/or Local Energy Solutions and these are ideas being considered by Member Ops.

h. Regulatory & Legislative Affairs Committee

- Report on Community Power Aggregation rulemaking

There is more work to submit draft rules to the PUC, which Clifton will complete soon.

i. Risk Management Committee

Ongoing items include: (1) Andrea and Matt have taken a deeper dive into Samuel Golding's financial model. Formulating the model inputs (e.g., electric load) is the complex and difficult part.

The Committee has begun digging into the RFI/RFP process and outlining specific tasks that need to be completed. First, the Committee will develop RFP launch criteria requirements. Matt and Samuel will work to identify key tasks that need to be addressed, including enlisting external expertise to assess the RFI and RFPs. Jackson is reviewing the Risk Register. Others will be reviewing at-risk best practices.

We also need to start thinking about access control for the Google Drive.

9. Other Business

CPCNH Directors met with Portsmouth's Energy Aggregation Committee to answer questions and extend an invitation to join CPCNH. Clifton Below, Doria Bown and Henry Herndon presented at the NHMA Conference. Henry Herndon presented to Peterborough Community Power Committee and Stratham Energy Commission.

10. Adjournment

Jackson Kaspari moved to adjourn the meeting. Nat Balch seconded the motion. The motion was unanimously approved by a roll call vote, 12 - 0 - 3, with Exeter, Nashua, and Plainfield absent.