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|  COMMUNITY POWER COALITION OF NEW HAMPSHIRE | BOARD OF DIRECTORS – DRAFT MINUTES | |
| | Meeting Type: | Regular Meeting |
| | Meeting Location: | Meeting Room #2, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766 |
| | Meeting Date: | Thursday, January 20, 2022 |
| | Meeting Time: | Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall |

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

April Salas called the meeting to order at 10:03 am

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 | Absent | Chris Coates | Absent |
| Dover | Chris Parker | Absent | Jackson Kaspari | Present virtually |
| Durham | Nat Balch | Present virtually | Todd Selig | Present virtually |
| Enfield | Kim Quirk | Present | Jo-Ellen Courtney | Present |
| Exeter | Nick Devonshire | Present virtually (joined at 11:01 am) | Julie Gilman | Absent |
| Hanover | April Salas | Present virtually | Peter Kulbacki | Present |
| Harrisville | Andrea Hodson | Present virtually | Andrew Maneval | Absent |
| Hudson | Craig Putnam | Present virtually | Kate Messner | Absent |
| Lebanon | Clifton Below | Present | Greg Ames | Present virtually |
| Nashua | Doria Brown | Present virtually | Bob Blaisdell | Absent |
| Newmarket | Toni Weinstein | Absent | Steve Fournier | Absent |
| Pembroke | Matt Miller | Present virtually | Jackie Wengenroth | Present virtually |
| Plainfield | Evan Oxenham | Present | Steve Ladd | Absent |
| Rye | Lisa Sweet | Present virtually | Howard Kalet | Absent |
| Walpole | Paul Looney | Present | Dennis Marcom | Absent |

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| Warner | Clyde Carson | Present | George Packard | Absent |
| Webster | Martin Bender | Absent | David Hemenway | Present virtually |

Guests in Attendance:

Dori Drachman – Monadnock Sustainability Hub, Samuel Golding – Community Choice Partners, Henry Herndon. Jamie Hess, New London Energy Committee.

Five 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. 12/16/2021 Board Meeting Minutes, approve

Clif Below moved to table the minutes until the next Board meeting. Jo-Ellen Courtney seconded the motion. The motion was unanimously approved by a roll call vote.

4. New Member Welcome, Town of New London

Clyde Carson moved to accept New London as the 18th member of CPCNH. Lisa Sweet seconded the motion which was approved unanimously by a roll call vote.


Jamie Hess said that New London is very excited to be joining CPCNH. They feel like they are in very good company with an impressive list of municipalities, cities, towns and counties as members so far. Jamie believes that CPCNH has an excellent critical mass to move forward and attract additional new members.

The Board welcomed New London by acclamation.

April Salas noted that New London is officially the 18th member of CPCNH.

Lisa Sweet said that the Member Operations Committee will be meeting with New London to walk them through the introductory process.

Clifton Below noted that the municipal members of CPCNH comprise more than 18% of the state’s population at this point.

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5. **Committee Updates** (Attachment 2)

a. Executive Committee

- **Reviewing the Work of CPCNH and the Executive Committee**

April began with a review of what CPCNH has accomplished since incorporation on October 1. CPCNH has established 3 committees and a Business Plan Review Committee of the Whole, accepted and received donor funding, onboarded a variety of new member communities, obtained legal counsel, established member data profile and scenario analysis, established hiring and budget authority, created a bank account and bought insurance. CPCNH issued EAP guidebooks and checklists, and issued an RFI. She also thanked Clif Below for his leadership and efforts on CPA legislative advocacy.

April noted that CPCNH has strategic priorities and one of the biggest things in shifting from launch to startup to implementation is thinking about how we establish and communicate CPCNH priorities. CPCNH has created a draft timeline with the strategic milestones and is refining that timeline. The intention was to align and create a transparent view for our members of where we are and where we are headed.

April reported that CPCNH is working on finalizing volunteer and consulting agreements, the RFP will soon be issued, and member engagement documents are being published. In December we discussed pursuing additional donor fundraising. We are reaching out to CCAs in California and other places. We have a working document where we are collecting strategic questions that each committee has for these CCAs and are working on setting up those CCA meetings. This outreach will continue through February, then we will focus on supporting our current members with their public meeting processes. April complimented Lisa Sweet for the work that she is doing in organizing that support.

April reported that an important reason for obtaining legal counsel was to begin work on the CPCNH shared services agreement and our legal counsel has begun work on that.

Andrea Hodson commented that it is very helpful to have a collective chart for CPCNH's path forward. She said that we might want to add another area of strategic work, which is to create a shared description of the CPCNH advantage, to distinguish CPCNH from other organizations that are providing community power implementation support.

Matt Miller encouraged everyone to bring to the attention of a committee or the Board any topics that they believe are important to CPCNH and need to be discussed.



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- **Staffing and Consulting**

Andrea Hodson provided a report on staffing and consulting. The Executive Committee is working on consulting contracts for Henry Herndon to support the Member Operations Committee with Community Power consulting services, and for Samuel Golding to support the Risk and Legislative Committees with technical assistance consulting services. Discussions with Henry Herndon and Samuel Golding began in December and we have asked our legal counsel to prepare those consulting contracts.

Andrea stated that those contracts will be within the budget that the Board had approved. The Risk Committee has requested RFI/RFP evaluation expertise, and has identified three candidates. This is another contract that the Executive Committee will be working on with legal support. In the month ahead we will start discussions on identifying and sequencing additional hires, either direct or indirect.

Andrea explained that the hiring process we are following has the Finance Committee responsible for finance, HR, and IT, and the Executive Committee will both take recommendations on hiring or initiate hiring work. The committees need to work out what direct or indirect hires they want to make and what will trigger those hires. The committees will be guided by the discussions that we will have with other CCAs and probably come back to the Board in March with recommendations that also take into account the work that we are doing to generate an additional revenue stream.

- **Funding and Budget Projections Priorities**

April said that there has been no change to the CPCNH budget. The Executive Committee provided consent at its December meeting to pursue a grant from, for example, the New Hampshire Charitable Foundation to get revenue to fund certain critical areas and priorities. The Finance Committee and Executive Committee are reviewing a number of budget scenarios for how we would use that funding, looking at a budget through the end of 2022 and into the first quarter of 2023. Members of the Executive Committee have begun conversations with the New Hampshire Charitable Foundation and will report back at the next Board meeting. CPCNH will expand its targets to other philanthropic donors and has members and expert volunteers who have offered to assist this fundraising effort.

Clifton Below noted that all Directors and Alternates are welcome to attend any committee meetings and that information about those meetings will be on the CPCNH Calendar.



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b. Finance (HR & IT)

Andrea commented that there was no substantive change to the budget or bottom line on the expense side but Finance is working on budget scenarios on additional funding.

Doria Brown is assuming administrative responsibility for the CPCNH digital accounts in her capacity as a Board Member volunteer. She has agreed to perform this function until we are ready to make a hire, or contract for these services. She will lead and support IT work on the website, our Google Suite account, and Zoom account. She will participate in the Finance Committee meetings and will keep the Risk Committee informed.

Doria stated that she is excited to be doing this work but she will have boundaries in place as she has a full-time job with the City of Nashua. She will set one day a week to make changes to the website and asks that any changes be requested in an email with an explanatory subject line. She plans to make changes on Mondays, so please send any requests for changes either on Friday or first thing in the morning on Monday.

The Finance Committee has completed a working draft of the Gifts Policy document and it will be added to the queue for legal counsel review.


c. Member Operations and Engagement

Lisa Sweet discussed the EAP Approval Process Tracker and highlighted the EAP Technical Review column. She said that it was important for member communities to have their EAPs reviewed before the Town Meeting or Council vote.

Lisa encouraged people to reach out to the Member Operations committee if they have any questions. During February Member Operations will set up meetings with the council towns and with the 2023 towns. She noted that these towns can bring additional people to the meetings, but that we need to be careful to not have too many Directors or Alternates present as this could lead to open meeting problems.

The Member Operations Goal for 2022 is to continue to support EAP approval for members. The committee needs to define CPCNH Member services in terms of recruitment, onboarding, approval process and implementation process.

Dori Drachman asked what bill Terry Clark was referring to when he spoke of a legislative update. Terrey clarified that he was referring to SB 265 which clarifies the mailing requirements for when a municipality or county needs to mail a customer notice when we adopt our aggregation programs. This bill is expected to be enacted in July 2022.

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Doria commented that Nashua has been very careful about holding a hearing on the EAP as she is concerned about the impact of new administrative rules on the EAP.

d. Regulatory and Legislative

Clifton Below reported that the big news is that the PUC granted the CPCNH petition and denied the DOE petition, and the PUC ordered that they will adopt the CPCNH's draft initial proposal as their initial proposal. This is good news as it is very hard to have new items added to the final rule proposal. Clifton believes that will help CPCNH and the vendor community.

Both Clifton and Terry Clark testified on SB 265 and there was a unanimous vote by the Senate committee such that with an opt-in program there is no need to mail notice to every electric customer in the jurisdiction.

Clifton has been advocating for SB 321, that deals with intra-state commerce. The concept in SB 321 has passed the Senate two years in a row, but has not been passed by the NH House. This bill opens up competition for distributed generation and enables Community Power aggregations to directly contract with local generation and storage facilities of up to 5 MW and use their output to serve their customers or offset their load obligations. For many renewable developers, having a long-term stable purchase power agreement with a good counterparty that is not subject to the uncertainty of returns under Net Metering, could accelerate the development of distributed energy resources. These limited producers operating within the state will reduce transmission charges by reducing the net load on the transmission grid, and at the annual peak will decrease capacity charges as well. Clif asked for permission from the Board to advocate on behalf of CPCNH for this bill, SB 321 and HB 1635 (an earlier version of the SB 321 bill), as well as any bills that would ease our in-person quorum requirement.

Doria asked whether we needed to set up the Legislative Committee to help Clifton with this work. Clifton responded that the problem with setting up a committee now would be that if there were only three members, he could not talk to any one of them outside of a public meeting. While the Regulatory & Legislative Affairs Committee is an important committee to get established it would be more of a burden in the short run, because of the in-person quorum requirements.

Evan Oxenham suggested that there should be a process to engage the member directors when and if there is a time when we need to show up as individual communities to support legislative actions.

Nick Devonshire said that under SB 321 a local retailer could buy from 5MW AC assets and below and avoid transmission charges of \$10 - \$20 per MWh. He asked Clif if he agreed, and Clif did. Nick said that if that bill passed one's effectiveness as a third party or default retailer could quickly become a question of how quickly one could switch all of your generation over to local 5MW AC assets. Again,



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Clifton agreed. Nick asked if this would put CPCNH at a disadvantage if Unitil or Eversource has better relations with the best developers of PURPA solar? Clif responded that under the current regulatory regime the utilities would not be able to do that, and the utilities do not care about default service as it is just a pass-through cost. Nick then stated that this provides a great advantage to third-party suppliers because the default supplier cannot enter into a 10, 20, or 30 year long term contract that the 5 MW asset needs in order to exist. Clifton agreed.

Matt commented that Clifton might need technical support to assist him with his duties and suggested that we incorporate a statement to that effect in the motion. April replied that was a broader question and suggested that Clifton should think about internal resources first, and if he wants, as committee chair Clifton could submit a resource request if he thinks it necessary.

Kim Quirk moved to ask Clifton Below to represent CPCNH in SB 321, HB 1635 and any bills that relieve our in-person meeting quorum requirement. Andrea Hodson seconded the motion. The motion was unanimously approved by a roll call vote.

Clifton Below reported that the data platform proceeding has been around for a while, and the towns of Hanover, Lebanon, Samuel Golding and some others were intervenors that formed the Local Government Coalition which was part of a settlement that was heard and filed last spring. The proceeding was put on ice because of the reorganization, but Don Kreis, the Consumer Advocate, organized the utilities and the Local Government Coalition and all assented to a motion that Don made to restart the process.

e. Risk Management

Matt Miller reported that the Risk Management Committee released the RFI on December 17 and received 18 responses. All the responses have been organized and uploaded to a secure, restricted access folder within the CPCNH work space.

An RFI/RFP communication protocol was described and the first version approved. Matt described the basics of the protocol which is quite strict.

- Nobody related to CPCNH should be engaging with potential service providers about the RFI or RFP.
- The Risk Management Committee has a designated liaison and communication link for all matters related to the RFI / RFP. For the RFI the liaison is Matt, and there is a designated e-mail, rfi-rfp@cpcnh through which all correspondence is routed.
- The reason for this is that everyone is treated fairly and there is no indication that anyone could wonder what is happening and it ensures that no communications get dropped.



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- The committee receives written questions through this link, then drafts responses, which are reviewed and agreed upon among several members. The committee then sends the answers to the questions to all RFI recipients. The questions are anonymized.
- All members of the RFI / RFP team must sign a conflict-of-interest statement that states that they have no relationship or interest in the outcome of the RFI/RFP, and there is a confidentiality non-disclosure agreement that says that all the information received and all the deliberations are confidential within the team.
- The full protocol is written and is available in the Risk Management folder.

The Risk Management Committee plan for the next month is to complete the RFP document that will generate true proposals for the services that CPCNH needs to operate. The RFP document is quite technical and the Risk Management Committee does need technical services. For both the RFI and RFP Samuel Golding has provided very good technical support and his continued support is important to the success of the RFP.

The Risk Management Committee expects to complete the RFP by the end of the month, then it will be submitted for legal review, which will take about one week. The RFP will then be submitted to the Board for review and Matt hopes that will take about one week. Board members will need to read the RFP, give it some thought and then vote on it at a Board meeting.


April asked if a vote was required for the RFP. Matt affirmed that the Board does need to vote to approve the RFP.

Matt added that this month the Risk Management Committee needs to confirm that it has a good understanding of the minimum required services that CPCNH needs to operate, and that they have agreed on the evaluation criteria for the RFP. The committee will then be reviewing and updating the CPCNH risk register and the proposed mitigation plans, which is the basic purpose of risk management.

Matt noted that Risk Management currently has 8 members which requires a quorum of 5 people in person. They have been meeting in and around Concord and have found it difficult to get a quorum of five members. He said if there was another member Director or Alternate who would be able to physically join meetings reliably in Concord, and is interested in Risk Management topics, to please contact Matt.

Doria Brown asked people to consider joining other committees that have no members or only one member.

Doria asked Matt about the RFP deadline, where is it coming from and what is the implication of not meeting that deadline. Matt responded that they were planning to make a recommendation on the vendors to select by May timeframe which would allow CPCNH to start negotiating with the vendors to

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build a contract over a period of a few months and ensure that the vendors are in place for an April 2023 launch.

Doria said that she was concerned about entering contracts when we have not yet finalized a business plan. Matt responded that the Risk Committee has a five-point set of criteria to be met before launching the RFP, and some of the concerns that Doria mentioned are included in that set. Secondly, many of CPCNH’s tasks take time to develop, so there is an element of parallel processing. We need to be aware of how the elements of the parallel process are proceeding, and perhaps hold back some work until other tasks are completed. If the work is not begun now, it will lead to delays and impractical timelines.

April agreed that we need to agree on the next steps to finalize the business plan.

Clifton said that the PUC has indicated that they intend to prioritize the approval of the CPA administrative rules so if brokers are able to launch CPAs and we are not, and if they start producing rate opportunities that are saving money CPCNH may lose some of its members because it is not ready. Also, the 18 responses to the RFI are quite robust, so CPCNH has generated interest by some very serious, credible entities. Clif was wondering whether there would be any value in making these responses available to Board members not on the Risk Committee who have signed both the Risk conflict-of-interest statement and confidentiality non-disclosure agreement. No one answered him.

6. Adjournment

Doria Brown moved to adjourn the meeting. Nat Balch seconded the motion. The motion was unanimously approved by a roll call vote.

April adjourned the meeting at 11:47 pm.