 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

1. Call to Order Roll Call & Verification of Meeting Quorum


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

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

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.

Guests in Attendance - Virtually:

Document Created by: Evan Oxenham	2022-02-17-CPCNH-Board-Minutes-APPROVED.docx
Document Posted on: May 3, 2022 8, 2022	Page 1 of 25

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Dori Drachman – Monadnock Sustainability Hub, Gannon Forsberg, Henry Herndon, Julia Griffin, Mary Day Mordecai, Michael Postar - DWGP, Rod Bouchard

Guests in Attendance – Physically Present:

Samuel Golding – Community Choice Partners

Six board members were physically present, so the meeting quorum was met

2. Proposed Agenda, Meeting Minutes (12.16.2021 and 01.20.22)

(Attachments 1a, 1b)

• **Consensus on the agenda**

Matt Miller – asked:

- to add a discussion of the consultant contracts to discuss the possibility of creating flexibility in getting technical resources
- to talk about Clifton’s memo

• **Approve Meeting Minutes.**

12/16 Board meeting minutes. Craig Putnam noted that the name of the Hudson Alternate is Kate Messner and not Keith.

Clifton Below moved to approve the minutes of the December 16 meeting of the Board with the edit requested by Craig Putnam and the edits to the agenda packet. Craig Putnam seconded the motion which was approved unanimously by a roll call vote.

1/20 Board meeting minutes.

Chris Parker moved to approve the minutes of the January 20 meeting of the Board. Clifton Below seconded the motion. Lisa Sweet and Martin Bender abstained from the vote. The motion was approved by a roll call vote, 13 to 0 with two abstentions.

3. Executive Committee Actions & Updates (Attachment 2)

April Salas summarized the Executive Committee actions.

- CPCNH counsel sent a letter to Sam Golding of Community Choice Partners in response to letter sent by Samuel that offered a counter proposal to the proposal from CPCNH. The Executive Committee met with counsel, discussed Samuel’s response and drafted the CPCNH letter in response. The Executive Committee approved the letter and resolved to send it to Samule by a 4 to 1 vote with Clifton Below opposing the motion.
- The Executive Committee, in consultation with counsel, finalized a standard consulting services agreement.
- The Executive Committee sent a consulting services agreement that used this standard template to Henry Herndon. The agreement had a defined scope and a cost that did not exceed the budgeted amount. Henry will be working with the Member Operations and Engagement



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
Meeting Date: **Thursday, February 17, 2022**
Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**

committee, focused on member engagement and support. The Executive Committee unanimously approved the consulting services agreement offered to Henry.

- The Executive Committee also sent a consulting services agreement Samuel Golding. The Committee approved this agreement 4 to 1 with Clifton Below opposing the agreement as drafted.
- The Committee reviewed Samuel’s response to the consulting services agreement. His response offered two options. contract with option 1 and option 2 and Samuel stated that he could begin work under either option. The committee agreed by a vote of 4 to 1 to proceed with option 1. Clifton Below opposed the motion and supported proceeding with option 2 that used at risk contracting. The Executive Committee decided that had no authority to extend option 2 because the use of at-risk contracting had not been fully explored by the Board. Samuel had proposed changes his consulting services agreement and these were being reviewed by counsel.
- The Executive Committee unanimously approved Clifton Below representing CPCNH at an upcoming meeting of the New Hampshire House Science Technology and Energy Committee working session on HB 1258
- Clifton Below stated for the record that the reason that he opposed the letter sent to Samuel Golding was because he believed that it contained an inaccurate or misleading statement of fact. He said that the reason he opposed the Executive Committee decision to recommend only option 1 offered in Samuel’s response was because he felt that there was time to present both options to the board, and for the board to be able to make an informed decision. He also noted that the responses from both Henry Herndon and Samuel Golding were not included in the Board packet and what was included were only the offers submitted to Henry and Samuel, neither of which had been accepted by either Henry or Samuel.
- Dave Hemenway asked about reason for changing the offer of a full-time contract for Henry Herndon to a consulting contract. April responded that Henry’s conditions for the full-time contract were not acceptable to the Executive Committee, so the committee extended the consulting contract offer instead.
- Lisa Sweet said that the form of the contract offered to Henry seemed very substantial for the scope of the work involved, which is just an 8-week contract. It seems to be asking a lot of an independent contractor and she suggested that standard contract needs to be reviewed by the Board. Michael Postar of DWGP responded that approach that they are taking is to pursue contracting on a lowest administrative cost basis. DWGP tried to create an efficient standard contract that can be amended, but the terms are industry standard terms and are inclusive. The scope of work and price are unique to each contract. The more that the contract is adapted, the more cost in each contract negotiation. Michael’s recommendation is to not spend committee and legal time negotiating each contract. April added that it is easy to add new scope of work as needed.
- Howard Kalet said that we are spending lot of energy to create contract for an 8-week contract and this costs a lot of money for both sides. Option 2 seems like a better option and looks to be a more logical way to go because it's the deferred cost compensation and we would not lose momentum in the spirit of trying to do our business.




**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
Meeting Date: **Thursday, February 17, 2022**
Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**

- Matt said that we may need to fine tune the template for later contracts as we will be dealing with different entities, everything from an individual on a very short-term contract to a long-term individual to a corporation that has international business.
- Doria agreed that we need to get moving, but feels that we need more time to deliberate before extending an at-risk contract and that it's important that we do our due diligence before we extend something like a blank check to an individual or group.
- Samuel responded that the characterization of a “blank check” is not good description. The contract specifies specific extensions, not a blank check. The contract is only extended with approval by April as Chair and Matt Miller as chair of Risk. Samuel stated that he also tracks all hours and reports those hours weekly.
- Nick commented that as a member of the Risk Management committee he needs technical support full time as we go through the RFP crafting and review, and we need it now, not eight weeks from now.
- April reported on the meetings being scheduled with the California CCAs. The first of three occurred this past Monday with Marin Clean Energy. These meetings are educational in nature and the members who are attending are taking notes which will be made available to Board members. The members participating are April Salas, Clifton Below, Andrea Hodson, Doria Brown, Matt Miller and Lisa Sweet. The next meeting will be with Redwood Coast Energy Authority on Monday February 21 and the final meeting is with Silicon Valley Clean Energy.
- April said the Executive Committee is working on a grant request to the NH Charitable Foundation and has met with committee chairs to review funding priorities. We have presented a prospective budget for a grant of \$75,000 with a potential funding award in March. We are also pursuing a \$300,000 fundraising scenario which would include a balance of fundraising through philanthropic and other sources. The Town of Hanover has agreed to serve as fiscal agent. If there are other grant applications in the future, the Finance Committee is also considering alternative municipalities who would be willing to serve as a fiscal agent. Please let the Finance Committee chair know if your community is willing to serve as a fiscal agent.
- April said that, as was reported earlier in the meeting DWGP has prepared a standard consulting services agreement which April and Clifton are reviewing.
- DWGP has prepared a first draft of a cost sharing agreement draft and there will be a Board meeting of the whole with counsel to review this draft.
- April reported that we are preparing for the CPCNH Annual Member Meeting which will be on Thursday April 21, which is the third Thursday of the month, as is usual for our Board meetings. - Annual Board meeting April 23. We have begun discussing a draft process for officer nominations and election. The next step is venue selection.
- Matt commented that, for anyone who is interested, the California CCAs have an enormous amount of documentation on their websites, including cashflow statements, their rates and their implementation plans.
- Andrea reported that the budget scenario which is part of attachment 2 b shows the needs of the Risk Management committee and the Member Operations and Engagement committee as discreet tasks. Andrea discussed the budget in more detail. Lisa noted that the January and February columns do not show all the expenses but this work is in progress. Clif commented on two budget items near the bottom of the spreadsheet. He said that the “executive committee /

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Board: Create communication strategy “and the “staff cost, allocation, deferred, payment, policy development” tasks have not been discussed in the Finance or Executive committees so this is an indicative budget that was, you know, prepared by the chair and treasurer so that we can move ahead with the grant application. April said that these estimates were prepared in consultation with the committee chairs, but Clifton responded that he did not believe that the two items he identified were part of that consultation.

4. Membership Votes (Attachment 3)

- **Committee Assignment Nominations**

Chris Parker moved to nominate Craig Putnam from Hudson to be a member of the Member Operations and Engagement committee. Lisa Sweet seconded the motion which was approved unanimously by a roll call vote.

- **Legislative & Regulatory Affairs**


Clifton reported that the situation with House bill 1258 resolved itself during the work session on Monday, as the Department of energy withdrew its request to amend the bill to take away the rulemaking authority and EAP review from the PUC, and everybody in the work session agreed just to drop that whole issue. There was another concern that in the bill that was introduced there was the repeal of an important restructuring policy with regard to open, non-discriminatory access to the distribution and transmission grid for retail and wholesale transactions and everybody agreed that that language should not be repealed and so the two concerns that we had there have been resolved.

Clifton said that the Legislative & Regulatory Affairs committee has not been stood up. One of the key things that I think we need to do to stand up the committee is actually to approve a charter which describes what its authority and purpose would be. That charter needs to be adopted at the CPCNH Annual Membership meeting.

Kim Quirk moved to authorize the Chair of the Legislative & Regulatory Affairs Committee, and CPCNH Vice Chair Clifton Below to represent CPCNH in PUC docket DRM 21-142 regarding administrative rules for community power aggregations, including commenting on the PUC's initial proposal. The motion was seconded by Andrea Hodson and approved unanimously by a roll call vote.

5. Policy Development for Cost Allocation & Contracting / At-Risk (Attachment 4)

April said that the Executive Committee is developing policy for cost allocation and contracting and at risk, so this is to inform the board what that process might look like. When we began the process on the draft business plan the finalization of that business plan still needed to occur. The business plan was not fully vetted by the members of CPCNH, and there were additional educational meetings that we needed for that final business plan to be approved. First was an overview of at risk and deferred contracts which Nick Devonshire presented at our December Board meeting. Next was a round of discussions with California CCAs for best practices, which are in progress; then we need to discuss the cost sharing agreement and

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

managing costs and cost controls. DWGP has prepared a draft memo on cost sharing which needs to be discussed with the full Board.

The Executive Committee has proposed the following meeting dates for informational sessions:

- Cost sharing agreement meeting – February 24
- CCA deliberations February 28 or March 1
- Operating model discussion March 3
- Deliberative session would bring everything together and propose policies on March 24

All these meetings need to be held before the April 21 Annual meeting.

Matt asked which were public meetings and April responded that:

- The CCA meetings are virtual
- The February 24 meeting is with counsel, so it would be a virtual meeting
- The February 28 meeting to provide feedback from the CCA discussions may require a public meeting
- The March 3 operating model discussion may require a public meeting
- The March 24 Deliberative session would be public.


Samuel commented that process leading up to business plan included engagement with industry leaders including Redwood Energy. Samuel noted that in California the CCA had local governments guarantee the loans. Samuel said that Marin Clean Energy is not the CCA to take best practices from. He was also concerned that pushing out the RFP will mean that CPCNH out will not make the April 2023 launch as there are a long sequence of events leading up to that, which could impact competition with competitive suppliers.

Paul Looney observed that the meeting on cost sharing is before the CCA learning discussion and he suggested that we should reverse the dates of the two meetings. April said that the approach is a multiple time line approach and the cost sharing meeting will not be the last conversation on cost sharing. Clifton Mentioned that the California CCA’s do not have cost sharing agreements.

6. Consultant Agreements (Attachment 5, 5a, 5b)

Matt said the its important to expand the discussion of the consultant agreements beyond the option 1 contract. We need to get access to technical services that allows us to remain pretty agile and maintain cost controls but need to be agile. The best launch window for CPCNH is April 2023. To get to this we need to complete the RFP process by June. The stop and start mode that we have currently is exhausting and we need continual tech services through the process. The original option 1 from Dec 1 has become a source of inflexibility which frustrates the process and Risk Management committee members. Samuel’s option 2 had built into it a mechanism for more hours without needing a new contract. From the RFI process we learnt how much time it takes to review responses. We need continuity of support and a contract where it is easier to add extra hours.

Andrea had a question for Matt and she asked if he had asked for about \$58,000 of technical consulting for RFP support. She said that amount of support was identified in the budget and we are hoping to get this

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

from grant funding. Matt responded that we need to complete the RFP and there is some amount of consulting technical services that may exceed the money that CPCNH has on hand, but if we only make contract to conform to the cash in hand, we will have to rebuild another contract and go through a heavy process to fund the work. We need to be more agile.

Lisa echoed both Nick and Matt, and said that from the Member Operations and Engagement point of view, Henry is critical for MOE and so is Sam for EAP review and developing the implementation timeline. Technical support will be needed for that.

Clifton said that Mr Herndon’s contract is the easiest to resolve so he proposed a motion to authorize negotiation and execution of the contract with Henry Herndon.

Matt Miller left at 12:07 pm.


Henry stated that he wants to move the contract to resolution and is happy to work further under this contract. It was always his intention to have longer term solution including full-time employment with CPCNH. Dave Hemenway asked that the that Risk Management and Finance committees comment on these contracts regarding both the risk payment structure and the budgeted and defined contract amounts respectively. Andrea said that the proposed changes do not substantially change the contract but that we need to review those changes and work to something that both Henry and CPCNH can sign. Clif noted that motion authorizes negotiations to try to come to the mutual agreement on the whole package, and execution of the contract.

Clifton Below moved to authorize the Chair in consultation with the Vice Chair, Chair of Risk Management Committee, Chair of Member Operations and Engagement Committee and General Counsel to complete negotiations consistent with the budget and scope of work, Exhibits A-D, provided for in the consulting services agreement with “Contract Option 2” proposed by Community Choice Partners, Inc., allowing for administrative and conforming changes, and to direct the Chair to execute the agreement.

Evan seconded the motion.

Doria pointed out that motion removes the Executive Committee and removes other members. Clifton agreed to amend the motion to substitute “Executive Committee where it says Vice Chair, so it would read:

Clifton Below moved to authorize the Chair in consultation with the Executive Committee, Chair of Risk Management Committee, Chair of Member Operations and Engagement Committee and General Counsel to complete negotiations consistent with the budget and scope of work, Exhibits A-D, provided for in the consulting services agreement with “Contract Option 2” proposed by Community Choice Partners, Inc., allowing for administrative and conforming changes, and to direct the Chair to execute the agreement. The seconding director did not object.

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Andrea commented and listed her experience. In her experience an initial company is fragile and precarious. This is where most startups fail. CPCNH is in this phase. She does not think today is time to extend at-risk contract. Enough in bank to cover short term priorities over next 2 months. She said decision today leapfrogs process that leads to decision by end of April and she supports proceeding with authorizing option 1.

Clifton stated that we need the level of expertise that this provides and continuity for us to move forward in a way that the full board can access the kind of technical assistance that we need.

Dave Hemenway was concerned that the work scope and expected hours may cause an issue with the contracted time running out, rather than a continual at-risk versus upfront ability to renew easily. The scope may run out and delay RFP process.

Andrea Hodson said that her concern was conforming to the discipline of this organization and keeping to the budget.

Julia Griffin said that we are in the process of transitioning the organization from an idea envisioned initially by two people, Clifton and Samuel and then Henry. The organizing group experienced lot of conflict during its work. Hanover would urge CPCNH to be very to be very careful and thoughtful about how we move forward involving our 18 communities because there's a lot at stake here, both for our retail customer residents, and for our municipalities.

Dave Hemenway responded that he was not stating that we should or not go into an at-risk contract but he was concerned that we might run out of hours when we need them.

April said that proceeding with option 1 gives us the time that we need to consider the policies that we need and we are not eliminating the at-risk contracting option.


Lisa appreciates Julia's comments and noted that ultimate goal is to get CPCNH up and running. In that there was clearly miscommunication with consultants and that we cannot expect them to continue working on volunteer basis.

Doria said she is not opposed to at risk contracting but wants to follow good process and have a clear conversation about at risk contracting.

Samuel commented that the option 2 contract runs through end of July and could be extended by the Board if necessary. The contract is for 300 hours and can be extended in 150-hour increments of work. Samuel noted that the time involved in this is challenging and holding up the process could jeopardize the launch.

April repeated that that we should not rush the process that has impacts on cash flow.

Dave Hemenway asked for Risk to comment on the timeline, and noted that looking at the options in the contract it seems that both options can be cancelled at any time.

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Matt Miller returned at 1:07 pm.

Kim, as a member of the Risk Management committee said that the timeline has been much too fast, we are not meeting the time line and it has been rushed so far. She was concerned about not taking steps backwards but does not think that this is the time to start an at-risk contract, but is concerned that might lose time on RFP.

Kim Quirk moved to amend the motion to say that all the people Clif noted should be involved in this decision, like the chair of risk management and others who may not have been, but they should be looking at both options and they should make a decision to move forward. Todd Selig seconded the motion.

After receiving advice from General Counsel Michael Postar that the Board could not delegate the authority to appropriate funds or otherwise authorize a contract that would expend funds that option 2 would entail, Kim Quirk subsequently withdrew her motion and Todd concurred.

Doria Brown moved to amend the main motion to approve Option A and to add Clifton’s motion to evaluate Option B with the Chair in consultation with the Executive Committee and the Risk Committee Chair and the Member Ops Committee Chair, evaluate Option B after we go through what we need to go through in the next couple of weeks with the deferred compensation and business plan discussions, so we get Samuel working now and then we already have our subcommittee set to be able to make decisions on Option B with thoughts from the full Board after we go through the entire research process and get a consensus on at-risk contracting. Kim seconded.

After further discussion, *Andrea moved to authorize to execute Option 1, increasing the contract amount from \$20,000 to \$58,500, which is conditioned on receiving the \$75,000 grant that we have in our sights, and it’s the Executive Committee, the Chair of Risk and the Chair of Member Ops that are authorized to execute. Doria seconded the motion.*

Further discussion ensued.

Clifton moved to table the discussion until the next special or regular Board meeting. Evan seconded the motion which was passed by a roll call vote of 6 to 5, with Kim Quirk, Clifton Below, Evan Oxenham, Paul Looney, and Howard Kale voting yes and April Salas, Andrea Hodson, Doria Brown, George Packard, and Todd Selig voting no.

7. Adjournment

Andrea moved to adjourn the meeting which was seconded by Evan Oxenham and approved unanimously by a roll call vote.

April declared the meeting adjourned at 1:22 pm.



**COMMUNITY
POWER COALITION**
OF NEW HAMPSHIRE

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
Meeting Date: **Thursday, February 17, 2022**
Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**

Attachments

- 1a, 1b 12.16.2021, 01.20.22 Meeting Minutes (Drafts)
- 2a, 2b Executive Committee Actions & Updates
- 3 Membership votes
- 4 Policy Development for Cost Allocation & Contracting / At-Risk Contracting
- 5, 5a, 5b Consultant Agreements
- 6 Planning for the Annual Membership / Board Meeting, April 21, 2022
- 7 Committee Chair Updates



**COMMUNITY
POWER COALITION**
OF NEW HAMPSHIRE

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
Meeting Date: **Thursday, February 17, 2022**
Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**


Attachments 1a, 1b

12.16.2021 Meeting Minutes, DRAFT

01.22.2022 Meeting Minutes, DRAFT

(appended at the end of this document)

APPROVED

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Attachment 2a

Executive Committee Actions

JPA Article IX, §3: *“The Executive Committee shall have authority to exercise all powers of the Board between meetings of the Board but shall exercise such authority only when action is required before the next scheduled Board meeting. All actions taken by the committee shall be reported to the Board at the next meeting of the Board.”*

Actions from the draft minutes of the Jan. 13 E.C. meeting:

- Andrea Hodson moved to table the minutes of the December 6, 2021 meeting. Clifton Below seconded the motion, which was approved unanimously by a roll-call vote.
- Andrea Hodson moved to approve the minutes of the December 10, 2021 meeting. Doria Brown seconded the motion, which was approved 4-0 by a roll-call vote with Evan Oxenham abstaining.

Actions from the draft minutes of the Jan. 26 E.C. meeting:

- Doria Brown moved to send the letter for Samuel Golding as edited on Friday evening, January 21 at 9:56 pm to Samuel Golding. Andrea Hodson seconded the motion. The motion was approved 4-1 by a roll-call vote with Clifton Below opposing the motion.
- Andrea Hodson moved to authorize the chair, in consultation with Counsel, to finalize the standard Consulting Services Agreement contract template. Clifton Below seconded the motion which was approved unanimously by a roll-call vote.
- Andrea Hodson moved to authorize the Chair, in consultation with Counsel, to finalize a contract with Herndon Enterprises, LLC. along the terms that have been discussed in consultation with Counsel. Additional drafting will be done after the public session is closed. In consultation with the Risk Management and Member Operations and Engagement Committee Chairs, the Executive Committee determines that time is of the essence in commencing the instant consultant's services agreement prior to the next Board of Directors meeting. Evan Oxenham seconded the motion which was approved unanimously by a roll-call vote.
- Andrea Hodson moved to authorize the Chair, in consultation with Counsel, to finalize a contract with Community Choice Partners along the terms that have been discussed in consultation with Counsel. Additional drafting will be done after the public session is closed. In consultation with the Risk Management and Member



**COMMUNITY
POWER COALITION**
OF NEW HAMPSHIRE


BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
Meeting Date: **Thursday, February 17, 2022**
Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**

Operations and Engagement Committee Chairs, the Executive Committee determines that time is of the essence in commencing the instant consultant's services agreement prior to the next Board of Directors meeting. Doria Brown seconded the motion which was approved 4-1 by a roll-call vote, with Clifton Below opposing the motion.

- Andrea Hodson moved to authorize the Chair, in consultation with Counsel and the executive committee, to continue and complete negotiations generally consistent with the budget and scope of work provided in the Consultant Services Agreement for Herndon Enterprises, LLC., allowing for administrative and conforming changes. Evan Oxenham seconded the motion which was approved unanimously by a roll-call vote.
- Andrea Hodson moved to authorize the Chair, in consultation with Counsel and the executive committee, to continue and complete negotiations generally consistent with the budget and scope of work provided in the Consultant Services Agreement for Community Choice Partners, allowing for administrative and conforming changes. Doria Brown seconded the motion which was approved 4-1 by a roll-call vote, with Clifton Below opposing the motion.

APPROVED

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Actions from the draft minutes of the Feb. 10 E.C. meeting:

- Chair, April Salas asked to table the minutes of the January 13 meeting and have Evan Oxenham rework and send out to the Board for review by email. Evan should also review Samuel Golding's comments. No formal vote was taken but no one objected to that request.
- Vice Chair, Clifton Below moved to approve the minutes of the Executive Committee January 26 meeting. Evan Oxenham seconded the motion which was approved unanimously by a roll call vote. All approved.
- Chair, April Salas moved to proceed under current authority with a recommendation to the full Board to endorse entering a contract with Samuel Golding under option 1 of the proposed contract. The motion was seconded by Treasurer, Andrea Hodson and was approved 4-1 by a roll call vote with Vice Chair, Clifton Below voting no.
- Chair, April Salas made a motion to authorize Vice Chair, Clifton Below to represent CPCNH at the HB 1258 working session. Treasurer, Andrea Hodson seconded the motion which was approved unanimously by a roll call vote.

APPROVED



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
Meeting Date: **Thursday, February 17, 2022**
Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**

Attachment 2b

Executive Committee Updates

Scheduled CCA meetings (see Attachment 4, Policy Development for Cost Allocation & Contracting / At-Risk)

- Marin Clean Energy 2/14/22
- Redwood Coast Energy Authority 2/21/22
- Silicon Valley Clean Energy (TBC)

NH Charitable Foundation (NHCF) grant application

- (completed) Met with Committee Chairs to review funding priorities
- (completed) Shared prospective budget for \$75,000 and \$300,000 funding scenarios with NHCF
- (completed) Secured (proposed) Fiscal Sponsor for CPCNH due to our 501c4 status - Hanover, NH
- (next) Submit proposal

See next page for a \$75,000 budget illustration for fundraising purposes developed in collaboration with the Finance, Risk Management, Member Operations and Engagement Committees.

DWGP

- Finalized standard Consulting Services Agreement
- Reviewing first draft cost allocation / cost sharing memo

Contracting Support

- Extended offer to Herndon Enterprises, LLC
- Extended offer to Community Choice Partners

Annual Member Meeting & Annual Meeting of the Board Planning

- (Completed) Date confirmed, April 21, 2022
- (In progress) Develop draft process for officer nominations and selections
- (Next) Venue Selection



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
Meeting Date: **Thursday, February 17, 2022**
Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**

Attachment 2b

Executive Committee Updates /continued

APPROVED



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
 Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
 51 N Park Street, Lebanon, NH 03766**
 Meeting Date: **Thursday, February 17, 2022**
 Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
 City Hall**

Budget scenario January - May 2022

	Totals	Jan	Feb	Mar	Apr	May
Monthly cash flow balances		58,457	44,728	88,584	18,105	1,593
Revenues	143,980	23,975	0	85,000	0	0
Opening balance	5					
Donations, received	58,975	23,975				
Donations (pending receipt)	10,000			10,000		
NH Charitable Foundation (application for \$75k)	75,000			75,000		
Expenses	142,387	523	13,729	41,145	70,479	16,512
Contracts extended for Technical Assistance RFI/RFP development \$20k, Community Power Consulting \$16,5k	36,500		12,167	12,167	12,167	
Risk Committee Support: Create and release RFP to solicit proposals from high quality service providers for services and credit support needed to launch Community Power, April 2023.	16,000			8,000	8,000	
Risk Committee Support: Evaluate, interview, and recommend service provider(s) for multi-year contracts to launch and develop Community Power Aggregation operations. This phase involves intensive technical evaluation of the proposals, respondent interviews, internal deliberations, and consultation with independent expert evaluators over 3-4 months.	22,500				11,250	11,250
Member Operations and Engagement Committee Support: Recruit & onboard 5 new municipal members.	6,800				6,800	
Member Operations and Engagement Committee Support: Provide EAP development & adoption support (explain template, attend info mtgs, timelines, network support) for 9	20,000				20,000	
Executive Committee / CPCNH Board: Create communication strategy (Q1 2022).	20,000			20,000		
Staff: Cost allocation, deferred payment policy development	10,000				10,000	
Insurance, D&O	1,300		1,300			
IRS filing fees	2,650	50		600		2,000
Meetings (Annual)	4,000				1,500	2,500
Mileage	1,200				600	600
Digital accounts	1,437	473	262	378	162	162
For review, 2.15.2022						
Assumes a \$75,000 grant award, and \$10,000 contribution						



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
 Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
 Meeting Date: **Thursday, February 17, 2022**
 Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**

Attachment 2b

Executive Committee Update /continued

Treasurer's Reports prepared for review (unaudited)

1. Statement of Financial Position, 31 December 2021


Assets		\$ 58,980
Cash	35,005	
Promises to give (net, nonreciprocal)	23,975	
Liabilities		\$ 200
Accounts payable and accrued expenses	200	
Total net assets		\$ 58,780
Without restrictions	58,780	
Total liabilities and net assets		\$ 58,980

Notes

1. Promises to give are expected to be collected within one year, recorded at the net realizable value.
2. Refer to FASB ASU 2018-08, Topic 958 on distinguishing between conditional and unconditional contributions.
3. CPCNH has contracted with DWGP for a 12-month budget of \$300,000 for General Counsel services. The DWGP December bill totaled \$1,652. (DWGP will be at risk of not receiving payment for services should CPCNH not achieve a cash flow through operations or secure state or federal funding for operations.)

2. Statement of Cash Activities, 31 December 2021

Opening balance, 1 January 2021		\$ 0
Revenue received in 2021		35,005
Contributions without donor restrictions		35,005
Total cash available		35,005
Expenses paid in 2021		0
Ending balance, 31 December 2021	\$ 35,005	
In Bank, \$35,005		
Checks outstanding, \$0		

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Attachment 3


Committee Assignment Nominations

Craig Putnam (Hudson) to Member Operations and Engagement Committee

Regulatory and Legislative Affairs

1. HB-1258: Move to authorize the Chair of the Legislative & Regulatory Affairs Committee, CPCNH Vice Chair Clifton Below to represent CPCNH in matters pertaining to HB-1258.
2. DRM 21-142: Move to authorize the Chair of the Legislative & Regulatory Affairs Committee, CPCNH Vice Chair Clifton Below to represent CPCNH in PUC docket DRM 21-142 regarding administrative rules for community power aggregations, including commenting on the PUC's initial proposal.

Refer to Attachment 7, "Regulatory and Legislative Affairs Committee" for more details.

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Attachment 4


**Policy Development for Cost Allocation &
Contracting / At-Risk Contracting**



CPCNH Learning to Action (or Decision)

1. **Member Board education and communication**
 - Overview of at-risk and deferred contracts—*Nick D. December member board meeting*
 - CCA best practices—*scheduled 4 CCA interviews during February*
 - Cost sharing agreement (for start-up costs)—*first draft prepared and submitted for review by DWGP, will be reviewed and revised with member board input and adopted via member board vote*
 - Management of costs—*explanation of what management controls are in place to maintain visibility of incurred and proposed expenditures*
2. **Deliberative discussion by member board—*expected between March and April Board meetings***
3. **Formulate a document describing the process and boundaries for at-risk and deferred contracts—*expected to be distributed in advance of April member board meeting***
4. **Member board vote on the at-risk and deferred contract document—*Planned for April member board meeting***



 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Attachment 5


Consultant Agreements

After the Board authorized and directed the Executive Committee to negotiate terms with two consultants to perform certain time-sensitive projects to support CPCNH, the Executive Committee extended the consultancy agreements to Herndon Enterprises (Attachment 5a) and Community Choice Partners, Inc. (Attachment 5b).

We have reached agreement on the scope of work and total contract cost with each consultant. Both consultants have offered revisions to standard contracting language, that we would describe as boilerplate, that we have not had an opportunity to discuss and resolve with each. Nevertheless, the Executive Committee seeks Board authorization to enter into contracts with both consultants for the scope of work and at the contract cost reflected in each agreement provided in Attachments 5a and 5b of the Board package. We will work to complete the standard contractual language, consistent with the terms in the attached agreements, with each consultant.

As the Board is aware, additional consulting services will be required beyond that contained in the attached agreements. In this regard, one consultant proposed additional projects and alternative cost proposals for the Executive Committee’s consideration. Because those terms exceed the scope of work most immediately required, to not delay commencement of time-sensitive work, Board consideration of such projects is recommended at a subsequent date. We will bring additional arrangements to the Board for consideration at the appropriate time.

APPROVED

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Attachment 6

**Planning for
Annual Membership / Board Meeting, April 21, 2022**

1. CPCNH Election of Officers

Proposal for Board Officer Nomination Process

Timetable

1. February: Board plans and approves a nomination process
2. March: Directors willing to serve self-identify for or are nominated to serve in an office position
3. April: At the Annual Board Meeting nominations are made from the floor and officers are elected for the coming year

Nomination process

1. At the March Board meeting or by Thursday March 31 Board members willing to serve as an officer for the coming year could be nominated for an office or would self-identify which position(s) they would be willing to serve in for the next year.
2. By March 31: Candidates confirm their willingness to serve, and prepare and forward a candidate statement to the Secretary to compile. Candidate statements include:

Name, Municipality represented, and the **position(s) they are willing to serve in**

Motivation: Why are you interested in a Board position?

Qualifications: How will leadership and personal and professional experience benefit CPCNH and its Board of Directors in advancing our mission and vision. What about time and travel availability?

Related community experience: Involvement with and leadership experience in home town, EAC, Community Power, CPCNH?

Values: What about attention to developing and advancing core values?

Equity, inclusion, diversity: Personal and/or professional experience pertinent to developing CPCNH with respect to equity, inclusion, and diversity across membership, services, and/or strategic outreach?

3. The Secretary will compile the candidate statements into one document with a Table of Contents and email it out to all Directors and Alternates by April 7.



**COMMUNITY
POWER COALITION**
OF NEW HAMPSHIRE

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
Meeting Date: **Thursday, February 17, 2022**
Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**

4. At the Annual Meeting of the Board officer nominations will be made from the floor. Nominations and votes will be taken in the order listed in the By-Laws: Chair, Vice Chair, Secretary, and Treasurer. Officers are elected by a majority vote of the Directors in attendance at the Annual Meeting for a one-year term per our by-laws.

2. Prospective JPA & By-Laws amendments

3. Location

APPROVED



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – DRAFT MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Meeting Room #1, City of Lebanon, City Hall
51 N Park Street, Lebanon, NH 03766**
Meeting Date: **Thursday, February 17, 2022**
Meeting Time: **Noticed for 10:00 AM on CPCNH.org and at Lebanon
City Hall**

Attachment 7

Committee Chair Updates

Finance Committee

1. Financial Controls, preparing discussion draft for the Board (April)
2. Grant application support, an ongoing collaborative effort with Committee Chairs
3. IT Administration (ongoing)
 - Doria Brown and Craig Putnam (Hudson) have assumed IT administration, Google workplace and website
 - IT controls and process in review
 - Drafting SOP for guidance (Standard Operating procedures)
 - Google workplace installation for Board of Directors
 - Directory updates

Governance Committee


1. Standardizing Meeting Minute and Agenda Housekeeping for all committees and full board meetings
2. Updating our Conflict of interest policy with Legal Counsel
3. Actively looking for members to join this committee

Member Operations and Engagement Committee

Looking back; moving forward: MOEC is reflecting on what went well in supporting the first batch of EAP approvals and where we are going for 2022

Regulatory and Legislative Affairs Committee

([Update also available here](#))

 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	BOARD OF DIRECTORS – DRAFT MINUTES	
	Meeting Type:	Regular Meeting
	Meeting Location:	Meeting Room #1, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Thursday, February 17, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall

Attachment 7

Committee Chair Updates /continued

Risk Management Committee

- Reading and learning from RFI materials
 1. There are a few all-in-one service provider responses--these companies appear to be capable of doing everything for CPCNH.
 2. Data ecosystem and analytics focused companies--bring more innovation and advanced features
 3. System integration and software companies-- bring more innovation and advanced features
 4. Electricity generation companies--some of these appear to be all-in-one providers
 5. eclectic mix of others--banks, renewable projects, advocacy, etc.
- Considerations for RFP
 1. One RFP for comprehensive services and credit support versus multiple narrow scope RFPs
 2. Solicitations focused on plug-and-play services versus customized solutions that require significant competency and time to configure and start up.
 3. Integrated all-in-one service providers versus a consortium approach with different entities providing specific services
 4. permanent outsourcing versus outsourcing to start and transitioning to internalization of (some) services
- Developing a description and visualization of a CPCNH operating model

What exactly do we want CPCNH (and its service providers) to do upon launch?