 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	ANNUAL MEMBERSHIP MEETING – MINUTES	
	Meeting Type:	Annual Membership Meeting
	Meeting Location:	Daniel Webster Grange Hall, Town of Webster 945 Battle Street, Webster, NH 03303
	Meeting Date:	Thursday, April 21, 2022
	Meeting Time:	Noticed for 10:00 AM on CPCNH.org and at Lebanon City Hall


Annual CPCNH Membership Meeting

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

April Salas called the meeting to order at 10:01 am

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

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.

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

2. JPA Amendments

Three proposed amendments to the Joint Powers Agreement (JPA) of the Community Power Coalition of New Hampshire had been distributed in a memo to the Board on April 5. The memo contained the proposed amendments and the rationale for why the amendments were necessary. This memo was included in the Board Packet for the meeting.

- **Amendment 1 - Correct Spelling of “COALITION” in Title at Top of Page 1 of JPA**
Lisa Sweet identified a misspelling of “Coalition”. The word "Coalition" is misspelled as "Coaliton" in the document title in the 3rd line of the first page of the JPA. There was no discussion for this amendment.
- **Amendment 2 - Provide Flexibility to the Board of Directors to Specify Quorum Requirements for Committees**

The second amendment was more substantive. The JPA states that **“a majority of the members of any committee shall constitute a quorum”**, but as explained in the memo, this requirement has complicated scheduling for most committees and even the Board at times, as committee members have had to drive up to an hour or more each way to help make the in-person quorum. A reduction in the quorum requirement would relieve this burden and allow more members to attend the meeting virtually.

The amendment would insert “unless the Board decides otherwise” so that the text would read **“A majority of members of any committee shall constitute a quorum unless the Board decides otherwise”**. This would allow the Board to set the quorum requirements for individual committees. Eli Emerson, our PPEC attorney has reviewed and approved this change.

Dave Hemenway asked that since we are trying to make quorum smaller to allow us to meet, can we write in a requirement that ensures a majority are participating (including virtually).

Clifton Below responded that it is tricky because quorum generally means the number of people to convene a meeting and conduct business. For example, if the Executive Committee had less than a majority quorum, then maybe we could still say that any action other than adjournment or scheduling would still require 3 affirmative votes.

April clarified that the goal is to ensure that a majority is still needed for votes, but a majority need not be present at the physical location.

Matt Miller commented that achieving a physical quorum is very challenging, and alternatively, we could have 2 people in person and the full quorum being constituted from those attending both in person and virtually. The amendment is very simple and gives good flexibility, by giving the Board authority and flexibility to set quorums in the future. He noted that in the case of the Risk



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Management Committee, we won't be making decisions with smaller numbers of people, we will just be able to meet with smaller numbers of people physically in person. The amendment gives maximum flexibility to the board in a simple way.

Dave Hemenway agreed that it makes sense, when there is a decision to have a smaller quorum, that you can also decide that for a vote to pass would require a majority of the committee's votes.

Clifton noted that Risk Management Committee will act on a majority vote of the Member Directors of the Committee, because the committee can have non-Director members.

Matt Miller added that the Risk Management Committee cannot do anything without coming to the Board. The committee just brings recommendations to the Board, which is a second management control which prevents the Risk from making organization-level decisions.

April stated that we create policies to prevent a small number of people from controlling majority. This is necessary for when serious disputes arise within committees or the Board.

- **Amendment 3 - Provide Flexibility to the Members to Amend the JPA at Regular and Special Meetings of Members, Not Just the Annual Meeting.**

The current by-laws allow the By-Laws to be amended at a regular or special meeting of Board of Directors, but the JPA rules governing JPA amendments only allow JPA amendments to be amended at the annual meeting. As explained in the amendment memo there may be many circumstances where we may want to amend the JPA outside of an annual meeting. The amendment would allow for that, requiring written notice is distributed at least 14 days prior to the meeting, and would still require that no amendment shall be adopted upon the dissenting vote of two or more Members totaling 50% (fifty percent) or more of the population of all Members as based upon the most recent population census.

The amendment to Article XVI, as required in the existing JPA, would not become effective unless and until the amendment is also approved by the governing body of each Member, and when to submit this to the governing bodies would need to be decided later. Rather than sending this out for approval immediately, it would be packaged with other materials that must go before Members' governing bodies such as the Cost Sharing Agreement or Risk Management policies.

The complete text of this third amendment is:

ARTICLE XVI AMENDMENTS, SUCCESSORS AND ASSIGNS

...

SECTION 2. Amendments. Subject to any requirements of law or indenture authorizing the issuance of Bonds, this Agreement may be amended by a written amendment approved by at least 2/3 (two-thirds) of the votes cast at any Membership Meeting at which a quorum is present, provided that: (1) written notice of the proposed amendments are distributed to each Member at least fourteen (14) days prior to such meeting at which it is to be acted upon, (2) no amendment shall be adopted upon the dissenting vote of two



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or more Members totaling 50% (fifty percent) or more of the population of all Members as based upon the most recent population census, and (3) amendments to this Article XVI Section 2 and Articles XII, XIV and XV approved at a Membership Meeting shall not be adopted unless such amendment is approved by the governing body of each Member. Attachments B and C, the Articles of Agreement and By-Laws, may be amended by a vote of at least 2/3 (two-thirds) of the votes cast by the Members at a Membership Meeting at which a quorum is present pursuant to the terms specified in Article IX of the By-Laws. Prompt written notice of the effective date of such amendment to this Agreement, the Articles of Agreement, or By-Laws, along with a copy of the amendment or amended document, shall be sent to the principal executive officers of each Member by the Chief Executive Officer or Chair of the Board.

Clifton Below moved that the Membership present today approves the three amendments proposed today, recognizing that third amendment requires approval by Members' governing bodies. Kim Quirk seconded the motion and a roll call vote was held. Those voting in favor were: Terry Clark, Chris Parker, Mandy Merrill, Kim Quirk, April Salas, Andrea Hodson, Craig Putnam, Clifton Below, Doria Brown, Jamie Hess, Matt Miller, Evan Oxenham, Lisa Sweet, Paul Looney, Clyde Carson, and David Hemenway. The motion was passed unanimously by those present. Nick Devonshire and Toni Weinstein were absent.

3. Adjournment

Andrea Hodson moved to adjourn the meeting. Lisa sweet seconded the motion which was approved unanimously by a roll call vote.

April Salas adjourned the meeting at 10:24 am.