



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

BOARD OF DIRECTORS – APPROVED MINUTES

Meeting Type:	Meeting of the Board of Directors
Meeting Location:	14 Dixon Ave., Suite 201, Concord, NH 03301
Meeting Date:	Friday, March 3, 2023
Meeting Time:	Noticed for 12:30PM @ CPCNH.org & Lebanon City Hall

AGENDA

1. Welcome & Roll Call, agenda check
2. Approve Minutes of 2/21/23 Board Meeting (Action Item) p. 2
3. Chair's Report, Updates and Action Items p. 12
4. PENDING Action Items on Contracts (Action Items)
 - 4.1. EEI Master Purchase & Sale Agreement with Champion Energy Services, LLC, inclusive of: LSE Services, ISO-NE Credit Support, and an optional Credit Sleeve and Exhibits
 - 4.2. Draft Amendment to Ascend Analytics, LLC
 - 4.3. Lock Box Agreements
 - 4.4. Accounting Services
5. Other business, questions & reflections (Action Items)
 - 5.1. Amend Energy Risk Management Policy – Action Item
 - 5.2. Amend Energy Risk Management Regulations – Action Item
 - 5.3. Authorize RMC to authorize procurement of power on behalf of Members that have executed the Cost Sharing Agreement and Complete Service Bundle Contract pursuant to policies and for CPCNH (Action Item)
 - 5.4. Authorize contracting with R.C. Brayshaw & Company, LLC for printing and mailing of customer notifications for launching Members (Action Item)
 - 5.5. Set time and date for follow-on meeting to deliberate on and set initial retail rates (Action Item)
 - 5.6. Review, Q&A, and discussion of Rate Setting Options (Ascend Analytics' Indicatives) slide deck p. 113
 - 5.7. Other business & questions
6. Adjournment



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MINUTES

1. Welcome & Roll Call, agenda check

Chair Clifton Below called the meeting, which was a continuation of the 2/22/23 meeting, to order at 12:33pm. Twenty-three of twenty-eight Members were present and represented.

Member	Director	Present/Absent	Alternate	Present/Absent
Boscawen	Charlie Niebling	Present Virtually	Ed Cherian	
Brentwood	Rick Labrecque	Absent	Bob Radlinski	Absent
Canterbury	Kent Ruesswick	Present	Howard Moffett	
Cheshire County	Terry Clark	Present Virtually	Chris Coates	
Dover	Jackson Kaspari	Present Virtually	Bill Baber	Present Virtually
Durham	Mandy Merrill	Absent	Nat Balch	Absent
Enfield	Kimberly Quirk	Present Virtually	Jo-Ellen Courtney	Present
Exeter	Nick Devonshire	Present Virtually	Julie Gilman	
Hancock	Jim Callihan	Absent	Robbie Hertnecky	Absent
Hanover	April Salas	Absent	Peter Kulbacki	Present
Harrisville	Andrea Hodson	Present Virtually	Andrew Maneval	Present Virtually
Hudson	Craig Putnam	Present	Kate Messner	
Lebanon	Clifton Below	Present	Greg Ames	
Nashua	Doria Brown	Present Virtually	Deb Chisholm	Present Virtually
Newmarket	Toni Weinstein	Absent	Steve Fournier	Absent
New London	Jamie Hess	Present Virtually	Robin Rainie-Lobacz	Present Virtually
Peterborough	Steve Walker	Present Virtually	Danica Melone	
Pembroke	Matt Miller	Present	Jackie Wengenroth	
Plainfield	Evan Oxenham	Present	Steve Ladd	
Portsmouth	Kevin Charette	Present Virtually	Peter Rice	
Rye	Lisa Sweet	Present	Howard Kalet	
Shelburne	Michael Prange	Present Virtually	Ray Danforth	
Sugar Hill	Jordan Applewhite	Absent	Margo Connors	Absent
Walpole	Paul Looney	Absent	Dennis Marcom	Present Virtually
Warner	Clyde Carson	Present	George Packard	
Webster	Martin Bender	Present Virtually	Dave Hemenway	
Westmoreland	Mark Terry	Present Virtually	John Snowdon	
Wilmot	William Chaisson	Present		

Directors and Alternates attending virtually noted it was not reasonably practicable for them to attend in person.

2. Approve Minutes of 2/21/23 Board Meeting (Action Item)



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Director Lisa Sweet moved to approve the minutes of the 2/21/23 Board Meeting. Director Kent Ruesswick seconded. Hearing no objection, Chair Below declared the minutes approved by unanimous consent, including the correction noting the arrival time of Director Terry Clark.

3. Chair’s Report, Updates and Action Items

Chair Below described the pathway to launch. When it became apparent that Eversource was not amenable to working on a reasonable timeframe to allow CPCNH to be recognized as the supplier with the utility, and that instead an existing Competitive Electric Power Supplier (CEPS) would need to be the supplier of record with the utilities, CPCNH began working with Calpine to launch using Calpine’s corporate affiliate Champion Energy Services, LLC (Champion), an already registered CEPS in NH, to be the supplier of record. Calpine Community Energy is a new corporate entity being created by Calpine which will be solely dedicated to servicing CPCNH’s Community Power programs (whereas Champion Energy Services serves other customers as well). The change in launch approach required the re-writing of certain contracts to create a three-step evolutionary process by which: (1) CPCNH would launch with Champion as the CEPS; (2) certain supplier functions would be transferred to Calpine Community Energy within a matter of weeks or months; and (3) CPCNH will eventually register itself as the Load-Serving Entity (LSE) with ISO New England (ISO-NE) and as the supplier of record with the utilities.

Consultant Golding elaborated that once the utilities permit CPCNH to register as the supplier and conduct Electronic Data Interchange (EDI) testing, then CPCNH will become the supplier on paper with Calpine Community Energy as the market participant, and finally, once CPCNH has enough credit and collateral to directly register as market Participant and LSE, it will do that, and Calpine Community Energy will become an agent performing various functions and services.

Chair Below described the contract as an Edison Electric Institute (EEI) Master Purchase and Sale Agreement. The customized materials are included in the Strategic Services Annex to the EEI contract. Preparatory work included bringing into alignment the CPCNH Energy Portfolio Risk Management Policy and Regulations and Calpine’s requirements to ensure the most appropriate risk management practices are adhered to.

Director Craig Putnam inquired as to what the effect would be from the customer perspective.

Chair Below responded that “Community Power” would be presented on the bill as a worst-case-scenario. It could also be that the individual community names, such as “Enfield Community Power,” will be printed on the bill. Public communications will likely not reference Champion or Calpine, or only reference them minimally.

Chair Below noted Calpine has been very accommodating and supportive, working hard to bring CPCNH to a successful launch, and is providing a combined \$25 million in collateral security and credit support for ISO-NE requirements and procurement support. Customer payments will flow first to Champion, and then flow to the CPCNH lockbox account.



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The contract allows CPCNH to buy power from Champion directly, or from other third-party suppliers or generators enabled to trade with Calpine through a “Credit Sleeve” using Internal Bilateral Transactions (IBTs), and Calpine will charge \$1.25 per megawatt-hour (one tenth of a cent per kilowatt-hour) for the Credit Sleeve service. The Credit Sleeve allows CPCNH to effectively transact with multiple different power sellers.

Under the contracts, certain aspects of the Energy Portfolio Risk Management (EPRM) Policy and Regulations required amending, and certain aspects of the Financial Reserve Policy and Retail Rates Policy will be put under covenant, meaning that CPCNH will not be permitted to change certain aspects of the policies without Calpine’s approval.

The Risk Management Committee on Wednesday went through the proposed amendments to the policies and regulations and voted unanimously to recommend the Board approve the proposed amendments. Amendments include refinement and added specificity to allowed hedge ratios. The most major change is that the original policy allowed to hedging up to 125% of load, which has now been reduced to up to 110% of load, or up to 125% if a request for an exception is approved by Calpine.

Scott Wigglesworth of Ascend Analytics affirmed that Ascend was comfortable will all of the proposed adjustments to risk management policy and regulation.

4. PENDING Action Items on Contracts

Master Purchase & Sale Agreement, between Calpine LSE affiliate and CPCNH, inclusive of: LSE Services, ISO-NE Credit Support, and an optional Credit Sleeve and Exhibits

Director Matt Miller, Chair of Risk Management Committee, commented that in reading through the contract there are many contingencies, requiring certain actions and reactions according to certain potential occurrences. The question it begs is, how will CPCNH ensure it has the appropriate personnel and mechanisms to ensure compliance with the contingencies and the “if this than that” aspects of the contract so Members are fully protected and benefits are maximized. Director Miller asked, who is the owner of the contract to ensure all of the contingencies and followed and addressed appropriately?

Consultant Golding described the “events of default” and what occurs if such an event is approaching or occurs. There are regular reporting requirements, such as the requirement of certain data flows from CPCNH to the LSE. There are hedge ratios (requirements that CPCNH secure certain percentages of the portfolio at certain dates in advance of power delivery dates) which CPCNH must maintain compliance with. On the reporting side, there are defined responsibilities under EPRM Regulations, and reports come from either Ascend or Calpine Energy Solutions. Reports on the financial and retail side get signed off on by a CPCNH Officer on a weekly or monthly procedural basis (e.g., a report comes from Ascend or Calpine Energy Solutions, CPCNH reviews and signs off, and the report goes to Champion or Calpine Community Energy). Failure to report and failure to maintain hedge ratios could result in an event of default.



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Chair Below noted that ownership of the contract would be the roll of the CEO, for which there were some very good candidates, and in lieu of having a CEO, the responsibilities fall to the Board Chair and the General Counsel.

Attorney Michael Postar provided examples of Joint Powers Authorities (JPAs) that had only a CEO and all other services were contracted out to service providers. MCE in its early stages was similar, in that it had minimal to no staff in the early days, and contracted out to professional service providers. Over the years, MCE has built a sophisticated staff team across various areas of operation.

Attorney Postar noted there have been updates to contracts, policies, and regulations. He has conducted a legal review considering, (1) Do the contract terms make sense, are there inconsistencies, are there unfavorable provisions, is the risk fairly apportioned among the parties? (2) Is the contract consistent with the Joint Powers Agreement (JPA) and the By-laws? And (3) From the Director perspective, can you fulfill your fiduciary responsibility, both to your community and to CPCNH, by approving these contracts? On a big picture basis, the final revisions were more than ministerial, but were not risk-shifting. The changes did not impact the JPA or By-laws. This is a complex series of arrangements, and CPCNH will be bringing a very big “business” from zero-to-sixty very quickly. A month ago, a big shift was required as a result of the approach taken by utilities. That shift is now completed, and the work over the previous weeks has been the completion of that shift. As a whole, the packages fit together. I advise clients to know and trust your consulting team, your legal teams, know your counter-parties, and all those three pieces fit in this instance. It would be appropriate to approve the contracts allowing for minor conforming changes.

Director Doria Brown asked, what is the solution to maintaining the contracts other than continuing to rely on Samuel Golding?

Consultant Golding responded that the CEO candidates are very impressive and well-equipped to build out the exceptional team that CPCNH deserves.

Drake Welch, Senior VP of Community Choice Aggregation Services for Calpine, described his fortune of being able to mix his profession in energy with his passion for community in supporting the development of the California Community Choice market. Mr. Welch shared Calpine was very excited to be a partner in New Hampshire and was eager to spread best practices to New Hampshire and across the nation. Mr. Welch commented on his extensive experience dealing with corporate board chairs and consultants, and that CPCNH has the best of the best in its board chair, consultant, and legal counsel. Mr. Welch voiced understanding that CPCNH will evolve, and that Calpine and its staff are fully available to support that evolutionary journey.

Chair Below noted that final remaining piece of the puzzle is enlisting accounting services and inquired as to whether Calpine is prepared to support accounting for power supply, customer payments, and flow of funds into and out of the lockbox.

Mr. Welch responded that Calpine would not be the independent financial accountant, but has launched Community Power Aggregations (CPAs) without accounting services and with varying degrees of accounting abilities, and can bridge gaps for CPCNH in this regard.



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Chair Below noted that because of utility non-compliance with law and rules, CPCNH will not be able to serve net metering customers for all three Investor-Owned Utilities (IOUs), and will not be able to serve Time-of-Use (TOU) customers for Liberty or Unital, but that they have indicated willingness to work with CPCNH over time to figure out how to allow CPCNH to appropriately serve such customers.

Director Hodson asked Michael Postar to confirm there was no shifting in indemnification and/or immunity clauses, and Attorney Postar confirmed.

Director Miller reported that the adjustments to the Energy Portfolio Risk Management Policy and Regulations make good sense and add specific detail to eliminate any confusion, and allowed that Calpine's review and approval would be required for certain changes to the policy and regulations such as adjustment to hedge ratios. Ascend Analytics is satisfied with the changes.

Two provisions in the Retail Rates policy that are under the contract under covenant and cannot be changed without Calpine approval include: (1) no changes to language requiring that rates be set such that revenues exceed costs; and (2) no changes to language allowing for emergency default rate adjustment authority.

Dori Drachman of Peterborough asked when and how the decision of whether rates would be the same across utility territories or a uniform discount percentage to the prevailing utility default service rate. Chair Below responded that would be a decision of the Board at a future meeting, possibly next Friday.

Chair Below suggested the Board might authorize the Executive Committee to enter into an agreement for KPMG for accounting services. Director Miller noted it is about \$150,000 for 4-6 weeks in Phase 1 to generate a report of what would be needed in a subsequent Phase 2, without any clarity about what Phase 2 entailed. Director Mill noted it would be important to have someone on board to own the contract and work with the accountant. Treasurer Quirk noted that there was one contract Chief Financial Officer (CFO) that could be an option for CPCNH. Director Hodson asked if the decision could wait until the point in time when CPCNH has a CEO and Chair Below agreed. Treasurer Quirk made clear the urgent need to have accounting services. Vice Chair Kevin Charette emphasized the critical importance of having rigorous financial controls, analysis, accounting, tracking and clarity on a regular ongoing basis as CPCNH launches a business of this size and with these revenues, and asked Attorney Postar to comment. Attorney Postar commented that some California JPAs used local municipal-type accounting services, and agreed that this was a critical function that CPCNH should have. Consultant Golding noted that Calpine and Ascend are well-equipped to interface with KPMG and streamline the integration of accounting services.

Director William Chaisson of Wilmot moved to authorize the Chair to complete and execute the Master Purchase & Sale Agreement with Champion Energy Services, LLC, the amendment to the Ascend Analytics agreement, and Lockbox Agreements with River City Bank and other parties, including the amendment on insurance, all subject to final legal counsel sign off, and take such actions as necessary and prudent to effectuate such agreements. Secretary Oxenham seconded.

Director Chaisson withdrew his motion and Secretary Oxenham withdrew his second.



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Director Sweet moved to accept the recommend amendments to the Energy Portfolio Risk Management Policy and the Energy Portfolio Risk Management Regulations. Seconded by Alternate Peter Kulbacki. Motion carried unanimously on a rollcall vote 23-0.

Member	Director	Vote	Alternate	Vote
Boscawen	Charlie Niebling	Y	Ed Cherian	
Brentwood	Rick Labrecque		Bob Radlinski	
Canterbury	Kent Ruesswick	Y	Howard Moffett	
Cheshire County	Terry Clark	Y	Chris Coates	
Dover	Jackson Kaspari	Y	Bill Baber	
Durham	Mandy Merrill		Nat Balch	
Enfield	Kimberly Quirk	Y	Jo-Ellen Courtney	
Exeter	Nick Devonshire	Y	Julie Gilman	
Hancock	Jim Callihan		Robbie Hertnecky	
Hanover	April Salas		Peter Kulbacki	Y
Harrisville	Andrea Hodson	Y	Andrew Maneval	
Hudson	Craig Putnam	Y	Kate Messner	
Lebanon	Clifton Below	Y	Greg Ames	
Nashua	Doria Brown	Y	Deb Chisholm	
Newmarket	Toni Weinstein		Steve Fournier	
New London	Jamie Hess	Y	Robin Rainie-Lobacz	
Peterborough	Steve Walker	Y	Danica Melone	
Pembroke	Matt Miller	Y	Jackie Wengenroth	
Plainfield	Evan Oxenham	Y	Steve Ladd	
Portsmouth	Kevin Charette	Y	Peter Rice	
Rye	Lisa Sweet	Y	Howard Kalet	
Shelburne	Michael Prange	Y	Ray Danforth	
Sugar Hill	Jordan Applewhite		Margo Connors	
Walpole	Paul Looney		Dennis Marcom	Y
Warner	Clyde Carson	Y	George Packard	
Webster	Martin Bender	Y	Dave Hemenway	
Westmoreland	Mark Terry	Y	John Snowdon	
Wilmot	William Chaisson	Y		

Director William Chaisson of Wilmot moved to authorize the Chair to (1) complete and execute the Master Purchase & Sale Agreement with Champion Energy Services, LLC, the contract amendment with Ascend Analytics agreement, and subject to finalization with Counsel, the Lockbox Agreements with River City Bank and other parties, all subject to final legal counsel sign off, and (2) take such



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actions as necessary and prudent to effectuate such agreements. Secretary Oxenham seconded. Motion carried 22-0 on a rollcall vote.

Member	Director	Vote	Alternate	Vote
Boscawen	Charlie Niebling	Y	Ed Cherian	
Brentwood	Rick Labrecque		Bob Radlinski	
Canterbury	Kent Ruesswick	Y	Howard Moffett	
Cheshire County	Terry Clark	Y	Chris Coates	
Dover	Jackson Kaspari		Bill Baber	Y
Durham	Mandy Merrill		Nat Balch	
Enfield	Kimberly Quirk	Y	Jo-Ellen Courtney	
Exeter	Nick Devonshire	Y	Julie Gilman	
Hancock	Jim Callihan		Robbie Hertnecky	
Hanover	April Salas		Peter Kulbacki	Y
Harrisville	Andrea Hodson	Y	Andrew Maneval	
Hudson	Craig Putnam	Y	Kate Messner	
Lebanon	Clifton Below	Y	Greg Ames	
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Pembroke	Matt Miller	Y	Jackie Wengenroth	
Plainfield	Evan Oxenham	Y	Steve Ladd	
Portsmouth	Kevin Charette	Y	Peter Rice	
Rye	Lisa Sweet	Y	Howard Kalet	
Shelburne	Michael Prange	A	Ray Danforth	
Sugar Hill	Jordan Applewhite		Margo Connors	
Walpole	Paul Looney		Dennis Marcom	Y
Warner	Clyde Carson	Y	George Packard	
Webster	Martin Bender	Y	Dave Hemenway	
Westmoreland	Mark Terry	Y	John Snowdon	
Wilmot	William Chaisson	Y		

5. Other business, questions & reflections

Admit City of Berlin as 28th Member of CPCNH (Action Item)

Amend Energy Risk Management Policy and Regulations



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Director Brown moved to authorize the Risk Management Committee to authorize procurement of power on behalf of Members that have executed the Cost Sharing Agreement and Complete Service Bundle Contract pursuant to CPCNH's policies and for CPCNH. Seconded by Director Sweet. Motion carried unanimously 23-0.

Member	Director	Vote	Alternate	Vote
Boscawen	Charlie Niebling	Y	Ed Cherian	
Brentwood	Rick Labrecque		Bob Radlinski	
Canterbury	Kent Ruesswick	Y	Howard Moffett	
Cheshire County	Terry Clark	Y	Chris Coates	
Dover	Jackson Kaspari	Y	Bill Baber	
Durham	Mandy Merrill		Nat Balch	
Enfield	Kimberly Quirk	Y	Jo-Ellen Courtney	
Exeter	Nick Devonshire	Y	Julie Gilman	
Hancock	Jim Callihan		Robbie Hertnecky	
Hanover	April Salas		Peter Kulbacki	Y
Harrisville	Andrea Hodson	Y	Andrew Maneval	
Hudson	Craig Putnam	Y	Kate Messner	
Lebanon	Clifton Below	Y	Greg Ames	
Nashua	Doria Brown	Y	Deb Chisholm	
Newmarket	Toni Weinstein		Steve Fournier	
New London	Jamie Hess	Y	Robin Rainie-Lobacz	
Peterborough	Steve Walker	Y	Danica Melone	
Pembroke	Matt Miller	Y	Jackie Wengenroth	
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Portsmouth	Kevin Charette	Y	Peter Rice	
Rye	Lisa Sweet	Y	Howard Kalet	
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Warner	Clyde Carson	Y	George Packard	
Webster	Martin Bender	Y	Dave Hemenway	
Westmoreland	Mark Terry	Y	John Snowdon	
Wilmot	William Chaisson	Y		

Director Craig Putnam, moved to authorize contracting with [R.C. Brayshaw & Company, LLC](#) for printing and mailing of customer notifications for launching Members. Seconded by Director Clyde Carson. Hearing no objection, the Chair declared the motion adopted by unanimous consent.



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Chair Below suggested Friday March 10 as the joint meeting of the Risk Management Committee and Finance Committee to entertain and deliberate on rate recommendations.

Director Brown moved to schedule a Board Meeting for 3pm on March 10 at 14 Dixon Ave, Suite 201, Concord, NH 03301. Seconded by Director Chaisson. Hearing no objection, the Chair declared the motion adopted by unanimous consent.

Secretary Oxenham moved to authorize Finance and Risk Management Committees to meet jointly to deliberate rates in this instance. Seconded by Matt Miller. Hearing no objection, the Chair declared the motion adopted by unanimous consent.

6. Adjournment

Director Brown moved to adjourn. Director Carson seconded. Hearing no objection, the Chair declared the motion adopted by unanimous consent. Meeting adjourned at 3:18pm.