	<b>BOARD OF DIRECTORS MINUTES</b>
	Meeting Type: Regular Meeting of the Board of Directors
	Meeting Location: 14 Dixon Ave, Suite 201, Concord, NH 03301
	Meeting Date: Thursday January 25, 2024 Meeting Time: Noticed for 10AM @ CPCNH.org & Lebanon City Hall

**MINUTES**

**1. Welcome & Roll Call**

Chair Below opened the meeting at 10:05am. Sixteen of twenty Directors were present with 5 Directors attending in person at the physical location meeting the 25% quorum requirement of five. The Directors attending remotely each stated that it was not reasonably practical to travel to the meeting location to attend in person.

Member	Director	Present/Absent
Walpole	Paul Looney	Absent
Hanover	April Salas	Present (Virtual)
Durham	Steve Holmgren	Present (Virtual)
Enfield	Kim Quirk	Present (Virtual)
Exeter	Nicholas Devonshire	Absent
Peterborough	Bruce Tucker	Present (Virtual)
Webster	David Hemenway	Present
Portsmouth	Kevin Charette	Present (Virtual)
New London	Jamie Hess	Present (Virtual)
Plainfield	Evan Oxenham	Present
Newmarket	Joseph Lamattina	Present (Virtual)
Warner	Clyde Carson	Absent
Cheshire County	Terry Clark	Present (Virtual)
Pembroke	Matt Miller	Present
Harrisville	Andrea Hodson	Present (Virtual)
Randolph	Kathleen Kelly	Present (Virtual)
Dover	Jackson Kaspari	Present (Virtual)
Lebanon	Clifton Below	Present
Nashua	Doria Brown	Not Present at time of Roll Call joined meeting at 10:51a.m.
Rye	Lisa Sweet	Present

Additional staff and guests in attendance in person:  
 CPCNH CEO Brian Callnan  
 CPCNH Director of Administration, Bobbi-Jo Michael  
 Enfield Alternate Member Representative, Jo-Ellen Courtney



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Lancaster Member Representative, Lee Ann Potter  
Chuck Willing, Concord Resident  
Additional guests in attendance virtually:  
Dover Member Representative, Bill Baber  
Hampton Falls Member Representative, Carol Schutte  
Hudson Member Representative, Craig Putnam  
Barrington Member Representative, Paul Parrish  
Rye Alternate Member Representative, Howard Kalet  
Canterbury, Member Representative, Howard Moffett  
Michael Postar, DWGP  
Andrew Hatch, RBG  
Angel Dyer, ecoCFO

### 2. Approve Minutes of the 12/28/23 Board Meeting (Action Item)

*Secretary Oxenham moved to approve the minutes from the 12/28/23 Board of Directors meeting. Seconded by Director Sweet. Hearing no objection, Chair Below declared the minutes approved by unanimous consent.*

### 3. Admit & Welcome the towns of Bristol and Epping as our 54th and 55th Members (Action Item)

*Director Sweet moved to welcome and admit the towns of Bristol and Epping as Members. Seconded by Director Hemenway. Hearing no objection, Chair Below declared the motion approved by unanimous consent.*

Chair Below welcomed the Member Representatives listed below:

Bristol Member Representative: Paul Bemis

Epping Member Representative: Michael Vose, Alternate Representative: Jake Roger

### 4. Board confirmation or modification of Chair's appointment of Director Doria Brown to RLAC (Action Item)

*Director Miller moved to approve Chair Below's appointment of Director Doria Brown to the CPCNH Regulatory & Legislative Affairs Committee (RLAC). Seconded by Secretary Oxenham. Hearing no objection, Chair Below declared the motion approved by unanimous consent.*

Director Sweet mentioned that the Annual Membership Meeting would be coming up soon in April and Members should begin to consider which, if any, committees they might be interested in participating in. Members could consider contacting Committee Chairs for additional information and/or attending committee meetings.

### 5. CEO's Report

CEO Callnan congratulated CPCNH on a full year of operations and welcomed Chuck Willing, a resident of the City of Concord to the meeting and invited him to introduce himself. Mr. Willing shared that he is on Concord's Energy & Advisory Committee, and that committee has voted to



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recommend joining CPCNH. The next step for the City of Concord is a vote by their City Council.

CEO Callnan continued with his report, sharing that CPCNH membership is now representing about 30% of the state's population. CPCNH has kept its rates lower than the three investor-owned utilities every time we have done a rate change, including the latest rate adjustment of 8.1¢/kWh. He continued that CPCNH is planning to launch twenty-five or more new communities in 2024 while delivering more than one TWh of electricity by the end of the year. Services update - CPCNH has contracted with Resilient Building Group and Community Choice partners to improve member services.

Madelyn Bradley joins us as a part-time Communications Coordinator, moving full-time in April. She is assisting with the logistics of launching communities, general membership inquiries, website updates etc. Madelyn will report to Henry Herndon, Director of Membership Services, Samuel Golding of Community Choice Partners has agreed to contract with CPCNH on a part time basis to assist with our regulatory and legislative efforts. Samuel is not new to CPCNH, he helped CPCNH build a network of necessary services and with the development of the organizing documents. His previous contract ended December 31<sup>st</sup>, 2023. This new contract runs through June 2024. He will report to Deana Dennis, Director of Regulatory and Legislative Affairs.

Inadvertent enrollment update - CPCNH was sent a letter by an attorney representing the net metering customer we discussed back in November. This net metering customer was inadvertently enrolled in Peterborough Community Power and as a result was not receiving their net metering credits because suppliers other than the distribution utility see export information as a "zero" rather than the actual amount that is exported. Eversource has stated that they will not correct the error with the customer. Multiple requests for a discussion to find a solution were unanswered. We will continue to keep the Board updated on this unfortunate incident.

Liberty Utilities Update - CPCNH is working through a couple of issues with Liberty currently. They are behind in their payments to CPCNH. This is being addressed and is a priority.

Customers in Liberty communities have also not received the refresh mailers because there is inconsistency in their reporting making their customer base uncertain. CEO Callnan and Calpine Representatives have been in contact with them weekly regarding these issues.

Director Charette suggested communication to CPCNH Members on a quarterly basis that lets them know the refresh mailers are a standard procedure. CEO Callnan explained why the refresh is needed and that the additional step keeps customers enrolled.

Director Hemenway asked if there is a regulatory proceeding or legislation that customers get CPCNH automatically if CPCNH is the default service provider in their town, city, county?

Chair Below replied that the utilities have indicated their systems cannot do that, which is why we must do the refresh mailers. CPCNH does them quarterly because this is when the utilities will provide the customer information to CPCNH.

Director Tucker asked if NEM customers are flagged with refresh information?

CEO Callnan and Chair Below both confirmed that they are.

Director Miller asked if customers who were previously with a competitive supplier and went back to their default service provider will show up on the refresh mailer list?

CEO Callnan confirmed they would be flagged as a customer that could opt-in.



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### 6. Treasurer's Report

Treasurer Quirk presented the Pro Forma and Variance Reports and pointed out that though revenues for October and November are down it is important to remember that rates were lower than expected in April and load forecasting is still a work in progress. There have been discussions around working toward changing the forecasting model for loads especially as new communities join CPCNH. We have also experienced a warmer than expected winter, which weather will always be a variable that we contend with.

The variance details are consistently provided in the report to keep members updated.

Treasure Quirk reminded everyone of our goals for Reserve Operating Days:

60 days in the first three years and 120 days in the first five years.

The calculation for Joint Reserves needed to be refined. CEO Callnan explained that CPCNH had been taking a backward versus forward looking approach. Using a looking forward approach this calculation is using only one month ahead at a time as bringing on new communities creates an expected ebb and flow with expenses and revenue. These calculations will likely change as we build out our models.

Member Representative Lee Ann Potter asked if weather is considered as a factor?

Director Miller responded that Ascend Analytics does consider weather when forecasting load.

CEO Callnan referenced a specific change from the last report. In the column titled Aug '23 - Jan '24 - this number represents that CPCNH is about \$100,000 off on Net Margin and that CPCNH forecasting is performing better with the second launch than with the first.

Treasurer Quirk continued her report stating that the QuickBooks Financial Statements will always be two months behind because the reports to close them out are not complete before then.

Treasurer Quirk moved on to presenting the Community Benefit Report. This report has been separated into two pages. On page one of the report members will find the Total Revenue, Total Cost, Joint Revenues, Discretionary Revenues, Customer Savings, Community Benefit and Community Energy (MWh). Discussion ensued regarding Excess Reserves - these are reserve funds for Communities but are not an option until after 180 operating days.

Director Tucker asked for clarification around the 180 operating days for Excess Reserve Funds. CEO Callnan will work on determining if this will be per Member or if it is 180 operating days for CPCNH overall. Chair Below added that there is a need to discuss the balancing of Joint Reserves at a future board meeting.

There was further discussion around the topic of Joint and Discretionary Reserve Funds and the timelines for each. CEO Callnan shared that we are working with Calpine and ecoCFO to get the report more automated moving forward.

Director Brown asked about the possibility of having 12- or 36-month contracts for city buildings in the future. CEO Callnan clarified that there will be an option to assign a discretionary reserve value to a different rate. Director Brown asked when CPCNH might be able to begin offering this? CEO Callnan responded that he was not aware of any roadblocks or issues but that he would want to do a test run first. The Risk Management Committee will also be looking at this. Director Brown asked if there could be a separate reserve account as well? Chair Below responded that there is a Rates and Reserves Policy that CPCNH needs to reference and adhere to before making decisions like these.



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Michael Postar, our counsel with DWGP, added that he was happy to hear Chair Below mention the Reserve Policy posted on the website because at a high level it does address some of the topics being discussed. It offers the reserves equitable allocation of costs between members. Director Sweet offered edits to the report and added kudos on the customer savings and rates. Treasurer Quirk discussed in detail the Opt-in, Opt-out, Up and Down sections of the report. Director Tucker asked if Opt-outs are adjusted for the NEM customers? Treasurer Quirk replied that they are not counted as Opt-outs because they were not counted as Opt-ins.

Director Hodson asked the title of the report be changed from Inception to Date to Launch Date.

Director Miller shared that he likes the idea of having the participation rates included in the report but does not want to lose the data on Total Accounts and Current Accounts by Member.

Member Representative, Paul Parrish, suggested that the Community Benefit Report be added to the CPCNH website as residents would like to see it.

Member Representative, Carol Schutte, asked if NEM customers opt out on the website will it count on the report? CEO Callnan responded that we will have to verify that, but believes they should have to opt in. In general, it is good practice to make sure they are flagged in the system as a NEM customer.

Discussion ensued regarding the refresh numbers and explaining that sometimes the Total Accounts seem low on the Opt Action and Product Election Reports. As CPCNH grows this type of tracking will be less impactful because adding new communities will not bear as much of an impact on the coalition.

Director Hemenway asked if CPCNH should consider doing a special or quarterly refresh solely for NEM customers? Chair Below shared that it was a lengthy discussion that would be best taken up at another meeting where more time could be spent on it.

### 7. Executive Committee Report

GRIP Grant Update - Chair Below is a member of the Energy Data Platform Governance Council. In November, the Board authorized CPCNH participation in the development of a concept paper for this grant opportunity as a potential partner. The expected minimum grant size is now \$10million, requiring a \$10 million match, the Governance Council reached out to utilities and stakeholders in other New England states to gauge interest in this being a regional effort. The response was strong, community partners like CPCNH and CENH could be subrecipients of the grant for a significant portion of the funding. The commitment is substantial but will add value for communities and especially benefit disadvantaged communities. The full application is due by May 22, 2024. Chair Below is looking for interested members to participate in an ad hoc advisory role. Specific cities and towns of interest are Berlin, Nashua, Portsmouth, Dover, Dalton, Newport, Charlestown, Exeter, and Winchester. Anyone that is interested should contact Chair Below.

Director Charette asked if ad hoc group participants need to be city representatives?

Chair Below, replied that is not a requirement and anyone who is interested can reach out.

Member Representative Carol Schutte volunteered to help and has done previous work with the Department of Energy.





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### 8. Governance Committee Report

Director Hodson, Chair of the Governance Committee reported that the committee continues to work on the Board Culture and Self Evaluation Survey. The pilot survey was conducted with Governance Committee members and CPCNH Committee Chairs being given the opportunity to take the survey and provide feedback. The committee will meet next week to discuss the feedback and plan to distribute the survey to all Board Directors.

The Governance Committee is also working with the CPCNH staff to develop a process for board director and officer nominations and elections, committee appointments etc. leading up to and at the April Membership meeting. Treasurer Quirk asked about the term limits. Chair Below responded that there are not any except for the Officers of the Board of Directors which are no more than three consecutive one-year terms.

Some discussion ensued around ideas for the nomination process and committee appointments. Michael Postar, our counsel with DWGP, added that in referencing Article 9 of the Joint Powers Agreement the Board Chair appoints committee members and chairs and that the Executive Committee can appoint members to Ad Hoc and Special committees.

### 9. Regulatory & Legislative Affairs Committee Report

RLAC Chair Baber started the report by discussing the success of the amendment to HB-314. This bill was a privacy-oriented bill, and it would have prevented us from acquiring the needed basic information we need on ratepayer's function. The amendment passed in large part to the hard work of Chair Below, Deana Dennis, Joe Lamattina and Representative Ellen Reed over the New Year's holiday weekend.

Chair Baber shared that Chair Below and Director Dennis testified in opposition to HB 1398. Chair Below shared details around the importance of why CPCNH was in opposition to this bill. It would have required all the compensation made paid by the utilities for net metering to go into a stranded cost recovery charge, which is in direct conflict with our proposal in the net metering docket. To comply with the law that says net metered customers' exports to the grid should be accounted for as an offset to what we otherwise must buy from ISO New England, meaning we can use those exports to the grid to help serve our load. The problem is the stranded cost recovery charge gets charged to everybody. Essentially, there would be a utility monopoly on net metering. This bill ended up being a ten-ten vote, so the prime sponsor of the bill, Rep. Michael Vose, who is now a Member Representative to CPCNH, moved to interim study the bill. Chair Below noted that he and Director Dennis are also meeting with Representative Vose to discuss HB 1600 as well.

RLAC Chair Baber continued with his report. He shared that the committee is taking a different approach that is a slight variance from what is in their Charter in relation to asking the board to weigh in on each individual bill that the RLAC monitors. They based the new approach on the foundation of the RLAC Charter, using the three major Policy Principles of the Charter: Advancing Community Benefits through Open Access to the Electric System; Increasing Innovation through Local Control, Equity and Community Development; and Enforcement of Laws, Market Rules, and Regulations. Under those three policy principles the committee developed elements that the committee is looking at that respond to the policy principles. The committee laid out those actions that are supported and opposed by CPCNH. The hope is that



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this approach is more straightforward and executable for following through with the full board in an effective and responsive manner.

Director Miller asked how the committee will respond to requests or what the process will be for reviewing and revising the documents on a periodic basis?

RLAC Chair Baber responded that he believes the expectation will be an annual review as that is how it is handled under the Charter. Director Brown asked for clarification on whether this new approach means that if RLAC believes the bill falls within the realm that is listed on the document that RLAC does not have to come to the full board, and they can use the full weight of the CPCNH membership to support or oppose bills? Discussion ensued around this question.

Ultimately the result of the discussion is that per the RLAC Charter RLAC will always try to get the full board's position on bills, but if something is urgent and there is not time for Board action the Executive Committee and/or CEO could act in the absence of RLAC and report that action up to the Board.

Director Hemenway asked to clarify that what is being discussed is a Legislative and Policy Positions document, which is how RLAC looks at bills and develops positions on them. The request is to consider the approach that RLAC takes to determine policy positions. The Charter is already approved and does call for the committee to bring policy positions to the board.

Chair Below and Director Hess offered some grammar edits to the document. Director Hess will make his edits and send them along to Chair Below. This document will be public on the CPCNH website and therefore we do want it to be professionally written to reflect well on CPCNH.

***Director Sweet moved to approve the 2024 Legislative Policy and Platform with the suggested edits to grammatical errors. Seconded by Director Miller. Chair Below called for a roll call vote, and declared the motion approved unanimously by all those voting.***

Member	Director	Present/Absent
Walpole	Paul Looney	Absent
Hanover	April Salas	Yes
Durham	Steve Holmgren	Yes
Enfield	Kim Quirk	Yes
Exeter	Nicholas Devonshire	Absent
Peterborough	Bruce Tucker	Yes
Webster	David Hemenway	Yes
Portsmouth	Kevin Charette	Yes
New London	Jamie Hess	Yes
Plainfield	Evan Oxenham	Yes



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Newmarket	Joseph Lamattina	Yes
Warner	Clyde Carson	Absent
Cheshire County	Terry Clark	Yes
Pembroke	Matt Miller	Yes
Harrisville	Andrea Hodson	Not Present for Vote
Randolph	Kathleen Kelly	Yes
Dover	Jackson Kaspari	Yes
Lebanon	Clifton Below	Yes
Nashua	Doria Brown	Yes
Rye	Lisa Sweet	Yes

### 10. Risk Management Committee Report

RMC Chair Director Miller reported that the committee reviewed hedge recommendation memos in December. First, for the current operating CPA's and then second for the Wave 2 launching CPA that will launch in March. In addition, RLAC reviewed and deliberated on the proposed rate structure tables that CEO Callnan had presented. The committee. took input from the launching communities Authorized Officials regarding whether they want to go forward with procurement and the bottom line is because the rates from the retail rates were less than the default utilities, all the authorizing officials wanted to go ahead.

The joint Finance and RMC committee's did ask CEO Callnan to review some of the commercial rates, specifically Eversource's , because they had a reconciliation charge that artificially inflated the rates that Eversource is offering in the upcoming rate period, and requested that the CPCNH commercial rates be reviewed to see if they could be improved versus what was being shown. He reported that the rates were improved after the request.


RMC held a training session to understand the mechanics of how the calculations are performed and what the financial impacts are on CPCNH over and under hedging under different scenarios. The committee will have a couple of other training sessions in the next couple of months dealing with related topics such as forecasting and resettlements.

The training is recorded and can be found in the RMC training folder on Google Drive.

### 11. Member Outreach & Engagement Committee Report

MOEC Chair Director Sweet began her report by sharing that the Wave 2 communities are ready. Their mailers went out last week and they will have public information sessions next week. There are around half a dozen of those that will be staffed by CPCNH staff and supported by Ambassadors when possible. Director Sweet added that she wanted to give a shout out to the CPCNH Member Services Team and the Staff of CPCNH because there have been an enormous number of public hearings and getting towns ready to go to their town meetings and information sessions and doing public engagement campaigns.



 <p><b>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</b></p>	<p style="text-align: center;"><b>BOARD OF DIRECTORS MINUTES</b></p> <p>Meeting Type: Regular Meeting of the Board of Directors  Meeting Location: 14 Dixon Ave, Suite 201, Concord, NH 03301  Meeting Date: Thursday January 25, 2024  Meeting Time: Noticed for 10AM @ CPCNH.org &amp; Lebanon City Hall</p>
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Director Sweet shared that Wave 2 has twelve communities ready to launch and Wave 3 has eighteen communities who are simultaneously going for local and PUC approval. They have submitted their Energy Aggregation Plans (EAP) to the state while they are waiting for their own town meeting approvals. Those towns are on track for a possible June launch, they have jumped over all the hurdles except the next one would be to get their community to approve the Cost Sharing Agreement by April because the approval of the CSA and the review of the policies is what kicks CPCNH into action on enrollments and setting up everything that needs to be set up for launch.

MOEC hosted a new member orientation and will plan to do that every quarter. The committee does not anticipate quite as many members joining in the first quarter because several communities are focused on town meetings at that time.

The MOEC will be conducting a survey that will be coming out in February to get a sense of the existing projects for renewable energy or planned projects in the different communities. This will allow CPCNH to begin to build an inventory of what is already happening and what members would like to do in the future.

There was good media coverage around the new rates that will begin in February, and more is anticipated throughout town meetings and the launch of new member communities. B-Fresh helped CPCNH create testimonial videos and will be available for members once they are finalized.

CPCNH is hosting an informal office hour with CEO Callnan on Zoom. It will be a high-level overview of the basic questions of why CPCNH cannot serve net metering customers as we hope and what CPCNH is doing to change that and what that means for operating and CPCNH is members.

**12. Audit Committee Report**

Chair Below reported that the Audit Committee has not met but the Audit Firm that CPCNH contracted has been engaged and that work is ongoing. Bobbi-Jo Michael is helping and somewhat taking the lead with the auditor and with ecoCFO.

**13. Other updates business, questions & reflections.**

The next Board meeting will be held on February 22nd at the CPCNH Concord office (14 Dixon Ave., Suite 201) with virtual accommodation.

**14. Adjournment**

*Director Miller moved to adjourn the meeting at 12:37pm. Seconded by Secretary Oxenham. Hearing no objection, Chair Below declared the motion approved by unanimous consent.*