



CPCNH Annual Board of Directors Meeting

Minutes

Community Power Coalition of NH

Apr 25, 2024 at 12:30 PM EDT

Location: Susan McLane Audubon Center, 84 Silk Farm Rd. Concord, NH 03301 or via Teams

I. Welcome, Roll Call & Approve Minutes

Chair Below called the Annual Meeting of the CPCNH Board of Directors to order at 1:06pm.

Roll Call

Present:

Directors: James Garrity, Chuck Willing, Clifton Below, Doria Brown (remote), Clyde Carson, Terry Clark, Nick Devonshire, David Hemenway, Jamie Hess, Andrea Hodson, Steve Holmgren (remote), Kathleen Kelley, Peter Kulbacki, Joseph Lamattina (remote), Matt Miller, Evan Oxenham, Bruce Tucker

Guests: Mark Bolinger, Madelyn Bradley, Brian Callnan, Jo-Ellen Courtney, Deana Dennis, Henry Herndon, Howard Kalet, Howard Kalet, Andrew Maneval, Scott May, Henry Noel (remote)

The Directors attending remotely stated that it was not reasonably practical to attend the meeting in person.

Absent:

Members: Jackson Kaspari, Kim Quirk, Lisa Sweet

A. Approve Minutes of 03/28/2024 Board Meeting (Action Item)

 [2024_03_28_CPCNH_Board_of_Directors_Meeting_Minutes.pdf](#)

Motion:

Motion to approve the minutes of the March 28, 2024 Board of Directors meeting. Motion moved by Matt Miller and motion seconded by Evan Oxenham. Without objection Chair Below declared the motion approved by unanimous consent.

II. Elections of Officers for the coming year

 [Officer_Candidate_Statements.pdf](#)

Chair Below announced there is one declared candidate for each of the four officer positions and that Doria Brown has indicated that she is able and willing to serve in the fifth seat on the Executive Committee. The fifth seat will eventually be held by the most recent outgoing Board Chair.

Motion:

Motion to elect a slate of the four declared officer candidates as presented to include Clifton Below/Lebanon as Chair, Lisa Sweet/Rye as Vice Chair, Kim Quirk/Enfield as Treasurer and Evan Oxenham/Plainfield as Secretary to the Board of Directors.

Motion moved by David Hemenway and motion seconded by Kathleen Kelley. Chair Below declared the motion approved following a roll call vote. 17 YES VOTES and 0 NO VOTES.

Roll Call

Yes:

Clifton Below, James Garrity, Chuck Willing, Doria Brown (remote), Clyde Carson, Mr. Terry Clark, Nick Devonshire, David Hemenway, Jamie Hess, Andrea Hodson, Steve Holmgren (remote), Mrs. Kathleen Kelley, Peter Kulbacki, Joseph Lamattina (remote), Matt Miller, Evan Oxenham, Bruce Tucker

No: none

Motion:

Motion to appoint Doria Brown/Nashua to the fifth seat on the Executive Committee.

Motion moved by James Garrity and motion seconded by Evan Oxenham. Chair Below declared the motion approved unanimously following a roll call vote. 14 YES VOTES /1 Abstention (Doria Brown) 2 attending Directors were not present at the time of this vote.

Roll Call

Yes:

James Garrity, Charles Willing, Clifton Below, Terry Clark, David Hemenway, Jamie Hess, Andrea Hodson, Steve Holmgren (remote), Mrs. Kathleen Kelley, Peter Kulbacki, Joseph Lamattina (remote), Matt Miller, Evan Oxenham, Bruce Tucker

No: none

Abstaining: Doria Brown

Absent for the vote: Clyde Carson, Nick Devonshire

III. CEO Report

 [CPCNH_CEO_Report_20240425.pdf](#)

CEO Callnan gave some highlights from the CEO Report that was provided to member via the meeting materials packet.

On April 27, 2023 CPCNH started out serving load with a peak of about 7.5MW's and quickly grew to 135MW's on September 7, 2023. We are expecting to serve more than 60 communities by the end of 2024.

Our staff has grown to include six full-time employees including our two most recent hires who will focus on energy programs, projects and how to best use all of our data.

CPCNH continues to advocate for members particularly in the areas of net metering (NM) and time-of-use (TOU), and continuing to offer innovative rates and products to all customers.

CEO Callnan spoke to the importance of the NH Electronic Business Transaction (EBT) and Electronic Data Interchange (EDI) working group.

CPCNH has been working diligently to migrate from the Google Suite environment to the Microsoft environment and introduced a Board Management Software Program called OnBoard. ecoCFO built CPCNH's financial forecasting model, using data from Ascend Analytics, making it easier for us to update and maintain.

CEO Callnan offered an overview of some of the inquiries CPCNH has received regarding Power Purchase Agreements or purchasing solar projects throughout NH. A member's hydroelectric facility is looking to possibly develop a contract with us. There have been productive discussions around a biomass facility in Berlin.

The Projects and Programs survey results are available and will help determine the priorities for the team. Member Services has been busy presenting to interest communities. Please be sure to review the Member Outreach and Engagement Committee report that was included.

Matt Miller asked about the LEAN Energy US Board appointment of CEO Brian Callnan. CEO Callnan shared that he did let them know he doesn't have much capacity to offer but if the Board approves it, he will take the seat on the board.

Board Director Terry Clark mentioned we do have a line item in the budget for association fees. If this is approved the board can change the budget if needed to reflect this cost.

Matt Miller asked what other type of organizations are there that would offer the same type of offerings.

Paul Soco from Calpine and Michael Postar our legal counsel at DWGP added that there are many benefits to CPCNH joining LEAN Energy US such as additional grant opportunities. CEO Callnan added that there are not other organizations that are CCA's.

Motion:

Motion to authorize CEO Callnan to join the LEAN Energy US Board with a to-be-determined annual membership fee less than \$10,000. Motion moved by Matt Miller and motion seconded by Andrea Hodson. The motion was approved following a roll call vote of the Board Directors present for the meeting. 16 YES VOTES 1 NO VOTE.

Roll Call

Yes:

James Garrity, Charles Willing, Clifton Below, Doria Brown (remote), Clyde Carson, Terry Clark, Nick Devonshire, David Hemenway, Jamie Hess, Andrea Hodson, Steve Holmgren (remote), Mrs. Kathleen Kelley, Peter Kulbacki, Joseph Lamattina (remote), Matt Miller, Evan Oxenham, Bruce Tucker

No: Joseph Lamattina

IV. Treasurer's Report

 [CPCNH Treasurer's Report 20240423.pdf](#)

CEO Callnan presented highlights from the Treasurer's Report produced by Kim Quirk who could not be at the meeting. The full report was shared with members via the meeting materials packet.

Through December 2023 Revenues for the year were \$43.5mm, Cost of Goods Sold (COGS) were \$34.5mm, Operating Costs were roughly \$5mm and Reserve Operating Days was at 29 days.

The Community Benefit Report was shared. There were estimated savings for customers of \$10.5mm when you include the Joint Reserves, we end up close to \$19.2mm.

The Opt Action Report as of February 2024 was shared. There was roughly a 1% opt-out rate and an opt-in rate of 2%.

Terry Clark asked for more granular data on opt-ins/outs? Brian asked him to reach out to Henry to let him know what it is he is looking for so we can have someone produce that information for him.

V. Executive Committee Report

 [2024-4-20 CPCNH Executive Committee Annual Report.pdf](#)

 [CPCNH Chief Executive Officer - Evaluation Metrics 2-1-24.docx](#)

The major thing the Executive Committee will be working on is the CEO evaluation. Chair Below encouraged members to engage in this process by sending their feedback in regard to the matrix by emailing it to him. Chair Below thanked Matt Miller for his suggested metrics for next year. Staff feedback is welcome and in future evaluations Chair Below would like to have a more formal way for staff to give feedback.

CEO evaluation and compensation related items, including bonuses will be discussed in a non-public session initially for privacy.

Andrea Hodson added to the discussion that the idea of shaping performance commitments of the CEO is going to be integrated with the Board's work of creating a strategic plan. The Governance Committee will be thinking of ways to coordinate these two items. Chair Below agreed with that process.

VI. Audit Committee Report

 [Audit Committee Report 04102024.docx - Google Docs.pdf](#)

Audit Committee Chair Kathleen Kelley shared the committee's main focus was on requesting and reviewing RFP's from audit firms to conduct CPCNH's audit for 2022 and 2023. The Audit Committee recommended BerryDunn, a well-established firm, to conduct the audits, and the full board approved the recommendation. The committee anticipates a completed audit at the end of May.

VII. Governance Committee Report

 [GovCom, 2024 04, Annual Report.pdf](#)

Chair of the Governance Committee Andrea Hodson shared highlights from the Governance Committee's Report that was presented to members via the meeting materials. She spoke to the committee's Charter that was established. She shared the committee's focus on helping Board Director's understand the importance of transitioning from a working board to more of a strategic role now that there are additional staff members. The committee plans to resume their work on the Board Culture and Self-Evaluation Survey which is already teed up. The committee will be looking to receive feedback in this regard. The committee will be thinking about how they can support all board members to the transition of having staff and working with the CEO in the future.

VIII. Member Outreach & Engagement Committee Report

 [CPCNH MOEC Committee Report ANNUAL 4-25-24.pdf](#)

The Member Outreach and Engagement Committee report was provided in the meeting materials packet. Chair of the MOEC could not join us at the meeting. CEO Callnan shared that the report is quite thorough and highly recommended reviewing the report as there are many good links to resources within it.

IX. Regulatory & Legislative Affairs Committee Report

 [CPCNH RLAC 2023-2024 Annual Report.pdf](#)

Regulatory & Legislative Affairs Committee Chair Bill Baber shared that this committee was newly formed at last year at Annual Meeting. Attendance is always good and there is a good interest in adding alternate members. The RLAC Charter was developed and approved at the October Membership Meeting. One of the committee's goals is to be thoughtful about getting a better understanding of what you would like CPCNH speaking in favor of or against. Bill Baber thanked Deana Dennis, Director of Regulatory & Legislative Affairs, and Clifton Below for their valuable expertise.

Deana Dennis shared an update on the Policy Platform that is driven by RLAC and approved by the Board of Directors. Three key factors from the Charter are what the policy platform is based on.

Deana Dennis pointed out that one of the bills that was authored by CPCNH is HB 1600. A version of it was passed out of the House STEM Committee. Deana thanked CPCNH members for showing up to support this bill. This bill is in the Senate right now so we may be reaching out to have CPCNH members contact their Senators as well to help get it passed.

X. Risk Management Committee Report

 [CPCNH RMC 2023-2024 Annual Report.pdf](#)

 [CPCNH RMC Report April 17, 2024.pdf](#)

Risk Management Committee Chair Matt Miller gave a general overview of the Annual summary. The committee transitioned having regular activities each month established and updated risk management

These are RMC considers to be the five top risks for CPCNH at this time: 1. Load forecast errors 2. Organizational stability 3. Membership 4. Cost comparisons/bad press 5. Ability to onboard CPA members in launch phase while continuing to service members that are operating.

Hedge recommendation memos - load forecast, where we are in the marketplace when and how much power to procure. Positions in the marketplace and load forecasting errors.

Learning about the process or is there one?

XI. Appointment of Committee Chairs & Committee Members

 [Tentative Proposed CPCNH Committee Appointments 4-20-24.pdf](#)

 [Tentative Proposed CPCNH Committee Appointments 4-22-24.pdf](#)

Motion:

Motion to approve the Board Chair's Committee Chair and Member appointments.

Motion moved by Andrea Hodson and motion seconded by David Hemenway. Chair Below declared the motion unanimously approved following a roll call vote. 17 YES VOTES and 0 VOTES.

Roll Call

Yes:

Clyde Carson, James Garrity, Charles Willing, Clifton Below, Doria Brown (remote), Terry Clark, Nick Devonshire, David Hemenway, Jamie Hess, Andrea Hodson, Steve Holmgren (remote), Mrs. Kathleen Kelley, Peter Kulbacki, Joseph Lamattina (remote), Matt Miller, Evan Oxenham, Bruce Tucker

No: None

Committee Appointments approved 4.25.2024

[CPCNH Roster — 4 22 24 — Members, Board, Committee.xlsx](#)

XII. Participation in Grid Resilience Innovation Partnership and NSF TE Grants

 [GRIP and NSF TE grant opportunities.pdf](#)

Chair Below presented a detailed history and current information in regard to CPCNH's participation in the Grid Resilience Innovation Partnership and NSF TE Grants.

Motion:

Authorize the CEO take the necessary steps for CPCNH to participate in the NSF STEP4TEC-NH grant and the grant proposal to the US Department of Energy Data Platform Governance Council and participating utilities under the DOE Grid Resilience and Innovation Partnerships program to support the statewide data platform. Motion moved by James Garrity and motion seconded by

David Hemenway. Without objection Chair Below declared the motion approved by unanimous consent.

XIII. Discuss direction of CPCNH over the next year

There was not time to have this discussion in detail. A meeting calendar for the Board of Directors meetings for 2024/2025 was presented and discussed.

XIV. Board Meeting Schedule for next year

 [CPCNH Board Meeting Schedule for 24-25.xlsx](#)

Motion:

Motion to approve the proposed board meeting calendar for 2024/2025 as presented by Chair Below. Motion moved by Kathleen Kelley and motion seconded by Jamie Hess. Without objection Chair Below declared the motion approved by unanimous consent.

XV. Adjournment

Motion:

Motion to adjourn at 3:30p.m. Motion moved by James Garrity and motion seconded by Evan Oxenham. Without objection Chair Below declared the motion approved by unanimous consent.