



BOARD OF DIRECTORS – DRAFT MINUTES	
Meeting Type:	Board of Directors
Meeting Location:	Suite 201, 14 Dixon Ave., Concord, NH 03301
Meeting:	Thursday, June 27, 2024
Meeting Time:	Noticed for 10:00 AM

I. Welcome, Roll Call, Quorum Confirmation & Agenda check

Chair Below called the June 27, 2024, Board of Directors meeting to order at 10:01am.

Roll Call

Present Directors: James Garrity, Clifton Below, Doria Brown, Clyde Carson (remote), Terry Clark (remote), David Hemenway, Andrea Hodson (remote), Steve Holmgren (remote), Jackson Kaspari (remote), Peter Kulbacki (remote), Joseph Lamattina (remote), Matt Miller, Evan Oxenham, Kim Quirk (remote), Lisa Sweet, Bruce Tucker (remote), Charles Willing

Absent Directors: Nick Devonshire, Jamie Hess, Kathleen Kelley

A quorum was confirmed following roll call. Directors attending remotely all stated it was not reasonably practical for them to attend in person.

Guests: Henry Noel, Jhelum Bagchi/Calpine, Gabriel Watson, Mark Bolinger (remote), Brian Callnan, Jo-Ellen Courtney, Jennifer Michael/ecoCFO (remote), Andrew Hatch (remote), Henry Herndon, Scott May (remote), Bobbi-Jo Michael, Howard Moffett, Paul Panish (remote), Robin Rainie-Lobacz (remote), Carol Schutte (remote)

II. Approve Minutes of the May 30, 2024 Board of Directors Meeting

 [2024_05_30 Board of Directors Meeting DRAFT Minutes .pdf](#)

Motion to approve the minutes from the May 30, 2024 Board of Directors meeting.

Motion moved by Lisa Sweet and motion seconded by Evan Oxenham.

Without objection Chair Below declared the minutes approved by unanimous consent

III. Admit & Welcome New Members

Motion to admit the Town of Lee as CPCNH's 60th Member Community.

Motion moved by James Garrity and motion seconded by Lisa Sweet.

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

Chair Below introduced Member Representative David Benson and Alternate Member Representative Rebecca Hawthorne, welcomed them as Members of CPCNH and offered them an opportunity to say hello and share anything they would like to about their experience.

IV. CEO Report (Presenters: Brian Callnan)

 [CPCNH CEO Report 20240627.pdf](#)

CEO Callnan presented key takeaways from his report.



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The following Members have opted to elect the new Discretionary Adder Rate: Canterbury Community Power, Cheshire Community Power, Nashua Community Power and Peterborough Community Power.

Strategic Planning process has begun. The Governance Committee has reviewed and recommended that two candidates be interviewed before requesting proposals. CEO Callnan would like Members to start working with their energy committees and/or governing bodies to discuss what priorities they would like to see CPCNH to focus on.

We have learned that the expected cost of the strategic planning effort will exceed the current budgeted expenses. CEO Callnan is requesting the Board to authorize additional funding to secure an experienced facilitator.

Annual Rates – CPCNH is working toward offering an annual fixed rate (12 months). The timing for the delivery of this type of rate is dependent on when communities need to know the rate for their budgeting needs. CEO Callnan is looking for feedback from Members regarding those timelines. CPCNH is hoping to offer two time periods January 2025 – December 2025 and July 2025 – June 2026.

Regulatory/Legislative – CPCNH continues to benefit from expert help with our regulatory advocacy initiatives specifically around utility compliance with state law. CEO Callnan is asking to extend the current contract with Community Choice Partners/Samuel Golding and to secure legal counsel.

Audit – Most of the Audit work has been completed. BerryDunn has requested that Management complete the Management Discussion and Analysis (MDNA). The Audit is a bit behind because there was some confusion regarding the roles/responsibilities for a couple of the items, how to incorporate new accounting guidance on software contracts and the need for staff input on the MDNA.

Ascend Analytics Contract – We are working on reducing the fees in the contract. A letter has been sent from DWGP to Ascend requesting this reduction. We will keep the Board updated.

Power Supply – The discussion around the initial review of Power Purchase Agreements (PPA) for a ~5 MW solar project over twenty-five years and up to 68 MW's from a NH Biomass facility for one year.

Inadvertent Enrollment update – A large net metering customer with a hydroelectric generator being inadvertently enrolled with Peterborough Community Power due to a missing identification flag in the utility provided data reports. Our last communication with the customer was in March. We have not heard back from the customer and do not plan to take any further action until we do.

IT update - if members are having any issues, we do have an IT helpdesk with TierPoint.



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Regarding any projects you are approached about please reach out to Mark Bolinger, Director of Programs & Projects, for assistance regarding this.
Matt Miller requested that if any Member's CPA is potentially going to work with any outside contractors on municipal or net metering projects, please let CPCNH know.

Motion to authorize the CEO to enter into an agreement with a strategic planning consultant at a cost not to exceed \$50,000 and agreements for regulatory advocacy needs not to exceed \$125,000.

Motion moved by Matt Miller and motion seconded by David Hemenway.
Without objection Chair Below declared the motion adopted by unanimous consent.

V. **Treasurer Report (Presenters: Kim Quirk)**

- [2024_06_14 CPCNH Treasurer's Report.pdf](#)
- [StatementofActivity Apr 2024.pdf](#)
- [StatementoffinancialPosition April 2024.pdf](#)
- [CB Report thru APR 2024.pdf](#)
- [CPCNH - Financial Forecast FinCom 06172024.pdf](#)

Treasurer Kim Quirk presented the Income and ProForma Reports through the end of April 2024. CPCNH is now serving 113,000 meters. Our Net Margin \$1.3mm. Operating Reserve Days are better by six compared to what was estimated in November 2023.

Treasurer Quirk presented and gave an overall description of the Statement of Activity, Statement of Financial Position and the Community Benefits Report through the end of April 2024. Director Miller requested that the Community Benefit Report and Opt Action Reports be downloadable from the CPCNH website.

VI. **Finance Committee Report (Presenters: Clyde Carson, Kim Quirk)**

- [CPCNH Finance Committee Report 6-24-2024.pdf](#)

The Finance Committee met on June 17th. Treasurer Quirk's documents and a draft investment policy were provided and reviewed.

Director Hodson asked about grants that CPCNH is participating in. Chair Below responded that we are participating in one.

Director Hemenway asked for an update on the transactive energy grant with the National Science Foundation (NSF). Chair Below responded that there is no update on that grant at this time.



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VII. Risk Management Committee Report (Presenters: Matt Miller)

- [CPCNH RMC Report June 23, 2024.pdf](#)
- [x BOD Utility Rates Fall 2024 06272024.pdf](#)
- [x BOD Rate Recommendation Fall 2024 06272024.pdf](#)
- [Rate Tables UAP 4 06262024.pdf](#)

Committee Chair Matt Miller shared that there were several meetings held in May and June. Project update - the RMC held its second of three meetings to discuss the potential project updates and will use the method legal suggested to discuss these in the future. Mark Bolinger will track and update a document with project information.

CEO Callnan presented utility rate information and the CPCNH rate recommendation:

Unitil - 10.506 (c/kWh)

Liberty - 10.976 (c/kWh) - 20% of energy will be put into day ahead market. Forecasting loads each day and settle in the day ahead market each day. 40% Community Power or outside suppliers.

Overall migration 70% of their load is being served by Community Power or Competitive Suppliers and

Eversource – 10.458 (c/kWh) – the PUC asked them to re-file by 8/1/2024. They are 87.5% hedged with a supplier contract leaving 12.5% open to the market. Eversource plans to estimate their loads each day and use the day ahead market to settle them. each day that will go into the markets. Eversource has identified \$6.5mm in under funding. The PUC has asked them to not include it in their rates and place it in a deferral account. Their rates include it right now, but PUC asked them to take it out. This under funding could potentially be spread to all energy users across the state regardless of their supplier, impacting CPCNH members.

NH Electric Cooperative - published rates on 6/25 lower than the IOU's at 8.648 c/kWh. They are also offering a 50% and 100% renewable rate similar to the coalition. NHEC does not publish who is on competitive supply or who supplies their load.

NHEC came in with lower rates after the Finance Committee had approved the rates that were presented at their meeting.

The proposed rates for CPCNH are:

Granite Basic – 8.6(c/kWh)

Granite Plus – 9.3 (c/KWh)

Clean 50 – 10 (c/kWh)

Clean 100 – 12 (c/kWh)

Lower than all three investor owned utilities in NH up to the Clean 50 product.



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Director Hodson asked why in general are rates are going up. CEO Callnan responded that forward prices for electricity are going up and much of it is related to natural gas costs going up.

Director Holmgren asked that we make sure the Electric Supply Rates Choices document clearly indicates the rates in the first column are from the last rate setting period and should be separated out. Henry Herndon responded that the Public Rate Cards and websites will be updated once the Board of Directors approves the rates.

Member Howard Moffett thanked Mark Bolinger, Director of Projects & Programs, for his assistance with rate setting process.

CEO Callnan presented and provided details around the Reserve Operating Days information and forecast, recommended monthly rates, Fall Rate Period Pro Forma Income Statement.

Motion that the Board of Directors adopt the Energy Service Fall Rates as presented at the June 27, 2024 CPCNH Board of Directors meeting.

Motion moved by Doria Brown and motion seconded by James Garrity.

Chair Below declared the motion approved following a roll call vote.

Yes: Clifton Below, Doria Brown, Clyde Carson, Terry Clark, James Garrity, David Hemenway, Andrea Hodson, Steve Holmgren, Jackson Kaspari, Peter Kulbacki, Joseph Lamattina, Matt Miller, Evan Oxenham, Kim Quirk, Lisa Sweet, Bruce Tucker, Charles Willing

No: None

VIII. **Executive Committee Report (Presenters: Clifton Below)**

 [2024-6-27 CPCNH Executive Committee Report.pdf](#)

 [CPCNH Executive Employment Agreement 04-10-2023-Executed.pdf](#)

Chair Below offered an overview of the CEO Performance Review update.

Henry Herndon, Director of Member Services gave an overview of the shared goals between CPCNH and CENH and how CPCNH defines clean energy.

Director Doria Brown suggested the consideration of the Collaborative Agreement and Appropriation between CENH and CPCNH be tabled to allow Board Directors to take some time to have a clearer understanding of the shared priorities and goals.

Director Jackson Kaspari suggested Directors should be looking at their adopted Membership's Electric Aggregation Plan (EAP).



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Motion to authorize a new agreement with B-Fresh through to 12/31/25 with a supplemental appropriation of \$25,000 in CY 2024 for Marketing and Advertising Services with additional appropriations for 2025 subject to board approval of the 2025 budget.

Motion moved by Lisa Sweet and motion seconded by Charles Willing.

Without objection Chair Below declared the motion adopted by unanimous consent.

Motion to approve the optional 403(b) retirement plan with 6% employer match and a 2% discretionary employer annual contribution to be approved annually by the Board.

Motion moved by Matt Miller and motion seconded by Doria Brown.

Without objection Chair Below declares the motion approved by unanimous consent.

Motion to approve the 2% discretionary employer annual contribution, in addition to the 6% employer match contribution of Base Salary, for calendar year 2024.

Motion moved by Matt Miller and motion seconded by Doria Brown.

Without objection Chair Below declares the motion approved by unanimous consent.

Chair Below shared an overview of the steps and performance review process the Executive Committee used to determine its recommendation for the CEO's Annual Bonus inclusive of the Retirement Bonus and base salary increase. Discussion ensued around some of the Board Director's ideas for improving the performance review metrics and process.

Motion to approve the Executive Committee's recommendation to grant our CEO a 30% Annual Bonus for first year performance, inclusive of the Retirement Bonus, to increase the CEO's Base Salary by 5% effective starting June 1, 2024, and affirm the Executive Committee's grant of 5 days of personal leave for the current year of employment.

Motion moved by Charles Willing and motion seconded by Matt Miller.

Chair Below declared the motion approved following a roll call vote.

Yes: Steve Holmgren, Clifton Below, Doria Brown, Clyde Carson, James Garrity, David Hemenway, Andrea Hodson, Jackson Kaspari, Peter Kulbacki, Joseph Lamattina, Matt Miller, Evan Oxenham, Kim Quirk, Lisa Sweet, Mark Terry, Bruce Tucker, Charles Willing

No: None

Motion to 1) approve an additional appropriation of \$10,000 for the balance of 2024 for Director and Committee Member out-of-state travel, consistent with the draft amendment to the Board Policy for Reimbursements for Directors and Member Representatives in the 6/27 Board Meeting agenda packet; 2) authorize some Board Directors and Committee Members



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to attend, at the Coalition’s expense, the first National CCA Conference sponsored by LEAN Energy US being planned in Washington DC for October 8-9, 2024; and 3) request that the CEO and Executive and Governance Committees work together to finalize a proposed amendment to the Board Reimbursement Policy to cover out-of-state travel and conference attendance and that meets the criteria for an IRS accountable plan. The individual Director or Committee Member should get confirmation from their municipality that they are not violating any conflict of interest.

Motion moved by James Garrity and motion seconded by Evan Oxenham. Discussion ensued around making sure the members that are attending and having their expenses reimbursed by CPCNH should be sure they are not violating any conflict of interest. Director Hodson asked who developed the Travel Reimbursement Policy. Chair Below shared that the Executive Committee did. Director Hodson suggested the travel policy be reviewed and updated by either the Governance and/or Finance Committee.

Chair Below declared the motion approved following a roll call vote.
Yes: Doria Brown, Clyde Carson, Terry Clark, James Garrity, Steve Holmgren, Evan Oxenham, Bruce Tucker, Joseph Lamattina
No: None
Abstentions: Clifton Below, Andrea Hodson, Dave Hemenway, Kim Quirk, Jackson Kaspari, Lisa Sweet, Chuck Willing.

IX. Regulatory & Legislative Affairs Committee Report (Presenters: Bill Baber)

ACTION ITEMS: authorize 1) intervention in Eversource distribution rate case, 2) comments in PUC rulemaking proceedings, 3) potential intervention and/or motion for rehearing in Eversource default service case.

[2024-06-22 RLAC Committee Report.pdf](#)

Motion to authorize CPCNH to intervene at the PUC in the Eversource Distribution Rate case, DE 24-070, provide comments in PUC rulemakings, DRM 24-085 and DRM 24-086, PUC 300 Rules and possibly file for late intervention or petition for rehearing in DE 23-043, Eversource's default Energy.

Motion moved by Andrea Hodson and motion seconded by Lisa Sweet. Without objection Chair Below declared the motion approved by unanimous consent.

X. Governance Committee Report (Presenters: Andrea Hodson)

[2024-6-27 CPCNH Governance Committee Report.pdf](#)



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Governance Committee Chair Hodson provided an update on the status of the Board Director Self Evaluation Survey. The survey has been reviewed and updated and is ready for distribution. Directors should be looking for that in their email soon. Committee Chair Hodson also offered a Strategic Plan update from the Governance Committee’s perspective.

XI. Member Engagement & Outreach Committee Report (MOEC) (Presenters: Lisa Sweet)

- [2024-06-23-24 CPCNH MOEC Board Report.pdf](#)
- [2024-06-08 CPCNH Member Services Report.pdf](#)
- [02 2024 Opt Action Report - Amended.pdf](#)
- [03 2024 Opt Action Report - Amended.pdf](#)
- [04 2024 Opt Action Report.pdf](#)
- [05 2024 Opt Action Report 2024.pdf](#)

MOEC is now providing the Opt-Action Reports for the Board of Director meetings. The committee has revised the reports for February and March and produced the April and May Reports. All four of the reports have been provided.

XII. Discussion about discretionary adder

Due to time constraints this discussion was postponed.

XIII. Other business, questions & reflections

The Executive Committee recommends skipping the July Board meeting, moving the August Board meeting from the fourth Thursday to the fifth Thursday and determining a date for the October Membership Meeting.

Motion to skip the July Board of Directors meeting and to have the August Board of Directors meeting to the fifth Thursday in August on 8/29/2024 and hold the October Membership meeting on Thursday, October 24th.

Motion moved by James Garrity and motion seconded by Charles Willing.

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

XIV. Adjournment

Motion to adjourn the Board of Directors meeting at 12:58pm.

Motion moved by Doria Brown and motion seconded by James Garrity.



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Without objection Chair Below declares the motion approved by unanimous consent.

APPROVED