



**COMMUNITY  
POWER COALITION  
OF NEW HAMPSHIRE**

## EXECUTIVE COMMITTEE – MINUTES

Meeting Type:	<b>Executive Committee</b>
Meeting Location:	<b>Lebanon City Hall, Meeting Room 3 (top floor), 51 N. Park Street, Lebanon, NH</b>
Meeting Date:	<b>September 12, 2022</b>
Meeting Time:	<b>Noticed for 08:30 AM on cpcnh.org &amp; at Lebanon Public Library</b>

### Attendees:

- Chair Clifton Below, Lebanon Director
- Treasurer Kimberly Quirk, Enfield Director
- Immediate Past Chair April Salas, Hanover Director
- Secretary Doria Brown, Nashua Director (virtual)
- Vice Chair Christopher Parker, Dover Director (virtual)

### Absent:

- N/A

### Guests:

- Lisa Sweet, Rye Director
- Peter Kulbacki, Hanover Alternate
- Henry Herndon, Consultant
- Michael Postar, DWGP General Counsel

Chair Clifton Below called the meeting to order at 8:34am.

1. Approve past EC meeting minutes, 7/14, 8/8, 8/22.

The draft minutes for 7/14 and 8/22 were tabled.

*Treasurer Kimberly Quirk moved to approve 8/8 minutes with minor correction to Immediate Past Chair April Salas's title. Without objection, Chair Clifton Below declared the 8/8 minutes approved with the correction by unanimous consent.*

2. Consider changing Board meeting date to TH 9/15 from FR 9/16 to avoid conflict with recently moved JLCAR meeting that now is scheduled to start at 9 am on 9/16.

*Treasurer Kimberly Quirk moved to reschedule the Board Meeting from 9/16 to 9/15. Immediate Past Chair April Salas seconded. Motion passed on a rollcall vote 5-0.*

3. Update on Gifts & Grants Policy. See attached proposed policy & "Sample Gift Acceptance Policies.pdf". [Note: The text and concepts in our proposed policy are almost entirely pulled from a combination (largely by addition) of sample policies #3 and #4 from the National Risk Management



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Center’s [SAMPLE Gift Acceptance Policies](#) that I have attached and link to, which former Treasurer Hodson found on [this page](#) of the National Center for Nonprofits. The issue that was raised at our 6/23 Board meeting was by Matt Miller who questioned whether the leading statement in paragraph C.i., “The following forms of gifts are generally not subject to review prior to acceptance:” was correct – which is to say that he asked if the list of gift types that followed really did **not** generally need review prior to acceptance. As you will be able to see that entire list came largely if not entirely verbatim from the sample policy #4 on p. 3 of the attached PDF, and seems generally consistent with other examples available through that website, though several of the links don’t work.]

***Treasurer Kimberly Quirk moved adding language indicating that gifts of \$10,000 or less are generally not subject to review. Immediate Past Chair April Salas seconded. The Committee agreed by unanimous consent to accept the change in language to the gifts policy.***

4. Update on Minutes procedures - Secretary

The Secretary and Chair agreed to take this item up offline.

5. Preview Board meeting agenda:

- a. Committee Reports & Recommendations
  - i. Finance
  - ii. RMC
  - iii. Member Ops
  - iv. Search

The Committee agreed that brevity, when possible, is desirable in reports.

Immediate Past Chair April Salas suggested elevating the discussion on Lebanon’s Electric Aggregation Plan (EAP) approval by the Public Utilities Commission (PUC) to spur clarity and expedience with regard to the re-approval and submission process of other Wave 1 EAPs, in concert with vendor contracting and onboarding developments, and other critical path considerations.

Director Lisa Sweet noted that Member Operations and Engagement Committee is in communication with Wave 1 towns and supporting them through their re-approval and submission processes, and that, for example, Enfield and Exeter Select Boards had approved EAP modifications and were preparing submittals with support from Member Ops.

b. Update on Contract Negotiations

The Committee discussed that Chair Clifton Below, Secretary Doria Brown, Alternate Peter Kulbacki, Consultant Samuel Golding, and Legal Counsel Michael Postar will participate in contract negotiations with



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Ascend Analytics. CPCNH has received a first draft proposal from Ascend. Secretary Doria Brown noted that she will not be available during the last week of September nor the first week of October and will not be able to participate in contract negotiations with Ascend during that time.

Chair Clifton Below noted that Attorney Michael Postar is editing Terms and Conditions language for Calpine, which will be circulated this week in advance of the CPCNH legal consultation on contracting to be scheduled for Monday September 19<sup>th</sup>. CPCNH will hold legal consultations on contracting on the next four Mondays, which all Directors and Alternates are invited to participate in.

The Committee noted that there is less negotiating required for River City Bank.

- c. Update on Ascend Analytics work/Project Management
- d. Enterprise Resourcing & Budgeting

The Committee elaborated that this section of the agenda was for discussion of the budgeting and planning process to get CPCNH through to a point of onboarding a CEO and launching operations. Treasurer Kimberly Quirk has started collecting information to inform a budget for launch using the \$750,000 from Calpine Energy Solutions, including gathering information from CEO and Staff Search Committee (e.g., 10% of a \$300,000-\$400,000 salary as compensation for a search firm), and from Member Operations and Engagement Committee on mailings and other member services budget items. This week's Board meeting is not expected to take any action regarding enterprise resourcing and budgeting; the agenda item is for discussion and informational purposes, and the process is not yet ready for Board action.


Immediate Past Chair April Salas noted that the CEO and Staff Search Committee may seek action/authorization from the Board at the upcoming meeting to give direction to the process and acknowledgement of anticipated financial impact of Committee activities, and that action by the Board is necessary to maintain the target timeline.

- e. Authorization to file petition to intervene in IR 22-053, PUC Investigation of Energy Commodity Procurement. See attached PUC Order of Notice, skim highlighted parts.

The Committee discussed seeking Board authorization to intervene in the proceeding as it directly pertains to and references Community Power and RSA 53-E.

The Committee discussed delegating authority to the Regulatory and Legislative Affairs Committee and/or the Executive Committee to provide oversight and input into initial comments and other substantive filings.

- f. Other
  - 6. Schedule for future Executive Committee meetings
  - 7. Discuss with Hanover Alternate & RMC member Kulbacki why he voted against recommending to the Board that CPCNH enter into contract negotiations with CENH for Member Services – requested by Secretary Brown

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Alternate Peter Kulbacki elaborated on his vote against entering into contract negotiations with Clean Energy NH (CENH) for Member Services at the Risk Management Committee deliberation. Mr. Kulbacki noted that CENH’s initial scope proposal was paired down throughout the interview process. Mr. Kulbacki voiced concern that there may be times when CENH and CPCNH objectives will not align, and a that partnership with CENH might discourage certain communities from participating. Mr. Kulbacki referenced discussions of hiring internally to fulfill Member Services requirements. Mr. Kulbacki noted that the time Mr. Herndon is expected to spend training CENH would cost money, and that future Member Services individuals would similarly require investments into training.

Mr. Kulbacki referred to recent email exchanges which he viewed as lacking civility. Mr Kulbacki cautioned against the risk of CPCNH working against itself internally. Mr. Kulbacki acknowledged that many members of CPCNH were working hard on a volunteer basis and that the start-up effort was strenuous. Mr. Kulbacki encouraged that CPCNH work to overcome internal disagreements and strive to maintain civility in conversations and written exchanges to minimize risk to the organization. Mr. Kulbacki voiced support for bringing on internal staff.

8. Other

*Without objection, the Chair declared the meeting adjourned by unanimous consent at 9:19am.*