



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**
For communities, by communities.

**Community Power Coalition of New Hampshire (CPCNH)
Executive Committee Meeting**

November 08, 2021 | 10:00 – 11:30 AM ET

**Meeting Location: Meeting Room 1, City of Lebanon, City Hall,
51 N Park Street, Lebanon, NH 03766**

This meeting has been publicly noticed in the following locations:

<https://www.cpcnh.org/> ; LebanonNH.gov/LIVE



MINUTES

1. Welcome, Consensus on Agenda, Approve 10/15 meeting minutes

April Salas called the meeting to order at 10:04 am.

The following Executive Committee (ExComm) members were present. Four of the committee members were physically present so a quorum was established. April Salas stated that it was not reasonably practical for her to attend in person.

Member	Director	Executive Committee Position	Present / Absent
Hanover	April Salas	Chair	Present - remotely
Lebanon	Clifton Below	Vice-Chair	Present- physically
Plainfield	Evan Oxenham	Secretary	Present- physically
Harrisville	Andrea Hodson	Treasurer	Present - physically
Nashua	Doria Brown	Director at Large	Present- physically

The following guests were present.

Name	Affiliation
Samuel Golding	Community Choice Partners
Henry Herndon	Volunteer
Matt Miller	Pembroke Director and Chair of Risk Management Committee
Scott Engstrom	GridX
Erin Christy	GridX

a. Consensus of Agenda Items

Clifton Below asked to add Legal Counsel and Discussion of Contracts to agenda item 3.

b. Approve 10/15 Meeting Minutes



Clifton suggested that each line or paragraph in the minutes be numbered. He also stated that when there is consensus for an action that should be stated. He proposed a number of other changes to the minutes.

Doria moved to approve the previous Executive Committee meeting minutes with edits as presented and discussed in the meeting. Clifton seconded the motion. Clifton, Evan, Doria, and April voted yes. Andrea Abstained. The motion passed 4-0-1.

2. Procedural Review – Committees Developments

a. Risk Management

Matt Miller had two topics to discuss; committee quorum definition and meeting rules and organizational motions.

- **Committee quorum definition and meeting rules.** Matt observed that the Risk Management Committee is having difficulty organizing meetings because of how quorum is defined as majority of the committee under the CPCNH JPA, and with the Right-To-Know law requiring a quorum in person. Matt offered three options to address this problem, all of which maintain public meeting access, public meeting notes and ensure Right-to-Know is preserved while making it easier for committees to function:
 - Change the definition of a committee quorum, so that 2 people meeting in person and the remaining members remotely could constitute a quorum. The majority of the committee would need to be present to constitute a quorum.
 - Create an exemption process to allow the committee to proceed when a physical quorum of the committee could not be present but a when the majority of the committee is able to meet both physically and remotely.
 - May non-voting members of the committee could count towards the committee quorum.

Doria Brown supported the first option but Clifton Below said that option would require a by-law change at annual meeting or at a special meeting. April proposed making this change at the next Board meeting, which could be noticed as a special meeting and Doria, Evan Oxenham and Andrea Hodson supported this approach. Mat agreed that making this change would solve his problem. Clifton raised he issue that the definition of the committee quorum is in the JPA not in the bylaws, and that the only way to change the JPA is a vote at the annual meeting.

Doria suggested consulting legal counsel on this provision.

ACTION: Doria will have Nashua legal counsel can weigh in and advise on the desire to address quorum challenges using option 1 presented by Matt Miller and support preparation of a motion for the 11/18 meeting.

- **Organizational Motions.**

Matt Miller noted that as the Risk Committee gets going, it has created a risk ledger. Some of the risks will be discussed in Wednesday 11/17 meeting, Matt proposed the addition of three topics to 11/18 Board Agenda in the form of motions to be acted on:

Topic 1. Specific options on how to increase member development activities and resources required and when and how to act.



Topic 2. Propose a specific plan on when and how to recruit a CEO.

Topic 3. Define an action plan for starting RFI/RFP process for services.

In all of these three cases, having at-risk contracts is a likely requirement, and there is a need to figure out how to do that with different terms and conditions for each contract. Matt Miller noted that, in reading through other CPA organizational documents, and the information that has been presented by Samuel, those three things continually come up and are at the crux of the things that will help CPCNH move forward on. In reading the description drafted by Samuel, the CEO does a lot of stuff, and it will be helpful for the Board to have someone doing those things and reporting to the Board. It is challenging for the Board to do the things that the CEO would be tasked with doing.

April mentioned the discussion of the Risk Committee taking on the process of running and issuing the RFI/RFP and overseeing the development of those documents and referenced previous discussion of the Risk Committee being in a good position to undertake that process.

Matt requested that draft motions be prepared and circulated to full board in advance of 11/18 meeting so that that meeting can have a productive discussion and action taken on these three items.

April suggests that Matt prepare materials in advance of the meeting so they can be circulated in advance and the Board can be prepared to act.

Andrea, also on Risk Committee, noted that any recommendations that comes out of the Committee would be formed by the Committee, as a point of procedure.

Clifton noted that if we have it as an agenda item, the motion could be prepared in advance.

April suggested that Matt draft and circulate the motion in advance of the Board meeting, and then after that, the Risk Committee (meeting on 11/17, before the 11/18 Board meeting) can discuss and report recommendation at the Board meeting.

ACTION: Matt Miller (in collaboration with other Board Members) will draft and circulate motions on these items for review by the Board in advance of 11/18. The Risk Committee may consider the motions at its meeting and prepare recommendations.

Matt Miller left the meeting at 10:39 am.

Andrea, asked if the Risk Committee was tasked to go forward with an RFI?

April made a motion for the Risk Management Committee to take up the RFI and RFQ process. Doria seconded the motion. Unanimously approved by roll call 5-0.

b. Finance

Andrea Hodson, in her role as Treasurer, is taking action to open up a bank account and put together a budget. The Finance Committee (Terry Clark and Andrea) met November 1, looked at the budget and logistics, and noted that as the functions of budgeting and managing financial transactions are tasked to the Finance committee, similar charges of HR and IT are not tasked to the same Committee. If it pleases ExCom, Finance is willing to expand its roll to include HR and IT areas.



Doria agreed. Clifton noted that IT also falls under Risk Management, but has no objection to Finance Committee taking on those roles at the present moment. Andrea noted that hiring is also related, but this is more about internal administration.

Doria moved for the Finance Committee to take IT and HR functions under its purview. April seconded the motion. Unanimously approved by roll call. 5-0.

c. Other committees, membership (Governance, Regulatory & Legislative)

ACTION: April noted she would like to formally recognize the Committee Chairs at the upcoming 11/18 Board Meeting.

Clifton Below chairs the Legislative and Regulatory Affairs, Doria Brown chairs the Governance Committee, Lisa Sweet chairs the Member Operations & Engagement Committee, Matt Miller chairs the Risk Management Committee.

April said that role clarification is important for Member volunteers and experts and we should have clarity on their voting or non-voting capacity and ability to meet quorum. This needs to be clarified, and ExCom should help finalize guidelines, e.g., meeting notes, clerks, and how all of that would be finalized and how committee members will be finalized. April will take a first shot in defining this and will circulate the document for additions.

Clif said there is a legal question whether non-voting members can be counted towards the quorum.

ACTION: Doria will refer this question to the Nashua legal counsel.

April asked if further action was required to fill the Governance Committee and Legislative and Regulatory Affairs committees. Doria noted that the Governance Committee needs more than one member to be able to hold a meeting so she would appreciate any action that encourages more members to join that committee. Clifton noted that it is not a priority to get more members for the Legislative and Regulatory Affairs, but when it is constituted, the committee would like at least four members so that a quorum is two people.

3. CPCNH organization updates

a. Secretary update

April noted that, to cut down on emails, mails and eliminate problems with large e-mails, Board Meeting agendas, minutes, packets and materials could be posted to a central location. At this point this central location will be a Google Drive folder, and a link to that folder could be emailed to the Board in advance of the meeting so there is one centralized location for all materials.

Consensus: There is general consensus about posting meeting materials to the CPCNH Google drive, but Clifton notes some details may need to be revised. The City's public portal does not enable down-loading. That could be enabled, or we could use Google Drive. Draft minutes will be posted on the Google Drive for members to access. The finalized approved minutes will be posted on the CPCNH web site but will still need to be available on the Lebanon public portal as it is the primary place of business of the corporate entity. Agreement in concept, and details



can be fleshed out. Clifton noted that we need to work out some of details regarding the city public portal, does not enable down-loading at the moment.

ACTION: Henry and Evan will follow up offline about posting meeting minutes on the CPCNH web site.

b. Treasurer update (Bank, IRS, Budget, Staffing)

Andrea has been working on setting up a bank account and will work with Clifton on the IRS filing. She has thoughts and proposals for staffing.

- **Banking.** Andrea contacted two banks, Mascoma Bank and Citizens Bank, and stated that she is considering opening an account with an initial deposit of roughly \$49,000, we expected a low volume of initial transactions, we needed online account access and branches convenient to CPCNH, as well as a possible line of credit. Andrea and Terry, as the Finance Committee, determined choosing an initial bank had a low risk and didn't require an RFP to pick a bank. Both banks responded with a proposal. All things being equal, she considered the quality and comprehensiveness of the responses as well as a compatible experience.

Mascoma Bank is a mutually owned bank, with renewable project partnering in VT and NH, have given us a comprehensive services menu, and have extended a provisional line of credit of \$10,000. Mascoma Bank is a B-Corporation.

Treasurer Recommendation: Open and start banking with Mascoma Bank.

Clifton commented that the bank will probably require a specific resolution to be passed to open the account. He noted that the Mascoma Bank Foundation provided startup costs to CPCNH.

Clifton moved to support the Treasurer's recommendation to open an account with Mascoma Bank. April seconded the motion. The motion was approved unanimously by a rollcall vote. 5-0.

- **IRS.** Clifton, noted that an IRS filing needs to be made by the end of the month, which requires April's approval, to request 501C4 recognition. In order to complete the form, must have statement of revenue and expenses, actual or forecasted, for 3 years. Needs to be in the categories of the form, so when thinking about budget, cross-check with the form. The form does not have to be filed right off, and can be filed up to 27 months after incorporation, so Clifton recommended filing the form in January after we have balance sheet for this year. Andrea stated that she has experience with these forms.

Budget – Also has staffing proposal for review.

- **Budget & Staffing.** Andrea sent April a copy of the budget. Andrea notes that ExCom can approve bank decision, and that the Budget and Staffing are drafts for ExCom review to go to the full Board for a vote. Out of \$49,000, gives annual totals of a 10-month period with a notional look at November – August, including digital accounts lines for website, email, Zoom, etc. in a roll-up line. Andrea added email accounts to the budget, one for each committee (which is different from emails for every Director, which was previously discussed), but 1/committee might be more reasonable.



- Andrea also looked at staffing and how CPCNH might afford staffing for internal working, as opposed to external consultants. Andrea proposes a position that will work in three areas:

Area 1. Board and Committee support, working with chairs to set and post meetings, prepare discussion documents, attend meetings, keep notes, track and follow up meeting actions. Could think of it as an air traffic controller.

Area 2. Partner with Committee Chairs to extend the CPCNH value proposition and support current and prospective member towns by developing and maintaining a cohesive outreach strategy representing CPCNH and presenting at events around the state, and to mobilize the CPCNH network to influence legislative outcomes in partnership with the Regulatory and Legislative Chair.

Area 3. Organizational Development, working with ExCom to create and maintain organizational procedures and establish and curate systems including CPCNH website and digital accounts and members' online workspace. Develop with us a communication strategy, including protocols for emails, etc.

Andrea did a salary survey of project and program managers. The salary range is \$65,000 to \$85,000 annually. She settled on an annual salary of \$75,000 which is more than CPCNH can afford for the first 10 months of the budget. Contingent on approval and funding, CPCNH could consider extending an employment offer to fill the position to run from November – August in monthly increments of \$3,500 on a part-time basis. In looking at Department of Labor, that would create payroll tax line which has been factored in at 10%.

- Andrea noted that the consultant Samuel Golding's initial contract has been completed and presented, but there may be follow up work on the hand-off, mostly on the Risk Management team. Andrea factored in a couple of days of work to add into the subsequent work Samuel has completed, and whatever else may be involved with the handoff off materials, but that would finish up the first consultancy role.
- CPCNH needs Directors and Officers insurance, but the cost is yet to be determined. There is also a cost for the filing fee.
- Andrea has drafted a position profile for the support position, and shared it with April. Andrea noted her inspiration for this position is based on our experience from several meetings and acknowledging the time is right to get support that will help streamline the work of Board members as volunteers.

April said that support would be much needed for communications, meeting scheduling and establishing calendars, developing materials and packets for the board, etc. The administrative need is high, and the organization would benefit from such a position at a critical point in building the Coalition and organizing its committees so that CPCNH can be effective in its work. Equally, it allows the organization to do so in fiscally responsible way while at-risk contracts are being considered. It is not a be-all-end-all, it is a first step. Specific nod to membership development needs, and supporting existing members and committees and chairs.

Clifton asked that the draft position description and budget be circulated. Clifton noted appreciation for the work as a start, and is unsure if it supports the execution of a business plan that gets CPCNH to launch in 2022. There is a lot of work needed to support RFI and



RFQ process. We are at a cross-roads, do we want to launch power agency or do something else. This should be considered in context of draft business plan.

Andrea noted that this position leads and supports Board and Committee members administratively and programmatically to liaison between CPCNH and a very broad range of communities of interest throughout the state. There is also a need for a grant writer. Funding options include at-risk and other options. Andrea guesses this budget would not look like this in 2 or 3 months.

Doria commented that this job description seems to be 100% necessary. Members of the board have expressed the need for more organization, more contact with a liaison to help communities work on EAPs and straighten everything out so things are not all done at board meetings or through the chair e-mail. This is natural next step and allow us to focus on the Biz plan and adapting it to work for the organization.

Evan notes he is having difficulty reading and making a decision now. Evan asks if the decision is to be made today, or later. Evan notes he is not opposed, but I would like to be able to read through it and look at the budget before looking ahead. Evan agrees we will need additional funding.

April notes that regardless, we need to source additional funding. The organization is spending disproportionate time doing administrative tasks that could be done by this staff position to free up the Board to prioritize finding CEO, at-risk contracting, finalizing business plan. The status quo is overly burdensome and a new process needs to be proposed and discussed, in order to alleviate the burden on volunteer board members.

April recognized Samuel Golding. Samuel asked if insurance is in the budget. April noted that it is, but there is not a price quote yet. Andrea stated that she was referring to D/O insurance. Samuel asks if more support is needed to finalize that. Andrea notes that there is money in the budget for insurance. Clifton notes that it is not priced yet. Samuel also mentions that if we further define the administrative requirements, aspects of that could be incorporated into the at-risk contracting process. Administrative functions were provided to RCEA through at risk-contracting, and he recommends that these be put on the table and prioritized.

Andrea notes that a tutorial on at-risk contracting could be useful to the full board. April notes that could be something to task Matt Miller and the Risk Committee, including Nick Devonshire, to present options for at-risk contracting based on their work on the Committee, to provide options for at-risk contracting.

Samuel noted that he sent Matt deeper dive template material and at-risk contracts, which he read through and passed through and emphasized certain elements to the full Risk Committee, which will help bring everyone up to speed.

ACTION: Andrea will prepare and circulate motion and accompanying materials in advance of 11/18 Board Meeting regarding budget and staffing proposals, and to coordinate so that Member Operations & Engagement Committee and Risk Management can be looped in on staff and budget proposals during their meetings preceding 11/18.



c. Proposed transition support team to executive Committee

Andrea, who has expertise in HR and Org Development, noted that Samuel presented a reality check time-line with regard to the Business Plan. One model for organizational development experts goes by acronym DROP. Dream, Realize, Organize, Perform. The Dream was this entity, the legislation, RSA 53-E, and the dream began to become Realized, certainly in Harrisville's experience in checking out how CP would work for Harrisville with assistance of CPCNH. It is not a perfect product or service yet. We are now getting into "Organize." We cannot hit performance goals without Organizing first. We are working on our service and our product, but we are also working on organizing ourselves. This step of Realize to Organize is where most start-ups fail. It is a precarious place. If we can organize ourselves with an internal hire, it will help us. Things are moving fluidly, important things get pushed aside for more important stuff, things get dropped, people are at risk of burnout. We need staff to support.

Towards this end, one solution is a **transition support team**. This team would come together, detail and agree on roles and how to work together on a weekly basis, to create for example communication protocols to streamline and troubleshoot committee questions and issues, a single point of contact to organize needs and questions of membership. Andrea recommended that April would be member. Andrea would be willing to serve on the team and Henry is well positioned because of his relationships with the committees.

We recently fielded a request from a non-member City who is flagging interest in CP – what do we do with that request? How do we follow up? This Team can develop protocols and systems to deal with these kinds of questions. Andrea has done work supporting Henry, and spoken with three towns. This Team would relieve us and create more time for all of us to focus on the Business Plan and get that up and running. That is the product and service, what Andrea is proposing here has to do with our own organization.

April notes that we could better have the ability to work across committees by increasing and enhancing the organization of the work that is happening between meetings so the requests are not dropped. It is important for CPCNH to professionalize.

Clifton noted he was not quite clear whether this proposal meant that April, Andrea and Henry would work out communication protocols and deal with inquiries about the organization?

April noted to work will involve meetings, scheduling, communications, figuring out how to channel inbound requests, raise them to Chairs and ExCom and Board for action. Right now, it is diffuse and unclear. This is an attempt to define the structure.

Andrea noted this is a way to streamline.

Doria said that this has been discussed, but we can formalize it by bringing in people like Henry and Julia and Dori, and this is a good next step to formalize and not overburden April without staff support. Andrea's experience in HR qualifies her to work with April and Henry on that. Andrea noted it is not a good use of April's time to send out emails to find who can be in person and virtual at meetings.

Clifton was unsure what formalized means in this context, but was glad that Andrea can help out in those areas. Henry and Samuel have been working without compensation, with the expectation that there would be further discussion and negotiation. Clifton would hope Henry



could help but we'd have to discuss this, and we cannot presume Henry would be doing this as a volunteer.

April noted that there has been no promise of future compensation, and Clifton agreed.

Samuel noted that the implementation work plan includes about 50 steps, and they are action oriented. The next level down is mapping to the organization structure and decision-making structure of the JPA. That allows one to think through and see all the way through what business has to be resolved by which committee by when. That helps clarify what is required and the relative levels of support at what time. Typical Gantt charts are 400 discrete steps, which is complex but helps to trace this out.

Evan fully supported defining the processes and has been surprised at how much April has taken on and recognized that April's workload needs to be reduced.

April notes that it will actually create an efficiency for her to streamline her communications, with standing meeting and regular communication flow with a Transition Support Team.

Doria feared that bringing in additional volunteers to work with the group, might result in too many cooks.

April said it is not meant to be permanent team, it is a transitional role. We will phase out of this as we bring on money, staff support, and consulting support.

Andrea said that she misspoke in stating that the idea that Henry Herndon would be on the transition support team, because we have not approved the Admin Director and Community Liaison. That is the first step. There is an obvious choice of who might fill that role. Andrea would like us to focus on position profile first. She said that the Transition Support Team would have the Chair of the Board and the Treasurer who has organizational, HR, and start-up experience.

Doria asked for a formal description of what the transition team should do. Clifton was concerned that this team should avoid committee requirements, but if Chair and Treasurer want to collaborate, along with staff support, that makes sense, but we might be left best in the discretion of the Chair to pursue that rather than voting on it so it does not become official sub-committee.

d. Legal & DWGP

Clifton reported that Michael Postar indicated he would get CPCNH a proposal this week. He is aware the Board meeting is coming up. This gets to agenda for 11/18 and Clifton suggested that even if we are not prepared to act, perhaps we could present the proposal. He and April can review that proposal and, if negotiation is required, they can speak to Michael to firm-up the proposal by end of this week so that it can be put in the Counsel Packet. Michael will be available to attend and present the proposal, as he has reserved that day. If we have a proposal this week, can we bring it to the Board.

April stated that the legal contract should be added to the 11/18 agenda, and time allocated for the presentation and questions. There was consensus to have April and Clifton move forward on this.



ACTION: April & Clifton coordinate with DWGP and Michael Postar to circulate a proposal to full Board in advance of 11/18 and prepare motion for consideration by the Board.

e. Contracts & Timing for support services

Clifton acknowledged that there is no commitment to engage Henry or Samuel, but they have been volunteering and he hoped there would be a process to start that discussion with regard to the potential scope of work and compensation. Clifton suggested that this could be delegated to he and April. Clifton is willing to spend time with each to discuss the possibilities.

Doria noted that this could be a good thing for Transition Team as Andrea has experience in HR, and there is a job description.

Andrea noted, whether it falls to April and Clif or the Transition Support team, what we have is a profile for Administrative Director and Community Liaison, which is a natural fit for what Henry is doing. That provides a spring board. She is advocating for this position subject to its funding. It is not a consultancy role, it is proposed to be an employee. She does not know what is in mind for the consultancy role for Samuel, but she is happy to be involved.

Clifton agreed that committees need staffing support, and the committee work needs to align with vendors.

April noted that Risk Management would be looking at reviewing templates, putting out a RFI/RFP, and the Executive Committee.

April suggested that it would be worthwhile to have the Chair of the Risk Management Committee help define the needs of that Committee in terms of what it needs to effectively operate and conduct solicitations.

Clifton volunteered to join Risk Management Committee. Henry noted that if Clifton joined the Risk Committee right away, he would cause a quorum problem as he would be unable to attend the next meeting.

Evan asks if Clifton has to actually be a member, or if he can attend and participate, without being a formal member In order to avoid quorum problems. Clifton would prefer to join the Committee formally, but it can wait until after this Wednesday.

Doria commented that Nashua has a right-to-know lawyer. April asked if that lawyer could provide a training session to the Board.

ACTION: Include in 11/18 Board Meeting a presentation of all Committee membership and formally vote to approve.

4. CPCNH priorities

a. Legislative & regulatory – CPA Rules, and others

Clifton noted that on the CPA rules, there were stakeholder meetings with other parties. Other vendors felt strongly that we should be proposing to the PUC a requirement that utilities file



Purchase of Receivables program within a defined timeline of 90 days. The DOE proposal requires the utilities file Purchase of Receivables proposals, but without a timeline, so this could cause delay. The other parties are interested in joining with CPCNH in filing as an alternative proposal that is much like the DOE Staff proposal, except for the POR timeline and that it is a standalone set of rules. Clifton would like to get buy-in from industry, Consumer Advocate, Conservation Law Foundation, Clean Energy NH and see if we can jointly file as early as the end of this week. This would put something before the commission before the two new Commissioners are confirmed, so they have an option that might be preferable to the DOE proposal.

April suggested adding Clifton's presentation on CPA rules to 11/18 Board meeting agenda but Clifton replied that the presentation would take at least an hour and is not a useful use of the Board's time.

Clifton suggests the draft of the "LEEPA" summary not be circulated just yet, there may be a factual inaccuracy, and it is not an urgent matter.

b. Committee of the Whole – Business plan (committee work plan and next steps, synthesized milestones / timeline, RFI/Q/P, at risk policy dev)

April said that there is work that needs to happen to move the Business Plan forward. We need the next steps for the Committee of the Whole that has one more meeting on the books. Also has been a proposal to have Board Members connect with CA CCAs and potentially visit with them.

There has also been a proposal to centralize a page on the website for calendar meetings, committee reports, summary information on key legislative issues, need to know items to explain Community Power key Issues and any news items. This may include a periodic newsletter as well. The intention is to increase the knowledge of Board members.

5. Plan agenda for 11/18 Full Board meeting

a. Draft Agenda:

- CPCNH Organizational updates (ExComm-led): Treasurers update, FinComm presentation of draft budget for approval, Committee Guidelines/Norms documents, etc
- Committee updates:
 - Chair recognizes committee chair and members
 - RLAC
 - RMC
 - MOE-C
 - FinComm
 - ExComm



- Member Round Robin – status updates and open discussion
- Other business
- Additions to agenda: The budget and the draft position description for action by the Board (either as part of the Treasurer update or not).

Andrea would like to present start up budget and start up hire at the full board 11/18. This is not a high-risk proposition. Job profile and employment offer is contingent on funding.

Primex is an option for D&O, which Andrea can get a quote on.

Based on a survey of this job type, the start-up hire came up with \$70,000 for a full-time, but it would be at 60% time (part-time), with no benefits as of yet as the budget does not allow for it.

Doria saw no issue with including all of this in the Board packet and having Andrea present it. She was unsure if it will come to a vote or how people will react, but we need to put the information out there.

Clifton agreed it is a fair point and it is useful to put out to committees so we could adopt a budget at the December meeting.

Andrea proposed the whole board would approve the budget next week. Clifton noted that there is thought needed on how the budget and the startup hire fits with Business Plan. He said that perhaps Andrea has had this discussion with Henry already. He asked if the intention is to advertise for this position? Andrea suggests we would search for the position if Henry declined to take it.

Clifton notes that the draft business plan does include this position. Clifton is not ready to say the budget is ready to go, but acknowledges the budget can be changed in the future.

April stated that we are not following the timeline of the original draft business plan and there will need to be adjustments. There will need to be efforts to source additional capital for certain aspects of the organization.

Clifton noted that at-risk contracting is the option outlined in the draft business plan.

April was apprehensive to miss the 11/18 opportunity to present the position and budget; whether or not a vote is taken is a question.

Clifton was concerned we may not be ready to act without further input from other two key committees, but maybe we would be. Andrea agreed other committees should be informed and prepared. Member Ops meetings 11/9 and Risk meets 11/17 and will have an opportunity to consider the budget and staffing proposals. Clifton agrees it is possible we will be ready to act at that point.

Samuel would like to coordinate with Andrea offline to understand internal organizational support requirements. And broadly, in Samuel's opinion, the JPA has sufficient funds to oversee the competitive solicitation process and get through the at-risk contracting phase, at which point a lot of institutional support is brought to bear on all aspects on operating the enterprise. He did not believe there has to be delay for fundraising. He could present on what at-risk contracting entails.



April is reluctant to ask for further tasks from Samuel without scoping and contracting, so that would have to happen first to ensure Samuel is appropriately compensated for additional work.

Doria proposed a motion to adjourn. Clifton Seconded the motion, which was approved. unanimously by a Rollcall vote.

April adjourned the meeting at 12:48.



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APPROVED