



# COMMUNITY POWER COALITION OF NEW HAMPSHIRE

Inaugural Regular Meeting of the Board of Directors  
Noticed for 10/1/2021 | 10:05AM – 12:30PM

Kimball Jenkins School of Art, Carriage House, 266 N Main Street, Concord, NH  
03301

## AGENDA

1. Call to Order. Check for Consensus on Proposed Agenda
2. Recognize Incorporation of CPCNH and Adoption of By-laws
3. Check for Consensus on allowing 1 or more Member Representatives to participate via telephone or other electronic means
4. Rollcall of Member Representatives (Board members) and Alternates
5. Verification of Meeting Quorum
6. Elect Board Chair and Officers
7. Appointment of Director at Large to Executive Committee
8. Approve Minutes of Meeting of the Incorporators
9. Implications of Right-to-Know law for meetings & communication
10. Committee Review and Chair Appointments
11. Finance Update
12. Operations Update
13. Legislative & Regulatory Update
14. Board 2021 meeting calendar
15. Other Business
16. Adjournment

# MINUTES

## **1. Call to Order. Check for Consensus on Proposed Agenda**

At 11:09 am Henry Herndon called the meeting to order and invited discussion of the proposed agenda. The group reached consensus to proceed with the proposed agenda in the agenda packet with attention paid to Conflict of Interest Policy in the By-laws under "Other Business".

## **2. Recognize Incorporation of CPCNH and Adoption of By-laws**

The group recognized the incorporation of CPCNH and the Adoption of the By-laws by the incorporators.

## **3. Check for Consensus on allowing 1 or more Member Representatives to participate via telephone or other electronic means**

The group reached consensus that it was appropriate for one or more Member Representatives to participate in the meeting virtually. Director Nat Balch and Director Nick Devonshire participated via Zoom. Nat and Nick verified that the audio quality was good.

## **4. Rollcall of Member Representatives (Board members) and Alternates**

Henry Herndon noted that the following Directors and Alternates have been appointed in writing by the Member jurisdictions and a roll call indicated their presence or absence:

<b>Member</b>	<b>Director</b>	<b>Present / Absent</b>	<b>Alternate</b>	<b>Present / Absent</b>
Cheshire County	Terry Clark	Present & Voting	Chris Coates	Absent
Dover	Michael Joyal, Jr.	Absent	Chris Parker	Present & Voting
Durham	Nat Balch	Present & Voting	Todd Selig	Absent
Enfield	Kim Quirk	Present & Voting	Jo-Ellen Courtney	Present
Exeter	Nick Devonshire	Present & Voting	Julie Gilman	Present
Hanover	April Salas	Present & Voting	Peter Kulbacki	Present
Harrisville	Andrea Hodson	Present & Voting	Andrew Maneval	Present

Lebanon	Clifton Below	Present & Voting	Greg Ames	Absent
Nashua	Doria Brown	Present & Voting	Bob Blaisdell	Absent
Newmarket	Toni Weinstein	Present & Voting	Steve Fournier	Absent
Plainfield	Evan Oxenham	Present & Voting	Steve Ladd	Absent
Rye	Lisa Sweet	Absent	Howard Kalet	Present & Voting
Walpole	Paul Looney	Present & Voting	Dennis Marcom	Absent
Warner	Clyde Carson	Present & Voting	George Packard	Present

**5. Verification of Meeting Quorum**

Henry Herndon verified that 100% of the Membership (14 of 14) had voting Directors or Alternates present, which is greater than the 25% required for quorum (which at 14 Members would be a 4 Member Quorum).

**6. Elect Board Chair and Officers**

*Henry Herndon called for nominations for Chair. Clifton Below nominated April Salas. Doria Brown seconded the nomination. Henry Herndon called for additional nominations and hearing none called a rollcall vote. April Salas was unanimously elected Chair of CPCNH. 14-0.*

*April Salas called for nominations for Vice-Chair. Doria Brown nominated Clifton Below as Vice Chair. Andrea Hodson seconded the nomination. April Salas called for additional nominations and hearing none called a rollcall vote. The motion was unanimously approved. 14-0.*

*April Salas called for nominations for Secretary. Clifton Below nominated Evan Oxenham as Secretary. Terry Clark seconded the nomination. April Salas called for additional nominations and hearing none called a rollcall vote. The motion was unanimously approved. 14-0.*

*April Salas called for nominations for Treasurer. Doria Brown nominated Nick Devonshire as Treasurer. Andrea Hodson seconded the nomination. The motion was unanimously approved by a roll call vote of 14-0.*

## **7. Appointment of Director at Large to Executive Committee**

As per the By-laws, in lieu of having a past Chair to serve on the Executive Committee (ExCom), the Chair may appoint a fifth member of the Executive Committee. April Salas appointed Doria Brown as the fifth at large member of the Executive Committee.

*Clifton Below moved that the Board approve the Chair's appointment of Doria Brown as the fifth Director to serve as a member of the Executive Committee. Chris Parker seconded the nomination. April Salas called for discussion and hearing none called a rollcall vote. The motion was unanimously approved 14-0.*

## **8. Approve Minutes of Meeting of the Incorporators**

Clifton Below noted that the incorporators had been supplanted by this Board of Directors with representatives from all the Members as the governing body of CPCNH, and as such it is appropriate for new Board to approve the minutes of the meeting of the Incorporators that occurred right before this one.

*Clifton Below moved that the CPCNH Board of Directors approve the minutes of the Meeting of the Incorporators as follows:*

Minutes of Meeting of the Incorporators of the  
Community Power Coalition of New Hampshire (CPCNH)

Kimball Jenkins School of Art, Carriage House, 266 N Main Street, Concord, NH 03301

October 1, 2021

Clifton Below, the first named incorporator, convened the meeting at 11:05 am. He noted that the Articles of Agreement of the Community Power Coalition of New Hampshire had been filed at the NH Secretary of State's office within the past hour and that the Coalition is now registered to do business in New Hampshire.

All of the Incorporators were in attendance consisting of Clifton Below, Doria Brown, Andrea Hodson, Toni Weinstein, Evan Oxenham, Paul F. Looney, Terry M. Clark, and April Salas. No one else participated in the meeting.

He invited a motion to approve the By-laws as presented in the Joint Power Agreement of CPCNH.

Terry Clark moved to approve the By-laws as presented in the Joint Power Agreement. Evan Oxenham seconded the motion.

Hearing no further discussion Clifton Below called for a vote.

All of the incorporators were present and voted in the affirmative to adopt the By-laws.

Having completed their one task April Salas moved to adjourn the meeting of the incorporators. Terry Clark seconded the motion.

Clifton Below called for the vote and all the incorporators voted in favor.

The meeting was adjourned at 11:08 am on 10/1/21.

*Doria Brown seconded the motion. The motion was unanimously approved by a roll call vote. 14-0.*

## **9. Implications of Right-to-Know law for meetings & communication**

Clifton Below noted that the Articles of Agreement provide that Lebanon City Hall [51 N Park St, Lebanon, NH 03766] is the primary place of business for CPCNH and that Hanover, care of Sustainability Director of the Town of Hanover, is the mailing address for CPCNH [Municipal Bldg, 41 Main St, Hanover, NH 03755]. Lebanon City Manager Shaun Mulholland has agreed that City Hall can host CPCNH records and has a computer where the public can access all documents and see paper versions if necessary. Lebanon City Hall has meeting rooms equipped with virtual meeting technology which CPCNH is welcome to use.

The CPCNH By-laws sets a quorum of Board and Membership at 25% meaning four Directors are required to meet in person at the noticed meeting location. Plainfield, Enfield, Lebanon and Hanover are in close proximity and can convene in person easily. Hopefully in person meetings can rotate regionally, and hopefully the legislature will make virtual meetings more available. CPCNH has five Member communities in the Seacoast area and three in Monadnock region, and hopefully more communities will join and options for in person quorums will expand.

Howard Kalet noted that he had a location in Portsmouth that would be suitable and is available if CPCNH needed a seacoast location.

Clifton Below noted the downside to having a small quorum is that the law prohibits the discussion of business outside of publicly noticed meetings so we must avoid sequential phone calls or emails to more than a quorum that discuss Board business. The Chair can reach out to people for administrative and scheduling needs, but it is important that business is conducted in public. For committees the quorum is a majority of the body. The Board and Committees can allow virtual participation, with the criteria that the public is able to attend at the noticed location to hear the discussion. We do not have to provide virtual public access, but we can consider that down the road. If it is not reasonably practicable for a person to attend in person, they may participate virtually.

Nick Devonshire stated that it is not reasonably practicable to attend today's meeting in person.

Nat Balch stated that it is not reasonably practicable to attend today's meeting in person.

Andrea Hodson asked about how the Board would communicate among itself and have access to contact information for everyone.

Henry Herndon offered to circulate contact information for all Directors and Alternates.

Terry Clark asked what was allowed in terms of email communications. Clifton Below responded that it is good practice not to "reply all" to emails of the entire Board. He noted that ministerial matters, as a function of the office rather than the whole body, such as emails from Chair or a Committee Chair asking for meeting time availability, even though sent to a quorum, should be ok. The Chair has the authority to set meetings. April Salas noted this would be a good item to consider when the Board sets the meeting calendar on agenda item 14.

Clifton Below noted that that the cpcnh.org website will be transferred to CPCNH and that there is an option of establishing new email addresses @cpcnh.org for communications if that is of interest. Evan Oxenham asked for clarification on whether Board Members were expected to retain all emails pertaining to CPCNH businesses. April Salas noted the importance of compliance with right-to-know law and suggested the group refer to NHMA's guidance on Right-to-Know. Andrea Hodson noted that she liked the idea of using, for example, [harrisville@cpcnh.org](mailto:harrisville@cpcnh.org), to create an institutional account to keep the records that are not attached to any one individual for record keeping. Doria Brown asked if both the director and alternate would have access to that email, which was acknowledged as a possibility. Clifton Below noted that personal notes were not necessarily subject to right-to-know. April Salas noted that other Community Power Aggregations (CPAs) in the country adopt formal policies in this regard and there are examples to draw from for the Board in establishing policies and procedures.

## **10. Committee Review and Chair Appointments**

April Salas noted that the Chair has the authority to appoint chairs and members of committees. The Executive Committee consists of Chair, Vice Chair, Secretary, Treasurer, and in lieu of an immediate Past Chair, an appointment of an at large director. April Salas invited discussion on the Executive Committee (ExCom). No discussion occurred.

April Salas recommended the immediate establishment of a Finance Committee and that according to the by-laws Treasurer Nick Devonshire would serve on that committee.

Clifton Below suggested that Directors may volunteer to serve on committees, but that it wasn't necessary to populate all committees today. He noted the importance of Alternates also serving on committees, and that in some cases non-directors could also serve on committees in non-voting capacities. Nat Balch asked that a list of committees could be made available and distributed to have an opportunity to consider them. April Salas noted that the committees were listed on page 10 on Board Packet, and suggested we move through and appoint some Chairs, but not fully populate the committees today. Julie Gilman asked for clarity on where Alternates can serve. There was no answer to this question. The Board still needs to clarify where Alternates can serve.

April Salas proposed establishing the Regulatory and Legislative Affairs Committee (RLAC). April Salas appointed Clifton Below as Chair.

Clifton Below suggested that Samuel Golding elaborate on Risk Management and the Risk Management Committee (RMC). April recognized Samuel Golding. Samuel noted the importance of Risk Management in ensuring good guidance in regular management of the energy portfolio, including adoption of an Energy Risk Management Policy that would, among other things, set limits and guidance on trading. Risk Management is a critical role and function, and the third-party entity hired through competitive solicitation to perform wholesale energy portfolio risk management on behalf of CPCNH will bring technical ability to manage procurement, but RMC will help define how the enterprise manages wholesale risk.

April Salas appointed Doria Brown to chair the Governance Committee (GovCom).

April Salas noted that there will be Project Committees in the future, but they are not a priority to establish at present.

April Salas noted that there is a suggested motion in the packet to create an “operations committee.” The purpose of the Committee would be to support coordination and collaboration across Members in terms of shared resources towards launch of Community Power Programs in 2022. This committee would support sharing and networking of resources. Prior to Incorporation there was discussion of the Board acting as a “committee of the whole” to review the Business Plan. This Operations Committee would focus on resource sharing to support the Members and is different from that “committee of the whole”.

Clifton Below noted he would be happy to serve on the Operations Committee as the content is important. He noted concern about better understanding the overlap between new committees and the work of ExCom and other committees. It is important to support member implementation, so perhaps the motion and the description of this new committee should be fleshed out either now by the group or offline by ExCom. Andrea Hodson noted role clarification is important and that such a committee could be nimble in supporting Members while bringing items back to the full Board.

Doria Brown noted that keeping up with member relationships is important early on, so that this committee should start early on. April Salas noted that this committee would free the ExCom to focus on its role and that this committee could help move the group towards the Coalition aspect of CPCNH of including and involving the members in preparation for launch of services come spring 2022.

Howard Kalet noted that the operational first 60 days is important, but from a town warrant article basis it is important to have a framework to be done by the end of the year so Community Power can be authorized at March 2022 town meeting and asked if that was workable. Howard noted that if towns didn’t move quickly in the next few months, launch

would be pushed back a year. April Salas confirmed that the resources, the framework, and templates to enable Members to bring Electric Aggregation Plans (EAPs) were available.

Evan Oxenham agreed that the committee is important, but sought clarity on the language. Clifton Below suggested language supporting member engagement and town meeting warrants, and asked if its role would also be to engage prospective members as well as current members. Chris Parker noted that it is important to get this going, but sounds like making a committee by committee and perhaps instead the ExCom could flesh out the role, charter and membership of Committee to come back in two weeks with proposal for consideration. April Salas concurred.

*Chris Parker moved to establish the Member Operations & Engagement Committee and allow the ExCom to draft/propose the charter and membership structure for consideration at the next meeting of the Board. Doria Brown seconded the motion. The motion was unanimously approved by a rollcall vote of 14-0.*

Andrea Hodson volunteered for the Operations Committee.

Kim Quirk volunteered for the Risk Management Committee.

Terry Clark volunteered for the Finance Committee.

Nat Balch volunteered for the Member Operations Committee.

Howard Kalet volunteered for the Member Operations Committee.

April Salas volunteered for the Member Operations Committee.

Pete Kulbacki volunteered for the Risk Management Committee.

COMMITTEE ASSIGNMENTS					
Finance	Audit	Leg. & Regulatory Affairs	Risk Mgmt.	Governance	Member Operations / Engagement Committee
Treasurer Nick Devonshire		Clifton Below (Chair)	Board Chair April Salas	Doria Brown (Chair)	Andrea Hodson
Terry Clark			Treasurer Nick Devonshire		Nat Balch
			Kim Quirk		Howard Kalet

			Peter Kulbacki		April Salas

**11. Finance Update**

April Salas recognized Clifton Below to provide a finance update. Clifton noted the City of Lebanon has received a \$9,000 gift from an anonymous donor with another \$15,000 in the pipeline and possibility additional contributions. It is possible that through a simple contract, because CPCNH can be considered an essential government service according to the IRS, those funds can be transferred to CPCNH for starting a bank account and other tasks such as engaging consulting support for CPCNH.

Clifton Below noted that CPCNH planned to obtain IRS Section 115 status. CPCNH will incorporate as a 501(c)(4) which fits well with a governmental instrumentality for the purpose of power supply. Section 115 status is recognized by seeking a “Private Ruling Letter” (PRL) from IRS which is typically sought by government instrumentalities and power agencies. Duncan Weinberg Genzer Pembroke (DWGP), the law firm that provided legal support previously, has obtained PRLs from the IRS regarding Section 115 status for others. Once CPCNH receives the ruling it will qualify to receive charitable donations as long as they are used to serve the purposes specified in the JPA and Articles. DWGP is also monitoring the federal reconciliation bill which may have funding program that CPCNH may be eligible for.

April Salas called attention to attachments D and E with reference to DWGP and noted that it will be the Board's decision as to whether to continue to engage DWGP for legal support services. Clifton Below noted that Samuel Golding has compiled examples from California that can be used as a starting point in developing Board Policies, that DWGP has done this with other CCAs and can also support CPCNH in developing Board Policies.

**12. Operations Update**

April Salas noted the need for developing an operational needs list for the first 60 days, including establishing a bank account, IRS Section 115 ruling, acquiring Directors & Officers (D&O) insurance, creating board policies and foundational documents to run the bidding and proposal process for RFI, RFP, or RFQ for contracting. Previously, consulting services have been retained through a member city. Now that needs to shift so that CPCNH becomes the contracting entity. Such proposals will be refined in the coming days and brought back to the Board.

Clifton Below noted that the City of Lebanon had 6 respondents for legal services last summer, 4 that were so good they were interviewed. Lebanon and Hanover were the contracting

entities, but the Organizing Group made a recommendation that was unanimous in selecting DWGP. Their rates are somewhat higher than what we are used to with NH legal counsel, but not out of line within the industry.

DWGP offered that they believed strongly in what we are doing, and DWGP has a long history of representing public power and Community Choice Aggregations (CCAs), and a willingness to work within our budget. DWGP has continued to provide support after exceeding its cap on billables, and would like to continue to work with us.

Below also noted that DWGP is willing to work at risk; has seen what the coalition has accomplished already; is excited about CPCNH's prospects for success; and think we can find professional talent because the people in the electric industry are interested in what we are doing. DWGP has contacts to put us in touch with at other CCAs and other industry leaders.

April Salas noted the importance of also partnering with local counsel. April noted that the ExCom would work on presenting options for support services for the Board from consultants and other service providers. There has been a lot of work in drafting CEO job descriptions as well as vendor RFI/Q/P and we have a lot to work with and begin to digest as a group. There is a lot we will be reviewing in coming weeks.

Clifton Below noted we plan to compile those and share them with everyone. Andrea sought clarity that staffing would be an item in next meeting. April Salas agreed.

### **13. Legislative & Regulatory Update**

April Salas recognized Clifton Below to provide a legislative and regulatory update. Clifton noted there are several important legislative study committees: (1) looking at remote access to meetings; (2) studying limited electrical energy producers. With regard to the former, the Senate passed a bill to expand options for remote access to meetings, but the House did not. If it pleases the Board, Clifton is willing to either in writing or in person present to this committee our particular example of the need to enable virtual meetings. April noted that virtual access was extensively deliberated during the Organizing Group phase and that ensuring equal access to meetings and allowing all people to engage in the process was felt to be very important to that group. April expressed support for Clifton representing the group on these issues. Julie Gilman noted she served on the House Municipal and County Government Committee and that she has been invited by the Chair of the Committee to speak.

*Doria moved for the Board to authorize Clifton Below and Julie Gilman to represent CPCNH on the Virtual Meeting Access Study Committee. Kim Quirk seconded the motion. The motion was unanimously approved by a rollcall vote, with no vote from Nick Devonshire. 13-0.*

The second Study Committee of interest is to study Limited Electrical Energy Producers. A bill updating the Limited Electrical Energy Producers Act came very close to passing last session, but at the last minute it became a study committee. The bill would have updated an existing law

that has never been used but if amended it could enable generators producing up to 5 megawatts (MW) to be developed and to sell power to Load Serving Entities (LSEs) and Community Power Aggregations (CPAs). Such power sales when limited to within state sales would be state jurisdictional so could reduce transmission charges and receive credit for that avoided transmission cost. This could create a market for distributed generation up to 5 MW. The first meeting of the study committee is next week. Clifton would like to represent CPCNH before this committee.

*Doria Brown made a motion to authorize Clifton Below to represent CPCNH before the Limited Electrical Energy Producers Study Committee. Evan seconded the motion. The motion was carried unanimously by a rollcall vote of 13-0 without a vote from Nick Devonshire.*

Clifton Below noted that RSA 53-E as amended by HB 315 is included in Attachment F to the Board Packet. As of October 24, the law becomes effective and if a community then files an Electric Aggregation Plan (EAP) with the Public Utilities Commission (PUC) it triggers the 60-day period during which the PUC must review and approve or reject the EAP or it will be automatically deemed approved if no action is taken by the PUC).

Administrative rules for CPA are a key item for the near term. Clifton and others have worked on drafting rules, and as of 10/24 the PUC has a legal obligation to promulgate administrative rules, but it has been bogged down with the Department of Energy (DOE) reorganization. Rulemaking authority for CPAs is with the PUC. There is a rule that allows for petitioning of the PUC to make rules. Clifton Below would like to rework the draft rules into the currently necessary framework, and try to build a coalition in support with other stakeholders and utilities. Clifton did not request action by the Board now, but will be coming back to Board in the near future with proposed administrative rules so we can as a group petition the commission to adopt those rules.

Andrea Hodson asked if Harrisville should submit EAP again on October 24. Clifton Below responded that it would be good to notify the PUC on October 24 about the Harrisville EAP and could follow up offline as well. Paul Looney asked if the PUC needed to approve all EAPs. Clifton said yes and noted that CPCNH has a template EAP which is designed to conform with new law and what we expect the rules will say.

Andrea Hodson recalled successful pushback on HB315 and how the turnout of voices from around the state contributed to that success. As Clifton does legislative work, he can rely on others in the Coalition and elsewhere to be called on for support.

#### **14. Board 2021 meeting calendar**

April Salas noted that Samuel Golding will be invited to present on the draft business plan to the Board on October 12.

*Proposal: Thursdays 10-11:30am ET*

10/07	Th	Executive Committee
10/12	Tu	Board Committee – Presentation of Draft Business Plan
10/18 or 10/19		Executive Committee
10/21	Th	Regular Board Meetings – All Board Business (3 <sup>rd</sup> Thursday of the month)
10/28	Th	Board Committee of the Whole to Work on Business Plan
11/4	Th	Board Committee of the Whole to Work on Business Plan
11/8 or 11/9		Executive Committee
11/18		Regular Board Meeting (3 <sup>rd</sup> Thursday of the month)
12/2		Board Committee of the Whole to Work on Business Plan
12/6 or 12/7		Executive Committee
12/16		Regular Board Meeting (3 <sup>rd</sup> Thursday of the month)
12/20 or 12/21		
12/27 or 12/28		Executive Committee as needed

April Salas asked for consensus on the proposed schedule. There was consensus that this proposed agenda worked for all. The standing time will be 10:00 – 11:30AM. Doria Brown noted that times with “or” will be clarified.

### **15. Other Business**

Conflict of Interest Provision. Clifton Below referenced Article 12 of the By-Laws, Bates 45, or page 32 of the JPA, Duty to Disclose and Voting Requirements. The end says: *“Every new member of the Board will be advised of this policy upon entering the duties of his and her office, and shall sign a statement acknowledging, understanding and agreement to this policy.”* He said we don’t have the acknowledgment statement today, but we will prepare it so that we conform with this requirement in the By-Laws.

### **16. Adjournment**

*Andrea Brown moved to adjourn. Chris Parker seconded the motion. The motion was approved unanimously by a rollcall vote of 14-0.*

The meeting was adjourned at approximately 12:35 pm.