



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**

RISK MANAGEMENT COMMITTEE – MINUTES

Meeting Type: **Regular Meeting**
Meeting Location: **Pembroke Town Hall, 311 Pembroke Rd., NH**
Meeting Date: **Thursday, January 28, 2022**
Meeting Time: **9:00 AM**

1. Welcome and Attendance

Matt Miller opened the meeting at 9:06 am.

Roll call:

Present: Matt Miller (RMC Chair), Clifton Below (CPCNH Vice Chair), Andrea Hodson (CPCNH Treasurer), Jackson Kaspari (RMC Clerk), Peter Kulbacki, Kim Quirk (virtual), Nick Devonshire (virtual), April Salas (CPCNH Chair) (virtual)

Excused Absent:

Others Present: Samuel Golding

2. Approval of the Prior Meeting Minutes

K. Quirk motioned to approve. A. Hodson seconded. Vote: U/A

M. Miller: One of the expert evaluators has been disqualified so we need to fill that slot.

C. Below: Another expert reviewer, Ethan, has experience with power specifically and offered 10 hours of free time before being paid. Understanding is that he has no background in procurement or power agencies. Helpful in the data component but limited other expertise.

A. Hodson: Working off of a written profile for this?

M. Miller: No but we do have some communal guidelines we'd like candidates to meet.

M. Miller: April and Clifton were going to reach out to the CCAs. Status updates?

C. Below: April is going to take the lead on this.

C. Below: Ethan's specialty is energy data analysis just to clarify.

M. Miller: Safe space created in the drive for RFI responses. Access only granted to those that had signed COI and NDA statements. Need N. Devonshire to upload.

M. Miller: RFP timeline is being actively updated as we figure out the review team and work on progress for the documentation. If we were able to complete the RFP document by middle of February then a vendor could be selected by June.

3. Approve RFI/RFP Communications Protocol

A. Hodson: It is your intention to submit this to the full board?

M. Miller: Yes.

C. Below: Need to update the language to make sure that non-public review is only done in consultation with legal counsel.

C. Below: We need to formally adopt the document. J. Kaspari will you make into a PDF and add adoption date?

J. Kaspari: Yes, I'll do this and will remove the reference section at the end.

Motion to approve C. Below, A. Hodson seconded. Vote: U/A.



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C. Below: Should discuss an option for confidential responses.

S. Golding: From my experience sometimes, it's useful for confidential communications. An example would be "How did we get on the vendor list?"

A. Hodson: Does a general response in this case work though? That particular case could be answered publicly.

Discussion ensued on this topic.

S. Golding: Suggest allowing vendors to request confidential questions but responses would be at the discretion of CPCNH.

A. Hodson: Searching for an example of why we would respond confidentiality.

M. Miller: Issue that we are trying to capture in the protocol. Suggesting language such as "If a vendor submits a question we will just decide". The review team will consider it.

C. Below: We can vote to amend what was just adopted once new language is there.

Discussion on how to incorporate the changes.

A. Hodson: Goal is to have the three CCA meetings complete before the full board meeting in February. M. Miller will represent the RMC but is there a second?

C. Below: Each meeting should likely be at least an hour long.

M. Miller: If you'd like to participate in those calls please volunteer.

P. Kulbacki: I'd like to volunteer.

M. Miller: Will solve quorum issue regarding these events at a later date.

M. Miller: Who has had an opportunity to review RFP document?

K. Quirk: Where is that located?

M. Miller: As part of the draft business plan.

M. Miller: Will be also prudent to review the final RFI document.

Discussion on where to find the document.


C. Below: I have a word version of the RFP draft that can be uploaded.

M. Miller: Just good to start to review the draft.

A. Hodson: Is it time to create a RFP specific folder?

K. Quirk: Under the Risk Committee folder it seems like the RFP document was moved.

A. Hodson: Need to go to the RFP specific folder. Word document should be uploaded there which is version 1.2.

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C. Below: Be careful not to inadvertently move documents between drive folders.

S. Golding: Contract is still in negation so RFP drafting has been on hold until that is finalized.

M. Miller: Personal option is that RMC needs to read through the document.

A. Hodson: Will parts of the RFI be used for the RFP?

M. Miller: Updated version will be placed in the RFP folder.

M. Miller walked through the RMC drive folder structure.

M. Miller: The master task list contains an initial timeline, accelerated timeline and realistic revised timeline. Hope is to release the RFP within about a month following agreeing on the contract with S. Golding.

M. Miller: Now that we've received all of the RFIs the Committee needs to meet to discuss the responses.

M. Miller: Late in April we'll need to review the actual RFP responses which will take a substantial amount of time and RMC will need to discuss as a Committee. In May the review team will schedule interviews.

A. Hodson: How will interviews be conducted?

C. Below: If it's in consultation with legal council the interviews can be done in a virtual format.

M. Miller: Going to need to work on scheduling. The Committee should go through the document and review key meeting dates.

A. Hodson: Should flag in-person meetings versus virtual consultations with legal counsel. How do the timelines align with PUC rulings? How long will vendors take for operations to start?

M. Miller: Contract negotiation will take a substantial amount of time as well.

M. Miller: System could be established beforehand and then turned on when the contract is finalized.

S. Golding added commentary on this from prior experience.

A. Hodson: Are we looking at Spring 2023 for launch?


C. Below: April 2023 is the realistic target for launching.

A. Is the RFP timeline working back from the target date?

S. Golding: Data, authorizations and procurement acceptance by local governing bodies.

M. Miller: All of the other tasks need a timeline to be built as well.

M. Miller: Preparatory tasks are ongoing but as the schedule evolves.

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J. Kaspari: Might be good to create a calendar for this these dates.

S. Golding: Smart sheets is an example of a program that deals with this well and can automatically update calendar invites.

M. Miller: Proposer Code of Conduct is outlined in the current draft RFP document.

M. Miller talked through this code of conduct.

C. Below: The portion of ex-parte communication will need to be revised. Some of these bullets extend beyond the RFP.

A. Salas: A particularly interesting concern is the perception of conflict of interest more than actual conflicts of interest. CPCNH needs to make sure there is a mechanism for a trigger for refusal. Need to be careful about higher access.

A Salas: CPCNH should consider a parallel aspect that there needs to be a process to formally request a director or alternate recuse themselves.

C. Below: RSA 620:2 does apply as CPCNH is a political entity and this RSA deals with bribery from proposers.

M. Miller: Nick and Peter have worked on RFP evaluation criteria but will need to be expanded.

P. Kulbacki: Went through the former RFP and used scope of services to as a framework for criteria. Idea is score based on meeting requirements, exceeding requirements or not addressing. A high level of flexibility is good. It will be good to consult other CCAs about this. This is at least good to start but will need to be revised over time. Some vendors will be strong in one area and not another so scope of services will not be even across the board which makes gauging criteria harder. It might make sense to break down the topic areas and have members of the review team break up tasks.

M. Miller: At the end need to make sure that the whole system works.


C. Below: Draft Business Plan highlights that the first hire should be the CEO. Should that person be involved with the review process?

A. Salas: How do we think about the sequencing for the first hires? This will take some time.

C. Below: Need to understand the finances as well.

M. Miller: The Finance Committee had some questions for this Committee so we should address those.

A. Hodson: Operating based on cash in hand and spending plan.

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A. Salas: There is a \$300,000 target for fundraising. \$75,000 should hopefully approve and realize in April, 2022. Can be expended in however CPCNH sees fit. No restrictions.

A. Hodson: There are three budgets, the actual budget, fundraising budget and at-risk budget.

Discussion on this topic ensued.

A. Hodson: How would the RMC spend \$75,000? What is the highest priority for the funding. We need to provide an answer on Monday.

M. Miller: Developing business development task list which will help with this.

C. Below walked the committee through the budget sheets.

M. Miller: With \$300,000 could hire a CEO that could really assist with operations.

C. Below: That is reflected here with the staffing need.

A. Salas: Just looking for spending priorities but don't need to get into specifics. Can be kept general.

A. Hodson: Not going to list positions.

C. Below: Important to disclose that we have legal services as well.

M. Miller: Sending an email to the RMC to gain some feedback.

K. Quirk left the meeting at 11:07 am.

A. Hodson: Need to have shared mindset surrounding these issues from the Board.

4. **Adjourn:**

J. Kaspari motioned to adjourn the meeting at 11:15 am, A. Hodson seconded. Vote: U/A except N. Devonshire who left the meeting prior to adjournment at about 10:20 am.