

**BOARD OF SELECTMEN
TOWN OF PEMBROKE, NH
July 13, 2022 at 5:30 PM**

Present: Selectman Peter Gagyi, Selectman Rick Frederickson, Selectman Karen Yeaton

Absent: Selectman Richard Bean and Selectman Sandy Goulet

Staff: Town Administrator David Jodoin

I. Call to Order:

Chairman Yeaton called the meeting to order at 5:39pm.

II. Energy Committee:

Matt Miller, Energy Committee, reviewed the Cost Sharing Agreement for Community Power Coalition of New Hampshire (CPCNH). It ensures all members have a proportional and fair cost allocation. The Cost Sharing Agreement will be the same for all members regardless of when they sign on.

Selectman Yeaton asked if they have a schedule for an audit. Matt answered that every two years there will be an independent third-party financial audit.

Matt explained the initial service providers who provided funds during the start-up phase did so with the understanding that they would recoup those funds when CPCNH got going or in the event that it did not take off, they would have to take a loss. Section 7 of the Cost Sharing Agreement states they will be repaid over a reasonable time period which CPCNH considers the first 3 years. Each member community in the first 5 years will contribute the same dollar per megawatt hour specifically to cover those costs. It will equal around \$10/household spread out over 3 years.

Selectman Frederickson asked if there will be a physical location for CPCNH that will be open to the public. Matt answered that as they grow the staff, they will likely have a physical location.

Matt reviewed the Community Services Bundle and what is required from the Town.

Matt reviewed the decision-making framework which encompasses the policies that were reviewed at the last meeting. Matt also reviewed the delegation of authority and commitment to act when a member community signs a complete service bundle. By signing these the communities delegate CPCNH to act as their agent to buy power for the aggregated customer base and to manage customer data.

Matt reviewed the process for termination. For instance, if Pembroke signed the complete service bundle on August 1st and CPCNH did not purchase electricity again until April of the following year, Pembroke could terminate the agreement with written notice with immediate effect. At that April meeting, the Town's authorized official has the ability to make the decision to postpone purchasing power until the next round. In the event that the power agreements have been signed and the authorized official has begun buying power on behalf of the town and then a year later the town wants to terminate the agreement, there is a three-year written notice requirement. If you do not want to wait the three years, the coalition can calculate the time frame they can cancel in without any fees. For example, right now, the contracts are at most 12-months so if the Town wanted to exit early, they would likely be able to cancel after 9 months. It all depends on where they are within that 12-months. For immediate termination, a community can buy out the contract. The money put into the financial reserves could be used to make that buy-out. Selectman Yeaton confirmed that the scenario for delayed purchasing can only happen at the start. Matt answered that is correct. Selectman Yeaton asked if in the second scenario, the Town could sit without any users and let the contract expire. Matt answered that is possible.

Selectman Gagy asked if the authorized official has all the decision-making power for the community. Matt answered that is correct.

Selectman Yeaton asked how other towns similar in structure to Pembroke are managing the role of authorized representative. Matt answered some of the larger towns have hired professionals, some have sustainability officers, some have Energy Committee reps, and some have a Selectboard member. In all cases it is clear the authorized representative is making the decision with others. The town will have information ahead of decision-making meetings. Selectman Yeaton asked if that would require a town policy to designate that person. David answered a policy is not a bad idea.

Matt discussed the amendments to the Joint Powers Agreement (JPA). One amendment provides flexibility to members to amend the JPA at regular and special meetings of members. Previously, it could only be done at the annual meeting in April. There must be a 14-day written notice that they are going to amend the JPA at the meeting and a copy of the amendment must be sent with that notice. If the amendment is approved, the text has to be sent to all members. All member communities must approve of the amendment. Another amendment example is the Audit Committee must provide an annual financial audit completed by a certified public accountant by the annual meeting but now there is some flexibility.

Matt's recommendation is to approve the Joint Powers Agreement and Cost Sharing Agreement at the next Selectman's meeting. The Selectman would like to have the lawyer review the Cost Sharing Agreement before they sign it.

III. New Business

Manifests/Abatements

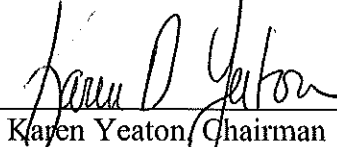
Selectman Frederickson made a motion to accept the manifests and abatements as presented. Selectman Gagyi seconded the motion. Motion passed 3-0.

Minutes - 6/28/23

Selectman Frederickson made a motion to accept the minutes of June 28, 2023 as presented. Selectman Gagyi seconded the motion. Motion passed 2-0. Selectman Frederickson abstained.

IV. Adjourn:

Selectman Frederickson made a motion to adjourn at 7:24 PM. Selectman Gagyi seconded the motion and it was approved unanimously.



Karen Yeaton, Chairman

For more detailed information, the meetings are now taped and can be seen on www.townhallstreams.com click on Pembroke NH and look for the day of the meeting under the month.