

Hudson Board of Selectmen

Proposed Amendment to the Joint Powers Agreement for Community Power Coalition of New Hampshire (CPCNH)

Hudson Electric Aggregation Committee

July 26, 2002

FOR COMMUNITIES, BY COMMUNITIES.



**COMMUNITY
POWER COALITION
OF NEW HAMPSHIRE**



Background



CPCNH – “For Communities, By Communities”

- ~ CPCNH is a NH non-profit Joint Powers Agency incorporated on October 1, 2021, whose mission is to foster resilient New Hampshire communities by empowering them to realize their energy goals.
- ~ The Hudson Board of Selectmen authorized the Town Administrator to execute the Joint Powers Agreement and join CPCNH as a member on November 23, 2021.

CPCNH Joint Powers Agreement (JPA)

- ~ Intermunicipal contract including CPCNH corporate charter and By-Laws.
- ~ CPCNH is governed by 1 county and 18 municipal members through their appointed representatives serving on the Board of Directors.

Proposed Amendment to CPCNH JPA (1)

- ~ While most JPA articles may be amended with a 2/3 majority vote by the Member representatives at CPCNH's annual meeting, Article XVI is one of four articles that may only be amended by unanimous consent of all Member governing bodies.
- ~ **Original JPA:** Stipulates that the JPA may only be amended at Annual Membership Meetings, which are held in April each year.
- ~ **Proposed Amendment** (provided on next slide): allows for amendments to the JPA at regular and special meetings of the Members (rather than restricting JPA amendments to once per year).
- ~ The Amendment was unanimously approved by Member Board on April 21, 2022, and requires Member Governing Body approval to become effective.

Proposed Amendment to CPCNH JPA (2)

(~~Red strike-through~~ = deleted language; **bold italics underline** = added language).

ARTICLE XVI AMENDMENTS, SUCCESSORS AND ASSIGNS ...

SECTION 2. Amendments. Subject to any requirements of law or indenture authorizing the issuance of Bonds, this Agreement may be amended ~~at any time and from time to time~~ by a written amendment approved by at least 2/3 (two-thirds) of the votes cast at ~~an Annual~~ **any Membership** Meeting at which a quorum is present, provided that: **(1) written notice of the proposed amendments are distributed to each Member at least fourteen (14) days prior to such meeting at which it is to be acted upon, (2)** no amendment shall be adopted upon the dissenting vote of two or more Members totaling 50% (fifty percent) or more of the population of all Members as based upon the most recent population census., **and (3) amendments to this Article XVI Section 2 and Articles XII, XIV and XV** ~~may not be amended~~ **approved at a Membership Meeting shall not be adopted** unless such amendment is approved by the governing body of each Member. Attachments B and C, the Articles of Agreement and By-Laws, may be amended by a vote of at least 2/3 (two-thirds) of the votes cast by the Members at a Membership Meeting at which a quorum is present pursuant to the terms specified in Article IX of the By-Laws. **Prompt written notice of the effective date of such amendment to this Agreement, the Articles of Agreement, or By-Laws, along with a copy of the amendment or amended document, shall be sent to the principal executive officers of each Member by the Chief Executive Officer or Chair of the Board.**

Discussion

- ~ CPCNH's Members' representatives unanimously agreed there is no reason to restrict JPA amendments to once per year at the April Annual Meeting.
- ~ The By-Laws, in contrast, may be amended "at the Annual Membership Meeting, any Regular Meeting, or any Special Meeting" (Section 9.1). Several key Articles still require unanimous approval of all Member governing bodies.
- ~ Limiting JPA amendments to once/year presents risk for CPCNH's Members during 2022/2023 start-up phase, in the event any unforeseen issues need to be addressed more urgently than next April.
- ~ Allowing the Members the flexibility to amend the JPA throughout the year reduces risk that CPCNH runs into roadblocks preventing successful and timely launch of power supply services.
- ~ CPCNH's legal counsel reviewed the proposed amendment prior to its consideration at the April CPCNH Annual Membership Meeting and found it reasonable and well drafted.

Suggested Motion for Hudson Board of Selectmen

MOVE that the Hudson Board of Selectmen approves the amendment to Article XVI, Section 2 of the Joint Powers Agreement of the Community Power Coalition of New Hampshire as presented in the agenda packet for tonight's meeting.