

**NH Community Development Finance Authority  
Meeting of the Board of Directors**

**CDFA  
Webex Videoconferencing Meeting due to COVID-19 Pandemic Emergency**

**May 26, 2020  
10:00 AM**

CDFA BOARD OF DIRECTORS PRESENT: John Manning, *Chair*; Mary Ann Kristiansen, *Vice Chair*; Debbie Morin, *Chief Financial Officer and Secretary/Treasurer of the Board of Directors*; Mike Clafin; Robert Tourigny; Martha Rush-Mueller; Clay Mitchell; Cindy Harrington; and Ben Gaetjens-Oleson.

STAFF: Katy Easterly Martey, *Executive Director*; Scott Maslansky, *Director of Clean Energy Finance*; Melissa Latham, *Communications Manager*; and Maureen Quinn, *Office Manager and Board Relations Manager*.

CDFA COUNSEL: Joseph DiBrigida, *Sheehan Phinney Bass & Green, P.A.*

Mr. Manning called the meeting to order at 10:08 AM.

**Mr. Manning stated the meeting is being held in videoconferencing format due to the ongoing public health crisis and emergency related to the COVID-19 pandemic. All Directors are participating in the meeting from remote locations. Any and all action will require roll call votes.**

Mr. Manning noted no members of the public were present. CDFA's Counsel, Mr. Joe DiBrigida, from Sheehan Phinney, was in attendance as CDFA's legal counsel.

Mr. Manning reviewed the meeting agenda and called for questions or comments. None were offered.

**Motion – 10:08 AM**

Mr. Gaetjens-Oleson moved to approved the agenda, as presented. Ms. Rush-Mueller seconded. Mr. Manning called for roll call vote.

- Mr. Manning – yes
- Ms. Kristiansen – yes
- Mr. Tourigny – yes
- Mr. Clafin – yes
- Ms. Rush-Mueller – yes
- Mr. Mitchell – yes
- Ms. Harrington – yes
- Mr. Gaetjens-Oleson – yes

The motion carried with a unanimous vote of the Board.

**A. Consent Agenda**

Mr. Manning reviewed the consent agenda and called for questions or comments. None were offered.

**Motion – 10:11 AM**

Mr. Tourigny moved to approve the consent agenda, as presented. Ms. Kristiansen seconded. Mr. Manning called for roll call vote.

- Mr. Manning – yes
- Ms. Kristiansen – yes
- Mr. Tourigny – yes
- Mr. Clafin – yes
- Ms. Rush-Mueller – yes
- Mr. Mitchell – yes
- Ms. Harrington – abstained; was not present at May 12, 2020 Board of Directors meeting
- Mr. Gaetjens-Oleson – yes

The motion passed with seven (7) yeas and one (1) abstention of the Board.

#### **B. Nonprofit Emergency Relief and Recovery Fund – 10:12 AM**

Ms. Easterly Martey disclosed to the Board that she is related to Dick Ober, the President and Chief Executive Officer of the New Hampshire Charitable Foundation (NHCF). NHCF is one of the two other organizations working alongside CDFA to administer and deploy resources through the Nonprofit Emergency Relief and Recovery Fund. Ms. Easterly Martey noted she wanted to ensure this familial relationship does not create a conflict of interest. Ms. Easterly Martey asked Mr. DiBrigida whether nonpublic session should be entered to allow the Board of Directors to discuss and deliberate this issue.

Mr. DiBrigida stated his opinion is such that he does not believe a conflict of interest exists and nonpublic session is not required.

Mr. DiBrigida elaborated on his position and noted under NH RSA, Section 7:19-a, language does not indicate a conflict; additionally, a pecuniary benefit which would benefit Ms. Easterly Martey individually does not exist and Mr. Ober is not a member of her immediate family. The Board thanked Mr. DiBrigida for his explanation and were in agreement that this would not constitute a conflict of interest.

Ms. Easterly Martey stated it is anticipated additional information about the Fund will be available on June 5<sup>th</sup>. There are two key elements to the program as it is currently proposed, and these are:

1. Overarching goals for this Fund and distribution of funds are in alignment with CDFA principles and values, and
2. Analysis of applications will be akin to evaluations used to consider CDFA tax credit round applications.

Mr. Manning stated the Fund will have a Committee comprised of the Executive Director or President of the three nonprofits administering the fund, two board members from each of the three nonprofits and at least one designated alternate from the board of each of the three nonprofits. The Executive Directors or Presidents of the nonprofits will not have voting rights. Alternates will not be expected to vote unless they are called upon to serve in place of a Board member from their designated institution. The Fund Committee is expected to meet weekly over the course of 8 – 10 weeks, or until such time as the funds are exhausted or no further funding is sought.

The Board asked what the primary goal is of the Fund. Ms. Easterly Martey stated the Fund is intended to stabilize nonprofits by providing as much unrestricted, flexible funding as possible to ensure these organizations continue to have the capacity to serve the state's most vulnerable communities and populations. CDFA staff will provide services by evaluating applications. The New Hampshire Charitable Foundation possesses broad experience funding nonprofits across the state. The New Hampshire Center for Nonprofits excels in deploying technical assistance; it is anticipated this unique partnership of these three organizations can help ensure the impact of this Fund is profound. It was noted the Governor's office will have final decision in all funding determinations.

Mr. Manning asked the Directors for volunteers to serve on the Fund Committee. Ms. Rush-Mueller and Mr. Mitchell expressed willingness to serve.

Mr. Manning stated the Board of Directors is required to authorize CDFA to enter into a contract with the State of New Hampshire or New Hampshire Charitable Foundation as subcontractor for the Nonprofit Emergency Relief and Recovery Fund.

**Motion – 10:35 AM**

Mr. Clafin moved to authorize Ms. Easterly Martey or Mr. Manning to enter into a contract with the State of New Hampshire or New Hampshire Charitable Foundation by signing the subcontract which is part of the Nonprofit Emergency Relief and Recovery Fund. Mr. Tourigny seconded. Mr. Manning called for roll call vote.

- Mr. Manning – yes
- Ms. Kristiansen – yes
- Mr. Tourigny – yes
- Mr. Clafin – yes
- Ms. Rush-Mueller – yes
- Mr. Mitchell – yes
- Ms. Harrington – yes
- Mr. Gaetjens-Oleson – yes

The motion carried with a unanimous vote of the Board.

The Board discussed whether CDFA Directors nominated to the Fund Committee should represent distinct areas of the State. The Board stated it is important that all areas of the State have a voice to ensure the greatest impact from this Fund can be achieved. Mr. Gaetjens-Oleson stated he would be willing to serve as a volunteer on the Fund Committee.

**Motion – 10:41 AM**

Ms. Kristiansen moved to appoint Ms. Rush-Mueller, Mr. Mitchell, and if needed, Mr. Gaetjens-Oleson as CDFA representatives to the Nonprofit Emergency Relief and Recovery Fund. Mr. Clafin seconded. Mr. Manning called for roll call vote:

- Mr. Manning – yes
- Ms. Kristiansen – yes
- Mr. Tourigny – yes
- Mr. Clafin – yes
- Ms. Rush-Mueller – yes
- Mr. Mitchell – yes
- Ms. Harrington – yes
- Mr. Gaetjens-Oleson – yes

The motion carried by a unanimous vote of the Board.

Mr. Manning noted the full Board will be provided written updates about the work of the Fund Committee.

**Mr. Clafin and Ms. Kristiansen left the meeting at 10:43 AM.**

**C. Adjourn – 10:44 AM**

There being no further business before the Board of Directors, Ms. Harrington moved to adjourn the meeting. Ms. Rush-Mueller seconded. Mr. Manning called for roll call vote of the Board.

- Mr. Manning – yes
- Mr. Tourigny – yes
- Ms. Rush-Mueller – yes
- Mr. Mitchell – yes
- Ms. Harrington – yes
- Mr. Gaejens-Oleson – yes

The motion carried with a unanimous vote of the Board.

Respectfully submitted,



Maureen Quinn, Board Relations Manager



John Manning, Chairman of the Board of Directors