

REGULAR MEETING of the Board of Directors of the
Clean Power Alliance of Southern California
Thursday, February 7, 2019 2:00 p.m.

MINUTES

Conference Center at Cathedral Plaza, Room 6
555 W. Temple Street, Los Angeles, CA 90012

*Calabasas City Hall – Council Conference Room
100 Civic Center Way, Calabasas, CA 91301*

*Ventura County Government Center
Channel Islands Conference Room, 4th Floor Hall of Administration
800 South Victoria Avenue, Ventura, CA 93009*

*Whittier City Hall – Admin Conference Room
13230 Penn Street, Whittier, CA 90602*

I. WELCOME AND ROLL CALL

Chair Diana Mahmud called the meeting to order. Board Secretary Jacquelyn C. Betha conducted roll call.

Roll Call				
1	Agoura Hills	Deborah Lopez	Director	Remote
2	Alhambra	Adele Andrade Stadler	Alternate	In-Person
3	Arcadia	Sho Tay	Director	In-Person
4	Beverly Hills	Robert Wunderlich	Alternate	In-Person
5	Calabasas	John Bingham	Alternate	Remote
6	Camarillo	Tony Trembley	Director	Remote
7	Carson	Reata Kulcsar	Alternate	In-Person
8	Claremont	Corey Calaycay	Director	In-Person

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9	Culver City	Meghan Sahli Wells	Director	In-Person
10	Downey	Sean Ashton	Director	In-Person
11	Hawaiian Gardens	Ramie Torres	Alternate	Remote
12	Hawthorne	Frank Feng	Alternate	Remote
13	Los Angeles County	Gary Gero	Alternate	In-Person
14	Malibu	Skylar Peak	Director	In-Person
15	Manhattan Beach	Nancy Hersman	Alternate	In-Person
16	Moorpark	Janice Parvin	Director	Remote
17	Ojai	Michelle Ellison	Alternate	Remote
18	Oxnard	Carmen Ramirez	Director	In-Person
19	Paramount	Adriana Figueroa	Alternate	Remote
20	Redondo Beach	John Gran	Alternate	In-Person
21	Rolling Hills Estates	Steve Zuckerman	Director	In-Person
22	Santa Monica	Kevin McKeown	Director	In-Person
23	Sierra Madre	James Carlson	Alternate	In-Person
24	Simi Valley	Eric Levitt	Alternate	Remote
25	South Pasadena	Diana Mahmud	Chair	In-Person
26	Temple City	Nanette Fish	Director	Remote
27	Thousand Oaks	Claudia Bill-de-la Pena	Director	Remote
28	Ventura	Christy Weir	Director	Remote
29	Ventura County	Linda Parks	Vice Chair	In-Person
30	West Hollywood	Lindsey Horvath	Director	In-Person
31	Whittier	Henry Bouchot	Director	Remote

II. PUBLIC COMMENT

The following individuals provided public comments on items not on the agenda: David Haake (CPA Community Advisory Committee), Deyonta Norton, John Peterson, Dillon Hackey, Christian Ortega, Julie Cesar-Franco, Jeremy Mesa, Theo Carson, and Greg Macias, and Harvey Eder (Public Solar Power Coalition).

The following individual provided public comments on Items 3, 4, 5, 6, 7, 8, 9, and 12: Harvey Eder (Public Solar Power Coalition).

The following individuals provided public comments on Item 11: Joe Sullivan and Harvey Eder (Public Solar Power Coalition).

The following individuals provided public comments on Item 14: Vanesa Iniguez, Jennifer Kropke (IBEW / NECA), and Harvey Eder (Public Solar Power Coalition).

III. CONSENT AGENDA

1. Approved Minutes from December 13, 2018 Board of Directors Meeting
2. Adopted Resolution No. 19-02-001 to approve adjustments to 2019 Time of Use Domestic Rate Schedules (Phase 3)
3. Approved Amended Task Order No. 1 between CPA and MRW & Associates for Rate Setting and Cost of Service Consulting Services
4. Approved Amended Task Order No. 1 between CPA and LevelTen Energy for Long-Term RFO Support Consultant Services
5. Approved Amended Task Order No. 1 between CPA and The Energy Authority for Scheduling Coordinator and CRR Management Services
6. Approved Policy No. 7 for CPA Net Energy Metering (NEM)
7. Approved Professional Legal Services Agreement between CPA and Hall Energy Law PC
8. Authorized the Executive Director to execute a substantially similar Professional Legal Services Agreement or to revise an existing agreement with a qualified law firm specializing in PPAs for a not-to-exceed aggregate total of \$225,000 for up to nine projects

Staff indicated that CPA was not able to come to agreement with Akin Gump Strauss Hauer & Feld, LLP, and as such, recommended the Board approve the alternate requested action.

9. Approved Professional Legal Services Agreement between CPA and the Clean Energy Counsel
10. Received and filed Fiscal Year 2017/2018 Audit

Motion: West Hollywood, Lindsey Horvath.

Second: Downey, Sean Ashton.

Vote: The Consent Agenda passed by a unanimous roll call vote.

IV. REGULAR AGENDA

Action Items

11. Approved Clean Power Alliance Bylaws, with specified amendments, and directed the Executive Director to bring before the Board Amendment No. 3 to the Joint Powers Agreement (JPA) and a Resolution to Adopt the CPA Bylaws at a Regular Meeting on or after March 7, 2019

Several members of the Board expressed concern with the language in the Bylaws that Alternate Directors, who are not elected representatives of their member agency, are not permitted to participate in closed sessions. Nancy Whang, General Counsel, reported that the Bylaws are written to directly mirror the Brown Act as it applies to joint powers authorities and thereby ensure CPA's strict compliance. Chair Mahmud added that she is working to pursue a legislative fix to this component of the Brown Act to allow for Alternate Directors who are not elected officials to participate in closed sessions.

The Board also discussed the need to provide clarifications in two areas, and determined that the following language be modified in the Bylaws:

- Article II, section 4, subsection a, paragraph v be modified to specify that a felony conviction is not a ground for removal unless a Director is convicted of a felony while serving as a Director.
- Article III, section 2, subsection c and Article V, section 4, subsection c be modified so that a Regular Director meets this eligibility requirement when that Regular Director affirms

his/her intent to serve the full term of the relevant position (i.e., a Board Officer, an At-Large member of the Executive Committee, or a Standing Committee Chair).

Motion: Santa Monica, Director Kevin McKeown

Second: Ventura County, Vice Chair Linda Parks.

Vote: Agenda Item 11, with the stated revisions, was passed by a unanimous roll call vote.

12. Appointed One Member to the Community Advisory Committee Representing Unincorporated Los Angeles County

The Board appointed Neil Fromer, a resident of unincorporated Los Angeles County (Supervisorial District 5), to the Community Advisory committee. Mr. Fromer serves as Executive Director of Caltech's Resnick Institute.

Motion: Oxnard, Director Carmen Ramirez.

Second: Claremont, Director Corey Calaycay.

Vote: Agenda Item 12 was passed by a unanimous roll call vote.

13. Discussed Financial Reserve Policy

Clean Power Alliance CFO, David McNeil presented a draft Financial Reserve Policy to the Board to solicit their review and input. The CFO plans to present the proposed reserve policy to the Board for approval at its March 2019 meeting. David updated the Finance Committee on the Board discussion. There was also a recommendation that the Board focus on one target number in order to simplify the process.

This item was for informational and discussion purposes only.

14. Presentation on Long-Term Renewables request for Offers

Clean Power Alliance Director of Power Procurement & Planning, Natasha Keefer, provided a presentation on the progress of CPA's Long-Term Renewables Request for Offers and the projects that have been selected for the shortlist (RFO).

This item was for informational purposes only.

V. MANAGEMENT UPDATE

Clean Power Alliance Executive Director, Ted Bardacke presented the Management update to the Board of Directors. Ted noted that CPA staff will prepare for an influx of questions once customers begin receiving their first bill in March. Ted provided an update on NEM Energy customers who did not opt out and will be included in the Edison True-up. Moreover, he noted that NEM customers are those who usually scrutinize their bills for discrepancies and will most likely have several questions. Ted asked our member agencies to redirect any calls they receive regarding their bills to the CPA staff instead of the Call-Center so that staff can determine if the issue can be remedied in a standard manner or if the customer will require special care.

The Executive Director informed the board of some important upcoming events: The Community Advisory Committee will hold their first meeting the week of February 10th, Sustainable Incubator Workshop will be hosted on February 21st and CalCCA has selected Redondo Beach to host its 2019 annual meeting.

Clean Power Alliance COO, Matt Langer informed the board that it is necessary to present new rate changes to the Board of Directors in March and April to match SCE's upcoming rate changes. CPA intends to implement meeting the "Time of Use" rates for non-residential customers, at the March 7, 2019 board. CPA also plans to adopt indicative rates for phase 4 commercial customers so the rates can be visible for the next roll-out

phase. However, CPA will most likely call a Board meeting at the end of March instead of waiting until the April board meeting to establish the final rates.

VI. CLOSED SESSION

CONFERENCE WITH LEGAL COUNSEL— ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to Government Code section 54956.9(d)(2) or (3): 1

Nancy Whang, General Counsel, reported that no action was taken during closed session.

VII. COMMITTEE CHAIR UPDATES

There were no additional updates from Committee Chairs.

VIII. BOARD MEMBER COMMENTS

Director Ashton inquired if CPA has plans for a permanent office location Ted Bardacke, Executive Director reported that CPA is currently located within a coworking space and will be searching for a more permanent location over the next year, at which time it would inform the Board and public.

IX. REPORT FROM THE CHAIR

Chair Mahmud reported that there are two open At-Large positions on the Executive Committee, one representing Los Angeles County and the other representing Ventura County. CPA is calling for nominations for these two positions, and according to the newly adopted Bylaws, candidates must be a regular Director who has attended at least 50% of the past 12 CPA Board Meetings and must state their intent to serve the full Executive Committee term. Chair Mahmud indicated that staff would be sending additional information on the election process.

X. ADJOURN

Chair Mahmud adjourned the meeting.