

**Board of Directors Meeting Action Agenda**

November 19, 2020, 2 p.m.

City of Solana Beach | Virtual Meeting

Per State of California Executive Order N-29-20, and in interest of public health and safety, we are temporarily taking actions to prevent and mitigate the effects of the COVID-19 pandemic by holding Clean Energy Alliance Joint Powers Authority meetings electronically or by teleconferencing. All public meetings will comply with public noticing requirements in the Brown Act and will be made accessible electronically to all members of the public seeking to observe and address the Clean Energy Alliance Joint Powers Authority Board of Directors. Members of the public can watch the meeting live at: <https://solanabeach.12milesout.com/Video/Live>. You can participate in the meeting by e-mailing your comments to the Secretary at [secretary@thecleanenergyalliance.org](mailto:secretary@thecleanenergyalliance.org) 1 hour prior to commencement of the meeting. If you desire to have your comment read into the record at the meeting, please indicate so in the first line of your e-mail and limit your e-mail to 500 words or less. These procedures shall remain in place during the period in which state or local health officials have imposed or recommended social distancing measures.

**CALL TO ORDER:** 2:00 p.m.

**ROLL CALL:** Schumacher, Becker, Haviland

**FLAG SALUTE:** Led by Vice Chair Becker

**CLOSED SESSION:** General Counsel Gregory Stepanicich made an announcement regarding the Closed Session items and the Board recessed to Closed Session at 2:05 p.m.

**1. Conference with Legal Counsel—Existing Litigation**

Government Code Section 54956.9(d)(1)

*Expedited Application of San Diego Gas & Electric Company (U 902 E) Under the Power Charge Indifference Adjustment Account Trigger Mechanism, Application (A.) 20-07-009, filed July 10, 2020 with and pending before the California Public Utilities Commission*

**2. Conference with Legal Counsel—Initiation of Litigation**

Government Code Section 54956.9(a)(4)

Number of cases: Two

**RECONVENE TO OPEN SESSION:** 2:44 p.m.

**REPORT FROM CLOSED SESSION:** General Counsel Gregory Stepanicich announced that no action was taken in closed session that was required to be reported.

**BOARD COMMENTS & ANNOUNCEMENTS:** Board Member Schumacher and Vice Chair Becker extended gratitude to outgoing Chair Haviland for her service.

**PRESENTATIONS:** None

**PUBLIC COMMENT:** None

**APPROVAL OF MINUTES:**

Minutes of the Regular Meeting held September 17, 2020

Minutes of the Regular Meeting held October 15, 2020

**ACTION: Approved unanimously, 3/0**

**Consent Calendar**

**Item 1: Clean Energy Alliance Interim Treasurer’s Report**

**RECOMMENDATION**

Receive and File Clean Energy Alliance Interim Treasurer’s Report.

**Item 2: Clean Energy Alliance Energy Risk Management Policy Approval**

**RECOMMENDATION**

Approve Clean Energy Alliance Energy Risk Management Policy.

**Item 3: Adopt Resolution Amending Conflict of Interest Code Adding Community Advisory Committee Members and Clarifying the Disclosure Categories**

**RECOMMENDATION**

Adopt Resolution 2020-006 amending Conflict of Interest Code adding Community Advisory Committee Members and clarifying the disclosure categories.

**ACTION: Motion by Schumacher, second by Becker, to approve the Consent Calendar. Motion carried unanimously, 3/0.**

**New Business**

**Item 4: Clean Energy Alliance Interim Chief Executive Officer Report & Regulatory Affairs Update**

**RECOMMENDATION**

- 1) Receive and file Clean Energy Alliance Interim Chief Executive Officer Report.
- 2) Receive and file Clean Energy Alliance Regulatory Affairs Update Report.

**ACTION: Reports received and filed.**

**Item 5: Clean Energy Alliance Pro-Forma Update**

**RECOMMENDATION**

Receive presentation on the updated Clean Energy Alliance Pro-Forma.

**ACTION:** Presentation and update received and filed.

**Item 6: Authorize Execution of Escrow Agreement and Establishment of Secured Account to Satisfy the Updated Financial Security Requirement**

**RECOMMENDATION**

1) Authorize the Interim Chief Executive Officer to execute an escrow agreement with River City Bank and San Diego Gas & Electric and establishment of a new account with River City Bank in satisfaction of the new Financial Security Requirement, subject to General Counsel approval.

2) Appropriate \$147,000 for the Financial Security Requirement, to be funded by an increase in the loan from Calpine Energy Solutions.

**ACTION:** Motion by Vice Chair Becker, second by Board Member Schumacher, to authorize the Interim Chief Executive Officer to execute an escrow agreement with River City Bank and San Diego Gas & Electric and establishment of a new account with River City Bank in satisfaction of the new Financial Security Requirement, subject to General Counsel approval, and appropriate \$147,000 for the Financial Security Requirement, to be funded by an increase in the loan from Calpine Energy Solutions. Motion carried unanimously, 3/0.

**Item 7: Approve Increase in Promissory Note with Calpine Energy Solutions**

**RECOMMENDATION**

Authorize increase in promissory note with Calpine Energy Solutions from \$400,000 to the maximum \$650,000 to cover the Financial Security Requirement and Resource Adequacy collateral requirements.

**ACTION:** Motion by Vice Chair Becker, second by Board Member Schumacher, to authorize increase in promissory note with Calpine Energy Solutions from \$400,000 to the maximum \$650,000 to cover the Financial Security Requirement and Resource Adequacy collateral requirements.

Motion carried unanimously, 3/0.

**Item 8: Authorize Interim Chief Executive Officer to Negotiate Terms for Clean Energy Alliance Credit Solution**

**RECOMMENDATION**

Authorize Interim Chief Executive Officer to negotiate terms for Clean Energy Alliance credit solution.

**ACTION:** Motion by Vice Chair Becker, second by Board Member, to authorize Interim Chief Executive Officer to negotiate terms for Clean Energy Alliance credit solution.

Motion carried unanimously, 3/0.

**BOARD MEMBER REQUESTS FOR FUTURE AGENDA ITEMS:** Board Member Schumacher requested that the AMP Program be placed on a future agenda.

**ACKNOWLEDGEMENT OF DEPARTING BOARD MEMBER:** Chair Haviland was recognized for her service on the CEA JPA Board.

**ADJOURN:** Chair Haviland adjourned the meeting at 3:21 p.m.

**NEXT MEETING:** December 17, 2020, 2 p.m., hosted by City of Carlsbad (Virtual Meeting)

**Reasonable Accommodations**

*Persons with a disability may request an agenda packet in appropriate alternative formats as require by the Americans with Disabilities Act of 1990. Reasonable accommodations and auxiliary aids will be provided to effectively allow participation in the meeting. Please contact the Carlsbad City Clerk's Office at 760-434-2808 (voice), 711 (free relay service for TTY users), 760-720-9461 (fax) or [clerk@carlsbadca.gov](mailto:clerk@carlsbadca.gov) by noon on the Monday before the Board meeting to make arrangements.*

**Written Comments**

*To submit written comments to the Board, please contact the Carlsbad City Clerk's office at [secretary@thecleanenergyalliance.org](mailto:secretary@thecleanenergyalliance.org). Written materials related to the agenda that are received by 5:00 p.m. on the day before the meeting will be distributed to the Board in advance of the meeting and posted on the Authority webpage. To review these materials during the meeting, please contact the Board Secretary.*