

**Clean Energy Alliance – Board of Directors
Meeting Minutes
November 19, 2020 - 2 p.m.
City of Solana Beach
635 S. Highway 101, Solana Beach, CA 92075
Teleconference Locations per State of California Executive Order N-29-20**

CALL TO ORDER: Chair Haviland called to order the regular meeting of the Clean Energy Alliance (CEA) at 2:00 p.m.

ROLL CALL: Board Member Schumacher, Vice Chair Becker, Chair Haviland

FLAG SALUTE: The flag salute was 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: The Board reconvened to open session at 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

Motion by Board Member Schumacher, second by Vice Chair Becker, to approve the minutes as submitted. Motion carried 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: 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.

Motion by Board Member Schumacher, second by Vice Chair 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

Interim Chief Executive Officer Barbara Boswell presented the item and updated the Board regarding notice to the Solana Energy Alliance customers with regards to transitioning to the Clean Energy Alliance; the new Clean Energy Alliance website due to go live December 1; the first Community Advisory Committee meeting scheduled for December 3; and the completion of the CEA's resource adequacy procurements.

Special Regulatory Attorney Ty Tosdal updated and answered questions of the Board regarding Power Charge Indifference Adjustment (PCIA) Trigger Application proceeding; San Diego Gas & Electric (SDG&E) Energy Resource Recovery Account (ERRA) proceeding; Arrearage Management Plan (AMP) to assist eligible low-income residential customers who are behind on their utility bills; and the CEA's Financial Security Requirement due on December 8, 2020.

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

Reports received and filed.

Item 5: Clean Energy Alliance Pro-Forma Update

Interim Chief Executive Officer Barbara Boswell commented regarding the SDG&E ERRA Rate Application challenges and issues not allowing for reliable information in which to provide the Pro-Forma Update along with the outstanding items for PCIA Trigger Application that will impact CEA and its customers.

Ms. Boswell commented that forthcoming clarity will allow for the update at the December CEA JPA meeting.

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

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

Interim Chief Executive Officer Barbara Boswell presented the item and updated the Board on the new requirements.

Vice Chair Becker inquired regarding the FSR funds being held in escrow during the entirety of the CCA and Board Member Schumacher inquired regarding the return of funds to the CEA and how they would be handled. Ms. Boswell clarified that the funds are held in escrow and calculated every six months with the potential to increase but stated that the cost of procurement would be offset by revenue and clarified that the Board would decide how to handle during budget discussions.

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.

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

Interim Chief Executive Officer Barbara Boswell presented the item giving justification for the increase consideration.

Ms. Boswell clarified that the additional \$250k is to provide funding for additional cash collateral required by an energy supplier to meet the resource energy compliance requirement in response to Board Member Schumacher's inquiry.

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.

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

Interim Chief Executive Officer Barbara Boswell presented the item updating the Board on initial cashflow needs of the CEA and credit solution.

The Board commented and extended gratitude for the extra work on this item resulting in better terms being offered.

RECOMMENDATION

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

Motion by Vice Chair Becker, second by Board Member Schumacher, 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 returned to the Board as the agenda allows and Interim Chief Executive Officer deems appropriate.

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

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

DocuSigned by:

Susan Caputo

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Susan Caputo, MMC
Interim Board Clerk