

**Clean Energy Alliance - Board of Directors
Regular Meeting Minutes
March 31, 2022, 2:00 p.m.
Virtual Meeting
Teleconference Locations Per Government Code Section 54953(3) (Assembly Bill 361)**

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

ROLL CALL: Board Members: Inscoc, Musgrove, Acosta, Vice Chair Druker, Chair Becker

FLAG SALUTE: Chair Becker led the flag salute.

BOARD COMMENTS & ANNOUNCEMENTS - None

REPORT FROM BOARD SUBCOMMITTEE REGARDING CHIEF EXECUTIVE OFFICER CONTRACT REVIEW:

Vice Chair Druker reported on the subcommittee meeting to address the review of contract and salary of CEO Barbara Boswell that the current salary is in line with other CCAs of comparable size and requested that an agenda item be added to the next meeting agenda to consider a CEO bonus for the level of work performed launching CEA.

PRESENTATIONS - Presentation Regarding Nuclear Fusion Energy – Zabrina Johal, Director of Strategic Development, General Atomics

CEO Barbara Boswell introduced Zabrina Johal, Senior Director of Strategic Development at General Atomics who delivered an informative presentation regarding Nuclear Fusion Energy and answered questions of the Board.

PUBLIC COMMENT – None

APPROVAL OF MINUTES

Minutes of the Regular Meeting – February 24, 2022

Minutes of the Special Meeting – March 24, 2022

Motion by Chair Becker, second by Vice Chair Druker, to approve the minutes of the regular meeting held February 24, 2022, and the special meeting held March 24, 2022, as submitted.

Motion carried unanimously, 5/0.

Consent Calendar

Item 1: Reconsideration of the Circumstances of the COVID-19 State of Emergency to Determine Whether the Legislative Bodies of Clean Energy Alliance will Continue to Hold Meetings Via Teleconferencing and Making Findings Pursuant to Government Code Section 54943(e)

RECOMMENDATION

To continue meetings by teleconferencing pursuant to Government Code Section 54943(e), finding that: (1) the Board has reconsidered the circumstances of the state of emergency created by the COVID-19 pandemic; and (2) the state of emergency continues to directly impact the ability of the members to meet safely in person.

Motion by Chair Becker, second by Vice Chair Member Druker, to approve the consent calendar. Motion carried unanimously, 5/0.

New Business

Item 2: Clean Energy Alliance Chief Executive Officer Operational, Administrative and Regulatory Affairs Update

RECOMMENDATION

- 1) Receive and file Community Choice Aggregation Update Report from Chief Executive Officer.
- 2) Receive and file Community Choice Aggregation Regulatory Affairs Report from Special Counsel.

CEO Barbara Boswell updated the Board with highlights from the CEO report including CEA expansion commenting that the reports are in final stages and meetings scheduled with the cities of Oceanside, Vista, and San Clemente, and results will be brought to the Board at the CEA April Board meeting; commented on growth potential and outreach activities including attending Cleantech San Diego Procurement Webinar and the Carlsbad Chamber of Commerce Green Business Expo at the Carlsbad Flower Fields in April, and an invitation to meet with SDG&E Executive Team on a quarterly basis to hear of CEA planned expansion as well as opportunities to work together in meeting the needs of shared customers.

Special Counsel Tosdal updated the Board on the following regulatory affairs: Provider of Last Resort proceeding commenting PG&E argues that in addition to Financial Security Requirements (FSRs) liquidity in the event of mass return of customers is required and is proposing an insurance pool to be funded according to load share. Currently energy purchases must be made immediately when customers return to ensure adequate resources, but the current FSR mechanism does not provide for cash flow. PG&E proposes that establishment of a credit facility to be drawn upon by Investor Owned Utilities (IOU) for energy purchases in the event of mass return of customers to be funded by CCA programs with cash or letters of credit. Cal CCA argues that PG&E's liquidity pool is unworkable, and that traditional balancing account treatment should be used and that the real issue is financing costs which can be obtained through the commercial paper rate that is traditionally applied to balancing accounts, and changes to FSRs should be adequate to address financing costs. Proposed SB 1287 would raise FSR amounts and require FSR amounts to be based on 12 months rather than the current 6 months of procurement costs; SDG&E RPS Voluntary Allocation and Market Offer (VAMO) process established to allow CCA programs to purchase power allocations from utility portfolios and is a new process with implementation details not fully adopted. SDG&E submitted Advice Letter 3962-E seeking approval for pro forma contract raising issues around pricing, data, and discretion over resource pool and collateral requirements. Protests were filed by CalCCA to all IOU Advice Letters and Board will be updated as process continues; lastly, SoCal Gas has been fined \$9.8MM and ordered to repay all ratepayer funds that were improperly used to lobby

again local and other reach codes which are codes that go beyond current building codes in state law to achieve energy efficiency and emissions goals and in many cases have the effect of reducing gas consumption. SoCal Gas advocacy at issue, was related to appliance standards and is prohibited from using ratepayer funds for any standards activity until policy changes are made.

CEA Board received and filed the report.

Item 3: Fiscal Year 2022/2023 Budget Planning - Review of Current Professional Services Contracts and Provide Direction Regarding Staffing and Consulting Services for Fiscal Year 2022/2023

RECOMMENDATION

- 1) Review current professional services contracts and provide direction related to extensions for fiscal year 2022/2023.
- 2) Direct staff to engage a Human Resources consultant to develop a staffing plan to integrate into the fiscal year 2022/2023 draft budget.

CEO Barbara Boswell presented the item commenting that part of the budget planning is to review the contracts that are set to expire and seek direction of the Board regarding extensions of current contracts or engaging in solicitation for those services. In addition, request to engage a Human Resources consultant to develop a staffing plan as CEA and its needs grow.

Vice Chair Druker inquired regarding the expiration of contracts and whether renewal is at the discretion of the Board or other requirements for solicitation. CEO commented that audit services is recommended to be solicited every five years and other services at the discretion of the Board.

Chair Becker commented on satisfaction with current services, but local General Counsel might be beneficial for inhouse in person meetings.

Board Member Acosta concurred with Vice Chair Druker regarding the idea of long-term contracting and CEO Boswell recommended that a plan be developed during the next fiscal year for solicitation of services on a multi-year basis.

Chair Becker indicated a desire to solicit an RFP for General Counsel services to have local presence.

Board Member Musgrove inquired regarding the current services and how they were acquired, and CEO Boswell responded for each service indicating the different methods used to select initial services.

Motion by Chair Becker, second by Board Member Acosta, to approve staff recommendation to extend current professional services contracts and to solicit an RFP for General Counsel services. Approved unanimously, 5/0.

CEO Boswell commented regarding consideration of proposed positions for FY 2022/23 including Board Secretary, Key Accounts and Program Manager, Regulatory & Legislative Affairs Manager and Procurement & Contracts Administrator.

Chair Becker inquired as to full or part time position regarding the Regulatory & Legislative position and CEO Boswell commented that San Diego Community Power has a Director of Legislative & Regulatory Affairs and does collaborate with CEA, but that CEA has its own issues and own positions on bills etc.

Motion by Becker, second by Acosta, to direct staff to engage a Human Resources consultant to develop a staffing plan to integrate into the fiscal year 2022/2023 draft budget.

Approved unanimously, 5/0.

Item 4: Consider Appointments for Clean Energy Alliance Community Advisory Committee for Cities of Escondido and San Marcos

RECOMMENDATION

- 1) Approve Clean Energy Alliance Community Advisory Committee Nominees for City of Escondido – one for term ending December 31, 2024, and one for term ending December 31, 2025.
- 2) Approve Clean Energy Alliance Community Advisory Committee Nominees for City of San Marcos – one for term ending December 31, 2024, and one for term ending December 31, 2025.

Motion by Board Member Inscoe, second by Board Member Acosta, to approve the recommendations for CAC nominees as stated:

Appoint Rick Paul for the term ending 2024 and Susan Reveles for the term ending 2025 for the City of Escondido.

Motion carried unanimously, 5/0.

Motion by Board Member Musgrove, second by Board Member Inscoe, to approve the recommendations for CAC nominees as stated:

Appoint Kevin Norris for the term ending 2024 and Jennifer Kerschbaum for the term ending 2025 for the City of San Marcos.

Motion carried unanimously, 5/0.

Item 5: Consider Options and Provide Direction Related to In Person Meeting Location for Clean Energy Alliance Board and Community Advisory Committee Meetings and Consider Rescheduling April 28, 2022, CEA Regular Board Meeting.

RECOMMENDATION

- 1) Consider Options and Provide Direction Related to In Person Meeting Location for Clean Energy Alliance Board and Community Advisory Committee Meetings;
- 2) Consider rescheduling April 28, 2022, CEA Regular Board meeting; Direct Staff to Post Notice of Cancellation of April 28, 2022, CEA Board Meeting and Notice of Special Meeting for New Date, Pursuant to Brown Act.

CEO Boswell gave an overview of the item commenting that CEA priorities include geographic location, broadcast capabilities, appropriate meeting space and cost to city and went over the details of feasibility meetings with City of Carlsbad and San Marcos.

Vice Chair Druker commented that San Marcos is public transit friendly, and Member Musgrove commented on the three-story parking structure available.

Member Acosta thanked CEO and Carlsbad staff for work on determining best option.

**Motion by Musgrove, second by Inscoe, to approve staff recommendation to establish City of San Marcos as the most viable location for in person regular meetings upon the end of the California Covid 19 Pandemic state of emergency.
Approved unanimously, 5/0.**

**Motion by Becker, second by Druker, to cancel the April 28, 2022, Regular Board meeting, direct staff to post Notice of Cancellation of such meeting, and schedule a special meeting on April 21, 2022, at 2:00 p.m.
Approved unanimously, 5/0.**

BOARD MEMBER REQUESTS FOR FUTURE AGENDA ITEMS: Consideration of CEO salary and bonus.

ADJOURN: Chair Becker adjourned the meeting at 3:54 p.m.

DocuSigned by:
Susan Caputo
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Susan Caputo, MMC
Interim Board Clerk