

**Clean Energy Alliance - Board of Directors
Meeting Minutes
November 5, 2019 - 1:00 p.m.**

**Carlsbad City Hall – City Council Chamber
1200 Carlsbad Village Drive, Carlsbad, CA 92008**

SWEARING IN OF BOARD OF DIRECTORS & ALTERNATES

Carlsbad City Clerk Services Manager Sheila Cobian performed Oath of Office ceremony for Board Member Haviland, Board Member Becker, Alternate Board Member Hegenauer and Board Member Schumacher.

CALL TO ORDER: 1 p.m.

ROLL CALL: Schumacher, Haviland, Becker

FLAG SALUTE

Clerk Services Manager Sheila Cobian led the Pledge of Allegiance.

PUBLIC COMMENT

Time is provided so members of the public can address the Board on items that are not listed on the agenda. Speakers are limited to three (3) minutes each. In conformance with the Brown Act, no Board action can occur on items presented during Public Comment. If you desire to speak during Public Comment, fill out a SPEAKER CARD and submit it to the Board Secretary. When you are called to speak, please come forward to the podium and state your name.

Gretchen Newsom, representing International Brotherhood of Electrical Workers (IBEW) 569, suggested that the JPA form a Community Advisory Committee.

BOARD COMMENTS & ANNOUNCEMENTS

Board Members Schumacher, Haviland and Becker welcomed everyone to the meeting and spoke about looking forward to working together for a successful future.

NEW BUSINESS

Item 1. Elect Board Chair and Vice Chair

RECOMMENDATION:

That the Board elect a Director to serve as Chair and another Director to serve as Vice Chair through Fiscal Year 2019/2020, pursuant to Section 5.2 of the Clean Energy Alliance (CEA) Joint Powers Agreement (JPA).

City of Del Mar Environmental Sustainability and Special Projects Manager Clem Brown presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

Motion by Board Member Becker to appoint Board Member Schumacher to serve as Chair of the Clean Energy Alliance Joint Powers Authority through Fiscal Year 2019/2020. Motion carried unanimously, 3/0.

Motion by Board Member Haviland to appoint Board Member Haviland to serve as Vice Chair of the Clean Energy Alliance Joint Powers Authority through Fiscal Year 2019/2020. Motion carried unanimously, 3/0.

Item 2. Appoint Interim Board Secretary

RECOMMENDATION:

That the Board appoint Sheila Cobian, Clerk Services Manager for the City of Carlsbad, as interim Board Secretary, pursuant to Section 5.3 of the Clean Energy Alliance Joint Powers Agreement.

City of Del Mar Environmental Sustainability and Special Projects Manager Clem Brown introduced the agenda item presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

Motion by Chair Schumacher to appoint City of Carlsbad Clerk Services Manager Sheila Cobian to serve as interim Board Secretary, pursuant to Section 5.3 of the Clean Energy Alliance Joint Powers Agreement. Motion carried unanimously, 3/0.

Item 3. Appoint Interim Board Treasurer/Chief Financial Officer and Auditor

RECOMMENDATION:

That the Board appoint Marie Berkuti, Finance Director/Treasurer of the City of Solana Beach, as interim Treasurer/Chief Financial Officer and Auditor, pursuant to Section 5.4 of the Clean Energy Alliance Joint Powers Agreement.

City of Del Mar Environmental Sustainability and Special Projects Manager Clem Brown presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

Motion by Board Member Becker to appoint City of Solana Beach Finance Director/Treasurer Marie Berkuti to serve as interim Treasurer/Chief Financial Officer and Auditor, pursuant to Section 5.4 of the Clean Energy Alliance Joint Powers Agreement. Motion carried unanimously, 3/0.

Item 4. Chief Executive Officer – Request for Proposals

RECOMMENDATION:

That the Board direct staff to develop and release a Request for Proposals and return to the Board to select a qualified consultant to serve as Chief Executive Officer for Fiscal Year 2019/2020 at the December Board meeting, pursuant to Section 5.5 of the Clean Energy Alliance Joint Powers Agreement.

City of Solana Beach Assistant City Manager Dan King presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

Vice Chair Haviland confirmed with staff that the term Chief Executive Officer is the same as Executive Director.

In response to an inquiry from Chair Schumacher, Mr. King confirmed that staff would be returning to the Board with the responses to the Request for Proposals along with a recommendation in December.

Motion by Board Member Becker to direct staff to develop and release a Request for Proposals and return to the Board to select a qualified consultant to serve as Chief Executive Officer for Fiscal Year 2019/2020 at the December Board meeting, pursuant to Section 5.5 of the Clean Energy Alliance Joint Powers Agreement. Motion carried unanimously, 3/0.

Item 5. Appoint CEA General Counsel

RECOMMENDATION:

That the Board appoint the law firm of Richards, Watson & Gershon as General Counsel, and authorize the Board Chair to execute a Legal Services Agreement in an amount not to exceed \$80,000 for Fiscal Year 2019/2020.

City of Carlsbad Assistant to the City Manager Jason Haber presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

Mr. Greg Stepanicich of Richards, Watson & Gershon participated in the meeting via conference call. Mr. Stepanicich expressed his appreciation for the opportunity to participate in the meeting and gave a brief overview of his qualifications to serve as the Clean Energy Alliance General Counsel.

In response to an inquiry from Board Member Becker, Mr. Stepanicich explained that he would be available to attend the Board meetings on Thursdays in person.

Board Member Becker questioned if there was a need for Mr. Stepanicich to attend the meetings in person.

Vice Chair Haviland spoke in support of having Mr. Stepanicich attend the meetings in person.

Chair Schumacher confirmed with Mr. Stepanicich that he would be able to attend the meetings in person provided the meetings take place on Thursdays.

Mr. Stepanicich stated that he would be attending the November 19, 2019 meeting in person.

Motion by Vice Chair Haviland to appoint the law firm of Richards, Watson & Gershon as General Counsel, and authorize the Board Chair to execute a Legal Services Agreement in an amount not to exceed \$80,000 for Fiscal Year 2019/2020. Motion carried unanimously, 3/0.

Item 6. Appoint CEA Regulatory Special Counsel

RECOMMENDATION:

That the Board appoint the law firm of Tosdal APC as Special Regulatory Counsel, and authorize the Board Chair to execute a Legal Services Agreement in an amount not to exceed \$50,000 for Fiscal Year 2019/2020.

City of Solana Beach Assistant City Manager Dan King presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

Mr. King introduced Ty Tosdal of Tosdal APC, to provide a brief overview of the firm's qualifications to serve as Special Regulatory Counsel to the JPA.

Motion by Vice Chair Haviland to appoint the law firm of Tosdal APC as Special Regulatory Counsel, and authorize the Board Chair to execute a Legal Services Agreement in an amount not to exceed \$50,000 for Fiscal Year 2019/2020. Motion carried unanimously, 3/0.

Item 7. Adopt Resolution No. 19-001 Adopting the Conflict of Interest Code

RECOMMENDATION:

That the Board adopt Resolution No. 19-001 Adopting the Conflict of Interest Code pursuant to Government Code Section 87300.

City of Carlsbad Assistant to the City Manager Jason Haber presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

Motion by Board Member Becker to adopt Resolution No. 19-001 adopting the Conflict of Interest Code Pursuant to Government Code Section 87300. Motion carried unanimously, 3/0.

Item 8. Adopt Resolution No. 19-002 Setting the Time and Place for Clean Energy Alliance Board Meetings

RECOMMENDATION:

That the Board adopt Resolution No. 19-002 Setting the Time and Place for Clean Energy Alliance Board meetings.

City of Carlsbad Assistant to the City Manager Jason Haber presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

Board Member Becker stated that she would prefer a schedule that would allow the meetings to rotate between the City of Carlsbad, Solana Beach and Del Mar.

Chair Schumacher stated she would prefer that all meetings take place on the third Thursday of each month at 2 p.m.

The Board returned the item to staff to prepare a schedule reflecting the desire of the Board to rotate the meeting locations and for the regular meeting dates and times be on the third Thursday of each month at 2 p.m.

Item 9. Review Proposed Implementation Timeline, Overview of Implementation Plan & Statement of Intent and Confirm Implementation Plan Assumptions

RECOMMENDATION:

That the Board review the proposed Clean Energy Alliance Implementation Timeline – Action Items (First Six Months) and overview of the CEA Implementation Plan and Statement of Intent and confirm that the plan’s underlying assumptions are consistent with those identified in the CEA Joint Powers Agreement.

City of Solana Beach Assistant City Manager Dan King presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

In response to an inquiry from Chair Schumacher, staff explained that the Board may establish boards, commissions and committees per the agreement and that the Board has the freedom to form any in the best interest of the JPA.

Motion by Vice Chair Haviland confirming the CEA Implementation Plan Statement of Intent underlying assumptions are consistent with those identified in the CEA Joint Powers Agreement. Motion carried unanimously, 3/0.

Item 10. Review Draft FY 2019/2020 Initial Budget and Consider Requests for Member Agency Advances to Fund Initial Costs in the Amount of \$450,000

RECOMMENDATION:

That the Board review the draft Fiscal Year 2019/2020 Clean Energy Alliance initial budget, pursuant to Section 7.3.1 of the CEA Joint Powers Agreement, and consider requesting advances in the amount of \$150,000 from each Member Agency to fund initial costs in the amount of \$450,000, to be repaid from future CEA program revenues, pursuant to Section 7.3.2 of the CEA JPA.

City of Solana Beach Assistant City Manager Dan King presented the agenda item and reviewed a PowerPoint presentation (on file in the office of the Board Secretary).

Motion by Vice Chair Haviland authorizing approval to request advances in the amount of \$150,000 from each Member Agency to fund initial costs in the amount of \$450,000 to be repaid from future CEA program revenues, pursuant to Section 7.3.2 of the CEA JPA. Motion carried unanimously, 3/0.

CLOSING COMMENTS

In response to an inquiry from Board Member Becker, staff stated that members of the public may submit written materials for Distribution to the Board via e-mail at clerk@carlsbadca.gov.

Vice Chair Haviland asked who the Board members should contact should they have any questions.

Mr. King stated that each Board member could contact their staff members from their respective cities.

ADJOURNMENT:

Chair Schumacher adjourned the duly noticed Meeting at 2:08 p.m. and announced that the next meeting would be held on November 19, 2019, at 10 a.m. in the City of Carlsbad City Council Chamber.



Sheila R. Cobian, MMC
Interim Board Secretary