

**Clean Energy Alliance - Board of Directors  
Regular Meeting Minutes  
March 30, 2023, 2:00 p.m.  
City of Oceanside, Council Chamber  
300 North Coast Hwy, Oceanside CA 92054**

**CALL TO ORDER:** Chair Druker called to order the regular meeting of the Clean Energy Alliance at 2:03 p.m.

**ROLL CALL:** Board Members: Bhat-Patel, C. Garcia, Joyce, Zito, Vice Chair Musgrove, Chair Druker  
Board Member Melendez arrived at 2:05 p.m.

**FLAG SALUTE:** Board Member Joyce led the flag salute.

**BOARD COMMENTS & ANNOUNCEMENTS:** Board Member Joyce welcomed all to the City of Oceanside.

**PRESENTATIONS:** None

**PUBLIC COMMENT:** Rob Howard addressed the Board with a welcome to Oceanside.

**APPROVAL OF MINUTES**

January 26, 2023  
February 23, 2023

**Motion by Vice Chair Musgrove, second by Member Bhat-Patel, to approve the minutes of the January 26, 2023, and February 23, 2023, regular meetings.**

**Motion carried unanimously, 5/0 with Members C. Garcia and Joyce abstaining.**

*Consent Calendar*

**Item 1: Clean Energy Alliance Treasurer's Report for January 2023**

**RECOMMENDATION**

Receive and file Clean Energy Alliance Treasurer's Report for January 2023.

**Item 2: Declare Clean Energy Alliance Community Advisory Committee Vacancy for the City of Escondido for Term Ending December 2025**

**RECOMMENDATION**

Declare Community Advisory Committee vacancy for the City of Escondido for term ending December 2025 and direct application period to be open March 31 – April 30, 2023, and return with recommendation for appointment May 25, 2023.

**Item 3: Consider approval of Professional Services Agreements with Tripepi Smith for Communications and Marketing Services through June 30, 2025, and Keyes and Fox Legal Services through June 30, 2024**

**RECOMMENDATION**

- 1.) Approve Professional Services Agreements with Tripepi Smith for Communications and Marketing Services, for a not to exceed amount of \$180,000 for each fiscal year, 2023/24 and FY 2024/25 and authorize the Chief Executive Officer to execute all documents, subject to General Counsel approval.
  
- 2.) Approve Legal Services Agreement with Keyes and Fox for a not to exceed amount of \$112,500 for FY 2022/23 and \$100,000 for FY 2023/24 and authorize the Chief Executive Officer to execute all documents, subject to General Counsel approval.

**Item 4: Consider Approval of Revision of Clean Energy Alliance Policy No. CEA-020 Establishing Terms for Community Advisory Committee Chair and Vice Chair**

**RECOMMENDATION**

Approve revision to Clean Energy Alliance Policy No. CEA-020, Establishing Terms for Community Advisory Committee Chair and Vice Chair

**Item 5: Consider Canceling Regular Clean Energy Alliance Regular Board Meeting April 27, 2023**

**RECOMMENDATION**

Cancel the regular Clean Energy Alliance Board meeting April 27, 2023.

**Motion by Member Melendez, second by Vice Chair Musgrove, to approve the Consent Calendar. Motion carried unanimously, 7/0.**

*Public Hearing*

**Item 6: Consider amending Clean Energy Alliance's Rate Schedule to add rate EV-HP Effective April 1, 2023**

**RECOMMENDATION**

1. Conduct the Public Hearing: Open the Public Hearing, Receive Public Testimony, close the Public Hearing.
2. Approve amendment to Clean Energy Alliance's Rate Schedule to add EV-HP effective April 1, 2023.

Chair Druker opened the public hearing and Interim Board Secretary Caputo reported on the notices. CEO Boswell presented the item noting that CEA does not currently offer the rate EV-high power (EV-HP). With the expansion into Escondido and San Marcos, there are customers being served on this rate and adding the rate will allow CEA to serve customers on this same rate.

Board comments and questions included confirmation of automatic enrollment unless an affirmative action not to join CEA is taken; confirmation of a slight positive measurable financial impact and confirmation that all customers have the same opportunity to opt up or down.

Chair Druker closed the public hearing.

**Motion by Vice Chair Musgrove, second by Board Member Bhat-Patel, to conduct the Public Hearing and approve amendment to Clean Energy Alliance's Rate Schedule to add EV-HP effective April 1, 2023.**

**Motion carried unanimously, 7/0**

**Item 7: Consider Approval of Resolution No. 2023-003 Approving Credit Agreement Amendment and Fee Agreement with JP Morgan Increasing Line of Credit from \$15M to \$25M**

**RECOMMENDATION**

- 1.) Adopt Resolution No. 2023-003 approving credit agreement amendment with JPMorgan, in a form substantially as attached, increasing line of credit from \$15M to \$25M and authorize the Chief Executive Officer to execute all documents, subject to Special Counsel and General Counsel approval; and
- 2.) Approve related Fee Agreement with JPMorgan and authorize Chief Executive Officer to execute all documents, subject so Special Counsel and General Counsel approval.

CEO Boswell presented the item noting that near-term temporary cash flow needs, and procurement collateral requirements related to expansion to Oceanside and Vista require an increase to the JPMorgan Credit and Fee Agreements.

Chair Druker commented that he previously recused himself from items related to JPMorgan due to a potential conflict of interest regarding JPMorgan and his employment and that any potential conflict of interest no longer exists.

Member Joyce inquired about a reduction in credit line following the expansion.

CEO Boswell commented that the funds would be used for near-term cash flow and procurement needs, noting that as a new business without a lot of credit history the requirement for upfront cash deposit or a letter of credit is common with suppliers. Public Finance Attorney Rudy Salo commented that should the need to reduce the line of credit arise provisions exist in the credit agreement to provide that.

Alan Soto addressed the Board regarding interest rates on the credit line.

**Motion by Member Zito, second by Vice Chair Musgrove, to approve Resolution No. 2023-003 approving the Credit Agreement Amendment and Fee Agreement with JP Morgan increasing Line of Credit from \$15M to \$25M.**

**Motion carried unanimously, 7/0**

**Item 8: Provide Input into Priorities to be Considered in Developing the Draft Fiscal Year 2023/24 Budget to be Presented to the Clean Energy Alliance Board at the Public Hearing May 25, 2023, and Consider Appointment of Board Subcommittee for Chief Executive Officer Recruitment**

**RECOMMENDATION**

- 1) Provide input into priorities to be considered in developing the draft Fiscal Year 2023/24 budget to be presented to the Clean Energy Alliance Board at the Public Hearing May 25, 2023.
- 2) Appoint Board Subcommittee for Chief Executive Officer Recruitment.

CEO Barbara Boswell gave an overview of the item noting identified budget priorities including ensuring financial stability; meeting regulatory compliance; successful expansion to Escondido and San Marcos; recruitment of locally based CEO; and subcommittee appointment for CEO recruitment.

Addressing the Board was Rob Howard.

Board comments and questions included the importance of consistency and leadership; commending CEO Boswell for all her hard work and effort reaching out to the communities; and including community in recruitment process of the next CEO; and CEO Subcommittee appointments.

**Motion by Vice Chair Musgrove, second by Member Bhat-Patel, to approve the recommended action and the appointment of Members Kristie Becker, Katie Melendez, and Chair Druker to the Board Subcommittee for Chief Executive Officer Recruitment.**

**Motion carried unanimously, 7/0**

**Item 9: Clean Energy Alliance Chief Executive Officer Operational, Administrative, General Counsel Brown Act Update and Regulatory Affairs Update**

**RECOMMENDATION**

Receive and file Community Choice Aggregation Update Report from Chief Executive Officer, General Counsel Brown Act Update, and Regulatory Affairs Report from Special Counsel Tosdal APC.

CEO Boswell provided an update including the myriad of presentations given regarding CEA; and opt-out stats. General Counsel Johanna Canlas provided a Brown Act update.

Regulatory Counsel Tosdal provided an update on items including Resource Adequacy proceedings; the past winter's spike in natural gas prices; Diablo Canyon; and Provider of Last Resort (POLR) proceedings.

**Board received and filed report.**

**BOARD MEMBER REQUESTS FOR FUTURE AGENDA ITEMS:** None.

**ADJOURN:** Chair Druker adjourned the meeting at 4:10 p.m.

DocuSigned by:

*Susan Caputo*

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Susan Caputo, MMC  
Interim Board Secretary