

VALLEY CLEAN ENERGY ALLIANCE

Staff Report – Item 11

TO: Board of Directors

FROM: George Vaughn, Director of Finance and Internal Operations
Rebecca Boyles, Director of Marketing and Customer Care

SUBJECT: Approval of Amendment One (1) to Green Ideals, Marketing Consultant Agreement, to extend one year

DATE: November 12, 2020

RECOMMENDATION

Adopt a resolution authorizing the Interim General Manager, in consultation with VCE Legal Counsel, to execute an amendment extending VCE's existing contract one year with Green Ideals, for communications and outreach vendor consultant services.

BACKGROUND & DISCUSSION

After issuing a request for proposals for community outreach and marketing services in November 2018, the VCE Board authorized the Interim General Manager to execute a two-year agreement with Green Ideals for communications and outreach services via Resolution 2018-031. The agreement is set to expire on November 21, 2020 and the not to exceed amount is \$425,000. The Resolution provided a no-cost extension of up to one (1) year at agreed prices with all other terms and conditions remaining the same.

Through the September 30, 2020 financial close, approximately \$119,000 remains in the original contract not-to-exceed amount of \$425,000. This remaining amount will enable spending of approximately \$8,500 per month for the duration of the contract extension and allows the approval of the recommended one-year extension, at recent monthly expenditure rates, to be covered by the original not-to-exceed amount. Average spending on this contract over the past six months is \$8,522 per month, although average spending for the first 23 months of the contract in total has been \$13,292 per month. Staff will attempt to maintain the remaining budget of \$8,500 per month, but in the event that contract funds run out prior to the contract expiration, staff may request additional funding as necessary.

The Green Ideals agreement provides the following scope of services: 1) program branding, design, identity; 2) community outreach / stakeholder engagement; 3) develop and manage marketing campaigns and maintain a social media presence; and, 4) develop communication outreach plan.

Green Ideals has provided valuable support to staff, including development and implementation of program branding through the development of marketing materials, assisting with community outreach in developing a marketing and communications plan, developing press releases, op eds, advertisements, correspondence, and electric vehicle and energy efficiency materials, launching and updating VCE's website, and, assisting with numerous other projects. These marketing and community outreach services are considered mission critical to the organization. Green Ideals has provided prompt service, competitive market rates for contracted services, and has met or exceeded contract provisions. Based on the competitive rates and performance, staff is recommending an extension of the services agreement with Green Ideals.

The recommended amendment will extend the Green Ideals contract one year to November 21, 2021 and update Exhibit D – Budget, Payment, Rates. All other provisions of the contract remain unchanged, including the not to exceed amount.

FISCAL IMPACT

Costs for the Green Ideals contract is a time and materials-based contract not to exceed \$425,000 for two years, with the option of a third-year extension at no additional cost. Through September 30, 2020, \$306,000 has been spent on the contract, leaving \$119,000 available in the contract. VCE has funds in its fiscal year 2020/2021 budget available to cover the current fiscal year expenditures, and any remaining and necessary expenses will be budgeted in fiscal year 2021/2022.

ATTACHMENTS

1. Resolution including the following exhibits:
 - a. Amendment One (1)
 - b. Amended Exhibit D – Budget, Payment, Rates

VALLEY CLEAN ENERGY ALLIANCE

RESOLUTION NO. 2020 - ____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE VALLEY CLEAN ENERGY ALLIANCE APPROVING AMENDMENT ONE (1) TO THE GREEN IDEALS AGREEMENT FOR CONSULTANT SERVICES FOR COMMUNICATIONS AND OUTREACH VENDOR AND AUTHORIZING THE INTERIM GENERAL MANAGER TO SIGN

WHEREAS, on November 15, 2018 via Resolution 2018-031 an agreement was entered into between VCE and Green Ideals (GI) for communications and outreach vendor consultant services, said agreement will expire on November 21, 2020; and

WHEREAS, within Resolution 2018-031, it provides the option for a no-cost extension of up to one (1) year by mutual agreement at agreed prices with all other terms and conditions remaining the same; and

WHEREAS, the relationship between VCE and GI has been successful and both parties have agreed to execute the option for a no-cost extension, extending the contract to November 21, 2021; and,

WHEREAS, of the not to exceed amount of \$425,000, approximately \$119,000 remains available in the contract, which is available to cover the current fiscal year 2020/2021 expenditures, and any remaining and necessary expenses will be budgeted in fiscal year 2021/2022.

NOW, THEREFORE, the Board of Directors of the Valley Clean Energy Alliance resolves as follows:

1. authorizes the VCE Interim General Manager to execute on behalf of VCE Amendment One (1) to the GI Agreement for communication and outreach services taking the no-cost extension per authority provided in Resolution 2018-031; and,
2. updating Exhibit D, as set forth in the attached Exhibit D – Amendment One (1) to GI’s Agreement; and,
3. The Interim General Manager is authorized to execute the agreement amendment substantially in the form attached hereto as Exhibit A on behalf of VCE, and, in consultation with legal counsel, is authorized to approve minor changes to the agreement so long as the term and price are not changed.

PASSED, APPROVED AND ADOPTED, at a regular meeting of the Valley Clean Energy Alliance, held on the ____ day of _____, 2020, by the following vote:

AYES:
NOES:
ABSENT:
ABSTAIN:

Don Saylor, VCE Chair

Alisa M. Lembke, VCE Board Secretary

EXHIBIT A - Amendment One (1) to Green Ideals Agreement for Consultant Services

EXHIBIT A

**AMENDMENT ONE (1) TO
GREEN IDEALS AGREEMENT FOR CONSULTANT SERVICES**

AMENDMENT NO. ONE (1)
TO THE AGREEMENT FOR CONSULTANT SERVICES
BETWEEN
VALLEY CLEAN ENERGY ALLIANCE
AND
GREEN IDEALS

1. Parties and Date.

This Amendment No. One (1) to the Consultant Services Agreement is made and entered into as of this day of November 2020, by and between Valley Clean Energy Alliance, a Joint Powers Agency, existing under the laws of the State of California with its principal place of business at 604 2nd Street, Davis, California 95616 (“VCE”) and Green Ideals, with its principal place of business at 47 Creek Road, Fairfax, California 94930 (“GI”). VCE and GI are sometimes individually referred to as “Party” and collectively as “Parties.”

2. Recitals.

2.1 Green Ideals. VCE and GI have entered into an agreement entitled “Agreement for Consultant Services” effective November 21, 2018 (“Agreement”) as VCE Agreement No. 2018-01 for the purpose of retaining GI to provide the services described in the Agreement.

2.2 Amendment Purpose. VCE and GI desire to amend the Agreement to extend the Agreement for an additional year and to update Exhibit D.

2.3 Amendment Authority. This Amendment No. One (1) is authorized pursuant to Section 6.10 of the Agreement.

3. Terms.

3.1 Amendment. Section 1.4 of the Agreement is hereby amended in its entirety to read as follows:

1.4 Term The term of this Agreement shall be extended from an expiration date of November 21, 2020 to a new expiration date of November 21, 2021, unless amended as provided in this Agreement, or when, or when terminated as provided in Article 5.

3.2 Amendment. Exhibit D of the Agreement is hereby replaced in its entirety by Exhibit D attached hereto, which is incorporated herein.

3.3 Continuing Effect of Agreement. Except as amended by this Amendment No. One (1), all other provisions of the Agreement remain in full force and effect and shall govern the actions of the parties under this Amendment No. One (1). From and after the date of this Amendment No. One (1), whenever the term “Agreement” appears in the Agreement, it shall mean the Agreement as amended by this Amendment No. One (1).

3.4 Adequate Consideration. The Parties hereto irrevocably stipulate and agree that they have each received adequate and independent consideration for the performance of the obligations they have undertaken pursuant to this Amendment No. One (1).

3.5 Severability. If any portion of this Amendment No. One (1) is declared invalid, illegal, or otherwise unenforceable by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect.

[Signatures on Next Page]

**SIGNATURE PAGE FOR AMENDMENT NO. ONE (1) TO THE AGREEMENT FOR
CONSULTANT SERVICES
BETWEEN VALLEY CLEAN ENERGY ALLIANCE
AND GREEN IDEALS**

IN WITNESS WHEREOF, the Parties have entered into this Amendment No. ONE (1) as of
the day of November 2020.

VALLEY CLEAN ENERGY ALLIANCE

GREEN IDEALS

By: _____
Mitch Sears
Interim General Manager

By: _____
Its: Managing Director/Principal

Printed Name: Susan Bierzychudek

APPROVED AS TO FORM:

By: _____
Harriet Steiner
VCE Attorney

EXHIBIT D

BUDGET, PAYMENT, RATES

Budget: \$425,000 for marketing and outreach services covering through November 21, 2021.

Payment: VCEA will pay uncontested invoices within 30 days of receipt.

Billing Rates

Green Ideals

Susan Bierzychudek	\$175/hour	Project Director/Principal
Julie Contreras	\$150/hour	Design Director

Media Solutions

Cynthia Metler	\$150/hour	VP
Kelly Wheeler	\$125/hour	Senior Media Buyer
Alisha Harris	\$120/hour	Account Executive
David Alvarado	\$100/hour	Media Buyer/Coordinator

Digital Marketing Labs

Kyle Cassano	\$160/hour	President/CEO
Todd Wilkinson	\$140/hour	Project Manager