

VALLEY CLEAN ENERGY ALLIANCE**Staff Report – Item 12**

TO: Board of Directors

FROM: Rebecca Boyles, Director of Marketing and Customer Care

SUBJECT: Ratify Third Amendment to Green Ideals, Marketing Consultant Agreement, to extend through February 28, 2023 and increase not to exceed amount

DATE: December 8, 2022

RECOMMENDATION

Ratify Third Amendment to Green Ideals, Marketing Consultant Agreement, extending the agreement through February 28, 2023 and increasing the not to exceed amount by \$40,000.

BACKGROUND & DISCUSSION

In November 2018, VCE entered into an agreement with Green Ideals for customer outreach and marketing consultants. In November 2020, the Board approved Amendment One (1), which extended the agreement one (1) year to expire on November 21, 2021. In September 2021, the Board approved Amendment Two (2), which extended the agreement one (1) year to expire on November 21, 2022.

VCE issued a request for proposals for marketing, website, and social media services in August 2022. Several proposals were received and evaluated. In a separate agenda item, staff is recommending to the Board at this meeting to enter into an agreement with a new marketing vendor. To cover the transition from Green Ideals to the new vendor and to continue to provide customer outreach and marketing services to VCE, a Third Amendment via agreement letter was signed by VCE's Executive Officer Mitch Sears and Green Ideals to extend the Green Ideals agreement through February 28, 2023 [ninety-seven (97) days] and increase the not to exceed amount by \$40,000. Attached is a copy of the signed Third Amendment letter agreement.

FISCAL IMPACT

The Green Ideals contract is a time and materials-based contract. The Third Amendment increased the not-to-exceed amount by \$40,000. VCE has funds in its 2022 budget year and has budgeted monies in its proposed 2023 Operating budget to cover the current and anticipated expenditures.

ATTACHMENTS

1. Signed Third Amendment
2. Resolution 2022-XX to Ratify

THIRD AMENDMENT TO THE AGREEMENT FOR CONSULTANT SERVICES BETWEEN VALLEY CLEAN ENERGY ALLIANCE AND GREEN IDEALS

This Third Amendment to the Consultant Services Agreement (“Third Amendment”) is made and entered into as of this 21st day of November 2022, 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, a sole proprietorship, 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.”

Recitals

1. On November 21, 2018, VCE and GI entered into an “Agreement for Consultant Services,” No. 2018-01 (“Agreement”), for the purpose of retaining GI to provide the services described in Exhibit A of the Agreement. The Agreement was for a term of two (2) years and a total amount not to exceed \$425,000.
2. On November 12, 2020, the VCE Board of Directors approved Resolution No. 2018031, authorizing the Interim General Manager to execute the First Amendment to the Agreement, extending the term for one (1) year, for a new expiration date of November 21, 2021.
3. On September 9, 2021, the VCE Board of Directors approved Resolution No. 2021-019, authorizing the Interim General Manager to execute the Second Amendment to the Agreement, extending the term by one (1) year, through November 21, 2022, and increasing the not to exceed amount by \$200,000, for a total amount not to exceed \$625,000.
4. VCE and GI now desire to further amend the Agreement to extend the term for a new expiration date of February 28, 2023, and to increase the not to exceed amount by \$40,000, for a total not to exceed amount of \$665,000.

Now therefore, for good and valuable consideration, the amount and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Section 1.4 of the Agreement is hereby amended in its entirety to read as follows:
 - a. 1.4 Term. The term of this Agreement, which began on November 21, 2018, shall end on February 28, 2023, unless amended as provided in this Agreement, or when terminated as provided in Article 5.
2. Exhibit D of the Agreement is hereby replaced in its entirety by Exhibit D attached hereto.
3. Except as amended by this Third Amendment, all other provisions of the Agreement will remain in full force and effect.

4. If any portion of this Third Amendment 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 THIRD AMENDMENT TO THE AGREEMENT FOR CONSULTANT SERVICES
BETWEEN VALLEY CLEAN ENERGY ALLIANCE
AND GREEN IDEALS**

IN WITNESS WHEREOF, the Parties have entered into this Third Amendment as of the 21st day of November 2022.

VALLEY CLEAN ENERGY ALLIANCE

GREEN IDEALS



By:

Mitch Sears
Executive Officer



By:

Susan Bierzychudek
Managing Director/Principal

APPROVED AS TO FORM

By: 

Inder Khalsa
VCE Attorney

EXHIBIT D

BUDGET, PAYMENT, RATES

Budget: \$665,000 for marketing and outreach services covering through February 28, 2023.

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

Billing Rates

Green Ideals

Susan Bierzychudek
Julie Contreras

\$175/hour
\$150/hour

Project Director/Principal
Design Director

Media Solutions

Cynthia Metier
Kelly Wheeler
Alisha Harris
David Alvarado

\$150/hour
\$125/hour
\$120/hour
\$100/hour

VP
Senior Media Buyer
Account Executive
Media Buyer/Coordinator

Digital Marketing Labs

Kyle Cassano
Todd Wilkinson

\$160/hour
\$140/hour

President/CEO
Project Manager

VALLEY CLEAN ENERGY ALLIANCE

RESOLUTION NO. 2022 - ____

**A RESOLUTION OF THE BOARD OF DIRECTORS OF VALLEY CLEAN ENERGY ALLIANCE
RATIFYING THE THIRD AMENDMENT TO THE GREEN IDEALS AGREEMENT FOR
COMMUNICATIONS AND OUTREACH CONSULTANT SERVICES**

WHEREAS, on November 15, 2018 the Board of Directors of the Valley Clean Energy Alliance (“VCE”) adopted Resolution 2018-031 to authorize its General Manager to execute an agreement between VCE and Green Ideals (“GI”) for communications and outreach vendor consultant services that was to expire November 21, 2020; and

WHEREAS, Resolution 2018-031 provided 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, on November 10, 2020 the VCE Board of Directors adopted Resolution 2020-031 to approve Amendment One (1) to the GI agreement, which exercised VCE’s option for a one (1) year no-cost extension to the agreement, to expire on November 21, 2021; and

WHEREAS, on September 9, 2021 the VCE Board of Directors adopted Resolution 2021-019 to approve Amendment Two (2) to the GI agreement, which extended the expiration term by one (1) year to November 21, 2022 and increased the total not to exceed amount to \$625,000; and

WHEREAS, both parties to the GI agreement have agreed to again extend the expiration term, and on November 21, 2022 a Third Amendment to the GI agreement was executed to extend the expiration term through February 28, 2023 and to increase the not to exceed amount by \$40,000 to cover anticipated expenses while transitioning to a new marketing, social media and website vendor, for a total not to exceed amount of \$665,000.

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

1. Ratifies the Third Amendment to the Green Ideals Agreement to extend the agreement through February 28, 2023 and increase the not to exceed amount by \$40,000.

PASSED, APPROVED AND ADOPTED, at a regular meeting of the Valley Clean Energy Alliance, held on the ____ day of _____, 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Jesse Loren, VCE Chair

Alisa M. Lembke, VCE Board Secretary

EXHIBIT A - Signed Third Amendment Letter to Green Ideals Agreement

EXHIBIT A

**THIRD AMENDMENT TO
GREEN IDEALS AGREEMENT FOR CONSULTANT SERVICES**