

**MINUTES OF THE VALLEY CLEAN ENERGY ALLIANCE
BOARD OF DIRECTORS
December 13, 2016**

The Board of Directors of the Valley Clean Energy Alliance met in regular session beginning at 5:00 p.m. in the Community Chambers, 23 Russell Boulevard, Davis, California, 95616.

Board Members Present: Duane Chamberlain, Robb Davis, Lucas Frerichs, Don Saylor

Board Members Absent: None

Oath of Office	Board Members received the Oath/Affirmation of Office.
Approval of Agenda	By consensus, the VCEA Board approved the agenda.
Interim Chair Appointment	R. Davis moved, seconded by L. Frerichs, to designate D. Saylor as Interim Chair. Motion passed unanimously.
Introduction of VCEA Implementation Team	City of Davis: Sustainability Program Manager Mitch Sears, Assistant City Manager Mike Webb, City Attorney Harriet Steiner Yolo County: Community Services Director Taro Echiburu, Sustainability Manager Regina Espinoza, Senior Deputy County Counsel Eric May Consulting Team: Shawn Marshall, LEAN Energy US
Public Comment	None
Election of Officers	L. Frerichs moved, seconded by R. Davis, to nominate D. Saylor as Chair. Motion passed unanimously. D. Saylor moved, seconded by D. Chamberlain, to nominate L. Frerichs as Vice Chair. Motion passed unanimously. R. Davis moved, seconded by L. Frerichs, as follows: 1. Authorize the City of Davis City Clerk to serve as Interim Board Secretary 2. Authorize the Chief Financial Officer of the County of Yolo to serve as Board Treasurer/Auditor Motion passed unanimously.
Program Name and Mission Statement	Sustainability Program Manager Mitch Sears: Interim Community Choice Energy planning group participated in planning sessions, arrived at draft name and mission for program: <ul style="list-style-type: none">• Valley Clean Energy Alliance• Deliver cost-competitive clean electricity, product choice, price stability, energy efficiency, and greenhouse gas emission reductions.

Staff recommends adding “not-for-profit” to program name.

R. Davis moved, seconded by L. Frerichs, approve Resolution No. 2016-001 – Approving the Name and Mission Statement of the Valley Clean Energy Alliance, with name amended to include “not-for-profit.” Motion passed unanimously.

Conflict of Interest Code

City Attorney Harriet Steiner: Recommendation to adopt model code of Fair Political Practices Commission with positions designated to file Conflict of Interest Statements; provided overview of officials and disclosure categories.

R. Davis moved, seconded by L. Frerichs, to approve Resolution No. 2016-002 – Adopting a Conflict of Interest Code. Motion passed unanimously.

VCEA Implementation Update

Shawn Marshall, LEAN Energy US:

- a. Recap of Program Timing/Implementation Steps.
Current path toward service in October 2017; however, program could also launch in March/April 2018. Commencement of service will be informed by timing of vendor and staff hires, program economics and operational readiness.
- b. City/County Interim Support Roles
City of Davis: Project management, JPA formation and Board administration including Board Secretary services, technical and energy services, Community Advisory Committee
Yolo County: Treasurer/Auditor, agency credit and financing; marketing, community outreach, customer enrollment (includes call center), CEO recruitment/Human Resource support
Shared: General counsel support
- c. Multi-Service RFP - Timing and Process
RFP issued December 5, 2016 for technical/energy services, marketing, communications and customer enrollment and data management/call center. Responses due January 13, 2017. Tentative Board consideration in February/March 2017, with start date in March/April 2017.
- d. CEO Search –CEO recruitment scheduled to be completed by March.
T. Echiburu: Recommend CEO hired on short term basis in March, will become first employee of agency. Job description to be posted December 16, closing date January 20. Interviews/contract negotiations in February. Board approval in March.

H. Steiner: Board will hire the CEO. During recruitment, Board will receive staff recommendation on timing of Board action, to include interview process. Could set up Subcommittee to screen applications, or can screen as Board in total. Can go into closed session to conduct interviews.

S. Marshall: Consider inviting CEOs from other entities to serve as screening tools, or initial interviewers.

M. Sears: Staff will bring back recommendation regarding Board involvement in recruitment efforts.

e. JPA Administration

H. Steiner: VCEA filed with Secretary of State, Federal Tax ID underway, insurance discussions with YCPARMIA. Interim insurance is active. Next meeting will include interim budget that authorizes expenditures.

Public comment:

Charles Ehrlich: Concerned about net metering, make sure mechanism in place to facilitate so that process is not stalled in the middle. Surprised there isn't a seed program, some type of local preference in RFP.

S. Marshall: Net metering will be included in implementation plan. Discussion regarding power portfolio will inform plan.

Board comments included:

D. Saylor: Request staff provide information specific to critical path tasks necessary in order to make aggressive timelines. Also request information on funding implications relative to timing of tasks. Request staff provide framework for policy decision points.

R. Davis: Request chart of previous actions, current, and future steps.

M. Sears: Chart can be posted to website

H. Steiner: If Board is interested in local participation, consider as general criteria. Delegated to staff, but not set number. Issue addendum that promotes local participation in process. Bring back program at later date for policy related to all contracts.

R. Davis moved, seconded by L. Frerichs, to direct staff to add a general criteria to the Request for Proposals describing desire for local applicants, to be defined as anywhere in the County. Motion passed unanimously.

Cooperative
Service
Agreement with

R. Davis moved, seconded by L. Frerichs, to approve Resolution No. 2016-003 – Approving a Cooperation and Administrative Services

City of Davis	Agreement with the City of Davis. Motion passed unanimously.
Cooperative Service Agreement with County of Yolo	D. Saylor moved, seconded by D. Chamberlain, to approve Resolution No. 2016-004 – Approving a Cooperation and Administrative Services Agreement with the County of Yolo. Motion passed unanimously.
Agreement for County Interim Fiscal and Treasury Services	R. Davis moved, seconded by D. Chamberlain, to approve Resolution No. 2016-005 – Approving a Fiscal and Treasury Services Agreement with the County of Yolo. Motion passed unanimously.
Establishment of VCEA Advisory Committee	M. Sears: Overview of purpose/structure/initial work plan for Committee

H. Steiner: If committee is purely advisory, does not have to file Conflict of Interest Statements. Board can initially determine based on workplan that Committee does not have to file, or can determine that should have to file because of nature of committee. If do nothing, staff will assume that Committee is purely advisory.

Public comments:

Elaine Roberts-Musser: Proposal for 3 city members, 3 county members; even number on purpose? Consider appointing alternate, if attendance concerns or if vote is deadlocked. What are the customer classes in unincorporated areas? Should all be provided membership? If Woodland joins, will membership be increased to 9? Support some type of financial disclosure. For members appointed from Davis, suggest preference be given to people who have worked to bring project to fruition.

Benson Joe: Interested in participating; have 6 years of planning in resources, often work on RFPs. Not sure if membership on committee would conflict out from staff role in future.

Charles Ehrlich: Former member of City of Davis Natural Resources Commission; had to recuse from voting on green building code because possibility of financial benefit from decision. Suggest requirement that certain number of people on committee be farmers or have interest in irrigation. Caution against committees focused on too many different customer classes, many already have stakeholder groups. Recommend committee have ombudsman; local way to collect complaints and report in confidential manner.

H. Steiner: By consensus, Board determines that Committee is not required to file now according to Conflict of Interest Code. Interested in

disclosure in categories related to energy businesses. Staff will return with recommended language.

D. Saylor: Suggest convening an Agricultural Advisory Committee
LF: Interested in considering on future agenda

R. Davis: Request workplan include hiring of CEO, vetting applications and potentially participating in interviews.

D. Saylor: Support committee participating in screening applicants, not selection of CEO. Request committee scope include participation in evaluation of RFP responses.

Mitch: Staff clarification: Subset of committee, balance rural and urban interests.

R. Davis moved, seconded by L. Frerichs, as follows:

1. Approve Resolution No. 2016-006 – Approving the Formation of the Valley Clean Energy Alliance Advisory Committee.
2. Staff to return with a recommendation related to dealing with relevant energy business related conflicts.

Motion passed unanimously.

D. Saylor: Interested in knowing if there are other identifiable subgroups, interests or stakeholders that Board would want to ask for special advice.

R. Davis: Could be role of community outreach

Discussion of
Regular Meeting
Location and
Schedule

M. Sears: Suggest 2nd Tuesday of month be regular meeting date. 5:00 or 5:30 p.m. start.

D. Chamberlain: Davis location ok, or switch back and forth between Woodland and Davis

L. Frerichs: Location should switch back and forth

R. Davis: If Woodland location, will need to start at 5:30

M. Sears: Next scheduled meeting will be January 17 in Woodland. Staff will confer as to calendars.

Board Member
and Staff
Announcements

L. Frerichs: Request expected start times listed on agenda. Also request long range calendar. Need AB1234 reporting on agenda.

D. Saylor: Suggest start and stop time be listed

R. Davis: Request all packet materials and presentations electronically.

R. Davis: This upcoming summer, 20+ African scholars have expressed interest in using VCEA as case study, opportunity to coordinate with UCD.

R. Davis: Regarding schedules, request staff consider Thursdays.

S. Marshall: Overview of next agenda items/summarized direction to staff from this meeting.

Meeting was adjourned at 7:13 p.m.

Zoe Mirabile
Interim Board Secretary