

**MINUTES OF THE REGULAR MEETING OF THE DIRECTORS OF  
CALIFORNIA COMMUNITY POWER (CC POWER)**

May 19, 2021

On this date, a Regular Meeting of the Directors of CC Power was held telephonically.

Representatives Present:

<b>Member Agency</b>	<b>Director</b>
Central Coast Community Energy (3CE)	Tom Habashi
Clean Power San Francisco	Barbara Hale
East Bay Community Energy (EBCE)	Nick Chaset
Marin Clean Energy (MCE)	Dawn Weisz, Vice-chair
Peninsula Clean Energy (PCE)	Jan Pepper
Redwood Coast Energy Authority (RCEA)	Matthew Marshall
San José Clean Energy (SJCE)	Lori Mitchell
Silicon Valley Clean Energy (SVCE)	Girish Balachandran, Chair
Sonoma Clean Power Authority (SCP)	Michael Koszalka
Valley Clean Energy	Mitch Sears

1. Call to Order: Chair Balachandran called the meeting to order at 1:02 p.m.
2. Verification of Meeting Quorum: Mr. Tony Braun, General Counsel, verified that there was a quorum to proceed. Attendance is noted above; East Bay Community Energy joined prior to the vote on item 6D. All Directors present participated via teleconference.
3. Matters Subsequent to Posting the Agenda: None.
4. Public Comment: Chair Balachandran invited comments from the public on matters not on the agenda. No public comment was offered.
5. Consent Agenda: Chair Balachandran noted a typo of his name in the minutes. Director Mitchell moved to approve and correct the typo, Director Habashi seconded. A roll call vote was taken by Mr. Braun, and all directors present approved the Consent Agenda, with Director Sears abstaining.
6. Regular Agenda Items – Discussion and Possible Action:
  - A. Chair Balachandran provided an update on the selection of a General Manager. He stated that the *ad hoc* committee was in the process of negotiating a contract and on track to present it to the Board at the June meeting. Mr. Shetler's contract is currently set to expire on May 31<sup>st</sup>. The proposed resolution would extend his contract through June, with transition services in July. Director Weisz moved, Director Hale seconded, and a roll call vote was taken. The participating Directors voted unanimously in favor of Resolution

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21-05-11 *Extension of Contract with Adirondack Power Consulting, LLC for Interim General Manager Services.*

- B. Chair Balachandran provided an update on the selection of General Counsel on behalf of the *ad hoc* committee and recommended Braun Blaising Smith Wynne, P.C. as General Counsel, with a contract through December 31<sup>st</sup>. Director Hale inquired how conflicts of interest would be addressed. SVCE General Counsel Greg Stepanacich clarified that conflicts were not allowed under the proposed contract, and that any conflict that may arise would need to be brought before the Board for a waiver of the conflict, which would be at the Board's discretion. Director Sears noted that the contract was for a fairly short period of time, and Mr. Stepanacich explained that it was tied to the fiscal year to align with the budget. Chair Balachandran invited comment from the public and discussion from the board, and there was none. Director Habashi moved, Director Marshall seconded, and a roll call vote was taken. The participating Directors voted unanimously in favor of Resolution 21-05-12 *Approval of Agreement with Braun Blaising Smith Wynne, PC for General Counsel Services.*
- C. Mr. Shetler reported on behalf of the *ad hoc* committee for Policy Development. He stated that staff had been focused on implementing the procurement conditions approved by the Board for the LDS project and ensuring they were properly documented in the agreements. Regarding general policy development, given the upcoming Interim General Manager transition, the consensus of the committee was to provide the incoming General Manager with an opportunity to weigh in and advise the Board on the proposed policies before they are finalized. He invited additional comments from the committee and none were offered. Chair Balachandran invited comment from the public and none were received.
- D. Mr. Braun provided an overview of the Long Duration Storage Cost Sharing Agreement and recommended adoption. Director Habashi suggested that clarification was needed in the language regarding a party's aggregate not to exceed amount, and Chair Balachandran agreed. Director Hale also noted a correction to the 4<sup>th</sup> paragraph of Resolution 21-05-13, noting that the word 'objections' should be replaced by 'objectives.'
- Public comment was received by Rick Bonilla on behalf of the Peninsula Clean Energy Board of Directors. Mr. Bonilla inquired about the identity of the shortlist proposers and possible locations.
- It was agreed that the meeting would move to item 6E while General Counsel crafted additional language. After returning to item 6D, the following language was proposed and added to Section 8 of the Agreement: "*An Indicated member may cease to participate in the ongoing activities described in this Agreement but shall remain bound to pay the amounts up to its not to exceed amount contained in Exhibit A, but in no event shall that member be required to pay increased amounts irrespective of the decision of the remaining Parties to the Agreement.*" Director Habashi moved to approve Resolution 21-05-13 and the attached Agreement as amended, Director Pepper seconded, and a roll call vote was taken after Chair Balachandran invited public comment and none was received. Director Sears abstained, and the remaining Directors voted in favor of Resolution 21-05-13 *Approval of Long Duration Storage Phase 2 Cost Sharing Agreement and Authorization for Interim General Manager to Execute with Participants.*
- E. Mr. Shetler provided a General Manager update and noted that the proposed Conflict of Interest Code was still under review by the California Fair Political Practices Commission.

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An additional Board meeting will be scheduled for June 16<sup>th</sup> to approve the contract for the new Interim General Manager and provide an LDS project update.

With regard to the LDS Project, a project shortlist has been finalized and the finalists have been notified. Mr. Shelter acknowledged the interest in the identification of the shortlisted projects and developers; however, they will not be released publicly until negotiations are final. Non-Disclosure Agreements and Exclusivity Agreements will be sent for execution over the next week. A Project Participation Agreement is being reviewed and will run in parallel with negotiations and development of the Operating Agreement. Negotiations are expected to run through August/September, with final agreements in September and executions after that.

Public Comment was received by James Ruigomez, on behalf of the Regional Building Trade and Construction Trades Councils. Mr. Ruigomez was interested in knowing the long term labor standards and spoke to the need for public transparency with regards to the short list of developers and contractors.

Public Comment was received by Rick Bonilla, who inquired as to why the short list of proposers would not be disclosed. Mr. Braun responded that there was site-specific qualitative information that was highly sensitive to location, leading to the possibility of revealing the identity of the bidders to each other, which was not in the best interest of CC Power. He further noted there would be quite a lengthy public notice of any proposed contract before any approval by CC Power.

- F. Chair Balachandran invited discussion of any individual member items. Director Chaset requested a subsequent meeting in light of the questions from the public regarding the shortlist. He stated that it was standard for his organization and other CCAs he has interacted with to keep shortlists confidential due to the market sensitive nature of the information.

Mr. Shetler noted that he has been keeping track of Board Member ideas and suggestions and would include the list with his board update. Director Sears asked that two items be added to the list: 1) large scale demand response related to agricultural pumping in the Central Valley, and 2) HVAC load in the Central Valley.

Public Comment was received by James Ruigomez, who noted that in local PCE meetings, if an entity doesn't approve of a developer or their policies, they could opt out of voting for a project.

The Board of Directors adjourned at 1:51 p.m.

Minutes approved on June 16, 2021.

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C. Anthony Braun, Secretary