

California Community Power

Regular Meeting of the Board of Directors of CC Power

1:00 P.M.

Wednesday, December 15, 2021

Teleconference Meeting

California Community Power

NOTICE OF REGULAR MEETING AND AGENDA

Notice is hereby given that a regular meeting of the Board of Directors of California Community Power will be held on **December 15, 2021**, at **1:00 p.m.** **The meeting will be held via teleconference pursuant to the provisions of Assembly Bill 361.**

The following information is being provided as the forum by which members of the public may observe the meeting and offer public comment:

Phone number: 1-646-558-8656 or 1-888-475-4499

Webinar ID: 844 0580 9063

Meeting Link: <https://us06web.zoom.us/j/84405809063>

If a member of the public would like to make a comment during the public comment period, please use the 'Raise Hand' function and staff will note your desire to speak. Alternatively, for members of the public joining by telephone (audio only), please email your public comment to comments@cacommunitypower.org. Public comment received by email will be read within the allotted public comment period.

AGENDA

- 1 Call to Order.**
- 2 Verification of Meeting Quorum.**
- 3 Matters subsequent to posting the Agenda.**
- 4 Public Comment** – any member of the public may address the Board of Directors concerning any matter not on the agenda.
- 5 Consent Agenda.**
 - A. Minutes of the Regular Board Meeting held on November 10, 2021.
 - B. Resolution 21-12-01 *Determination that Meeting in Person Would Present Imminent Risks to the Health or Safety of Attendees as a Result of the Proclaimed State of Emergency.*
- 6 Regular Agenda Items – Discussion and Possible Action.**
 - A. General Manager's Report – Long Duration Storage Projects & 2022 Budget Updates.
 - i. Update on LDS Projects.
 - ii. Resolution 21-12-02 *Approval of 2022 Budget and Cash Calls.*
 - iii. Resolution 21-12-03 *Approval of the Extension of Consulting Contracts in Accordance with the 2022 CC Power Budget.*
 - B. Resolution 21-12-04 *Resolution Setting the Regular Meeting Dates for 2022.*
- 7 Discussion of Any Individual Member Items.**
- 8 Adjournment.**

Accessible Public Meetings - Upon request, CC Power will provide written agenda materials in appropriate alternative formats, or disability-related modification or accommodation, including auxiliary aids or services, to enable individuals with disabilities to participate in public meetings. Please send a written request, including your name, mailing address, phone number and brief description of the requested materials and preferred alternative format or auxiliary aid or service at least 3 days before the meeting. Requests should be sent to: Amy Freeman, 555 Capitol Mall, Suite 570, Sacramento, CA 95814 or to info@cacommunitypower.org.

California Community Power

Consent Agenda Items

- A. **Minutes of the Regular Meeting of the Directors of CC Power held on November 10, 2021.**
- B. **Resolution 21-12-01 *Determination that Meeting in Person Would Present Imminent Risks to the Health or Safety of Attendees as a Result of the Proclaimed State of Emergency.***

MINUTES OF THE SPECIAL MEETING OF THE DIRECTORS OF
CALIFORNIA COMMUNITY POWER (CC POWER)

November 10, 2021

On this date, a Special Meeting of the Directors of CC Power was held via teleconference, pursuant to the provisions of Assembly Bill 361.

Representatives:

Member Agency	Director
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
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)	Geof Syphers
Valley Clean Energy	Mitch Sears

Other Participants:

Tim Haines	General Manager, Interim
Tony Braun	General Counsel
Brittany Iles	General Counsel

1. Call to Order: Chair Balachandran called the meeting to order at 1:01 p.m.
2. Verification of Meeting Quorum: Ms. Iles verified that there was a quorum to proceed, and attendance is noted above. All Directors present participated via teleconference.
3. Matters Subsequent to Posting the Agenda: None.
4. Public Comment (any matter not on the agenda): Igor Tregub and Jessica Tovar.
5. Consent Agenda: Chair Balachandran invited comments from the Board, and there were none.

Public Comment: None.

ACTION: M/S (Weisz/Pepper) to **approve the Consent Agenda**. Motion carried by a unanimous roll call vote.

6. Regular Agenda Items – Discussion and Possible Action:

A. Policy ad hoc Committee Recommendation

Director Syphers provided the history of the ad hoc committee as well as an overview of the committee's recommendation and rationale.

MINUTES OF THE SPECIAL MEETING OF THE DIRECTORS OF
CALIFORNIA COMMUNITY POWER (CC POWER)

Chair Balachandran invited comments from the Board. Director Chaset expressed a preference to hold this item to allow for discussion with his Board; Chair Balachandran and Director Syphers requested clarification. Director Weisz, Chair Balachandran, Director Hale, and Director Pepper provided additional comments.

Public Comment: Igor Tregub, Tim Frank, Woody Hastings, Jessica Tovar, Audrey Ichinose, Barbara Stebbins, Alex Lantsberg, Eric Brooks, Heidi Harmon, Melissa Yu, Benjamin Eichert, Tom Enslow, Rick Bonilla, Sofi Magallon, Alan M., Ratha Lai, and Eric Veium.

Chair Balachandran invited further discussion from the Board. Directors Syphers, Marshall, Sears, Habashi, Pepper, Hale, and Mitchell provided additional comments.

ACTION: M/S (Syphers/Habashi) to **approve Resolution 21-11-02 Approval of Policy Approach for CC Power Project Requirements**. Motion carried by majority roll call vote. No: Directors Chaset, Marshall.

Director Syphers suggested future project requirements be on the agenda to ensure a transparent public process. Chair Balachandran supported this suggestion. Director Chaset suggested a public workshop. Director Hale reminded the public that they can subscribe to agendas on the CC Power website and offered support of Director Chaset's suggestion. Director Sears suggested the General Manager submit a timeline for the Board's consideration. Director Pepper inquired whether the ad hoc committee could put a schedule together for the Board's consideration, Chair Balachandran acknowledged this request and the request to hold a workshop within 4-6 months.

B. General Manager's Report – Long Duration Storage & 2022 Budget Updates

Mr. Haines provided an update on Long Duration Storage and provided a brief review and observations of the 2021 budget. He reviewed 2021 budget drivers, expectations for the 2022 budget, and cost allocations. Director Habashi commented on General Manager and General Counsel allocations and noted discussions around project allocations.

Chair Balachandran invited questions from the Board, and there were none.

Public Comment: None.

7. Discussion of Any Individual Member Items

Director Habashi shared that Central Coast Community Energy's operation board approved two different agreements for four different projects and encouraged visiting their website for more information.

The Board of Directors adjourned at 3:17 p.m.

Minutes approved on December 15, 2021.

C. Anthony Braun, Secretary

**California Community Power
Resolution 21-12-01**

**DETERMINATION THAT MEETING IN PERSON WOULD PRESENT IMMINENT RISKS TO THE
HEALTH OR SAFETY OF ATTENDEES AS A RESULT OF THE PROCLAIMED STATE OF
EMERGENCY**

WHEREAS, on March 4, 2020 the Governor of California proclaimed a state of emergency in California as a result of the threat of COVID-19; and

WHEREAS, on March 17, 2020, the Governor issued Executive Order N-29-20 authorizing exemptions to certain notice requirements under the Ralph M. Brown Act to facilitate virtual meetings of a legislative body of a local agency; and

WHEREAS, on June 11, 2021, the Governor issued Executive Order N-08-12 extending the provisions of N-29-20 until September 30, 2021; and

WHEREAS, on September 16, 2021, the Governor of California signed Assembly Bill 361 which provides for the continued suspension of certain notice requirements for virtual meeting when a legislative body of a local agency holds a meeting during a declared state of emergency and either:

- (1) state or local officials have imposed or recommended measures to promote social distancing,
- or
- (2) the legislative body holds a meeting for the purpose of determining, by majority vote, whether as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees; and

WHEREAS, pursuant to AB 361, a legislative body of a local agency must, not later than 30 days after teleconferencing for the first time pursuant to AB 361, and every 30 days thereafter, reconsider the circumstances of the state of emergency and determine that the state of emergency continues to directly impact the ability of the members to meet safely in person.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of CC Power hereby determines that meeting in person continues to present imminent risks to the health or safety of attendees as a result of the proclaimed state of emergency.

PASSED AND ADOPTED by the Board of Directors of California Community Power this 15th day of December, 2021.

Chair

Attest by: Secretary

California Community Power

Agenda Item 6A

1. **Resolution 21-12-02 *Approval of 2022 Budget and Cash Calls.***
2. **Attachment A to Resolution 21-12-02: 2022 Budget and Cash Call.**
3. **Resolution 21-12-03 *Approval of the Extension of Consulting Contracts in Accordance with the 2022 CC Power Budget.***

California Community Power

70 Garden Court, Suite 300, Monterey, CA 93940 | cacommunitypower.org

DATE: December 10, 2021
TO: Board of Directors
FROM: Tim Haines, Interim General Manager
RE: 2022 CC Power Budget

Purpose

This memo presents observations from the 2021 budget year and presents the proposed 2022 Budget for Board approval.

Background

The budget separately funds the general activities to support the day-to-day operations of the organization and project negotiations. Members fund the general budget on an equal share basis and the project based on a proportionate share of the project.

The operations of CC Power and the management of contract negotiations uncovered inefficiencies that led to delays and higher costs. That leads to the following suggestions:

- A. GM should be charged with the lead role to drive forward procurement activities, lead negotiations, resolve disagreements between members, and tee up issues for the Board when necessary. This will introduce accountability and save costs by obviating the need for an outside negotiator.
- B. The POC role should be transformed into a sounding board and advisory role to support and make recommendations to the GM. The GM recommendations to the Board should be expected to through the POC before coming to the Board, but the GM should drive POC activity.
- C. There should be a project-by-project Ad Hoc Committee of the Board that is available to provide high level feedback and be a touchstone for the Board and GM.
- D. The JPA should be amended to reduce or eliminate the notice period. This would give our internal processes much more flexibility.

- E. The JPA should be amended to provide more flexibility on how project votes will be handled to include project participants in a controlling position.
- F. Projects should not be noticed until they are in final form. This would require the counterparty to execute on necessary approvals. This concern would be obviated if we eliminated the notice period to the basic notice period used for any other Board action.
- G. Our internal project development processes and documents in Phase 3 should be more explicit with respect to the expectations for member sign off on concepts, drafts, and documents in increasing detail. The GM and GC should be charged with ensuring this feedback is obtained, with the recognition that this type of role will require additional effort and budget.
- H. Charter and procedures should be developed for Board Project ad hoc committee, POC, Negotiating Team and General Counsel Team.
- I. The GM needs to have good overall understanding of Member mandates.
- J. The GM should be in regular discussions with sellers and lenders to understand opportunities and needs.
- K. The member general counsels should be engaged during the contract development and periodically thereafter.
- L. Administrative support for the GM will provide greater flexibility to focus on deliverables.
- M. GM or GC should be updating the project participant Board member on an on-going basis (project progress, emerging issues, member engagement, etc.) and not rely only on each POC member updating the Board member.

The total proposed General budget is \$186,950 and the proposed Project budget is \$244,280, for a total of \$431,230 in 2022. With the approval of the proposed 2022 budget, it is requested that the Board also authorize the Treasurer to issue cash calls to the members/participants to cover amounts through December 31, 2022 consistent with the approved budget.

**California Community Power
Resolution 21-12-02**

APPROVAL OF 2022 BUDGET AND CASH CALLS

WHEREAS, California Community Power (“CC Power”) was created by a Joint Powers Agreement (“JPA”) ; and

WHEREAS, CC Power JPA Section 4.09 describes the non-delegable duty of the CC Power Board of Directors to approve the budget; and

WHEREAS, Members of CC Power are engaged in ongoing negotiations for Long Duration Energy Storage (LDS) projects, currently contemplated to be procured through CC Power; and

WHEREAS, a Budget reflecting the costs to support CC Power and ongoing project participation through December 31, 2022 is attached for consideration and possible adoption by the Board.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of CC Power hereby:

1. Approve the CC Power 2022 Budget for January 1-December 31 in the form attached hereto as Attachment A.
2. Authorize the Treasurer to issue cash calls to the members/participants as summarized in Attachment A.

PASSED AND ADOPTED by the Board of Directors of California Community Power this 15th day of December, 2021, by the following vote:

		Aye	No	Abstain	Absent
Central Coast Community Energy	Tom Habashi				
Clean Power San Francisco	Barbara Hale				
East Bay Community Energy	Nick Chaset				
Marin Clean Energy	Dawn Weisz				
Peninsula Clean Energy	Jan Pepper				
Redwood Coast Energy Authority	Matthew Marshall				
San José Clean Energy	Lori Mitchell				
Silicon Valley Clean Energy	Girish Balachandran				
Sonoma Clean Power Authority	Geof Syphers				
Valley Clean Energy	Mitch Sears				

Chair

Attest by: Secretary

Attachment A to Resolution 21-12-02

2022 Budget and Cash Call

2022 CC POWER BUDGET

CATEGORY	2022
General	
General Manager	\$ 63,450
General Counsel	\$ 83,000
Support Functions	\$ 40,500
Total	\$ 186,950
Project (LDS & FCR)	
General Manager	\$ 31,280
BBSW Project	\$ 45,000
Negotiating Team	\$ 158,000
Other Procurement Tasks	\$ 10,000
Total	\$ 244,280
Grand Total	\$ 431,230

2022 BUDGET COST ALLOCATION

PARTICIPANT	ALLOCATION			TOTAL
	General	FCR	LDS	2022
EBCE	\$ 18,695	\$ -	\$ -	\$ 18,695
3CE	\$ 18,695	\$ 21,739	\$ -	\$ 40,434
CPSF	\$ 18,695	\$ 10,870	\$ 9,620	\$ 39,185
MCE	\$ 18,695	\$ 21,739	\$ -	\$ 40,434
PCE	\$ 18,695	\$ 21,739	\$ 19,241	\$ 59,675
RCEA	\$ 18,695	\$ 4,348	\$ 3,848	\$ 26,891
SJCE	\$ 18,695	\$ 21,739	\$ 19,241	\$ 59,675
SVCE	\$ 18,695	\$ 21,739	\$ 19,241	\$ 59,675
SCPA	\$ 18,695	\$ 21,739	\$ 19,241	\$ 59,675
VCE	\$ 18,695	\$ 4,348	\$ 3,848	\$ 26,891
TOTAL	\$ 186,950	\$ 150,000	\$ 94,280	\$ 431,230

BUDGET ASSUMPTIONS

1. Assumptions – These assumptions are the basis of the time and costs estimates for the 2022 budget.
 - a. Scope of CC Power effort for 2022 will be based upon:
 - i. LDS: Two LDS project in final stages of Phase 2 January - April and Phase 3 May-Dec
 1. Regular meetings with Sellers January – February plus preparation and follow-up
 2. Regular meetings of the Project Oversight Committee January – December plus preparation and follow-up

Attachment A to Resolution 21-12-02

3. Monthly Board reports
- ii. FCR: One or more FCR projects in Phase 1 contracting model beginning in January with a transition to Phase 2 in May/June
 1. FCR negotiations will be managed directly by member team with minimal engagement from Project and General Counsel. Regular meetings with FCR project lead and Project Oversight Committee and meetings January - December
 2. Regular meetings with FCR executive sponsor with preparation and follow-up
 3. Monthly Board Report
- iii. Budget and Treasurer Support
 1. Weekly cash flow management
 2. Monthly Report and meeting with Treasurer and Chair
- iv. Six Board meetings
 1. 2-hour CC Power Board meetings plus preparation and follow-up
- v. Policy and Procedure: CC Power policy and procedure update to include:
 1. Develop charters and processes for Board ad hoc Project and Budget committee, LDS and FCR POC, project negotiating team
 2. Development of CC Power website
- vi. Contract Agreement templates will be updated as necessary based upon the negotiation process
- vii. Additional projects and schedule extensions will be approved by GM in coordination with the Board ad hoc Budget and Project committees

**California Community Power
Resolution 21-12-03**

**APPROVAL OF THE EXTENSION OF CONSULTING CONTRACTS
IN ACCORDANCE WITH THE 2022 CC POWER BUDGET**

WHEREAS, California Community Power (“CC Power”) was created by a Joint Powers Agreement (“JPA”) to, develop, acquire, construct, own, manage, contract for, engage in, finance and/or provide energy related programs for the use of and by its Members; and

WHEREAS, JPA Section 4.08 provides that the CC Power Board of Directors shall have the power to appoint other officers and staff as it may deem necessary who shall have such powers, duties, and responsibilities as are determined by the Board, and to retain independent accountants, legal counsel, engineers, and other consultants; and

WHEREAS, on February 17, 2021, the Board of CC Power approved a contract with Gridwell Consulting to provide consulting services in support of negotiations for Long Duration Storage projects; and

WHEREAS, on February 17, 2021, the Board of CC Power approved a contract with Keyes & Fox, LLP for outside counsel services to support Long Duration Storage project development; and

WHEREAS, on February 17, 2021, the Board of CC Power approved a contract with Maher Accountancy to provide accounting services to CC Power; and

WHEREAS, on March 17, 2021, the Board of CC Power approved a contract with Pisenti & Brinker LLP to Audit the Financial Statements of CC Power; and

WHEREAS, on May 19, 2021, the Board of CC Power approved a contract with Braun Blasing Smith Wynne, P.C. for General Counsel Services; and

WHEREAS, the above contracts expire on December 31, 2021; and

WHEREAS, on December 15, 2021, the Board of CC Power approved the 2022 CC Power Budget; and

WHEREAS, the Board of CC Power finds it advantageous to continue to engage the above services from outside consultants to support CC Power on behalf of its Members.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of CC Power hereby authorizes the Interim General Manager to execute contracts extending the consulting services outlined in this Resolution through December 31, 2022, in accordance with the adopted 2022 CC Power Budget.

**California Community Power
Resolution 21-12-03**

PASSED AND ADOPTED by the Board of Directors of California Community Power this 15th day of December, 2021, by the following vote:

		Aye	No	Abstain	Absent
Central Coast Community Energy	Tom Habashi				
Clean Power San Francisco	Barbara Hale				
East Bay Community Energy	Nick Chaset				
Marin Clean Energy	Dawn Weisz				
Peninsula Clean Energy	Jan Pepper				
Redwood Coast Energy Authority	Matthew Marshall				
San José Clean Energy	Lori Mitchell				
Silicon Valley Clean Energy	Girish Balachandran				
Sonoma Clean Power Authority	Geof Syphers				
Valley Clean Energy	Mitch Sears				

Chair

Attest by: Secretary

California Community Power

Agenda Item 6B

1. **Resolution 21-12-04 *Resolution Setting the Regular Meeting Dates for 2022.***
2. **Attachment A to Resolution 21-12-04: Time and Place of Regular Meetings for 2022.**

**California Community Power
Resolution 21-12-04**

RESOLUTION SETTING THE REGULAR MEETING DATES FOR 2022

WHEREAS, California Community Power (“CC Power”) was created by a Joint Powers Agreement (“JPA”) to develop, acquire, construct, own, manage, contract for, engage in, finance and/or provide energy related programs for the use of and by its Members; and

WHEREAS, JPA Section 5.01 provides that the CC Power Board of Directors may provide for the holding of regular meetings at intervals more frequently than annually; and

WHEREAS, JPA Section 5.01 requires that the date, hour, and place of each regular meeting shall be fixed by resolution of the Board.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of CC Power hereby approve the 2022 Regular Meeting Schedule, attached hereto as Attachment A.

PASSED AND ADOPTED by the Board of Directors of California Community Power this 15th day of December, 2021, by the following vote:

		Aye	No	Abstain	Absent
Central Coast Community Energy	Tom Habashi				
Clean Power San Francisco	Barbara Hale				
East Bay Community Energy	Nick Chaset				
Marin Clean Energy	Dawn Weisz				
Peninsula Clean Energy	Jan Pepper				
Redwood Coast Energy Authority	Matthew Marshall				
San José Clean Energy	Lori Mitchell				
Silicon Valley Clean Energy	Girish Balachandran				
Sonoma Clean Power Authority	Geof Syphers				
Valley Clean Energy	Mitch Sears				

Chair

Attest by: Secretary

Time and Place of Regular Meetings for 2022

Unless shown otherwise, the Regular Board of Directors meetings shall occur on the third Wednesday of each month, at 1:00 p.m.

As shall be specified in a notice issued pursuant to the Ralph M. Brown Act of the California Government Code, the meetings listed below will be conducted telephonically pursuant to Assembly Bill 361 until further notice.*

1. January 19
2. February 16
3. March 16
4. April 20
5. May 18
6. June 15
7. July 20
8. August 17
9. September 21
10. October 19
11. November 16
12. December 21

The Board Secretary shall have discretion to adjourn and to modify time and location of Board of Directors meetings consistent with posting requirements of the Ralph M. Brown Act of the California Government Code.