

California Community Power

Regular Meeting of the Board of Directors of CC Power

1:00 P.M.

Wednesday, February 15, 2023

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 **February 15, 2023**, at **1:00 p.m.** **The meeting will be held via teleconference pursuant to the provisions of Government Code Section 54935(e) (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: 1-669-219-2599 or 1-213-338-8477

Webinar ID: 862 4262 9312

Meeting Link: <https://svcleanenergy-org.zoom.us/j/86242629312>

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 January 18, 2023.
- 6 Public Comment on Closed Session Items.**
- 7 Closed Session.**
 - A. Public Employee Appointment (Gov't Code Section 54957)
Title: General Manager
 - B. Conference with Labor Negotiator (Gov't Code Section 54957)
Agency Representatives: Lori Mitchell, CC Power Board Vice-Chair
Geof Syphers, CC Power Board Member
Unrepresented Employee: General Manager
- 8 Regular Agenda Items – Discussion.**
 - A. Report on Closed Session.
 - B. Resolution 23-02-01 *Approval of General Manager Employment Agreement.*
 - C. GM Report.
 - i. Discussion/Update on Approved Budget and Fiscal Year.
 - D. Discussion of Offshore Wind Development.
 - i. Resolution 23-02-02 *Approval of Development and Possible Issuance of California Community Power Offshore Wind Request for Information.*
 - E. Update on Brown Act Requirements.
- 9 Discussion of Any Individual Member Items.**
- 10 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 January 18, 2023.**

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

January 18, 2023

On this date, a Regular 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
CleanPowerSF	Michael Hyams, Alternate
East Bay Community Energy (EBCE)	Absent
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
Sonoma Clean Power Authority (SCP)	Geof Syphers, Chair
Valley Clean Energy	Mitch Sears

Other Participants:

Tim Haines	General Manager, Interim
Brittany Iles	General Counsel

1. Call to Order: Chair Syphers 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. 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): None.
5. Consent Agenda:
Public Comment: None.

<p>ACTION: M/S (Sears/Balachandran) to approve the Consent Agenda. Motion carried by a unanimous roll call vote (Absent: Director Chaset).</p>
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MINUTES OF THE REGULAR MEETING OF THE DIRECTORS OF
CALIFORNIA COMMUNITY POWER (CC POWER)

6. Regular Agenda Items – Discussion:

A. Update from General Manager Search *ad hoc* Committee.

Chair Syphers provided a brief update on behalf of the General Manager Search *ad hoc* Committee. J. Tedesco & Associates conducted a preliminary screening process with candidates and interviews are scheduled for this week.

Chair Syphers invited questions from the Board. Director Sears posed questions and *ad hoc* committee members responded.

Public Comment: None.

B. Consideration and Election of Chair and Vice-Chair, Resolution 23-01-02 Election of CC Power Chair and Vice-Chair.

The nominations for Chair and Vice-Chair were voted on separately.

Chair Syphers introduced the item. Director Sears nominated Director Balachandran for Chair, to begin after this Board Meeting.

Chair Syphers invited comments from the Board, and there were none.

Public Comment: None.

ACTION: M/S (Sears/Mitchell) to **approve Resolution 23-01-02 Election of CC Power Chair.** Motion carried by a unanimous roll call vote (Absent: Director Chaset).

Director Balachandran nominated Director Mitchell as Vice-Chair.

Chair Syphers invited comments from the Board, and there were none.

Public Comment: None.

ACTION: M/S (Balachandran/Habashi) to **approve Resolution 23-01-02 Election of CC Power Vice-Chair.** Motion carried by a unanimous roll call vote (Absent: Director Chaset).

C. Consideration and Appointment of Secretary and Treasurer/Controller, Resolution 23-01-03 Appointment of CC Power Secretary and Treasurer/Controller for 2023.

The nominations for Secretary and Treasurer/Controller were voted on separately.

Chair Syphers introduced the item and nominated Ms. Iles to continue in her role as Secretary. He invited questions from the Board, and there were none.

Public Comment: None.

ACTION: M/S (Syphers/Mitchell) to **approve Resolution 23-01-03 Appointment of CC Power Secretary for 2023.** Motion carried by a unanimous roll call vote (Absent: Director Chaset).

Chair Syphers thanked Director Habashi for his service as Treasurer/Controller. Director Balachandran nominated Chair Syphers as Treasurer/Controller.

Chair Syphers invited comments from the Board, and there were none.

Public Comment: None.

ACTION: M/S (Balachandran/Marshall) to **approve Resolution 23-01-03 Appointment of CC Power Treasurer/Controller for 2023.** Motion carried by a unanimous roll call vote (Absent: Director Chaset).

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

D. Discussion of Offshore Wind Development.

Director Marshall introduced the item and recommended the formation of an *ad hoc* committee to develop a request for information (RFI) to be brought to the Board for consideration. Directors Habashi, Balachandran, Pepper, Chair Syphers, and Alternate Director Hyams supported the effort. Chair Syphers requested that Director Marshall Alternate Director Shaw participate on the *ad hoc* committee.

Chair Syphers invited questions from the Board and there were none.

Public Comment: None.

7. Discussion of Any Individual Member Items: Director Balachandran thanked Chair Syphers for his service as Chair.

The Board of Directors adjourned at 1:42 p.m.

Minutes approved on February 15, 2023

Brittany Iles, Secretary

California Community Power

Agenda Item 8B

1. **Resolution 23-02-01 *Approval of General Manager Employment Agreement.***

California Community Power

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

DATE: February 15, 2023

TO: CC Power Board of Directors and Alternates

FROM: General Manager Search Ad Hoc Committee

SUBJECT: Approval of General Manager Employment Agreement

Recommendation: Adopt Resolution No. 23-02-01 approving the General Manager Employment Agreement.

On November 16, 2022, the CC Power Board authorized the CC Power Board Chair to negotiate and execute a contract with a recruiter and to work with a General Manager Search ad hoc committee to issue a Request for Proposals for General Manager services. The Board further authorized the ad hoc committee to conduct interviews and to bring a final candidate, or candidates, to the CC Power Board for consideration.

The ad hoc committee engaged J. Tedesco & Associates and conducted preliminary screening and interviews with potential General Manager candidates. The ad hoc committee has selected a final candidate and will bring that candidate forward for Board consideration and possible appointment during Closed Session at the Regular Meeting of the CC Power Board of Directors on February 15, 2023. The ad hoc committee is further providing a proposed General Manager Employment Agreement for consideration of the Board during the Regular Agenda. The Employment Agreement will be included as an attachment to the Board Agenda packet prior to the Board meeting on February 15, 2023.

Based on the decisions made by the CC Power Board in Closed Session, information on salary and benefits will be summarized verbally as part of the Regular Agenda of the CC Power Board on February 15, 2023, in compliance with the Brown Act.

**California Community Power
Resolution 23-02-01**

APPROVAL GENERAL MANAGER EMPLOYMENT AGREEMENT

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 4.01 provides that CC Power shall be administered by a Board of Directors, which shall be vested with the power set forth in the JPA, and shall have the authority to provide for the general management and oversight of the affairs, property and business of CC Power; and

WHEREAS, JPA Section 4.07 provides that the CC Power Board of Directors shall appoint a part-time or full-time General Manager, to serve at the pleasure of the Board; and

WHEREAS, CC Power previously engaged Tim Haines of Power & Grid Symmetry LLC as part-time Interim General Manager; and

WHEREAS, it is the desire of the CC Power Board to appoint a full-time General Manager; and

WHEREAS, on November 16, 2022, the CC Power Board authorized the issuance of a Request for Proposals for a General Manager, execution of an agreement with a potential Recruiter, and the development of a contract for General Manager services; and

WHEREAS, at the direction of the CC Power Board Chair, an *ad hoc* General Manager search committee was developed and entered into an agreement with J. Tedesco & Associates to issue a request for proposals and conduct a preliminary screening process with candidates; and

WHEREAS, the *ad hoc* committee commenced an evaluation of submitted applications and conducted interview; and

WHEREAS, the *ad hoc* committee brought forward a recommendation and employment agreement for consideration and possible approval to the CC Power Board; and

WHEREAS, upon the recommendation the *ad hoc* committee, on February 15, 2023 during Closed Session of the Regular Meeting of the CC Power Board, the Board appointed _____ as General Manager for the period effective on _____ through _____.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of CC Power hereby approves the General Manager Employment Agreement and authorizes the Board Chair to execute the Agreement with _____ attached hereto in substantially final form as Attachment A to be attached prior to, or as presented at, the CC Power Regular Board Meeting on February 15, 2023.

PASSED AND ADOPTED by the Board of Directors of California Community Power this 15th day of February 2023, by the following vote:

**California Community Power
Resolution 23-02-01**

		Aye	No	Abstain	Absent
Central Coast Community Energy	Tom Habashi				
CleanPowerSF	Barbara Hale				
East Bay Community Energy	Nick Chaset				
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

**EMPLOYMENT AGREEMENT BETWEEN
THE CALIFORNIA COMMUNITY POWER AGENCY
AND _____ AS GENERAL MANAGER**

This Employment Agreement (“Agreement”) is entered into as of _____ between the California Community Power Agency (“CC Power”), a California Joint Powers Authority (“Agency”), and _____ (“Employee”) (collectively referred to as the “Parties” and individually as a “Party”).

RECITALS:

- A. WHEREAS, Section 4.07 of the CC Power Joint Powers Agreement (“JPA”), executed on January 29, 2021, directs the CC Power Board of Directors to appoint a part-time or full-time General Manager to serve at the pleasure of the Board and to be responsible for the day-to-day operation and management of CC Power;
- B. WHEREAS, the Board has selected Employee to serve as its full-time General Manager;
- C. WHEREAS, CC Power wishes to enter this Agreement to establish the terms of Employee’s employment as General Manager; and

NOW, THEREFORE, the Parties mutually agree as follows:

- 1. **DUTIES AND AUTHORITY.** Subject to the terms of this Agreement, Employee shall serve as General Manager of CC Power, with power and authority to perform all duties of the General Manager as described in Section 4.07 of the JPA and as specified by the CC Power Board, and as provided by any such other resolutions of the Board, applicable laws, rules, regulations, orders, directives, policies, or procedures now in effect or hereafter adopted by CC Power.
- 2. **EFFECTIVE PERIOD.** Employee is appointed as General Manager beginning on the Effective Date of _____ through _____ (the “Effective Period”) unless terminated earlier in accordance with Section 4 below.
- 3. **COMPENSATION.** Beginning upon the Effective Date, Employee shall receive an annual salary of _____ payable monthly on a pro-rata basis. Employee’s first payment will be processed within the first week of April 2023, subject to CC Power’s established payroll schedule and practices. Such date may be subject to change upon the agreement of Employee and the CC Power Board.

Employee’s compensation shall, without requiring any further amendment to this Agreement, be automatically adjusted for inflation effective on the one-year anniversary of the Effective Date. Such adjustment shall be computed by multiplying the applicable compensation amount by the annual percent change to the Consumer Price Index for the Sacramento, CA Area for the immediately preceding year.

4. **TERMINATION**

a. **Termination by CC Power.** Employee serves at the pleasure of the Board and is an at-will employee. The Board may terminate this Agreement with or without cause at any time.

i. ***Termination for Cause.*** The Board may terminate this Agreement for Cause if Employee: (1) acts in bad faith and to the detriment of CC Power; (2) willfully and unequivocally refuses or fails to act in accordance with any specific direction or order of the CC Power Board; (3) is convicted of a felony; (4) commits or is accused of committing an act involving moral turpitude under federal, state, or local law (regardless of whether or not such act involving moral turpitude is a misdemeanor or felony); (4) fails to substantially perform essential job functions; or (5) breaches any material term of this Agreement.

ii. ***Termination without Cause.*** At any time, CC Power may terminate this Agreement without Cause, as defined in Section 4(a)(i), by providing Employee written notice of termination. In the event this Agreement is terminated without Cause within the first year of the contract, Employee shall be entitled to an amount equal to Employee's base salary for 3 months, less any taxes and withholding as may be necessary pursuant to law. In the event this Agreement is terminated without Cause within second year of the contract, Employee shall be entitled to an amount equal to Employee's base salary for 2 months, less any taxes and withholding as may be necessary pursuant to law.

i. Notwithstanding any other provisions herein, in accordance with Government Code section 53260, the cash payment that Employee may receive in the event of the termination of this Agreement, as set forth in this Section shall not exceed an amount equal to the monthly base salary of Employee multiplied by the number of months left on the unexpired term of this Agreement.

b. **Resignation by Employee.** Employee may terminate this Agreement by providing no less than sixty (60) days written notice of resignation. Upon request and at its sole discretion, the CC Power Board may reduce the required notice period and accelerate the effective date of such a resignation.

5. **RESTRICTIONS ON OUTSIDE BUSINESS ACTIVITIES.** Employee shall devote their full employment time and effort, interest, ability, and productive time to the performance of this Agreement and shall not, without CC Power's prior written consent, tender services to others for any kind of compensation, or engage in any other business activities.

6. **BENEFITS.** Employee shall receive_____.

7. **EXPENSES.** _____ Employee costs associated with travel related to the performance of this Agreement shall be reimbursed by CC Power.

8. **ANNUAL REVIEW.** Employee’s performance shall be reviewed annually. During the first year of employment and no later than the first annual performance review, Employee shall propose a set of professional development and agency goals to the Board of Directors, and upon mutual agreement, the goals will form the basis for Employee’s performance evaluation in the second year. _____. Costs associated with professional development shall be proposed as part of the annual budget.

9. **DISPUTE RESOLUTION.** In the event of a dispute arising under this Agreement, or related to Employee’s employment or termination from employment, either party may provide the other with a written notice of dispute. Within ten (10) business days of the notice, the parties shall meet and attempt to resolve the dispute. If the parties are unsuccessful in resolving the dispute, the parties shall entire into mediation of the dispute. Costs of mediation shall be borne equally by the parties. If the parties do not resolve the dispute through mediation, either party may then pursue any and all available legal remedies.

10. **MISCELLANEOUS.** This Agreement is the fully and complete integration of the Agreement between CC Power and Employee with respect to the subject matter addressed herein, superseding all prior written or oral agreements, understandings, commitments, and practices. Any modifications to this Agreement must be made in writing and approved by the CC Power Board. The unenforceability, invalidity, or illegality of any provision(s) of this Agreement shall not render the other provisions unenforceable, invalid, or illegal. Waiver by either CC Power or Employee of any portion of this Agreement shall not constitute a waiver of any other portion thereof. This Agreement shall be governed by, and interpreted in accordance with California law.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed:

EMPLOYEE:

By: _____
Name: _____
Date: _____

CALIFORNIA COMMUNITY POWER AGENCY
A Joint Powers Agency

By: _____
Name: _____
Title: Board Chair
Date:

California Community Power

Agenda Item 8D

1. ***Resolution 23-02-02 Approval of Development and Possible Issuance of California Community Power Offshore Wind Request for Information.***

California Community Power

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

DATE: February 15, 2023

TO: CC Power Board of Directors and Alternates

FROM: Offshore Wind Ad Hoc Committee and Interim General Manager

SUBJECT: **Board Authority to Issue Offshore Wind Request for Information**

The purpose of this memo is to seek CC Power Board (“Board”) approval of Resolution No. 23-02-02 allowing the Interim General Manager to develop and possibly issue the Offshore Wind Request for Information (“RFI”) in consultation with the Offshore Wind ad hoc committee.

California has set ambitious planning goals for California offshore wind development of 2-5 GW of offshore wind capacity by 2030 and 25 GW by 2045. This is part of the California Climate Commitment of \$54 billion investment in climate action, including establishing a state goal of 90% clean electricity by 2035. On December 7, 2022, the Biden-Harris administration announced winners of the California Offshore Wind Energy Auction.

The Board discussed these developments and Member interest in CC Power issuing an offshore wind RFI during the January 2023 CC Power Board meeting. The Chair requested Board Member Marshall and alternate Board Member Shaw lead the Offshore Wind ad hoc committee. Subsequently Board Member Pepper was also selected to act as a member of the ad hoc committee. The first step for this ad hoc committee is to seek approval from the CC Power Board to issue an RFI.

The committee is applying the lessons learned from the Firm Clean Resources contracting effort to the Offshore Wind project. Toward that end, the ad hoc committee will serve as the project sponsor, the initial point of contact with the permit holders, and direct their CCA staff to complete this phase. Key to completing this phase of the project is “sweat equity” from ad hoc committee staff and consultants. The Interim General Manager will coordinate with the ad hoc committee and the Project Oversight Committee but is not expected to have a prominent operational role.

The end product from this initial RFI phase will be a determination as to whether a more detailed project benefit analysis is warranted along with an estimate of cost and schedule to conduct Phase 1.

The Interim General Manager will keep the Board informed of progress toward the issuance of the RFI.

A Joint Powers Agency whose members are:
Central Coast Community Energy | CleanPowerSF | East Bay Community Energy | Peninsula Clean Energy |
Redwood Coast Energy Authority | San José Clean Energy | Silicon Valley Clean Energy | Sonoma Clean Power |
Valley Clean Energy

**California Community Power
Resolution 23-02-02**

**APPROVAL OF DEVELOPMENT AND POSSIBLE ISSUANCE OF
CALIFORNIA COMMUNITY POWER OFFSHORE WIND REQUEST FOR INFORMATION**

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 4.01 provides that CC Power shall be administered by a Board of Directors, which shall be vested with the power set forth in the JPA, and shall have the authority to provide for the general management and oversight of the affairs, property and business of CC Power; and

WHEREAS, JPA Section 4.07 states that the General Manager may enter into and execute contracts in accordance with the policies established and direction provided by the Board; and

WHEREAS, the CC Power Board accepted the Project Development Process establishing a roadmap for the development and progress of CC Power projects and programs; and

WHEREAS, it is the desire of the Members that CC Power explore potential offshore wind projects; and

WHEREAS, the Chair of the CC Power Board has established an Offshore Wind *ad hoc* committee; and

WHEREAS, pursuant to the Project Development Process, the General Manager will, in consultation with CC Power *ad hoc* committee, develop a Request for Information for the development of Offshore Wind projects; and

WHEREAS, upon development of the Request for Information, the General Manager may, at their discretion upon consultation with *ad hoc* committee, issue the Request for Information.

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

1. Authorizes the Development of an Offshore Wind Request for Information on behalf of CC Power.
2. Delegates authority to the General Manager to issue a CC Power Offshore Wind Request for Information.

PASSED AND ADOPTED by the Board of Directors of California Community Power this 15th day of February 2023, by the following vote:

**California Community Power
Resolution 23-02-02**

		Aye	No	Abstain	Absent
Central Coast Community Energy	Tom Habashi				
CleanPowerSF	Barbara Hale				
East Bay Community Energy	Nick Chaset				
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