



DRAFT

Board of Directors Meeting

Wednesday, March 1, 2017

6:00 pm

City of Hayward Council Chambers

777 B Street, Hayward, CA

MEETING MINUTES

Meetings are accessible to people with disabilities. Individuals who need special assistance or a disability-related modification or accommodation to participate in this meeting, or who have a disability and wish to request an alternative format for the meeting materials, should contact Bruce Jensen, Senior Planner at the County of Alameda, at least 2 working days before the meeting at (510) 670-5400 or Bruce.jensen@acgov.org.

If you have anything that you wish to be distributed to the Board please hand it to a member of EBCE staff who will distribute the information to the Board members and other staff.

1. Roll Call & Oath of Office (if required) (Stephanie Cabrera)

2. Approval of Agenda (Chair)

3. Public Comment

This item is reserved for persons wishing to address the Board on any EBCE-related matters that are not otherwise on this meeting agenda. Public comments on matters listed on the agenda shall be heard at the time the matter is called. As with all public comment, members of the public who wish to address the Board are customarily limited to two minutes per speaker, but an extension can be provided at the discretion of the Chair.

Alex Di Giorgio - Complimented the East Bay Community Energy JPA on behalf of Marin Clean Energy for creating another clean energy agency and thanked the Board as an Alameda County resident for the creation of the JPA.

CONSENT AGENDA

4. Approval of Minutes from February 15, 2017 Board Meeting (Stephanie Cabrera)

Vice-chair Kalb motion to approve the corrected minutes:

- 1st meeting of the month may be cancelled if two meetings are unnecessary.

Member Pilch seconded the motion which carried 10/2; Excused: Members: Arreguin and Ellis

REGULAR AGENDA

5. County Staff update (Bruce Jensen, Inder Khalsa)

- **Multi-services Bids – Protest / Appeals Status**

Staff is following the standard protest procedure and will report their findings to the Board of Supervisors once the investigation has concluded. Should the protest procedure result in a revised Staff recommendation different than the original EBCE Board recommendations from January, Staff will bring them back for further consideration.

- **Contra Costa County Update**

The Board and Community Development Agency (CDA) staff have begun visiting Contra Costa County cities to discuss possible partnerships and give an overview of the East Bay Community Energy program. Staff anticipates that there will be more meetings in the future and encourages members of the EBCE Board of Directors to attend and support EBCE. Presentation materials will be provided by staff.

The response to Contra Costa County's letter seeking information about East Bay Community Energy (EBCE) was sent out on 2/21/17. Cities joining EBCE will be seated on the Board immediately and the roll out of Contra Costa County members is expected to take place in Phase 2.

The next Contra Costa County Board of Supervisors meeting is scheduled for Tuesday, 3/21/17 in Martinez and staff encouraged Board members to join. Staff has already met with the city of Concord twice and received feedback from Contra Costa County stating that the presence of EBCE Board Directors may have a more immediate impact.

Confirmed upcoming meetings:

- City of Oakley – Tuesday, March 14, 2017
- Contra Costa County Board of Supervisors – Tuesday, March 21, 2017

The Board requested an updated meeting list (including dates and times) for Contra Costa County cities and Board of Supervisors.

Chair Haggerty and Vice-chair Kalb will attend the March 21, 2017 meeting in Martinez.

- **Launch Timeline Update**

The original launch date of October 2017 was considered unlikely due to tasks requiring more time than anticipated, the CEO hiring process and the bid protest process causing a delay in awarding RFP-16-CCA-1 Multi-Service Technical and Administrative Tasks (RFP-16-CCA-1), which is essential for many start-up tasks. The earliest award date is March 28, 2017.

Staff also anticipates delays as a result of adding Contra Costa County Cities, but the Board has indicated that the accommodation of Contra Costa County municipalities is desirable.

- **County Cooperative Services Agreement Update**

County Counsel and EBCE General Counsel are currently negotiating the County Cooperative Services Agreement under which the county will be reimbursed for services provided to the EBCE since 2014:

- Fiscal Management / Financial Services
- CEO recruitment / Human Resources Support
- Staffing
- General Counsel / Legal Services; and
- Any other services authorized by the EBCE Board.

Currently under negotiation is the “not to exceed” amount - The Maximum amount both parties agree upon to be paid back to Alameda County - and the interest rate, if any, that will be charged.

Staff intends to present the agreement to the Alameda County Board of Supervisors first, but may present to the EBCE board if it proves to be more expeditious.

- **Board Form 700**

All directors required to submit Fair Political Practice Commission Form 700. The Board secretary will maintain the records.

- **Hayward Council Chambers**

The City of Hayward has been able to reduce the original fee of \$700 to \$450 per meeting. County staff will continue to work with the city of Hayward if the EBCE Board finds the fee appropriate.

Alex DiGiorgio – Spoke regarding the need for community inclusion, collaboration between EBCE and MCE. He also spoke regarding MCE's support of new Community Choice Energy (CCE) agencies and pro bono consultation services

6. Discussion of Program Implementation Budget and Preview of Agency Financing –
(Bruce Jensen and Shawn Marshall)

Requesting a review and approval of the budget allocations for phase 2 and 3 of the EBCE implementation and that direction be given to County finance staff to establish an EBCE fund within the County treasury, develop an EBCE chart of accounts to track; external hard costs, internal and County staff costs, in order to reimburse the County once the EBCE is operational and revenue positive; and authorize CDA staff to forward billings to County finance, as authorized officials to approve payments and warrants. Also requesting that direction be given to staff to create and issue an RFP for EBCE Banking and Credit Services.

In June 2014 the Alameda County Board of Supervisors allocated Phase 1 funding in the amount of \$1,325,000 which was financed through the CDA budget and a second tranche approved in October of 2016 for \$2,410,000 to fund Phases 2 and 3 through to program launch, at which point the funding will be augmented by a line of credit. \$560,000 has already been spent from the initial Phase 1 funding.

The Implementation Budget of \$2,400,000 will fund three service categories:

- Technical services ~ \$410,000
- Communications/Outreach/Marketing ~ \$1,000,000; and
- Project Management, Legal and Other/Misc. services ~ \$500,000

The Board requested more clarification on:

- If the services will be competitively bid.

Services were sent out for bid and are currently delayed due to the protest processes for RFP 16-CCA-1.

- If the customer notification estimated amount included all residents in the County

Estimate is based on 200,000 county residents/customers.

- If the County is able to take on the additional tasks

The County is prepared to take on the additional tasks and has enlisted other County departments to assist the EBCE until agency is fully functional.

The EBCE must secure an agency banking partner and financing for the initial power purchases and initial working capital.

A formal Request for Proposal (RFP) for a line of credit will be created; a previously created model RFP has been used by multiple CCEs and is available for EBCE to use if desired. A line of credit may require a credit guarantee or a letter of credit.

Currently the County and participating cities are not formally committed to a credit guarantee, but are strongly encouraged to assist in the process of securing a line of credit for EBCE. Based on previous CCE results, collateral for the credit may be in the same amount of pre-revenue funds that have been spent. In other cases it may be half of the requested amount.

The Board would like to be made aware of which banking institutions have investments in the Dakota Access Pipeline due to public interest in having local jurisdictions avoid unnecessary investments in those banks.

Vice-Chair Kalb motioned to approve:

- **Budget allocations**
- **Direct County staff to establish an EBCE fund**
- **Direct staff to develop and issue an RFP for banking and Credit services; and**
- **Authorize the Community Development Agency to forward billings to County Finance**

Member Bacon seconded the motion which carried 10/2; Excused: Members Arreguin and Ellis

7. Provide Direction to Staff on Recruitment Plan and Job Posting for Chief Executive Officer (Sandra Rivera and Shawn Marshall)

The recruitment process outlined would be a direct contract with EBCE Board to expedite the process. Staff will work on the recruitment process which will include a 6 -8 month temporary contract with the CEO while the EBCE staffing and employee benefits are established. The CEO position will then transition into a salaried employee of EBCE.

Temporary office space for the initial six (6) EBCE employees will be at the CDA office in Hayward.

Staff requested approval to issue an RFP for an outside staffing agency to provide consultation services to the Board regarding employment packages and benefits. Staff also requested that the Board create an Ad Hoc Committee to participate in the candidate review process, make candidate recommendations to the full Board and discuss contract details. Staff anticipates presenting candidates to the Board in late May 2017 with employment beginning in June 2017. The full Board will then have the opportunity to meet with the finalists in closed session(s).

The Board nominated: Chair Haggerty, Vice-Chair Kalb and Member Spedowfski to the Ad Hoc committee, with the option to add more Board members if necessary.

Member Bacon motioned to approve the job description as amended:

- **Removing the word interim and to appoint an Ad Hoc Committee to assist in the candidate review process.**

Member Pilch seconded the motion which carried 10/2; Excused: Members Arreguin and Ellis

8. **Recommend Contract Award for Local Development Business Plan** - Selection of ALH Economics (Chris Bazar, Albert Lopez, Bruce Jensen)

County staff has initiated RFP 16- CCA-2 Local Development Business Plan (RFP 16-CCA-2) and interviewed the bidders with the assistance of a County selection committee.

The company ALH has experience with the required tasks, is able to survey the County for possible renewable energy potential for both in front and behind the meter - especially in the urban area. AHL Economics is also able to begin building a renewable portfolio quickly and report back to the Board of Directors during the process.

AHL Economics bid was within the project budget and received the highest score. They were the only bidder recommended to the Board. The recommendation will be presented to the Alameda County Board of Supervisors as early as Tuesday, March 28, 2017.

Community Development Agency Director, Chris Bazar, highlighted that no other entity has created a Local Business Development Plan making this a unique part of the EBCE process. A strong contingency of the EBCE Steering Committee wanted to have this plan. Staff approached as an opportunity for local business build out and focused on identifying potential locations.

Barbara Stebbins – Thanked staff and the selection committee for selecting a recommendation for the Local Development Business Plan. She also thanked the Board for reviewing the Clean Power Alliance revisions to the CAC scope that were submitted one day prior to the meeting.

Frank Burton – Spoke regarding his experience on the selection committee and how the selection process was received by bidders.

Member Mendall motioned to recommend AHL Economics to the Alameda County Board of Supervisors. Vice-chair Kalb seconded the motion which carried 10/2; Excused: Members: Arreguin and Ellis.

9. **Approve / Provide Direction to Staff on Community Advisory Committee Scope and Conflict of Interest Provisions** (Bruce Jensen, Inder Khalsa)

The self-nominations for the Community Advisory Committee (CAC) will remain open until Wednesday, 3/8/17. Staff will review the applications for qualifications and submit the qualified applications to the CAC Selection Committee to make the final selections.

The Board discussed:

- The Scope of the CAC and responsibilities of the CAC Chair
- Quorum requirements
- Staggered 4 year terms and setting the term limit to the County maximum of 12 years

- Language that allows the Board of Directors to remove a member of the CAC by majority vote; and
- Reporting responsibilities of the EBCE CEO to the CAC ; and
- If a stipend would be appropriate

Barbara Stebbins – Spoke in support of allowing CAC members to have an alternate in order to meet quorum at each meeting.

Al Weinrub – Thanked the Board and staff for the creation of the CAC, He also spoke regarding the language of the CAC scope and in support of providing a stipend for CAC members.

Member Mendall motioned to approve the Community Advisory Council scope and to adopt the Conflict of Interest Policy. Member Pilch seconded the motion which carried 10/2; Excused: Members: Arreguin and Ellis

10. Board Member and Staff Announcements (Chair)

None

11. Adjourned