



Draft Minutes
Board of Directors Meeting
Wednesday, October 17, 2018
6:00 pm
City of Hayward
Council Chambers
777 B Street,
Hayward, CA 94544

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If you have anything that you wish to be distributed to the Committee, please hand it to the clerk who will distribute the information to the Committee members and other staff. Please bring at least 15 copies.

1. Welcome & Roll Call

Present: Directors: Pilch (Albany), Arreguin (Berkeley), Hernandez (Dublin), Martinez (Emeryville), Mendall (Hayward), Thomas (San Leandro), Vernaci-Dutra (Union City), Eldred (Community Advisory), Vice-chair Kalb (Oakland), and Chair Haggerty (Alameda County)
Excused: Directors: Bacon (Fremont), Spedowfski (Livermore) and Rood (Piedmont)

2. Pledge of Allegiance

3. Appoint Labor Negotiators (Action Items)

Appoint the following Board members as Labor Negotiators:

- A. Chair Haggerty;
- B. Vice-chair Kalb; and
- C. Director Martinez

Chair Haggerty motioned to appoint the labor negotiators: Director Thomas seconded the motion which carried 8/0; Excused: Directors: Bacon, Spedowfski, Rood and Vice-chair Kalb

Vice-Chair Kalb in at 6:16pm

4. Closed Session

- A. PUBLIC EMPLOYEE PERFORMANCE EVALUATION under California Government Code Section 54957: Performance Evaluation of Chief Executive Officer

- B. CONFERENCE WITH LABOR NEGOTIATORS under California Government Code section 54957.6, EBCE Designated Representatives: Scott Haggerty, Dan Kalb, Diane Martinez, Unrepresented Employee: Chief Executive Officer
- C. CONFERENCE WITH LEGAL COUNSEL--ANTICIPATED LITIGATION Significant exposure to litigation pursuant to paragraph (2) of Subdivision (d) of California Government Code Section 54956.9 -- one case.

5. General Counsel report out of Closed session

In Closed session the Board provided Counsel with direction re-pending litigation. Counsel will report out on labor negotiations under Item # 12 CEO Employment Agreement

6. Public Comment

This item is reserved for persons wishing to address the Committee 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 Committee are customarily limited to three minutes per speaker. The Committee Chair may increase or decrease the time allotted to each speaker.

There were no speakers

CONSENT AGENDA

- 7. Approval of Minutes from September 26, 2018
- 8. Contracts entered into (Informational Item)
- 9. EBCE participation in the Special District Risk Management Agency Medical, Vision and Dental Insurance Program (Action Item)
Approve the following Recommendations:
 - A. Adopt a resolution authorizing EBCE to participate in the Special District Risk Management Agency (SDRMA) health, vision and dental plans; and
 - B. Approve a Memorandum of Understanding between SDRMA and EBCE regarding participation in the SDRMA medical, vision and dental insurance program.

Director Martinez motioned to approve the consent calendar. Director Dutra-Vernaci seconded the motion which carried 9/0; Excused: Directors: Bacon, Spedowski, and Rood

R-2018-35
C-2018-114

REGULAR AGENDA

10. CEO REPORT

- A. Executive Committee Meeting;
- B. Marketing and Outreach update;
- C. Local Development Business Plan Update; and
- D. Update on Opt-out

Presented

11. Community Advisory Committee Report

Presented

12. CEO Employment Agreement (Action Item)

Counsel outlined the proposed amendments:

- 3-year employment agreement
- 300,000 annual Salary
- Annual cost of living allowance of 3% or legal limit
- Annual evaluations in September
- Monthly car allowance of \$400
- Cost of Medical coverage

Director Martinez motioned to approve the CEO Employment Agreement.

Director Hernandez seconded the motion which carried 9/0; Excused: Directors:

Bacon, Spedowski and Rood.

C-2018-115

13. Risk Oversight Committee Formation (Informational Item)

Receive update on the Risk Oversight Committee process. EBCE staff is in the process of forming the Risk Oversight Committee to monitor power procurement activities and ensure they are consistent with EBCE's Energy Risk Management Policy.

Presented

14. Regulatory Update - Power Charge Indifference Adjustment (Discussion item)

Receive update on the Power Charge Indifference Adjustment.

The Board discussed

- The power Charge indifference adjustment increasing 4% over current rate
- PCIA Calculations for phase 2

- **PCIA Theory and potential solutions**

Barbara Stebbins - Thanked Vice-chair Kalb for attending the PCIA decision hearing and regarding the CPUC's decision and California energy policy/management.

15. Community Advisory Committee (CAC) workplan (Action Item)

Review the CAC workplan and either approve it or return it to the CAC with its requested revisions.

Director Eldred presented the workplan and provided background on the process the CAC used to create their workplan.

Jessica Tovar - Thanked the CAC for their work in updating the workplan, supports the updated plan and would like to see a focus on LDBP implementation.

Director Arreguin motioned to approve the Community Advisory Committee Workplan, Vice-chair Kalb seconded the motion which carried 9/0; Excused: Directors: Bacon, Spedowski and Rood

16. Insured Cash Sweep Memo (Action Item)

Authorize the CEO to execute the Insured Cash Sweep (ICS) Deposit Placement Agreement and related documents with River City Bank, to establish a mandatory interest-bearing account for excess cash balances.

Director Pilch Motioned to authorize the CEO to execute the Insured Cash Sweep Deposit Placement Agreement. Director Dutra-Vernaci seconded the motion which carried 9/0; Excused: Directors: Bacon, Spedowski, and Rood

C-2018-116

17. Credit Card Policy (Action Item)

Approve the EBCE credit card policy and authorize the CEO to enter into a credit card agreement with American Express for administrative, travel, and small budget expenses.

The Board discussed:

- Expense approval process- CEO Expenses must be approved by the Board Chair
- Strike American Express from section 4 - To allow policy to apply to all cards
- Expenses must fall within pre-set budgets

Vice-Chair Kalb motioned to approve the Credit Card Policy as amended: Strike Section 4 specifying American Express

Director Mendall seconded the motion which passed 9/0; Excused: Directors: Bacon, Spedowski and Rood

- 18. Carbon emission benchmarking and Accounting Methodology (Action Item)**
Approve a calendar year 2018 emissions factor benchmark at 142lbs of CO₂e/MWh for the Bright Choice product utilizing the Electric Power Sector Protocol by the Climate Registry.

The Board requested that staff also compare EBCE to other CCAs and PG&E later in the year.

Director Mendall motioned to approve the calendar year 2018 emissions factor benchmark. Director Hernandez seconded the motion which carried 9/0; Excused: Directors: Bacon, Spedowski, and Rood

- 19. Board Member and Staff Announcements including requests to place items on future Board Agendas**

Director Dutra-Vernaci requested an update on staff action regarding Assembly member Quirk letter dated 10/16.

Director Hernandez announced the City of Dublin will be hosting a free workshop “The future of your Energy Bill and what you can do about it” on Tuesday, 10/30/18 at 6:00pm.

- 20. Adjourned**