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50 Old Courthouse Square, Suite 605
Santa Rosa, CA 95404

MEETING MINUTES

SONOMA CLEAN POWER AUTHORITY BOARD OF DIRECTORS THURSDAY, JUNE 5, 2014 575 Administration Drive, Room 102A, Santa Rosa, California

The Board of Directors of the Sonoma Clean Power Authority met this date in adjourned session with the following members present: Susan Gorin, Mark Landman, Patrick Slayter (alternate for Michael Kyes), David Cook (alternate for Steve Barbose), Sam Salmon (alternate for Bruce Okrepkie), Julie Combs, Efren Carrillo, and Gary Wysocky.

Staff Present: CEO Geof Syphers, Authority Counsel Steve Shupe, Regulatory Director Kelly Foley, and Executive Assistant Stephanie Reynolds.

I. CALL TO ORDER

8:46 A.M. Chair Gorin called the meeting to order and requested that the meeting adjourn in memory of Director Michael Kyes.

Alternate Directors Patrick Slayter and Sam Salmon were sworn in by Authority Counsel Steve Shupe.

II. BOARD OF DIRECTORS REGULAR CALENDAR

1. Chief Executive Officer's Report.

9:01 A.M.

- a. CEO Geof Syphers acknowledged the first month of service.
- b. Current opt-out rate 8.5%, still under expectations.
- c. Update given on AB 2145. The bill had passed out of the Assembly. Staff directed to send a letter of thanks to Assembly members that voted "no."
- d. Monthly financial report given.

Public Comment: None.

2. Approve Personal Services Agreement with Kelly Foley for General Counsel Services.

9:25 A.M.

Present: CEO Syphers



Chair Gorin reported on the negotiation process. CEO Syphers expressed thanks to Steve Shupe for his skills and legal expertise.

Public Comment: None

Motion to approve: Director Landman
Second: Director Combs

Action approved: 8-0-0

3. Approve contract for power market services with Pacific Energy Advisors (PEA)

9:36 A.M.

Present: CEO Syphers, BOC Chair Susan Briski, John Dalessi and Kirby Dusel of PEA.

Terms of final contract changed to reflect recommendations from the Board, Business Operations Committee and Ratepayers Advisory Committee.

Public Comment: None

Motion to Approve: Director Salmon
Second: Director Wysocky

Action Approved: 8-0-0

Recess for Break: 9:55 A.M.

Reconvene from Break: 10:05 A.M.

4. Approve contract for accounting services with Maher Accountancy, LLC.

10:06 A.M.

Present: CEO Syphers and John Maher of Maher Accountancy, LLC

Request for Proposal (RFP) to go out in June for auditing services.

Public Comment: None

Motion to Approve: Director Carrillo
Second: Director Slayter

Action Approved: 8-0-0



5. Approve and adopt policy governing the use of excess income for operating reserves, debt repayment and establishment of a project fund.

10:16 A.M.

Present: CEO Syphers, BOC Chair Susan Briski

Staff directed to expand 1.b of the policy to include "and other incentives to reduce load."

Public Comment: Dick Dowd, Paul Brophy

Motion to approve policy as amended: Director Combs

Second: Director Carrillo

Action approved: 8-0-0

6. Approve and adopt policy governing CEO spending authority.

10:48 A.M.

Present: CEO Syphers

Staff directed to modify policy to include notifications to the Board and Business Operations Committee Chair and Vice Chair before large expenditures are made and a report out be made on the expenditure(s) at the next Board of Directors and Business Operations Committee meetings.

Public Comment: None

Motion to approve as amended: Director Wysocky

Second: Director Cook

Action Approved: 8-0-0

7. Approve amended contract with revised scope of work and budget for professional services from the Sonoma County Water Agency.

11:06 A.M.

Present: CEO Syphers

Public Comment: None

Motion to approve: Director Landman

Second: Director Salmon

Action approved: 8-0-0



8. Approve agreement with Office of the Sonoma County Counsel for as-needed legal services and related conflict-of-interest waiver.

11:13 A.M.

Present: CEO Syphers

Public Comment: None

Motion to approve: Director Salmon

Second: Director Wysocky

Action approved: 8-0-0

9. Approve the annual budget for Fiscal Year 2014-15, including a budget cap on proposed feed-in-tariff program expenses.

11:16 A.M.

Present: CEO Syphers, RAC Chair Dick Dowd

Public Comment: Bob Williamson, Jason Jackson

Motion to approve: Director Landman

Second: Director Combs

Action approved: 8-0-0

10. Appoint an ad hoc committee for the purpose of evaluating and approving near-term power procurement contracts that meet predetermined criteria.

11:37 A.M.

Present: CEO Syphers, Regulatory Director Kelly Foley

Public Comment: None

Motion to approve parameters for Procurement Ad Hoc Committee (PAHC) by Director Cook

Second: Director Combs

Action approved: 8-0-0

Discussion on PAHC time commitments and duration of ad hoc committee.

Public Comment: None



Motion to appoint Vice Chair Landman and Director Combs as the Board appointees to the PAHC by Chair Gorin.

Second: Director Carrillo

Action approved: 8-0-0

11. Approve the Approve the May 1, 2014 meeting minutes of the Sonoma Clean Power Authority Board of Directors.

11:50 A.M.

Motion to approve: Director Landman

Second: Director Wysocky

Action approved: 8-0-0

III. BOARD MEMBER ANNOUNCEMENTS

11:52 A.M.

Director Cook expressed thanks to Director Barbose for representing the City of Sonoma's interests on the SCP Board.

IV. PUBLIC COMMENT ON MATTERS NOT LISTED ON THE AGENDA

11:54 A.M.

No public comment

V. ADJOURN

11:54 A.M.

The meeting was adjourned in memory of Michael Kyes.

The Board adjourned the meeting to July 10, 2014 at 8:45 A.M. in the County of Sonoma Board Chambers, 575 Administration Drive, Room 102A, Santa Rosa, California.

Respectfully submitted,

Stephanie Reynolds
Executive Assistant