



MEETING MINUTES

SONOMA CLEAN POWER AUTHORITY BOARD OF DIRECTORS

THURSDAY, AUGUST 1, 2013

575 Administration Drive, Room 102 A,
Santa Rosa, California

The Board of Directors of the Sonoma Clean Power Authority met this date in adjourned session with the following members present: Shirlee Zane, Susan Gorin, Bruce Okrepkie, Mark Landman, Michael Kyes, Steve Barbose, Jake Ours, Robin Swinth

Staff Present: Geof Syphers, Interim CEO Sonoma Clean Power, and Steve Shupe, Authority Counsel

I. **CALL TO ORDER:**

3:30 p.m. Mr. Syphers called the meeting to order.

Mr. Shupe administered the Oath of Office to new Board members.

II. **REGULAR CALENDAR**

1. Appointment of Chair, Vice-Chair and Secretary.

3:33 P.M.

Mr. Shupe called for nominations for Chair.

Director Zane nominated Director Landman to be considered as Chair.

Board Action: Appoint Director Landman as Chair of the Authority Board.

Motion: Shirlee Zane

Second: Michael Kyes

AYES: Mark Landman, Shirlee Zane, Bruce Okrepkie, Michael Kyes

NOES: Jake Ours, Robin Swinth, Susan Gorin, Steve Barbose

MOTION FAILED

Director Barbose nominated Director Gorin to be considered as Chair.

Board Action: Appoint Director Gorin as Chair of the Authority Board.

Motion: Steve Barbose

Second: Jake Ours

UNANIMOUS VOTE

Director Gorin was unanimously voted as Chairwoman of the Authority Board.

Chairwoman Gorin called for nominations for Vice Chair.

Director Zane nominated Director Landman to be considered as Vice Chair.

Board Action: Appoint Director Landman as Vice Chair of the Authority Board.

Motion: Shirlee Zane

Second: Jake Ours

UNANIMOUS VOTE

Director Landman was unanimously voted as Vice Chair of the Authority Board.

Mr. Shupe clarified that the Secretary to the Authority could be a member of the Board or a staff member.

Board Action: Appoint a staff member as Secretary to the Authority Board

Motion: Robin Swinth

Second: Michael Kyes

UNANIMOUS VOTE

Chairwoman Gorin asked staff for clarification regarding the position of Treasurer. Mr. Shupe clarified that the duties of the Treasurer are specified in the Joint Powers Agreement (JPA). He noted that the default Treasurer is the Sonoma County Treasurer and further explained that the JPA provides that the Board can select another Treasurer.

2. Report from Interim Chief Executive Officer. This will include a presentation to orient new directors to the agency and discussion of the staffing plan and preliminary budget (information only).

3:41 P.M.

Mr. Syphers reported on the following items:

- Completed work to date includes: Feasibility study, public surveys and focus groups, draft Implementation Plan, JPA formation, estimated power rates, secured startup financing, City resolutions

and ordinances, public outreach, transition to a full Board of Directors.

- Community meetings in various cities throughout the county have been scheduled in August and September. A current listing is available at www.sonomacleanpower.org.
- Mr. Syphers provided a calendar update for August –September and October – December 2013 on implementation activities. See staff report for details.
- There will be three phases for long term roll out
 - Phase 1 in 2014 will add 10,000+ customers with emphasis on commercial and nonresidential accounts
 - Phase 2 in 2015 will add half of remaining customers
 - Phase 3 in 2016 will add all remaining customers
- Mr. Syphers provided the Board with a staffing update and noted that he will provide the Board with a full staffing plan at the next meeting. He anticipates hiring an Executive Assistant, Communications Manager, and Legal Director between August - September 2013, and hiring a Programs Manager, Account Representative, and Mid-level Administrative Support staff between October- December 2013.
- A preliminary Year 1 Budget overview of revenues, expenditures, debt service, and other uses was presented to Board members.

Speakers:

Ann Hancock, Climate Protection Campaign

3. Introduction of By-Laws (information only).

4:46 P.M.

Mr. Shupe provided a brief overview of the draft By-Laws and asked the Board to review and provide suggested changes. He stated that the draft By-Laws would come before the Board for adoption at the next meeting.

The Board directed Mr. Shupe to consider adding Rosenberg’s Rules of Order to the By-Laws and a description about the role of the Authority’s Treasurer.

The Board asked that Mr. Shupe return to the Board with a proposal that addresses issues related to email accounts used for Sonoma Clean Power communications.

4. Set time and place for regular meetings.

4:59 P.M.

Board Action: Adopt a Resolution setting the time and place for regular meetings of the Board of Directors on the first and third Thursday each month at 8:45 A.M. at the Board of Supervisors Chambers, 575 Administration Drive Room 102A, Santa Rosa.

Motion: Director Barbose

Second: Director Swinth

UNANIMOUS VOTE

Approved by Resolution No. 2013-0001

Speaker:

Mr. Syphers announced that the next meeting would be held on August 15, 2013 at 8:45 a.m. in the Board of Supervisors Chambers.

Chairman Gorin made note that the Board would revisit consideration of evening meetings in the future.

5. Approve Conflict of Interest Code.

5:10 P.M.

Mr. Shupe provided an overview if the Conflict of Interest Code for the Authority. He noted that the Appendix A of the proposed Resolution did not include the Business Operations and Ratepayer Advisory Committees and made a recommendation to add the two committees to the list of designated positions.

Speakers:

Bob Williamson

Board Action: Adopt a Resolution adopting the Conflict of Interest Code for the Sonoma Clean Power Authority with amended language to Appendix A adding the Business Operations and Rate Payer Advisory Committees to the list of designated positions.

Motion: Director Landman

Second: Director Zane

UNANIMOUS VOTE

Approved by Resolution No. 2013-0002

6. Appoint a three-member ad hoc committee to consult with Interim Chief Executive Officer on negotiations with power suppliers and data management firms.

5:19 P.M.

The Board made a recommendation to appoint four Directors to the Negotiations Ad Hoc Committee instead of three.

Board Action: Appoint Directors Michael Kyes, Shirlee Zane, Robin Swinth and Bruce Okrepkie to the ad hoc committee to consult with Interim Chief Executive Officer on negotiations with power suppliers and data management firms.

Motion: Director Zane

Second: Director Ours

UNANIMOUS VOTE

7. Approve the July 25, 2013 meeting minutes of the Sonoma Clean Power Authority.

5:27 P.M.

Board Action: Approve as Recommended

AYES: Susan Gorin, Shirlee Zane, Bruce Okrepkie,

ABSTAIN: Mark Landman, Jake Ours, Robin Swinth, Steve Barbose,
Michael Kyes

APPROVED

III. BOARD MEMBER ANNOUNCEMENTS

The Board members expressed that they looked forward to the work of the Authority moving forward.

IV. PUBLIC COMMENT ON MATTERS NOT LISTED ON THE AGENDA

5:30 P.M. Public Comment Opened

Jake Mackenzie

Rich Harkness

Bob Williamson

Tim Holmes

5:41 P.M. Public Comment Closed

V. ADJOURN

5:41 P.M. The Board adjourned the meeting to August 15, 2013 at 8:45 a.m. in the Board Chambers, 575 Administration Drive, Room 102 A, Santa Rosa, California.