



## MEETING MINUTES

**SONOMA CLEAN POWER AUTHORITY  
BOARD OF DIRECTORS  
THURSDAY, AUGUST 15, 2013  
575 Administration Drive, Room 102 A,  
Santa Rosa, California**

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The Board of Directors of the Sonoma Clean Power Authority met this date in adjourned session with the following members present: Susan Gorin, Mike McGuire (alternate), Bruce Okrepkie, Mark Landman, Steve Barbose, Jake Ours, Robin Swinth, and Michael Kyes.

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

Absent: Director Shirlee Zane

### **I. CALL TO ORDER**

8:45 A.M. Chairwoman Gorin called the meeting to order.

8:46 A.M. The Board Recessed into Closed Session.

8:48 A.M. Director Kyes joined the meeting.

### **II. CLOSED SESSION CALENDAR**

1. The Board of Directors will consider the following in closed session: Conference with Real Property Negotiator. Property -- Suites 605 and 610, 50 Old Courthouse Square, Santa Rosa, CA. Authority Negotiator: Geof Syphers, Chief Executive Officer. Negotiating Parties -- Lessor: Airport Business Center, Lessee: Sonoma Clean Power Authority. Under Negotiation: Price and terms and conditions of potential lease of property (Govt. Code Section 54956.8).

9:01 A.M.

Steve Shupe, Authority Counsel, reported out on closed session.

Board Action: Direction was given to staff, no action to report at this time.

9:01 A.M. Director Kyes left the meeting

9:04 A.M. Director Kyes joined the meeting

### III. REGULAR CALENDAR

#### 2. Chief Executive Officer's Report

9:03 A.M.

Geof Syphers, Interim Chief Executive Officer reported on the following items:

- Upcoming Board of Directors Meeting:

Reminder that the next two meetings of the Board of Directors will be held on Thursday, September 5, 2013 and Thursday, September 19, 2013 at 575 Administration Drive, Room 102A in Santa Rosa.

- Ad Hoc Committee:

Staff would like to schedule the first Ad Hoc Committee meeting on negotiating and reviewing the term sheets for the power supply for late August. Staff will follow-up with Directors to schedule the Ad Hoc Committee meeting.

- Marketing and Outreach:

Public information meetings are continuing to be held in various cities. The full calendar of upcoming meetings is available online at [www.sonomacleanpower.org](http://www.sonomacleanpower.org) under the News and Events tab. Staff is getting clarity that the Authority needs to do a good job advertising to turn out participants. Directors have been assigned to the various meetings for representation except for the Guerneville public informational meeting. Staff is seeking a Director to represent the Authority at this meeting to be held on August 29, 2013 at 5:30 P.M.

- Sonoma Clean Power (SCP) Implementation Schedule:

A revised schedule was presented to the Board of Directors that will start Phase 1 service to customers beginning May 1, 2014 as a result of a change in the estimated California Public Utilities Commission (CPUC) review time and waiting period that is required as part of PG&E's policy for CCA customer transfers. No change will occur to

Phases 2 or 3. This will allow more customers to be served in the first year from 10,000 to 20,000.

Staff reported that the strategic planning process would begin in December 2013 and conclude by June 2014.

The Board indicated an interest in starting the strategic planning process earlier and/or shortening the overall strategic planning process from six months to four.

- Operations:

A big next step is preparing to form the Ratepayer Advisory Committee and Business Operations Committee. An application will be posted on the website. Both committees will have members appointed by the Board of Directors and serve 4-year terms. The goal is to have the committees formed by October 2013. Staff will bring recommended candidates to the Board of Directors after the application process is complete and information clarifying the roles of the committees in order to avoid any duplication of efforts of the Ad Hoc, Ratepayer and Business Operations Committees.

- Staffing Plan:

Staff is working with an employment attorney to assist with the process of hiring additional staff, development of the personnel system, job descriptions, posting and benefits package. The focus will be on hiring the following key positions first: Executive Assistant and Communications Manager.

The Board gave direction to staff to provide a cost-benefit analysis for hiring agency counsel versus contracting, and salary ranges for employees.

- Budget:

Staff will work with an accountant to provide a profit and loss statement at future meetings as requested by the Board of Directors. This meeting is key for getting the systems in place including an accountant and adopting a budget.

Speakers:

Anne Hancock  
David Keller

10:09 A.M. Board of Directors Recessed.

10:18 A.M. Board of Directors Reconvened.

3. Adopt Resolution approving budget for Fiscal Year 2013-14.

10:19 A.M.

Speaker:

David Keller

Board Action: Approved as Recommended

Motion: Bruce Okrepkie

Second: Mark Landman

UNANIMOUS VOTE

Resolution Number 2013-0003

4. Adopt a Resolution creating a Personnel System to insure equitable and uniform policies and procedures for administering personnel matters in compliance with applicable laws, and designating the Chief Executive Officer as Personnel Officer and appointing authority to carry out all duties necessary to implement the Personnel System.

10:30 A.M.

The Board directed staff to provide the final draft of the personnel policies to the Board of Directors for review and put on the agenda for discussion on September 5, 2013.

Board Action: Approved as Recommended

Motion: Robin Swinth

Second: Jake Ours

UNANIMOUS VOTE

Resolution Number 2013-0004

5. Approve Professional Services Agreement with Maher Accountancy for accounting services (\$81,250, agreement expires June 30, 2014) and designate member of Board to act as Treasurer-Auditor.

10:45 A.M.

Speakers:

John Maher  
Bob Williamson  
David Keller

Board Action: Approve Professional Services Agreement with Maher  
Accountancy for accounting services (\$81,250, agreement expires June 30,  
2014)

Motion: Mark Landman  
Second: Jake Ours

AYES: Susan Gorin, Mike McGuire, Bruce Okrepkie, Mark Landman, Michael  
Kyes, Jake Ours, Robin Swinth  
NOES: Steve Barbose

The discussion and action to designate a member of the Board to act as  
Treasurer-Auditor was continued to the next meeting on September 5,  
2013.

6. Hold public hearing and adopt a Resolution approving and adopting the  
Implementation Plan for the Sonoma Clean Power community choice  
aggregation program, and authorizing and directing the Chief Executive  
Officer to submit the Plan to the California Public Utilities Commission and  
to take all steps necessary to obtain CPUC approval of the Plan.

11:32 A.M.

Present: John Dalessi, Dalessi Management Consulting

11:49 A.M. Public Hearing Opened

11:50 A.M. Public Hearing Closed

Board Action: Adopt a Resolution approving and adopting the  
Implementation Plan for the Sonoma Clean Power community choice  
aggregation program, with an amendment to remove the specific reference  
to MW amounts as noted on page 21 in the paragraph, "Specific objectives  
include development of 30 MW of local renewable generation by 2020,  
increasing to 120 MW by 2030,"and authorizing and directing the Chief  
Executive Officer to submit the Plan to the California Public Utilities  
Commission and to take all steps necessary to obtain CPUC approval of the  
Plan.

Motion: Robin Swinth

Second: Mark Landman

UNANIMOUS VOTE

Resolution Number 2013-0005

7. Approve and authorize the Chief Executive Officer to execute the Service Agreement with PG&E in substantially the form presented to the Board.

11:28 A.M.

Speaker:

June Brashares

Board Action: Approved as Recommended

Motion: Robin Swinth

Second: Jake Ours

UNANIMOUS VOTE

8. Approve By-Laws for the Board of Directors of the Sonoma Clean Power Authority

11:19 A.M.

Board Action: Approve the By-Laws as amended striking the language in Article X Records requirement for the Board of Directors of the Sonoma Clean Power Authority to provide a copy of documents relating to Authority received by or sent to parties other than Authority staff to the Authority's Chief Executive Officer or designee.

Motion: Mike McGuire

Second: Steve Barbose

UNANIMOUS VOTE

9. Approve the August 1, 2013 meeting minutes of the Sonoma Clean Power Authority Board of Directors

11:27 A.M.

The Board directed staff to revise the August 1, 2013 meeting minutes on Page 5, Item 7 approval of the July 25, 2013 meeting minutes to reflect the abstention of 5 Board of Directors.

Board Action: Approve the August 1, 2013 meeting minutes of the Sonoma Clean Power Authority Board of Directors reflecting the correction to the vote for item #7 of page 5.

AYES: Susan Gorin, Okrepkie, Mark Landman, Michael Kyes, Steve Barbose, Jake Ours, Robin Swinth

ABSTAINED: Mike McGuire

**IV. BOARD MEMBER ANNOUNCEMENTS**

11:56 A.M.

No announcements were made.

**V. PUBLIC COMMENT ON MATTERS NOT LISTED ON THE AGENDA**

11:56 A.M. Public Comment Opened

11:56 A.M. Public Comment Closed

**VI. ADJOURN**

11:56 A.M. The Board adjourned the meeting to September 5, 2013 at 8:45 A.M. in the County of Sonoma Board Chambers, 575 Administration Drive, Room 102A, Santa Rosa, California.