



MEETING MINUTES

SONOMA CLEAN POWER AUTHORITY BOARD OF DIRECTORS

THURSDAY, SEPTEMBER 5, 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: Susan Gorin, Mark Landman, Steve Barbose, Michael Kyes, Bruce Okrepkie, Jake Ours, Robin Swinth, and Shirlee Zane.

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

I. CALL TO ORDER

8:46 A.M. Chairwoman Gorin called the meeting to order.
8:51 A.M. Director Kyes joined the meeting.

II. REGULAR CALENDAR

1. Chief Executive Officer's Report (information only)

8:48 A.M.

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

- Marketing and Outreach:

Staff reported on the informational meeting held in Santa Rosa on September 4, 2013. Approximately 25 community members attended with an overall positive response. The next public information meeting will be held on December 7, 2013 at The Sea Ranch. The full calendar of upcoming meetings is available online at www.sonomacleanpower.org under the News and Events tab. Staff indicated that the next round of public outreach meetings should focus on the business community and encouraged the Board of Directors to forward recommendations to staff.

- Committee Formation:

Solicitation for applications is now in progress for the Business Operations and Ratepayer Advisory Committees. The applications and information about each committee is available online at www.sonomacleanpower.org under the About SCP tab. To date 13 applications have been received for each committee and Board members are encouraged to invite potential applicants to apply. Staff will bring an item for the agenda at the next Board of Directors meeting to discuss the process of selection with the goal to make a final selection of committee members at the 10/3/13 meeting.

Steve Shupe, Authority Council reported that the Sonoma Clean Power Authority's Conflict of Interest Code will be presented to the County of Sonoma Board of Supervisors on September 10, 2013 for approval. Board of Directors will be required to file a Form 700 within thirty (30) days of the approval from the Board of Supervisors. Staff will send a reminder to Directors with a link to the form.

- Operations:

Staff reported that the regulatory approval process remains on schedule and confirmation was received on August 28, 2013 by the California Public Utilities Commission (CPUC) staff that the implementation plan is under review. This now triggers the 90-day statutory period. The Services Agreement was received by PG&E and contains extra protections that were negotiated.

The Ad Hoc committee met to get an orientation on the terms and conditions. The committee will meet again soon in order to review the terms and conditions and bring back recommendations to the board.

- Budget:

Staff will be able to open SCP's operating account with the approval of Item 6 on today's agenda. SCP is currently continuing to operate off of the Sonoma County Water Agency's line of credit. Any new contracts would utilize the new line of credit through First Community Bank. The Sonoma County Water Agency loan would be repaid beginning in 2015 with a 3% interest rate at a fixed rate of \$25,000 a month until repaid.

- Staff:

The hiring of additional staff is dependent upon the approval of salary ranges from the Board of Directors. Significant detail was added to the job descriptions for two current positions of Executive Assistant and Public Affairs and Marketing Manager. Staff would like to wait on the hiring of Authority Counsel once some staff capacity has been established and more time can be taken to hire the right person for the Counsel position.

2. Adopt Salary and Compensation Resolution

9:02 A.M.

Present: Deborah Muchmore, Administrative Services Officer II, Sonoma County Water Agency

Speakers:

Bob Williamson

Harry Divitian

Director Zane made the following recommendation: Use the County of Sonoma District Director base-line salary range of \$66,000-\$80,000 for Executive Assistant and the County of Sonoma Public Information Officer base-line salary range of \$87,000-\$106,000 for the Public Affairs and Marketing Manager position. Direct staff to look at the SMART benefit package and bring it back to the board for review and approval.

Ayes: Shirlee Zane

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

FAILED

Recommended Board Action: Adopt a Resolution establishing a salary and compensation plan and authorizing the Chief Executive Officer to implement the plan as written with the modification of the salary ranges deducting \$5,000 off of the top (\$70,000-\$90,000 for the Executive Assistant position and \$85,000-\$120,000 for the Public Affairs and Marketing Manager position) and direct staff to provide an apples to apples comparison of local agencies total compensation plan to bring back to the Board for information.

Ayes: Susan Gorin, Mark Landman, Steve Barbose, Bruce Okrepkie, Jake Ours, Robin Swinth

Noes: Michael Kyes and Shirlee Zane

APPROVED

Resolution Number 2013-0006

3. Approve Professional Services Agreement with Dalessi Consulting, LLC

10:12 A.M.

Speaker:

Paul Brophy

Board Action: Approved as Recommended. Direct staff to add professional liability insurance requirements to the contract, if possible.

Motion: Michael Kyes

Second: Bruce Okrepkie

UNANIMOUS VOTE

4. Approve Professional Services Agreement with Green Ideals Group

10:38 A.M.

Speakers:

Bob Williamson

Board Action: Approved as Recommended. Direct staff to add professional and cyber liability insurance requirements to the contract, if possible.

Motion: Robin Swinth

Second: Jake Ours

UNANIMOUS VOTE

5. Approve Memorandum of Agreement with Sonoma County Auditor-Controller-Treasurer-Tax Collector for treasury and audit services

11:26 A.M.

Board Action: Approved as Recommended

Motion: Shirlee Zane

Second: Jake Ours

UNANIMOUS VOTE

6. Adopt Resolution delegating banking authority to Chief Executive Officer

11:33 A.M.

Board Action: Approved as Recommended

Motion: Michael Kyes
Second: Bruce Okrepkie

UNANIMOUS VOTE

Resolution Number 2013-0007

7. Approve the August 15, 2013 meeting minutes of the Sonoma Clean Power Authority Board of Directors

11:42 A.M.

Board Action: Approved as Recommended

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

III. BOARD MEMBER ANNOUNCEMENTS

11:42 A.M.

Bruce Okrepkie will not be able to attend the next regularly scheduled Board meeting and alternate Sam Salmon will be present instead at the next meeting.

IV. PUBLIC COMMENT ON MATTERS NOT LISTED ON THE AGENDA

None.

V. ADJOURN

11:43 A.M. The Board adjourned the meeting to September 19, 2013 at 8:45 A.M. in the County of Sonoma Board Chambers, 575 Administration Drive, Room 102A, Santa Rosa, California.