



## MEETING MINUTES

### SONOMA CLEAN POWER AUTHORITY BOARD OF DIRECTORS

THURSDAY, NOVEMBER 7, 2013  
575 Administration Drive, Room 102A,  
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, Mark Landman, Steve Barbose, Michael Kyes, Bruce Okrepkie, Jake Ours, Robin Swinth, and Shirlee Zane.

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

#### I. CALL TO ORDER

8:46 A.M. Chairwoman Gorin called the meeting to order

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

8:53 A.M. Director Kyes joined the meeting

#### II. REGULAR CALENDAR

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

8:47 A.M.

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

- Milestones:
  - Hired a Public Affairs and Marketing Director
  - Completed Personnel Rules
  - Completed negotiations for the \$7.5 million line of operating credit
  - Reviewed final bids for data management services and completed negotiations
  - Negotiated proposed final form of the power agreements
  - Held two Business Operations Committee meetings and a third ad hoc meeting to review contracts

- Upcoming Board Meeting Schedule:
  - November 21, 2013 Full Board meeting
  - December 5, 2013 Full Board meeting
  - December 19, 2013 Board meeting Cancelled
  - January 9, 2014 Revised Full Board meeting (replaces January 2, 2014)
  - January 23, 2014 (replaces January 16, 2013)

The November 21, 2013 Board of Directors meeting will include an agenda item on strategic planning.

- Financials:

On schedule and under budget due to the delay in hiring staff, the use of the Interim CEO's consulting contract through Sonoma County Water Agency for July and August billings, and consultant expenses were less than expected due to deferred billing from the accountant and lower-than-expected number of hours from the technical team.

Speakers:  
Bob Williamson

2. Adopt salary and compensation resolution

9:05 A.M.

Present: Linda Daube, Employment Attorney

Board Action: Adopt a Resolution establishing the salary and compensation plan and authorizing the CEO to implement the plan.

Motion: Shirlee Zane  
Second: Bruce Okrepkie

UNANIMOUS VOTE

Resolution Number 13-0008

3. Approve operating line of credit from First Community Bank

9:33 A.M.

Board Action: Approve a \$7.5 million line of credit with First Community Bank of Santa Rosa, and authorize the Chief Executive Officer to execute loan documents in substantially the form presented to the Board, following review and approval of Authority Counsel as to form.

Motion: Robin Swinth  
Second: Mark Landman

UNANIMOUS VOTE

4. Receive Ad Hoc Committee and Business Operations Committee recommendations and approve Data Management Services agreement

9:43 A.M.

Present: Kirby Dusel, Paradigm Energy Consulting

Board Action: Approve and authorize the Chair to execute the Master Professional Services Agreement for data management services between Noble Americas Energy Solutions, LLC and the Sonoma Clean Power Authority. Direction given to staff to work with the approved vendor to establish a local Sonoma County call center.

Motion: Mark Landman  
Second: Jake Ours

UNANIMOUS VOTE

5. Receive Ad Hoc Committee and Business Operations Committee recommendations and authorize the Board Chair and CEO to execute power supply agreements subject to certain conditions

10:01 A.M.

Present: Stephen Hall, Troutman & Sanders, LLC and John Dalessi, Dalessi Management Consulting

Speakers:  
Bob Williamson  
Ken Wells

10:29 A.M. Director Zane left the meeting  
10:32 A.M. Director Zane joined the meeting

Board Action: Approve the Energy Service Provider Agreements in substantially the form presented to this Board, and authorize the Chair and the Chief Executive Officer to execute the Agreements following the receipt of price quotes from electric service providers, subject to the stated conditions.

Motion: Robin Swinth  
Second: Shirlee Zane

UNANIMOUS VOTE

6. Adopt certain administrative and business management policies necessary to enter into power supply and data management services agreements

10:49 A.M.

Speakers:  
Richard Dowd  
John Rosenblum  
Bob Williamson

11:00 A.M. Director Okrepkie left the meeting

Board Action: Adopt administrative and business management policies necessary to enter into power supply and data management services agreements and amend Policy No. 003 – Records Retention to reflect ‘Board Approved Decisions’ be changed from 5-years to perpetuity and ‘Marketing Material’ from 2-years to a minimum of 5-years.

Motion: Mark Landman  
Second: Robin Swinth

Ayes: Susan Gorin, Mark Landman, Steve Barbose, Michael Kyes, Jake Ours, Robin Swinth, and Shirlee Zane  
Absent: Bruce Okrepkie

7. Approve the October 17, 2013 meeting minutes of the Sonoma Clean Power Authority Board of Directors

11:14 A.M.

Board Action: Approved as Recommended

Motion: Michael Kyes  
Second: Robin Swinth

Ayes: Susan Gorin, Mark Landman, Steve Barbose, Michael Kyes, Jake Ours, Robin Swinth, and Shirlee Zane  
Absent: Bruce Okrepkie

**III. BOARD MEMBER ANNOUNCEMENTS**

11:14 A.M.

None

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

11:14 A.M.

None

**V. ADJOURN**

11:15 A.M. The Board adjourned the meeting to November 21, 2013 at 8:45 A.M. in the County of Sonoma Board Chambers, 575 Administration Drive, Room 102A, Santa Rosa, California.