



**SILICON VALLEY
CLEAN ENERGY AUTHORITY**

Board of Directors Meeting

Wednesday, April 13, 2016

5:00 pm

Santa Clara County Board Room
70 West Hedding Street, 1st Floor
San Jose, CA

MEETING MINUTES

1) Swearing in of new Board members

Immediately preceding the Board of Directors meeting, Board Clerk Lisa Natusch administered the Oath of Office to Directors Jeannie Bruins (City of Los Altos), John Harpootlian (Town of Los Altos Hills), Rob Rennie (Town of Los Gatos), Steve Tate (City of Morgan Hill), John McAlister (City of Mountain View), Joe Simitian (County of Santa Clara), Howard Miller (City of Saratoga), Jim Griffith (City of Sunnyvale), Liz Gibbons (City of Campbell), Rod Sinks (City of Cupertino) and Daniel Harney (City of Gilroy); and Alternate Directors Don Bray (City of Los Altos), Carl Cahill (Town of Los Altos Hills), Marico Sayoc (Town of Los Gatos), Pat Showalter (City of Mountain View) and Peter Leroe-Munoz (City of Gilroy).

Call to Order

Board Clerk Lisa Natusch called the meeting to order in the Santa Clara County Board Room at 5:17 p.m.

Roll Call

Present:

Director Jeannie Bruins, City of Los Altos
Director John Harpootlian, Town of Los Altos Hills
Director Rob Rennie, Town of Los Gatos
Director Burton Craig, City of Monte Sereno (arrived at 5:23 p.m.)
Director Steve Tate, City of Morgan Hill
Director John McAlister, City of Mountain View
Director Joe Simitian, County of Santa Clara
Director Howard Miller, City of Saratoga
Director Jim Griffith, City of Sunnyvale
Director Liz Gibbons, City of Campbell
Director Rod Sinks, City of Cupertino
Director Daniel Harney, City of Gilroy

Absent:

None.

Consent Calendar

No Items.

Regular Calendar

2) Approve Interim Board Chair

Melody Tovar explained the process for selecting the Interim Board Chair and recommended nomination of Director John McAlister as Interim Chair.

Director McAlister accepted the nomination.

MOTION: Director Sinks moved and Director Bruins seconded the motion to appoint Director John McAlister as Interim Board Chair.
The motion carried unanimously (Director Craig absent).

Public Comment on Matters Not Listed on the Agenda

Jeff Byron, resident of Los Altos, commended the Board for their efforts, and commended the Center for Climate Protection for their work.

Swearing in of Director Burton Craig, City of Monte Sereno

Upon Director Craig's arrival, Board Clerk Natusch administered the oath of office.

Following the swearing in of Director Craig, the Board proceeded with the remaining Regular Calendar Items.

3) Adopt Conflict of Interest Code

Greg Stepanicich provided the staff report and responded to Board member questions.

MOTION: Director Simitian moved and Director Griffith seconded the motion to adopt the Conflict of Interest Code.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

Director Simitian requested Stepanicich coordinate with the County Counsel with respect to filing the Form 700.

The motion carried unanimously.

4) Approve ongoing meeting date and time

Greg Stepanicich provided the staff report and responded to Board questions. Melody Tovar provided additional information.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

MOTION: Director Bruins moved and Director Tate seconded the motion to adopt the resolution to set the regular meeting time at 7 p.m.

The motion carried unanimously.

5) Receive presentation on operations and program development

Melody Tovar, City of Sunnyvale, presented a program plan overview and information regarding key milestones, resources and staffing, and responded to Board questions. Kirby Dusel and John Dalessi, Pacific Energy Advisors, presented information regarding key technical milestones in the implementation

plan and responded to Board questions. Erin Cooke, City of Cupertino, presented the Communications Plan and responded to Board questions.

6) Approve initial budget

Melody Tovar presented the staff report and responded to Board questions.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

MOTION: Director Griffith moved and Director Sinks seconded the motion to approve the proposed budget.

The motion carried unanimously.

7) Approve administrative and fiscal services agreement with the City of Sunnyvale

Melody Tovar presented the staff report. Greg Stepanicich provided additional information.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

MOTION: Director Bruins moved and Director Tate seconded the motion to approve the agreement in substantially in the form in Attachment 1 to the report with the City of Sunnyvale for administrative and fiscal services and reimbursement, in an amount not to exceed \$225,000, and authorize the Board Chair to execute the agreement.

The motion carried unanimously.

8) Receive an introduction regarding election of officers and appoint the Treasurer-Auditor

Greg Stepanicich presented the staff report.

MOTION: Director Sinks moved and Director Bruins seconded the motion to appoint Tim Kirby, City of Sunnyvale, as Treasurer-Auditor for SVCEA.

The motion carried unanimously.

9) Approve administrative services agreement with the City of Cupertino for community engagement and human resources support

Operations Manager Melody Tovar presented the staff report and responded to Board questions.

Communications Manager Erin Cooke provided additional information.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

MOTION: Director Miller moved and Director Sinks seconded the motion to approve an agreement substantially in the form shown in Attachment 1 with the City of Cupertino for community outreach and human resource services and reimbursement, in an amount not to exceed \$155,000; and authorize the Board Chair to execute the agreement.

The motion carried unanimously.

10) Appoint a Board Ad Hoc Committee to recommend selection of an interim Chief Executive Officer and negotiate a draft agreement for Board approval

Communications Manager Erin Cooke presented the staff report and stated interviews are scheduled for April 26.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

Directors Sinks, Miller, Rennie, McAlister and Harney expressed interest in serving on the Board Ad Hoc Committee.

MOTION: Director Miller moved and Director Tate seconded the motion to appoint an Ad Hoc Committee comprised of Directors Sinks, Miller, Rennie, McAlister and Harney to conduct Interim CEO interviews and recommend the selection of and a services contract with an Interim Chief Executive Officer for approval at the May Board of Directors Meeting.

The motion carried unanimously.

11) Approve professional services agreement with Richards Watson and Gershon for legal services

Operations Manager Melody Tovar presented the staff report.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

MOTION: Director Gibbons moved and Director Bruins seconded the motion to approve an agreement substantially in the form shown in Attachment 1 with Richards, Watson & Gershon, for legal services in an amount not to exceed \$80,000; and authorize the Board Chair to execute the agreement.

FRIENDLY AMENDMENT: Director Bruins offered a friendly amendment to modify the agreement to clarify in Section 5.0 Termination that the authority to terminate is the Board.

Director Gibbons accepted the friendly amendment.

The motion carried unanimously.

12) Approve professional services agreement with Pacific Energy Advisors for technical services

Operations Manager Melody Tovar presented the staff report.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

MOTION: Director Gibbons moved and Director Sinks seconded the motion to approve an agreement substantially in the form shown in Attachment 1 with Pacific Energy Advisors, Inc., for technical consulting services in an amount not to exceed \$265,000; and authorize the Board Chair to execute the agreement.

The motion carried unanimously.

13) Approve professional services agreement with MIG for outreach and community engagement services

Operations Manager Melody Tovar presented the staff report and noted the provisions in Item 16 of the agreement are still being refined. Communications Manager Erin Cooke responded to Board questions regarding translation of the website into languages other than English.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

MOTION: Director Miller moved and Director Harney seconded the motion to approve an agreement substantially in the form shown in Attachment 1 to the report with MIG, Inc. for community engagement support services and reimbursement in an amount not to exceed \$145,500; and authorize the Board Chair to execute the agreement, also giving staff flexibility regarding Item 16 Testing and Acceptance, and ask staff to bring back a plan at the appropriate time to deal with the Board's concerns regarding communication across various languages.

The motion carried unanimously.

14) Approve professional services agreement with Joint Venture Silicon Valley for business and stakeholder engagement services

Communications Manager Erin Cooke presented the staff report.

Interim Chair McAlister opened public comment.

No speakers.

Interim Chair McAlister closed public comment.

MOTION: Director Gibbons moved and Directors Miller seconded the motion to Approve agreement substantially in the form shown in Attachment 1 to the report with Joint Venture Silicon Valley for business community engagement and outreach services and reimbursement in an amount not to exceed \$68,000; and authorize the Board Chair to execute the agreement.

The motion carried unanimously.

Board Member Announcements

Interim Chair McAlister expressed appreciation to Melody Tovar and Erin Cooke for their work.

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Public Comment on Matters Not Listed on the Agenda

Bruce Karney, President of Carbon Free Mountain View, reported volunteers are available for various jobs including outreach or translation of web materials.

Ron Swenson expressed appreciation to the Board for bringing climate change to the attention of the community and stated a team of students at San Jose State is working on transportation based solar.

Adjournment

Interim Chair McAlister adjourned the meeting at 7:13 p.m.