



**SAN DIEGO COMMUNITY POWER (SDCP)
BOARD OF DIRECTORS**

San Diego City Administration Building, 12th Floor
202 "C" Street
San Diego, CA 92101

MINUTES

December 17, 2020

This meeting was conducted utilizing teleconferencing and electronic means consistent with State of California Executive Order N-29-20 dated March 17, 2020, regarding the COVID-19 pandemic.

The Board minutes are prepared and ordered to correspond to the Board Agenda. Agenda Items can be taken out of order during the meeting.

The Agenda Items were considered in the order presented, except the Call to Order was done prior to the Welcome and Oath of Office for Director Dedina.

WELCOME AND OATH OF OFFICE FOR MAYOR SERGE DEDINA

Interim Board Clerk Wiegelman administered the Oath of Office to Director Dedina (Imperial Beach).

CALL TO ORDER

Chair Mosca (Encinitas) called the SDCP Board of Directors meeting to order at 5:10 p.m.

General Counsel Baron announced there were no reportable actions from Closed Session.

PLEDGE OF ALLEGIANCE

Chair Mosca (Encinitas) led the Pledge of Allegiance.

ROLL CALL

PRESENT: Chair Mosca (Encinitas), Vice Chair Padilla (Chula Vista), Director Baber (La Mesa), Director Dedina (Imperial Beach), and Director Montgomery (San Diego)

ABSENT: None

Also Present: Interim Chief Executive Officer (“CEO”) Carnahan, Chief Operating Officer (“COO”) Hooven, General Counsel Baron, Interim Board Clerk Wiegelman

ITEMS TO BE ADDED, WITHDRAWN, OR REORDERED ON THE AGENDA

Chair Mosca announced that Item 10 was withdrawn from the agenda and would be considered at a future meeting.

PUBLIC COMMENTS

Interim Board Clerk Wiegelman read aloud the first 400 words of the emailed public comments submitted by 3:00 p.m. the day of the Board meeting.

Matthew Vasilakis, Climate Action Campaign, submitted a comment welcoming Director Dedina (Imperial Beach) to SDCP and regarding San Diego Gas & Electric’s (“SDG&E”) continued efforts to undermine SDCP’s establishment.

CONSENT CALENDAR

(Items 1 through 4)

1. Approval of the minutes of the Regular Meeting of the Board of Directors of San Diego Community Power held on November 19, 2020

Approved.

2. Approval of a Social Media Policy

Approved.

3. Approval of a Customer Data Confidentiality Policy

Approved.

4. Approval of the 2021 Board Meeting Schedule by Resolution

Resolution No. 2020-08 was adopted.

ACTION: Motioned by Director Montgomery (San Diego) and seconded by Vice Chair Padilla (Chula Vista) to approve Consent Calendar Items 1 through 4. The motion carried by the following vote:

Vote: 5-0

Yes: Chair Mosca (Encinitas), Vice Chair Padilla (Chula Vista), Director Baber (La Mesa), Director Dedina (Imperial Beach), and Director Montgomery (San Diego)

No: None

Abstained: None

Absent: None

REGULAR AGENDA

5. Approval of a Resolution Recognizing Mark West as a Founding Board Member of San Diego Community Power

Chair Mosca (Encinitas), Vice Chair Padilla (Chula Vista), Director Baber (La Mesa), Director Montgomery (San Diego), Director Dedina (Imperial Beach), and Interim CEO Carnahan thanked Mark West (Imperial Beach) for his service to SDCP.

Mark West (Imperial Beach) reflected on his time on the SDCP Board of Directors and expressed his appreciation for the other Directors, staff, and the organization as a whole.

Interim Board Clerk Wiegelman read aloud the first 400 words of the emailed public comments submitted by 3:00 p.m. the day of the Board meeting.

Matthew Vasilakis, Climate Action Campaign, submitted a comment thanking Director West (Imperial Beach) for his leadership and efforts at SDCP.

ACTION: Motioned by Director Dedina (Imperial Beach) and seconded by Vice Chair Padilla (Chula Vista) to adopt Resolution No. 2020-09 recognizing Mark West as a Founding Board Member of San Diego Community Power. The motion carried by the following vote:

Vote: 5-0

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| Yes: | Chair Mosca (Encinitas), Vice Chair Padilla (Chula Vista), Director Baber (La Mesa), Director Dedina (Imperial Beach), and Director Montgomery (San Diego) |
| No: | None |
| Abstained: | None |
| Absent: | None |

6. Operations and Administration Report from the Interim Chief Executive Officer

Interim CEO Carnahan provided an update on the status of the various vendor requests for proposals ("RFP") and other solicitations, the Community Choice Energy Forum hosted by Climate Action Campaign on December 4, 2020, the implementation of the organization plan, and the hiring and recruitment efforts. Interim CEO Carnahan announced Sebastian Sarria had been hired as the Program and Policy Manager and Kimberly Isley had been hired as the Executive Assistant.

COO Hooven provided an update on the policy matrix.

Ty Tosdal, Tosdal APC, provided an update on SDG&E's Energy Resource Recovery Account ("ERRA") forecasting proceedings, the Financial Security Requirements for CCAs, SDG&E's Power Charge Indifference Adjustment ("PCIA") Trigger application, and other energy regulatory affairs as they relate to the interests of SDCP.

Following Board questions and comments, no action was taken.

7. Committee Reports

Interim CEO Carnahan provided an update on the proceedings of the Finance and Risk Management Committee.

Board questions and comments ensued.

Community Advisory Committee (“CAC”) Vice Chair Hammond provided an update on the proceedings of the CAC.

Following Board questions and comments, no action was taken.

8. Treasurer’s Report – Presentation of First Quarter FY20/21 Financial Results

Interim CEO Carnahan and Michael Myers, Maher Accountancy, provided a report on the finances of the first quarter of Fiscal Year 2020-2021 and explained how the financial reports would be presented to the Board moving forward.

Board questions and comments ensued.

Following Board questions and comments, no action was taken.

9. Approval of a Net Energy Metering Program

Program and Policy Manager Sarria and Paul Soco, Calpine, provided an overview of the proposed Net Energy Metering (“NEM”) Program and the enrollment process for the NEM Program.

Board questions and comments ensued.

Interim Board Clerk Wiegelman read aloud the first 400 words of the emailed public comments submitted by 3:00 p.m. the day of the Board meeting.

Jason Anderson, Cleantech San Diego, submitted a comment in support of the NEM Program.

ACTION: Motioned by Director Baber (La Mesa) and seconded by Director Montgomery (San Diego) to adopt a Net Energy Metering Program pending subsequent approval of Net Surplus Compensation. The motion carried by the following vote:

Vote: 5-0

Yes: Chair Mosca (Encinitas), Vice Chair Padilla (Chula Vista), Director Baber (La Mesa), Director Dedina (Imperial Beach), and Director Montgomery (San Diego)

No: None

Abstained: None

Absent: None

10. Approval of a Feed-In Tariff Program

This Item was withdrawn from the agenda.

11. Approval of Power Purchase Agreement with Southern California Edison; Approval of Master Power Purchase and Sale Agreements and Lockbox Agreements

General Counsel Baron provided a PowerPoint presentation on energy contracting, highlighting procurement, commercial transactions, terms and conditions, and process. General Counsel Baron reviewed the proposed Master Power Purchase and Sale Agreements and Lockbox Agreements and explained the purpose for the various agreements.

Board questions and comments ensued.

ACTION: Motioned by Director Dedina (Imperial Beach) and seconded by Vice Chair Padilla (Chula Vista) to: (1) adopt Resolution No. 2020-10 approving a Master Power Purchase Agreement and Sales Confirmation with Southern California Edison and authorizing the Interim CEO to execute the Agreement, Confirmation and related documents; and (2) adopt Resolution No. 2020-11 approving the Edison Electric Institute (EEI) and Western Systems PowerPool (WSPP) Master Purchase and Sale Agreements, approving a Deposit Account Control Agreement, Security Agreement, and Intercreditor and Agency Collateral Agreement ("Lockbox Agreements") and delegating authority to the CEO to execute the EEI and WSPP Master Agreements and Lockbox Agreements with energy service providers in substantially similar form as approved by General Counsel. The motion carried by the following vote:

Vote: 5-0

Yes: Chair Mosca (Encinitas), Vice Chair Padilla (Chula Vista), Director Baber (La Mesa), Director Dedina (Imperial Beach), and Director Montgomery (San Diego)

No: None

Abstained: None

Absent: None

12. Appoint Board Members to the Finance and Risk Management Committee for the 2021 Calendar Year

The Board discussed which Directors would serve on the Finance and Risk Management Committee.

ACTION: Motioned by Director Baber (La Mesa) and seconded by Chair Mosca (Encinitas) to appoint Director Dedina (Imperial Beach) and Alternate Director Humora (La Mesa) to serve on the Finance and Risk Management Committee until December 2021. The motion carried by the following vote:

Vote: 5-0

Yes: Chair Mosca (Encinitas), Vice Chair Padilla (Chula Vista), Director Baber (La Mesa), Director Dedina (Imperial Beach), and Director Montgomery (San Diego)

No: None

Abstained: None

Absent: None

DIRECTOR COMMENTS

There were no comments.

REPORTS BY MANAGEMENT AND GENERAL COUNSEL

There were no reports.

ADJOURNMENT

Chair Mosca (Encinitas) adjourned the meeting at 6:20 p.m.

Megan Wiegelman, CMC
Interim Board Clerk