



**MEETING of the Executive Committee of the
Clean Power Alliance of Southern California
Wednesday, March 20, 2019
1:30 p.m.**

555 West 5th Street, 35th Floor
Los Angeles, CA 90013

Meetings are accessible to people with disabilities. Individuals who need special assistance or a disability-related modification or accommodation to participate in this meeting, or who have a disability and wish to request an alternative format for the meeting materials, should contact Jacquelyn Betha, at least two (2) working days before the meeting at jbetha@cleanpoweralliance.org or (213) 269-5870, ext.1001. Notification in advance of the meeting will enable us to make reasonable arrangements to ensure accessibility to this meeting and the materials related to it.

PUBLIC COMMENT POLICY: *The General Public Comment item is reserved for persons wishing to address the Committee on any Clean Power Alliance-related matters not on today's agenda. Public comments on matters on today's Consent Agenda and Regular Agenda shall be heard at the time the matter is called. Comments on items on the Consent Agenda are consolidated into one public comment period. As with all public comment, members of the public who wish to address the Committee are requested to complete a speaker's slip and provide it to Clean Power Alliance staff at the beginning of the meeting but no later than immediately prior to the time an agenda item is called.*

Each speaker is customarily limited to two (2) minutes (in whole minute increments) per agenda item with a cumulative total of five 5 minutes to be allocated between the General Public Comment, the entire Consent Agenda, or individual items in the Regular Agenda. Please refer to Clean Power Alliance Policy No. 8 – Public Comments for more information.

In addition, members of the Public are encouraged to submit written comments. Any written comments should be provided to Clean Power Alliance staff before an item is called so that they can be distributed to the Board and included in the official record.

Clean Power Alliance Executive Committee Meeting
March 20, 2019

Members of the public may also participate in this meeting remotely at the following addresses:

Beverly Hills City Hall
4th Floor, Conference Room 4B
455 N. Rexford Drive, Beverly Hills, CA 90210

Ventura County Government Center
Channel Islands Conference Room, 4th Floor Hall of Administration
800 South Victoria Avenue, Ventura, CA 93009

I. WELCOME AND ROLL CALL

II. GENERAL PUBLIC COMMENT

III. CONSENT AGENDA

1. Approve Minutes from January 16, 2019 Special Executive Committee Meeting
2. Approve Minutes from February 20, 2019 Executive Committee Meeting

IV. REGULAR AGENDA

3. Review Draft Agenda for April 4, 2019 Board of Directors Meeting
4. Discuss and Provide Input on Contractor Communication and Campaign Contributions Policy Proposal
5. Designate Chair Diana Mahmud, Vice Chair Sheila Kuehl, and Vice Chair Linda Parks as Clean Power Alliance Labor Negotiators for Purpose of Potential Modifications to CPA's Employment Contract with Executive Director

V. CLOSED SESSION

1. PUBLIC EMPLOYMENT
(Government Code Section 54957)
Executive Director Performance Evaluation

2. PUBLIC EMPLOYEE - LABOR NEGOTIATION
(Government Code Section 54957.6)

Clean Power Alliance representatives: Per Item 5, Chair Diana Mahmud,
Vice Chair Sheila Kuehl, and Vice Chair Linda Parks
Unrepresented employee: Executive Director

VI. COMMITTEE MEMBER COMMENTS

VII. ADJOURN

Public Records: Public records that relate to any item on the open session agenda for a Committee Meeting are available for public inspection. Those records that are distributed less than 72 hours prior to the meeting are available for public inspection at the same time they are distributed to all, or a majority of, the members of the Committee. The Board has designated Clean Power Alliance, 555 W. 5th Street, 35th Floor, Los Angeles, CA 90013, as the location where those public records will be available for inspection. The documents are also available online at www.cleanpoweralliance.org.

SPECIAL MEETING of the Executive Committee of the
 Clean Power Alliance of Southern California
 Wednesday, January 16, 2019 2:30 p.m.

MINUTES

555 W. 5th Street, 35th Floor
 Los Angeles, CA 900013

*Beverly Hills City Hall
 4th Floor, Conference Room 4B
 455 N. Rexford Dr., Beverly Hills, CA 90210*

*Ventura County Government Center
 Channel Islands Conference Room,
 4th Floor Hall of Administration
 800 South Victoria Ave, Ventura, CA 93009*

I. WELCOME AND ROLL CALL

Chair Diana Mahmud called the meeting to order. Board Secretary Jacquelyn C. Betha conducted roll call.

Roll Call				
1	Beverly Hills	Julian Gold	Committee Member	Remote
3	Los Angeles County	Sheila Kuehl	Vice Chair	Present
4	Oxnard	Carmen Ramirez	Committee Member	Remote
5	Rolling Hills Estates	Steve Zuckerman	Committee Member	Present
6	South Pasadena	Diana Mahmud	Chair	Present
7	Ventura County	Linda Parks	Vice Chair	Remote
8	West Hollywood			Absent

II. PUBLIC COMMENT

There were no public comments on items not on the agenda.

III. CLOSED SESSION

1. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION
 Significant exposure to litigation pursuant to paragraph (2) or (3) of subdivision (d) of Section 54956.9: (1)

Nancy Whang, CPA General Counsel, reported that there was no action taken during Closed Session.

IV. ADJOURN

Chair Mahmud adjourned the meeting.

MEETING of the Executive Committee of the
 Clean Power Alliance of Southern California
 Wednesday, February 20, 2019, 1:30 p.m.

MINUTES

555 West 5th Street, 35th Floor
 Los Angeles, CA 90013

*Beverly Hills City Hall
 4th Floor, Conference Room 4B
 455 N. Rexford Drive, Beverly Hills, CA 90210*

*Ventura County Government Center
 Channel Islands Conference Room
 4th Floor Hall of Administration
 800 South Victoria Avenue, Ventura, CA 93009*

I. WELCOME AND ROLL CALL

Chair Diana Mahmud called the meeting to order. Board Secretary Jacquelyn C. Betha conducted roll call.

Roll Call				
1	Beverly Hills	Robert Wunderlich	Alternate Director	Remote (Non-Voting)
3	Los Angeles County	Sheila Kuehl	Vice Chair	Remote
4	Oxnard			Absent
5	Rolling Hills Estates	Steve Zuckerman	Committee Member	Present
6	South Pasadena	Diana Mahmud	Chair	Present
7	Ventura County	Linda Parks	Vice Chair	Remote
8	West Hollywood	Lindsey Horvath	Committee Member	Remote

II. PUBLIC COMMENT

There were no public comments on items not on the agenda.

III. CONSENT AGENDA

1. Approved Minutes from January 16, 2019 Executive Committee Meeting
 Motion: Los Angeles County, Vice Chair Sheila Kuehl.

Second: Rolling Hills Estates, Committee Member Steve Zuckerman.

Vote: Item 1 was approved by unanimous roll call vote.

IV. REGULAR AGENDA

2. Reviewed Draft Agenda for March 7, 2019 Board of Directors Meeting

Staff provided an overview of the proposed agenda items for the March 7, 2019 Board of Directors meeting for review and feedback from the Executive Committee. David McNeil, Chief Financial Officer, reported that staff will be bringing an amendment to CPA's FY 18/19 budget to the Board in March, and discussed the overall highlights of the budget amendment. Cost increases will be for energy costs, data manager, and other line items arising from lower than assumed opt out rates as well as a more aggressive customer enrollment schedule than was original assumed. Staff are also expecting higher revenues than those originally assumed in the FY 18/19 budget, so the impact of the budget amendment on CPA's net position is neutral. Mr. McNeil also reported that staff would be bringing back the Financial Reserve policy for the Board to consider, which will also be presented to the Finance Committee in advance of the Board meeting.

Mathew Langer, Chief Operating Officer, reported that CPA will be bringing rate changes to the Board, which are necessary due to structural changes to rates that SCE is making effective March 1, 2019. These structural changes involve shifting peak time of use (TOU) periods for all non-residential customers from the current 12pm to 6pm period to a new period, 4pm to 9pm, as well as a small number of residential TOU rate changes. A CPA rate adjustment is needed to mimic these new TOU periods to ensure customers have consistent periods between the SCE and CPA portions of their bill. CPA will also bring preliminary rates for Phase 4 (non-residential) customers to the Board, which will not be final but will provide illustrative rate schedules that Phase 4 customers will be able to reference during the pre-enrollment period.

Pertaining to the Net Energy Metering (NEM) policy, Mr. Langer indicated that since the Board previously adopted CPA's NEM Policy, staff has identified additional revisions that clarify the intent of the policy to customers.

3. Discussed Option to Develop Policy on Public Comment

Nancy Whang, CPA General Counsel, discussed policies concerning public comments in order to determine how CPA can enhance public participation in an efficient and effective manner. Chair Mahmud suggested public comment be limited between 3 – 5 minutes on all agenda and non-agendized items exercised at the Chairs discretion. Vice Chair Sheila Kuehl suggested that CPA adopt an official policy that details the rules for public comments. Vice Chair Kuehl also suggested that if there are more than 15 comment cards that the speaking time be limited to one minute.

4. Discussed Vendor Communications

Nancy Whang, CPA General Counsel discussed protocols for communicating with vendors and other entities that currently, or may potentially, contract with CPA for energy procurement and other services. Vice Chair Linda Parks suggested a standardized policy that details the rules of communications with vendors. Vice Chair Parks suggested that CPA also consider looking into a policy direction regarding contributions to political parties directly associated with CPA and full disclosure of contributions. Chair Mahmud suggested that the General Counsel inform the Board of Directors that the Executive Committee is discussing the development of a policy regarding meeting with current and/or potential vendors and until the policy has been finalized no board member should meet with any vendor. In addition, Chair Mahmud added that Board members should disclose any meeting that has already taken place.

V. CLOSED SESSION

1. PUBLIC EMPLOYMENT
(Government Code Section 54957)
Executive Director Performance Evaluation Process

Nancy Whang, CPA General Counsel, reported that direction was provided, but no was action taken during closed session.

VI. COMMITTEE MEMBER COMMENTS

There were no additional Committee Member comments.

VII. ADJOURN

Chair Mahmud adjourned the meeting.



Staff Report – Agenda Item 3

To: Clean Power Alliance (CPA) Executive Committee
From: Ted Bardacke, Executive Director
Subject: Review Draft Agenda for April 4, 2019 Board of Directors Meeting
Date: March 20, 2019

Staff will provide an overview of the proposed agenda items for the April 4, 2019 Board of Directors meeting for review and feedback from the Executive Committee. The Draft April 4, 2019 Board agenda and supporting materials are attached to this staff report, and a discussion of pertinent items for Board consideration on April 4 is provided below.

LOCAL PROGRAM GOALS & PRIORITIES TASK ORDER

In late January, staff issued a Task Order solicitation to 26 pre-qualified vendors for assistance in developing goals, priorities, and an evaluation framework that will guide CPA's selection and development of local programs for the 2020 – 2025 time period. The Task Order is an outcome of the Board's 2018 retreat, where there was a significant amount of discussion about potential programs and the expressed desire to have a formal strategic planning process. This Board retreat discussion resulted in local program ideas that ranged from those focused on outcomes (e.g. GHG reduction, local air quality, resiliency) to specific technologies (e.g. electric vehicles, electric buildings, microgrids, distributed battery storage, local solar installations) to targeting specific market segments (e.g. multifamily buildings, low income communities, local government actions).

In order to help CPA develop a set of goals and priorities and build an evaluation tool for potential programs with a common set of metrics, the Task Order anticipates a six-month process kicking off in mid-April. This process will combine a rigorous technical exploration

of CPA's ability to have an impact in a wide variety of areas with a significant stakeholder engagement process that includes input from the Board, the Community Advisory Committee and other interested groups and individuals.

A total of 11 responses to the Task Order solicitation were received, all within the projected budget amount of \$100,000. Staff is currently evaluating the proposals and, should contract and scope of work negotiations be successful, intends to bring a selection recommendation to the Board for consideration at its April 4 meeting.

MASTER METERED ACCOUNT DEFAULT LEVELS

Mobile home and RV parks that have a single SCE meter but where each of the units are separately sub-metered are presenting a significant challenge for CPA's ability to make good on its commitment to provide 100% Green Power at no additional cost to CARE/FERA/Medical Baseline customers in 100% Green Power default communities. Tenants that are eligible for CARE/FERA/Medical Baseline discounts in master metered accounts do not receive individual bills containing their discounted charges. Instead SCE applies a discount to the master metered account, which the owner of the master metered account is required by tariff to pass on to the eligible tenant when allocating utility charges amongst park tenants.

Unfortunately, since SCE does not provide billing detail for master metered accounts at the sub-meter level, it is impossible to monitor whether mobile home and RV park owners are actually passing on the CARE/FERA/Medical Baseline discounts to the eligible customers. In CPA's service territory, there are 577 master metered accounts of this type; 21 of them have CARE/FERA/Medical Baseline eligible tenants and are located in 100% Green Power default jurisdictions. CPA staff have proactively reached out to these 21 accounts recommending that, in order to preserve the CPA no bill impact commitment, they voluntarily opt-down to the Clean Power level. Of the 21, five have chosen to opt-down, five have opted out, and 11 are non-responsive. Therefore, staff requesting authorization to proactively opt master metered accounts in 100% Green Power default jurisdictions with CARE/FERA/Medical Baseline eligible tenants down from CPA's 100%

Green Power product to the Clean Power product. Although these customers will not receive 100% renewable energy, this approach is the only option available to ensure financial assistance eligible customers do not receive bill increases.

While this matter is administrative in nature, staff does not believe it has the authority to change customers' rate plans without either the consent of the customer or express permission from the Board for a policy reason. However, given that six of the ten 100% Green Power default jurisdictions are represented on the Executive Committee, a more expedient option in this case would be for the Executive Committee to authorize staff to make this change.

TEC CONTRACT AMENDMENT

CPA has worked with The Energy Coalition (TEC) since March 2018 for the provision of professional services related to the creation and maintenance of marketing materials, branding support, website design, and a variety of other general communications activities. CPA's current agreement with TEC expires in June 2019 and is for a not-to-exceed amount of \$410,000. On April 4, staff will bring forward for Board consideration an amendment to increase the not-to-exceed amount by approximately \$50,000. The increase will be limited to paying for three items:

1. Additional translation services by TEC's sub-contractor InterEthnica for both print and digital materials;
2. Design work on CPA's in-language (Spanish, Chinese, and Korean) websites;
3. Development of marketing materials CPA's new 100% Green Power business recognition program, which we intend to launch in conjunction with May enrollment.

As part of CPA's FY 2018/19 Budget Amendment approved by the Board on March 7, 2019, the Communications & Marketing Services line item budget was increased by \$149,000, of which staff anticipated allocating at approximately one-third to these additional services completed through CPA's agreement with TEC.

RATE CHANGES

Staff will bring rate changes for all CPA customers to the Board on April 4, 2019. These rate changes are necessary because SCE is set to begin including its \$825 million undercollection from 2018 in rates starting in April. The undercollection will result in a large increase to the PCIA and a corresponding increase to SCE generation rates, so that all customers, regardless of whether they are SCE bundled customers or CPA customers, will see the same rate increase of approximately 5-7%. SCE is also including other changes in this round of generation rate changes related to balancing account adjustments. By updating rates at the same time as SCE in April, CPA will maintain the discount/premium ranges that have been approved by the Board.

SCE is expected to file an additional set of rate changes to implement the CPUC's final decision on ERRRA. This will include the updated PCIA with the brown power true up and updated ERRRA generation rates. Staff will bring corresponding changes to the Board at the May or June Board meeting depending on the timing of SCE's advice letter seeking approval of the new rates.

FIRST AMENDMENT TO CREDIT AGREEMENT WITH RIVER CITY BANK

Staff plans to bring a proposed First Amendment to the Credit Agreement with River City Bank to the Board for consideration at its April 4, 2019 meeting. If approved, the proposed First Amendment would increase CPA's liquidity and provide suppliers and other market participants with additional assurance that CPA will continue to meet its obligations as agreed. Highlights of the proposed First Amendment include:

- Increase the credit limit amount from \$20 million to \$37 million
- Extend term of the agreement from August 2019 to March 2021
- Revise cash collateral requirement from 10% of the total credit amount to 10% of outstanding balance
- Reduce the interest rate on borrowing from 2% to 1.75%
- Implement a 0.15% non-utilization fee based on the unutilized portion of the credit line

Staff also intends to present a summary term sheet of the First Amendment to the Finance Committee on March 27, 2019.

Attachment: 1) Draft April 4, 2019 Board Agenda



**REGULAR MEETING of the Board of Directors of the
Clean Power Alliance of Southern California
Thursday, April 4, 2019**

2:00 p.m.

DRAFT

TBD

Meetings are accessible to people with disabilities. Individuals who need special assistance or a disability-related modification or accommodation to participate in this meeting, or who have a disability and wish to request an alternative format for the meeting materials, should contact Jacquelyn Betha at least two (2) working days before the meeting at jbetha@cleanpoweralliance.org or (213) 269-5870, ext. 1001. Notification in advance of the meeting will enable us to make reasonable arrangements to ensure accessibility to this meeting and the materials related to it.

PUBLIC COMMENT POLICY: *The General Public Comment item is reserved for persons wishing to address the Board on any Clean Power Alliance-related matters not on today's agenda. Public comments on matters on today's Consent Agenda and Regular Agenda shall be heard at the time the matter is called. Comments on items on the Consent Agenda are consolidated into one public comment period. As with all public comment, members of the public who wish to address the Board are requested to complete a speaker's slip and provide it to Clean Power Alliance staff at the beginning of the meeting but no later than immediately prior to the time an agenda item is called.*

Each speaker is limited to two (2) minutes (in whole minute increments) per agenda item with a cumulative total of five (5) minutes to be allocated between the General Public Comment, the entire Consent Agenda, or individual items in the Regular Agenda. Please refer to Policy No. 8 – Public Comment for additional information.

In addition, members of the Public are encouraged to submit written comments. Any written comments should be provided to Clean Power Alliance staff before an item is called so that they can be distributed to the Board and included in the official record.

Members of the public may also participate in this meeting remotely at the following addresses:

Calabasas City Hall – Council Conference Room
100 Civic Center Way, Calabasas, CA 91301

Ventura County Government Center
Channel Islands Conference Room, 4th Floor Hall of Administration
800 South Victoria Avenue, Ventura, CA 93009

Whittier City Hall – Admin Conference Room
13230 Penn Street, Whittier, CA 90602

I. WELCOME AND ROLL CALL

II. GENERAL PUBLIC COMMENT

III. CONSENT AGENDA

1. Approve Minutes from March 7, 2019 Board of Directors Meeting
2. Authorize Staff to Change Default Rate for Master Metered Accounts with CARE/FERA/Medical Baseline customers in 100% Green Power Default Communities
3. Adopt Task Order No. 1 between Clean Power Alliance and XX for professional services related to the development of goals and priorities for CPA local programs in an amount not-to-exceed XX
4. Approve Amendment to Professional Services Agreement between CPA and The Energy Coalition (TEC) for additional translation of CPA outreach and marketing materials, and services related to CPA's Green Business Recognition Program in an amount not-to-exceed XX
5. Receive and File Report from the Community Advisory Committee March 14, 2019 Meeting

IV. REGULAR AGENDA**Action Items**

6. Adopt Resolution 19-04-005 to Approve Adjusted 2019 Rates for Phase 1, 2, 3, and 4 Customers
7. Approve First Amendment to Credit Agreement with River City Bank

V. MANAGEMENT UPDATE**VI. GENERAL COUNSEL UPDATE****VII. COMMITTEE CHAIR UPDATES**

Director Lindsay Horvath, Chair Legislative & Regulatory Committee

Director Julian Gold, Chair, Finance Committee

Director Carmen Ramirez, Chair, Energy Planning & Resources Committee

Director Meaghan Sahli-Wells, Chair, Communications & Outreach Ad Hoc Committee

VIII. BOARD MEMBER COMMENTS**IX. REPORT FROM THE CHAIR****X. ADJOURN – TO REGULAR MEETING ON MAY 2, 2019**

***Public Records:** Public records that relate to any item on the open session agenda for a regular Board Meeting are available for public inspection. Those records that are distributed less than 72 hours prior to the meeting are available for public inspection at the same time they are distributed to all, or a majority of, the members of the Board. The Board has designated Clean Power Alliance, 555 W. 5th Street, 35th Floor, Los Angeles, CA 90013, as the location where those public records will be available for inspection. The documents are also available online at www.cleanpoweralliance.org.*



Staff Report – Agenda Item 4

To: Clean Power Alliance (CPA) Executive Committee

From: Nancy Whang, General Counsel

Approved By: Ted Bardacke, Executive Director

Subject: Discuss and Provide Input on Proposal for Contractor Communication Policy and Campaign Contribution Formal Guidance

Date: March 20, 2019

RECOMMENDATION

Discuss and provide input.

SUMMARY

At the Executive Committee meeting on February 20, 2019 and the Board meeting on March 7, 2019, CPA staff received input regarding the Board’s intent to establish policies and guidance to provide structure around (a) contractor communication disclosure and (b) contractor campaign contributions.

Based on this input, CPA staff provides the attached proposal for discussion and input.

Vendor Contact Disclosure

The intent is to establish disclosure requirements for any communication between a Director and a “Vendor.” “Vendor” is defined broadly to include any bidder/proposer, contractor, or consultant and their agents who the Director knows or has reason to know is seeking to do business or is doing business with CPA. The disclosure obligation would trigger when a Director’s conversation with a Vendor relates to a specific procurement or contract.

Campaign Contributions

Government Code Section 84308 governs campaign contribution limits, disclosure and disqualification requirements for CPA Directors. To minimize confusion while providing basic guidance, the CPA staff proposal is to provide a summary of Section 84308 requirements and to advise Directors to contact CPA General Counsel for specific advice.

While Government Code Section 84308 imposes reciprocal obligations on contractors, the CPA staff proposal does not specify the obligations for contractors. These obligations can be specified at a contract level.

Competitively procured low-bid contracts and labor negotiations, or personal employment contracts are excluded from Section 84308's requirements.

- Attachments:**
- 1) Draft Contractor Communication Disclosure Policy
 - 2) Draft Formal Guidance on Campaign Contributions



Policy on Contractor Communication

DRAFT

The Clean Power Alliance of Southern California (“CPA”), in recognition of its mission and priorities, enacts this Policy on Contractor Communication (“Policy”). The purpose of this Policy is to provide direction to Directors regarding contractor or interested party contacts in order that CPA may guard against allegations of preferential treatment or bias concerning any particular contractor or interested party and to avoid even the appearance of any such preferential treatment or bias.

A Director must disclose to the CPA Board any communication with a Vendor regarding a specific CPA procurement or contract. The disclosure shall occur no later than the Board meeting where the CPA procurement or contract is being considered. The disclosure must identify the date of the communication and the names of all attendees or participants.

For the purpose of this Policy, a “**Vendor**” includes any bidder, proposer, contractor, and consultant, including each of their respective agents, consultants, lobbyists, and subcontractors, who a Director knows or has reason to know is seeking to do business or is doing business with CPA.



Formal Guidance on Campaign Contributions

DRAFT

DEFINITIONS

1. A **“contribution”** or **“campaign contribution”** means any payment (whether monetary or nonmonetary), a forgiveness of a debt, a payment of a debt, honoraria, or an enforceable promise to make a payment, including tickets for events, and discounts or rebates not extended to the public generally.
2. A **“Party”** is any person or a Party’s agent who seeks to contract with CPA or is the subject of a contract that is being considered by the CPA Board.
3. A **“Participant”** is any person or a Participant’s agent who is not a Party but who actively supports or opposes a particular decision or vote in a proceeding involving a CPA contract and who has a financial interest in CPA’s vote or decision concerning that contract. A person actively supports or opposes a particular CPA vote or decision if he or she lobbies in person the Directors, testifies in person before the CPA Board, or otherwise acts to influence any Director.
4. A **“contract”** does not include competitive low-bid contracts, and labor negotiations or personal employment contracts with CPA’s management and employees.

REQUIREMENTS

Directors are subject to campaign contribution limits, disclosure, and disqualification requirements specified in Government Code Section 84308. This document provides summary guidance concerning Section 84308’s requirements.

1. Contribution Limits: A Director shall not accept, solicit, or direct a campaign contribution of more than \$250 from a Party or a Participant while CPA is considering a procurement or contract involving that Party or Participant. CPA’s consideration of a procurement or contract extends three (3) months following the Board’s final decision or vote. This prohibition shall apply regardless of whether a Director accepts, solicits, or directs the contribution for himself or herself, or on behalf of another.
2. Disclosure: A Director must disclose to the CPA Board any contribution of more than \$250 from a Party or Participant during the 12-month period preceding CPA’s consideration of a procurement or contract involving that Party or Participant. The disclosure shall occur no later than the Board meeting where the CPA procurement or contract is being considered. The disclosure must identify the date of the communication and the names of all attendees or participants.

3. Disqualification: A Director must disqualify herself or himself from any discussion or vote involving a Party or Participant who made a campaign contribution of more than \$250 within the 12 months preceding CPA's consideration of a procurement or contract involving that Party or Participant if the Director willfully or knowingly received that contribution.
 - a. A disqualification is not required if a Director returns the campaign contribution within 30 calendar days of learning about the contribution.
4. A Director should contact the CPA General Counsel for specific situational advice.



Staff Report – Agenda Item 5

To: Clean Power Alliance (CPA) Executive Committee
From: Nancy Whang, General Counsel
Approved By: Ted Bardacke, Executive Director
Subject: Designation of Labor Negotiators
Date: March 20, 2019

RECOMMENDATION

Designate Board Chair Diana Mahmud and Vice Chairs Sheila Kuehl and Linda Parks as CPA's Labor Negotiators for the purpose of negotiating any potential modifications to, and extensions of, CPA's employment contract with the Executive Director.

SUMMARY

CPA's employment contract with Executive Director Ted Bardacke expires in less than one year. Upon the completion of the Executive Director's 2018 performance evaluation and establishment of 2019 priorities, CPA may want to negotiate a contract extension and other potential modifications to the Executive Director's contract

As these potential modifications may include changes to salary and benefits, CPA must designate representatives to negotiate in these discussions. Given their roles in the organization, it is recommended that the Board Chair and the two Vice Chairs be designated as its Labor Negotiators.