

SPECIAL MEETING of the Board of Directors of the
Clean Power Alliance of Southern California
Wednesday, March 25, 2020, 10:30 a.m.

MINUTES

The Board of Directors conducted this meeting in accordance with California Governor Newsom's Executive Order N-29-20 and COVID-19 pandemic protocols.

I. WELCOME AND ROLL CALL

Chair Diana Mahmud called the meeting to order at 10:32 a.m. and Clerk of the Board Gabriela Monzon conducted roll call.

Roll Call				
1	Agoura Hills	Deborah Klein Lopez	Director	Remote
2	Alhambra		Alternate	Remote
3	Arcadia	Sho Tay	Director	Remote
4	Beverly Hills	Julian Gold	Director	Remote
5	Calabasas	John Bingham	Alternate	Remote
6	Camarillo	Susan Santangelo	Director	Remote
7	Carson	Jawane Hilton Reata Kulcsar	Director Alternate	Remote
8	Claremont	Corey Calaycay	Director	Remote
9	Culver City	Meghan Sahli-Wells	Director	Remote
10	Downey	Sean Ashton	Director	Remote
11	Hawaiian Gardens	Ramie Torres	Alternate	Remote
12	Hawthorne	Alex Monteiro	Director	Remote
13	Los Angeles County	Sheila Kuehl	Vice Chair	Remote
14	Malibu	Skylar Peak	Director	Remote
15	Manhattan Beach	Nancy Hersman	Director	Remote
16	Moorpark	Janice Parvin	Director	Remote
17	Ojai	Michelle Ellison	Director	Remote
18	Oxnard	Carmen Ramirez	Director	Remote
19	Paramount	Adriana Figueroa	Alternate	Remote
20	Redondo Beach	Christian Horvath	Director	Remote

21	Rolling Hills Estates	Steve Zuckerman	Director	Remote
22	Santa Monica	Kevin McKeown	Director	Remote
23	Sierra Madre	John Capoccia	Director	Remote
24	Simi Valley	Ruth Luevanos	Director	Present
25	South Pasadena	Diana Mahmud	Chair	Remote
26	Temple City			Absent
27	Thousand Oaks	Bob Engler	Director	Remote
28	Ventura City	Christy Weir	Director	Remote
29	Ventura County	Linda Parks	Vice Chair	Remote
30	West Hollywood	Robyn Eason	Director	Remote
31	Westlake Village	Kelly Honig	Director	Remote
32	Whittier	Vicki Smith	Alternate	Remote

Alternate Director Argabrite joined the meeting at or about 10:45 a.m.

II. GENERAL PUBLIC COMMENT

There was no public comment.

III. REGULAR AGENDA

1. Oral Update from the Executive Director on CPA Operations

Ted Bardacke, Executive Director, discussed several customer assistance programs, expanded on the success of customer outreach advertisements on social media in both Spanish and Chinese and emphasized the importance of communicating to customers about the payment plan options. Mr. Bardacke also described CPA operations, noting staff has worked remotely as a mandatory precaution after the WeWork office space identified a positive COVID-19 case and added that CPA's three main operational partners, Calpine, TEA, and River City Bank have all implemented continuity plans. Lastly, Mr. Bardacke noted that at a local level, Southern California Edison (SCE) has decreased the number of planned outages, but implementation remains sporadic.

Vice Chair Kuehl, L.A. County, commented on the significant efforts of the L.A. County Board of Supervisors to prevent SCE from scheduling power outages during the Stay at Home orders. Director Horvath, Redondo Beach, Director Calaycay, Claremont, and Alternate Director Argabrite, Simi Valley, added that SCE has in some way indicated that backup generators could be provided in the case of scheduled power outages.

In response to Carson Director Hilton's comments, Mr. Bardacke recommended that jurisdictions work directly with SCE to prevent planned outages or looking at leveraging permitting requirements previously granted to SCE within the member jurisdiction.

Chair Mahmud added that any documentation from SCE describing customer protections would be helpful to forward to member agencies and noted that it may be beneficial to connect with the local CPUC representative about SCE's planned outages.

Mr. Bardacke emphasized that staff intends to provide updates on contingency planning and noted that CPA Director of Regulatory Affairs, CC Song, would be available to gather responses from those jurisdictions that have been adversely impacted by SCE's planned outages.

Alternate Director Argabrite joined the meeting at or about 10:45 a.m.

There were no public comments for this item.

2. Adopt Resolution No. 20-03-002 Delegating to the Executive Committee Certain Actions in the Event of an Emergency

Mr. Bardacke provided an oral report, focusing on the necessity of a resolution to address actions if the full Board of Directors cannot meet a quorum to address legal, financial and/or any other force majeure matters, and noted that the CPA Joint Powers Agreement does provide for a delegation of authority.

Chair Mahmud shared previous experiences working on the development of a business recovery plan, in which the team had to consider the ability of an organization to acquire services in uncertain and operationally difficult times. Chair Mahmud commented that the resolution as presented illustrates the need to be responsive and highlighted the importance of continuing reliable operation of CPA.

Vice Chair Kuehl suggested an amendment to directive number 3 of the resolution to add language indicating that any action shall be reported to the Board of Directors as soon as possible and at the next regular meeting, with Chair Mahmud supporting the change.

Director Sahli-Wells recommended that qualifying language in directive number 1 be added to qualify the action under Government Code Section 8558 and that the action would be taken in the event the Board is unable to meet. She expressed understanding for the need for flexibility however noted that the default action would be to bring it to the Board. Mr. Bardacke responded that there is concern by staff that a Board meeting may not happen promptly and adding language alluding to the requirement of an attempt to have a full Board meeting first may provide unintended limitations. Director Sahli-Wells added that perhaps adding "and the matter requires immediate action," may be more appropriate.

Director Kulcsar expressed support for Vice Chair Kuehl's and Director Sahli-Wells' changes and asked if Joint Powers Authorities can declare a local

emergency; Director Capoccia echoed support of Vice Chair Kuehl's suggested amendment to the resolution and expressed support of the leadership on the Executive Committee, and Director Calaycay similarly expressed support for the leadership of the Executive Committee and emphasized the importance of potentially limiting the ability of the Executive Committee to make longstanding decisions by requiring validation by the Board of any Executive Committee actions. Vice Chair Kuehl commented that adding "and the matter requires immediate action," to the resolution means the Board will have to declare that the matter requires such action.

Nancy Whang, General Counsel, responded that JPA's are not allowed to declare local emergencies, but the intention is to use this delegation when the entire jurisdiction of CPA would be affected. Ms. Whang indicated that the Executive Committee would have to declare the matter as requiring immediate consideration.

Director Gold expressed support for the resolution and suggested subsequent ratification or reporting of Executive Committee action to address the Board's concern at-large about accountability.

Chair Mahmud expressed concern over the idea of subsequent ratification by the Board as it may limit the Executive Committee's authority during an emergency. Director Gold agreed and suggested the addition of some reporting requirement to the Board following action of the Executive Committee under the delegation of authority. Director Calaycay expressed support for that reporting requirement and the resolution, as did Director Ramirez.

Ms. Whang provided a summary of the changes to the resolution, indicating the addition of language to paragraph one reading, "...and the matter requires immediate consideration..." and a change to paragraph three to read "...shall be reported to the full the Board as soon as possible..."

There were no public comments for this item.

Motion: Director Julian Gold, Beverly Hills
Second: Director Corey Calaycay, Claremont
Vote: Item 2 was approved as amended by a roll call vote.

3. Adopt Resolution No. 20-03-003 Authorizing an Increase in the Executive Director's Non-Energy Expenditure Authority for Relocation or Move Expenditures.

Mr. Bardacke elaborated on the need to provide a permanent office space for CPA staff to go back to once the Shelter in Place order expired and noted that other organizations are implementing similar actions as contemplated in this resolution to ensure the continuity of operations.

Director Ashton commented that the Executive Director should report actions taken under the authority to the Board. Director Sahli-Wells inquired about security and privacy practices for employees working from home and Director Luevanos commended the flexibility granted to CPA staff.

Chair Mahmud lauded the ability of staff, specifically, the younger generations, for their ability to adjust to changing circumstances within the organization.

Ms. Whang added that the resolution does require the Executive Director to report out on any contractual action taken under the authority at the next Board meeting.

There were no public comments for this item.

Motion: Director Meghan Sahli-Wells, Culver City
Second: Director Sean Ashton, Downey
Vote: Item 3 was approved by a roll call vote.

4. Adopt Resolution No. 20-03-004 Delegating to the Board Chair the Appointment of an Interim Executive Director or an Interim General Counsel in the Event of Unexpected Absence

Mr. Bardacke provided an oral report on the resolution and invited comments and questions from the Board.

Chair Mahmud added that in Paragraph 1b this is subject to ratification by the Board.

Vice Chair Parks asked why the Executive Committee was not delegated the authority rather than the Chair. Chair Mahmud responded that this is consistent with corporate practice and that it is in consultation with the two Vice Chairs. Mr. Bardacke added that the delegation to the Chair was needed if the Executive Committee could not meet.

Director Kulcsar asked for clarification on the line of succession in the case the Board Chair fell ill, with Vice Chair Kuehl noting that other documents may already outline a succession. Ms. Whang clarified that the Joint Powers Agreement indeed lists a succession and Chair Mahmud added that succession is not needed in the resolution since the JPA already addressed that.

Vice Chair Parks reiterated support for moving forward with the resolution as is.

There were no public comments for this item.

Motion: Director Alex Monteiro, Hawthorne
Second: Director Corey Calaycay, Claremont
Vote: Item 4 was approved by a roll call vote.

IV. BOARD MEMBER COMMENTS

Director Kulcsar requested information from other Board Members about COVID-19 responses in their respective member jurisdictions.

Director Zuckerman encouraged everyone to practice caution in meeting with others and maintaining a record of those meetings in the case of transmission of COVID-19.

Director Monteiro reported that the City of Hawthorne was preparing for the opening of a hospital and Director Luevanos encouraged everyone to acknowledge and be patient with parents working from home.

V. REPORT FROM THE CHAIR

Chair Mahmud thanked the Board of Directors for their work in their respective communities.

VI. ADJOURN

Chair Mahmud adjourned the meeting at 12:17 p.m.