



Kathrin Sears, Chair
County of Marin

Tom Butt, Vice Chair
City of Richmond

Bob McCaskill
City of Belvedere

Alan Schwartzman
City of Benicia

Sloan C. Bailey
Town of Corte Madera

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Kevin Haroff
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Sashi McEntee
City of Mill Valley

Brad Wagenknecht
County and Cities of Napa

Denise Athas
City of Novato

P. Rupert Russell
Town of Ross

Ford Greene
Town of San Anselmo

Genoveva Calloway
City of San Pablo

Andrew McCullough
City of San Rafael

Ray Withy
City of Sausalito

Emmett O'Donnell
Town of Tiburon

Kevin Wilk
City of Walnut Creek

1125 Tamalpais Avenue
San Rafael, CA 94901

1 (888) 632-3674
mceCleanEnergy.org

Board of Directors Meeting

Thursday, January 19, 2017

7:00 P.M.

The Charles F. McGlashan Board Room
1125 Tamalpais Avenue, San Rafael, CA 94901

Agenda Page 1 of 2

1. Board Announcements (Discussion)
2. Public Open Time (Discussion)
3. Report from Chief Executive Officer (Discussion)
4. Consent Calendar (Discussion/Action)
 - C.1 11.17.16 Meeting Minutes
 - C.2 Approved Contracts Update
 - C.3 Resolution 2017-01 Approving MCE's Conflict of Interest Code
 - C.4 MCE Staff Compensation Study
 - C.5 Update MCE Board Voting Shares
5. Formation of 2017 Ad Hoc Contracts Committee (Discussion/Action)
6. Resolution 2017-02 Amending and Restating Delegated Contracting and Procurement Authorities (Discussion/Action)
7. MCE Headquarters Solar and Electric Vehicle Installation (Discussion)
8. Customer Programs Update (Discussion)



Agenda material can be inspected at 1125 Tamalpais Avenue, San Rafael, CA 94901 on the Mission Avenue side of the building. The meeting facilities are in accessible locations. If you are a person with a disability and require this document in an alternate format (example: Braille, Large Print, Audiotape, CD-ROM), you may request it by using the contact information below. If you require accommodation (example: ASL Interpreter, reader, note taker) to participate in any MCE program, service or activity, you may request an accommodation by calling (415) 464-6032 (voice) or 711 for the California Relay Service or by e-mail at djackson@mceCleanEnergy.org not less than four work days in advance of the event.



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- 9. Regulatory and Legislative Update (Discussion)**

- 10. Board Member & Staff Matters (Discussion)**

- 11. Adjourn**



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January 19, 2017

TO: Board of Directors

FROM: Elizabeth Kelly, General Counsel

RE: Resolution 2017-02 Amending and Restating Delegated Contracting and Procurement Authorities (Agenda Item #06)

ATTACHMENT: UPDATED Proposed Resolution 2017-02 Amending and Restating Delegated Contracting and Procurement Authorities

Dear Board Members:

SUMMARY:

The attached revised draft of Resolution 2017-02 incorporates a new provision into the Resolution to allow for emergency contracting. This new language was discussed at the January 13, 2017 Executive Committee Meeting.

The new language provides contracting authority to the CEO in the event of an emergency situation creating an imminent danger to life or property or material financial loss that calls for immediate action with inadequate time for prior Board approval, contracts for goods and services with a not-to-exceed maximum dollar amount of:

- i. \$150,000 in the aggregate; or
- ii. \$500,000 in the aggregate with the prior written consent of three (3) Executive Committee members

in order to avert or alleviate damage to property, to protect the health, safety and welfare of the community and MCE's employees, or to repair or restore damaged or destroyed property of MCE. The Chief Executive Officer shall within thirty (30) days of the emergency, deliver a report to the Board of Directors explaining the necessity for the action, a listing of expenditures made under these emergency powers and any recommended future actions.

Fiscal Impact: None

Recommendation:

- A. Approve Resolution No. 2017-02 A Resolution of the Board of Directors of Marin Clean Energy Amending and Restating Delegated Contracting and Procurement Authorities
- B. Approve updates to the Executive Committee Overview and Scope document
- C. Approve updates to the Technical Committee Overview and Scope document

PROPOSED RESOLUTION 2017-02

A RESOLUTION OF THE BOARD OF DIRECTORS OF MARIN CLEAN ENERGY AMENDING AND RESTATING DELEGATED CONTRACTING AND PROCUREMENT AUTHORITIES

WHEREAS, Marin Clean Energy (MCE) is a Joint Powers Authority (JPA) established on December 19, 2008, and organized under the Joint Exercise of Powers Act (Government Code Section 6500 et seq.); and

WHEREAS, MCE members include the following communities: the County of Marin, the County of Napa, the City of American Canyon, the City of Belvedere, the City of Benicia, the City of Calistoga, the Town of Corte Madera, the City of El Cerrito, the Town of Fairfax, the City of Lafayette, the City of Larkspur, the City of Mill Valley, the City of Napa, the City of Novato, the City of Richmond, the Town of Ross, the Town of San Anselmo, the City of San Pablo, the City of San Rafael, the City of Sausalito, the City of St. Helena, the Town of Tiburon, the City of Walnut Creek, and the Town of Yountville; and

WHEREAS, pursuant to its authority under Sections 4.6 and 4.7 of the Joint Powers Agreement the Board of Directors wishes to amend and restate the scope of its delegated authority to its Executive Committee; to its Technical Committee; to its Chief Executive Officer and Board Chair jointly; and the Chief Executive Officer (“CEO”), for purposes of responding efficiently to requests from contractors, suppliers, lenders or other parties for documentation of such authority for MCE during the normal course of business; and

WHEREAS, Resolutions 2013-04 and 2016-05 set forth contracting and procurement authorities delegated by the Board of Directors; and

WHEREAS, the Board intends that this Resolution 2017-02 shall supersede and replace Resolutions 2013-04 and 2016-05.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of MCE:

A. Resolutions 2013-04 and 2016-05 are hereby rescinded and replaced by this Resolution 2017-02, which shall serve as an amendment and restatement of the procurement and contracting authority delegated by the Board of Directors to its Executive Committee, its Technical Committee, the Board Chair and CEO jointly, and the CEO.

B. The Board of Directors, by this delegation of procurement and contracting authority as described herein, shall not be divested of any such authority, but shall retain and may exercise such authority at such times as it may deem necessary and proper, at its sole discretion.

C. The Board of Directors hereby delegates the following procurement and contracting authorities:

1. Delegation to the Executive Committee

The Executive Committee has all necessary and proper authority to approve and direct the CEO and Board Chair to execute:

- a. all contracts with not-to-exceed total consideration greater than \$25,000 per vendor, per fiscal year, such contracts, amendments and addenda shall also be executed by the Board Chair;
- b. any amendment or addendum to a contract approved by the Executive Committee or that would increase the not-to-exceed total consideration to an amount greater than \$25,000 per vendor, per fiscal year.

2. Delegation to the Technical Committee

The Technical Committee has all necessary and proper authority to approve and direct the CEO and Board Chair to execute:

- a. contracts for technical and energy efficiency programs or services and for procurement functions or services; and
- b. contracts as set forth in the approved Integrated Resource Plan.

3. Delegation to the Chief Executive Officer and Board Chair, Jointly

The CEO and Board Chair, jointly, shall have all necessary and proper authority, to approve and execute contracts as set forth in the approved Integrated Resource Plan.

4. Delegation to the Chief Executive Officer

The CEO shall have all necessary and proper authority, consistent with a Board-approved resource plan or budget as applicable, to approve and execute:

- a. contracts as set forth in the approved Integrated Resource Plan;
- b. contracts for goods and services with a not-to-exceed maximum dollar amount of less than or equal to \$25,000 per vendor for a given scope of work, per fiscal year;
- c. amendments or addenda to existing contracts, regardless of the existing contract's price or total amount, which improves the terms of the contract to MCE's benefit without increasing the contract's not-to-exceed maximum dollar amount; and
- d. in the event of an emergency situation creating an imminent danger to life or property or other material financial loss that calls for immediate action with inadequate time for prior Board approval, contracts for goods and services with a not-to-exceed maximum dollar amount of:
 - i. \$150,000 in the aggregate; or
 - ii. \$500,000 in the aggregate with the prior written consent of three (3) Executive Committee members

in order to avert or alleviate damage to property, to protect the health, safety and welfare of the community and MCE's employees, or to repair or restore damaged or destroyed property of MCE. The Chief Executive Officer shall within thirty (30) days of the emergency, deliver a report to the Board of

Directors explaining the necessity for the action, a listing of expenditures made under these emergency powers and any recommended future actions.

PASSED AND ADOPTED at a regular meeting of the Board of Directors on this 19th day of January 2017, by the following vote:

	AYES	NOES	ABSTAIN	ABSENT
City of American Canyon				
City of Belvedere				
City of Benicia				
City of Calistoga				
Town of Corte Madera				
City of El Cerrito				
Town of Fairfax				
City of Lafayette				
City of Larkspur				
County of Marin				
City of Mill Valley				
City of Napa				
County of Napa				
City of Novato				
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Town of Tiburon				
City of Walnut Creek				
Town of Yountville				

CHAIR, MCE BOARD

ATTEST:

SECRETARY, MCE BOARD