



MARIN COUNTY | NAPA COUNTY | UNINCORPORATED CONTRA COSTA COUNTY | UNINCORPORATED SOLANO COUNTY
BENICIA | CONCORD | DANVILLE | EL CERRITO | FAIRFIELD | LAFAYETTE | MARTINEZ | MORAGA | OAKLEY
PINOLE | PITTSBURG | PLEASANT HILL | RICHMOND | SAN PABLO | SAN RAMON | VALLEJO | WALNUT CREEK

Board of Directors Meeting
Thursday, June 15, 2023
7:00 P.M.

Charles F. McGlashan Board Room, 1125 Tamalpais Avenue, San Rafael, CA 94901
Mt. Diablo Room, 2300 Clayton Road, Suite 1150, Concord, CA 94920
Office of Contra Costa Supervisor John Gioia, 11780 San Pablo Ave., Suite D, El Cerrito, CA 94530
City of Napa, City Hall Committee Room, 955 School Street, Napa, CA 94559
Office of Barbara Coler, Town of Fairfax, 14 Ace Court, Fairfax CA 94930

Members of the public who wish to observe the meeting and/or offer public comment may do so telephonically via the following teleconference call-in number and meeting ID:

For Viewing Access Join Zoom Meeting:
<https://us02web.zoom.us/j/86784992940?pwd=SDF1NUpjZWZVRy9BRnBTSEFJYcXZpUT09>

Dial: (669) 900-9128
Webinar ID: 867 8499 2940
Passcode: 314955

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1. Roll Call/Quorum
2. Board Announcements (Discussion)
3. Public Open Time (Discussion)
4. Report from Chief Executive Officer (Discussion)
5. Consent Calendar (Discussion/Action)
 - C.1 Approval of 4.20.23 Meeting Minutes
 - C.2 Approved Contracts for Energy Update
 - C.3 Board of Directors Voting Shares Update

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6. Proposed Resolution No. 2023-07 Adopting a Reimbursement Policy for Board Members in Accordance with California Government Code § 53232 et seq. (Discussion/Action)
7. Proposed Amendment to MCE Operating Rules and Regulations (Discussion/Action)
8. Policy Update of Regulatory and Legislative Items (Discussion)
9. Resolution 2023-08 Honoring Director Kevin Haroff (Discussion/Action)
10. Board Member Additions to Committees (Discussion/Action)
11. Board Matters & Staff Matters (Discussion)
12. Adjourn

The Board may discuss and/or take action on any or all of the items listed on the agenda irrespective of how the items are described.

DISABLED ACCOMMODATION: If you are a person with a disability which requires an accommodation or an alternative format, please call MCE at 1 (888) 632-3674 at least 72 hours before the meeting start time to ensure arrangements for accommodation.

RESOLUTION 2023-07

A RESOLUTION OF THE BOARD OF DIRECTORS OF MARIN CLEAN ENERGY ADOPTING A REIMBURSEMENT POLICY FOR BOARD MEMBERS IN ACCORDANCE WITH GOVERNMENT CODE § 53232 ET SEQ.

WHEREAS, Marin Clean Energy (MCE) is a joint powers authority 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 Contra Costa, the County of Napa, the County of Solano, the City of American Canyon, the City of Belvedere, the City of Benicia, the City of Calistoga, the City of Concord, the Town of Corte Madera, the Town of Danville, the City of El Cerrito, the Town of Fairfax, the City of Fairfield, the City of Lafayette, the City of Larkspur, the City of Martinez, the City of Mill Valley, the Town of Moraga, the City of Napa, the City of Novato, the City of Oakley, the City of Pinole, the City of Pittsburg, the City of Pleasant Hill, the City of San Ramon, 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 Vallejo, the City of Walnut Creek, and the Town of Yountville; and

WHEREAS, Section 4.8 of MCE's Joint Powers Agreement states that Compensation for work performed by Directors on behalf of the Authority shall be borne by the Party that appointed the Director; and

WHEREAS, Section 4.8 of MCE's Joint Powers Agreement further states that the Board, may adopt by resolution a policy relating to the reimbursement of expenses incurred by Directors; and

WHEREAS, California Government Code § 53232 et seq. requires local agencies to adopt a written policy specifying the types of occurrences that qualify a member of the legislative body to receive reimbursement of expenses relating to travel, meals, lodging, and other actual expenses incurred in the performance of their duties as a Director; and

WHEREAS, this Resolution 2023-07 contains a written policy that meets the requirements of California Government Code § 53232 et seq., provides guidance to the Directors on the use and expenditure of MCE resources, and includes standards against which those expenditures shall be measured; and

WHEREAS, MCE's Board of Directors wishes to adopt the expense reimbursement policy contained herein;

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

1. The Board of Directors finds that the aforementioned recitals are true and correct and are herein incorporated into this Resolution.

2. The Board of Directors hereby adopts the following expense reimbursement policy that applies to Directors who are not compensated by their appointing Party for an expense, and seek expense reimbursement from MCE for agency-directed expenses, including travel and transportation, business meals, lodging, and conference expenses incurred while conducting their duties as a Board Member, and establishes procedures for authorization and reimbursement of such expenses. “Director” means a member of the Board of Directors representing member communities of MCE and is referred to herein as Director or Board Member.

Reimbursement Policy for Board Members

1. Travel and Transportation. For travel and transportation-related expenses, MCE shall reimburse Board Members for reasonable agency travel and other transportation expenses incurred while on agency-directed travel. When authorized, the actual costs of travel directly related to accomplishing agency-directed travel objectives shall be paid by MCE. Board Members are encouraged to use cost-effective options, including government and group rates when available, and consider reducing their transportation carbon footprint when booking travel. Board Members are responsible for any costs due to their own cancellations and are encouraged to seek reimbursement through the service providers as applicable. If MCE has booked travel accommodations on behalf of the Board member, the Board member shall reimburse MCE for any costs due to a Board Member’s need to cancel.

1.1) Airline, Train, Buses, or Other Public Transportation. Directors shall be reimbursed for the full cost of economy/coach fares and carbon offsets. Upgrades for additional leg room shall be considered by the Executive Team on a case-by-case basis for flights exceeding 5+ hours or if special accommodations are needed. Neither first class nor business class air fare shall be reimbursed. Directors are further encouraged to limit time spent on travel and book non-stop options when available. Board Members traveling for up to 7 days shall be reimbursed for the full cost of checking up to one item, if not able to carry luggage on. Board Members traveling for greater than 7 days shall be reimbursed for the full cost of checking up to two items.

1.2) Car Rental. If car rental is necessary, such that travel for official duties lies outside of the 100-mile radius of MCE’s service area, Board Members shall be reimbursed for the full cost of the rental fees, insurance, fuel, and carbon offsets. Board Members are encouraged to book cleaner air vehicles when feasible, such as hybrids, electric vehicles, and plug-in electric vehicles. Board Members shall not submit for a separate mileage reimbursement when using a rental car.

1.3) Taxi or Car Sharing. Board Members shall be reimbursed for the full fare, only when less expensive transportation is not available or is not practical.

1.4) Mileage, Parking Costs, Tolls. Board Members shall be reimbursed for out-of-pocket expenses necessarily incurred, which may include, but are not limited to: mileage, parking costs, and tolls.

- Board Members using a personal vehicle shall be reimbursed up to the current Internal Revenue Service mileage rate. This rate encompasses the costs of fuel, EV charging, automotive insurance, and wear and tear. Those charges shall not be separately reimbursed.
- Board Members shall be reimbursed for the full cost of parking if public transportation is not available or is not practical.
- Board Members shall be reimbursed for tolls actually incurred if there is a toll in their travel.

2. **Meals.** For business meal-related expenses, MCE shall reimburse Board Members for meals that occur during agency-directed business.

2.1) Reimbursement shall be made for the reasonable cost of meals, including gratuities, and taxes for meals at events requested by MCE for a Board Member to attend. MCE's approved reimbursement rates are based on the US General Services Administration rates for Contra Costa, Marin, Napa, and Solano Counties, or MCE's own meal-related expense limits. The purchase of alcohol is not a reimbursable expense.

2.2) MCE shall reimburse Board Members for personal meals due to overnight or extended daytime agency-directed travel when bringing a meal is not practical or feasible. Extended daytime travel is defined as 8 or more hours that occur in the course of agency-directed business. If meals are served at a conference, training or other business events Directors are attending at the direction of MCE, Directors are encouraged to utilize this option for networking and cost-savings.

3. **Lodging.** If a Board Member is required to attend an event at a site outside of MCE's service territory for more than 12 hours on a normal workday, the Board Member shall be reimbursed for lodging expenses with prior approval.

3.1) Board Members are encouraged to book lodging on-site at a conference or meeting location, if applicable.

3.2) When on-site lodging is not available, Directors are encouraged to book a cost-effective option, including using applicable government and group rates when available.

3.3) In the event that government and group rates are not available at a given time or in a given area, lodging rates that do not exceed the IRS per diem rates for a given area are presumed reasonable and hence reimbursable.

4. **Conferences.** For agency-directed, conference-related expenses, Board Members shall submit conference expenses for reimbursement. Board Members

are responsible for any costs due to their own cancellations and are encouraged to seek reimbursement through the service providers as applicable. If MCE has purchased event tickets on behalf of the Board member for their attendance, the Board member shall reimburse MCE for any costs due to a Board Member's need to cancel.

5. Other Expenses. Other expenses that do not fall within this reimbursement policy shall be approved by the governing body, in a public meeting, before the expense is incurred.

6. Expense Reports. For reimbursement of the aforementioned agency-directed expenses, Board Members must submit an expense report to MCE staff within 30 days of the expense being incurred. Any expense reports submitted greater than 90 days after the expense is incurred shall be considered invalid. The expense report should include a receipt and a brief explanation of the expense, if necessary. Where receipts are not available, such as for bridge tolls, the name of the bridge or toll-crossing is required to be identified on the expense report.

As required by California Government Code § 53232.3(d), Board Members shall provide brief updates on meetings attended at the expense of MCE at the next regularly scheduled Board meeting during the Board Announcement Section.

PASSED AND ADOPTED at a regular meeting of the MCE Board of Directors on this 15th day of June 2023, by the following vote:

	AYES	NOES	ABSTAIN	ABSENT
County of Marin				
Contra Costa County				
County of Napa				
County of Solano				
City of American Canyon				
City of Belvedere				
City of Benicia				
City of Calistoga				
City of Concord				
Town of Corte Madera				
Town of Danville				
City of El Cerrito				
Town of Fairfax				
City of Fairfield				

City of Lafayette				
City of Larkspur				
City of Martinez				
City of Mill Valley				
Town of Moraga				
City of Napa				
City of Novato				
City of Oakley				
City of Pinole				
City of Pittsburg				
City of Pleasant Hill				
City of San Ramon				
City of Richmond				
Town of Ross				
Town of San Anselmo				
City of San Pablo				
City of San Rafael				
City of Sausalito				
City of St. Helena				
Town of Tiburon				
City of Vallejo				
City of Walnut Creek				
Town of Yountville				

CHAIR, MCE

Attest:

SECRETARY, MCE

RESOLUTION 2023-07

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WHEREAS, Marin Clean Energy (MCE) is a joint powers authority 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 Contra Costa, the County of Napa, the County of Solano, the City of American Canyon, the City of Belvedere, the City of Benicia, the City of Calistoga, the City of Concord, the Town of Corte Madera, the Town of Danville, the City of El Cerrito, the Town of Fairfax, the City of Fairfield, the City of Lafayette, the City of Larkspur, the City of Martinez, the City of Mill Valley, the Town of Moraga, the City of Napa, the City of Novato, the City of Oakley, the City of Pinole, the City of Pittsburg, the City of Pleasant Hill, the City of San Ramon, 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 Vallejo, the City of Walnut Creek, and the Town of Yountville; and

WHEREAS, Section 4.8 of MCE's Joint Powers Agreement states that Compensation for work performed by Directors on behalf of the Authority shall be borne by the Party that appointed the Director; and

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WHEREAS, this Resolution 2023-07 contains a written policy that meets the requirements of California Government Code § 53232 et seq., provides guidance to the Directors on the use and expenditure of MCE resources, and includes standards against which those expenditures shall be measured; and

WHEREAS, MCE's Board of Directors wishes to adopt the expense reimbursement policy contained herein;

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

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PASSED AND ADOPTED at a regular meeting of the MCE Board of Directors on this 15th day of June 2023, by the following vote:

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County of Marin				
Contra Costa County				
County of Napa				
County of Solano				
City of American Canyon				
City of Belvedere				
City of Benicia				
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City of Martinez				
City of Mill Valley				
Town of Moraga				
City of Napa				
City of Novato				
City of Oakley				
City of Pinole				
City of Pittsburg				
City of Pleasant Hill				
City of San Ramon				
City of Richmond				
Town of Ross				
Town of San Anselmo				
City of San Pablo				
City of San Rafael				
City of Sausalito				
City of St. Helena				
Town of Tiburon				
City of Vallejo				
City of Walnut Creek				
Town of Yountville				

CHAIR, MCE

Attest:

SECRETARY, MCE

MARIN CLEAN ENERGY
OPERATING RULES AND REGULATIONS

(As Amended)

ARTICLE I

FORMATION

Marin Clean Energy (“MCE”), formerly known as Marin Energy Authority, was established on December 19, 2008 pursuant to the execution of the Marin Energy Authority Joint Powers Agreement (the “Agreement”) by the County of Marin, the Town of Fairfax and the Town of Tiburon. The Initial Participants in MCE who executed the Agreement within 180 days of the establishment of MCE are the following: Belvedere, Mill Valley, Ross, San Anselmo, San Rafael, and Sausalito. The members of MCE are referred to as Party or Parties in these Operating Rules and Regulations. As defined by the Agreement, these Operating Rules and Regulations consist of rules, regulations, policies, bylaws and procedures governing the operation of MCE.

ARTICLE II

PURPOSES

MCE is formed to study, promote, develop, conduct, operate, and manage energy and energy-related climate change programs, and to exercise all other powers necessary and incidental to accomplishing this purpose. These programs include but are not limited to the establishment of a Community Choice Aggregation Program in accordance with the terms of the Agreement.

ARTICLE III

BOARD OF DIRECTORS

Section 1. MCE shall be governed by a Board of Directors composed of one representative of each of the Parties. The Board may delegate specified functions or actions to the Executive Committee or other committees that may be established by the Board. The governing body of each Party shall appoint and designate in writing to MCE one regular Director who shall be authorized to act for and on behalf of the Party on all matters within the power of MCE. The governing body of each Party also shall appoint and designate in writing to MCE one alternate Director who may vote on all matters when the regular Director is absent for a Board, Executive Committee, Technical Committee, or other standing meeting. Both the Director and the Alternate Director shall be members of the governing body of the Party.

Section 2. Each Director and Alternate Director shall serve at the pleasure of the governing body of the Party that the Director represents and may be removed as Director or Alternate Director by such governing body at any time.

Section 3. A Director may be removed by the Board for cause. Cause shall be defined for the purposes of this section as follows:

- a. Unexcused absences from three consecutive Board meetings.
- b. Unauthorized disclosure of confidential information or documents from a closed session or the unauthorized disclosure of information or documents provided to the Director on a confidential basis and whose public disclosure may be harmful to the interests of MCE.

Written notice shall be provided to the Director proposed for removal and the governing body that appointed such Director at least thirty days prior to the meeting at which the proposed removal will be considered by the Board. The notice shall state the grounds for removal, a brief summary of the supporting facts, and the date of the scheduled hearing on the removal. The Director proposed for removal shall be given an opportunity to be heard at the removal hearing and to submit any supporting oral or written evidence. A Director shall not be removed for cause from the Board unless two-thirds of all Directors (excluding the Director subject to removal) vote in favor of the removal.

Section 4. If at any time a vacancy occurs on the Board, for whatever reason, a replacement shall be appointed by the governing body of the subject Party to fill the position of the previous Director within ninety days of the date that such position becomes vacant.

ARTICLE IV

OFFICERS AND TERMS OF OFFICE

Section 1. There shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.

- a. Chairperson. The Chairperson shall be a Director. Duties of the Chairperson are to review the business agenda before MCE meetings, preside over MCE Board meetings, and sign all ordinances, resolutions, contracts, and correspondence adopted or authorized by the Board. The term of office of the Chairperson shall be for one year.
- b. Vice-Chairperson. The Vice-Chairperson shall be a Director. The Vice-Chairperson shall perform the duties of Chairperson in the absence of such officer. The term of office of the Vice-Chairperson shall be for one year.
- c. Secretary. The Secretary will supervise the preparation of the meeting minutes and the maintenance of the records of MCE. Once appointed by the Board, the term of the Secretary shall continue each year until the Secretary wishes to step down from the role and/or the Board decides to remove the Secretary pursuant to subsection (g) below. The Secretary does not need to be a Director.
- d. Treasurer and Auditor. The Treasurer shall have custody of all the money of MCE and shall have all of the duties and responsibilities specified in Government Code Section 6505.5. The Treasurer shall report directly to the Board and shall comply

with the requirements of treasurers of incorporated municipalities. The positions of Treasurer and Auditor may be combined into one position known as the Treasurer/Auditor of MCE. The term of the Treasurer and Auditor shall be for one year. The Board may transfer the responsibilities of the Treasurer and Auditor to any person or entity permitted by law. Neither the Treasurer nor the Auditor needs to be a Director.

- e. Initial Terms of Office. Notwithstanding the one-year term generally established for officers above, the terms of the initial officers elected by the Board shall not expire until the annual meeting of the Board held in June 2010.
- f. No Term Limits. There are no limits on the numbers of terms that an officer of MCE may serve.
- g. Removal. An officer of the Board shall be subject to removal with or without cause at any time by a majority vote of the full Board.
- h. Committees. The Executive Committee and all other Committees of the Board shall be selected as provided by Sections 4.6 and 4.7 of the Agreement. Each duly established Committee may establish any Standing or Ad Hoc Committees determined to be appropriate or necessary. The duties and authority of all Committees shall be subject to the approval and direction of the Board.
- i. Committee of the Whole. To allow full participation by Board members at meetings of Standing Committees, each Standing Committee meeting except the Executive Committee also shall be noticed as a "Committee of the Whole" meeting. In the event that a quorum of Board members are present at a Standing Committee meeting, the Standing Committee will automatically convert into a Committee of the Whole. Likewise, if there is no longer a quorum of the Board present, then the Committee of the Whole will automatically convert back into a Standing Committee. The chair of the Standing Committee will serve as Chair of the Committee of the Whole. Any item acted upon by the Committee of the Whole will be considered advisory to the Board of Directors and require consideration and action by the Board of Directors at a noticed Board meeting before adoption or approval of the item.

The agenda for each Standing Committee, other than the Executive Committee, shall include the following statement:

"This Committee may be attended by Board Members who do not serve on this Committee. In the event that a quorum of the entire Board is present, this Committee shall act as a Committee of the Whole. Any item acted upon by the Committee of the Whole will be considered advisory to the Board of Directors and require consideration and action by the Board of Directors at a noticed Board meeting before adoption or approval of the item."

ARTICLE V

MEETINGS

Section 1. A meeting of the Board shall be held on or near December of each year to elect MCE Chairperson, Vice-Chairperson, and other officers of MCE. The Board by resolution shall establish the date, time, and meeting location of all regular meetings of the Board. Special meetings may be called upon the request of a majority of the members of the Board or by the Chairperson.

Section 2. The meetings of the Board, the Executive Committee and all other committees established by the Board shall be governed by the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).

ARTICLE VI

VOTING

Section 1. Voting on MCE matters shall be held in accordance with the requirements of Sections 4.9 and 4.10 of the Agreement.

Section 2. Under Section 4.10 of the Agreement, each member of the Board shall have one vote on general administrative matters and energy programs not involving Community Choice Aggregation unless otherwise provided by the Agreement or these Operating Rules and Regulations. Unless the Agreement or these Operating Rules and Regulations require a two-thirds vote, action on these items shall be determined by a majority vote of the quorum present and voting on the item except for the following matters which shall be approved only by a majority vote of the full membership of the Board:

- a. The approval of the issuance of bonds or any other financing even if program revenues pay for such financing.
- b. The hiring of a Chief Executive Officer.
- c. The appointment or removal of an officer.
- d. The adoption of the Annual Budget.
- e. The adoption of an ordinance.
- f. The initiation of litigation where MCE will be the plaintiff, petitioner or cross complainant or cross petitioner.
- g. The adoption and amendment of the Operating Rules and Regulations.
- h. The approval of any program or other activity requiring financial contributions by individual Parties subject to the right of any Party who votes against the program or activity to opt-out of such program or activity pursuant to Section 4 of this Article.

Section 3. The approval of an Administrative Services Agreement under Section 4.14 of the Agreement for planning, implementing, operating and administering the CCA Program shall be subject to the voting requirements of Section 4.9 of the Agreement.

Section 4. The Board shall provide at least 45 days prior written notice to each Party before it considers a program or activity for adoption at a Board meeting not involving CCA that requires financial contributions by individual Parties. Such notice shall be provided to the governing body and the chief administrative officer, city manager or town manager of each Party. The Board also shall provide written notice of such program or activity adoption to the above-described officials of each Party within 5 days after the Board adopts the program or activity. Any Party voting against the approval of such program or activity may elect to opt-out of participation in the program or activity by providing written notice of this election to the Board within 30 days after the program or activity is approved by the Board. Upon timely exercising its opt-out election, a Party shall not have any financial obligation or any liability whatsoever for the conduct or operation of such program or activity.

ARTICLE VII

DEBTS, LIABILITIES AND OBLIGATIONS

As provided by Section 2.3 of the Agreement, the debts, liabilities and obligations of MCE shall not be debts, liabilities or obligations of the individual Parties unless the governing board of a Party agrees in writing to assume any of the debts, liabilities or obligations of MCE. A Party who has not agreed to assume a MCE debt, liability or obligation shall not be responsible in any way for such debt, liability or obligation even if a majority of the Parties agree to assume the debt, liability or obligation of MCE.

ARTICLE VIII

AMENDMENTS

These Operating Rules and Regulations may be amended by a majority vote of the full membership of the Board but only after such amendment has been proposed at a regular meeting and acted upon at the next or later regular meeting of the Board for final adoption. The proposed amendment shall not be finally acted upon unless each member of the Board has received written notice of the amendment at least 10 days prior to the date of the meeting at which final action on the amendment is to be taken. The notice shall include the full text of the proposed amendment.

MARIN CLEAN ENERGY ~~AUTHORITY~~
OPERATING RULES AND REGULATIONS
(As Amended)

ARTICLE I

FORMATION

~~The~~ Marin Clean Energy (“MCE”), formerly known as Marin Energy Authority ~~(the~~ “Authority”~~)~~, was established on December 19, 2008 pursuant to the execution of the Marin Energy Authority Joint Powers Agreement (the “Agreement”) by the County of Marin, the Town of Fairfax and the Town of Tiburon. The Initial Participants in ~~the Authority~~ MCE who executed the Agreement within 180 days of the establishment of ~~the Authority~~ MCE are the following: Belvedere, Mill Valley, Ross, San Anselmo, San Rafael, and Sausalito. The members of ~~the Authority~~ MCE are referred to as Party or Parties in these Operating Rules and Regulations. As defined by the Agreement, these Operating Rules and Regulations consist of rules, regulations, policies, bylaws and procedures governing the operation of ~~the Authority~~ MCE.

ARTICLE II

PURPOSES

~~The Authority~~ MCE is formed to study, promote, develop, conduct, operate, and manage energy and energy-related climate change programs, and to exercise all other powers necessary and incidental to accomplishing this purpose. These programs include but are not limited to the establishment of a Community Choice Aggregation Program ~~known as Marin Clean Energy~~ in accordance with the terms of the Agreement.

ARTICLE III

BOARD OF DIRECTORS

Section 1. ~~The Authority~~ MCE shall be governed by a Board of Directors composed of one representative of each of the Parties. The Board may delegate specified functions or actions to the Executive Committee or other committees that may be established by the Board. The governing body of each Party shall appoint and designate in writing to ~~the Authority~~ MCE one regular Director who shall be authorized to act for and on behalf of the Party on all matters within the power of ~~the Authority~~ MCE. The governing body of each Party also shall appoint and designate in writing to ~~the Authority~~ MCE one alternate Director who may vote on all matters when the regular Director is absent for a Board, Executive Committee, Technical Committee, or other standing meeting. Both the Director and the Alternate Director shall be members of the governing body of the Party.

Section 2. Each Director and Alternate Director shall serve at the pleasure of the governing body of the Party that the Director represents and may be removed as Director or Alternate Director by such governing body at any time.

Section 3. A Director may be removed by the Board for cause. Cause shall be defined for the purposes of this section as follows:

- a. Unexcused absences from three consecutive Board meetings.
- b. Unauthorized disclosure of confidential information or documents from a closed session or the unauthorized disclosure of information or documents provided to the Director on a confidential basis and whose public disclosure may be harmful to the interests of ~~the Authority~~ MCE.

Written notice shall be provided to the Director proposed for removal and the governing body that appointed such Director at least thirty days prior to the meeting at which the proposed removal will be considered by the Board. The notice shall state the grounds for removal, a brief summary of the supporting facts, and the date of the scheduled hearing on the removal. The Director proposed for removal shall be given an opportunity to be heard at the removal hearing and to submit any supporting oral or written evidence. A Director shall not be removed for cause from the Board unless two-thirds of all Directors (excluding the Director subject to removal) vote in favor of the removal.

Section 4. If at any time a vacancy occurs on the Board, for whatever reason, a replacement shall be appointed by the governing body of the subject Party to fill the position of the previous Director within ninety days of the date that such position becomes vacant.

ARTICLE IV

OFFICERS AND TERMS OF OFFICE

Section 1. There shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.

- a. Chairperson. The Chairperson ~~of the Authority~~ shall be a Director. Duties of the Chairperson are to ~~supervise the preparation of review~~ the business agenda ~~before~~ MCE meetings, preside over ~~Authority~~ MCE Board meetings, and sign all ordinances, resolutions, contracts, and correspondence adopted or authorized by the Board. The term of office of the Chairperson shall be for one year.
- b. Vice-Chairperson. The Vice-Chairperson shall be a Director. The Vice-Chairperson shall perform the duties of Chairperson in the absence of such officer. The term of office of the Vice-Chairperson shall be for one year.
- c. Secretary. The Secretary will supervise the preparation of the meeting minutes and the maintenance of the records of MCE. ~~Once appointed by the Authority. The Board, the~~ term of the Secretary shall ~~be for one~~ continue each year until the Secretary wishes to step down from the role and/or the Board decides to remove the Secretary pursuant to subsection (g) below. The Secretary does not need to be a Director.
- d. Treasurer and Auditor. The Treasurer shall have custody of all the money of ~~the Authority~~ MCE and shall have all of the duties and responsibilities specified in Government Code Section 6505.5. The Treasurer shall report directly to the Board

and shall comply with the requirements of treasurers of incorporated municipalities. The positions of Treasurer and Auditor may be combined into one position known as the Treasurer/Auditor of ~~the Authority. Neither the Treasurer nor the Auditor needs to be a Director.~~ MCE. The term of the Treasurer and Auditor shall be for one year. The Board may transfer the responsibilities of the Treasurer and Auditor to any person or entity permitted by law. Neither the Treasurer nor the Auditor needs to be a Director.

- e. Initial Terms of Office. Notwithstanding the one-year term generally established for officers above, the terms of the initial officers elected by the Board shall not expire until the annual meeting of the Board held in June 2010.
- f. No Term Limits. There are no limits on the numbers of terms that an officer of ~~the Authority~~ MCE may serve.
- g. Removal. An officer of the Board shall be subject to removal with or without cause at any time by a majority vote of the full Board.
- h. Committees. The Executive Committee and all other Committees of the Board shall be selected as provided by Sections 4.6 and 4.7 of the Agreement. Each duly established Committee may establish any Standing or Ad Hoc Committees determined to be appropriate or necessary. The duties and authority of all Committees shall be subject to the approval and direction of the Board.
- i. Committee of the Whole. To allow full participation by Board members at meetings of Standing Committees, each Standing Committee meeting except the Executive Committee also shall be noticed as a "Committee of the Whole" meeting. In the event that a quorum of Board members are present at a Standing Committee meeting, the Standing Committee will automatically convert into a Committee of the Whole. Likewise, if there is no longer a quorum of the Board present, then the Committee of the Whole will automatically convert back into a Standing Committee. The chair of the Standing Committee will serve as Chair of the Committee of the Whole. Any item acted upon by the Committee of the Whole will be considered advisory to the Board of Directors and require consideration and action by the Board of Directors at a noticed Board meeting before adoption or approval of the item.

The agenda for each Standing Committee, other than the Executive Committee, shall include the following statement:

"This Committee may be attended by Board Members who do not serve on this Committee. In the event that a quorum of the entire Board is present, this Committee shall act as a Committee of the Whole. Any item acted upon by the Committee of the Whole will be considered advisory to the Board of Directors and require consideration and action by the Board of Directors at a noticed Board meeting before adoption or approval of the item."

ARTICLE V

MEETINGS

Section 1. ~~Commencing in 2010, an annual~~^A meeting of the Board shall be held ~~in June on or near December~~ of each year to elect ~~the MCE Chairperson, Vice-Chairperson, and other~~ officers of ~~the Authority MCE~~. The Board by resolution shall establish the date, time, and meeting location of all regular meetings of the Board. Special meetings may be called upon the request of a majority of the members of the Board or by the Chairperson.

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Section 2. The meetings of the Board, the Executive Committee and all other committees established by the Board shall be governed by the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).

ARTICLE ~~VHVI~~

VOTING

Section 1. Voting on ~~Authority~~^{MCE} matters shall be held in accordance with the requirements of Sections 4.9 and 4.10 of the Agreement.

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Section 2. Under Section 4.10 of the Agreement, each member of the Board shall have one vote on general administrative matters and energy programs not involving Community Choice Aggregation unless otherwise provided by the Agreement or these Operating Rules and Regulations. Unless the Agreement or these Operating Rules and Regulations require a two-thirds vote, action on these items shall be determined by a majority vote of the quorum present and voting on the item except for the following matters which shall be approved only by a majority vote of the full membership of the Board:

- a. The approval of the issuance of bonds or any other financing even if program revenues pay for such financing.
- b. The hiring of ~~an~~ ^{Chief} Executive ~~Director-Officer~~^{and General Counsel}.
- c. The appointment or removal of an officer.
- d. The adoption of the Annual Budget.
- e. The adoption of an ordinance.
- f. The initiation of litigation where ~~the Authority~~^{MCE} will be the plaintiff, petitioner or cross complainant or cross petitioner.
- g. The adoption and amendment of the Operating Rules and Regulations.
- h. The approval of any program or other activity requiring financial contributions by individual Parties subject to the right of any Party who votes against the program or activity to opt-out of such program or activity pursuant to Section ~~4~~ of this Article.

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Section 3. The approval of an Administrative Services Agreement under Section 4.~~13~~14 of the Agreement for planning, implementing, operating and administering the CCA Program shall be subject to the voting requirements of Section 4.9 of the Agreement.

Section 4. The Board shall provide at least 45 days prior written notice to each Party before it considers a program or activity for adoption at a Board meeting not involving CCA that requires financial contributions by individual Parties. Such notice shall be provided to the governing body and the chief administrative officer, city manager or town manager of each Party. The Board also shall provide written notice of such program or activity adoption to the above-described officials of each Party within 5 days after the Board adopts the program or activity. Any Party voting against the approval of such program or activity may elect to opt-out of participation in the program or activity by providing written notice of this election to the Board within 30 days after the program or activity is approved by the Board. Upon timely exercising its opt-out election, a Party shall not have any financial obligation or any liability whatsoever for the conduct or operation of such program or activity.

ARTICLE ~~IV~~VII

DEBTS, LIABILITIES AND OBLIGATIONS

As provided by Section 2.3 of the Agreement, the debts, liabilities and obligations of ~~the Authority~~MCE shall not be debts, liabilities or obligations of the individual Parties unless the governing board of a Party agrees in writing to assume any of the debts, liabilities or obligations of ~~the Authority~~MCE. A Party who has not agreed to assume ~~an Authority~~a MCE debt, liability or obligation shall not be responsible in any way for such debt, liability or obligation even if a majority of the Parties agree to assume the debt, liability or obligation of ~~the Authority~~MCE.

ARTICLE ~~IX~~VIII

AMENDMENTS

These Operating Rules and Regulations may be amended by a majority vote of the full membership of the Board but only after such amendment has been proposed at a regular meeting and acted upon at the next or later regular meeting of the Board for final adoption. The proposed amendment shall not be finally acted upon unless each member of the Board has received written notice of the amendment at least 10 days prior to the date of the meeting at which final action on the amendment is to be taken. The notice shall include the full text of the proposed amendment.

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MCE Board Offices and Committees

BOARD OFFICES

Chair:	Shanelle Scales-Preston, City of Pittsburg
Vice Chair:	Gabe Quinto, City of El Cerrito
Treasurer:	Garth Salisbury, MCE Chief Financial Officer
Deputy Treasurer:	Vicken Kasarjian, MCE Chief Operating Officer
Secretary:	Dawn Weisz, MCE Chief Executive Officer

EXECUTIVE COMMITTEE

1. Kevin Haroff, Chair	City of Larkspur
2. Edi Birsan	City of Concord
3. Eli Beckman	Town of Corte Madera
4. Cindy Darling	City of Walnut Creek
5. Dave Fong	City of Danville
6. Eduardo Martinez	City of Richmond
7. Devin Murphy	City of Pinole
8. Max Perrey	City of Mill Valley
9. Gabe Quinto	City of El Cerrito
10. Shanelle Scales-Preston	City of Pittsburg
11. Holli Thier	Town of Tiburon
12. Sally Wilkinson	Town of Belvedere

TECHNICAL COMMITTEE

1. Devin Murphy, Chair	City of Pinole
2. Gina Dawson	City of Lafayette
3. John Gioia	County of Contra Costa
4. Kevin Haroff	City of Larkspur
5. Eduardo Martinez	City of Richmond
6. Charles Palmares	City of Vallejo
7. Scott Perkins	City of San Ramon
8. Katie Rice	County of Marin
9. Alexis Fineman	Town of San Anselmo

AD HOC CONTRACTS COMMITTEE, 2023

- | | |
|------------------|-------------------|
| 1. Barbara Coler | Town of Fairfax |
| 2. Kevin Haroff | City of Larkspur |
| 3. Scott Perkins | City of San Ramon |

AD HOC COMMITTEE FOR VIRTUAL POWER PLANT, 2023

- | | |
|---------------------|----------------------|
| 1. Eli Beckman | Town of Corte Madera |
| 2. Gina Dawson | City of Lafayette |
| 3. Eduardo Martinez | City of Richmond |
| 4. Devin Murphy | City of Pinole |
| 5. Max Perrey | City of Mill Valley |
| 6. Katie Rice | County of Marin |
| 7. Holli Thier | Town of Tiburon |

AD HOC AUDIT COMMITTEE, 2023

- | | |
|--------------------|-------------------|
| 1. Dave Fong | Town of Danville |
| 2. Kevin Haroff | City of Larkspur |
| 3. Sally Wilkinson | City of Belvedere |



MCE Ad Hoc Audit Committee Overview and Scope

Current Membership: 3

Current Members:

1. Dave Fong
2. Kevin Haroff
3. Sally Wilkinson

Membership Process: MCE strives to assemble an Ad Hoc Audit Committee comprised of at least one county representative and one city/town representative from each county in the MCE service area. Available seats on the Ad Hoc Audit Committee are therefore first offered to any interested and applicable Board member whose county is not yet represented by one county and one city member. Interested members can be added at a meeting of the Board when “New Committee Members” is on the Agenda. The Ad Hoc Audit Committee is typically formed by the Board in the spring in advance of the annual audit cycle that begins in May of each year.

Meeting Dates: To be determined; typically in summer months

Scope

Each year MCE contracts with an independent auditing firm to audit MCE’s annual financial statements. The Ad Hoc Audit Committee is responsible for appointing the independent auditor, meeting with the auditor on at least one occasion without staff present, reviewing financial issues or judgments, and investigating other matters pertaining to the audit as it deems necessary. The mandate of the Ad Hoc Audit Committee begins once the Board approves its creation, and will end with the presentation of the audited financial statements to the Board.

Authority of Ad Hoc Audit Committee

- Approve the selection of auditor and execute the contract for services with MCE’s auditor
- Receive the findings of the auditor and meet with the auditor privately as needed
- Investigate other matters pertaining to the audit as it deems necessary
- Report to the governing body that the audit committee has discussed the financial statements with management, with the independent auditors in private, and privately among committee members and believes that they are fairly presented, to the extent such a determination can be made solely on the basis of such conversations



MCE Ad Hoc Contracts Committee Overview and Scope

Current Membership:	3
Current Members:	<ol style="list-style-type: none"> 1. Barbara Coler 2. Kevin Haroff 3. Scott Perkins
Membership Process:	<p>MCE strives to assemble an Ad Hoc Contracts Committee comprised of at least one county representative and one city/town representative from each county in the MCE service area. Available seats on the Ad Hoc Contracts Committee are therefore first offered to any interested and applicable Board member whose county is not yet represented by one county and one city/town member. Interested members can be added at a meeting of the Board when “New Committee Members” is on the Agenda.</p>
Meeting Frequency:	Typically, two to four times per year, but can be as much as ten times per year depending upon contracting volume and expansion activity.
Current Meeting Date:	Third Thursday of each month at 9:00am, if needed

Scope

The Ad Hoc Contracts Committee may be asked to review and provide input on the following:

- Short term (one- to five-year) power supply product transactions
- Open Season offers for power supply products
- Ad hoc request for offer (RFO) results for power supply products, including hydropower, renewable energy, conventional energy, resource adequacy and shaped delivery products

Authority of Ad Hoc Contracts Committee

- Review Open Season offers and potential long-term Power Purchase supply transactions, and recommend approval to MCE Technical Committee
- Engage in and provide input and recommendations to staff as requested regarding:
 - Resource preferences (e.g., solar vs. wind; PCC1, PCC2, carbon free, etc.)
 - Counterparty exposure, credit considerations
 - Appropriate power supply hedge percentages
 - Confidential discussions regarding price of power supply products
 - Local vs. in-state vs. out-of-state options
 - Contract delivery term options
 - Proposed contract language changes from pro forma for any long-term agreements