

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

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

**MINUTES**

September 24, 2020

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

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

The Agenda Items were considered in the order presented, except for Agenda Item No. 2 which was considered prior to Agenda Item No. 1.

**CALL TO ORDER**

Chair Mosca (Encinitas) called the SDCP Board of Directors meeting to order at 5:07 p.m.

**PLEDGE OF ALLEGIANCE**

Chair Mosca (Encinitas) led the Pledge of Allegiance.

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

**ROLL CALL**

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

ABSENT: Director Baber (La Mesa)

*Also Present: Interim Executive Officer Hooven, General Counsel Baron, Interim Board Clerk Wiegelman*

## **ITEMS TO BE ADDED, WITHDRAWN, OR REORDERED ON THE AGENDA**

There were no additions or deletions to the agenda.

## **PUBLIC COMMENTS**

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

Jason Anderson, Cleantech San Diego, submitted a comment regarding SDCP's recent solicitation for renewable energy and local renewable energy generation goals.

Matthew Bosse and family sang Happy Birthday to Chair Mosca (Encinitas).

## **CONSENT CALENDAR**

There were no Consent Calendar Items for consideration.

## **REGULAR AGENDA**

### **1. Operations and Administration Report from the Interim Executive Officer**

Interim Executive Officer Hooven provided an update on personnel recruitment efforts, the status of the various vendor requests for proposals (RFP) and other solicitations, the 2020 Policy Matrix, and staff discussions with San Diego Gas and Electric (SDG&E).

Board questions and comments ensued.

Ty Tosdal, Tosdal APC, provided an update on SDG&E's Advice Letter which provides a detailed description of an Arrearage Management Plan that is designed to protect customers at risk of disconnection for failure to make payments, SDG&E's Power Charge Indifference Adjustment (PCIA) Trigger application that would substantially increase the PCIA rate for current CCA customers, SDG&E's Energy Resource Recovery Account forecasting proceedings, SDG&E's request for approval of System Reliability Contracts resulting from SDG&E's Request for Offers under D. 19-11-016, and other energy regulatory affairs as they relate to the interests of SDCP.

Board questions and comments continued.

Following Board questions and comments, no action was taken.

### **2. Appointment of Interim CEO and Approval of Employment Agreement**

Chair Mosca (Encinitas) announced the SDCP Board of Directors had selected Bill Carnahan, a former public utility executive with Community Choice Aggregation and public power experience, as Interim Chief Executive Officer (CEO). Chair Mosca (Encinitas) provided an overview of the Interim CEO Employment Agreement.

The Employment Agreement was for a one year term with a base annual salary of two hundred ninety five thousand dollars (\$295,000). The Employment Agreement included a gross monthly vehicle allowance of five hundred dollars (\$500) per month, a SDCP owned cell phone and accompanying SDCP paid plan or a one hundred dollars (\$100) monthly taxable technology allowance, and a gross monthly housing or hotel allowance to be negotiated at the time in-person attendance was required. In lieu of employee benefits, Mr. Carnahan would receive compensation equivalent to benefits he might otherwise be entitled to as a permanent SDCP employee in an amount equal to fifteen percent (15%) of his base annual salary.

Board comments ensued.

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

Matthew Vasilakis, Climate Action Campaign, submitted a comment welcoming the new Interim CEO.

Tara, Hammond Climate Solutions, submitted a comment regarding the appointment of the Interim CEO and continuing to uphold the values of SDCP.

**ACTION:** Motioned by Chair Mosca (Encinitas) and seconded by Director West (Imperial Beach) to adopt Resolution No. 2020-06 appointing Bill Carnahan as Interim CEO and approving execution of an Employment Agreement with Bill Carnahan in substantially similar form, with non-substantive revisions approved by the Chair and reviewed and approved by General Counsel. The motion carried by the following vote:

Vote: 5-0

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

Chair Mosca (Encinitas) introduced Interim Chief Executive Officer Bill Carnahan.

Interim CEO Carnahan thanked the Board of Directors for the opportunity and expressed his commitment and motivation in helping SDCP create a path to one hundred percent renewable energy.

### **3. Approval of CEO Job Description and Initial SDCP Organizational Chart**

Vice Chair Padilla (Chula Vista) left the meeting.

General Counsel Baron stated that in conjunction with the Interim CEO Employment Agreement, General Counsel recommends the SDCP Board of Directors adopt a formal job description for the CEO and an initial SDCP Organizational Chart to assist the Interim CEO in performing the initial hiring for SDCP.

Assistant General Counsel Norvell provided an overview of the CEO job description and initial SDCP Organizational Chart. Assistant General Counsel Norvell reviewed the Chief Financial Officer and Chief Operations Officer positions and the process for modifying or updating the SDCP Organizational Chart.

General Counsel Baron stated that regardless of the delegation of authority, it is the intent of Interim CEO Carnahan to bring any proposed changes to the SDCP Organizational Chart to the SDCP Board of Directors for consideration and approval.

Board questions and comments ensued.

ACTION: Motioned by Chair Mosca (Encinitas) and seconded by Director West (Imperial Beach) to (1) approve the CEO job description, subject to future changes by the Board of Directors; and (2) approve the initial SDCP Organizational Chart, subject to changes made in the discretion of the CEO and subsequent notice to the SDCP Board of Directors at a Regular Meeting. The motion carried by the following vote:

Vote: 4-0

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

#### **4. Approval of San Diego Community Power Brand Messaging and Logo**

Interim Executive Officer Hooven provided opening comments and introduced Sean Connacher from Civilian.

Sean Connacher, Civilian, provided a PowerPoint presentation regarding the proposed messaging platform, the positioning and messaging goals, the umbrella positioning statement, the key messaging structure, the direction of the brand identity, the first component of the brand identity (logo), and the next steps in the SDCP brand building process.

Board questions and comments ensued.

Kim Coutts, Civilian, commented on the inclusion of environmental justice in the key messaging structure.

Board questions and comments continued.

ACTION: Motioned by Director West (Imperial Beach) and seconded by Director Montgomery (San Diego) to approve the brand messaging and logo concept from Civilian. The motion carried by the following vote:

Vote: 4-0

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

## **5. Approval of Employee Handbook**

Encinitas Human Resource Director Bokosky provided an overview of the Employee Handbook and the process for updating the Employee Handbook.

ACTION: Motioned by Chair Mosca (Encinitas) and seconded by Director West (Imperial Beach) to approve the employee handbook for San Diego Community Power. The motion carried by the following vote:

Vote: 5-0

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

## **DIRECTOR COMMENTS**

Director West (Imperial Beach) provided an update on the upcoming financial audit process required by the San Diego Regional Community Choice Energy Authority Joint Powers Agreement.

## **REPORTS BY MANAGEMENT AND GENERAL COUNSEL**

There were no reports.

## **ADJOURNMENT**

Chair Mosca (Encinitas) adjourned the meeting at 6:30p.m.

Megan Wiegelman, CMC  
Interim Board Clerk