



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

2488 Historic Decatur Road, Suite 250
San Diego, CA 92106

MINUTES
November 17, 2022

This meeting was conducted utilizing teleconferencing and electronic means consistent with Government Code Section 54953, as amended by Assembly Bill 361, in relation to the COVID-19 State of Emergency and recommended social distancing measures.

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 Item 15 which was considered following Reports by Chief Executive Officer and General Counsel.

WELCOME

CALL TO ORDER

Chair Mosca (Encinitas) called the SDCP Board of Directors meeting to order at 5:08 p.m.

ROLL CALL

PRESENT: Chair Mosca (Encinitas), Alternate Director McCann (Chula Vista), Director Dedina (Imperial Beach), Director Baber (La Mesa), Director Sotelo-Solis (National City), and Director LaCava (City of San Diego)

ABSENT: County of San Diego

Also Present: Chief Executive Officer (“CEO”) Burns, General Counsel Baron, Executive Assistant to the CEO/Assistant Board Clerk Isley

PLEDGE OF ALLEGIANCE

Chair Mosca (Encinitas) led the Pledge of Allegiance.

SPECIAL PRESENTATIONS AND INTRODUCTIONS

Chair Mosca (Encinitas) introduced the following new SDCP staff members:

Karlee Mink, Portfolio Manager, Power Services
Sheena Tran, Senior Program Manager

REPORT FROM CLOSED SESSION (IF HELD)

There was no closed session.

ITEMS TO BE ADDED, WITHDRAWN, OR REORDERED ON THE AGENDA

Item 14 was withdrawn from the agenda and moved to the December 15, 2022, SDCP Board of Directors meeting.

PUBLIC COMMENTS

There were no public comments.

CONSENT CALENDAR

Consent Calendar Item 2 was pulled for separate consideration.

- 1. Approval of Findings to Continue Holding Remote/Teleconference Meetings Pursuant to Assembly Bill 361**

Approved.

- 2. REMOVED.**

- 3. Approve Resolution 2022-20 Adopting the 2023 Board Meeting Schedule**

Resolution No. 2022-20 was adopted.

- 4. Receive and File Treasurer's Report for Period Ending September 30, 2022**

Received and filed.

- 5. Receive and File Update on Back Office Operations**

Received and filed.

- 6. Receive and File Update on Regulatory and Legislative Affairs**

Received and filed.

7. Receive and File Update on Marketing and Public Relations

Received and filed.

8. Receive and File Update on Community Advisory Committee

Received and filed.

9. Receive and File the Update on the New Board Member Orientation and New Board Member Handbook

Received and filed.

ACTION: Motioned by Director LaCava (City of San Diego) and seconded by Director Dedina (Imperial Beach) to approve Consent Calendar Items 1 through 9, except for Item 2. The motion carried by the following vote:

Vote: 6-0

- Yes: Chair Mosca (Encinitas), Alternate Director McCann (Chula Vista), Director Dedina (Imperial Beach), Director Baber (La Mesa), Director Sotelo-Solis (National City), and Director LaCava (City of San Diego)
- No: None
- Abstained: None
- Absent: County of San Diego

2. Approved Updated Legislative Policy

CEO Burns explained Section 3.c of the Legislative Policy should read, “Support legislation that would take into account the concept of social cost of carbon.” The word “study” was replaced with “take into account”.

ACTION: Motioned by Director Dedina (Imperial Beach) and seconded by Director Sotelo-Solis (National City) to approve the Legislative Policy with the amendment to Section 3.c, replacing “study” with “take into account”. The motion carried by the following vote:

Vote: 6-0

- Yes: Chair Mosca (Encinitas), Alternate Director McCann (Chula Vista), Director Dedina (Imperial Beach), Director Baber (La Mesa), Director Sotelo-Solis (National City), and Director LaCava (City of San Diego)
- No: None
- Abstained: None
- Absent: County of San Diego

ITEMS REMOVED FROM THE CONSENT CALENDAR

There were no items removed from the Consent Calendar.

REGULAR AGENDA

10. Approval of Amendment to the Chief Executive Officer (CEO) Employment Agreement

General Counsel Baron provided an overview of the amendments to the CEO Employment Agreement.

- Modifies the term of the agreement that upon the expiration of the initial term of employment on April 17, 2025, the CEO would serve at the will and pleasure of the Board of Directors; therefore, the CEO's employment would not have a defined term after April 17, 2025.
- Modifies the repayment period of the \$50,000 relocation assistance that was provided by extending the deadline from 8 months after the effective date of the agreement to June 30, 2023.

ACTION: Motioned by Director Sotelo-Solis (National City) and seconded by Director Dedina (Imperial Beach) to approve the amendments to the CEO Employment Agreement. The motion carried by the following vote:

Vote: 6-0

Yes: Chair Mosca (Encinitas), Alternate Director McCann (Chula Vista), Director Dedina (Imperial Beach), Director Baber (La Mesa), Director Sotelo-Solis (National City), and Director LaCava (City of San Diego)

No: None

Abstained: None

Absent: County of San Diego

11. Receive and File the June 30, 2022 Fiscal Year-end Audited Financial Statement

Chief Financial Officer ("CFO")/Treasurer Washington introduced Brett Bradford of Piseni & Brinker LLP, who presented a PowerPoint presentation on the June 30, 2022 Fiscal Year-end Audited Financial Statement, highlighting the relative roles and responsibilities of management and the auditor, the significant areas of focus for the audit, and the findings of the audit.

Brett Bradford of Piseni & Brinker LLP, reported the following required information to the SDCP Board of Directors:

- The significant accounting policies adopted by SDCP throughout the period audited appeared appropriate and consistently applied;
- No alternative treatments of accounting principles for material items in the financial statements were discussed with management;
- There were no proposed adjustments made to the financial statements;
- No significant or unusual transactions or applications of accounting principles where a lack of authoritative guidance exists were identified;

- There were no disagreements with management concerning the scope of the audit, the application of accounting principles, or the basis for management’s judgments on any significant matters; and
- There were no difficulties in dealing with management during the performance of the audit.

Board questions and comments ensued.

ACTION: Motioned by Director Sotelo-Solis (National City) and seconded by Alternate Director McCann (Chula Vista) to receive and file the June 30, 2022 Fiscal Year-end Audited Financial Statement. The motion carried by the following vote:

Vote: 6-0

Yes: Chair Mosca (Encinitas), Alternate Director McCann (Chula Vista), Director Dedina (Imperial Beach), Director Baber (La Mesa), Director Sotelo-Solis (National City), and Director LaCava (City of San Diego)

No: None

Abstained: None

Absent: County of San Diego

12. Approval of the Rate Development Policy

Director of Data Analytics and Account Services Utouh provided a PowerPoint presentation on the Rate Development Policy (“Policy”), highlighting the purpose, objectives, priorities, and timeline of the Policy.

Board questions and comments ensued.

ACTION: Motioned by Director Sotelo-Solis (National City) and seconded by Director Dedina (Imperial Beach) to approve the Rate Development Policy. The motion carried by the following vote:

Vote: 6-0

Yes: Chair Mosca (Encinitas), Alternate Director McCann (Chula Vista), Director Dedina (Imperial Beach), Director Baber (La Mesa), Director Sotelo-Solis (National City), and Director LaCava (City of San Diego)

No: None

Abstained: None

Absent: County of San Diego

13. Appointment of Presiding Officer for December 2022 and January 2023 Board of Directors Meetings

Chair Mosca (Encinitas) explained why a presiding officer was needed for the December 2022 and January 2023 Board of Director meetings.

ACTION: Motioned by Chair Mosca (Encinitas) and seconded by Director Sotelo-Solis (National City) to appoint Director LaCava (City of San Diego) as the Presiding Officer for the December 2022 and January 2023 Board of Directors meetings. The motion carried by the following vote:

Vote: 6-0

Yes: Chair Mosca (Encinitas), Alternate Director McCann (Chula Vista), Director Dedina (Imperial Beach), Director Baber (La Mesa), Director Sotelo-Solis (National City), and Director LaCava (City of San Diego)

No: None

Abstained: None

Absent: County of San Diego

DIRECTOR INITIATED ITEMS

14. Consider SDCP Actions Necessary to Accelerate Achievement of 100% Renewable Energy Portfolio

(Consideration of a Request by Director Lawson-Remer)

This Item was withdrawn from the agenda and moved to the December 15, 2022, SDCP Board of Directors meeting.

RECOGNITION OF OUTGOING BOARD MEMBERS

15. Approval of Resolutions Recognizing Outgoing and Former Directors

The outgoing Directors reflected on their time on the Board and expressed their appreciation for the other Directors, staff, and the organization as a whole.

The Board and SDCP staff thanked the outgoing Directors for their service to SDCP.

ACTION: Motioned by Chair Mosca (Encinitas) and seconded by Director LaCava (City of San Diego) to approve Resolution Nos. 2022-14, 2022-15, 2022-16, 2022-17, 2022-18 and 2022-19 recognizing Chair Mosca (Encinitas), Vice Chair Padilla (Chula Vista), Director Baber (La Mesa), Director Dedina (Imperial Beach), and former Director Montgomery-Steppe (City of San Diego) for their service to SDCP. The motion carried by the following vote:

Vote: 6-0

Yes: Chair Mosca (Encinitas), Alternate Director McCann (Chula Vista), Director Dedina (Imperial Beach), Director Baber (La Mesa), Director Sotelo-Solis (National City), and Director LaCava (City of San Diego)

No: None

Abstained: None

Absent: County of San Diego

REPORTS BY CHIEF EXECUTIVE OFFICER AND GENERAL COUNSEL

CEO Burns reported on SDCP's ongoing efforts and recent activities and events.

DIRECTOR COMMENTS

There were no Director comments.

ADJOURNMENT

Chair Mosca (Encinitas) adjourned the meeting at 6:15 p.m.

Megan Wiegelman, CMC
City Clerk, City of La Mesa