

**Board of Directors Adjourned Regular Meeting Agenda  
November 9, 2023, 12:00 p.m.  
City of Oceanside, Council Chamber  
300 North Coast Hwy, Oceanside CA 92054**

Members of the public can observe the livestream of the meeting via Zoom by clicking:

<https://us06web.zoom.us/j/81376410530>

or telephonically by dialing:

(253) 215-8782

Meeting ID: 813 7641 0530

Members of the public can provide public comment in writing or orally in person as follows:

*Written Comments:* If you are unable to participate in person and you wish to make a comment, you may submit written comments prior to and during the meeting via email to: [Secretary@thecleanenergyalliance.org](mailto:Secretary@thecleanenergyalliance.org). All written comments will be posted online and become part of the meeting record. To ensure announcement of receipt of your written comments during the meeting, please submit all written comments by 12:00pm prior to the commencement of the meeting. Public comments received in writing will not be read aloud at the meeting.

*Oral Comments:* Members of the public can address the Board on items on the agenda at the time the item is being addressed or during Public Comments for topics that are not listed on the agenda. Speakers are limited to three (3) minutes each. In conformance with the Brown Act, no Board action can occur on items presented during Public Comment.

If you desire to speak during Public Comment, please fill out a speaker card and submit it to the Board Secretary. When you are called to speak, please come forward to the podium and state your name. To address the Board regarding an item on the agenda, please fill out a speaker card and submit it to the Board Secretary before the Board Chair announces the item.

**CALL TO ORDER**

**ROLL CALL**

**FLAG SALUTE**

**BOARD COMMENTS & ANNOUNCEMENTS**

**PUBLIC COMMENT**

*New Business*

- Item 1: Consider Approval of Establishment of a Feed-in-Tariff (Community Solar) Program and Direct Staff to Return with Program Guidelines and Related Documents**

**RECOMMENDATION**

Approve Establishment of a Feed-In-Tariff (Community Solar) Program with the criteria recommended by staff and direct staff to return with a marketing campaign, program guidelines, application, and power purchase agreement.

- Item 2: Consider Adoption of Resolution No. 2023-011 Approving the First Amendment to Chief Executive Officer Employment Agreement with Gregory Wade to Change the Effective Date of his Employment**

**RECOMMENDATION**

Adopt Resolution No. 2023-011 approving the First Amendment to the Chief Executive Officer Employment Agreement with Gregory Wade in substantial form as Attachment A or as presented at the meeting, with non-substantive revisions approved by the Clean Energy Alliance Board of Directors Chair and reviewed and approved as to form by Special Counsel.

- Item 3: Consider Adoption of Resolution No. 2023-012 Approving the Fiscal Year 2023/24 Position Control Listing**

**RECOMMENDATION**

Adopt Resolution No. 2023-012 approving the Fiscal Year 2023/24 Position Control Listing.

**BOARD MEMBER REQUESTS FOR FUTURE AGENDA ITEMS**

**NEXT MEETING:** Regular Board Meeting January 25, 2024, City of Oceanside, 300 North Coast Highway, Oceanside, CA 92054

If you are an individual with a disability and need a reasonable modification or accommodation pursuant to the Americans with Disabilities Act (“ADA”), please contact [Secretary@thecleanenergyalliance.org](mailto:Secretary@thecleanenergyalliance.org) prior to the meeting for assistance.

## Staff Report

**DATE:** November 9, 2023

**TO:** Clean Energy Alliance Board of Directors

**FROM:** Barbara Boswell, Chief Executive Officer

**ITEM 1:** Consider Approval of Establishment of a Feed-In Tariff (Community Solar) Program and Direct Staff to Return with Marketing Campaign, Program Guidelines and Related Documents

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### **RECOMMENDATION**

Approve establishment of a Feed-In Tariff (Community Solar) Program with the criteria recommended by staff and direct staff to return to the Board with a marketing campaign, program guideline, application, and power purchase agreement.

### **BACKGROUND AND DISCUSSION**

The Board has previously identified development of a Feed-in-Tariff (FIT), also known as Community Solar, as a high priority. A FIT is a standard offer power purchase program, which is typically implemented to incentivize locally situated, small-scale renewable energy projects that is priced to recognize the value of the locally generated renewable energy. As a “standard offer” program, key requirements are non-negotiable, including the energy price offered, delivery term (which is typically ten years or longer), project size limitations, and the power purchase agreement itself. Any supply arranged through a FIT program will complement other wholesale renewable energy purchases in Clean Energy Alliance’s energy portfolio.

Staff has reviewed similar programs offered by Community Choice Aggregators throughout the state, and conferred with its portfolio manager to develop the following recommended terms for CEA’s initial Feed-in-Tariff offering:

- Projects must be within CEA’s service territory
- Projects must be 500kW – 1MW in size
- Base FIT offer price of \$85/MWh
- Bonus offer price for co-located battery storage of \$15/MWh
- A non-refundable deposit of \$500 must be paid with the submission of an application
- Purchase agreements will be for a 20-year term
- Projects must be new-build
- Renewable energy certificated produced by the projects must be transferred to and owned by CEA

CEA's FIT program guidelines will be developed to reflect CEA's Inclusive and Sustainable Workforce Policy, which states:

*CEA will encourage construction contractors or subcontractors performing work on any CEA Feed-In-Tariff project utilize local businesses and local apprenticeship programs and fair compensation practices including proper assignment of work to crafts that traditionally perform that work.*

*CEA encourages contractors and subcontractors performing work on any CEA Feed-In-Tariff project to pay at least prevailing rate of wages, as defined in Article 2 (commencing with Section 1770) of Chapter 1 of Part of Division 2 of the California Labor code and encouraged to use a skilled and trained workforce, as defined in Chapter 2.9 (commencing with Section 2600) of Part 1 of Division 2 of the California Public Contract Code.*

CEA's Community Advisory Committee (CAC) received an overview of the draft Feed-in-Tariff and supports the Board consideration of implementing a FIT.

**FISCAL IMPACT**

Costs of the FIT program are within the Fiscal Year 2023/24 adopted power supply budget.

**ATTACHMENTS**

None



## Staff Report

**DATE:** November 9, 2023

**TO:** Clean Energy Alliance Board of Directors

**FROM:** Kevin G. Ennis, Special Counsel

**ITEM 2:** Consider Adoption of Resolution No. 2023-011 Approving First Amendment to Chief Executive Officer Employment Agreement with Gregory Wade to change the Effective Date of his Employment

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### **RECOMMENDATION**

Adopt Resolution 2023-011 approving the First Amendment to the Chief Executive Officer Employment Agreement with Gregory Wade in substantial form as Attachment A or as presented at the meeting, with non-substantive revisions approved by the Chair and reviewed and approved as to form by Special Counsel.

### **BACKGROUND AND DISCUSSION**

On September 28, 2023, the Board of Directors of Clean Energy Alliance (CEA) appointed Gregory Wade to be CEA's next Chief Executive Officer (CEO) effective December 1, 2023.

Subsequent to his appointment, Mr. Wade informed CEA that the transition from his current employer and into his new position with CEA would take longer than anticipated because he needed to address several issues that arose after his appointment, including providing sufficient time for his current employer to select and appoint a successor.

An amendment to Mr. Wade's Employment Agreement has been prepared to defer the start date (Effective Date) of his Chief Executive Officer Employment Agreement with CEA until the sooner of: (i) February 1, 2024, or (ii) the date that is 30 days after Mr. Wade provides notice to CEA that he is able to commence his employment with CEA.

During this additional period of time, Ms. Barbara Boswell, will continue to provide Chief Executive Officer services through CEA's contract with Bayshore Consulting, Inc.

### **FISCAL IMPACT**

This action will defer the date when Mr. Wade's salary and benefits would begin with CEA and extend the period of time during which Bayshore Consulting, Inc. will provide services. The impact is within the budgeted amounts in Fiscal Year 2023-24.

### **ATTACHMENTS**

- A. Resolution 2023-011 Approving First Amendment to the Chief Executive Officer Employment Agreement with Gregory Wade
- B. First Amendment to CEO Employment Agreement

**CLEAN ENERGY ALLIANCE  
RESOLUTION NO. 2023-011**

A RESOLUTION OF THE CLEAN ENERGY ALLIANCE BOARD OF DIRECTORS  
APPROVING THE FIRST AMENDMENT TO CHIEF EXECUTIVE OFFICER AGREEMENT WITH  
GREGORY WADE TO CHANGE THE EFFECTIVE DATE OF HIS EMPLOYMENT

WHEREAS, the Board of Directors of the Clean Energy Alliance (“CEA”) (“Board”) conducted and completed a competitive search for its next Chief Executive Operating (“CEO”); and

WHEREAS, on September 28, 2023, the Board appointed Gregory Wade as CEO and approved a Chief Executive Officer Employment Agreement with Mr. Wade effective December 1, 2023; and

WHEREAS, Mr. Wade has indicated that he requires additional time to complete his transition into the CEO position, which includes completing his duties for his current employer; and

WHEREAS, the Board and Mr. Wade seek to defer the start date on Mr. Wade’s Chief Executive Officer Employment Agreement with CEA until the sooner of either: (i) February 1, 2024, or (ii) the date that is 30 days after Mr. Wade provides notice to CEA that he is able to commence his employment with CEA.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Clean Energy Alliance, as follows:

Section 1. The First Amendment to the Chief Executive Officer Employment Agreement with Gregory Wade is (attached as Exhibit A) is herewith approved and adopted by the Board.

Section 2. The Board Chair is authorized to execute the First Amendment to the Chief Executive Officer Employment Agreement with Gregory Wade in substantially the form attached hereto or presented at the meeting, with non-substantive revisions approved by the Chair and reviewed and approved as to form by the Special Counsel.

The foregoing Resolution 2023-011 was passed and adopted this 9th day of November 2023, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

APPROVED:

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David Druker, Chair

ATTEST:

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Susan Caputo, Interim Board Secretary

**FIRST AMENDMENT TO CHIEF EXECUTIVE OFFICER  
EMPLOYMENT AGREEMENT**

This FIRST AMENDMENT TO CHIEF EXECUTIVE OFFICER EMPLOYMENT AGREEMENT ("**First Amendment**") is entered into on November \_\_\_\_, 2023 and is an amendment to the CHIEF EXECUTIVE OFFICER EMPLOYMENT AGREEMENT ("**Agreement**") that was made by and between CLEAN ENERGY ALLIANCE, a California joint powers authority ("**CEA**"), and Gregory Wade, an individual ("**Executive**") that was dated and effective as of December 1, 2023.

**RECITALS**

A. Whereas, on September 28, 2023, the CEA Board of Directors ("**Board**") appointed Executive as Chief Executive Officer ("**CEO**") of CEA and entered in the Agreement with Executive to provide the terms and conditions of his employment with CEA, which Agreement provided a start date to his employment and an Effective Date of the Agreement of December 1, 2023; and

B. Whereas, Executive has indicated to CEA that he requires additional time to complete his transition into the CEO position and complete his duties for his current employer; and

C. Whereas, the Board and Executive desire to change the start date of Executive's Agreement with CEA until the sooner of either: (i) February 1, 2024, or (ii) the date that is 30 days after Mr. Wade provides notice to CEA that he is able to commence his employment with CEA.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, the Parties agree as follows:

**AGREEMENT**

SECTION 1. The introductory paragraph of the Agreement is hereby amended to read as follows:

"This CHIEF EXECUTIVE OFFICER EMPLOYMENT AGREEMENT ("**Agreement**") is made by and between CLEAN ENERGY ALLIANCE, a California joint powers authority ("**CEA**"), and Gregory Wade, an individual ("**Executive**") as of the Effective Date as defined in Section 2 of the Agreement."

SECTION 2. The introductory paragraph of SECTION 2 of the Agreement is hereby amended to read as follows:

"**EFFECTIVE PERIOD.** Executive is appointed as CEO beginning on the date that is the sooner of either: (i) February 1, 2024, or (ii) the date that is 30 days after Mr. Wade provides notice to CEA that he is able to commence his employment with CEA (the "**Effective Date**"), and the term of his employment and this Agreement shall be from the Effective Date through November 30, 2026 (the "**Effective Period**") unless terminated earlier in accordance with Section 5, below."

SECTION 3. Except as herein amended, the Agreement shall remain in full force and effect.

SIGNATURES ON FOLLOWING PAGE



IN WITNESS WHEREOF, CEA and Executive have executed this Agreement on the date written below:

DATED: \_\_\_\_\_

CLEAN ENERGY ALLIANCE

EXECUTIVE

By: \_\_\_\_\_ By: \_\_\_\_\_  
David Druker, Chair  
CEA Board of Directors

APPROVED AS TO FORM:

By: \_\_\_\_\_  
Kevin G. Ennis, Special Counsel



## Staff Report

**DATE:** November 9, 2023

**TO:** Clean Energy Alliance Board of Directors

**FROM:** Barbara Boswell, Chief Executive Officer

**ITEM 3:** Consider Adoption of Resolution No. 2023-012 Approving the Fiscal Year 2023/24 Position Control Listing

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### **RECOMMENDATION**

Adopt Resolution 2023-012 approving the Fiscal Year 2023/24 Position Control Listing.

### **BACKGROUND AND DISCUSSION**

At its regular meeting June 29, 2023, the Clean Energy Alliance (CEA) Board of Directors (Board) adopted Resolution No. 2023-005 approving the Fiscal Year 2023/24 budget which included funding for employee salary and benefits.

At its regular meeting August 31, 2023, the CEA Board adopted Resolution No. 2023-006 approving salary schedule for CEA's new positions. At this time, it is appropriate for the Board to consider approving the Position Control Listing which established the number of positions for each job title for fiscal year 2023/24.

Based on the needs of CEA, staff recommends the following Position Control Listing:

POSITION	COUNT
Chief Executive Officer	1
Board Secretary/Administrative Assistant	1
Key Accounts/Program Manager	2
Power Procurement Manager	1
Regulatory Analyst	1

### **FISCAL IMPACT**

Funding for these positions (salary and benefits, is within the adopted Fiscal Year 2023/24 budget.

### **ATTACHMENTS**

Resolution 2023-012 Approving the Fiscal Year 2023/24 Position Control Listing

**CLEAN ENERGY ALLIANCE  
RESOLUTION NO. 2023-012**

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE CLEAN ENERGY  
ALLIANCE APPROVING THE POSITION CONTROL LISTING

**WHEREAS**, the Clean Energy Alliance (CEA) is a joint powers agency formed on November 4, 2019, under the Joint Exercise of Power Act, California Government Code section 6500 *et seq.*, among the Cities of Carlsbad, Solana Beach and Del Mar created by the cities of Carlsbad, Del Mar and Solana Beach; and

**WHEREAS**, on June 29, 2023, the Board of Directors adopted Resolution No. 2023-005 adopting the Fiscal Year 2023/24 Budget which included salary and benefits for employees; and

**WHEREAS**, on August 31, 2023, the Board adopted Resolution No. 2023-006 approving the salary schedule for CEA's new positions; and

**WHEREAS**, the CEA Board desires to establish the Position Control Listing.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Clean Energy Alliance, as follows:

Section 1. The Board of Directors of the Clean Energy Alliance hereby approves the Position Control Listing as follows:

POSITION	COUNT
Chief Executive Officer	1
Board Secretary/Administrative Assistant	1
Key Accounts/Program Manager	2
Power Procurement Manager	1
Regulatory Analyst	1

The foregoing Resolution 2023-012 was passed and adopted this 9<sup>th</sup> day of November 2023, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

APPROVED:

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David Druker, Chair

ATTEST:

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Susan Caputo, Interim Board Secretary