



**SOUTHERN CALIFORNIA PUBLIC POWER
AUTHORITY
NOTICE OF MEETING
Board of Directors**

NOTICE IS HEREBY GIVEN by the undersigned, as the Executive Director of the Southern California Public Power Authority, that a regular meeting of the Board of Directors is to be held as follows:

Thursday, December 21, 2017

8:00 AM

Pacific Palms Resort

Pebble Beach Room

One Industry Hills Parkway, City of Industry, CA 91744

(626) 845-2315

The following matters are the business to be transacted and considered by the Board of Directors /n

Pages

1. Notice/Agenda and Opportunity for the Public to Address the Board

Any member of the Board may request that items on the agenda be taken out of order, or that items be added to the agenda pursuant to the provisions of Section 54954.2(b) of the California Government Code. Members of the public may address the Board at this time on any agenda item of general interest, provided that item is within the subject matter jurisdiction of the Board. Comments from members of the public shall be limited to three (3) minutes unless additional time is approved by the board.

2. Consent Calendar

All matters listed under the Consent Calendar are considered to be routine and will all be enacted by one motion. There will be no separate discussion of these items prior to the time the Board votes on the motion, unless one or more board members, staff or the public request that specific items be discussed and/or removed for separate discussions or action.

a. Minutes of the Board of Directors

6

For November 16, 2017.

b. Monthly Investment Report

10

For August, September, and October 2017.

c. Quarterly Investment Report	17
d. Resolution 2017-106	111
Request for approval to renew contract with ESCI, Inc.	
e. Resolution 2017-107	128
Approve and authorize execution of a First Amendment to the Legal Services Agreement with Hanna & Morton to extend it for a three-year term commencing January 1, 2018.	
f. Resolution 2017-108	137
Approve and authorize execution of a First Amendment to the Legal Services Agreement with Van Ness Feldman LLP for services related to the Tieton Hydropower Project to extend it for a three-year term commencing January 1, 2018.	
g. Resolution 2017-109	142
Letter Agreement with General Electric International Inc. to manufacture and install one combustion turbine rotor, two sets of enhanced compressor package .04, two sets of advanced gas path hardware and two set of DLN 2.6+ combustion hardware.	
h. Resolution 2017-110	162
Energy Exchange Agreement with Powerex for Pebble Springs.	
i. Resolution 2017-111	229
Energy Exchange Agreement with Shell Energy North America for Windy Point/Windy Flats Project.	
j. Resolution 2017-112	300
Energy Exchange Agreement with Shell Energy North America for Linden Wind Project.	
k. Resolution 2017-113	370
Approval of a new Master Goods and Services Agreement with Richard Heath and Associates, Inc.	

STAFF REPORTS

3. Executive Director's Report

The Executive Director will report on activities since the last Board meeting.

4. Chief Financial Officer's Report

The Chief Financial Officer will report on the status of current financing activities. Topics Include:

•	Introduction to new Chief Financial and Administrative Officer, Russell Mills	
a.	Finance Committee Minutes	450
	For December 4, 2017.	
5.	<u>Director of Resource and Program Development</u>	
	The Director of Resource and Program Development will report on current activities, including renewable energy project development, resource planning issues, Public Benefits and smart grid. Topics include:	
•	EDF Maverick-Desert Harvest Solar Project	
•	CCA Update	
a.	Project Development Report	452
b.	Program Development Report	454
c.	Resolution 2017-116 (Project Vote)	470
	Request for approval of the Maverick-Desert Harvest Solar Project to provide an expected capacity of 70 MW for up to 25 years and long-term renewable solar energy to the Cities of Anaheim, Burbank and Vernon, for the purpose of satisfying the renewable energy resource goals of the Cities.	
6.	<u>Legal</u>	
a.	Resolution 2017-114	475
	Approve and authorize execution of Legal Services Agreement with Norton Rose Fulbright LLP for bond and tax counsel services for a three-year term commencing January 1, 2018.	
b.	Resolution 2017-115	496
	Approve and authorize execution of Legal Services Agreement with Curlls Bartling P.C. for bond and tax counsel services for a three-year term commencing January 1, 2018.	
7.	<u>Project Administration Director's Report</u>	518
	The Director of Project Administration will report on project-related staff and agent activities. Topics include:	
•	Antelope DSR 2, Astoria 2, and Puente Hills annual budgets	
•	Year in review performance	
a.	Project Reports	522
•	MPP Operations Report 11-2017	

- Palo Verde Status Report 12-2017
- San Juan Unit 3 Status Report 10-2017

b. Resolution 2017-117 (Project Vote) 531

Approving the revised annual budget for the Antelope DSR 2 Solar Project for the fiscal year July 1, 2017 through June 30, 2018.

c. Resolution 2017-118 (Project Vote) 535

Approving the revised annual budget for the Astoria 2 Solar Project for the fiscal year July 1, 2017 through June 30, 2018.

d. Resolution 2017-119 (Project Vote) 539

Approving the revised annual budget for the Puente Hills Landfill Gas Project for the fiscal year July 1, 2017 through June 30, 2018.

8. Government Affairs Reports 543

The Director of Government Affairs will report on the regulatory activities at the state and federal level. Topics include:

a. SCPPA Monthly Federal Legislative Report 544

9. New Business

New topics may be introduced in order to be added to the next meeting agenda for future consideration and action by the Board.

10. Closed Session

- Security: Consultation with Michael S. Webster, Executive Director, and Richard J. Morillo, General Counsel regarding security issues pertaining to the essential public services (water and electric service), pursuant to Section 54957(a) of the California Government Code.
- Public Employment: Work review and performance evaluation of the Executive Director of the Authority pursuant to Section 54957 of the California Government Code.
- Potential Litigation: Conference with legal counsel regarding the potential initiation of litigation pursuant to subdivision (c) of Section 54956.9 of the California Government Code (one potential case).
- Potential Litigation: Conference with legal counsel regarding significant exposure to litigation pursuant to subdivision (b) of Section 54956.9 of the California Government Code (one potential case).

The Authority upon request will provide reasonable accommodation to the disabled to ensure equal access to its meetings. To ensure availability, such a request should be made 48 hours in advance by contacting the Authority at (626) 793-9364 during business hours.

A handwritten signature in black ink, appearing to read "Michael S. Webster", written over a horizontal line.

MICHAEL S. WEBSTER
Executive Director
Southern California Public Power Authority

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY

A regular meeting of the Board of Directors was held on December 21, 2017 at the offices of the Authority, Pacific Palms Resort, One Industry Hills Parkway, California.

This meeting was called to order at 8:00 AM by the President.

The following Board Members (B) and Alternates (A) were present: Dukku Lee (B), Stephen Zurn (B), Reiko Kerr (A), Girish Balachandran (B), Kelly Nguyen (B), Yarek Lehr (B), Jorge Somoano (B), Vince Brar (A), Rebecca Gallegos (A), Gurcharan Bawa (B) Danny Garcia (A), Jim Steffens (A),

Staff Members present were: Mike Webster, Richard Morillo, Ted Beatty, Russell Mills, Steve Homer, Ted Beatty, Sarah Taheri, Daniel Hashimi, Randy Krager, Katie Ellis, Salpi Ortiz, Yolanda Pantig,

Attorneys, Member Employees and Consultants present were: Stephen Cole (Attorney), Anthony Samson (Arnold & Porter Kay Scholer), Lori Pickford (The Ferguson Group)

1. Notice/Agenda and Opportunity for the Public to Address the Board

Mr. Balachandran offered the public an opportunity to address the Board. There being no request to do so, the Board proceeded to the Consent Calendar.

Consent Calendar

Minutes of the Board –For November 16, 2017

Monthly Investment Report – For August, September and October 2017

Quarterly Investment Report – Period Ending September 30, 2017

Resolution 2017-106 – Request for approval to renew contract with ESCI, Inc.

Resolution 2017-107 – Approve and authorize execution of a First Amendment to the Legal Services Agreement with Hanna & Morton.

Resolution 2017-108 – Approve and authorize execution of a First Amendment to the Legal Services Agreement with Van Ness Feldman LLP for services related to the Tieton Hydropower Project to extend it for a three-year term commencing January 1, 2018.

Resolution 2017-109 (Project Vote) – Letter Agreement with General Electric International Inc. to manufacture and install combustion turbine upgrades at the Apex Generating Station.

Project Vote Resolution 2017-109

Member	Approve	Deny	Present, Not Voting
Azusa			X
Anaheim			X
Banning			X
Burbank			X
Cerritos			X
Colton			X
Glendale			X
Los Angeles	X		
Pasadena			X
Riverside			X
Vernon			X

Resolution 2017-110 (Project Vote) – Energy Exchange Agreement with Powerex for Pebble Springs.

Project Vote Resolution 2017-110

Member	Approve	Deny	Present, Not Voting
Azusa			X
Anaheim			X
Banning			X
Burbank	X		
Cerritos			X
Colton			X
Glendale	X		X
Los Angeles	X		
Pasadena			X
Riverside			X
Vernon			X

Resolution 2017-111 (Project Vote) – Energy Exchange Agreement with Shell Energy North America for Windy Point/Windy Fats Projects.

Project Vote Resolution 2017-109

Member	Approve	Deny	Present, Not Voting
Azusa			X
Anaheim			X
Banning			X
Burbank			X
Cerritos			X
Colton			X
Glendale	X		
Los Angeles	X		
Pasadena			X
Riverside			X
Vernon			X

Resolution 2017-112 (Project Vote) – Energy Exchange Agreement with Shell Energy North America for Linden Wind Project.

Project Vote Resolution 2017-109

Member	Approve	Deny	Present, Not Voting
Azusa			X
Anaheim			X
Banning			X
Burbank			X
Cerritos			X
Colton			X
Glendale	X		
Los Angeles	X		
Pasadena			X
Riverside			X
Vernon			X

Resolution 2017-113 – Approval of a new Master Goods Services Agreement with Richard Heath and Associates, Inc.

The consent calendar was approved as follows.

Moved By: **Dukku Lee**
Seconded By: **Reiko Kerr**

Unanimously Approved

2. Executive Director's Report

Mr. Webster gave an update on the progress of the Six-Month Strategic Objectives, the closing of documents on the SCPA 1172 Training Center, and the completion of the 2017 Annual Report and related documents. Mr. Webster introduced the new SCPA CFO/CAO Russell Mills to the Board.

Mr. Webster requested Board Approval on the Resolution honoring Mr. Mason.

STAFF REPORTS

3. Chief Financial Officer's Report

Mr. Russell Mills, SCPA's new CFO/CAO gave the Board a brief introduction about his background and experiences.

4. Director of Resource and Program Development

Mr. Beatty gave a brief update on Renewable Development and requested approval on the 70 MW Maverick/Desert Harvest Solar Project.

Resolution 2017-116

Request for approval of the Maverick-Desert Harvest Solar Project to provide an expected capacity of 70 MW for up to 25 years and long-term renewable solar energy to the Cities of Anaheim, Burbank and Vernon, for the purpose of satisfying the renewable energy resource goals of the Cities.

Moved By: **Dukku Lee**
Seconded By: **Jorge Somoano**

Unanimously Approved

Mr. Beatty gave the Board an update on CCA's.

5. Legal

Mr. Morillo reported to the Board on the RFP process for the Bond and Tax Counsel and requested an approval on the following resolutions.

Resolution 2017-114

Approve and authorize execution of Legal Services Agreement with Norton Rose Fulbright LLP for bond and tax counsel services for a three-year term commencing January 1, 2018.

Resolution 2017-115

Approve and authorize execution of Legal Services Agreement with Curls Bartling P.C. for bond and tax counsel services for a three-year term commencing January 1, 2018.

Moved By: **Steve Zurn**
Seconded By: **Vince Brar**

Unanimously Approved

6. Project Administration Director's Report

Mr. Homer reported on the budget comparisons for quarter ending 6-30-17 and requested approval on resolution 2017-105 for Astoria 2 and Antelope DSR II solar projects.

Resolution 2017-117 (Project Vote – Antelope DSR II)

Approving the revised annual budget for the Antelope DSR 2 Solar Project for the fiscal year July 1, 2017 through June 30, 2018.

Project Vote Resolution 2017-109

Member	Approve	Deny	Present, Not Voting
Azusa	X		
Anaheim			X
Banning			X
Burbank			X
Cerritos			X
Colton	X		
Glendale			X
Los Angeles			X
Pasadena			X
Riverside			X
Vernon			X

Resolution 2017-118 (Project Vote – Astoria 2)

Approving the revised annual budget for the Astoria 2 Solar Project for the fiscal year July 1, 2017 through June 30, 2018.

Project Vote Resolution 2017-109

Member	Approve	Deny	Present, Not Voting
Azusa	X		
Anaheim			X
Banning	X		
Burbank			X
Cerritos			X
Colton	X		
Glendale			X
Los Angeles			X
Pasadena			X
Riverside			X
Vernon	X		

Resolution 2017-119 (Project Vote – Puente Hills)

Approving the revised annual budget for the Puente Hills Landfill Gas Project for the fiscal year July 1, 2017 through June 30, 2018.

Project Vote Resolution 2017-109

Member	Approve	Deny	Present, Not Voting
Azusa	X		
Anaheim			X
Banning	X		
Burbank			X
Cerritos			X
Colton	X		
Glendale			X
Los Angeles			X
Pasadena	X		
Riverside			X
Vernon	X		

Moved By: **Yarek Lehr**
Seconded By: **Rebecca Gallegos**

Unanimously Approved

7. Roundtable Discussion

Board Members were given a two minute opportunity to speak on current topics of interest at their individual cities or request that items be added to a future Board Agenda.

8. Closed Session

There being no closed session items to discuss the President declared an end to the public portion of the meeting. The meeting was adjourned at 9:00AM by the Board.

Respectfully Submitted,

David H. Wright
Secretary

cc: SCPPA Board