



**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 **March 16, 2023**, at Southern California Public Power Authority*

1160 Nicole CT
Glendora, CA 91740

*This meeting was called to order at **10:00 AM** by the President.*

The following Board Members (B) and Alternates (A) were present:

Dukku Lee (B), Dawn Roth Lindell (B), Kelly Nguyen (A), Sidney Jackson (B), Enrique B. Martinez (B), Todd Dusenberry (B), Mark Young (B), Brian A. Dickinson (B), Louis Ting (A), Aram Benyamin (B), Tikan Singh (B), Daniel Garcia (A) Mike O' Grady (A).

Staff Members present were:

SCPPA: Michael S. Webster, Aileen Ma, Armando Arballo, Christine Godinez, Randy Krager, Steven Starks, Elizabeth Naranjo, Troy Cook, Charles Guss, Nicole Solano, John Quan, Salpi Ortiz, Elisabeth de Jong, Natalie Seitzman, Mario De Bernardo.

Attorneys, Member Employees, Consultants, and others present including:

Sergio Huizar (Cerritos), Victor Hsu (Norton Rose Fulbright), Matthew Curtis (LADWP), Paul Oo (LADWP), Chris Kearney (The Ferguson Group), Aaron Perlman (LADWP), Marlon Santa Cruz (LADWP),

- 1. NOTICE/AGENDA AND OPPORTUNITY FOR THE PUBLIC TO ADDRESS THE BOARD**
Ms. Roth Lindell went through the in-person and web conference protocol. Mr. Webster went through the emergency safety protocols for the in-person meeting participants. Ms. Ortiz took a roll call. Ms. Roth Lindell invited comments from the public. There were no public comments.

Ms. Roth Lindell stated that Item 5 on the Agenda, the Government Affairs Report, would be moved after Item 8, Asset Management Report and that Closed Session would follow Board Member comments.

Ms. Nguyen noted that she will be the voting member for Pasadena Water & Power for the March meeting. Mr. Ting confirmed he will be the voting member for the Los Angeles Department of Water & Power at the March meeting.

2. CONSENT CALENDAR

Ms. Roth Lindell presented the Consent Calendar to the Board for consideration and approval. Mr. Webster stated that Item G, Resolution 2023-029, was being pulled from the Consent Calendar and would be brought back at the April Board of Director's meeting.

A. Minutes of the Board of Directors Meeting

- Regular Meeting Minutes: February 16, 2023

B. Receive and File:

1. Q4 Renewables Report
2. Strategic Goals Report
3. Finance Committee Meeting Minutes: February 6, 2023
4. Monthly Investment Report: January 2023
5. SCPA A&G Budget Comparison Report: January 2023
6. Investment Committee Meeting Minutes: May 2, 2022
7. Magnolia Power Project Operations Report: February 2023
8. Palo Verde Report: February 2023
9. Federal Legislative Report: February 2023

C. Resolution 2023-025

- Approval of Amendment No.1 to extend the Master Professional Services Agreement with Guidehouse Inc. for a three-year term and increase the not-to-exceed amount.

D. Resolution 2023-026

- Approval Amendment No.1 to extend the Master Professional Services Agreement with Black & Veatch Management Consulting, LLC for a three-year term and increase the not-to-exceed amount.

E. Resolution 2023-027

- Approval of Amendment No. 3 to the Master Goods and Services Agreement with Proctor Engineering Group, Ltd. to increase the not-to-exceed amount.

F. Resolution 2023-028

- Amendment No. 4 to the Master Professional Services Agreement with Arup USA, Inc.; Correction of Clerical Error in Resolution No. 2023-011

G. Resolution 2023-029

- Approval of Amendment No. 2 to the Master Professional Services Agreement with Motion Computing U.S. Department of Energy's Office of Energy Efficiency and Energy Reliability

H. Resolution 2023-030

- Approval of International Swaps and Derivatives Association (ISDA) 2020 Interbank Offered Rate (IBOR) Fallbacks Protocol and Fallbacks Supplement Adherence

Moved by: Dukku Lee, *Anaheim Public Utilities*
Seconded: Brian A. Dickinson, *Colton Electric Utility*

Ms. Ortiz took a Roll Call vote:

	Yes	No	Present, Not Voting	Absent
Anaheim	X			
Azusa	X			
Banning				X
Burbank	X			
Cerritos	X			
Colton	X			
Glendale	X			
IID	X			
LADWP	X			
Pasadena	X			
Riverside	X			
Vernon	X			

3. EXECUTIVE DIRECTOR'S REPORT

A. Working Group Update

Mr. Webster reported on the successful SCPPA Working Group kick off meeting that took place on March 15, 2023, at the SCPPA Training Center, with 72 SCPPA member staff in attendance.

Mr. Webster reported on the status of the Anaheim Public Utilities Energy Prepay transaction, which is starting contract development. He suggested a meeting to review the prepayment structure for potentially interested members. Ms. Ma will coordinate a future meeting.

Mr. Webster concluded his report by sharing that he and Mr. Krager met with the General Manager of Utah Associated Municipal Power Systems (UAMPS) and that UAMPS has approved their small modular reactor program.

B. Strategic Objectives and Goals Report

No comments were made regarding the Strategic Objectives and Goals Report.

4. LEGAL

A. Resolution 2023-031

Approval of Resolution Providing for Public Participation in SCPPA Board, Finance Committee, and Investment Committee Meetings via Teleconference or Other Online Platform

Ms. Godinez presented Resolution 2023-031 to the Board for consideration and approval.

Moved by: Mark Young, *Glendale Water & Power*

Seconded: Enrique B. Martinez, *Imperial Irrigation District*

Ms. Ortiz took Roll Call vote:

	Yes	No	Present, Not Voting	Absent
Anaheim	X			
Azusa	X			
Banning				X
Burbank	X			
Cerritos	X			
Colton	X			
Glendale	X			
IID	X			
LADWP	X			
Pasadena	X			
Riverside	X			
Vernon	X			

5. GOVERNMENT AFFAIRS DIRECTOR'S REPORT

This item was moved to after Item 8 in the Agenda.

6. CHIEF FINANCIAL & ADMINISTRATIVE OFFICER REPORT

A. Resolution 2023-032

Approval of Magnolia Project A, Refunding Revenue Bonds, 2020-3 Liquidity Facility and Remarketing Agent

Ms. Ma presented Resolution 2023-032 to the Board for consideration and approval.

Moved by: Dukku Lee, *Anaheim Public Utilities*
Seconded: Brian A. Dickinson, *Colton Electric Utility*

Ms. Ortiz took Roll Call vote (Project Vote – Magnolia Project A):

	Yes	No	Present, Not Voting	Absent
Anaheim	X			
Azusa	X			
Banning				X
Burbank	X			
Cerritos	X			
Colton	X			
Glendale	X			
IID	X			
LADWP	X			
Pasadena	X			
Riverside	X			
Vernon	X			

B. Resolution 2023-033 and 2023-034

Approval of Southern Transmission System (STS) Renewal Project, Revenue Bonds, 2023-1: Authorization for Issuance of Revenue Bonds, 2023-1 and Execution of Various Agreements; Approving Continuing Disclosure Information

Ms. Ma presented Resolutions 2023-033 and 2023-034 to the Board for consideration and approval.

Mr. Lee made a motion to approve Resolution 2023-033 with an amendment. As amended, the Resolution would provide for the STS Renewal Project to move forward with financing as structured on the condition that the reserve funds will not be paid for by the existing participants, Anaheim, Pasadena, and Riverside; if reserves are required, such reserves would be funded by Burbank, Glendale, and Los Angeles outside of the bond proceeds. Ms. Godinez advised that the vote is a STS Renewal Project Vote and responded to

questions from the Board regarding the Project Vote procedures under the Joint Powers Agreement and Bylaws.

Moved by: Dukku Lee, *Anaheim Public Utilities*

Seconded: Daniel Garcia, *Riverside Public Utilities*

The item below did not pass.

Ms. Ortiz took Roll Call vote (Project Vote – STS Renewal Project):

	Yes	No	Present, Not Voting	Absent
Anaheim	X			
Azusa			Abstain	
Banning				X
Burbank		X		
Cerritos	X			
Colton	X			
Glendale		X		
IID		X		
LADWP		X		
Pasadena	X			
Riverside			Abstain	
Vernon			Abstain	

Mr. Ting made a motion to approve Resolution 2023-033.

Moved by: Louis Ting, *Los Angeles Department of Water & Power*

Seconded: Mark Young, *Glendale Water & Power*

Ms. Ortiz took Roll Call vote (Project Vote – STS Renewal Project):

	Yes	No	Present, Not Voting	Absent
Anaheim			Abstain	
Azusa			Abstain	

Banning				X
Burbank	X			
Cerritos			Abstain	
Colton			Abstain	
Glendale	X			
IID			Abstain	
LADWP	X			
Pasadena			Abstain	
Riverside			Abstain	
Vernon			Abstain	

Mr. Ting made a motion to approve Resolution 2023-034.

Moved by: Louis Ting, *Los Angeles Department of Water & Power*

Seconded: Mark Young, *Glendale Water & Power*

Ms. Ortiz took Roll Call vote (Project Vote – STS Renewal Project):

	Yes	No	Present, Not Voting	Absent
Anaheim			Abstain	
Azusa			Abstain	
Banning				X
Burbank	X			
Cerritos			Abstain	
Colton			Abstain	
Glendale	X			
IID			Abstain	
LADWP	X			
Pasadena			Abstain	
Riverside			Abstain	

Vernon			Abstain	
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7. PROJECT DEVELOPMENT REPORT

A. Resolution 2023-035

Approval of Waiver Agreement for Commercial Operation Date Delays regarding the Eland Solar & Storage Center, Phase 1 Power Purchase Agreement with 68SF 8ME LLC

Mr. Krager presented Resolution 2023-035 to the Board for consideration and approval.

Moved by: Louis Ting, *Los Angeles Department of Water & Power*

Seconded: Mark Young, *Glendale Water & Power*

Ms. Ortiz took Roll Call vote (Project Vote – Eland I Project):

	Yes	No	Present, Not Voting	Absent
Anaheim	X			
Azusa	X			
Banning				X
Burbank	X			
Cerritos	X			
Colton	X			
Glendale	X			
IID	X			
LADWP	X			
Pasadena	X			
Riverside	X			
Vernon	X			

8. ASSET MANAGEMENT REPORT

A. Resolution 2023-036

Approval of Revision No. 1 to the Pinedale Natural Gas Reserves Project Budget

Mr. Guss presented Resolution 2023-020 to the Board for consideration and approval.

Moved by: Dukku Lee, *Anaheim Public Utilities*

Seconded: Kelly Nguyen, *Pasadena Water & Power*

Ms. Ortiz took Roll Call vote (Project Vote – Pinedale):

	Yes	No	Present, Not Voting	Absent
Anaheim	X			
Azusa	X			
Banning				X
Burbank	X			
Cerritos	X			
Colton	X			
Glendale	X			
IID	X			
LADWP	X			
Pasadena	X			
Riverside	X			
Vernon	X			

B. Resolution 2023-037

Approval of Amendment No. 1 to the Windy Flats Partners, LLC Power Purchase Agreement and finding such action is exempt from the California Environmental Quality Act

Moved by: Louis Ting, *Los Angeles Department of Water & Power*

Seconded: Brian A. Dickinson, *Colton Electric Utility*

Ms. Ortiz took Roll Call vote (Project Vote – Windy Flats Project):

	Yes	No	Present, Not Voting	Absent
Anaheim	X			
Azusa	X			
Banning				X
Burbank	X			
Cerritos	X			

Colton	X			
Glendale	X			
IID	X			
LADWP	X			
Pasadena	X			
Riverside	X			
Vernon	X			

C. San Juan Generating Station Decommissioning and Reclamation Update

Mr. Guss provided an update regarding the San Juan Generation Station Decommissioning and Reclamation and responded to questions from the Board of Directors.

9. GOVERNMENT AFFAIRS DIRECTOR'S REPORT

A. State Regulatory Update, Including Activities on Advanced Clean Fleets

Mr. De Bernardo presented an update to the Board including activities on Advanced Clean Fleets.

B. State Legislative Update

Mr. De Bernardo presented a State Legislative update including activities Assembly Bill 914 (Friedman) CEQA and Regionalization AB 538. Ms. Seitzman presented to the Board on Regionalization ACR 188 and responded to questions from the Board of Directors.

C. Federal Issues Update, including APPA Legislative Rally, SCPPA Fly-In

Mr. De Bernardo presented a federal issues update, including APPA Legislative Rally, and SCPPA Fly-In.

10. CLOSED SESSION

This item was moved to after Item 10.

11. BOARD MEMBER COMMENTS

A. Burbank Presentation

The Burbank presentation was continued to the April Board meeting.

B. Roundtable

Mr. Lee, Anaheim Public Utilities, requested that the SCPPA Legal Department work with the Chief Administrative Officer to compare SCPPA's project voting structure to the voting structures of other Joint Powers Authorities to better understand if what SCPPA is currently practicing is a best practice or if there are alternative structures to explore. There were no other Board Member comments.

12. CLOSED SESSION

- A. Pending Litigation (Government Code Section 54956.9(d)(1): *City of Farmington, New Mexico v. Public Service Company of New Mexico, et al.*, AAA Case No. 01-22-0004-2193
- B. Pending Litigation (Government Code Section 54956.9(d)(1): *In Re Renewable Power, LLC, et al.*, U.S. Bankruptcy Court Case Nos. 8:20-bk+1.533-SC and 8:20-bk-10535-SC

The Board of Directors went into closed session at 12:26 p.m. and resumed at 12:29 p.m. Following closed session Ms. Godinez reported on item 9(A) that the Board voted in favor of a Settlement Agreement with the City of Farmington and other parties and that the agreement is available upon request in accordance with the Brown Act. She reported that the Project Vote (San Juan Generating Station Project) was as follows:

	Yes	No	Present, Not Voting	Absent
<i>Anaheim</i>	X			
<i>Azusa</i>	X			
<i>Banning</i>				
<i>Burbank</i>	X			
<i>Cerritos</i>				X
<i>Colton</i>	X			
<i>Glendale</i>	X			
<i>IID</i>	X			
<i>LADWP</i>	X			
<i>Pasadena</i>				X
<i>Riverside</i>				X
<i>Vernon</i>				X

13. ADJOURNMENT

Ms. Roth Lindell adjourned the meeting at 12:30 p.m.

Respectfully Submitted,


 Michael S. Webster