

HIGH DESERT POWER AUTHORITY

*44933 Fern Ave
Lancaster, CA 93534*

HIGH DESERT POWER AUTHORITY AGENDA

Friday, November 15, 2013

2:00 p.m.

Pittsburg City Hall
Council Chamber, 3rd Floor
Pittsburg, CA
and

City Of Lancaster - Parks, Recreation & Arts Conference Room; 1st Floor

The City Clerk/Authority Secretary hereby declares the agenda was posted
by 2:00 p.m. on Tuesday, November 12, 2013
at the following locations:

Lancaster City Hall Entrance - Council Chambers;
Lancaster Parks, Recreation & Arts Conference Room, 1st Floor
Pittsburg City Hall Entrance, City of Pittsburg, CA
Pittsburg Library, 80 Power Avenue, Pittsburg, CA 94565

CALL TO ORDER

ADMINSTER OATH OF OFFICE

City Clerk to administer the oath of office to newly appointed Board Members

ROLL CALL

Board Members:

Crist (alternate), Hawse, Longmire, Vice President Szeto, President Johnson

PLEDGE OF ALLEGIANCE

PUBLIC BUSINESS FROM THE FLOOR - AGENDIZED ITEMS

This is the time for citizens who would like to address the High Desert Power Authority on any agendized item. Please complete a speaker card and identify the agenda item you would like to discuss. Individual speakers are limited to three (3) minutes each.

**HIGH DESERT POWER AUTHORITY AGENDA
LANCASTER, CA
NOVEMBER 15, 2013**

CONSENT CALENDAR

M1. Approve the minutes from the regular meeting of the High Desert Power Authority of January 7, 2013.

NEW BUSINESS

NB 1.

APPOINTMENT OF HIGH DESERT POWER AUTHORITY OFFICERS

Recommendation:

Appoint Officers of the High Desert Power Authority in accordance with the Bylaws.

- President – Representative of the City of Lancaster
- Vice President – Representative of the City of Pittsburg
- Secretary (Clerk of the Board) – City Clerk of the City of Lancaster
- Treasurer – Director of Finance of the City of Pittsburg
- Executive Director – City Manager of Lancaster or his appointee

NB 2. Amendment of High Desert Power Authority Bylaws

Recommendation:

Amend the Bylaws of the High Desert Power Authority to clarify the rotation of the Board President, clarify the appointment of the Board Secretary, clarify appointment of the Executive Director, clarify the appointment of the Board Treasurer, and modify the requirement of Regular Meetings of the Board; authorize the Executive Director to execute all necessary documents.

NB 3. Presentation of AV Clearview project progress

Recommendation:

Receive and file report

PUBLIC BUSINESS FROM THE FLOOR - NON-AGENDIZED ITEMS

This portion of the agenda allows an individual the opportunity to address the High Desert Power Authority on any item **NOT ON THE AGENDA**. State law prohibits the Board from taking action on items not on the agenda and your matter will be referred to staff. Individual speakers are limited to three (3) minutes each.

BOARD MEMBER COMMENTS

ADJOURNMENT

Next Regular Meeting:

To be determined

**HIGH DESERT POWER AUTHORITY
MINUTES
January 7, 2013**

The following meeting took place as a teleconferencing meeting. Three Board Members in the City of Pittsburg, California; one Board Member in the City of Lancaster, California; Power Authority Legal Counsel in Costa Mesa, California.

CALL TO ORDER

President Johnson of the City of Pittsburg called the meeting of the High Desert Power Authority to order at 1:02 p.m.

ROLL CALL

PRESENT: Authority Members: Evola; Hawse; Parent; President Johnson

ABSENT: Vice President Szeto

Staff

Members: Lancaster City Manager/Executive Director; Lancaster Deputy City Manager/Deputy Executive Director; Lancaster Public Works Director; Lancaster Management Analyst II; Lancaster Projects Coordinator; General Utilities Administrator; Lancaster Secretary (City Clerk Department); Lancaster City Clerk; *via teleconferencing*: Power Authority Legal Counsel; Pittsburg Assistant City Manager; General Manager of Island Energy; Pittsburg City Clerk

PLEDGE OF ALLEGIANCE

President Johnson

PUBLIC BUSINESS FROM THE FLOOR - AGENDIZED ITEMS

None

MINUTES

M1. On a motion by Board Member Parent and seconded by Board Member Hawse, the High Desert Power Authority approved the minutes from the regular meeting of the High Desert Power Authority of May 31, 2012, by the following vote: 4-0-0-1; AYES: Evola, Hawse, Parent, Johnson; NOES: None; ABSTAIN: None; ABSENT: Szeto

NB 1. REASSIGNMENT OF DEVELOPMENT AGREEMENT

The Deputy Executive Director presented the staff report regarding this matter.

On a motion by President Johnson and seconded by Board Member Hawse, the High Desert Power Authority accepted the Assignment and Assumption Agreement with Critical Path Transmission, LLC and AV Clearview Devco, LLC and authorized the Executive Director to modify the agreement if necessary with concurrence of legal counsel, by the following vote: 4-0-0-1; AYES: Evola, Hawse, Parent, Johnson; NOES: None; ABSTAIN: None; ABSENT: Szeto

NB 2. REASSIGNMENT OF REIMBURSEMENT AGREEMENT

Assignment and Assumption Agreement with High Desert Power Authority, Critical Path Transmission, LLC and AV Clearview Devco, LLC.

The Deputy City Manager/Deputy Executive Director stated there would be no need to take action on this item. Terms were worked out previously; no action necessary. It was the consensus of the Board to remove this item from the agenda; no action taken.

PUBLIC BUSINESS FROM THE FLOOR - NON-AGENDIZED ITEMS

None

BOARD MEMBER COMMENTS

President Johnson thanked staff for their hard work on the matters at hand and appreciated the process in which everything was handled.

ADJOURNMENT

President Johnson adjourned the meeting at 1:10 p.m. and stated that the next meeting of the High Desert Power Authority would be determined in the near future.

PASSED, APPROVED and ADOPTED this 30th day of October, 2013, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

ATTEST:

APPROVED:

GERI K. BRYAN, CMC
CITY CLERK/
AUTHORITY SECRETARY
Lancaster, CA

BEN JOHNSON
PRESIDENT
Pittsburg, CA

CERTIFICATION OF MINUTES
HIGH DESERT POWER AUTHORITY

I, _____, _____ of the City of Lancaster, CA, do hereby certify that this is a true and correct copy of the original High Desert Power Authority minutes, for which the original is on file in my office.

WITNESS MY HAND AND THE SEAL OF THE CITY OF LANCASTER, CA on this _____ day of _____, _____.

(seal)

STAFF REPORT
High Desert Power Authority

NB 1
11/15/13
JC

Date: November 15, 2013

To: High Desert Power Authority Members

From: Mark Bozigian, Executive Director

Subject: **Appointment of High Desert Power Authority Officers**

Recommendation:

Appoint Officers of the High Desert Power Authority in accordance with the Bylaws.

- President – Representative of the City of Lancaster
- Vice President – Representative of the City of Pittsburg
- Secretary (Clerk of the Board) – City Clerk of the City of Lancaster
- Treasurer – Director of Finance of the City of Pittsburg
- Executive Director – City Manager of Lancaster or his appointee

Fiscal Impact:

None

Background:

The High Desert Power Authority (HDPA) was formed as a Joint Powers Authority (JPA) between the City of Lancaster (Lancaster) and the City of Pittsburg (Pittsburg) for the purposes of transmission line development throughout the State of California. The HDPA can enter into agreements, contracts, and other necessary arrangements to promote the development of transmission lines in support of renewable energy projects in and around each jurisdiction, and in such other projects as the HDPA may deem beneficial and in the public interest.

In accordance with the Joint Powers Authority Agreement and the Bylaws, the Officers of the Authority shall be the President, Vice President, Secretary, Executive Director, Treasurer and Director of Finance.

STAFF REPORT
High Desert Power Authority

NB 2
11/15/13
JC

Date: November 15, 2013

To: High Desert Power Authority Members

From: Heather Swan, Sr. Project Coordinator, City of Lancaster

Subject: **Amendment of High Desert Power Authority Bylaws**

Recommendation:

Amend the Bylaws of the High Desert Power Authority to clarify the rotation of the Board President, clarify the appointment of the Board Secretary, clarify appointment of the Executive Director, clarify the appointment of the Board Treasurer, and modify the requirement of Regular Meetings of the Board; authorize the Executive Director to execute all necessary documents.

Fiscal Impact:

None

Background:

The High Desert Power Authority (HDP A) was formed as a Joint Powers Authority (JPA) between the City of Lancaster (Lancaster) and the City of Pittsburg (Pittsburg) for the purposes of transmission line development throughout the State of California. The HDP A can enter into agreements, contracts, and other necessary arrangements to promote the development of transmission lines in support of renewable energy projects in and around each jurisdiction, and in such other projects as the HDP A may deem beneficial and in the public interest.

Attachment:

Amended High Desert Power Authority Bylaws

**AMENDED BY-LAWS
OF THE
HIGH DESERT POWER AUTHORITY**

ARTICLE I

THE AUTHORITY

Section 1.1 Name. The official name of the Authority shall be the “High Desert Power Authority.” The Authority was created pursuant to the Joint Exercise of Powers Agreement, dated as of July 18, 2011 (the “2011 Agreement”), between the City of Lancaster (“Lancaster”) and the City of Pittsburg (“Pittsburg”).

Section 1.2 Authority Board Members. The Authority shall be administered by a governing Board of Directors (the “Board”) as set forth in the 2011 Agreement.

Section 1.3 Office. The business office of the Authority shall be the Lancaster City Hall at 44933 North Fern Avenue, Lancaster, California 93534, or at such other place as may be designated by the Board. Copies of all correspondence shall be sent to Pittsburg. The main Authority phone number shall be at Lancaster with alternate phone numbers at Pittsburg.

Section 1.4 Compensation. Members of the Board shall receive no compensation for attendance at the Authority meeting. Each Authority Member is responsible for any expenses actually incurred in connection with serving as a member of the Board.

Section 1.5 Conflicts of Interest. The Authority shall adopt a conflict of interest code pursuant to, and in accordance with, the Fair Political Practices Act.

ARTICLE II

OFFICERS

Section 2.1 Officers. The Officers of the Authority shall be the President, Vice President, Secretary, Executive Director, Treasurer and Director of Finance.

Section 2.2 President. The President shall preside at all meetings of the Authority, but shall have no authority greater than any other Board member except as set forth in the 2011 Agreement of these By-laws. The President shall rotate between Lancaster and Pittsburg; an appointee from Lancaster shall be President for fiscal years commencing with an odd year and an appointee from Pittsburg shall be President for fiscal years commencing with an even year.

Section 2.3 Vice President. The Vice President shall be a Board member who is one of the Directors designated by an Authority Member from which the President was not appointed, and shall be next in the rotation to serve as President. The Vice President shall perform the duties of the President in the absence or incapacity of the President. In case of the resignation or death of the President, the Vice President shall perform such duties as are imposed on the President, until such time as a new President is selected or appointed from the appropriate Authority Member.

Section 2.4 Secretary. The Board shall appoint a Secretary of the Board. The Secretary shall be either the City Clerk of Lancaster or the City Clerk of Pittsburg. The initial Secretary shall be the City Clerk of Lancaster who shall serve at the pleasure of the Board.

Section 2.5 Executive Director. The Board shall designate the Executive Director. The Executive Director shall be either the City Manager of Lancaster or the City Manager of Pittsburg or their designees. Commencing in fiscal year 2011/2012, the City Manager of Lancaster, or his designee, is hereby designated as Executive Director and shall serve at the pleasure of the Board. The Executive Director of the Authority shall be responsible for execution and supervision of the affairs of the Authority. Except as otherwise authorized by resolution of the Board, the Executive Director or the Executive Director's designee shall sign all contracts, deeds and other instruments executed by the Authority.

Section 2.6 Treasurer. The Director of Finance of Pittsburg is hereby designated a Treasurer of the Authority. The Treasurer shall perform all duties of a treasurer, as outlined in Government Code Section 6505.5; however, the Board shall have the discretion to transfer this function to a certified public accountant, consistent with Section 6505.5. The Treasurer shall review quarterly reports prepared by the Director of Finance and reviewing the annual audit for the HDP. Such audit reports shall be filed as is required pursuant to Government Code Sections 6500, *et seq.*

Section 2.7 Director of Finance. The Director of Finance of Lancaster is hereby designated as Director of Finance of the Authority. Subject to the applicable provisions of any trust agreement, indenture or resolution providing for a trustee or other fiscal agent, the Director of Finance is designated as the public officer or person who has charge of, handles, or has access to any property of the Authority, and shall file an official bond if so required by the Board of the Authority in accordance with these By-Laws and, as such, shall have the powers, duties and responsibilities specified in Section 6505.1 of Articles 1, 2 and 4 of Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California (6500 *et seq.*), as amended (the "Act").

Section 2.8 Confirmation of Officers. Confirmation of officers shall be the first order of business at the first meeting of the Authority, regular or special, held in each fiscal year.

Section 2.9 Authority to Bind Authority. No member, officer, agent or employee of the Authority, without prior specific or general authority by a vote of the Board, shall have any power or authority to bind the Authority by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

ARTICLE III

EMPLOYEES AND AGENTS

Section 3.1 Appointment of Employees and Agents. The Authority, through the Executive Director, may from time to time request from the respective Authority Members the services of such personnel, counsel or agents, permanent or temporary, as may be necessary to carry out the business and affairs of the Authority. The Board may in addition employ temporary professional and technical personnel on such terms and at such rates of compensation as the Board may determine, for the performance of Authority business and affairs, provided that adequate sources of funds are identified for the payment of such temporary professional and technical services. . Staff from Authority Members supporting the Authority shall be paid/reimbursed from the Authority for

all applicable time billed at their fully burdened hourly rate, as approved by the Executive Director of the Authority.

ARTICLE IV

MEETINGS

Section 4.1 Regular Meetings. The Board shall hold regular meetings as specified by Board resolution. Teleconference meetings may be used whenever practical to reduce travel costs, as long as consistent with Ralph M. Brown Act. The Board shall meet a minimum of one time each fiscal year.

Section 4.2 Special Meetings. A special meeting may be called at any time by the President or the Executive Director by delivering written notice to each member. Such written notice may be dispensed with as to any Board member who at or prior to the time the meeting convenes files with the Secretary of the Authority a written waiver of notice. Such waiver may be given by telegram or telecopy. Such written notice may also be dispensed with as to any member who is actually present at the meeting. Special meetings will be held in accordance with the Brown Act.

Section 4.3 Closed Sessions. Nothing contained in these Bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session. All closed sessions shall be held pursuant to the Ralph M. Brown Act.

Section 4.4 Public Hearings. All public hearings held by the Board shall be held during regular or special meetings of the Board.

Section 4.5 Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Board may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all Board members are absent from any regular meeting or adjourned regular meeting, the Secretary or acting Secretary of the Authority may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting may by order or notice of continuance be continued or re-continued to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

Section 4.6 Ralph M. Brown Act. The Ralph M. Brown Act (California Government Code section 54950 et seq.) applies to all meetings of the Board.

Section 4.7 Quorum. An attendance of at least one Authority Member of each respective Authority Agency shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained. Any action or decision of the Authority shall be on motion duly approved by a majority of a quorum of the Board at a lawfully held meeting.

Section 4.8 Order of Business. The Executive Director shall prepare the agenda for all meetings of the Authority. Business shall be conducted according to the agenda, except when determined by the Board of the Authority as permitted by law.

Section 4.9 Parliamentary Procedure. The presiding officer at the meeting shall determine the rules of conduct. The presiding officer may be guided by the rules of parliamentary procedure set forth in Robert's Rules of Order, but failure to follow Robert's Rules of Order shall not affect the validity of any action or motion duly taken or adopted by the Board at any lawfully held meeting.

ARTICLE V

ADDITION OF MEMBER AGENCY

Section 5.1 Additional Member Agency. The Board may decide to add additional member agency with a unanimous vote and an amendment of the 2011 Agreement to include the new Member Agency.

ARTICLE VI

DISTRIBUTION OF PROCEEDS

Section 6 Distribution of Net Proceeds. From time to time and when sufficient reserves warrant, the Board may decide to distribute all or a portion of the net proceeds of the Authority in an equal amount to the respective Authority Member.