

**Southwest Riverside County Energy Authority (SRCEA)
Joint Powers Authority (JPA)
Special Meeting Agenda
June 26, 2018 / 11:00 a.m.**

City of Lake Elsinore, Conference Room A
130 S. Main Street
Lake Elsinore, CA 92530

TELECONFERENCE NOTICE

Pursuant to Government Code Section 54953, subdivision (b), the special meeting will include teleconference participation by Vice-Chair Maryann Edwards from: City of Temecula City Hall, Vineyard Conference Room, 41000 Main Street, Temecula, CA 92590; and

Pursuant to Government Code Section 54953, subdivision (b), the special meeting will include teleconference participation by Member James "Stew" Stewart from: 30590 Rancho California Road, #306, Temecula, CA 92591.

This notice and agenda will be posted at the above-referenced teleconference locations. Public comment on the special meeting agenda from the above-referenced teleconference locations shall be allowed pursuant to Government Code Section 54954.3.

***Chair Steve Manos, City of Lake Elsinore
Vice-Chair Maryann Edwards, City of Temecula
Member Natasha Johnson, City of Lake Elsinore
Member James "Stew" Stewart, City of Temecula***

Call to Order by SRCEA Chair Manos

Roll Call by SRCEA Clerk Domen

Public Comments

A total of 30 minutes is provided for members of the public to address the SRCEA JPA on items that appear within the Consent Calendar or a matter not listed on the agenda. Each speaker is limited to three minutes. Please submit a Request to Speak form to the Authority Clerk.

Consent Calendar

1. Minutes of the Meeting of February 14, 2018 – approve the minutes.

Business Items

2. Acceptance of Secretary of State "Statement of Facts Roster of Public Agency" Filing

Accept the California Secretary of State "Statement of Facts Roster of Public Agency" Filing dated March 16, 2018

3. Acceptance of Secretary of State "Notice of a Joint Powers Agreement" Filing

Accept the California Secretary of State "Notice of a Joint Powers Agreement" Filing dated March 14, 2018

4. Ratifying Prior Actions Including Resolutions 2018-01, 2018-02, 2018-3, 2018-4 and Certain Appointments, and Certain Actions Related Thereto:

adopt A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY (SRCEA) RATIFYING PREVIOUS ACTIONS INCLUDING THE ADOPTION OF RESOLUTIONS 2018-01, 2018-02, 2018-03 AND 2018-04; AND, APPOINTMENTS MADE PRIOR TO THE ACCEPTANCE BY THE SECRETARY OF STATE "STATEMENT OF FACTS ROSTER OF PUBLIC AGENCY FILING" AND "NOTICE OF A JOINT POWERS AGREEMENT" FILING

SRCEA Staff and/or Legal Counsel Comments

SRCEA Member Comments

Adjournment

Affidavit of Posting (Lake Elsinore)

I, Susan M. Domen, MMC, Clerk of the Southwest Riverside County Energy Authority, do hereby affirm that a copy of the foregoing agenda was posted at Lake Elsinore City Hall at _____ p.m. on June 21, 2018.

Susan M. Domen, MMC
SRCEA Clerk

Affidavit of Posting (Temecula)

I, Randi Johl-Olson, MMC, City Clerk of the City of Temecula, do hereby affirm that a copy of the foregoing agenda was posted at Temecula City Hall at _____ p.m. on June 21, 2018.

Randi Johl-Olson, JD, MMC
City Clerk, City of Temecula

Affidavit of Posting (Temecula)

I, James "Stew" Stewart, Member of the SRCEA, do hereby affirm that a copy of the foregoing agenda was posted at 30590 Rancho California Road, #306 Temecula, CA 92591 at _____ p.m. on June 21, 2018.

James "Stew" Stewart
Member SRCEA

In compliance with the Americans with Disabilities Act, any person with a disability who requires a modification or accommodation, including auxiliary aids or services, in order to participate in a public meeting of the SRCEA Board should contact the SRCEA Clerk's Department at (951) 674-3124, Ext. 269, at least 24 hours before the meeting to make reasonable arrangements to ensure accessibility.

**Southwest Riverside County Energy Authority (SRCEA)
Joint Powers Authority (JPA)
Special Meeting Minutes
Friday, February 14, 2018**

Call to Order

The meeting was called to order by Chair Manos at 1:44 p.m. at City of Lake Elsinore City Hall, 130 S. Main Street, Lake Elsinore, CA 92530, Conference Room B.

Roll Call

Present: Members Johnson and Stewart; Alternate Member Aaron Adams, Vice-Chair Edwards (arrived 1:48 p.m.) and Chair Manos

Absent: None

Public Comments

There were no members of the public appearing to speak.

Consent Calendar

It was moved by Member Johnson, seconded by Member Stewart, and unanimously carried, to approve the Consent Calendar.

1. Minutes of the Special Meeting of December 22, 2017 – approved the minutes.

Business Items

2. Southwest Riverside County Energy Authority Bylaws; Appointment of Executive Director and Treasurer/Auditor

Authority Attorney Mann presented the Staff Report.

It was moved by Chair Manos, seconded by Member Johnson, and unanimously carried, to adopt the Resolution.

Resolution No. 2018-01

A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY APPROVING THE BYLAWS OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY

It was moved by Member Johnson, seconded by Member Stewart, and unanimously carried, to appoint Jason Simpson as the Executive Director and Treasurer/Auditor to the SCREA.

3. SRCEA Solar Power Purchase Agreement, Sublease Agreement, License Use Agreement, and Interconnection Agreement; (SUBLEASE AREA 1)

Authority Attorney Mann presented the Staff Report.

It was moved by Member Johnson, seconded by Vice-Chair Edwards, and unanimously carried, to adopt the Resolution.

Resolution No. 2018-02

A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY (SRCEA) APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY BY RESPONSIBLE OFFICERS OF THE SOLAR POWER PURCHASE AGREEMENT, THE SUBLEASE AGREEMENT, THE LICENSE USE AGREEMENT, AND THE INTERCONNECTION AGREEMENT, AND APPROVING AND AUTHORIZING THE SRCEA EXECUTIVE DIRECTOR TO EXECUTE SAID AGREEMENTS FOR SUBLEASE AREA 1

4. Solar Power Purchase Agreement, Sublease Agreement, License Use Agreement, and Interconnection Agreement (SUBLEASE AREA 2)

Authority Attorney Mann presented the Staff Report.

It was moved by Member Johnson, seconded by Vice-Chair Edwards, and unanimously carried, to adopt the Resolution.

Resolution No. 2018-03

A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY (SRCEA) APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY BY RESPONSIBLE OFFICERS OF THE SOLAR POWER PURCHASE AGREEMENT, THE SUBLEASE AGREEMENT, THE LICENSE USE AGREEMENT, AND THE INTERCONNECTION AGREEMENT, AND APPROVING AND AUTHORIZING THE SRCEA EXECUTIVE DIRECTOR TO EXECUTE SAID AGREEMENTS FOR SUBLEASE AREA 2

5. Escrow Agreement for the Replacement of Certain Power Purchase Agreement (and other) Documents

Authority Attorney Mann presented the Staff Report.

It was moved by Member Johnson, seconded by Vice-Chair Edwards, and unanimously carried, to adopt the Resolution.

Resolution No. 2018-04

A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY (SRCEA) AUTHORIZING EXECUTION OF AN ESCROW AGREEMENT FOR THE REPLACEMENT OF CERTAIN POWER PURCHASE AGREEMENT (AND OTHER) DOCUMENTS

JPA Member Comments

Vice-Chair Edwards noted this is a wonderful agreement.

Chair Manos thanked everyone for attending the meeting.

Adjournment

There being no further business to come before the Authority, the meeting adjourned at 2:09 p.m.

Steve Manos
Chair

Susan M. Domen, MMC
Authority Clerk



State of California
Secretary of State

STATEMENT OF FACTS
ROSTER OF PUBLIC AGENCIES FILING
(Government Code section 53051)

FILED
Secretary of State
State of California

MAR 16 2018

(Office Use Only)

Instructions:

- 1. Complete and mail to: Secretary of State, P.O. Box 942870, Sacramento, CA 94277-2870 (916) 653-3984
2. A street address must be given as the official mailing address or as the address of the presiding officer.
3. Complete addresses as required.
4. If you need additional space, attach information on an 8 1/2" X 11" page, one sided and legible.

New Filing [checked] Update []

Legal name of Public Agency: SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY

Nature of Update: n/a

County: Riverside

Official Mailing Address: 130 S. Main Street, Lake Elsinore, CA 92530

Name and Address of each member of the governing board:

Chairman, President or other Presiding Officer (Indicate Title): Chair

Name: Steve Manos Address: 130 S. Main Street, Lake Elsinore, CA 92530

Secretary or Clerk (Indicate Title): Clerk

Name: Susan Domen, MMC Address: 130 S. Main Street, Lake Elsinore, CA 92530

Members:

Name: City of Temecula Address: 41000 Main Street, Temecula, CA 92590

Name: City of Lake Elsinore Address: 130 S. Main Street, Lake Elsinore, CA 92530

Name: Address:

Name: Address:

Name: Address:

RETURN ACKNOWLEDGMENT TO: (Type or Print)

NAME [Susan Domen, MMC
ADDRESS 130 S. Main Street, Lake Elsinore
CITY/STATE/ZIP [Lake Elsinore, CA 92530

March 12, 2018

Date

[Signature of David H. Mann

Signature

David H. Mann, Authority General Counsel
Typed Name and Title



I hereby certify that the foregoing transcript of 21 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

APR 10 2018

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State



State of California Secretary of State

FILE NO. 2417

FILED Secretary of State State of California

MAR 14 2018

(Office Use Only)

NOTICE OF A JOINT POWERS AGREEMENT

(Government Code section 6503.5)

Instructions:

- 1. Complete and mail to: Secretary of State, P.O. Box 942870, Sacramento, CA 94277-2870.
2. Include filing fee of \$1.00.
3. Do not include attachments, unless otherwise specified.
4. A copy of the full text of the joint powers agreement and amendments, if any, must be submitted to the State Controller's office.

Name of the agency or entity created under the agreement and responsible for the administration of the agreement: SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY

Agency's or Entity's Mailing Address: 130 S. MAIN STREET, LAKE ELSINORE, CA 92530

Title of the agreement: JOINT POWERS AGREEMENT OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY

The public agencies party to the agreement are (if more space is needed, continue on a separate sheet and attach it to this form):

- (1) CITY OF TEMECULA
(2) CITY OF LAKE ELSINORE
(3)

Effective date of the agreement: OCTOBER 10, 2017

Provide a condensed statement of the agreement's purpose or the powers to be exercised: The purpose of the agreement is to implement the sustainable energy initiative offered through the Local Government Renewable Energy Self-Generation Program (Public Utilities Code Section 2830) that advances the use of clean, efficient and renewable resources available in the region for the benefit of the Authority's Member agencies, their constituents, and the Member's Benefiting Account.

RETURN ACKNOWLEDGMENT TO: (Type or Print)

NAME [Susan Domen, MMC, Authority Secretary]
ADDRESS 130 S. Main Street
CITY/STATE/ZIP [Lake Elsinore, CA 92530]

March 7, 2018

Date

[Signature]

Signature

David H. Mann, Authority General Counsel
Typed Name and Title



I hereby certify that the foregoing transcript of 01 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

EP

MAR 21 2018

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

**Southwest Riverside County Energy Authority
a Joint Powers Authority of the Cities of Temecula and Lake Elsinore, California**

REPORT TO SRCEA BOARD

To: Honorable Chair and Members of the Board

From: Michael Bracken, Staff Liaison to the SRCEA JPA Board

Date: June 26, 2018

**Subject: Acceptance of Secretary of State "Notice of a Joint Powers Agreement"
Filing**

Recommendation

Accept the California Secretary of State "Notice of a Joint Powers Agreement" Filing dated March 14, 2018 (Receive and File)

Background and Overview

Upon creation of the Southwest Riverside County Energy Authority (SRCEA) and adoption of Bylaws on February 14, 2018, the SRCEA Attorney (Mr. David Mann) filed a Notice of a Joint Powers Agreement on March 14, 2018 with the California Secretary of State.

The notice is attached for your review and inspection. Staff is simply requesting a Minute Order Action (motion and second) acknowledging receipt. This is what is commonly known as a "Receive and File" item.

Fiscal Impact

There is no Fiscal Impact to the Acceptance (Receive and File) of the California Secretary of State Notice of Joint Powers Agreement Filing.

Exhibit

A – California Secretary of State Notice of Joint Powers Agreement Filing

Southwest Riverside County Energy Authority
a Joint Powers Authority of the Cities of Temecula and Lake Elsinore, California

REPORT TO SRCEA BOARD

To: Honorable Chair and Members of the Board

From: Michael Bracken, Staff Liaison to the SRCEA JPA Board

Date: June 26, 2018

Subject: Ratifying Prior Actions Including Resolutions 2018-01, 2018-02, 2018-03, 2018-04 and Certain Appointments, and Certain Actions Related Thereto

Recommendation

adopt A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY (SRCEA) RATIFYING PREVIOUS ACTIONS INCLUDING THE ADOPTION OF RESOLUTIONS 2018-01, 2018-02, 2018-03 AND 2018-04; AND, APPOINTMENTS MADE PRIOR TO THE ACCEPTANCE BY THE SECRETARY OF STATE "STATEMENT OF FACTS ROSTER OF PUBLIC AGENCY FILING" AND "NOTICE OF A JOINT POWERS AGREEMENT" FILING

Background and Overview

On February 14, 2018, the SRCEA Board of Directors passed a series of Resolutions (2018-01, 2018-02, 2018-03 and 2018-04) and appointed certain officers. These actions (described below) were taken prior to filing the Notice of A Joint Powers Agreement with the Secretary of State, which was done on March 14, 2018, and prior to the Secretary of State providing a "Statement of Facts Roster of Public Agencies Filing", which was done on March 16, 2018. SMER Research 1, LLC (the project developer) and their financing team, has requested that the SRCEA Board of Directors consider ratifying the previous actions taken prior to issuance of the California Secretary of State Certificate. In consulting with Mr. David Mann (Assistant City Attorney for the City of Lake Elsinore and Authority Attorney for SRCEA), staff and SRCEA consultant believe that it is a reasonable request and a fair accommodation to SMER Research 1, LLC in order for them to satisfy their due diligence standards.

By way of review, the actions taken at the February 14, 2018, meeting included:

1. Southwest Riverside County Energy Authority Bylaws; Appointment of Executive Director and Treasurer/Auditor

Authority Attorney Mann presented the Staff Report.

It was moved by Chair Manos, seconded by Member Johnson, and unanimously carried, to adopt the Resolution.

Resolution No. 2018-01

A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY APPROVING THE BYLAWS OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY

It was moved by Member Johnson, seconded by Member Stewart, and unanimously carried, to appoint Jason Simpson as the Executive Director and Treasurer/Auditor to the SCREA.

2. SRCEA Solar Power Purchase Agreement, Sublease Agreement, License Use Agreement, and Interconnection Agreement; (SUBLEASE AREA 1)

It was moved by Member Johnson, seconded by Vice-Chair Edwards, and unanimously carried, to adopt the Resolution.

Resolution No. 2018-02

A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY (SRCEA) APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY BY RESPONSIBLE OFFICERS OF THE SOLAR POWER PURCHASE AGREEMENT, THE SUBLEASE AGREEMENT, THE LICENSE USE AGREEMENT, AND THE INTERCONNECTION AGREEMENT, AND APPROVING AND AUTHORIZING THE SRCEA EXECUTIVE DIRECTOR TO EXECUTE SAID AGREEMENTS FOR SUBLEASE AREA 1

3. Solar Power Purchase Agreement, Sublease Agreement, License Use Agreement, and Interconnection Agreement (SUBLEASE AREA 2)

It was moved by Member Johnson, seconded by Vice-Chair Edwards, and unanimously carried, to adopt the Resolution.

Resolution No. 2018-03

A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY (SRCEA) APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY BY RESPONSIBLE OFFICERS OF THE SOLAR POWER PURCHASE AGREEMENT, THE SUBLEASE AGREEMENT, THE LICENSE USE AGREEMENT, AND THE INTERCONNECTION AGREEMENT, AND APPROVING AND AUTHORIZING THE SRCEA EXECUTIVE DIRECTOR TO EXECUTE SAID AGREEMENTS FOR SUBLEASE AREA 2

4. Escrow Agreement for the Replacement of Certain Power Purchase Agreement (and other) Documents

It was moved by Member Johnson, seconded by Vice-Chair Edwards, and unanimously carried, to adopt the Resolution.

Resolution No. 2018-04

A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY (SRCEA) AUTHORIZING EXECUTION OF AN ESCROW AGREEMENT FOR THE REPLACEMENT OF CERTAIN POWER PURCHASE AGREEMENT (AND OTHER) DOCUMENTS

Fiscal Impact

Adoption of the Resolution does not create any additional fiscal impacts beyond those from the original approvals (namely the Power Purchase Agreements)

Exhibit

A – Resolution

RESOLUTION NO. 2018-005

A RESOLUTION OF THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY (SRCEA) RATIFYING PREVIOUS ACTIONS INCLUDING THE ADOPTION OF RESOLUTIONS 2018-01, 2018-02, 2018-03 AND 2018-04; AND, APPOINTMENTS MADE PRIOR TO THE ACCEPTANCE BY THE SECRETARY OF STATE "STATEMENT OF FACTS ROSTER OF PUBLIC AGENCY FILING" AND "NOTICE OF A JOINT POWERS AGREEMENT" FILING

Whereas, the SRCEA is a joint exercise of powers authority duly organized and existing under and pursuant to that certain Joint Powers Agreement by and between the City of Lake Elsinore (City) and the City of Temecula, under the provisions of Articles 1 through 4 (commencing with Section 6500) of Chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the California Government Code (Act); and,

Whereas, the SRCEA Board of Directors (SRCEA Board) considered and took action (through Minute Order Action(s) and Resolution(s)) at its February 14, 2018, meeting; and,

Whereas, said actions were taken prior to the SCREA's filing of a Notice of a Joint Powers Agreement with the California Secretary of State, which filing was completed on March 14, 2018, and a Statement of Facts Roster of Public Agencies Filing, which filing was completed on March 16, 2018; and,

Whereas, all Members of the SRCEA, consisting of the City and the City of Temecula, have provided any appropriate Waiver(s) of Conflict of Interest necessary for the unconditional appointment of SRCEA officers, including the SRCEA Counsel and SRCEA Clerk; and,

Whereas, SMER Research 1, LLC has requested that SRCEA ratify and confirm the actions taken at the SRCEA's February 14, 2018, meeting to satisfy the requirements of their financial partners and legal counsel.

NOW, THEREFORE, THE SOUTHWEST RIVERSIDE COUNTY ENERGY AUTHORITY BOARD OF DIRECTORS DOES HEREBY FIND, DETERMINE AND ORDER AS FOLLOWS:

Section 1. Ratification of Resolution 2018-01: Resolution 2018-01 of the Southwest Riverside County Energy Authority (SRCEA) approving the bylaws of the Southwest Riverside County Energy Authority is hereby ratified, approved and confirmed.

Section 2. Ratification of Appointment of Officers: The appointments of Jason Simpson as SRCEA Executive Director and Treasurer/Auditor, David Mann as SRCEA Counsel, and Susan Domen, MMC, as SRCEA Clerk are hereby ratified, approved and confirmed.

Section 3. Ratification of Resolution 2018-02: Resolution 2018-02 of the Southwest Riverside County Energy Authority (SRCEA) approving and authorizing the execution and delivery by responsible officers of the Solar Power Purchase Agreement, the Sublease Agreement, the License Use Agreement and the Interconnection Agreement and approving and authorizing the SRCEA Executive Director to execute said agreements for Sublease Area 1 is hereby ratified, approved and confirmed.

Section 4. Ratification of Resolution 2018-03: Resolution 2018-03 of the Southwest Riverside County Energy Authority (SRCEA) approving and authorizing the execution and delivery by responsible officer of the Solar Power Purchase Agreement, the Sublease Agreement, the License Use Agreement and the Interconnection Agreement and approving and authorizing the SRCEA Executive Director to execute said agreements for Sublease Area 2 is hereby ratified, approved and confirmed.

Section 5. Ratification of Resolution 2018-04: Resolution 2018-04 of the Southwest Riverside County Energy Authority (SRCEA) authorizing the execution of an Escrow Agreement for the replacement of certain Power Purchase Agreement (and other) documents is hereby ratified, approved and confirmed.

Section 6. Prior Actions. All prior acts of the SRCEA Board at its meeting on February 14, 2018, are in all respects ratified, approved and confirmed. Additionally, all prior acts and doings of SRCEA Board, and SRCEA officers, agents and employees which are in conformity with the purposes and intent of this resolution and the resolutions described herein shall be and the same hereby are in all respects ratified, approved and confirmed.

Section 7. Severability. If any section, paragraph, clause or provision of this resolution shall for any reason be held invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect in any of the remaining sections, paragraphs, clauses or provisions of this resolution.

Section 8. Repeal of Inconsistent Provisions. All bylaws, orders, resolutions, agreements or parts of any thereof to the extent inconsistent with this resolution are hereby repealed only to the extent of such inconsistency. This repealer shall not be construed as reviving any bylaws, order or resolution or part thereof.

Section 9. Recitals. The foregoing recitals are true and correct.

Section 10. Effective Date. This Resolution shall take effect immediately upon its adoption.

Passed and Adopted on this 26th day of June 2018.

Steve Manos
Chair of the SRCEA Board

Attest:

Susan M. Domen, MMC
SRCEA Clerk

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) ss.
CITY OF LAKE ELSINORE)

I, Susan M. Domen, MMC, SRCEA Clerk, hereby certify that Resolution No. 2018-005 was duly adopted by the Southwest Riverside County Energy Authority at a special meeting held on June 26, 2018, at which meeting a quorum of the members of the SRCEA Board of Directors were present, and that the same was adopted by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Susan M. Domen, MMC
SRCEA Clerk