



**Silicon Valley Clean Energy  
Finance and Administration Committee Meeting**

Tuesday, October 3, 2023  
2:00 p.m.

Silicon Valley Clean Energy Office  
333 W. El Camino Real, Suite 330  
Sunnyvale, CA

**MEETING MINUTES**

**Call to Order**

Vice Chair Meadows called the meeting to order at 2:02 p.m.

**Roll Call**

**Present:**

Vice Chair Sally Meadows, Los Altos  
Director Margaret Abe-Koga, Mountain View  
Director Walia, Saratoga

**Absent:**

Chair Hung Wei, Cupertino  
Director Elliot Scozzola, Campbell

**Public Comment on Matters Not Listed on the Agenda**

No speakers.

**Consent Calendar**

Vice Chair Meadows opened public comment.

No speakers.

Vice Chair Meadows closed public comment.

**MOTION: Director Walia moved and Director Abe-Koga seconded the motion to approve the Consent Calendar.**

**The motion carried with Chair Wei and Director Scozzola absent.**

- 1) Approve Minutes of the August 1, 2023, Finance and Administration Committee Meeting**



## **Regular Calendar**

### **2) Recommend the SVCE Board of Directors Authorize the CEO to Execute Agreements with Firms Providing Services to Enable SVCE to Execute its Third Prepay and to Execute the Power Supply Contract with the California Community Choice Financing Authority and Related Supporting Agreements (Action)**

Amrit Singh, CFO and Director of Finance and Administration, introduced the item and Mike Berwanger of PFM Financial Advisors LLC. CFO Singh provided a presentation with a request for the committee to recommend the SVCE Board of Directors authorize the CEO to execute agreements with firms providing services to enable SVCE to execute its third prepay and approve the parameters of the proposed transaction.

Main areas of discussion in the presentation included a review of the prepay goal and structure, information on leveraging the first and second prepay structure, fees for consultants and counsel, Board-authorized parameters for execution of the deal, fiscal impact, and next steps.

The staff recommendation for approval included the following:

A request that the Finance and Administration Committee recommend that the Board authorize the CEO to approve or execute the following contracts for services these firms will provide to enable SVCE to execute its third Prepay transaction. The combined fees for services provided by the firms identified below shall not exceed 1% of the bond proceeds amount, including other ancillary services such as green bond verification, bond trustee and counsel fees, an investment advisor fee, and other miscellaneous costs such as printing.

1. PFM Financial Advisors LLC & PFM Swap Advisors - \$155,000
2. Chapman & Cutler (Disclosure/Issuer's Counsel) - \$175,000
3. Ballard Spahr (Bond and Tax Counsel) - \$250,000
4. Moody's Investor Service Inc (Credit Rating) - \$272,500

A request that the Finance and Administration Committee recommend that the Board approve engagement with Morgan Stanley as the Prepay Supplier with the following fee structure:

- Bond underwriting fee of \$5/bond
- Underwriter expenses not to exceed \$0.50/bond.

A request that the Finance and Administration Committee recommend that the Board authorize the CEO to execute Power Supply Contract with California Community Choice Financing Authority (CCCFA) and execute or approve the related supporting agreements to enable SVCE to enter an approximately 30-year energy prepayment transaction subject to the following parameters:

1. The Bonds, issued by CCCFA, will not be guaranteed obligations of SVCE but will be limited obligations of CCCFA payable solely from the revenues and other amounts pledged under the Indenture as the Trust Estate, including amounts owed by SVCE under the Power Supply Contract.
2. The aggregate principal amount of the Bonds shall not exceed \$1,500,000,000.



3. The energy savings to SVCE under the Power Supply Contract for the initial Reset Period, including the Annual Refund (as defined in the Power Supply Contract), shall be at least 8 percent.
4. The energy service revenue fee in the transaction shall not exceed \$1.10 per MWh.
5. The commodity swap counterparty fee in the transaction is not to exceed \$0.50 MWh.
6. If floating rate debt is issued, Morgan Stanley shall charge no more than six basis points on the interest rate swap spread to mid-market.

CFO Singh responded to committee member questions on proposed savings, the discount offered on this third prepay, and the bond and tax counsel.

Vice Chair Meadows opened public comment.

No speakers.

Vice Chair Meadows closed public comment.

**MOTION: Director Abe-Koga moved and Director Walia seconded the motion to recommend the SVCE Board of Directors authorize the CEO to execute agreements with firms providing services to enable SVCE to execute its third Prepay and authorize the CEO to execute the Power Supply Contract with California Community Choice Financing Authority and related supporting agreements, as outlined in staff's recommendation.**

**The motion carried by verbal roll call vote with Chair Wei and Director Scozzola absent.**

**Committee/Staff Remarks**

CFO Singh thanked committee members for their time.

**Adjournment**

Vice Chair Meadows adjourned the meeting at 2:31 p.m.

**ATTEST:**

DocuSigned by:  
*Andrea Pizano*  
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Andrea Pizano, Board Secretary