

Board Meeting Minutes—172nd Meeting

February 25, 2020

Board members present: Erik Andersson, Susan Brodahl, Melissa Cribbins, Ernesto Fonseca, Roger Hamilton, Lindsey Hardy, Eric Hayes, Elee Jen, Alexia Kelly, Mark Kendall, Debbie Kitchin, Henry Lorenzen, Alan Meyer, Anne Root, Roland Risser, Anna Kim (Oregon Public Utility Commission), Janine Benner (Oregon Department of Energy special advisor)

Board members absent: None

Staff attending: Cheryle Easton, Mike Colgrove, Alex Polley, Emily Findley, Debbie Menashe, Julianne Thacher, Hannah Cruz, Jay Ward, Fred Gordon, Amanda Sales, Greg Stokes, Scott Clark, Amber Cole, Phil Degens, Abby Spegman, Susan Jowaiszas, Wendy Bredemeyer, Crystal Amaya, Oliver Kesting, Betsy Kauffman, Sue Fletcher, Jay Ward, Kate Wellington

Others attending: Anna Kim (Oregon Public Utility Commission, for Letha Tawney), Kari Greer (Pacific Power), Joe Marcotte (TRC), Rick Hodges (NW Natural), Rachel Dawson (Cascade Policy Institute)

Call meeting to order

Roger Hamilton called the meeting to order at 10:01 a.m.

General Public Comments

There were no public comments.

Nominating Committee

**RESOLUTION 895
ELECTING SUSAN BRODAHL, MELISSA CRIBBINS, ELEE JEN
TO NEW TERMS ON THE ENERGY TRUST BOARD OF DIRECTORS**

WHEREAS

1. The terms of incumbent board members Susan Brodahl, Melissa Cribbins and Elee Jen expire in 2020.
2. The Board of Directors Nominating Committee has recommended that these members' terms be renewed.

It is therefore **RESOLVED** that the Energy Trust of Oregon, Inc., Board of Directors elects Susan Brodahl, Melissa Cribbins and Elee Jen, incumbent board members, to new terms of office that end in 2023.

Moved by: Debbie Kitchin

Seconded by: Roland Risser

Vote: In favor: 13

Abstained: 0

Opposed: 0

**RESOLUTION 896
ELECTION OF OFFICERS**

WHEREAS:

1. **Officers of the Energy Trust of Oregon, Inc., (other than the Executive Director) are elected each year by the Board of Directors at the board's annual meeting.**
2. **The Board of Directors Nominating Committee has nominated the following directors to renew or be appointed to terms as officers:**
 - **Melissa Cribbins, President**
 - **Henry Lorenzen, Vice President**
 - **Mark Kendall, Secretary**
 - **Susan Brodahl, Treasurer**

It is therefore RESOLVED that the Board of Directors hereby elects the following as officers of Energy Trust of Oregon, Inc., for 2020:

- **Melissa Cribbins, President**
- **Henry Lorenzen, Vice President**
- **Mark Kendall, Secretary**
- **Susan Brodahl, Treasurer**

Moved by: Debbie Kitchen

Seconded by: Anne Root

Vote: In favor: 13

Abstained:0

Opposed: 0

Resolution to elect new board members

Debbie Kitchin briefly reviewed the nomination process to replace herself and Roger Hamilton, who are retiring from the board. The board nomination committee updated its skills matrix to identify gaps in skills, perspective and geographic representation. Desired attributes for prospective board members included: ability to connect to rural communities, ability to connect with low- and moderate-income communities and communities of color; Southern Oregon or North coast resident; and experience in commercial, industrial and small business sectors.

The nominating committee and staff conducted outreach to community-based organizations and introduced a new recruitment event to engage local community leaders and potential nominees in Klamath Falls. This process helped create a pipeline of future applicants. Out of nine applicants, five resided outside Portland metro and two were people of color.

Debbie Kitchin introduced each nominee. Alexia Kelly is from Hood River. She is the CEO of Electric Capital Management, serves on Hood River's energy council and has a background in energy policy. She has also served on Energy Trust's Renewable Advisory Council. Erik Andersson is president of SEDCOR in the Salem area. He has worked in economic development in rural areas and has experience with industrial, commercial and small business market sectors. Erik has experience working for three different utilities and businesses of all sizes, from national brands to historic downtown Main Street businesses.

Debbie Kitchin acknowledged there are still gaps with regards to the makeup of the board. For example, there is still opportunity to seek board members with connections to communities of color.

Having a fully constituted Diversity Advisory Council can help the board recruit members in communities of color, but this needs to be an ongoing recruitment focus for the board.

**RESOLUTION 897
ELECTING
TO THE ENERGY TRUST BOARD OF DIRECTORS**

WHEREAS:

1. **Debbie Kitchin resigned her position on the board effective February 25, 2020. Her position on the board is open and available to fill.**
2. **The board Nominating Committee has reviewed candidates for the board seat vacated by Debbie Kitchin and nominates Alexia Kelly to fill the remaining term through 2022.**
3. **Roger Hamilton resigned his position on the board effective February 25, 2020. His position on the board is open and available to fill.**
4. **The board Nominating Committee has reviewed candidates for the board seat vacated by Roger Hamilton and nominates Erik Andersson to fill the remaining term though 2023.**

Moved by: Debbie Kitchin

Seconded by: Roland Risser

Vote: In favor:13

Abstained: 0

Opposed:0

Resigning Board Member Remarks

Debbie Kitchin and Roger Hamilton delivered departing remarks in which they thanked other board members and staff. The board expressed gratitude for their service on the board. Anna Kim expressed thanks on behalf of the OPUC.

Mike Colgrove presented departing members with a certificate acknowledging both their service and the cumulative impact on savings and generation during their tenures.

Adjourn meeting (Roger Hamilton); Call to order (Melissa Cribbins)

Roger adjourned the first section of the meeting at 12:48 and Debbie Kitchin and Roger Hamilton departed.

Melissa Cribbins called the second section of the meeting to order at 10:55 a.m. with Alexia Kelly and Erik Andersson in attendance.

Presidents Report

Melissa Cribbins delivered a brief president's report and introduced the consent agenda.

Consent Agenda

The consent agenda may be approved by a single motion, second and vote of the board. Any item on the consent agenda will be moved to the regular agenda upon the request from any member of the board.

MOTION: Approve consent agenda

- December 12, 2019, Board Learning Session Minutes
- December 13, 2019, Board Meeting Minutes
- Corporate Bank Signing Resolution (R902) (replaced by updated resolution approved later in the meeting).

Motion by: Alan Meyer

Seconded by: Anne Root

Vote:

In favor: 13

Abstained: 0

Opposed: 0

Executive Director Report

Mike Colgrove reviewed positive 2019 preliminary results, which reflected a significant turnaround compared with midyear forecast earlier in the year. Energy Trust exceeded the savings goals for two of five utilities, and almost hit goal for the other three. Final annual results and financials will be submitted to the board and the OPUC on April 15. The board was impressed with positive results and accurate forecasting.

Mike Colgrove explained that committee updates will begin with a summary of the committee's work and members for the new board members. There is no limit on how many members can comprise a committee, but each committee is unofficially capped at quorum to avoid triggering a public meeting process.

Committee Reports

Audit Committee (Anne Root)

The committee is beginning an audit of 2019 activity with Moss Adams. The results will be available in mid-March and presented in the April board meeting.

Evaluation Committee (Lindsey Hardy)

This committee oversees program evaluations and market research that verify Energy Trust's results and help Energy Trust improve its effectiveness. Serving on this committee would be good onboarding experience because it provides context on how Energy Trust functions.

The committee reviewed five recent reports: a billing analysis tool that would enhance Energy Trust's ability to do internal analysis; a study on extended capacity heat pumps; a study that examined the feasibility of differential incentives; a multifamily process evaluation; and a study on the persistence of savings from strategic energy management efforts.

Finance Committee (Susan Brodahl)

This committee manages Energy Trust's investment income and reviews revenue and expenditures. New members with a financial background were invited to join.

The committee reviewed financial results for the year, examined variances in reserves by utility and discussed the new budget software in development. The board discussed why there is a delay in financials appearing in the board packet, which is due to timing for financial data availability not being aligned with the board packet production schedule. The committee also clarified the purpose of reserves, which is to ensure incentive availability.

Policy Committee (Henry Lorenzen, Roger Hamilton)

This committee reviews all board policies not addressed by other committees and serves as gatekeeper for policies and board meeting agenda items.

Recently the committee discussed a new funding opportunity. They also reviewed and revised the process document for the Diversity Advisory Council's new stipend policy.

The committee discussed a new process to coordinate with Oregon Department of Energy to distribute conservation funding for schools. Schools are often eligible for both Energy Trust incentives and the SB1149 funding for K-12 schools conservation projects that are managed by schools and approved by ODOE. A new proposed policy would revise our reporting structures to streamline our processes and allow schools to qualify for funding from both sources up to the full project cost. School districts and staff are already seeing improvements based on these efforts. Melissa Cribbins invited the board to vote on this new policy.

Recommendation

Authorize the revisions to the Conservation Funding for Schools Policy as shown below.

**RESOLUTION 899
CONSERVATION FUNDING FOR SCHOOLS POLICY**

WHEREAS:

1. **Proposed revisions set forth below reflect recent collaboration and agreements on coordination between Energy Trust, the Oregon Public Utility Commission, and the Oregon Department of Energy (ODOE) with respect to public purpose charge funding for schools.**
2. **Pursuant to coordination between Energy Trust and ODOE in compliance with procedures established among the two entities and in accordance with the revised policy as proposed, schools will experience greater support for energy efficiency projects.**
3. **Energy Trust's board Policy Committee has reviewed proposed revisions to the Conservation Funding for Schools Policy at its meeting on January 30, 2020, and recommends approval of the revised policy as set forth below.**

It is therefore RESOLVED that the Energy Trust Conservation Funding for Schools Policy is revised as shown below.

4.02.000-P Conservation Funding for Schools

History			
Source	Date	Action/Notes	Next Review Date
Board Decision	May 8, 2001	Adopted (R27)	November 28, 2001
Board	November 28, 2001	Reviewed/Revised (R58)	February 27, 2002
Board	February 27, 2002	Reviewed/Revised (R87)	February 2005
Board	October 6, 2004	Amended (R295)	October 2007
Board	April 6, 2005	Amended (R328) – see R331	April 2006
Board	May 4, 2005	Amended (R331)	June 2008
Board	February 14, 2007	Authorized funding to 2007 (R426)	June 2010
Board	July 28, 2010	Amended (R557)	July 2013
Board	August 17, 2011	Amended (R592)	August 2016
Board	September 28, 2016	Amended (R783)	September 2019
Board	January 30, 2020	Amended (R899)	January 2023

It is therefore RESOLVED that the Energy Trust Conservation Funding for Schools Policy is revised as shown below.

Moved by: Susan Brodahl

Seconded by: Elee Jen

Vote:13 In favor:

Abstained: 0

Opposed: 0

MARKED VERSION

Introduction

In 1999 the Oregon legislature passed Senate Bill 1149 (SB 1149). This bill created the Public Purpose Charge (PPC). The PPC collects money from electric bills to fund the Energy Trust of Oregon, energy efficiency programs for public schools to be administered by the Oregon Department of Energy (ODOE), and energy programs for the Oregon Housing and Community Services.

Energy Trust receives funding beyond the PPC. Beginning in 2002 and pursuant to a series of contracts with gas utilities, Energy Trust also collects money from gas bills to fund and support gas efficiency savings. Additionally, in 2007, the legislature also passed SB 838 to authorize the collection of supplemental funding for the acquisition by Energy Trust of more available electric efficiency savings.

SB 1149 specifically directs ~~funds~~ PPC funds to efficiency measures in K-12 schools (“SB 1149 schools”). These funds are administered by ODOE in “the Schools Program.” ~~This policy coordinates how Energy Trust efficiency funds from non-SB 1149 sources, i.e., SB 838 and gas efficiency funds, may be combined with measures funded through the Schools Program.~~

Energy Trust and ODOE Coordination for Schools

- On an ongoing basis, Energy Trust and ODOE will work together to develop mutually agreed-upon “Schools Coordination Procedures” to document how Energy Trust efficiency funds from non PPC funding, such as SB 838 supplemental funding and gas funding (“non-SB 1149 funding”), may be combined with Schools Program funding to benefit SB 1149 schools. ~~Such Schools Coordination procedures shall be consistent with any guidance provided by the Oregon Public Utility Commission.~~
- ~~Annually, Energy Trust will document how non-SB 1149 funding was used to fund efficiency measures in SB 1149 schools.~~
- ~~Energy Trust will make SB 838 and gas funds available for SB 1149 schools through its New and Existing Buildings programs, provided the proposed measures meet the Energy Trust cost effectiveness criteria.~~
- ~~Energy Trust SB 838 and gas funds and Schools Program funds may be used for the same energy efficiency measure. However, Energy Trust funds (not including the cost of Energy Trust services such as audits or engineering support) and Schools Program funds, when combined, may not exceed the Schools Program’s maximum allowable incentive or reimbursement amounts, or 100% of measure or project cost.~~
- ~~To ensure this, Energy Trust will provide ODOE, for all Energy Trust funded measures at SB 1149 schools, project information including: district name, school name, measure description, date of installation and incentive amount paid for each measure.~~
- Energy Trust will inform SB 1149 schools about Energy Trust and ODOE coordination on energy offerings ~~may provide technical and/or administrative support for school projects, provided Energy Trust can claim savings from the measures it supports.~~

- Annually, Energy Trust will document how SB 838 or gas efficiency funds were used to fund efficiency measures in ~~K-12 schools~~ SB 1149 schools.

Reporting

- ~~In its biennial reports to the legislature, Energy Trust will not claim or report energy savings for efficiency measures at schools that have received both Schools Program Funding and Energy Trust non-SB 1149 funding or for savings for efficiency measures at schools where (a) the school district still receives SB 1149 funds and (b) the district has not fully allocated such funds. However, Energy Trust will continue to claim energy savings for New Construction Schools Projects and non-educational facilities, which are not eligible for Schools Program funding.~~
- In reports to the OPUC, Energy Trust will claim and report energy savings ~~from~~ for school efficiency measures at schools for which it provided funds.

CLEAN VERSION

Introduction

In 1999 the Oregon legislature passed Senate Bill 1149 (SB 1149). This bill created the Public Purpose Charge (PPC). The PPC collects money from electric bills to fund the Energy Trust of Oregon, energy efficiency programs for public schools to be administered by the Oregon Department of Energy (ODOE), and energy programs for the Oregon Housing and Community Services.

Energy Trust receives funding beyond the PPC. Beginning in 2002 and pursuant to a series of contracts with gas utilities, Energy Trust also collects money from gas bills to fund and support gas efficiency savings. Additionally, in 2007, the legislature also passed SB 838 to authorize the collection of supplemental funding for the acquisition by Energy Trust of more available electric efficiency savings.

SB 1149 specifically directs PPC funds to efficiency measures in K-12 schools ("SB 1149 schools"). These funds are administered by ODOE in "the Schools Program."

Energy Trust and ODOE Coordination for Schools

- On an ongoing basis, Energy Trust and ODOE will work together to develop mutually agreed-upon "Schools Coordination Procedures" to document how Energy Trust efficiency funds from non-PPC funding, such as SB 838 supplemental funding and gas funding ("non-SB 1149 funding"), may be combined with Schools Program funding to benefit SB 1149 schools. Such Schools Coordination procedures shall be consistent with any guidance provided by the Oregon Public Utility Commission.
- Annually, Energy Trust will document how non-SB 1149 funding was used to fund efficiency measures in SB 1149 schools.
- Energy Trust will inform SB 1149 schools about Energy Trust and ODOE coordination on energy offerings.
- Annually, Energy Trust will document how SB 838 or gas efficiency funds were used to fund efficiency measures in SB 1149 schools.

Reporting

- In its biennial reports to the legislature, Energy Trust will not claim or report energy savings for efficiency measures at schools that have received both Schools Program Funding and Energy Trust non-SB 1149 funding or for savings for efficiency measures at schools which are eligible for Schools Program funding. In reports to the OPUC, Energy Trust will claim and report energy savings for efficiency measures at schools for which it provided funds.

Strategic Planning Committee (Mark Kendall)

This committee oversees the development of five-year strategic plans and annual board workshop agendas. The committee will now focus on creating metrics to track success toward the new plan's focus areas.

Diversity Advisory Council (Mark Kendall)

The Diversity Advisory Council now has full membership, and the council will attend a retreat on March 10 in to identify and prioritize upcoming agenda topics.

The board discussed opportunities for this council, and Energy Trust more broadly, to help address the rebuilding needs in Pendleton due to recent flood damage. Energy Trust also has a proactive role in continuing to help customers and communities achieve resilience.

Board Nominating Committee (Anne Root)

Anne Root reviewed committee members.

Compensation Committee (Roland Risser)

This committee addresses the compensation structure and benefits for Energy Trust staff and manages retirement plan investments. It holds quarterly meetings to assess investment selection and discuss how to improve investment participation from staff.

Executive Director Review Committee (Elee Jen)

This committee annually reviews the performance of Energy Trust's Executive Director. Elee Jen encouraged new members to join, as the committee just lost two members due to retirement.

Conservation Advisory Council (Lindsey Hardy, Alan Meyer)

The council brings in experts to give direction to Energy Trust's work in energy efficiency.

Renewable Energy Advisory Council (Susan Brodahl)

The council brings in experts to give direction to Energy Trust's work in renewable energy.

Adjourn for Lunch and Executive Session

The board took a break for lunch and an executive session at 1:00 p.m.

Reconvene meeting (Melissa Cribbins)

Melissa called the meeting back to order at 2:24 p.m. She introduced two measures that were being added to the agenda, as follows.

Authorize use of Organization Contingency Reserve funds up to \$3,000 (Mark Wyman)**Recommendation**

1. Authorize staff to use up to \$3,000 from the Energy Trust Organization Contingency Reserve account to assess and potentially respond to an expected Oregon Housing and Community Services competitive solicitation for administration of a loan and grant program to offset the cost of replacing and decommissioning older manufactured homes.
2. Authorize approved banking signers as a result of the election of new offices. This resolution replaces a resolution originally included in the Consent Agenda, which listed Bank of Cascade as one of Energy Trust's banking institutions. Bank of the Cascades was acquired by First Interstate Bank and a corrected resolution should be approved by the board at this point in the meeting.

RESOLUTION 900
AUTHORIZING USE OF CONTINGENCY RESERVES TO ASSESS AND POTENTIALLY RESPOND
TO A COLLABORATION WITH CRAFT 3 TO ADMINISTER A MANUFACTURED HOME
REPLACEMENT LOAN AND GRANT PROGRAM

WHEREAS:

1. In 2019, the Oregon legislature authorized funding for an omnibus package of resources to support investment in manufactured housing as a source of affordable housing. The legislation also directed Oregon Housing and Community Services (OHCS) to provide funding for financing and grants to support home replacements and to offset the cost of decommissioning older manufactured homes.
2. OHCS staff members have communicated to stakeholders their intention to competitively select a third-party administrator to manage the design and delivery of both the financing and grant based offerings.
3. Energy Trust and Craft 3 have been noted by OHCS and other stakeholders as desirable candidates in light of experience delivering Energy Trust's Manufactured Home Replacement Pilot, which leverages Craft 3's dedicated loan product for home replacements.
4. The opportunity presented by HB 2896 is to pursue a collaboration with Craft 3 as potential co-applicants on any OHCS competitive process with the purpose of leveraging OHCS funding to further the impact of Energy Trust's existing Manufactured Home Replacement Pilot.
5. Pursuant to Energy Trust's New Funding Opportunities Process, staff presented the new opportunity to Energy Trust's Executive Team and board Policy Committee in January 2020 and received approval to move forward using organization contingency funds to cover the cost of the preliminary analysis.
6. Staff estimates the cost of assessing and potentially responding, in coordination with Craft 3, to a program administration competitive solicitation would be approximately \$3,000.
7. Should Energy Trust pursue the opportunity, staff will provide information to the board of directors regarding the proposal.

It is therefore RESOLVED: Staff is authorized to use up to \$3,000 from the Energy Trust Organization Contingency Reserve account to undertake a preliminary analysis of coordinating with Craft 3 to respond to an expected OHCS competitive selection process to manage the design and delivery of a manufactured home replacement financing and grant program.

It is further RESOLVED that: Energy Trust staff will provide information to the board of directors regarding the proposal in advance of its submission.

Moved by: Roland Risser

Seconded by: Lindsey Hardy

Vote: In favor: 13

Abstained: 0

**RESOLUTION 902
AUTHORIZING APPROVED BANK SIGNERS**

WHEREAS:

1. Umpqua Bank and First Interstate Bank provide general banking services to Energy Trust (collectively, the “Banks”).
2. Section 7.3 of the Energy Trust bylaws requires that the board of directors authorize officers or agents to sign checks, drafts, or other orders for the payment of money, notes and other evidences of indebtedness (“authorized bank signers”) by way of resolution from time to time.
3. Effective February 25, 2020, Roger Hamilton’s term as Energy Trust Board President ended, and Melissa Cribbins was elected Energy Trust Board President.

It is therefore RESOLVED that,

1. Roger Hamilton is to be removed from the list of authorized bank signers for the Banks.
2. Melissa Cribbins is to be added to the list of authorized bank signers for the Banks.
3. The resulting list of authorized bank signers for the Banks is as follows:
 - A. Melissa Cribbins, Board President
 - B. Susan Brodahl, Board Treasurer
 - C. Michael Colgrove, Executive Director
 - D. Debbie Goldberg Menashe, Director of Legal and Human Resources, chief legal officer
 - E. Pati Presnail, Director of Finance
 - F. Peter West, Director of Programs
 - G. Steve Lacey, Director of Operations
4. The Director of Legal and Human Resources/chief legal officer is authorized to execute all required documentation to implement this resolution.

Moved by: Anne Root

Seconded by: Roland Risser

Vote: In favor: 13

Abstained: 0

Opposed: 0

Energy Programs

Staff presented on an upcoming request for proposals (RFP) to re-bid several commercial offerings. Staff reviewed background on how our commercial programs are delivered through program management contractors (PMCs) and program delivery contractors (PDCs). Contracts are awarded through a competitive bidding process at least once every five years. In 2020, Energy Trust bidding most of its commercial offerings, which include Existing Buildings and Existing Multifamily programs and commercial and industrial lighting offerings. Following recommendations from the multifamily program assessment, the offerings for multifamily building owners and managers will now be nested within the Existing Buildings program.

This RFP will allow flexibility for the selected PMC to explore new program approaches without holding them strictly to savings metrics within the first year. The RFP also incorporates diversity requirements focused on internal policies and practices and program design elements including new requirements for contracting with diverse prime contractors or subcontractors.

The board discussed how minimum requirements for the diversity contracting requirement would be established. Energy Trust will score proposals based on what the bidder indicates they can achieve, then negotiate the requirement within the contract once a selection is made. The board cautioned that

the lack of a minimum requirement may result in lower results. Staff relayed that diversity will be a priority during this RFP process.

The board discussed best practices and monitoring to ensure the selected PMC does not place the burden of fulfilling diversity goals on the subcontractors. Prospective PMCs will also be encouraged to partner with firms certified by the Oregon Certification Office for Business Inclusion and Diversity and nonprofits to deliver to targeted areas.

The board will vote on a proposed PMC and PDC(s) in July 2020.

Legislative update (Jay Ward)

Energy Trust Senior Community Relations Manager Jay Ward presented updates on activity from this year's legislative session. A short session began on February 3 and will conclude on March 8.

Diversity Advisory Council Stipend (Debbie Menashe, Tyrone Henry)

Debbie Menashe and Tyrone Henry presented a resolution to offer a financial stipend to Diversity Advisory Council members to compensate them for their time and service on the council. The recommendation is to provide \$200 for each advisory council meeting, taxable to the recipient. There will also be a reimbursement for travel expenses. The proposed process document has been reviewed twice by policy committee and was subject to rigorous discussion.

The board discussed potential risks of passing the policy. Staff relayed that the OPUC indicated that the policy is reasonable and justified.

The board discussed a proposed amendment to enable the stipend to be paid only to an individual council member rather than another organization or entity.

The board discussed the applicability of this policy to other councils and acknowledged that members of other councils' members don't typically face economic barriers to participation.

Ernesto Fonseca and Janine Benner left the meeting at 3:21 p.m.

RESOLUTION 901 APPROVAL OF DIVERSITY ADVISORY COUNCIL STIPEND COMPENSATION PROCEDURES

WHEREAS:

- 1. Energy Trust's Diversity, Equity and Inclusion Policy calls for the establishment and maintenance of a Diversity Advisory Council ("DAC") "to provide advice and resources to the board of directors to support Energy Trust's diversity, equity and inclusion operations plan and to advise the board of directors on assessing measuring progress toward goals of such plan."**
- 2. From December 2018 through June 2019, Energy Trust staff and board members Susan Brodahl and Ernesto Fonseca worked with seven community members, the "Foundational DAC", to design and draft a charter for the Energy Trust DAC.**
- 3. In addition to the Foundational DAC, Energy Trust staff collected information and feedback from stakeholders, including members of Energy Trust's existing advisory councils, the Conservation Advisory Council and the Renewable Advisory Council, for consideration in forming and designing a charter for a new advisory council.**
- 4. The Foundational DAC proposed a charter to the Energy Trust board of directors, and in July 2019 the board approved the proposed DAC charter.**

5. **Among other things, the approved DAC charter states that Energy Trust will offer stipends to DAC members “in accordance with procedures established by the DAC and Energy Trust staff and approved by the board of directors.”**
6. **Energy Trust staff undertook a review of stipend compensation procedures for councils like the DAC around the region and proposed an amount and procedures as listed below to the Policy Committee on January 30, 2020:**
 - **\$200 stipend compensation per public DAC meeting attended, either in person or remotely.**
 - **Reimbursement for travel and transportation expenses, but not time for traveling.**
 - **DAC stipend compensation will be paid after each meeting attended; expenses will be reimbursed upon receipt of supporting documentation.**
 - **DAC members may opt out of the stipend compensation.**
 - **To receive stipend compensation, the recipient must submit a Form W9 and complete a stipend compensation agreement which will include terms like independent contractor certification and limitation of liability.**
 - **Energy Trust will file 1099s for recipients of DAC stipend compensation.**
 - **Stipend compensation will be paid to the individual DAC member.**
7. **Energy Trust staff recommends DAC stipend compensation procedures consistent with the parameters outlined above.**

It is therefore RESOLVED that the Board of Directors hereby approves procedures for payment of stipend compensation to the DAC consistent with the following parameters:

1. **\$200 stipend compensation per public DAC meeting attended, either in person or remotely.**
2. **Reimbursement for travel and transportation expenses, but not time for traveling.**
3. **DAC stipend compensation will be paid after each meeting attended; expenses will be reimbursed upon receipt of supporting documentation.**
4. **DAC members may opt out of the stipend compensation.**
5. **To receive stipend compensation, the recipient must submit a Form W9 and complete a stipend compensation agreement which will include terms like independent contractor certification and limitation of liability.**
6. **Energy Trust will file 1099s for recipients of DAC stipend compensation.**
7. **Stipend compensation will be paid to the individual DAC member.**

It is therefore further RESOLVED that the executive director, or his designee, execute and implement the DAC stipend compensation procedures outlined above effective retroactively for DAC meeting attendance following July 2019.

Henry moved to adopt the motion with an amendment to remove bullet 7 of resolution.

Moved by: Henry Lorenzen

Seconded by: Eric Hayes

Vote: In favor: 12

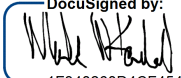
Abstained: 0

Opposed: 0

Adjourn

The meeting adjourned at 3:28 p.m.

The next regular meeting of the Energy Trust Board of Directors will be held Tuesday April 7, 2020 at 1:00 p.m. at Energy Trust of Oregon, Inc., 421 SW Oak Street, Suite 300, Portland, Oregon.

DocuSigned by:

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Signed: Mark Kendall, Secretary

5/7/2020

Date