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MCE 3/19 Consent Calendar - Suspension of Term Limits for Technical Committee

From Nick Pappas <npappas@gmail.com>

Date Mon 3/16/2026 11:39 AM

To Shanelle.Scales-Preston@bos.cccounty.us <Shanelle.Scales-Preston@bos.cccounty.us>

Cc tkullaway@sananselmo.gov <tkullaway@sananselmo.gov>; Mary.Sackett@marincounty.gov <Mary.Sackett@marincounty.gov>; dmurphy-EXT <dmurphy@pinole.gov>; MCE Clerk <clerk@mcecleanenergy.org>

 1 attachment (1,009 KB)

2026_03_16_MCE Technical Committee Chair.pdf;

You don't often get email from npappas@gmail.com. [Learn why this is important](#)

Dear MCE Board,

I am writing to express my surprise and disappointment regarding the [proposed utilization of the consent calendar](#) to suspend the Board's unanimous April 2025 decision to establish term limits for the Technical Committee Chair.

I do not relish the discomfort of bringing forward to you in a public setting this discussion of the performance of the Board, its Committees, or any individual Board Member. However, after raising these issues tactfully and constructively in the Technical Committee, I now understand the Board - with no context or discussion - is now being asked to approve, as a consent item, an extraordinary reversal of its term limits policy for the benefit of a Committee Chair whose Committee is at the center of serious ongoing legal issues impacting the agency.

The Technical Committee is MCE's most important working Committee - its *Appropriations Committee* - and the Chair is responsible for reviewing and authorizing contracts representing the bulk of MCE's annual budget. The Chair serves as the sole liaison between the Board and this procurement process. MCE's Technical Committee Chair, its "Appropriations Chair," has considerably more delegated authority than the Board Chair, and must be held to the highest standard in his or her performance of their duties. This standard has not been met.

Suspending term limits at a time when serious process and legal issues have arisen as a result of the Technical Committee's failure to perform this core oversight responsibility, under the leadership of its Chair, is a remarkable proposal. These issues are made more serious by the deeply flawed and conflicted Staff analysis of the apparent violations brought forward by Staff - themselves the subject of the investigation - without objection or escalation by the Chair. The Chair has yet to present a vision for resolution or reform.

I urge you to remove this item from the Consent Calendar, reject it, and direct the Technical Committee to select a new Chair. In parallel, the Board must take seriously these apparent violations, conduct an independent investigation, hold accountable any misconduct, and establish a robust

framework for the Technical Committee to perform its oversight obligations under Board Resolution R.2020-04 moving forward.

Finally, the Board should inquire as to how this item was approved internally as a consent item and why it was brought forward with no context of the controversy or split vote (4-2) it received in Committee.

Please see the attached memo for in-depth discussion, documentation, and recommendations regarding the term limits proposal and broader reforms needed for the Technical Committee, including detailed recommendations for members of the Technical, Executive, and Ad Hoc Governance Review Committees and best practices from the American Bar Association and Association of Corporate Counsel on managing conflicts in an internal investigation setting.

Thank you for your service on the MCE Board and for your continued efforts to ensure the robust governance and operations of MCE.

Best,

Nick Pappas
MCE Customer
San Anselmo

To: MCE Clean Energy Governing Board
From: Nick Pappas, MCE Customer
Date: March 16, 2026

Re: Proposal to Suspend Technical Committee Chair Term Limits Through Consent Calendar Amid Significant and Unresolved Legal Issues

Dear Chair Scales-Preston and MCE Board Members,

I am writing to express my disappointment regarding the [proposed utilization of the consent calendar](#) to pass an item of significant controversy and relevance to ongoing legal issues facing the agency – the reversal of the Board’s unanimous April 2025 decision to [establish term limits \(p.76\)](#) for the Technical Committee Chair. I urge you to vote no on this item and to instead refocus your attention on addressing the [severe gaps](#) in the Technical Committee’s performance of its oversight responsibilities in recent years.

Per the [Institute for Local Government](#), the consent calendar is for “generally non-controversial items that do not require much, if any, discussion.” The proposal to reverse term limits, established unanimously by the Board just eleven months ago, was a highly controversial item at the [February](#) and [March](#) Technical Committee meetings. The [consent materials \(p. 8\)](#) reflect neither the considerable public opposition nor the split vote (4-2) from the committee, which include the following objections:

- The Board is being asked to reverse – via consent calendar – its unanimous term limit policy for a Technical Committee Chair whose three-year tenure is now marred with deep controversy over its failure to conduct the core responsibilities of the Committee – consultation on medium-term contracts representing the majority of MCE’s annual expenditures.
- The term limit suspension, a procedurally extraordinary, follows a no apparent efforts or intent from the Chair or Staff to plan for succession following the Board’s April 2025 direction to implement term limits.
- The Technical Committee, under the leadership of the Chair, has systematically neglected to review medium-term contracts, apparently violating the condition precedent to the authorization and execution of these contracts and raising major legal issues for the agency and signatories.
- Staff’s efforts to excuse these apparent violations escalate Board concerns, presenting a weak, faulty, and conflicted legal analysis which failed to present extensive internal documentation corroborating concerns and contradicting Staff’s analysis.
- The Technical Committee Chair, now being proposed for a fourth year as Chair against Board policy, has facilitated Staff’s efforts to obscure these issues and avoid an independent investigation – an obvious requirement in the context of the inherent conflicts presented through the Staff-led internal investigation.

As the most powerful appointee on the MCE Board – MCE’s equivalent to the *Appropriations Chair* – the Technical Committee Chair is responsible for hundreds of millions of dollars of contract approval and serves as the primary liaison to MCE’s core power supply operations. The Board must hold the Chair to the highest standards of performance in his or her execution of the critical oversight and contract execution responsibilities delegated to them – and them alone – by the Board. While I regret to engage publicly with the performance of individual board members, this procedurally extraordinary effort to suspend the current Chair’s ineligibility necessitates this unpleasant public discussion.

The Technical Committee Chair is at the epicenter of a major breach of internal process and legal controls which remain largely unresolved, as outlined in a [recent Staff Report](#) and discussed in my [February 18 memo](#). Central to these concerns is the systematic failure of the Technical Committee Chair – likely at the behest of Staff – to conduct required consultations with the Technical Committee prior to authorizing multiyear, multimillion dollar contracts on behalf of the agency, as required by the Board in [Resolution](#)

2020-04 (R.2020-04). This consultation is a condition precedent to the delegated authority to execute contracts.

While the responsibility for ensuring appropriate execution lies predominantly with Staff, the Chair has a responsibility to understand both their obligations and the limits of their authority – and to intervene should gaps arise in what is brought forth to them for signature. This is of acute concern for the individual to whom the Board delegates all authority and responsibility for reviewing and approving multiyear, multimillion dollar transactions representing the bulk of the agency’s annual budget.

In failing to conduct required consultation, the Chair and Staff appear to have authorized and executed contracts beyond their delegated authority. A plain reading of R.2020-04 indicates consultation on contracts is a requirement – an interpretation which is significantly bolstered through recently released documents identifying it as a key component of MCE’s internal authorization process. This view is further reinforced by the revelation that consultation with the Committee occurred regularly through 2020.

These transactions – committing vast sums of ratepayer funds in multiyear contracts for fossil energy hedges, natural gas capacity, and clean energy attributes – are at risk of being deemed *ultra vires*, executed without authority, raising serious issues for both counterparties and signatories. They represent a massive breach of process and legal controls that merits serious and independent internal investigation.

In lieu of serious investigation, the Chair and Staff have brought forward a flawed and clearly conflicted internal review conducted and overseen by the subjects of the investigation – MCE’s leadership team. This internal review represents an obvious conflict of interest, with clear tension between the interests of Staff – directly involved in the violations – and the Board – whose delegated authority appears to have been violated.

MCE’s flawed internal review turns a serious incident with internal controls into a dire breach of trust between the Board and Staff. The Board must now engage with the harsh reality that Staff’s internal review presented a lopsided and inaccurate view of the incident as a conclusive legal analysis, rationalizing the behavior while concealing contradictory information which has since been made public.

As you weigh these challenging questions, I encourage you to consult with best practices I have provided below for these specific situations, including references from the American Bar Association and the Association of Corporate Counsel on conflict and internal investigations.

In the context of these serious and ongoing issues, Board members may be surprised to be seeing procedural acrobatics intended to extend the status quo, rather than a robust effort to investigate and address the Technical Committee’s open legal concerns. In this context, I urge you to vote No on the term limits suspension and instead move forward with intention and vigor in implementing much-needed reforms. These efforts should include the selection of a new Technical Committee Chair, the establishment of clear, robust consultation and oversight requirements for the Technical Committee, and an independent, board-led investigation to assess and hold to account these apparent violations.

Thank you for your attention to this matter. For board members seeking more context, additional insight, and recommendations on a path forward, such as members of the Technical, Executive, and Ad Hoc Governance Committees, I have enclosed additional details below.

Sincerely,



Nick Pappas
MCE Customer, San Anselmo

Provided below are additional context and details supporting my recommendation against suspending Technical Committee Chair term limits and instead supporting a rigorous, independent investigation of the apparent violations of R.2020-04. Discussion is focused on the following themes:

- I. Staff and Chair have made no effort to implement Board-approved term limits.
- II. The Committee has failed to conduct its core responsibility to oversee medium-term contracts as required by R.2020-04 under the current Chair.
- III. New documents corroborate systemic violations of R.2020-04 by Chair and Staff which remain unaddressed.
- IV. Staff justifications for non-consultation are contradicted by internal documents which were not disclosed in report to the Board.
- V. The Chair has not presented a vision for resolving past violations and instituting necessary oversight.
- VI. Internal investigation requires independent outside counsel and Board supervision.

I have also attached several documents for reference:

- Excerpts from the American Bar Association's *Model Rules of Professional Conduct* and Association of Corporate Counsel *Internal Investigations* outlining best practices for internal investigations in light of conflicts of interest
- Contract authorization documents corroborating the need for committee review
- Internal solicitation documents contradicting Staff assertions that the solicitation timeline prevents committee review.

I. Staff and Chair Have Made No Effort to Implement Board-Approved Term Limits

Despite clear Board direction to implement term limits in [April 2025 \(p. 77\)](#), the Chair and Staff have not undertaken any efforts to initiate succession planning. While [Staff indicated](#) the selection of a chair would typically occur at the first meeting of the year, the Committee failed to agendize selection of a new chair at the [first](#), [second](#), or [third](#) Technical Committee meetings in 2026.

Concerningly, given the Chair's three years of service (first appointed [December 2022](#)), the General Counsel [identified the Chair role as being technically vacant](#) at the March meeting due to the new term limits – an alarming conclusion in the context that the Chair may still be taking actions under lapsed delegation from his prior position. In lieu of remedying this serious gap and agendizing the selection of a new chair, the Chair and Staff have focused their efforts on subverting board direction on term limits to facilitate a fourth year for the current Chair, which was agendized in lieu of Chair selection and the February and March meetings.

I. The Committee Has Failed to Conduct its Core Responsibility to Oversee Medium-term Contracts as Required by R.2020-04 Under the Current Chair.

The Technical Committee is the most critical working committee of MCE, responsible for overseeing the numerous medium-term contracts MCE enters into in any given year. Under R.2020-04, the Chair is required to consult with the committee prior to authorizing contracts jointly with Staff – under Brown Act rules, the Chair can only consult with the committee at agendized meetings.

This reality requires constant engagement between the Chair and Committee at agendized meetings to consult on new contracts. In practice, the Chair and Committee have met only 13 times in 39 months – 20 regular meetings were canceled and 6 meetings were conducted without the Chair present. While I have deep empathy for personal affairs which may pull one away from professional responsibilities, this is not a functional or acceptable framework for the most important working committee through which the majority of a public agency's nearly \$800 million annual budget must flow for review and approval.

II. New Documents Corroborate Systemic Violations of R.2020-04 by Chair and Staff Which Remain Unaddressed

Under the Technical Committee Chair’s leadership and oversight, MCE has systematically failed to implement the consultation and authorization requirements of Board Resolution R.2020-04, which require the Technical Committee Chair and Staff to consult with the Committee on medium-term contracts. I shall not repeat the [details of this issue](#) here given that the basic facts are [not in dispute](#) – that no consultation was performed on specific contracts and that, at times, non-designated board members inappropriately executed contracts. These non-disputed facts affirm the conclusion that the bounds of delegated execution authority have been routinely breached, a conclusion that any functional organization would immediately address through formal action.

However, it is worth providing additional context which has recently come to light which extensively corroborates awareness of Staff that required consultation was avoided. Specifically, recently released contracts uniformly denote the requirement for “Committee Review” in the authorization chain for medium-term contracts – a requirement the documents indicate was not fulfilled across any of the numerous authorization chains released.

Review Owner	Review Department/ Comments	Sign Off/Date	Approval Record
Vidhi Chawla	Procurement/Commercial	6/12/24	VC
John Dalessi (PEA)	Technical Review	6/12/24	JD
Steve Hall	Legal	5/31	SH
Garth Salisbury	Credit/Financial	6/12/24	GS
Vicken Kasarjian	COO	6/12/2024	VK
Approval authority: <u>Short Term (12 months or less)</u> <input checked="" type="checkbox"/> <u>Medium Term (greater than 12 months and less than or equal to 5 years)</u> <input type="checkbox"/> Committee Review, Date _____ <input type="checkbox"/> Board Chair <u>Long term (greater than 5 years)</u> <input type="checkbox"/> Ad Hoc Contracts Committee, Date _____ <input type="checkbox"/> Board Approval, Date _____			

Authorization Chain Identifying Missing Committee Review, June 2024 Transaction with Shell Energy North America¹

Among other examples, the authorization chain above is exemplary of the required yet bypassed *Committee Review* enshrined in MCE’s internal documents. The transaction is a three year, \$9 million purchase from Shell Energy North America for carbon-free energy, primarily from out-of-state hydroelectric dams, including several suppliers which have been notably associated with “green-for-brown” resource shuffling swaps. While contract terms are redacted, it is likely that this transaction is strictly for attributes, not energy, with the seller scheduling resources and retaining energy revenues, in which case the \$9 million expenditure bought nothing more than a voluntary marketing claim.

¹ See Attachment: Shell Energy North America June 12, 2024 Carbon Free Attributes Contract Authorization Email Chain

Staff and the Technical Committee Chair executed the contract despite the lack of consultation required for authorization under R.2020-04. Had Staff perceived, as the internal investigation [asserted \(p. 66\)](#), that Committee Review was implemented through its three-minute annual report, these authorization chains would be expected to denote that such consultation had occurred on the date of the annual report.

It is perhaps worth briefly addressing the theory that the existence of an Integrated Resource Plan or similar document satisfies the need for consultation on individual contracts, as has been [presented \(p. 66\)](#) by Staff as an implausible defense of past behaviors. It is correct that R.2020-04 limits delegated authority to contracts which are consistent with a “resource plan and/or budget” (Section C) – yet it is plain in the structure of R.2020-04 that this overarching alignment requirement cannot be construed to meet the further, specific direction to review the contract through “consultation with the appropriate committee” (Section C.2). A plain reading of this resolution, as it would have been understood by the Board in its adoption, cannot be construed to waive the specific consultation requirement in one section through the adherence to the general requirement of another section.

It is unclear why Staff’s internal investigation did not uncover these extensive internal documents corroborating concerns when asserting that R.2020-04 could be read as being satisfied through brief annual reports on general market products.

III. Staff Justifications For Non-Consultation Are Contradicted by Internal Documents Which Were Not Disclosed in Report to the Board

It is unclear whether these process violations are occurring for the sake of expedience or to obscure from the Board and public the controversial products which flow through the Technical Committee, which include fossil hedges, natural gas capacity contracts, and attributes associated with resource shuffling concerns. While staff have identified expedience as a justification for bypassing the consultation process, it is clear from other released documents that MCE has broad latitude regarding the timeline for solicitation and execution, a weeks-long process which could easily accommodate committee review².

In the case of the 2024 Shell transaction, MCE’s internal review process was well underway when the Technical Committee met on [June 7, 2024](#) – it had been finalized and approved by the legal team on May 31 and was executed shortly after on June 12, setting the June 7 meeting as a prime opportunity for consultation. However, there is no mention of the transaction in either the [agenda packet](#) or the [meeting minutes](#). The Chair was absent, precluding any consultation with the Committee prior to his execution of the contract on or around June 12. Brown Act rules would have prevented consultation with the Committee outside of the agenda meeting.

Separately, Staff have rationalized non-consultation based on the concept of market sensitivity. This too fails under scrutiny: as noted below, Technical Committee minutes through 2020 routinely reference discussion of pending multiyear transactions. For example, the [September 3, 2020 CEO report](#) discusses pending multiyear carbon-free energy transactions with Morgan Stanley and Brookfield which mirror the 2024 Shell Energy transaction which received no consultation. It is unclear precisely when or why these reports to the Technical Committee ceased – [R.2020-04](#) has identical delegation language for 1-5 year contracts as [R.2018-03](#), which it replaced in 2020.

² See Attachments: RFO Timeline Materials

- MCE will be conducting two power supply purchases in the coming weeks;
 - Brookfield Energy Marketing, for Large Hydroelectric energy for 2021-2024
 - Morgan Stanley, for Large Hydroelectric energy for 2021-2024

- Upcoming multi-year transactions requiring Board Chair counter-signature:
 - PCC1 bundled renewable energy for 2020-2021 with SoCal Edison
 - Fixed hedge solicitation for 2020-2024

- Multi-year resource adequacy transactions are being prepared for 2021 and 2022 with NRG and Direct Energy, with the possibility of additional transactions with PG&E and So-Cal Edison.

**Minutes Referencing Consultation with Technical Committee on
Medium-Term Contracts, [July](#), [September](#), [October](#) 2020**

It is unclear why Staff’s internal investigation did not uncover this past practice when asserting that consultation with the committee on specific contracts would raise a series of logistical and confidentiality concerns.

V. The Chair Has Not Presented a Vision for Resolving Past Violations and Instituting Necessary Oversight

Despite these revelations, the Technical Committee Chair has not presented a leadership vision for either review or remedy of the situation. There has been no deep interrogation of past practices, no call for independent legal review, and no vision to move the committee forward into a place of function and efficacy, a vision I presented in my [March 6 memo](#).

In lieu of a vision for reform, the Chair has enabled MCE Staff in bringing forth a [weak, conclusory report](#) which, while corroborating all the facts, asserts a puzzling and seemingly incomplete legal analysis largely focused on justifying past behavior. The General Counsel’s report to the board presents none of the nuance which might be expected of one’s counsel in advising its client, the Board, provides none of the contradictory documentation which has since come to light, and fails to provide any disclosure regarding the potential conflict of interest inherent in the internal investigation framework. Perhaps most concerning, despite concluding an absence of legal risk, the [General Counsel admonished](#) Board members against discussing the content of the memo or asking questions about its conclusions, as such discussion might elevate the risk the memo sought to wish away.

Why did Staff’s internal investigation fail to identify the internal documents which contradict their assertion that contract-specific consultation is not required? Why did the internal investigation fail to identify past consultation on specific contracts with the Technical Committee prior to 2020? Why did Staff’s framing of the issue identify non-existent timeline issues for contract review?

While resolution of the initial violation requires urgent attention, the Board – and its Governance Review – may merit equivalent focus on these serious issues with the internal review.

VI. Internal Investigation Requires Independent Outside Counsel and Board Supervision

While the breach of protocol resulting in potentially dozens of contracts executed outside of delegated authority is a serious issue, the conflicted and biased report from the General Counsel to the Board is a more alarming red flag for the integrity of the agency’s core governing construct – the relationship between Board and Staff.

That the General Counsel and Management were both involved in, and subjects of, the internal investigation presents an inherent conflict of interest – a conflict which should have been disclosed to the

Board in the process of scoping, executing, and discussing the internal investigation. This is precisely the sort of internal conflict of interest situation which leads many organizations in similar circumstances to initiate an *independent investigation* not led or supervised by individuals directly involved.

Recognizing the Board may have limited experience with best practices for internal investigations, I offer here two useful references: the *Model Rules of Professional Conduct*, a set of guidelines developed by the American Bar Association; and *Internal Investigations*, an extensive guide developed by the Association of Corporate Counsel, a professional association for in-house counsel for engaging with potential internal violations. Each of these references specifically address the challenges inherent in investigating an internal issue which involves Management or in-house counsel, or their colleagues or subordinates, as they relate to conflict and independence in an internal investigation. All of those issues are present in the current predicament.

First, the ABA's Model Rules of Professional Conduct provide critical guidance on *Conflict of Interest (Chapter 1.7)* and *Organization as Client (Chapter 1.13)*, which provide effective recommendations for this situation. The Model Rules provide a useful framework for assessing the potential for conflict and obtaining informed consent from both affected clients, and specifically identify that conflicts may arise *internally within an organization* when interests may be disparate or misaligned between internal constituents, for example, between the Board and Staff in the investigation of potential violations of authority delegated by one to the other.

Second, the ACC's *Internal Investigations* guidebook provides critical guidance on the circumstances under which an independent investigation should be led by board or management and when in-house counsel or outside counsel is warranted. The report clearly identifies two circumstances which are present in this case – that in-house counsel, or its subordinates or colleagues, are a subject of the investigation, and that the allegations or suspected misconduct involve management. In both cases, the report recommends mitigating potential conflicts through independent counsel (if in-house counsel is conflicted) and supervision by the Board (if management is conflicted). While these recommendations may appear to be obvious, I repeat them here in the context that their sage advice has not yet been followed.

From an internal conflicts perspective, it remains ambiguous on whose behalf MCE's internal investigation was conducted, and there have been no disclosures to differentiate the competing interests of Staff and Board in this matter. It is unclear if or when MCE's General Counsel sought informed consent from the Board regarding the inherent conflict between the Board and Staff. Similarly, it is unclear if or when the General Counsel contemplated the conflict inherent in investigating implementation of board policy implemented by her supervisor, the CEO, and reviewed for legal compliance by herself and her subordinates. As these conflict checks do not appear to be forthcoming from Staff, they should be demanded by the Board.

Recommendations: Affirm Term Limits and Demand Robust Oversight

There are several actions the Board can implement to move effectively move through this challenging situation and establish the Technical Committee as a functional working committee overseeing agency operations. I urge the MCE Board to take the following actions:

1. Decline to consider extension of the current Technical Committee Chair's term limits; table this item or reject it if it is brought forward for a vote; direct the Committee to select a new Chair consistent with the April 2025 resolution.
2. Direct the Technical Committee to develop a robust consultation framework policy consistent with R.2020-04 which appropriately balances consultation with confidentiality to be formally adopted by the Committee and noticed to the Board as an informational item. *See detailed recommendations included in [March 6 memo](#).*

3. Initiate a robust legal review led by outside counsel and overseen by the MCE Board to assess, document, and propose remedies for past violations of R.2020-04. *See detailed recommendations included in [February 18 memo](#).*
4. Direct Staff to include relevant perspectives, concerns, and votes in board items originating in committees; prohibit the use of the consent calendar for controversial or non-unanimous items originating in committees.

Thank you for your service representing our communities. Your work on the Board and Technical Committee is critical for the long-term health and success of this agency.

Sincerely,

A handwritten signature in black ink, appearing to read "Nick Pappas", with a stylized flourish extending to the right.

Nick Pappas

MCE Customer, San Anselmo

Attachment: Excerpts from American Bar Association Model Rules of Professional Conduct and Association of Corporate Counsel Guide on Internal Investigations

Excerpts – American Bar Association Model Rules of Professional Conduct:

Chapter 1.7 – Conflict of Interest

[2] Resolution of a conflict of interest problem under this Rule requires the lawyer to: 1) clearly identify the client or clients; 2) determine whether a conflict of interest exists; 3) decide whether the representation may be undertaken despite the existence of a conflict, i.e., whether the conflict is consentable; and 4) if so, consult with the clients affected under paragraph (a) and obtain their informed consent, confirmed in writing. The clients affected under paragraph (a) include both of the clients referred to in paragraph (a)(1) and the one or more clients whose representation might be materially limited under paragraph (a)(2).

Chapter 1.13 – Organization as Client

(f) In dealing with an organization's directors, officers, employees, members, shareholders or other constituents, a lawyer shall explain the identity of the client when the lawyer knows or reasonably should know that the organization's interests are adverse to those of the constituents with whom the lawyer is dealing.

Excerpts – Association of Corporate Counsel Internal Investigations Guidebook:

Choosing the Investigator – In-House Counsel or Outside Counsel? (p. 14)

“Notwithstanding these benefits, it is sometimes in the best interests of the company to rely on outside counsel. Outside counsel may be perceived to be more independent and objective because they are less involved with the company’s programs and personnel. This is especially true when the activities of in-house counsel’s colleagues may be the subject of the investigation, or when business decisions that involved in-house counsel are examined.”

Supervision: Management or Board? (p. 13)

“In some cases, the decision about who should supervise the internal investigation flows directly from the reasons for conducting the investigation. If the allegations or suspected misconduct triggering the internal investigation involve management, then management should not be in charge of the investigation. An investigation carried out by management in such situations is not likely to be considered credible.”

Attachment: Shell Energy North America June 12, 2024 Carbon Free Attributes Contract Authorization Email Chain

requesting approval and signatures to buy 2025-2027 carbon-free energy from Shell

From: CB Hall <chall@mccleanenergy.org> Fri, Jun 14, 2024 at 2:09 PM PDT (GMT-07:00)
 To: Dawn Weisz <dweisz@mccleanenergy.org>; <dmurphy@ci.pinole.ca.us>
 Cc: Vicken Kasarjian <vkasarjian@mccleanenergy.org>; Vidhi Chawla <vchawla@mccleanenergy.org>; Catalina Murphy <cmurphy@mccleanenergy.org>; Jessica Brooks <jbrooks@mccleanenergy.org>

Good afternoon Dawn and Chair Murphy,

Attached for your review and approval is a partially-executed confirmation for MCE to buy [REDACTED] MWh/year of carbon-free energy for 2025 through 2027 at [REDACTED]/MWh from Shell Energy North America. MCE currently has significant open positions for carbon-free energy: [REDACTED] This transaction will thus help MCE chip away at those open positions. The total notional value for this transaction is \$8,931,000.

This transaction has been approved by Vidhi Chawla, John Dalessi, Steve Hall, Garth Salisbury and Vicken Kasarjian, as shown in the approval matrix pasted below.

Jesica will be following up with a DocuSign request for your signatures.

Thank you very much,
 CB

CB Hall
 Sr. Power Procurement Manager
 Marin Clean Energy
 Cell Phone: 415-446-8634
chall@mccleanenergy.org

Review Owner	Review Department/ Comments	Sign Off/Date	Approval Record
Vidhi Chawla	Procurement/Commercial	5/12/24	VC
John Dalessi (PEA)	Technical Review	5/12/24	JD
Steve Hall	Legal	5/31	SH
Garth Salisbury	Credit/Financial	5/12/24	GS
Vicken Kasarjian	COO	5/12/2024	VK
Approval authority: <input type="checkbox"/> Short Term (12 months or less) <input checked="" type="checkbox"/> Medium Term (greater than 12 months and less than or equal to 5 years) <input type="checkbox"/> Long term (greater than 5 years) <input type="checkbox"/> Committee Review, Date _____ <input type="checkbox"/> Board Chair			

Attachment: 2024 Website Draft Identifying Internal Control Over Solicitation and Execution Timeline

MAIN WEBSITE CONTENT:

2025-2027 PCC1 Request for Offers (RFO)

Marin Clean Energy is issuing an RFO seeking Renewable Energy Power Content Category 1 (PCC1) to meet its near-term objectives in 2025, 2026 and 2027 beginning April __, 2024 through April ____, 2024. Please look at the solicitation documents on the far right of this webpage for more information on the solicitation, including the product MCE is seeking and the offer form.

RFO Launch	April ____, 2024
Offers Due	April ____, 2024 at 5pm PDT
Participants Notified of Selection	____, 2024 (Target)

Please submit any questions regarding this solicitation to Procurement@mcecleanenergy.org.

If you would like to be notified about future solicitations, please fill out the RFO interest form under “Ad Hoc RFOs” below.

Attachment: 2023 RFO Timeline Identifying Internal Control of Solicitation and Execution Timeline

Worksheet: **Timeline**

Item	Date	Status	Notes
1 Approve solicitation documents		Complete	David, Paul and Anne-Reed
2 Finalize distribution list		Complete	Paul & David
3 Firm targets for RFO		Complete	Jonnie can support, but will finalize initial #s on 12/22 to share with Lindsay
4 Update website		Complete	Anne-Reed submitted to PA team on 12/22
5 Send teaser email.	1/3/2023	Complete	Paul & AR
6 Send email to distribution list	1/9/2023	Complete	Paul & AR
7 Launch RFO	1/9/2023	Complete	
8 Update website for launch	1/9/2023	Complete	Paul & AR
9 Reminder Email	1/17/2023	Complete	Anne-Reed to draft and send
10 Monitor Inbox	1/9 - 1/23	Complete	Anne-Reed responsible
11 Offers due	1/20/2023	Complete	By 5pm
12 Compile Offers	1/24/2023	Complete	Anne-Reed responsible
13 Internal offer review meeting	1/23/2023	Complete	Anne-Reed scheduled with internal team
14 David to call counterparties & general market	TBD		To be determined at 1/23 Meeting, dependent on bids received
15 Notify participants of selection status (target)	1/27/2023		
16 Contract Execution (target)	2/10/2023		
17 (Insert execution process)	TBD		Dependent on bid selections
18			
19			
20			
21			
22			
23			
24			
25			
26			
27			