QUESTIONS AND RESPONSES FOR
MCE RFP 2026-01 GOVERNANCE ASSESSMENT SERVICES

Questions are listed in the order received.

Q1: Attachment A, Section 3.0 "Maximum Cost to MCE" implies there is a cap, and Exhibit B states that "In no event shall the total cost to MCE for services provided herein exceed the maximum sum of $,000 for the term of this agreement." Can you clarify if there is a not-to-exceed for this contract?
The template contract form is referenced in section III(i) of the RFP:

- Contract Terms: Review MCE's Standard Form Agreement (Attachment A) with your Legal department. If Respondent requires any deviations from MCE's standard contract terms listed in Attachment A, Respondent must provide a redline with requested edits or list the terms where Respondent will require an edit with sufficient detail explaining the need for such an edit.

All MCE standard form agreements have a not-to-exceed (NTE) value. The language and the value of "$,000" are placeholders in the template contract that will be filled out by value of the winning bid upon completion of contract negotiations. It should not be construed as a limit set upon bidders for the RFP.

Q2: Will the audited or draft March 31, 2026 financial statement be available for review during the May 2026 time period?
Draft financial statements, inclusive of the March 2026 period (fiscal year close), may be available June 2026, with audited financials published in the fall.

Q3: How important is a California-based presence to MCE, relative to demonstrated experience serving nonprofit organizations in the state?
Evaluation criteria are outlined in section IV of the RFP. California-based presence is not one of the criteria for evaluation.

Q4: Some recommendations may have legal and structural implications. Should we assume MCE's general counsel will serve as the primary legal advisor, or do you expect the selected firm to bring that capability?
MCE will provide legal advisory capability through internal and external resources.

Q5: Can Marin Clean Energy confirm whether the base engagement is limited to the board of directors and standing committees, or whether it also includes executive leadership decision making and internal governance interfaces with staff?
Consultant may be expected to gather input from board members, board committees, staff, key stakeholders, and relevant external benchmarks.

Q6: Marin Clean Energy identify the priority governance issues it wants this assessment to address, such as board size and composition, committee role clarity, delegation of authority, communication between board and staff, meeting effectiveness, or representational balance?
The Board discussion on this matter was held on January 15, 2026. The packet materials for this meeting may be found here. The recording for this meeting can be found here, with the discussion on governance assessment starting at minute mark 2:39:55.

All meeting materials and available recordings from past meetings may be found on the MCE webpage at the following address: https://mcecleanenergy.org/board-meetings/

Q7: Can Marin Clean Energy confirm the expected number and mix of interviews, including board members, alternate members, committee members, executive staff, and external stakeholders?
This information may be determined by the consultant based on initial findings through information gathering.

Q8: Can Marin Clean Energy clarify the level of board engagement expected before final recommendations, including whether it wants workshops, facilitated discussions, retreat support, or only review of draft findings?
This information to be determined by the consultant as outlined in the RFP section II(a).

Q9: Can Marin Clean Energy identify any target board meetings, retreat dates, or decision milestones that should drive the work plan, sequencing, and level of interim support?
MCE's Board of Directors typically meets on the third Thursdays of the month at 6:30pm with an established ending time of 10:00pm. The dates of these potential meetings for the remainder of 2026 are as follows:

- May 21, 2026
- June 18, 2026
- July 16, 2026
- August 20, 2026
- September 17, 2026
- October 15, 2026
- November 19, 2026
- December 17, 2026

In addition, MCE's Board of Directors hosts a special meeting for its board retreat annually, typically in the fall. The date for the 2026 board retreat has yet to be determined.

Decision milestones that should drive the workplan, sequencing, and level of interim support will be determined by the consultant as indicated in the RFP section II(a)(iiv).

Q10: What budget has Marin Clean Energy allocated for this study, and does Marin Clean Energy want separate pricing for the base governance assessment and the optional organizational review?
MCE's Board of Directors elected to not allocate prescribed cost for this study and will review all bidders per the evaluation criteria outlined in section IV of the RFP. Please indicate pricing for the optional organizational review separate from the base governance assessment.

The Board discussion on this matter occurred on March 19, 2026. The recording for this meeting can be found here, with the discussion on this RFP and how to allocate budget starting at minute mark 2:11:10.

Q11: Due Date. Is it possible for MCE to allow more time for us to consider its answers and adjust our proposal before submittal, either by providing answers to the questions sooner than April 27 or by extending the proposal due date?
The timeline for questions, responses, and bids is outlined in the RFP.

Q12: Qualifications. What technical expertise in energy markets and/or utilities is expected as part of the proposed team and how will that be evaluated?
Please highlight any technical expertise in energy markets and/or utilities on your proposal, including experience working with energy providers or utilities. While this is a criterion for evaluation, it is not the sole criteria and lack of experience in this area is not disqualifying.

Q13: Engagement. What is the approximate number of "key stakeholders" that MCE would expect to gather input from for the assessment?
This information will be determined by the consultant based on initial findings.

Q14: Project Coordination. Will there be a designated project task force or working group of Board members and staff to guide and coordinate the effort?
At its January 16, 2026 regular meeting, the MCE Board of Directors formed an Ad Hoc Governance Assessment Committee consisting of four board members as a working group to guide and coordinate the governance assessment process.

Presently, Justine Parmelee, VP of Internal Operations, has been assigned as a staff liaison to support the consultant and the Ad Hoc Governance Committee with scheduling, document access, coordination, and other administrative tasks.

Q15: Project Schedule. Are there key milestones, Board meetings, or decision points that should inform the proposed schedule?
MCE's Board of Directors typically meets on the third Thursdays of the month at 6:30pm with an established ending time of 10:00pm. The dates of these potential meetings for the remainder of 2026 are as follows:

- May 21, 2026
- June 18, 2026
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In addition, MCE's Board of Directors hosts a special meeting for its board retreat annually, typically in the fall. The date for the 2026 board retreat has yet to be determined.

Decision milestones that should drive the workplan, sequencing, and level of interim support will be determined by the consultant as indicated in the RFP section II(a)(iiv).

Q16: Work Samples. What types of work samples is MCE seeking in the proposal and how will they be considered in the evaluation?
Bidders may submit any work samples they deem helpful in the selection process.

Q17: Work Samples. Is it acceptable to put work samples in an Appendix to the proposal?
Yes.

Q18: Price. Should the information provided in Price (item III.d.) be the total cost of the proposal or the billing rates for staff and expenses?
Please include a total cost as well as a breakdown of proposed labor hours. These may be combined in one section of the proposal if clearly delineated.

Q19: Price and Labor Hours. Is it acceptable to combine Price and Breakdown of Proposed Labor Hours (III.g.) into one section of the proposal?
Please include a total cost as well as a breakdown of proposed labor hours. These may be combined in one section of the proposal if clearly delineated.

Q20: Please confirm your proposed timeline for completing the scope of work outlined in this RFP?
Consultants may submit their estimated timeline per section III(c) of the RFP.

Q21: Do you anticipate using the same consultants for any future related analytical needs?
Potentially; however, this cannot be determined at this time.

Q22: Does MCE have priority focus areas for the governance assessment?(e.g., board size, committee effectiveness, decision-making authority, staff/board roles)?
The MCE Board of Directors discussed the governance assessment process and RFP at regular meetings held on January 16, 2026 and March 19, 2026. Recordings and timestamps for these discussions are below:

- January 16, 2026 – Formation of an Ad Hoc Governance Assessment Committee and discussions about goals and outcomes. The recording for this meeting can be found here, with the discussion on governance assessment starting at minute mark 2:39:55.
- March 19, 2026 – Approval of the draft RFP and discussion about RFP elements. The recording for this meeting can be found here, with the discussion on this RFP and how to allocate budget starting at minute mark 2:11:10.

Q23: Are there existing governance assessments, audits, or strategic reviews that should be considered as inputs?
Formation documents that may be considered as inputs are publicly available on the MCE website here: https://mcecleanenergy.org/keydocuments/.

Q24: What are MCE's expectations for interview participation—should interviews include every Board member individually, be conducted by committee via focus groups, include targeted interviews with key staff, or some combination of the three?
This information will be determined by the consultant as outlined in the RFP section II(a).

Q25: Do respondents need to align their proposals with the structure and flow outlined in the RFP, or are respondents permitted to reorganize the proposal flow so long as all required elements are included?
Bidders may organize the proposal at their discretion. Qualified bids must have all required elements included.

Q26: What prompted the Board's decision to undertake this governance assessment at this time (e.g., growth, board size, complexity, recent challenges, future strategic shifts)?
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Q27: What would constitute a successful outcome of this engagement from the Board's perspective one year after completion?
Consultant may ask this question of stakeholders during initial input gathering outlined in the RFP section II(a)(i).

Q28: Are there specific governance topics or concerns the Board is most interested in exploring (e.g., board size and structure, committee effectiveness, delegation of authority, decision speed, onboarding of board members)?

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- January 16, 2026 – Formation of an Ad Hoc Governance Assessment Committee and discussions about goals and outcomes. The recording for this meeting can be found here, with the discussion on governance assessment starting at minute mark 2:39:55.
- March 19, 2026 – Approval of the draft RFP and discussion about RFP elements. The recording for this meeting can be found here, with the discussion on this RFP and how to allocate budget starting at minute mark 2:11:10.

Q29: Are there known governance concerns or stakeholder issues that prompted this assessment that proposers should account for in engagement planning?

The MCE Board of Directors discussed the governance assessment process and RFP at regular meetings held on January 16, 2026 and March 19, 2026. Recordings and timestamps for these discussions are below:

- January 16, 2026 – Formation of an Ad Hoc Governance Assessment Committee and discussions about goals and outcomes. The recording for this meeting can be found here, with the discussion on governance assessment starting at minute mark 2:39:55.
- March 19, 2026 – Approval of the draft RFP and discussion about RFP elements. The recording for this meeting can be found here, with the discussion on this RFP and how to allocate budget starting at minute mark 2:11:10.

Q30: Are there stakeholder groups for whom engagement will require specific protocols (e.g., elected officials, advocacy groups, regulators)?
All communications with a quorum of committee or board members must be in compliance with California Government Code 54950 et seq., known as the Ralph M Brown Act which has certain noticing and accessibility requirements; additionally, any other California laws applicable to public entities may also require specific protocols. Consultant may consult with MCE legal resources or MCE's staff liaison for guidance in this area.

Q31: Will MCE provide communications guidance for outreach to stakeholders where public or political sensitivities may exist?
See Q30 response. Additionally, MCE has certain branding standards that apply to MCE outside communications.

Q32: How does MCE anticipate using the final recommendations (e.g., policy revisions, bylaw updates, board training, structural changes)?
Final recommendations may be used to drive policy revisions, updates to MCE's Operating Rules & Regulations (equivalent of bylaws), board training, and/or structural changes (which may requirement amendment of Joint Powers Agreement, equivalent of articles of incorporation).

Q33: How does MCE intend to use the final report and recommendations (e.g., internal governance improvement vs. public policy reform or structural change)?
Final recommendations may be used to drive internal governance improvements and/or structural changes.

Q34: Will consultant deliverables be used in:

- **Board decision-making?**
- **public meetings?**
- **Regulatory filings?**
- **litigation or investigative contexts?**

Consultants may expect their work product to be presented and made publicly available in open board meetings and meeting packets, and published to the MCE

website. Consultants may expect their deliverables to be used in board decision-making.

It is not anticipated that deliverables will be used in regulatory filings or litigation/investigative contexts.

Q35: Will any portion of the consultant's work product be incorporated into public communications or media materials?

Consultants may expect their work product to be presented and made publicly available in open board meetings and meeting packets, and published to the MCE website.

Q36: Are there any governance areas that MCE considers explicitly out of scope for this engagement?

There are no governance areas in particular that MCE considers explicitly out of scope for this engagement, although all governance areas and guidance must be in compliance with MCE's formation documents (Joint Powers Agreement), Joint Exercise of Powers Act, and other applicable laws for public entities. Meetings of MCE's Board to discuss recommendations must be conducted in compliance with California Government Code 54950 *et seq*., known as the Ralph M Brown Act. Consultant may consult with MCE legal resources or MCE's staff liaison for guidance in this area.

Q37: Does MCE expect equal depth of review across the Executive, Finance, and Technical Committees, or are certain committees a higher priority?

Consultant should plan to make a recommendation regarding depth of review based on initial findings.

Q38: Should governance practices related to alternate board members be included in the assessment?

Governance practices related to alternate board members may be determined by the consultant as to the level of inclusion in the assessment.

Q40: To what extent should the assessment examine interactions between governance and management operations versus staying primarily board-focused?
Consultant may make a recommendation based on initial findings.

Q41: Does MCE expect engagement with stakeholders outside of the Board and staff (e.g., member jurisdictions, regulators, or community partners)?
Consultant may elect to engage with key stakeholders outside of Board and staff based on preliminary findings.

Q42: Are there any public-record sensitivities consultants should be aware of in collecting feedback?
All deliverables are considered public records and as a public agency, MCE is subject to California Public Record Act requests. Furthermore, all discussions with MCE's Board must be conducted in open meetings in compliance with California Government Code 54950 *et seq*., known as the Ralph M Brown Act. Certain discussions that implicate personnel matters may be confidential. Consultant may wish to consider consulting with MCE legal resources or MCE's staff liaison prior to conducting one-on-one interviews or otherwise collecting information.

Q43: Does MCE expect interim updates, briefings, or draft materials before presentation of preliminary findings to the Board?
Cadence of updates and briefings to the board may be negotiated with the winning bidder as part of the contracting process.

Q44: Is implementation support expected beyond delivery of the final report and governance toolkit?
This cannot be determined at this time.

Q45: Will the consultant be expected to:

- **Participate in reform planning?**
- **Respond to stakeholder feedback?**
- **present findings in public session?**

Consultant may be expected to participate in reform planning and respond to stakeholder feedback. Consultant is expected to present findings in public meetings.

Q46: Are there preferred formats or levels of detail for the final report and action plan (e.g., executive summary vs. technical appendix)?
Formats for the final report and action plan are at the discretion of the consultant.

Q47: Is the final presentation expected to occur during a public board meeting, workshop, or retreat?
Presentations are required to be delivered in meetings open to the public, which could be at a regular meeting of the MCE Board of Directors or at a special meeting, such as a public workshop or a retreat.

Q48: Does MCE have a desired target date or fiscal milestone by which the core assessment should be completed?
Bidders may submit their estimated timeline per section III(c) of the RFP.

Q49: If respondents propose a phased approach, does MCE anticipate authorizing additional phases immediately, or only after review of Phase 1 results?
This is an element of contract negotiation.

Q50: Are there known Board or committee meeting schedules or blackout periods respondents should consider when proposing timelines?
MCE's Board of Directors typically meets on the third Thursdays of the month at 6:30pm with an established ending time of 10:00pm

MCE's standing committee meeting schedules are as follows. Note that MCE's standing committees do not have an established ending time, but estimated length of meetings is included below:

- Executive Committee, first Mondays of the month at 12:00pm (~2 hours)
- Finance Committee, fourth Thursdays of the month at 10:00am (~1.5 hours)
- Technical Committee, first Fridays of the month at 10:00am (~2 hours)

Q51: Is there an anticipated budget range for the base scope of work that respondents should be aware of?
MCE's Board of Directors elected to not allocate prescribed cost for this study and will review all bidders per the evaluation criteria outlined in section IV of the RFP.

The Board discussion on this matter occurred on March 19, 2026. The recording for this meeting can be found here, with the discussion on this RFP and how to allocate budget starting at minute mark 2:11:10.

Q52: Will MCE designate a primary project liaison and support resources to facilitate scheduling, document access, and coordination?
Presently, Justine Parmelee, VP of Internal Operations, has been assigned as a staff liaison to support the consultant and the Ad Hoc Governance Committee with scheduling, document access, coordination, and other administrative tasks.

Q53: Has there been an assessment of board and committee practices within the past three years?
There has not been a formal assessment of board and committee practices within the past three years.

The Executive Committee held a workshop at a special meeting November 21, 2024 which informed some governance changes to its own structure, approved in a regular

meeting of the committee on December 4, 2024. Materials and minutes for these meetings can be accessed via the links below:

- November 21, 2024
  - Packet
  - Minutes
- December 4, 2024
  - Packet
  - Minutes

Please note that MCE committee meetings were not recorded as a practice until August 2025, so video recordings do not exist for these meetings.

Q54: Does the board perform annual member evaluations?

No.

Q55: Does the board conduct annual assessment of its bylaws?

No. The Board does not currently have bylaws. The Board does have Operating Rules and Regulations and a Joint Powers Agreement, which are available on MCE's website here: https://mcecleanenergy.org/keydocuments/. The Board may assess its policies and governing documents at any time, although it is not a prescribed or required annual assessment.