



**MINUTES OF THE VALLEY CLEAN ENERGY ALLIANCE
BOARD OF DIRECTORS REGULAR MEETING
THURSDAY, FEBRUARY 12, 2026**

The Board of Directors of the Valley Clean Energy Alliance duly noticed their regular meeting for Thursday, February 12, 2026 at 5:30 p.m. to be held at City of Davis Community Chambers located at 23 Russell Boulevard, Davis, California 95616. Board Chair Babu Vaitla established that there was a quorum present and began the meeting at 5:32 p.m.

Board Members Present: Babu Vaitla, Tania Garcia-Cadena, Lucas Frerichs, Tom Stallard, Sheila Allen, Albert Vallecillo (Alternate City of Winters, departed meeting at 6:10 p.m.), Donna Neville

Attending Remotely: Board Vice Chair Jesse Loren

Members Absent: Richard Casavecchia

Item 1: Welcome and Approval of the Agenda
Chair Vaitla welcomed everyone and roll called the Board Members present to establish a quorum recognizing Director Jesse Loren who was attending remotely. Director Frerichs made a motion to approve the February 12, 2026 Agenda, seconded by Director Stallard. The Board Clerk called for a vote verbally with no vote from Vice Chair Loren. Motion passed by the following vote:

AYES: Vaitla, Garcia-Cadena, Frerichs, Stallard, Allen, Neville, Vallecillo (Alt.)

NOES: None

ABSENT: Casavecchia

ABSTAIN: None

Item 2. Receive 2025 Year-end review. (Information)
VCE's Chief Executive Officer Mitch Sears provided a brief introduction. VCE Staff Rebecca Kuczynski provided highlights from 2025 on customer care, marketing (social media), Customer Service Representative (CSR) interactions, Opt ups and opt downs, monthly interaction type, website analytics, and programs. VCE Staff Chad Curran reviewed VCE's power procurement portfolio and forecast of power and GHG-free resources. VCE Staff Edward Burnham reviewed finance highlights, rates and discounts, dividends for future discounts into 2026, adoption of the updated Reserve Policy, PPA Prepay transaction, Investment Grade Credit Rating with S&P, 2024 clean financial audited financials, compliance with All Debit (line of credit), power purchase covenants, and multi-year enterprise financial model. There were no written or verbal public comments.



The Board and Staff briefly discussed: an enterprise financial forecasting model tool, Indian Valley Power Purchase Agreement (PPA), and local resources. There were no written or verbal public comments.

Item 3. Election of Officers for 2026 (Action)

Chair Vaitla nominated Jesse Loren as Chair and Tania Garcia-Cadena as Vice Chair, motion was seconded by Director Neville. The Board Clerk called for a vote verbally with no vote from Vice Chair Loren. Motion passed by the following vote:

- AYES: Vaitla, Garcia-Cadena, Frerichs, Stallard, Allen, Neville, Vallecillo (Alt.)
- NOES: None
- ABSENT: Casavecchia
- ABSTAIN: None

Chair Loren informed those present that she has just cause to attend remotely due to a family emergency. Legal Counsel informed the Board Members present that they could via a motion and vote allow Chair Loren to attend remotely and vote on items as long as Director Loren met all the requirements to attend remotely, including that there was nobody in the room with her and that she kept her video and audio turned on the entire meeting. Director Loren informed those present that she meets all of the requirements to attend remotely.

Motion made by Director Frerichs to allow Chair Jesse Loren, who is attending remotely due to a family emergency, to vote during this Board meeting, motion seconded by Director Vallecillo (Alt.). The Board Clerk called for a vote verbally with no vote from Chair Loren. Motion passed by the following vote:

- AYES: Vaitla, Garcia-Cadena, Frerichs, Stallard, Allen, Neville, Vallecillo (Alt.)
- NOES: None
- ABSENT: Casavecchia
- ABSTAIN: None

Vice Chair Garcia-Cadena took over leading the Board meeting.

Item 4. Public Comment – General and Consent Items

There were no written or verbal public comments not on the agenda or on Consent.



CONSENT AGENDA

Items 5-17.
Approval of Consent
Agenda Items /
Resolutions 2026-
001 through 2026-
005

Motion made by Director Frerichs to approve the Consent agenda items, seconded by Director Neville. The Board Clerk called for a vote verbally. Motion passed by the following vote:

AYES: Vaitla, Garcia-Cadena, Frerichs, Stallard, Allen, Neville,
Vallecillo (Alt.), Loren

NOES: None

ABSENT: Casavecchia

ABSTAIN: None

The following items were:

5. Approved December 11, 2025 Board meeting Minutes;
6. Received 2026 long range calendar;
7. Received Treasurer's reports: A) October 31, 2025; B) November 30, 2025; and C) December 31, 2025;
8. Received legislative update provided by Pacific Policy Group;
9. Received January 2026 regulatory update dated February 4, 2026 provided by Keyes & Fox;
10. Received Community Advisory Committee (CAC) December 18, 2025 and January 22, 2026 meeting summaries and CAC Task Group 2025 Year-end reports;
11. Received Customer Participation update (4th Quarter 2025);
12. Approved VCE Employee Handbook updates as Resolution 2026-001;
13. Received annual Strategic Plan Report;
14. Adopted Resolution amending Resolution 2021-008 to modify the time and location for regular Board of Directors meetings as Resolution 2026-002;
15. Adopted Resolution designating VCE Officers for purposes of executing or verifying CPUC filings as Resolution 2026-003;
16. Ratified Consultant Agreement with First Principles for portfolio modeling services for VCE's Integrated Resources Plan (IRP) update as Resolution 2026-004; and,
17. Ratified Consultant Agreement with Gridtractor to assist VCE with dynamic rate design options for the Residential Dynamic Pricing Pilot project as Resolution 2026-005.

REGULAR AGENDA

Item 18. Approve participation in and authorize VCE to execute documents associated with VCE

VCE Staff Chad Curran provided an overview of CC Power's long duration storage project: Willow Rock.

(Alternate Board Member Albert Vallecillo departed at 6:10 p.m.)



participating in the CC Power long duration storage project: Willow Rock.
(Discussion/Action)
Resolution 2026-006

Staff and Board Members briefly discussed: timing of when VCE would start to pay for energy; how the Advance Compressed Air Energy Storage (A-CAES) works; location, acreage, and anticipated Megawatt production of project; and, risk to VCE on taking power from a project with this new technology. There were no written or verbal public comments.

Motion made by Director Vaitla to:

- 1) Authorize the Executive Officer to execute on behalf of Valley Clean Energy as a member of CC Power the following agreements and any necessary ancillary documents for the Willow Rock long duration storage (LDS) project with a delivery term of 20 years starting at the commercial operation date on or about July 1, 2030:
 - a. Project Participation Share Agreement between Valley Clean Energy, California Community Power and other participating CCAs
 - b. Buyer Liability Pass Through Agreement between Valley Clean Energy, California Community Power, and GEM A-CAES LLC.

This motion was seconded by Chair Loren. The Board Clerk called for a vote verbally. Motion passed by the following vote:

AYES: Vaitla, Garcia-Cadena, Frerichs, Stallard, Allen, Neville, Loren
 NOES: None
 ABSENT: Casavecchia, Vallecillo (Alt.)
 ABSTAIN: None

Item 19. Discuss and approve appointment to vacant Yolo County seat on the Community Advisory Committee.
(Discussion/Action)

Mr. Sears provided a brief introduction to this item. There were no written or verbal public comments.

Director Allen made a motion to appoint Mark Murray to the vacant County of Yolo seat (Class 2) on the Community Advisory Committee, with their term expiring in June 2026, seconded by Director Frerichs. The Board Clerk called for a vote verbally. Motion passed by the following vote:

AYES: Vaitla, Garcia-Cadena, Frerichs, Stallard, Allen, Neville, Loren
 NOES: None
 ABSENT: Casavecchia, Vallecillo (Alt.)
 ABSTAIN: None

Item 20. Board Member and Staff Announcements.

There were no announcements from the Board Members. Mr. Sears informed those present that VCE will have an event booth at the Almond Festival in Esparto on Sunday, February 22, 2026. He invited the Board to attend and stop by the booth.



Mr. Sears introduced VCE's newest employee, Daniel Alvarez, who is VCE's Customer Accounts & Programs Analyst working with VCE's Customer Care and Marketing team.

Mr. Sears informed those present that he and Mr. Curran presented information to UC Davis students at Director Vaitla's class and recently provided a case study at UC Davis' Graduate School of Management students. In addition, Mr. Sears and Ms. Kuczynski presented billing information to a UC Davis class.

Mr. Sears informed those present that CalCCA is sponsoring two (2) legislative bills related to: 1) Power Charge Indifference Adjustment (PCIA) data transparency and 2) Resource Adequacy (RA) transactability. Staff are monitoring Diablo Canyon legislation and drivers of PG&E rate growth.

Item 21.
Announcement /
Adjournment

Vice Chair Garcia-Cadena announced that the Board's next regular meeting is scheduled for Thursday, March 12, 2026 at the City of Woodland Council Chambers. It was announced that the Board will recess into Closed Session and that the Board anticipates no reportable action will be taken in Closed Session. There being no further business to discuss, the Board recessed at 6:40 p.m. into Closed Session.

Public Comment on
Closed Session Items

Chair Jesse Loren recused herself from Closed Session. Vice Chair Garcia-Cadena asked if there were any public comments on the Closed Session item. There were no written or verbal public comments.

Item 22. **CLOSED**
SESSION Conference
with Legal Counsel –
Anticipated
Litigation

The Board convened into Closed Session at 6:45 p.m. and adjourned their Closed Session at 7:00 p.m.

Inder Khalsa of Richard, Watson, & Gershon, VCE's general legal counsel, announced that there was nothing to report out from Closed Session.

Alisa M. Lembke
VCEA Board Secretary