



CITY OF MARTINEZ

525 Henrietta Street, Martinez, CA 94553

925-372-3500

www.cityofmartinez.org

September 2, 2026

Marin County Civil Grand Jury
3501 Civic Center Drive, #245
San Rafael, CA 94903

To the Authors of the Marin County Civil Grand Jury Report,

The City Council of the City of Martinez (the "City") has been invited to respond to the Marin County Civil Grand Jury Report entitled "MCE, Marin Clean Energy: A Series of Missteps Highlight Need for Governance Changes" ("Grand Jury Report"), dated June 16, 2026. On behalf of the Martinez City Council, and in my capacity as Martinez's representative on the MCE Board, I welcome the opportunity to respond.

Response to Specific Items Invited for the City Council of Martinez

F4. Finding: Many Board members have—quite understandably—limited expertise regarding a large and complex company such as MCE.

RESPONSE:

Partially agree. The City acknowledges that MCE is a large and complex organization and that Board members bring varied professional backgrounds and areas of expertise to their oversight role. In their management and oversight roles, each MCE Board Member also relies on MCE's experienced, professional staff. The City is committed to continuous improvement and invests in regular trainings to implement that strategic goal..

F5. Finding: All MCE Board members are local elected officials who face competing demands on their limited time and resources; as a result, meeting attendance has often been poor, and insufficient for optimally effective governance.

RESPONSE:

Partially agree. I requested attendance data from MCE staff regarding my participation since my appointment in 2021. I appreciate MCE staff's consistent outreach over the past several years to confirm attendance and to encourage coordination with alternates when needed. The City's attendance data are as follows:

2021: Absent from 1 of 8 meetings (7/15/2021)

2022: Absent from 2 of 8 meetings (3/17/2022, 10/20/2022)

2023: Absent from 4 of 8 meetings (4/20/2023, 6/15/2023, 9/29/2023, 10/19/2023)

2024: Absent from 1 of 8 meetings (11/21/2024)

2025: Absent from 2 of 8 meetings (3/20/2025, 9/18/2025)

2026: Absent from 1 of 9 meetings, including special meetings (2/19/2026)

R5. Recommendation: By December 31, 2026, all of MCE's Marin jurisdictions (and preferably, all 38 jurisdictions covered by MCE) should implement a process by which its appointed Board member (or, in that person's absence, the designated alternate member) commits to attending each regular Board meeting.

RESPONSE:

Agree. Since 2024, this recommendation has been implemented in practice by the City. When I am unable to attend an MCE Board meeting, I coordinate with my designated alternate so that Martinez continues to be represented.

R6. Recommendation: By December 31, 2026, all of MCE's Marin jurisdictions (and preferably, all 38 jurisdictions covered by MCE) should reassess their appointments of chosen Board members to prioritize those with the most extensive financial and energy expertise.

RESPONSE:

Disagree. I was appointed to serve on the MCE Board in 2021, when I was first elected to the Martinez City Council. I hold a Bachelor of Science degree and have more than 15 years of experience in environmental consulting, providing me with a substantial background in environmental issues and the ability to evaluate complex technical information. I believe I am an appropriate representative of the Martinez City Council. My colleagues on the Martinez City Council have concurred by approving my reappointment each year.

More broadly, the City does not agree with the report's underlying assumption that extensive technical expertise in finance or energy should be the primary qualification for serving on the MCE Board. Board members are elected officials appointed by their agencies to represent the interests of their communities and ratepayers. Effective Board service requires sound judgment, accountability, an understanding of community priorities, and the ability to oversee complex information, not necessarily professional expertise in every technical area overseen by the organization.

Technical expertise in finance, energy, procurement, and operations is important and should be provided by the professional staff, consultants, and advisors hired to serve in those roles. The Board's responsibility is to provide policy direction, oversight, and accountability on behalf of the communities it represents. The City therefore does not support reassessing Board appointments solely, or primarily, on the basis of technical financial or energy expertise.

General Responses to Report Conclusions and Recommendations

In addition to responses to the findings and recommendations that were requested of the City of Martinez, below are additional comments on the conclusions of the report.

R7. Recommendation: By March 31, 2027, the MCE Board should evaluate whether changes to Board composition or access to energy expertise would improve oversight and governance, and if necessary, consider amending its Joint Powers Agreement to allow the governing body of each jurisdiction to appoint and designate a Board member (or alternate Board member) who is not a member of its governing body, but who has strong energy industry experience and can commit to serve for multiple years.

RESPONSE:

Disagree. I strongly disagree with removing or weakening direct representation for each individual municipality that receives MCE services. The current model ensures accountability to the elected governing bodies and communities served by MCE. While access to additional technical expertise may be beneficial, such expertise should supplement, but not replace, direct municipal, elected official representation on the Board. Fundamentally, the model that makes community choice aggregators successful is that they are overseen by the community. Community choice aggregators are positioned to better meet their community's energy needs than investor-owned utilities because they are not for-profit and not run for the benefit of shareholders; instead, they are managed by the community. MCE leadership must ultimately be held by elected officials, accountable to their communities. Strong, professional executive leadership, with experience and qualifications in financial and energy market operations, is also needed, through qualified professionals hired by the MCE Board and its Chief Executive Officer.

Conclusion/Comment: The report states that this is not a conflict between Marin and the other counties and that the request for the report was not county-driven.

RESPONSE:

Partially disagree. If the report intends to dispel concerns about regional bias, greater transparency regarding the public statements and sources relied upon would be helpful. To support that conclusion, the report could have identified the

Board members quoted or referenced from public meetings so that readers could better evaluate the context of those statements.

Conclusion/Comment: The Board's effectiveness is limited because Board members are elected officials rather than subject-matter experts.

RESPONSE:

Disagree. I do not agree with the implication that Board members must themselves be technical experts in energy, finance, or utility operations to govern effectively. Board members of public agencies and nonprofit entities often serve in an oversight and fiduciary role, while relying on professional, executive staff for technical analysis and implementation. In my view, the Board's responsibility is to exercise prudent oversight, represent constituent interests, and ensure accountability for the organization's assets, people, and mission.

Conclusion/Comment: The Board may have delegated too much authority to the Chief Executive Officer.

RESPONSE:

Agree. The City agrees this is a valid area for review. It is appropriate to examine whether the MCE Board has delegated authority to the Chief Executive Officer beyond what was originally contemplated in MCE's governing documents, and whether the existing delegation provides an appropriate balance between effective executive management and Board oversight and accountability. I anticipate that this issue will be evaluated as part of the governance assessment currently underway.

Conclusion/Comment: Governance concerns should be evaluated and addressed.

RESPONSE:

Agree. The City supports the Board's decision to move forward with a governance assessment. At present, the assessment appears to be focused primarily on Board effectiveness. However, the Grand Jury Report raises concerns involving both Board governance and staff management. I hope the initial assessment will help identify whether further evaluation of staff operations and management practices is also warranted. The City also looks forward to a comprehensive assessment of best practices and any improvements needed to ensure MCE's continued success in delivering energy to its communities.

Conclusion/Comment: The report presents a sufficiently complete picture of MCE governance.

RESPONSE:

Partially disagree. The City is concerned about whether the number of interviews conducted was sufficient to support the breadth of the report's conclusions. For an

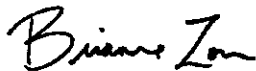
organization representing 38 municipalities, the report indicates that only 14 interviews were conducted, which includes Board representatives, staff, and outside organizations. In my view, that number of interviews was insufficient to provide a complete picture of the status of governance on the MCE Board. This concern is also amplified because there is no apparent transparency as to which parts of the MCE territory were prioritized in the interviews and assessment. For example, I was not interviewed as part of the Grand Jury's review, and I do not believe the report reflects a sufficiently complete range of Board member perspectives. It is not clear whether any other Contra Costa County members were interviewed. A disagreement with the outcome of a Board decision does not, by itself, establish that Board members misunderstand their governance role.

Further, while I support constructive critique and continuous improvement, I believe portions of the report read as more opinion-based than solution-oriented. Specific, actionable recommendations are more helpful than generalized criticism. With a growth mindset, critiques of any organization can be valuable when they are clearly tied to practical improvements in governance and operations.

Summary

I agree with the report's broader point that our board remains responsible for decisions involving the delegation of authority to a chief executive officer. For that reason, trusted leadership is critically important. As MCE proceeds with its governance assessment and CEO search process, I look forward to the selection of an experienced, knowledgeable, and trustworthy leader.

Sincerely,

A handwritten signature in black ink that reads "Brianne Zorn". The signature is written in a cursive, flowing style.

Brianne Zorn, Mayor
City of Martinez

CC: Martinez City Council
Michael Chandler, City Manager
Michael P. Cass, Acting Community and Economic Development Director