

MAY 18 2017

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
MARIN CLEAN ENERGY AUTHORIZING ENTRY INTO AND EXECUTION OF
CERTAIN CONTRACTS RELATING TO THE MCE SOLAR ONE PROJECT**

MARIN CLEAN ENERGY

WHEREAS, Marin Clean Energy (MCE) is a joint powers authority established on December 19, 2008, and organized under the Joint Exercise of Powers Act (Government Code Section 6500 et seq.); and

WHEREAS, MCE members include the following communities: the County of Marin, the County of Napa, the City of American Canyon, the City of Belvedere, the City of Benicia, the City of Calistoga, the Town of Corte Madera, the City of El Cerrito, the Town of Fairfax, the City of Lafayette, the City of Larkspur, the City of Mill Valley, the City of Napa, the City of Novato, the City of Richmond, the Town of Ross, the Town of San Anselmo, the City of San Pablo, the City of San Rafael, the City of Sausalito, the City of St. Helena, the Town of Tiburon, the City of Walnut Creek, and the Town of Yountville; and

WHEREAS, the Board previously authorized finalization and execution of a Power Purchase Agreement (PPA) and Purchase and Sale Agreement (PSA) with MCE Solar One, LLC, a Delaware limited liability company (Solar One) for local renewable energy supply on March 16, 2017;

WHEREAS, the implementation of the terms of the PSA and the PPA require the execution of certain related agreements;

WHEREAS, the related agreements include (i) a Bill of Sale, Assignment and Assumption Agreement under the PSA, (ii) a Sublease Agreement with Solar One and related Memorandum of Sublease and Consent to Sublease, (iii) a First Amendment to Site Lease with Chevron Products Company, and (iv) certain consents to assignment and certain assignments with Solar One, Pacific Gas & Electric Company and Wells Fargo Bank, a National Association, as escrow agent, and (v) such other agreements, instruments, documents, certificates and notices and amendments, modifications or restatements thereof as may be required from time to time; and

WHEREAS, MCE Solar One, LLC has requested that the Board pass a resolution expressly authorizing the execution of the PPA, PSA, and the aforementioned related agreements.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of MCE that that the execution and delivery of (i) the PSA and related Bill of Sale, Assignment and Assumption Agreement, (ii) a Power Purchase and Sale Agreement with Solar One, (iii) a Sublease Agreement with Solar One and related Memorandum of Sublease and Consent to Sublease, (iv) a First Amendment to Site Lease with Chevron Products Company, (v) certain consents to assignment and certain assignments with Solar One,

Pacific Gas & Electric Company and Wells Fargo Bank, a National Association, as escrow agent and (vi) such other agreements, instruments, documents, certificates and notices and amendments, modifications or restatements thereof as may be required from time to time (collectively, the Transaction Documents) by MCE and the performance of its obligations thereunder be, and hereby are, approved in all respects and for all purposes;

RESOLVED, that the Chief Executive Officer and the Board Chair (collectively, the Authorized Persons) be, and each of them (any one of them acting alone) hereby is, authorized, empowered and directed, in the name and on behalf of MCE, to execute and deliver the Transaction Documents in such form, and with such changes, additions and modifications, as the Authorized Person executing the same shall approve, and the execution and delivery of such Transaction Documents by such Authorized Person shall be conclusive evidence of the authorization, approval, ratification, confirmation and acceptance of such Transaction Documents, and the execution and delivery of such Transaction Documents, by MCE; and

RESOLVED, that any and all acts performed by MCE or an Authorized Person in connection with these resolutions prior to the date hereof be, and hereby are, authorized, approved, ratified and confirmed as duly authorized acts of MCE in all respects and for all purposes.

PASSED AND ADOPTED at a regular meeting of the MCE Board of Directors on this 18th day of May 2017, by the following vote:

	AYES	NOES	ABSTAIN	ABSENT
City of American Canyon	✓			
City of Belvedere	✓			
City of Benicia	✓			
City of Calistoga	✓			
Town of Corte Madera	✓			
City of El Cerrito	✓			
Town of Fairfax	✓			
City of Lafayette	✓			
City of Larkspur	✓			
County of Marin	✓			
City of Mill Valley				✓
City of Napa	✓			
County of Napa	✓			
City of Novato	✓			
City of Richmond	✓			
Town of Ross	✓			
Town of San Anselmo	✓			
City of San Pablo	✓			
City of San Rafael	✓			
City of Sausalito	✓			
City of St. Helena	✓			
Town of Tiburon				✓
City of Walnut Creek	✓			
Town of Yountville	✓			

John Sears

CHAIR, MCE BOARD

APPROVED

MAY 18 2017

Attest:

Dean Wiley

SECRETARY, MCE BOARD

MARIN CLEAN ENERGY

	AYES	NOES	ABSTAIN	ABSENT
City of American Canyon	✓			
City of Belvedere	✓			
City of Benicia	✓			
City of Calistoga	✓			
Town of Corte Madera	✓			
City of El Cerrito	✓			
Town of Fairfax	✓			
City of Lafayette	✓			
City of Larkspur	✓			
County of Marin	✓			
City of Mill Valley				✓
City of Napa	✓			
County of Napa	✓			
City of Novato	✓			
City of Richmond	✓			
Town of Ross	✓			
Town of San Anselmo	✓			
City of San Pablo	✓			
City of San Rafael	✓			
City of Sausalito	✓			
City of St. Helena	✓			
Town of Tiburon				✓
City of Walnut Creek	✓			
Town of Yountville	✓			

John Sean

CHAIR, MCE BOARD

Attest:

Don W. [Signature]

SECRETARY, MCE BOARD

APPROVED

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