

RESOLUTION 2017-07

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
MARIN CLEAN ENERGY DELEGATING
ENERGY PROCUREMENT AUTHORITIES FOR NEW MEMBER COMMUNITIES**

MARIN CLEAN ENERGY

WHEREAS, Marin Clean Energy (MCE) is a Joint Powers Authority (JPA) 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, from time to time the MCE Board approves membership of new communities to the MCE JPA ("new member communities"); and

WHEREAS, pursuant to its authority under Sections 4.6 and 4.7 of the Joint Powers Agreement the Board of Directors wishes to delegate authority to its committees and the Chief Executive Officer ("CEO"), for purposes of completing requisite energy procurement activities that may be necessary to support the electric energy requirements for new member communities; and

WHEREAS, Resolution 2017-02 set forth contracting authorities delegated by the Board of Directors; and

WHEREAS, the Board intends that this Resolution 2017-07 shall supplement Resolution 2017-02.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of MCE:

- A. Resolution 2017-02 is hereby supplemented by this Resolution 2017-07.
- B. The Board of Directors, by this delegation of contracting authority as described herein, shall not be divested of any such authority, but shall retain and may exercise such authority at such times as it may deem necessary and proper, at its sole discretion.
- C. The Board of Directors shall retain authority over all legally required authorities, including, for the avoidance of doubt, authority over contracting for borrowing as described in Government Code Section 536.35.7 or its successor.
- D. For purposes of this Resolution, "Energy Procurement" shall mean all contracting for energy and energy-related products for MCE, including but not limited to products related to electricity, capacity, energy efficiency, distributed energy resources, demand response, and storage.
- E. The Board of Directors hereby delegates the following contracting authorities for Energy Procurement consistent with MCE's planned inclusion activities for new member communities and the general resource planning principles set forth in MCE's approved integrated resource plan:

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1. Delegation to the Executive Committee

The Executive Committee has all necessary and proper authority to approve and direct the CEO to execute all contracts, amendments and addenda; provided that any contract, amendment or addenda with total consideration greater than \$25,000 shall also be executed by the Executive Committee Chair.

2. Delegation to the Technical Committee

The Technical Committee has all necessary and proper authority to approve and direct the CEO and Technical Committee Chair to execute:

- a. contracts for Energy Procurement as herein defined;
- b. contracts for functions, programs or services related to Energy Procurement, technical matters, and demand-side and customer-side offerings;
- c. contracts related to MCE ownership or development of energy generation projects and assets.

3. Delegation to the Chief Executive Officer and Technical Committee Chair, Jointly

The CEO and Technical Committee Chair, jointly, shall have all necessary and proper authority, after consultation with a Committee of the Board, to approve and execute contracts for Energy Procurement for terms of less than or equal to five years. The CEO shall timely report to the Board all such executed contracts.

4. Delegation to the Chief Executive Officer

The CEO shall have all necessary and proper authority to approve and execute:

- a. contracts for Energy Procurement for terms of less than or equal to 12 months, which the CEO shall timely report to the Board;

PASSED AND ADOPTED at a regular meeting of the Board of Directors on this 20th day of July 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				✓


 CHAIR, MCE BOARD

ATTEST:


 SECRETARY, MCE BOARD

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JUL 20 2017

MARIN CLEAN ENERGY