

RESOLUTION NO. 22-07-037

RESOLUTION OF THE BOARD OF DIRECTORS OF CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA (CLEAN POWER ALLIANCE) TO APPROVE CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA JOINING CALIFORNIA COMMUNITY CHOICE FINANCING AUTHORITY (CCCFA) AS A FOUNDING MEMBER AND TO APPROVE THE ENTRY INTO A JOINT POWERS AGREEMENT RELATED THERETO AND DELEGATING AUTHORITY TO THE CLEAN POWER ALLIANCE AUTHORIZED REPRESENTATIVES TO EXECUTE AND DELIVER SUCH JOINT POWERS AGREEMENT AND RELATED DOCUMENTS

THE BOARD OF DIRECTORS OF CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA DOES HEREBY FIND, RESOLVE, AND ORDER AS FOLLOWS:

WHEREAS, Clean Power Alliance of Southern California ("**Clean Power Alliance**" or "**CPA**") was formed on June 27, 2017 under the provisions of the Joint Exercise Powers Act of the State of California, Government Code section 6500 *et seq.* (the "**JPA Law**");

WHEREAS, Clean Power Alliance is duly organized, validly existing, and in good standing under and by virtue of the laws of the State of California, is duly authorized to transact business, having obtained all necessary filings, governmental licenses and approvals in the State of California, and has the full power and authority to own its properties and to transact the business in which it is presently engaged or presently proposes to engage;

WHEREAS, Clean Power Alliance maintains an office at 801 S. Grand Ave., Suite 400, Los Angeles, CA 90017, and this is the principal office at which it keeps its books and records;

WHEREAS, Clean Power Alliance is a community choice aggregator (as defined in Section 331.1 of the Public Utilities Code of the State of California (the "**Public Utilities Code**")), and is a public agency (as defined in the JPA Law) that has implemented a CCA program pursuant to Section 366.2 of the Public Utilities Code, and possesses the power to purchase and sell electric energy and enter into related contracts for such purposes;

WHEREAS, Clean Power Alliance, acting pursuant to the JPA Law, may enter into a joint exercise of powers agreement with one or more other public agencies pursuant to which such contracting parties may jointly exercise any power common to them and, pursuant to Government Code Section 6588, to exercise certain additional powers;

WHEREAS, Marin Clean Energy, Central Coast Community Energy, East Bay Community Energy, and Silicon Valley Clean Energy, each a public agency under the JPA Law and a community choice aggregator under the Public Utilities Code, have created and established a joint exercise of powers agency pursuant to the JPA Law known as California Community Choice Financing Authority ("**CCCFA**"), for the purpose of undertaking the financing or refinancing of energy prepayments that can be financed with tax advantaged bonds on behalf of one or more of its members by, among other things, issuing or incurring bonds and entering into related contracts with its members;

WHEREAS, Clean Power Alliance is considering an energy prepayment transaction and using CCCFA as the issuer of bonds for the purpose of financing such transaction, and in connection therewith has determined that it is in the best interests of Clean Power Alliance to join CCCFA as a Founding Member (as defined in the CCCFA JPA Agreement hereinafter) and to execute and deliver the CCCFA JPA Agreement in order to establish such membership; and

WHEREAS, there has been submitted to this meeting (i) a copy of the Joint Powers Agreement, dated June 25, 2021, creating and establishing CCCFA, as in effect on the date hereof (the "**CCCFA JPA Agreement**"), and (ii) the by-laws of CCCFA as in effect on the date hereof (the "**CCCFA By-Laws**").

NOW, THEREFORE, IT IS HEREBY DETERMINED, AFFIRMED, AND ORDERED BY THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE as follows:

Section 1. **AUTHORIZED REPRESENTATIVES.** The following named individuals are the authorized representatives of Clean Power Alliance with the respective titles specified below (collectively referred to as "**Authorized Representatives**" and individually referred to as an "**Authorized Representative**"):

<u>NAMES</u>	<u>TITLES</u>
Julian Gold	Chair of the Board
Ted Bardacke	Chief Executive Officer
David McNeil	Chief Financial Officer
Nancy Whang	General Counsel

Section 2. **AUTHORIZATION TO JOIN CCCFA AS A FOUNDING MEMBER.** The Board of Directors of Clean Power Alliance does hereby authorize and approve Clean Power Alliance joining CCCFA as a Founding Member, subject to approval by CCCFA by a two-thirds vote of the Board of Directors of CCCFA as required by the CCCFA JPA Agreement.

Section 3. **JOINT POWERS AGREEMENT AND BY-LAWS.** The CCCFA JPA Agreement, attached hereto as Exhibit A, and the CCCFA By-Laws, attached hereto as Exhibit B, are hereby approved.

Section 4. **ACTIONS AUTHORIZED.** Any one of the Authorized Representatives is authorized and approved to (a) execute and deliver the CCCFA JPA Agreement and any documents needed to join CCCFA as a Founding Member, (b) pay any and all fees and costs and execute and deliver such other documents and agreements as may be required of a Founding Member under the terms of the CCCFA JPA Agreement or the CCCFA By-Laws, and (c) do and perform such other acts and things as any Authorized Representative may in his or her discretion deem reasonably necessary or proper in order to comply with the terms and intent of the CCCFA JPA Agreement and to carry into effect the provisions of this Resolution.

IT IS HEREBY FURTHER DETERMINED AND ORDERED that the Authorized Representatives are duly elected, appointed, or employed by or for Clean Power Alliance, as the case may be. This Resolution now stands of record on the books of Clean Power Alliance, is in full force and effect, and has not been modified or revoked in any manner whatsoever.

IT IS HEREBY FURTHER DETERMINED AND ORDERED that any and all acts authorized pursuant to this Resolution and performed prior to the passage of this Resolution are hereby ratified and approved.

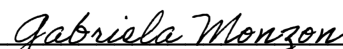
IT IS HEREBY FURTHER DETERMINED AND ORDERED that this Resolution shall take effect upon its passage, shall be continuing and shall remain in full force and effect unless and until expressly revoked by further resolution of the Board of Directors.

ADOPTED AND APPROVED this 7th day of July 2022.



Julian Gold, Chair

ATTEST:



Gabriela Monzon, Secretary

EXHIBIT A

JOINT POWERS AGREEMENT

(see attached)

EXHIBIT B

BY-LAWS

(see attached)