

## RESOLUTION NO. 2026-05

### RESOLUTION OF THE BOARD OF DIRECTORS OF SILICON VALLEY CLEAN ENERGY AUTHORITY DELEGATING AUTHORITY TO THE CHIEF EXECUTIVE OFFICER TO FINALIZE NEGOTIATIONS AND EXECUTE AN AMENDED AND RESTATED MASTER AGREEMENT WITH MORGAN STANLEY CAPITAL GROUP, INC.

#### THE BOARD OF DIRECTORS OF THE SILICON VALLEY CLEAN ENERGY AUTHORITY HEREBY RESOLVES AS FOLLOWS:

**WHEREAS**, the Silicon Valley Clean Energy Authority (“Silicon Valley Clean Energy”) was formed on March 31, 2016;

**WHEREAS**, Silicon Valley Clean Energy launched service under a community choice aggregation program on April 3, 2017;

**WHEREAS**, to provide such service, Silicon Valley Clean Energy purchases energy, renewable energy, carbon free energy, resource adequacy and related products and services (the “Product”) from energy generating sources that are cleaner and have a higher percentage of renewable energy than that provided by the incumbent utility and at competitive prices;

**WHEREAS**, the EEI Master Agreement (“Master Agreement”) is an industry standard framework agreement used for the purchase of Product that establishes certain terms and conditions for the contractual relationship between an energy purchaser and energy supplier, but which does not require a purchaser to purchase or a supplier to supply the Product without further written agreements executed in accordance with the terms and conditions of a Master Agreement (“Confirmations”);

**WHEREAS**, the following Suppliers are currently parties to an Approved Master Agreement:

3 Phases Renewables Inc.  
BP Energy Company  
Boston Energy Trading and Marketing LLC  
Calpine Energy Services, L.P.  
Citadel Energy Marketing LLC  
City of Palo Alto  
Constellation Energy Generation, LLC  
DTE Energy Trading, Inc.  
Dynasty Power Inc.  
J. Aron & Company LLC

Mariposa Energy, LLC  
Morgan Stanley Capital Group, Inc.  
NextEra Energy Marketing, LLC  
NRG Business Marketing LLC  
Pacific Gas and Electric Company  
Powerex Corp.  
Shell Energy North America (US), L.P.  
Southern California Edison Company  
TransAlta Energy Marketing (US) Inc.  
TotalEnergies Gas & Power North America, Inc.  
Wellhead Power Exchange, LLC

**WHEREAS**, the Board continues to reserve to itself the authority to authorize new Approved Master Agreements; and

**WHEREAS**, Board Resolution 2019-03 provides authority to the Chief Executive Officer to execute confirmations and amendments thereto, from time to time consistent with and subject to the limits, requirements, oversight and authority under ERM Policy, with suppliers that are parties to an Approved Master Agreement;

**WHEREAS**, Silicon Valley Clean Energy desires to enter into an Amended and Restated Agreement with Morgan Stanley Capital Group, Inc. to transact Product and has agreed to terms and conditions consistent with Approved Amended and Restated Agreements.

**NOW, THEREFORE, IT IS HEREBY DETERMINED AND ORDERED** that the Board delegates authority to the Chief Executive Officer to:

1. Finalize negotiations and execute an Amended and Restated Agreement with Morgan Stanley Capital Group, Inc. with terms consistent with the form of agreement presented to the Board of Directors, with any non-material changes, additions, variations or deletions (“Changes”) which following such execution by both parties, shall become an Approved Amended and Restated Agreement.

**ADOPTED AND APPROVED this 11<sup>th</sup> day of March 2026, by the following vote:**

JURISDICTION	NAME	AYE	NO	ABSTAIN	ABSENT
City of Campbell	Director Scozzola				✓
City of Cupertino	Alt. Director Fruen	✓			
City of Gilroy	Director Hilton	✓			
City of Los Altos	Director Meadows	✓			
Town of Los Altos Hills	Alt. Director Swan	✓			
Town of Los Gatos	Alt. Director Ristow	✓			
City of Milpitas	Director Barbadillo	✓			
City of Monte Sereno	Director Mekechuk				✓
City of Morgan Hill	Director Martinez Beltran				✓
City of Mountain View	Director Showalter	✓			
County of Santa Clara	Director Lee	✓			
City of Saratoga	Director Page	✓			
City of Sunnyvale	Alt. Director Srinivasan	✓			

Signed by:  
*Sally Meadows*  
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Vice Chair

**ATTEST:**

DocuSigned by:  
*Andrea Pizano*  
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Board Secretary, Andrea Pizano