

**RESOLUTION NO. 2016-04**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SILICON VALLEY  
CLEAN ENERGY AUTHORITY APPROVING OPERATING RULES AND  
REGULATIONS**

**THE BOARD OF DIRECTORS OF THE SILICON VALLEY CLEAN ENERGY  
AUTHORITY DOES HEREBY FIND, RESOLVE, AND ORDER AS FOLLOWS:**

Section 1. Recitals.

(a) The Silicon Valley Clean Energy Authority Joint Powers Agreement authorizes the Board to adopt Operating Rules and Regulations consisting of the bylaws and other rules, regulations and procedures governing the operation of the Authority that the Board considers appropriate to include in this document.

(b) The Board desires to adopt the initial Operating Rules and Regulations for the Authority that may be expanded in the future to more comprehensively address the operations of the Authority.

Section 2. Adoption. The Board of Directors hereby approves the Operating Rules and Regulations attached hereto.

**ADOPTED AND APPROVED this 8th day of June, 2016.**



Chair

**ATTEST:**

  
Secretary

**SILICON VALLEY CLEAN ENERGY AUTHORITY**  
**OPERATING RULES AND REGULATIONS**

**ARTICLE I**

**FORMATION**

The Silicon Valley Clean Energy Authority (the “Authority”) was established on March 31, 2016 pursuant to the execution of the Silicon Valley Clean Energy Authority Joint Powers Agreement (the “Agreement”) by the County of Santa Clara, the Cities of Campbell, Cupertino, Gilroy, Los Altos, Monte Sereno, Morgan Hill, Mountain View, Saratoga and Sunnyvale and the Towns of Los Altos Hills and Los Gatos. The members of the Authority are referred to as Party or Parties in these Operating Rules and Regulations. As defined by the Agreement, these Operating Rules and Regulations consist of rules, regulations, policies, bylaws and procedures governing the operation of the Authority.

**ARTICLE II**

**PURPOSES**

The Authority is formed to study, promote, develop, conduct, operate, and manage energy and energy-related climate change programs, and to exercise all other powers necessary and incidental to accomplishing this purpose. These programs include but are not limited to the establishment of a Community Choice Aggregation Program known as Silicon Valley Clean Energy in accordance with the terms of the Agreement.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 1. Appointment of Chair and Vice-Chair. The Board shall appoint from among themselves by majority vote a Chair and Vice-Chair. The initial term of office for the Chair and Vice-Chair shall expire at the regular January meeting of the Board held in 2017. Thereafter, the Chair and Vice-Chair shall be appointed for full one-year terms expiring at the regular January meeting of each year. As provided by the Agreement, there are no limits on the number of terms that a Board member may serve as Chair or Vice-Chair.

Section 2. Appointment of Secretary and Treasurer. The Secretary and Treasurer shall be appointed by the Board for an initial term expiring at the regular meeting in January 2017. Thereafter, the Secretary and Treasurer shall be appointed for full one-year terms expiring at the regular January meeting of each year.

Section 3. Extension of Term of Office. If for any reason, the appointment of a Board officer is not made in January of any year, such officer shall continue to serve in his or her position until an appointment is made at a meeting of the Board.

Section 4. Removal of Officers. An officer of the board shall be subject to removal as an officer of the board at any time for any reason by a majority vote of the entire Board.

Section 5. Removal of Board Members for Cause. A Director may be removed by the Board for cause. Cause shall be defined for the purposes of this section as follows:

- a. Unexcused absences from three consecutive Board meetings.
- b. Unauthorized disclosure of confidential information or documents from a closed session or the unauthorized disclosure of information or documents provided to the Director on a confidential basis and whose public disclosure may be harmful to the interests of the Authority.

Written notice shall be provided to the Director proposed for removal and the governing body that appointed such Director at least thirty days prior to the meeting at which the proposed removal will be considered by the Board. The notice shall state the grounds for removal, a brief summary of the supporting facts, and the date of the scheduled hearing on the removal. The Director proposed for removal shall be given an opportunity to be heard at the removal hearing and to submit any supporting oral or written evidence. A Director shall not be removed for cause from the Board unless two-thirds of all Directors on the Board (excluding the Director subject to removal) vote in favor of the removal.

## **ARTICLE IV**

### COMMITTEES

Section 1. Establishment of Committees. The Executive Committee and all other Committees of the Board shall be selected as provided by Sections 4.6 and 4.7 of the Agreement. Each duly established Committee may establish any Standing or Ad Hoc Committees determined to be appropriate or necessary. The duties and authority of all Committees shall be subject to the approval and direction of the Board. The term of office for each Committee established by the Board shall be one year, except that any Committees established in 2016 shall have an initial term expiring in January 2017. There are no limits on the number of terms that a Director may serve on a Committee. If for any reason, the appointment of Committee members is not made in January of any year, such Committee members shall continue to serve in their positions until an appointment is made at a meeting of the Board.

Section 2. Executive Committee. There shall be an Executive Committee consisting of six Board members. The duties of the Executive Committee shall be to review and provide advice to the Chief Executive Officer and the entire Board on policy, operational and organizational matters and perform such other responsibilities, tasks or activities as delegated to it by the Board.

## **ARTICLE V**

### MEETINGS

Section 1. Regular Meetings. The regular meetings of the Board shall be held on the second Wednesday of each month at 7PM. The regular meetings shall be held at the County of Santa

Clara Board Room located at 70 West Hedding Street, San Jose, California or such other location as may be designated by the Board for a particular meeting.

Section 2. Special Meetings. Special meetings of the Board may be called at any time and may be held in any location within the jurisdiction of the Authority as provided by the notice for the special meeting.

Section 3. Annual Meeting. Commencing in 2017, the Board shall hold an annual meeting in January of each year at which time it will appoint Board officers and Committee members.

Section 4. Open Meeting Requirements. The meetings of the Board, the Executive Committee and all other committees established by the Board shall be governed by the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.).

## **ARTICLE VI**

### **AMENDMENTS**

These Operating Rules and Regulations may be amended by a majority vote of the full membership of the Board but only after such amendment has been proposed at a regular meeting and acted upon at the next or later regular meeting of the Board for final adoption. The proposed amendment shall not be finally acted upon unless each member of the Board has received written notice of the amendment at least 10 days prior to the date of the meeting at which final action on the amendment is to be taken. The notice shall include the full text of the proposed amendment.