

RESOLUTION NO. 2016-09

RESOLUTION OF THE BOARD OF DIRECTORS OF SILICON VALLEY CLEAN ENERGY AUTHORITY DELEGATING AUTHORITY TO THE CHIEF EXECUTIVE OFFICER TO EXECUTE AN EEI MASTER AGREEMENT WITH TERMS CONSISTENT WITH THOSE PRESENTED WITH EACH OF THE SHORT-LISTED ENERGY SERVICE PROVIDERS.

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; and

WHEREAS, launch of service of the community choice aggregation program is planned for April 3, 2017; and

WHEREAS, Silicon Valley Clean Energy administered a competitive process to select contractors capable of providing energy, renewable energy, carbon free energy, 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; and

WHEREAS, Silicon Valley Clean Energy has identified six energy service providers (each, an “Energy Service Provider” or “ESP”) as having competitive proposals and the ability to meet the aforementioned goals;

WHEREAS, Silicon Valley Clean Energy has negotiated a separate EEI Master Agreement (the “Master Agreement”) with each ESP;

WHEREAS, the Master Agreement is an industry standard framework agreement between an energy purchaser and an energy supplier 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 known as “confirmations,” which confirmations shall be presented to the Board for review and approval at the appropriate time;

WHEREAS, there are minor differences in each form of Master Agreement based upon changes requested by each ESP, these differences are not material in the overall context of the proposed transaction;

WHEREAS, the Board wishes to delegate to the Chief Executive Officer authority to execute each of the aforementioned Master Agreements for the reasons provided above;

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

Execute a Master Agreement with terms consistent with the form of agreement presented to the Board of Directors with the following short-listed Energy Service Providers:

3 Phases Renewables Inc.

Energy America, LLC

Exelon Generation Company, LLC

Morgan Stanley Capital Group, Inc.

Powerex Corp.

Shell Energy North America (US), L.P.

ADOPTED AND APPROVED this 9th day of November, 2016.



Chair

ATTEST:


Secretary