

RESOLUTION NO. 2018-01

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SILICON VALLEY CLEAN ENERGY AUTHORITY AMENDING THE OPERATING RULES AND REGULATIONS TO UPDATE THE PROVISIONS REGARDING THE ANNUAL MEETING AND THE APPOINTMENT OF OFFICERS AND COMMITTEE MEMBERS AND CONFORM THE PROVISIONS REGARDING THE HOLDING OF REGULAR MEETINGS TO BOARD RESOLUTION NOS. 2016-14 AND 2017-11

WHEREAS, the Silicon Valley Clean Energy Authority ("Authority") was formed on March 31, 2016 pursuant to a Joint Powers Agreement to study, promote, develop, conduct, operate, and manage energy programs in Santa Clara County; and

WHEREAS, Section 2.5.11 of the Joint Powers Agreement provides for adoption by the Board of Directors of Operating Rules and Regulations; and

WHEREAS, the Board of Directors adopted Resolution No. 2016-04 on June 8, 2016 approving the initial Operating Rules and Regulations for the Authority; and

WHEREAS, the Board at its December 13, 2017 meeting directed that the Operating Rules and Regulations be amended to change the Board's annual meeting (at which officers and committee members are appointed) from January to February; and

WHEREAS, the Board at its January 10, 2018 meeting, after further discussion, decided to continue to hold the annual meeting for the selection of officers and committee members in January but directed that the provisions regarding these matters be updated to delete references to the first year of operations of the Authority; and

WHEREAS, the Board also desires to conform Section 1 of Article V relating to the holding of regular meetings to Board Resolutions Nos. 2016-14 and 2017-11 which established the date, time and place of its regular meetings and the procedure to change meeting locations when the regular location becomes unavailable.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE SILICON VALLEY CLEAN ENERGY AUTHORITY DOES HEREBY RESOLVE, DETERMINE, AND ORDER AS FOLLOWS:

Section 1. Sections 1 and 2 of Article III of the Operating Rules and Regulations are hereby amended to read:

Section 1. Appointment of Chair and Vice-Chair. The Board shall appoint from among themselves by majority vote a Chair and Vice-Chair. The Chair and Vice-Chair shall be appointed for one-year terms expiring at the annual meeting held in January 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 one-year terms expiring at the annual meeting held in January of each year.

Section 2. Section 1 of Article IV of the Operating Rules and Regulations are hereby amended to read:

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 expiring at the annual meeting held in January of each year. 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 at the annual meeting, such Committee members shall continue to serve in their positions until an appointment is made at a meeting of the Board.

Section 3. Section 1 of Article V of the Operating Rules and Regulations are hereby amended to read:

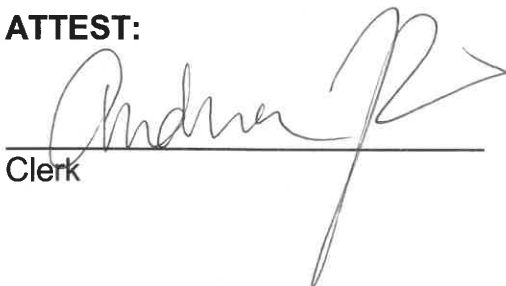
Section 1. Regular Meetings. The regular meetings of the Board of Directors of Authority shall be held on the second Wednesday of each month at the hour of 7 p.m. at the Cupertino Community Hall, located at 10350 Torre Avenue, in Cupertino, California. In the event that the Cupertino Community Hall is not available for a regular or adjourned regular meeting, the Chair of the Board may designate an alternative meeting place within the jurisdiction of the Authority after consultation with the Chief Executive Officer on available meeting locations.

ADOPTED AND APPROVED this 10th day of January, 2018.



Chair

ATTEST:


Clerk