

**SILICON VALLEY CLEAN ENERGY AUTHORITY**

**RESOLUTION NO. 2018-08**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SILICON VALLEY  
CLEAN ENERGY AUTHORITY DELEGATING AUTHORITY TO THE CHIEF  
EXECUTIVE OFFICER TO EXECUTE A POWER PURCHASE AGREEMENT WITH  
DURAN MESA LLC AND TO EXECUTE SUCH OTHER ANCILLARY  
DOCUMENTS AS MAY BE NECESSARY**

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

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

**WHEREAS**, launch of service for Phase I occurred in April 2017, and launch of service for the remaining Phases occurred in July 2017;

**WHEREAS**, SVCE is purchasing energy, renewable energy, carbon free energy, and related products and services (the "Products");

**WHEREAS**, in Fall 2017, consistent with its mission of reducing greenhouse gas emissions and offering customer choice at competitive rates, SVCE administered a competitive process to select one or more power supply providers;

**WHEREAS**, one of the providers selected by SVCE through this competitive process is Duran Mesa LLC, based on its desirable offering of Products, pricing, and terms;

**WHEREAS**, Staff has presented to the Board, and the Board has reviewed, the negotiated form of a Power Purchase Agreement between SVCE and Duran Mesa LLC;

**WHEREAS**, because of the timing of the execution of the Power Purchase Agreement with Duran Mesa LLC, the Board recognizes that it may be impractical to bring such agreement back to the Board prior to execution. Accordingly, the Board wishes to delegate to the Chief Executive Officer the authority to approve any non-material changes, additions, variations or deletions ("Changes") to the form of the Power Purchase Agreement between SVCE and Duran Mesa LLC;

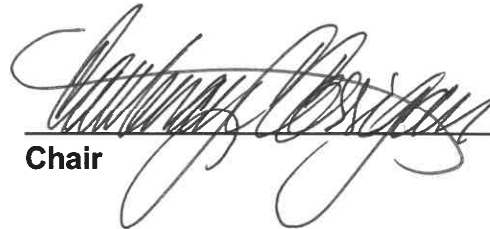
**WHEREAS**, the Board also wishes to delegate to the Chief Executive Officer authority to execute the aforementioned Power Purchase Agreement and to do all things necessary or appropriate for the execution and delivery of, and the performance of SVCE's obligations under, the Power Purchase Agreement and any other ancillary documents required for said purchase of power from Duran Mesa LLC.

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

Section 1. The Board hereby delegates authority to the Chief Executive Officer to execute the Power Purchase Agreement with Duran Mesa LLC with terms consistent with those presented to the Board, in a form approved by the General Counsel, subject to such Changes as the Chief Executive Officer may deem necessary or appropriate. The total contract cost shall not exceed two hundred eighty million dollars (\$280,000,000.00) over the fifteen-year term.

Section 2. The Board hereby delegates authority to the Chief Executive Officer to negotiate, enter into and deliver, and to do all things necessary or appropriate for the execution and delivery of, and the performance of SVCE's obligations under, the Power Purchase Agreement (including any other instruments, documents, certificates and agreements executed by SVCE in connection therewith) and such other ancillary documents, in a form approved by General Counsel, as may be necessary to effectuate purchase of such power from Duran Mesa LLC.

**ADOPTED AND APPROVED this 13<sup>th</sup> day of June, 2018.**

  
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**Chair**

**ATTEST:**

  
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**Clerk**