

RESOLUTION No. 2019-18

RESOLUTION OF SILICON VALLEY CLEAN ENERGY AUTHORITY

In my capacity as Chair of Silicon Valley Clean Energy Authority (the “Authority”), I, THE UNDERSIGNED, DO HEREBY CERTIFY THAT:

THE AUTHORITY’S EXISTENCE. The complete and correct name of the Authority is Silicon Valley Clean Energy Authority. The Authority is a public agency formed under the provisions of the Joint Exercise Powers Act of the State of California, Government Code section 6500 *et seq.* The Authority is, and at all times shall be, duly organized, validly existing, and in good standing under and by virtue of the laws of the State of California.

The Authority is duly authorized to transact business, having obtained all necessary filings, governmental licenses and approvals in the State of California in which the Authority is doing business.

The Authority has the full power and authority to own its properties and to transact the business in which it is presently engaged or presently proposes to engage. The Authority maintains an office at 333 W. El Camino Real, Suite 290, Sunnyvale, CA 94087. Unless the Authority has designated otherwise in writing, the principal office is the office at which the Authority keeps its books and records. The Authority will notify Lender prior to any change in the location of the Authority’s state of organization or any change in the Authority’s name. The Authority shall do all things necessary to preserve and to keep in full force and effect its existence, rights and privileges, and shall comply with all regulations, rules, ordinances, statutes, orders and decrees of any governmental or quasi-governmental authority or court applicable to the Authority and the Authority’s business activities.

PRIOR RESOLUTION ADOPTED. At a meeting of the Silicon Valley Clean Energy Authority’s Board of Directors (“Board”), duly called and held on the 9th day of October 2019 adopted a resolution (the “Prior Resolution”), by a vote affixed thereto, the resolutions set forth in the Prior Resolution were adopted. Pursuant to the Prior Resolution, the Board approved the execution of the Amended and Restated Credit Agreement dated as of October 22, 2019 (the “Credit Agreement”), by and between the Authority and River City Bank (“Lender”) and the transactions contemplated thereby.

The information required to be obtained from Lender and disclosed with respect to the Credit Agreement in accordance with Government Code Section 5852.1 was previously not provided to the Board when it adopted the Prior Resolution. Such information is now set forth in the staff report accompanying this Resolution. Government Code Section 5852.1(d) provides that failure to comply with Government Code Section 5852.1 shall not affect the validity of the debt or the authorization of the debt by the public body. Notwithstanding the provisions of Section 5852.1(d), the Board is reaffirming the Prior Resolution to account for the receipt of the information from Lender set forth in the staff report.


ACTIONS AUTHORIZED. The Board hereby reaffirms the Prior Resolution pursuant to this Resolution. All actions taken pursuant to the Prior Resolution and all documents executed in connection with the Credit Agreement are reaffirmed.

CERTIFICATION CONCERNING RESOLUTIONS. This Resolution now stands of record on the books of the Authority, is in full force and effect, and has not been modified or revoked in any manner whatsoever. The Board also confirms that the Prior Resolution has been and continues to be in full force and effect, and has not been modified or revoked in any manner whatsoever.

CONTINUING VALIDITY. Any and all acts authorized pursuant to this Resolution and the Prior Resolution and performed prior to the passage of this Resolution are hereby ratified and approved. This Resolution and the Prior Resolution shall be continuing, shall remain in full force and effect and Lender may rely on them until written notice of their revocation shall have been delivered to and received by Lender at Lender's address set forth in the Credit Agreement (or such addresses as Lender may designate from time to time). Any such notice shall not affect any of the Authority's agreements or commitments in effect at the time notice is given.

I have read all the provisions of this Resolution, and I personally and on behalf of the Authority certify that all statements and representations made in this Resolution are true and correct. This Resolution is dated on this 13th day of November 2019.

SILICON VALLEY CLEAN ENERGY AUTHORITY

By: 
 Margaret Abe-Koga
 Chair, Silicon Valley Clean Energy Authority

PASSED AND ADOPTED this 13th day of November 2019, by the following vote:

JURISDICTION	NAME	AYE	NO	ABSTAIN	ABSENT
City of Campbell	Director Gibbons	✓			
City of Cupertino	Director Sinks	✓			
City of Gilroy	Director Tovar				✓
City of Los Altos	Director Bruins	✓			
Town of Los Altos Hills	Director Corrigan	✓			
Town of Los Gatos	Director Sayoc	✓			
City of Milpitas	Director Montano	✓			
City of Monte Sereno	Director Ellahie	✓			
City of Morgan Hill	Director Martinez Beltran				✓
City of Mountain View	Director Abe-Koga	✓			
County of Santa Clara	Director Ellenberg	✓			
City of Saratoga	Director Miller	✓			
City of Sunnyvale	Director Smith	✓			