

SILICON VALLEY CLEAN ENERGY AUTHORITY

RESOLUTION NO. 2022-08

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE SILICON VALLEY CLEAN ENERGY AUTHORITY DELEGATING THE AUTHORITY TO THE CHIEF EXECUTIVE OFFICER TO AMEND EXISTING RENEWABLE RESOURCES POWER PURCHASE AGREEMENTS (PPAs) AND ENERGY STORAGE SERVICE AGREEMENTS (ESSAs) AS EXIGENT CIRCUMSTANCES ARISE CONSISTENT WITH POLICIES AND FINANCIAL PARAMETERS INITIALLY ESTABLISHED IN THE APPROVALS OF THE PPAs AND ESSAs

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 has entered into long term power purchase agreements for renewable resources and energy storage service agreements to fulfill SVCE’s obligation toward California’s Renewable Portfolio Standard (RPS), procurement mandate of California Public Utilities Commission and the directives established by the SVCE’s Board;

WHEREAS, in the approvals of PPAs and ESSAs SVCE’s Board has delegated the ministerial and administrative authority to the Chief Executive Officer (CEO) to execute the PPAs/ESSAs and the associated ancillary documents in the PPAs/ESSAs;

WHEREAS, in the implementation of the PPAs/ESSAs exigent circumstances have arisen to address issues and cost responsibilities not initially contemplated in the approvals of PPAs/ESSAs that require deviations from or clarification of the terms and conditions in the existing PPAs/ESSAs;

WHEREAS, timely resolution of these new PAs/ESSAs issues via amendments to the existing PPAs/ESSAs is essential to provide the certainty project developers require to continue project development activities in an efficient and effective manner;

WHEREAS, the Board wishes to delegate additional authority to the CEO to execute necessary amendments to the existing PPAs/ESSAs in such circumstances within the guidelines established in this Resolution;

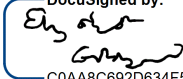
NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE SILICON VALLEY CLEAN ENERGY AUTHORITY DOES HEREBY RESOLVE, DETERMINE, AND ORDER AS FOLLOWS:

Section 1. The Board hereby delegates authority to the Chief Executive Officer to execute amendments to the existing PPAs and ESSAs without the Board’s prior approval, provided that such amendments will adhere to the guidelines outlined as follows:

- a. Any amendment shall not extend the term of the existing PPA or ESSA without Board approval;
- b. Any amendment shall not change the pricing under the PPA or ESSA after the delivery term starts without Board approval;
- c. An amendment may change the pricing provided that: (i) such change occurs during the project testing period (“Test Energy Pricing”), and (ii) the CEO determines that such change provides the best value to SVCE;
- d. Any amendment shall not cause the not-to-exceed (NTE) budget for the life of the PPA or ESSA originally approved by the Board to be exceeded without Board approval;
- e. The CEO will provide timely updates to the Board when amendments to the Agreements are executed under this delegated authority

ADOPTED AND APPROVED this 9th day of March 2022, by the following vote:

JURISDICTION	NAME	AYE	NO	ABSTAIN	ABSENT
City of Campbell	Director Gibbons	✓			
City of Cupertino	Director Willey	✓			
City of Gilroy	Director Hilton	✓			
City of Los Altos	Director Fligor	✓			
Town of Los Altos Hills	Director Tyson	✓			
Town of Los Gatos	Director Rennie	✓			
City of Milpitas	Director Chua	✓			
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 Lee	✓			
City of Saratoga	Director Walia	✓			
City of Sunnyvale	Director Klein	✓			

DocuSigned by:

 COAA8C692D634F5...
Chair

ATTEST:

DocuSigned by:

 8BC3564ACEA848D...
Clerk