

## **RESOLUTION NO. 2023-14**

### **RESOLUTION OF THE BOARD OF DIRECTORS OF SILICON VALLEY CLEAN ENERGY AUTHORITY DELEGATING AUTHORITY TO THE CHIEF EXECUTIVE OFFICER TO EXECUTE AMENDMENT TO THE MASTER AGREEMENT WITH DIRECT ENERGY BUSINESS MARKETING LLC**

#### **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;

**WHEREAS**, Silicon Valley Clean Energy launched service under a community choice aggregation program on April 3, 2017;

**WHEREAS**, to provide such service, Silicon Valley Clean Energy purchases energy, renewable energy, carbon free energy, resource adequacy 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;

**WHEREAS**, the EEI Master Agreement (“Master Agreement”) is an industry standard framework agreement used for the purchase of Product 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 executed in accordance with the terms and conditions of a Master Agreement (“Confirmations”);

**WHEREAS**, Silicon Valley Clean Energy has entered into an EEI Master Agreement with Direct Energy Business Marketing LLC in November 2016;

**WHEREAS**, Direct Energy Business Marketing LLC was sold by Centrica plc to NRG Energy Inc in July 2020 and thus the EEI Master Agreement with Direct Energy Business Marketing LLC requires an amendment to reflect the change of Direct Energy Business Marketing LLC’s parent company from Centrica plc to NRG Energy Inc and conform credit support requirement to the new parent company;

**WHEREAS**, Silicon Valley Clean Energy desires to enter into an amendment to the Master Agreement with Direct Energy Business Marketing LLC and has agreed to terms and conditions of the amendment thereof.

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

1. Execute the amendment to the Master Agreement with Direct Energy Business Marketing LLC with terms consistent with the form of agreement presented to the Board of Directors, with any non-material changes, additions, variations or deletions (“Changes”) which following such execution by both parties, shall become an Amended Master Agreement.

**ADOPTED AND APPROVED this 9<sup>th</sup> day of August 2023, by the following vote:**

JURISDICTION	NAME	AYE	NO	ABSTAIN	ABSENT
City of Campbell	Director Scozzola	✓			
City of Cupertino	Director Mohan	✓			
City of Gilroy	Director Hilton	✓			
City of Los Altos	Director Meadows	✓			
Town of Los Altos Hills	Director Tyson	✓			
Town of Los Gatos	Director Rennie	✓			
City of Milpitas	Director Chua	✓			
City of Monte Sereno	Director Mekechuk				✓
City of Morgan Hill	Alternate Director Carothers	✓			
City of Mountain View	Director Abe-Koga	✓			
County of Santa Clara	Director Lee	✓			
City of Saratoga	Director Walia	✓			
City of Sunnyvale	Alternate Director Srinivasan	✓			

DocuSigned by:  
*George Tyson*  
5289c833830f450

Chair

**ATTEST:**

DocuSigned by:  
*Andrea Pizano*  
8BC3564ACEA848D

Secretary