

**RESOLUTION 2017-02**

APPR / EC

FEB 16 2017

**A RESOLUTION OF THE BOARD OF DIRECTORS OF  
MARIN CLEAN ENERGY DELEGATING  
CONTRACTING AUTHORITIES**

**MARIN CLEAN ENERGY**

**WHEREAS**, Marin Clean Energy (MCE) is a Joint Powers Authority (JPA) established on December 19, 2008, and organized under the Joint Exercise of Powers Act (Government Code Section 6500 et seq.); and

**WHEREAS**, MCE members include the following communities: the County of Marin, the County of Napa, the City of American Canyon, the City of Belvedere, the City of Benicia, the City of Calistoga, the Town of Corte Madera, the City of El Cerrito, the Town of Fairfax, the City of Lafayette, the City of Larkspur, the City of Mill Valley, the City of Napa, the City of Novato, the City of Richmond, the Town of Ross, the Town of San Anselmo, the City of San Pablo, the City of San Rafael, the City of Sausalito, the City of St. Helena, the Town of Tiburon, the City of Walnut Creek, and the Town of Yountville; and

**WHEREAS**, pursuant to its authority under Sections 4.6 and 4.7 of the Joint Powers Agreement the Board of Directors wishes to delegate authority to its committees and the Chief Executive Officer ("CEO"), for purposes of responding efficiently to requests from contractors, suppliers, lenders or other parties for documentation of such authority for MCE during the normal course of business; and

**WHEREAS**, Resolutions 2013-04 and 2016-05 set forth contracting authorities delegated by the Board of Directors; and

**WHEREAS**, the Board intends that this Resolution 2017-02 shall supersede and replace Resolutions 2013-04 and 2016-05.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of MCE:

A. Resolutions 2013-04 and 2016-05 are hereby rescinded and replaced by this Resolution 2017-02.

B. The Board of Directors, by this delegation of contracting authority as described herein, shall not be divested of any such authority, but shall retain and may exercise such authority at such times as it may deem necessary and proper, at its sole discretion.

C. The Board of Directors shall retain authority over all legally required authorities, including, for the avoidance of doubt, authority over contracting for borrowing as described in Government Code Section 536.35.7 or its successor.

D. For purposes of this Resolution, "Energy Procurement" shall mean all contracting for energy and energy-related products for MCE, including but not limited to products related to electricity, capacity, energy efficiency, distributed energy resources, demand response, and storage.

E. The Board of Directors hereby delegates the following contracting authorities consistent with an approved resource plan and/or budget, as applicable, including contracts that are consistent with the current fiscal year's budget but extend beyond the current fiscal year:

## **1. Delegation to the Executive Committee**

The Executive Committee has all necessary and proper authority to approve and direct the CEO to execute all contracts, amendments and addenda; provided that any contract, amendment or addenda with total consideration greater than \$25,000 shall also be executed by the Executive Committee Chair.

## **2. Delegation to the Technical Committee**

The Technical Committee has all necessary and proper authority to approve and direct the CEO and Technical Committee Chair to execute:

- a. contracts for Energy Procurement as herein defined;
- b. contracts for functions, programs or services related to Energy Procurement, technical matters, and demand-side and customer-side offerings;
- c. contracts related to MCE ownership or development of energy generation projects and assets.

## **3. Delegation to the Chief Executive Officer and Technical Committee Chair, Jointly**

The CEO and Technical Committee Chair, jointly, shall have all necessary and proper authority, after consultation with a Committee of the Board, to approve and execute contracts for Energy Procurement for terms of less than or equal to five years. The CEO shall timely report to the Board all such executed contracts.

## **4. Delegation to the Chief Executive Officer**

The CEO shall have all necessary and proper authority to approve and execute:

- a. contracts for Energy Procurement for terms of less than or equal to 12 months, which the CEO shall timely report to the Board;
- b. contracts with a not-to-exceed maximum dollar amount of less than or equal to \$25,000 per vendor for a given scope of work, per fiscal year;
- c. amendments or addenda to existing contracts, regardless of the existing contract's price or total amount, which improves the terms of the contract to MCE's benefit without increasing the contract's not-to-exceed maximum dollar amount; and
- d. in the event of an emergency situation contracts with a not-to-exceed maximum dollar amount of:
  - i. \$150,000 in the aggregate; or
  - ii. \$500,000 in the aggregate with the prior written consent of three (3) Executive Committee members

in order to avert or alleviate damage to property, to protect the health, safety and welfare of the community and MCE's employees, or to repair or restore damaged or destroyed property of MCE.

An "emergency situation" for purposes hereof is a situation creating an imminent danger to life or property or other material financial loss that calls for immediate action with inadequate time for prior Board approval. The Chief Executive Officer shall within thirty (30) days of the emergency, deliver a report to the Board of Directors explaining the necessity for the action, a listing of expenditures made under these emergency powers and any recommended future actions.

**PASSED AND ADOPTED** at a regular meeting of the Board of Directors on this 16<sup>th</sup> day of February 2017, by the following vote:

APPROVED

FEB 18 2017

MARIN CLEAN ENERGY

	AYES	NOES	ABSTAIN	ABSENT
City of American Canyon	✓			
City of Belvedere	✓			
City of Benicia				✓
City of Calistoga	✓			
Town of Corte Madera	✓			
City of El Cerrito	✓			
Town of Fairfax	✓			
City of Lafayette	✓			
City of Larkspur	✓			
County of Marin	✓			
City of Mill Valley	✓			
City of Napa	✓			
County of Napa	✓			
City of Novato	✓			
City of Richmond	✓			
Town of Ross	✓			
Town of San Anselmo				✓
City of San Pablo				✓
City of San Rafael				✓
City of Sausalito	✓			
City of St. Helena	✓			
Town of Tiburon	✓			
City of Walnut Creek	✓			
Town of Yountville	✓			

*Fate Sears*

CHAIR, MCE BOARD

ATTEST:

*Dawn Edging*

SECRETARY, MCE BOARD

**APPROVED**

**FEB 16 2017**

**MARIN CLEAN ENERGY**