

RESOLUTION NO. 2019-04

MARIN CLEAN ENERGY

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
MARIN CLEAN ENERGY ACCEPTING AN ADMINISTRATIVE EXTENSION TO A
CREDIT AGREEMENT WITH RIVER CITY BANK EXTENDING THE TERMINATION
DATE OF THE AGREEMENT FROM AUGUST 31, 2019 TO NOVEMBER 30, 2019**

WHEREAS, Marin Clean Energy (MCE) is a joint powers authority 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 Contra Costa, the County of Napa, the County of Solano, the City of American Canyon, the City of Belvedere, the City of Benicia, the City of Calistoga, the City of Concord, the Town of Corte Madera, the Town of Danville, the City of El Cerrito, the Town of Fairfax, the City of Lafayette, the City of Larkspur, the City of Martinez, the City of Mill Valley, the Town of Moraga, the City of Napa, the City of Novato, the City of Oakley, the City of Pinole, the City of Pittsburg, the City of San Ramon, 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, River City Bank (RCB) has been MCE's primary bank since March 8, 2010; and

WHEREAS, MCE continues to expand the number of entities with which it contracts for power supply, and it is beneficial to utilize industry standard credit terms for power purchase contracts; and

WHEREAS, MCE staff negotiated the terms of a non-revolving credit facility with River City Bank to provide credit support for future power purchase contracts; and

WHEREAS, the RCB credit facility allows MCE to borrow cash or to direct the issuance of standby letters of credit (SBLC) that would be used as credit support for MCE's forward purchases of energy.

WHEREAS, MCE Board of Directors approved the Non-Revolving Credit Agreement by and between MCE and RCB on August 21, 2015; and

WHEREAS, CEO Dawn Weisz approved the First Amendment to the Non-Revolving Credit Agreement on February 23, 2016 by and between MCE and RCB making ministerial changes to the Agreement; and

WHEREAS, MCE Board of Directors approved the Second Amendment to the Non-Revolving Credit Agreement to convert the Non-Revolving Credit Agreement to a Revolving Credit Agreement and to increase the principal amount of the credit agreement from \$15,000,000 to \$20,000,000 on May 19, 2016; and

WHEREAS, MCE Board of Directors approved the Third Amendment to the Non-Revolving Credit Agreement extending the termination date of the Agreement from August 31, 2017 to August 31, 2019, increasing the principal amount of the Credit

Agreement from \$20,000,000 to \$25,000,000 and amending certain other terms and conditions in MCE's favor.

WHEREAS, by accepting the Administrative Extension of the Credit Agreement the termination date of the Agreement would be extended from August 31, 2019 to November 30, 2019.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of MCE that the Board hereby accepts the Administrative Extension of the Credit Agreement with River City Bank.

PASSED AND ADOPTED at a regular meeting of the MCE Board of Directors on this 20th day of July 2019, by the following vote:

	AYES	NOES	ABSTAIN	ABSENT
County of Marin	✓			
Contra Costa County				✓
County of Napa				✓
County of Solano	✓			
City of American Canyon				✓
City of Belvedere	✓			
City of Benicia	✓			
City of Calistoga				✓
City of Concord				✓
Town of Corte Madera	✓			
Town of Danville	✓			
City of El Cerrito				✓
Town of Fairfax	✓			
City of Lafayette				✓
City of Larkspur	✓			
City of Martinez				✓
City of Mill Valley	✓			
Town of Moraga				✓
City of Napa				✓
City of Novato				✓
City of Oakley	✓			
City of Pinole	✓			
City of Pittsburg				✓
City of San Ramon	✓			
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				✓

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 CHAIR, MCE BOARD

ATTEST:

Diana [Signature]

 SECRETARY, MCE BOARD