

**RESOLUTION NO. 2024-04**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF  
MARIN CLEAN ENERGY APPROVING THE PURCHASE AND SALE AGREEMENT  
AND JOINT ESCROW INSTRUCTIONS CONCERNING THE ACQUISITION OF REAL  
PROPERTY AT 1125 TAMALPAIS AVENUE, SAN RAFAEL, CALIFORNIA, AND  
AUTHORIZING ITS CHIEF EXECUTIVE OFFICER TO EXECUTE AND RECORD A  
CERTIFICATE OF ACCEPTANCE AND TAKE FURTHER NECESSARY AND  
APPROPRIATE ACTIONS TO IMPLEMENT THIS RESOLUTION**

**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 Fairfield, the City of Hercules, 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 Pleasant Hill, 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 Vallejo, the City of Walnut Creek, and the Town of Yountville; and

**WHEREAS**, MCE currently leases and occupies the entire office building located on the real property located at 1125 Tamalpais Avenue, San Rafael, California, 94901; and

**WHEREAS**, the Board of Directors of Marin Clean Energy (the “Board of Directors”) has determined it is in the best interests of MCE and its customers to purchase the real property located at 1125 Tamalpais Avenue, San Rafael, California, 94901, Assessor’s Parcel Number 011-226-14, along with all appurtenances to that real property, and the office building located on that land (together the “Property”);

**WHEREAS**, MCE and current Property Owner, 700 Fifth Avenue, LLC, have negotiated the terms and conditions of the contract under which the Property Owner would sell and MCE would purchase the Property; and

**WHEREAS**, the Purchase and Sale Agreement and Joint Escrow Instructions and the Asset Purchase Agreement set forth the terms and conditions agreed to by the parties for the purchase and sale of the Property; and

**WHEREAS**, the Board of Directors wishes to authorize its Chief Executive Officer or designee to undertake any further necessary acts to effectuate the acquisition of the Property.

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

**SECTION 1. Recitals.** The Recitals set forth above are true and correct and are incorporated into this Resolution by this reference.

**SECTION 2. Findings and Determinations.** It is hereby found and determined that the terms of the Purchase and Sale Agreement and Joint Escrow Instructions concerning the acquisition of the Property, in substantially the forms attached hereto as Exhibits A and incorporated by this reference, are in the best interests of MCE.

**SECTION 3. Approval of Purchase and Sale Agreement.** The Board of Directors hereby approves the Purchase and Sale Agreement and Joint Escrow Instructions concerning the acquisition of the Property in substantially the forms attached hereto as Exhibits A, with such insertions, omissions, and changes as shall be approved by MCE's Chief Executive Officer or her designee executing the same documents, with the execution of such documents being conclusive evidence of such approval.

**SECTION 4. Authorization to Execute Sale and Escrow Documents.** The Board of Directors hereby authorizes MCE's Chief Executive Officer or her designee to execute and record the Purchase and Sale Agreement and Joint Escrow Instructions concerning the Property on behalf of MCE.

**SECTION 5. Authorization to Execute Certificate of Acceptance.** The Board of Directors hereby further authorizes MCE's Chief Executive Officer or her designee to execute and record a Certificate of Acceptance for the Property on behalf of MCE in the form attached hereto as Exhibit B.

**SECTION 6. Further Authorizations.** The Board of Directors hereby further authorizes MCE's Chief Executive Officer or her designee to take all necessary and appropriate actions to carry out, give effect to, and consummate the transactions contemplated by this Resolution, including execution and delivery of all closing and other documents and agreements necessary to effectuate the acquisition of the Property on behalf of MCE, or providing necessary notice to affected local agencies.

**SECTION 7. CEQA Findings.** MCE's acquisition of the Property is categorically exempt from the California Environmental Quality Act (CEQA) under CEQA Guidelines section 15061(b)(3) because MCE currently occupies the property and intends no physical changes to the Property or to its occupancy of the Property. There is therefore no potential to cause a significant effect on the environment. Further, the acquisition of the Property is categorically exempt under CEQA Guidelines section 15301, as it consists of the operation, repair, maintenance, permitting, leasing, licensing, or minor alteration of existing public or private structures, facilities, mechanical equipment, or topographical features, involving negligible or no expansion of existing or former use.

Finally, any future development of the Property or alterations thereto as a result of this Resolution is premature at this point for environmental assessment under CEQA Guidelines section 15004(b)(2).

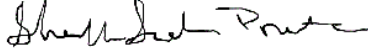
**SECTION 8. Severability.** If any section, subsection, paragraph, sentence, clause, or phrase of this Resolution or any part thereof or any exhibit hereto is for any reason held to be invalid, such decision shall not affect the validity of the remaining portions of this Resolution or any part thereof or exhibit thereto. The Board of Directors declares that it would have adopted this Resolution, and each section, subsection, paragraph, sentence, clause, and phrase thereof, irrespective of the fact that any one or more sections, subsections, paragraphs, sentences, clauses, or phrases may be declared invalid.

**SECTION 9. Effective Date.** This Resolution shall be effective immediately upon its passage and adoption.

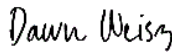
**PASSED AND ADOPTED** at a regular meeting of the MCE Board of Directors on this 18th day of July, 2024, by the following vote:

	<b>AYES</b>	<b>NOES</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
County of Marin				X
Contra Costa County				X
County of Napa	X			
County of Solano	X			
City of American Canyon	X			
City of Belvedere				X
City of Benicia	X			
City of Calistoga	X			
City of Concord	X			
Town of Corte Madera	X			
Town of Danville	X			
City of El Cerrito	X			
Town of Fairfax	X			
City of Fairfield	X			
City of Hercules	X			
City of Lafayette	X			
City of Larkspur	X			
City of Martinez	X			

City of Mill Valley	X			
Town of Moraga	X			
City of Napa	X			
City of Novato	X			
City of Oakley	X			
City of Pinole	X			
City of Pittsburg	X			
City of Pleasant Hill				X
City of San Ramon	X			
City of Richmond	X			
Town of Ross				X
Town of San Anselmo	X			
City of San Pablo				X
City of San Rafael				X
City of Sausalito	X			
City of St. Helena	X			
Town of Tiburon		X		
City of Vallejo				X
City of Walnut Creek	X			
Town of Yountville	X			

DocuSigned by:  
  
519554BAEFC0439  
CHAIR, MCE

**Attest:**

DocuSigned by:  
  
A50878418FBC4F8  
SECRETARY, MCE

**Exhibit A – Purchase and Sale Agreement and Joint Escrow Instructions**

**Exhibit B – Certificate of Acceptance**

**RECORDING REQUESTED BY  
AND AFTER RECORDATION MAIL TO:**

Marin Clean Energy  
Attn: Legal  
1125 Tamalpais Avenue  
San Rafael, California, 94901

**No Recording Fee  
Exempt Under Government Code §§ 6103 & 27383**

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**CERTIFICATE OF ACCEPTANCE**  
(Government Code Section 27281)

This is to certify that the interest in real property conveyed by that grant deed dated \_\_\_\_\_ [*date of closing*], from the 700 Fifth Avenue, LLC, a California limited liability company, to Marin Clean Energy, a California joint powers authority, is hereby accepted by the Board of Directors of Marin Clean Energy on July 18, 2024, and the grantee consents to the recordation thereof by its duly authorized officer.

DATED: \_\_\_\_\_

MARIN CLEAN ENERGY, a California  
joint powers authority

By: : \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF CALIFORNIA )  
 )  
COUNTY OF MARIN )

On \_\_\_\_\_, before me, \_\_\_\_\_, Notary Public, personally appeared \_\_\_\_\_, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public, in and for the  
County of Marin,  
State of California