

RESOLUTION 2026-06

A RESOLUTION OF THE BOARD OF DIRECTORS OF MARIN CLEAN ENERGY DELEGATING AUTHORITY OF SETTING COMPENSATION, TENURE, APPOINTMENT AND CONDITIONS OF EMPLOYMENT TO THE EXECUTIVE COMMITTEE AND THE CHIEF EXECUTIVE OFFICER

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, consistent with Government Code Section 25300, the Board has the authority to prescribe the compensation of all MCE officers and provide for the number, compensation, tenure, appointment and conditions of employment of MCE employees;

WHEREAS, in Resolution 2018-09, the Board of Directors delegated to the CEO or his or her designee authority, among other things, to provide for the number, compensation, tenure, appointment and conditions of employment MCE employees;

WHEREAS, in Resolution 2018-09, the Board of Directors also delegated to the Executive Committee the authority to provide for the number, compensation, tenure, appointment and conditions of employment of the CEO;

WHEREAS, the Board of Directors seeks to improve and streamline employment matters of MCE through its delegation of authority.

WHEREAS, the Board of Directors also wishes to clarify the relationship of the General Counsel to the Board;

WHEREAS, the Board of Directors intends that this Resolution No. 2026-06 rescind and replace Resolution 2018-09;

WHEREAS, the Board of Directors, by this delegation of authority to prescribe the compensation of all MCE officers and provide for the number, compensation, tenure, appointment and conditions of employment of MCE employees 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; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of MCE does hereby resolve, determine, and order as follows:

Section 1. Resolution 2018-09 is hereby rescinded.

Section 2. The Board hereby delegates to MCE's Chief Executive Officer (CEO) or her or his designee, in consultation with the Executive Committee, the authority to prescribe the compensation of all MCE officers, other than the CEO and the General Counsel, and provide for the number, compensation, tenure, appointment and conditions of employment of MCE employees other than the CEO and the General Counsel, provided that such prescription and provision be consistent with the Board-approved budget.

Section 3. The Board hereby delegates to the Executive Committee the authority to prescribe the compensation of MCE's CEO and General Counsel and provide for the compensation, tenure, and conditions of employment of the CEO and General Counsel, provided that such prescription and provision be consistent with the Board-approved budget, and that the Executive Committee timely report out such prescriptions to the MCE Board. For the avoidance of doubt, the MCE Board retains the authority to hire the CEO and General Counsel, subject to MCE's Operating Rules and Regulations.

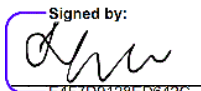
Section 4. Because the General Counsel's client is MCE, the General Counsel shall report directly to the MCE Board, as MCE's highest governing authority, provided that this resolution does not alter the General Counsel's obligations under the California Rules of Professional Conduct.

PASSED AND ADOPTED at a regular meeting of the MCE Board of Directors on this 16th day of July, 2026, by the following vote:

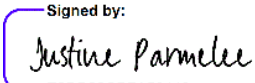
	AYES	NOES	ABSTAIN	ABSENT
County of Marin	X			
County of Contra Costa	X			
County of Napa	X			
County of Solano				X
City of American Canyon	X			
City of Belvedere	X			
City of Benicia	X			
City of Calistoga	X			
City of Concord	X			
Town of Corte Madera				X
Town of Danville	X			

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			

Signed by:



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 CHAIR, MCE
Attest:

Signed by:

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SECRETARY, MCE