

RESOLUTION NO. 2012-06

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE MARIN ENERGY
AUTHORITY APPROVING THE SECOND AMENDMENT TO AND
RESTATEMENT OF SECURITY AGREEMENT WITH SHELL ENERGY NORTH
AMERICA**

WHEREAS, the Marin Energy Authority ("MEA") 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, MEA members include the following Marin communities: the County of Marin, the City of Belvedere, the Town of Corte Madera, the Town of Fairfax, the City of Larkspur, the City of Mill Valley, the City of Novato, the Town of San Anselmo, the City of San Rafael, the City of Sausalito, the Town of Ross, and the Town of Tiburon; and

WHEREAS, MEA and Shell Energy North America (US), L.P. ("Shell Energy") entered into that certain Security Agreement dated March 17, 2010 (as amended, the "Original Security Agreement"); and

WHEREAS, MEA and Shell Energy entered into that certain Amendment to and Restatement of Security Agreement dated January 6, 2011 (as amended the "First A&R Security Agreement"), replacing the Original Security Agreement in its entirety; and

WHEREAS, MEA and Shell Energy desire to amend and restate the First A&R Security Agreement in its entirety and to replace such First A&R Security Agreement with the Second Amendment to and Restatement of Security Agreement ("Second A&R Security Agreement"), a draft of which is attached hereto as Attachment A; and

WHEREAS, MEA and Shell Energy have entered into a Master Power Purchase and Sale Agreement (as amended, restated, modified or supplemented from time to time, the "Master Agreement") dated February 5, 2010 pursuant to the terms of which Shell Energy has agreed to sell electricity and related physical products to MEA from time to time; and

WHEREAS, it is a requirement of the Master Agreement and the Second Amendment to and Restatement of Confirmation that MEA execute and deliver Second A&R Security Agreement and that MEA agree to enter into and be bound by Second A&R Security Agreement; and

WHEREAS, MEA has agreed to grant to Shell Energy a security interest in certain of its property as provided in the Second A&R Security Agreement

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Marin Energy Authority:

1. The Second A&R Security Agreement, in substantially the form presented in this meeting and on file with the Secretary of MEA, is incorporated herein by this reference to the same extent as if set out in whole and is hereby approved. The Executive Officer of MEA and the Chair of the Board are hereby authorized and directed, for and in the name and on behalf of MEA, to execute and deliver the Second A&R Agreement in substantially said form, with such additions thereto or changes therein as may be approved by such officers upon consultation with counsel to MEA. Approval of such additions and changes shall be conclusively evidenced by the execution and delivery of the Second A&R Agreement.

2. The Authorized Officers and all other officers of MEA are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents that they may deem necessary or advisable in order to effectuate the purposes of this Resolution without further approval of the Board, and any such actions previously taken by such officers are hereby ratified and confirmed.

3. This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED at a regular meeting of the Marin Energy Authority Board of Directors on this 2nd day of February 2012, by the following vote:

	AYES	NOES	ABSTAIN	ABSENT
City of Belvedere	✓			
Town of Corte Madera				✓
Town of Fairfax				✓
City of Larkspur	✓			
County of Marin	✓			
City of Mill Valley	✓			
City of Novato	✓			
Town of San Anselmo	✓			

City of San Rafael

✓

City of Sausalito

✓

Town of Ross

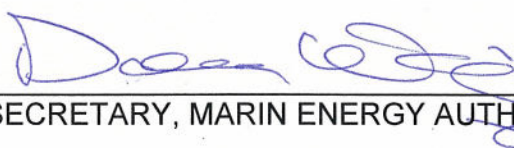
✓

Town of Tiburon

✓



CHAIR, MARIN ENERGY AUTHORITY BOARD



SECRETARY, MARIN ENERGY AUTHORITY BOARD

