

## RESOLUTION NO. 3-2017

### RESOLUTION OF THE OPERATIONS BOARD OF DIRECTORS OF MONTEREY BAY COMMUNITY POWER AUTHORITY DELEGATING AUTHORITY TO THE CHIEF EXECUTIVE OFFICER TO EXECUTE EEI MASTER AGREEMENTS AND CONFIRMATION AGREEMENTS WITH TERMS CONSISTENT WITH THOSE PRESENTED WITH EACH OF THE SHORT- LISTED ENERGY SERVICE PROVIDERS.

THE OPERATIONS BOARD OF DIRECTORS OF THE MONTEREY BAY  
COMMUNITY POWER AUTHORITY HEREBY RESOLVES AS FOLLOWS:

**WHEREAS**, the Monterey Bay Community Power Authority (“Monterey Bay Community Power”) was formed on February 21, 2017; and

**WHEREAS**, launch of service of the community choice aggregation program is planned for March 1, 2018; and

**WHEREAS**, Monterey Bay Community Power administered a competitive process to select contractors capable of providing energy, renewable energy, carbon free energy, and related products and services (the “Product”) from energy generating sources that are cleaner and have a higher percentage of renewable energy than that provided by the incumbent utility and at competitive prices; and

**WHEREAS**, Monterey Bay Community Power has identified five energy service providers (each, an “Energy Service Provider” or “ESP”) as having competitive proposals and the ability to meet the aforementioned goals;

**WHEREAS**, Monterey Bay Community Power has negotiated a separate EEI Master Agreement (the “Master Agreement”) with each ESP;

**WHEREAS**, Monterey Bay Community Power has negotiated a separate Confirmation Agreement (the “Confirmation”) with each ESP;

**WHEREAS**, the Master Agreement is an industry standard framework agreement between an energy purchaser and an energy supplier that establishes certain terms and conditions for the contractual relationship between an energy purchaser and energy supplier, but which does not require a purchaser to purchase or a supplier to supply the Product without executing a separate written agreement in the form of a Confirmation;

**WHEREAS**, a Confirmation is an agreement between an energy purchaser and an energy supplier (e.g., an ESP) that binds the purchaser and a supplier to supply specific quantities of specific types of energy products at specific prices and is governed by the terms and conditions of the Master Agreement;

**WHEREAS**, there are minor differences in each form of Master Agreement and Confirmation based upon changes requested by each ESP, these differences are not material in the overall context of the proposed transaction;

**WHEREAS**, the Board wishes to delegate to the Chief Executive Officer authority to execute each of the aforementioned Master Agreements and Confirmations for the reasons provided above;

**NOW, THEREFORE, IT IS HEREBY DETERMINED AND ORDERED** that the Board delegates authority to the Chief Executive Officer to:

Execute a Master Agreement and Confirmation with terms consistent with the form of agreement presented to the Operations Board of Directors with the following short-listed Energy Service Providers and as provided in the Staff Report submitted in connection with this Resolution:

- Exelon Generation Company, LLC (a.k.a. Constellation)
- Morgan Stanley Capital Group, Inc.
- Powerex Corp.
- Shell Energy North America (US), L.P.
- Tenaska Power Service Co.

**ADOPTED AND APPROVED this 15th day of November 2017.**

  
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Chair