

RESOLUTION NO. OB-2018-04

A RESOLUTION OF THE MONTEREY BAY COMMUNITY POWER AUTHORITY OPERATIONS BOARD OF DIRECTORS AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO:

(A) EXECUTE A POWER PURCHASE AGREEMENT FOR RENEWABLE SUPPLY WITH DURAN MESA LLC, A LIMITED LIABILITY COMPANY, WITH TERMS CONSISTENT WITH THOSE PRESENTED, IN A FORM APPROVED BY THE GENERAL COUNSEL;

(B) EXECUTE SUCH OTHER ANCILLARY DOCUMENTS, IN A FORM APPROVED BY GENERAL COUNSEL, AS MAY BE NECESSARY TO EFFECTUATE THE PURCHASE OF SUCH POWER FROM DURAN MESA LLC.

THE OPERATIONS BOARD OF DIRECTORS ("BOARD") OF THE MONTEREY BAY COMMUNITY POWER AUTHORITY, A CALIFORNIA JOINT POWERS AGENCY WITHIN THE COUNTIES OF MONTEREY, SANTA CRUZ, AND SAN BENITO, HEREBY RESOLVES AS FOLLOWS:

WHEREAS, the Monterey Bay Community Power Authority ("MBCP") was formed on February 21, 2017 pursuant to a Joint Exercise of Powers Agreement ("JPA") to study, promote, develop, conduct, operate, and manage energy programs in the Tri-County region of Santa Cruz, Monterey and San Benito Counties;

WHEREAS, launch of service for Phase I occurred in March 2018, and launch of service for the remaining Phases of the community choice aggregation program is planned for July 2018;

WHEREAS, MBCP is purchasing energy, renewable energy, carbon free energy, and related products and services (the "Products");

WHEREAS, in Fall 2017, consistent with its mission of reducing greenhouse gas emissions and offering customer choice at competitive rates, MBCP administered a competitive process to select one or more power supply providers;

WHEREAS, one of the providers selected by MBCP through this competitive process is Duran Mesa LLC, a limited liability company ("Provider"), based on its desirable offering of Products, pricing, and terms;

WHEREAS, Staff has presented to the Board for its review the negotiated form of Power Purchase Agreement ("PPA"), reference to which should be made for further particulars; and

WHEREAS, the Board wishes to delegate to the Chief Executive Officer authority to execute the aforementioned PPA and to do all things necessary or appropriate for the execution and delivery of, and the performance of MBCP's obligations under, the PPA (including any other

instruments, documents, certificates and agreements executed by MBCP in connection therewith) and any other ancillary documents required for said purchase of power from Provider.

NOW, THEREFORE, THE MONTEREY BAY COMMUNITY POWER AUTHORITY OPERATIONS BOARD OF DIRECTORS DOES HEREBY RESOLVE, DETERMINE, AND ORDER AS FOLLOWS:

A. The Chief Executive Officer is authorized to execute the PPA with Provider upon terms consistent with those presented, in a form approved by the General Counsel, subject to such non-material changes ("Changes") as the Chief Executive Officer may deem necessary or appropriate, with the execution and delivery of the PPA containing any such Changes by the Chief Executive Officer to be conclusive evidence of the Chief Executive Officer's approval of such Changes; and

B. The Chief Executive Officer is authorized to negotiate, enter into and deliver, and to do all things necessary or appropriate for the execution and delivery of, and the performance of MBCP's obligations under, the PPA (including any other instruments, documents, certificates and agreements executed by MBCP in connection therewith) and such other ancillary documents, in a form approved by General Counsel, as may be necessary to effectuate purchase of such power from the Provider.

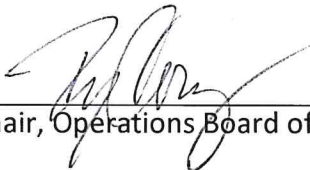
PASSED AND ADOPTED by the Operations Board of the Monterey Bay Community Power Authority this 27th day of June 2018 by the following vote:

AYES: Directors Serino, Bernal, Huffaker, Bauman, Harvey, Long, Gonzalez; Vice Chair Corpuz

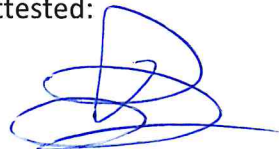
NOES: None

ABSENT: Director Goldstein; Chair Mendez

DISQUALIFIED: None



Vice Chair, Operations Board of MBCP

Attested: 

Bren Lehr, Board Clerk