RESOLUTION NUMBER 2021-01

A RESOLUTION OF THE BOARD OF DIRECTORS
OF SAN DIEGO COMMUNITY POWER
AUTHORIZING CEO TO EXECUTE MODIFICATION TO CREDIT AGREEMENT

WHEREAS, San Diego Community Power ("SDCP") entered into a Credit Agreement with River City Bank to provide a credit facility in the amount of $35,0000,000 ("Credit Agreement"); and

WHEREAS, the Credit Agreement provides for certain financial covenants and conditions with respect to increases in the amount of credit available as each phase of SDCP operations commences; and

WHEREAS, there have been changes in SDCP's fiscal year, proforma and phase commencement dates since the execution of the Credit Agreement;

WHEREAS, SDCP staff and legal counsel have discussed with River City Bank that it is necessary to make technical changes in the covenants and conditions set forth in the Credit Agreement to take such changes into account; and

WHEREAS, it is important from a timing perspective to have such technical changes in place so that the step-up in credit availability will coincide with the commencement of phase 1 operations;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of SDCP as follows:

1.   The Board of Directors has determined that the recitals herein are true and correct.

2.   The Board of Directors hereby authorizes the Bill D. Carnahan, the interim Chief Executive Officer, or his designee, with the advice of legal counsel, to negotiate and execute an amendment to the Credit Agreement to implement technical modifications to address the change in the fiscal year of SDCP and account for changes in the proforma and schedule for the phasing of SDCP operations.

3.   This Resolution shall be effective immediately after its adoption by the Board of Directors.

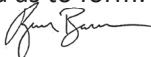**PASSED AND ADOPTED** at a meeting of the Board of Directors of San Diego Community Power on January 28, 2021.

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Joe Mosca , Chair, SDCP

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Megan Wiegelman
Interim Secretary, SDCP

Approved as to form:

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Ryan Baron SDCP Legal Counsel

AYES: __5__   NAYS: __0__   ABSENT: __0__   ABSTAIN: __0__