

RESOLUTION NO. 07

A RESOLUTION OF THE BOARD OF DIRECTORS OF SAN DIEGO COMMUNITY POWER APPROVING AN AMENDED AND RESTATED JOINT POWERS AGREEMENT AND BYLAW REVISIONS

WHEREAS, San Diego Community Power ("SDCP") is a joint powers agency formed pursuant to the Joint Exercise of Powers Act, Cal. Gov. Code § 6500 *et seq.*, California Public Utilities Code § 366.2, and a Joint Powers Agreement effective on October 1, 2019 ("JPA Agreement"); and

WHEREAS, Section 4.12.2 of the JPA Agreement provides that the Board of Directors may amend the JPA Agreement and adopt or amend the Bylaws by a two-thirds vote; and

WHEREAS, the Board of Directors desires to amend the JPA Agreement to make changes to the weighted vote provisions of the JPA Agreement and to make other minor or clarifying changes, all of which are contained in the proposed Amended and Restated JPA Agreement attached hereto as Attachment A; and

WHEREAS, the Board of Directors also desires to make changes to the Bylaws to ensure consistency between the Bylaws and the Amended and Restated JPA Agreement, and the proposed updated Bylaws are attached hereto as Attachment B.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of San Diego Community Power as follows:

Section 1. The Board of Directors hereby approves the Amended and Restated JPA Agreement as shown in Attachment A and the updated Bylaws as shown in Attachment B. The Board of Directors hereby authorizes the Chair, for and on behalf of SDCP, to execute the signature page of the Amended and Restated JPA Agreement.

Section 2. Notwithstanding the approval of this Resolution, future amendments to the Bylaws may be approved by an adopted motion of the Board of Directors receiving the required two-thirds vote. A resolution shall not be required for such amendments.

Section 3. If any provision of this Resolution or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of the Resolution which can be given effect without the invalid provision or application, and to this end the provisions of this Resolution are severable. The Board of Directors hereby declares that it would have adopted this Resolution irrespective of the invalidity of any particular portion thereof.

Section 4. Except as otherwise expressly set forth herein, this Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by a two-thirds vote at a meeting of the Board of Directors of San Diego Community Power held on December 16, 2021.

Joseph M. Mosca

Chair, Board of Directors
San Diego Community Power

ATTEST:

K. Isley

Secretary, Board of Directors
San Diego Community Power

AYES: Chair Mosca (Encinitas), Alternate Director Aguirre (Imperial Beach), Alternate Director Humora (La Mesa), Director Lawson-Remer (San Diego County), Director Montgomery Steppe (San Diego), and Director Sotelo-Solis (National City)

NOES: None

ABSTAINED: None

ABSENT: Chula Vista