

RESOLUTION NO. 2025-02

A RESOLUTION OF THE BOARD OF DIRECTORS OF SAN DIEGO COMMUNITY POWER APPROVING A DESIGNATION OF PRESIDING OFFICER POLICY.

A. San Diego Community Power (Community Power) 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, and amended and restated December 16, 2021 (JPA Agreement).

B. Section 5.2 of the JPA Agreement, the Board is required to elect a Chair and Vice Chair annually. Among other responsibilities, the JPA Agreement states the Chair shall be the presiding officer of all Board meetings, and the Vice Chair shall serve in the absence of the Chair. Similar requirements exist for Advisory Committees.

C. There are instances where the Chair and Vice Chair of a Community Power Board or Committee are unavailable to preside over a meeting and additional clarity on the process to identify an acting Chair would be beneficial for the effective running of meetings.

D. Section 5.10 of the JPA Agreement provides that “the Board may establish rules, regulations, policies, or procedures to govern any such commissions, boards, or committees and shall determine whether members shall be compensated or entitled to reimbursement for expenses.”

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 a Designation of Presiding Officer Policy, as provided in Exhibit A, attached hereto and incorporated herein.

Section 2. If any provision of this resolution, the attached policy, or the application thereof to any person or circumstance is held invalid, such invalidity shall not affect other provisions or applications of the resolution or policy which can be given effect without the invalid provision or application, and to this end the provisions of this resolution and the policy are severable. The Board of Directors hereby declares that it would have adopted this resolution and the attached policy irrespective of the invalidity of any particular portion thereof.

Section 3. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED at a meeting of the Board of Directors of San Diego Community Power held on February 27, 2025.

AYES: Directors Elo-Rivera, Inzunza, San Antonio, Suzuki, Yamane, Vice Chair
Lawson-Remer and Chair Aguirre
NOES: None
ABSTAIN: None
ABSENT: None

Paloma Aguirre

Paloma Aguirre, Chair
San Diego Community Power

ATTEST:

APPROVED AS TO FORM:

Maricela Hernandez

Maricela Hernandez, MMC, CPMC
Clerk of the Board/Board Secretary
San Diego Community Power

Veera Tyagi

Veera Tyagi, General Counsel
San Diego Community Power



San Diego Community Power

Designation of Presiding Officer Policy

Effective Date: February 27, 2025

Adopted/Amended by Resolution: 2025-02

PURPOSE

The intent of the Designation of Presiding Officer Policy ("Policy") is to supplement the San Diego Community Power ("Community Power") Joint Powers Agreement ("JPA") and Bylaws by setting a process for identifying the Director to preside over a Community Power Board of Directors ("Board") meeting in the absence of the Board Chair or Vice Chair and the Committee member to preside over a Community Power Committee meeting, in the absence of the Committee Chair or Vice Chair, if the Committee has appointed a Vice Chair.

POLICY

In the absence of the Board Chair and Vice Chair, in the case of a Board meeting, or of a Committee Chair or Vice Chair, when a Vice Chair has been appointed, for a Community Power Committee meeting, the following process shall be used to identify the presiding officer:

- (1) The Board or Committee member present at the meeting with the longest tenure on the Board or Committee, as applicable, shall preside at the Board or Committee meeting.
- (2) If it is unclear which Board or Committee member has the longest tenure, the Chair of the Board or Committee, as applicable, shall designate an acting Chair to preside at the Board or Committee meeting. If there is no seated Chair of the Board or Committee, or the Chair is otherwise unable to designate a presiding officer, the Chief Executive Officer, or their designee, will select a presiding officer.