



**SPECIAL MEETING of the Board of Directors of the  
Clean Power Alliance of Southern California  
Wednesday, March 25, 2020**

**10:30 a.m.**

**Listen to the Board of Directors meeting (Audio Only):**

**Call: (415) 930-5321 Conference Code: 770-431-679**

**All Participants must press “#” to join the meeting.**

**SPECIAL NOTICE REGARDING PUBLIC COMMENT:** Pursuant to Paragraph 11 of Executive Order N-29-20, executed by the Governor of California on March 17, 2020, and as a response to mitigating the spread of Coronavirus known as COVID-19, the Board of Directors will allow members of the public to participate and address Board Members during the meeting via teleconference only. Below are the ways to participate:

- Members of the public are encouraged to submit written comments on any agenda item to [publiccomment@cleanpoweralliance.org](mailto:publiccomment@cleanpoweralliance.org) up to two (2) hours before the meeting.
- If you desire to provide public comment during the meeting, you must contact staff at (213) 269-5889 up to two (2) hours before the meeting.
  - You will be asked to provide a phone number to call you during the meeting. You will also be asked for your name (or other identifying information) similar to filling out a speaker card so that you can be called when it is your turn to speak.
  - You will be called during the comment section for the agenda item on which you wish to speak.
  - You may be put on hold until your name is called by CPA staff.
  - You will be able to speak to the Committee for the allotted amount of time. Please be advised that all public comments must comply with our Public Comment Policy.
  - Once you have spoken, or the allotted time has run out, the phone call will be discontinued.

*Meetings are accessible to people with disabilities. Individuals who need special assistance or a disability-related modification or accommodation to participate in this meeting, or who have a disability and wish to request an alternative format for the meeting materials, should contact the Clerk of the Board at least one (1) working day before the meeting at [gmonzon@cleanpoweralliance.org](mailto:gmonzon@cleanpoweralliance.org) or (213) 269-5870. Notification in*

*advance of the meeting will enable us to make reasonable arrangements to ensure accessibility to this meeting and the materials related to it.*

***PUBLIC COMMENT POLICY:*** *The General Public Comment item is reserved for persons wishing to address the Board on any Clean Power Alliance-related matters not on today's agenda. Public comments on matters on today's Consent Agenda and Regular Agenda shall be heard at the time the matter is called. Comments on items on the Consent Agenda are consolidated into one public comment period. As with all public comment, members of the public who wish to address the Board are requested to complete a speaker's slip and provide it to Clean Power Alliance staff at the beginning of the meeting but no later than immediately prior to the time an agenda item is called.*

*Each speaker is limited to two (2) minutes (in whole minute increments) per agenda item with a cumulative total of five 5 minutes to be allocated between the General Public Comment, the entire Consent Agenda, or individual items in the Regular Agenda. Please refer to Policy No. 8 – Public Comment for additional information.*

*In addition, members of the Public are encouraged to submit written comments on any agenda item to [PublicComment@cleanpoweralliance.org](mailto:PublicComment@cleanpoweralliance.org). To enable an opportunity for review, written comments should be submitted at least 72 hours but no later than 24 hours in advance of the noticed Board meeting date. Any written materials submitted thereafter will be distributed to the Board at the Board meeting. Any written submissions must specify the Agenda Item by number, otherwise they will be considered General Public Comment.*

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**I. CALL TO ORDER AND ROLL CALL**

**II. GENERAL PUBLIC COMMENT**

**III. REGULAR AGENDA**

1. Oral Update from the Executive Director on CPA Operations
2. Adopt Resolution No. 20-03-001 Delegating to the Executive Committee Certain Actions in the Event of an Emergency
3. Adopt Resolution No. 20-03-002 Authorizing an Increase in the Executive Director's Non-Energy Expenditure Authority for Relocation or Move Expenditures.
4. Adopt Resolution No. 20-03-003 Delegating to the Board Chair the Appointment of an Interim Executive Director or an Interim General Counsel in the Event of Unexpected Absence

**IV. BOARD MEMBER COMMENTS**

**V. REPORT FROM THE CHAIR**

**VI. ADJOURN**

**Public Records:** *Public records that relate to any item on the open session agenda for a regular Board Meeting are available for public inspection. Those records that are distributed less than 72 hours prior to the meeting are available for public inspection at the same time they are distributed to all, or a majority of, the members of the Board. Those documents are available for inspection online at [www.cleanpoweralliance.org](http://www.cleanpoweralliance.org).*



## Staff Report – Agenda Item 1

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**To:** Clean Power Alliance (CPA) Board of Directors  
**From:** Ted Bardacke, Executive Director  
**Subject:** Oral Update from the Executive Director on CPA Operations  
**Date:** March 25, 2020

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On March 25, 2020, the Executive Director will provide an oral report to the Board of Directors updating them on current operational activities and CPA's response to the COVID-19 situation.



## Staff Report – Agenda Item 2

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**To:** Clean Power Alliance (CPA) Board of Directors

**From:** Nancy Whang, General Counsel

**Approved by:** Ted Bardacke, Executive Director

**Subject:** Resolution Delegating to the Executive Committee Certain Actions in the Event of an Emergency

**Date:** March 25, 2020

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### **RECOMMENDATION**

Adopt Resolution No. 20-03-001 delegating to the Executive Committee certain actions in the event of an emergency.

### **BACKGROUND**

On March 4, 2020, the Governor of California, Gavin Newsom (“Governor”) proclaimed a State of Emergency as a result of the threat of COVID-19. On March 12, 2020, the Governor issued Executive Order (“EO”) N-25-20, which waived or suspended certain requirements of the Brown Act among other actions. On March 17 and 21, 2020, the Governor issued EO N-29-20 and EO N-35-20, respectively. These later EOs further clarified the scope of the Brown Act obligations for a local government entity.

The EOs and the COVID-19 situation brings to the forefront CPA’s need to strategically consider and plan the current emergency and for other potential emergencies in order to allow CPA to act expeditiously, nimbly, and effectively to address operational, financial, or compliance needs or requirements.

### **DISCUSSION**

The proposed Resolution would delegate authority to the Executive Committee and such delegation would only be triggered when there is a declared emergency that qualifies

under one of the three conditions defined in Government Code Section 8558; specifically, in the event of (i) “State of war emergency”, (ii) “State of emergency”, or (iii) “Local emergency”. In the event the Executive Committee is unable to achieve a quorum, then the Chair, the two Vice Chairs, the Executive Director, and the General Counsel would be delegated authority to act so long as that action is unanimous.

Examples of the types of actions that could fall under this delegated authority would include, but not be limited to:

1. Approval of non-energy contracts, purchase orders, or invoices that exceed the Executive Director’s expenditure authority.
2. Taking action related to CPA’s workforce, including without limitation compensation, benefits, layoffs, work reductions, or furloughs.
3. Approval of long-term power purchase agreements (“PPAs”), amendments or related agreements to PPAs when there is an urgency due to compliance obligations or financing deadlines.
4. Approval of any agreements, amendments, related agreements, or transactions with any (a) lenders, (b) creditors, or (c) investment counterparties authorized under CPA’s Investment Policy.

Per CPA’s Joint Powers Agreement, there are “certain essential functions,” that the Board may not delegate. As a result, the proposed Resolution does not delegate the following functions to the Executive Committee:

- A) Approval of the fiscal year budget.
- B) The hiring or firing of the Executive Director.
- C) The setting or changing of CPA’s rates.
- D) Adopting or amending CPA’s rules, regulations, policies, bylaws and procedures governing CPA’s operation, which would include CPA’s Bylaws and Board approved policies.

Any action taken pursuant to this Resolution would be reported to the full Board at the next Regular Meeting. The delegation under this Resolution would terminate when the conditions meeting Government Code Section 8558 no longer exist.

**COMMITTEE ACTION**

On March 18, 2020, the substance relating to this resolution was discussed with the Executive Committee. The attached Resolution reflects the Executive Committee's input and suggested revisions.

**FISCAL IMPACT**

This Resolution has no fiscal impact.

**Attachment:** 1) Resolution No. 20-03-001 Delegating to the Executive Committee  
Certain Actions in the Event of an Emergency

**RESOLUTION NO. 20-03-001**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA  
DELEGATING TO THE EXECUTIVE COMMITTEE CERTAIN  
ACTIONS IN THE EVENT OF AN EMERGENCY**

**THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN  
CALIFORNIA DOES HEREBY FIND, RESOLVE, AND ORDER AS FOLLOWS:**

**WHEREAS**, the joint powers agreement (“Agreement”) forming the Clean Power Alliance of Southern California (formerly known as Los Angeles Community Choice Energy Authority) (“Clean Power Alliance” or “CPA”) was made and entered into as of June 27, 2017, and has been amended from time to time;

**WHEREAS**, the Agreement specifies and defines the powers and responsibilities of CPA and its Board of Directors (“Board”) including the power to “to exercise all powers and do all acts necessary and proper to carry out the provisions of this Agreement and fulfill its purposes . . .”;

**WHEREAS**, Section 5.9.1(a) of the Agreement authorizes the Board to “delegate to the Executive Committee “such authority as the Board might otherwise exercise . . .” except for “certain essential functions”;

**WHEREAS**, the Board adopted Bylaws for CPA (“CPA”) which further authorizes the Board to delegate to the Executive Committee “responsibilities, tasks, or activities” as the Board may decide;

**WHEREAS**, in or around December 2019, an outbreak of respiratory illness due to a novel coronavirus (a disease now known as COVID-19), was first identified;

**WHEREAS**, on March 4, 2020, the Governor of California, Gavin Newsom (“Governor”) proclaimed a State of Emergency as a result of the threat of COVID-19 and on March 12, 2020, the Governor issued Executive Order N-25-20 pursuant to California Government Code Sections 8567, 8571, and 8572, which waived or suspended certain requirements of the Brown Act among other actions;

**WHEREAS**, the COVID-19 situation is a reminder to CPA of its need to strategically consider and prepare for other emergencies that would qualify under Government Code Section 8558 in order that CPA may act expeditiously, nimbly, and effectively to address operational, financial, or compliance needs or requirements; and,

**WHEREAS**, Government Code Section 8558 identifies and defines three conditions of emergency, which are (i) “State of war emergency”, (ii) “State of emergency”, or (iii) “Local emergency”.

**BE IT DETERMINED, ORDERED, AND RESOLVED, BY THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA THAT:**

1. In the event of an emergency that qualifies under any one of the conditions specified in Government Code Section 8558, the Executive Committee is hereby delegated the authority to approve, adopt, or take any action that the Board may take except for those "certain essential functions" that are excluded pursuant to Section 5.9.1(a) of the Agreement.

2. In the event the Executive Committee is unable to achieve a quorum, the Board hereby delegates the authority set forth in this Resolution to the Chair, the two Vice Chairs, the Executive Director, and the General Counsel provided that any delegated action shall only be effective upon a unanimous vote of all five members.

3. An action taken pursuant to any delegation of authority exercised pursuant to this Resolution shall be reported to the full Board at the next Regular Meeting.

4. The delegation of authority shall terminate when the conditions specified under Government Code Section 8558 no longer exist or this Resolution is otherwise amended by the Board, whichever is sooner.

**APPROVED AND ADOPTED this \_\_\_\_ day of \_\_\_\_\_ 2020.**

\_\_\_\_\_  
Chair

**ATTEST:**

\_\_\_\_\_  
Secretary



### Staff Report – Agenda Item 3

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**To:** Clean Power Alliance (CPA) Board of Directors

**From:** Ted Bardacke, Executive Director

**Subject:** Executive Director’s Expenditure Authority for Relocation or Move into Temporary or Permanent Office Space

**Date:** March 25, 2020

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#### **RECOMMENDATION**

Adopt Resolution No. 20-03-002 authorizing an increase in the Executive Director’s non-energy expenditure authority for relocating or moving into temporary or permanent office space.

#### **BACKGROUND**

Since start-up operations in February 2018, CPA has been located in a WeWork co-working space at 555 W. 5<sup>th</sup> Street in Downtown Los Angeles. In January 2019, CPA executed a lease for permanent office at 801 S. Grand Ave, with a projected move-in date of July 2020. Significant tenant improvements, including design, construction and commissioning, were expected to occur during the first half of 2020 and CPA intended to remain in the WeWork space until then. As a contingency, the lease at 801 S. Grand also included a no-cost option to occupy a temporary office space (“swing space”) on another floor of 801 S. Grand. This swing space is unimproved and would need some basic work on information technology, communications, and furniture to be usable for CPA.

On March 18, WeWork notified all its 555 W. 5<sup>th</sup> Street tenants that due to a case of COVID-19 exposure, the WeWork space was being shut down until further notice. While most CPA staff were already working remote at the time, the staff that were present were given 90 minutes to evacuate. Currently all CPA staff are working remotely; however, given that co-working spaces have been identified as potential hot-spots for COVID-19

transmission, it is unlikely that CPA will return to WeWork in any significant way if and when WeWork resumes operation at 555 W. 5<sup>th</sup> Street.

Given that CPA provides an essential public service and the uncertain duration of the current suspension of certain Brown Act provisions regarding the need to provide a physical meeting space, it is advisable that the organization move forward expeditiously with operationalizing the swing space at 801 S. Grand and to keep the design and construction of the permanent space (Suite 400) on track as much as possible.

### **DISCUSSION**

In recent discussions with the Landlord's Construction Manager (CIM Group), furniture broker (Westfall), and several design-build consultants for cabling, IT, security, and audio-visual work, it has become clear that in order to keep CPA's tenant improvements on track during uncertain times, there is a need to be able to move quickly with contract approvals, amendments, pre-pay measures or other flexible arrangements. This is particularly the case with our contactors who have multi-state and international supply chains that have become more complicated given the COVID-19 situation.

Some of these contract approvals and/or amendments are likely to exceed the Executive Director's signing authority for non-energy contracts of \$125,000. The regular cadence of monthly Board meetings does not allow for the Executive Director to pursue Board approval for these contracts with the speed that may be necessary to keep both the swing space and Suite 400 tenant improvements on track and avoid a situation whereby CPA staff is obliged to work remotely deep into the summer and fall of 2020.

The proposed Resolution expands the Executive Director's pre-existing signing authority to \$500,000 for any single contract or vendor and only for expenses related to the move or relocation. This signing authority expansion expires when the Suite 400 project (permanent space) is complete and occupancy is achieved. Concurrently, the FY 19/20 Budget Amendment that will be offered to the Board for consideration on April 2 will also increase the budget for capital expenditure in this fiscal year for expenses related to the

move that were contemplated for next year should such expenditures be necessary. CPA will continue to follow the rules regarding competitive solicitation of goods or services as set forth in Policy No. 12 – Non-Energy Public Contracting Policy.

### **COMMITTEE ACTION**

On March 18, 2020, the substance relating to this resolution was discussed with the Executive Committee. The attached Resolution reflects the Executive Committee's input and suggested revisions.

### **FISCAL IMPACT**

This Resolution's potential budget impacts will be reflected in the FY 19/20 Budget Amendment which will be presented to the Board on April 2.

**Attachment:** 1) Resolution No. 20-03-002 Increasing the Executive Director's Expenditure Authority for Relocation or Move Expenditures.

**RESOLUTION NO. 20-03-002**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF  
THE CLEAN POWER ALLIANCE OF SOUTHERN  
CALIFORNIA AUTHORIZING AN INCREASE IN THE  
EXECUTIVE DIRECTOR'S NON-ENERGY  
EXPENDITURE AUTHORITY FOR RELOCATION OR  
MOVE EXPENDITURES**

**THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN  
CALIFORNIA DOES HEREBY FIND, RESOLVE, AND ORDER AS FOLLOWS:**

**WHEREAS**, the joint powers agreement (“Agreement”) forming the Clean Power Alliance of Southern California (formerly known as Los Angeles Community Choice Energy Authority) (“Clean Power Alliance” or “CPA”) was made and entered into as of June 27, 2017, and has been amended from time to time;

**WHEREAS**, on May 2, 2019, the Board approved and adopted Resolution 19-05-009 increasing the Executive Director’s expenditure authority to \$125,000 for non-energy contracts;

**WHEREAS**, in or around December 2019, an outbreak of respiratory illness due to a novel coronavirus (a disease now known as COVID-19), was first identified.

**WHEREAS**, on March 4, 2020, the Governor of California, Gavin Newsom (“Governor”) proclaimed a State of Emergency as a result of the threat of COVID-19 and on March 12, 2020;

**WHEREAS**, on March 18, 2020, WeWork, the landlord for CPA’s temporary space, informed CPA that a guest of one of WeWork’s member companies tested positive for COVID-19 and that WeWork would be immediately closing its downtown Los Angeles location until further notice but at least for 15 days;

**WHEREAS**, CPA staff were required to leave the WeWork premises immediately, are not anticipated to have access to these premises for an indeterminate time, and are currently without any office space, if needed;

**WHEREAS**, CPA negotiated in its lease access to temporary space at 801 S. Grand Ave. and has provided notice to the landlord exercising CPA’s right to that space. However, CPA must equip that office with furniture, IT hardware, and certain audio/visual (“A/V”) equipment before CPA can relocate to the temporary space;

**WHEREAS**, WeWork’s closure has also elevated CPA’s need to act expeditiously toward moving into CPA’s permanent space at 801 S. Grand Ave., including CPA’s need to lease or purchase either temporary or permanent furniture, audio/visual equipment and installation, and other goods or services; and,

**WHEREAS**, the COVID-19 situation requires CPA to act expeditiously, nimbly, and effectively to address these operational needs.

**BE IT DETERMINED, ORDERED, AND RESOLVED, BY THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA THAT:**

1. In light of the sudden and exigent circumstances, the Executive Director is authorized to enter into contracts, purchase orders, invoices, or other obligations that relate to CPA's relocation to any temporary space or relate to CPA's move into the permanent space located at 801 S. Grand Ave ("Suite 400"), without prior Board approval or prior approval from an entity that has been delegated authority by the Board from time to time, as specified below.

2. The Executive Director is authorized:

- a. To enter into any contract, purchase order, invoice, or other obligation for non-energy goods or services when the price or the expected price for any single contract, purchase order, or invoice, or with any single vendor is \$500,000 or less within a 12-month period, inclusive of any direct costs, fees, or expenses incurred in the performance including but not limited to design, delivery, and installation; or,
- b. To exercise rights and powers specified under the contract, purchase order, or invoice as belonging to CPA, including but not limited to changes in scope, quantities, or price, authorization of subcontractors, amendments, assignment, insurance, termination, and to perform such other acts and things related to the delivery of the required non-energy goods or services.

3. The authority specified herein shall terminate the later of July 1, 2020, or CPA's full possession and build-out of Suite 400.

4. The Executive Director shall report on any contracts, purchase orders, or invoices executed using the authority delegated hereunder at the next Regular Meeting of the Board.

**APPROVED AND ADOPTED this \_\_\_\_ day of \_\_\_\_\_ 2020.**

\_\_\_\_\_  
Chair

**ATTEST:**

\_\_\_\_\_  
Secretary



## Staff Report – Agenda Item 4

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**To:** Clean Power Alliance (CPA) Board of Directors

**From:** Ted Bardacke, Executive Director

**Subject:** Process for the Appointment of an Interim Executive Director and/or General Counsel

**Date:** March 25, 2020

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### **RECOMMENDATION**

Adopt Resolution No. 20-03-003 Delegating to the Board Chair the Appointment of an Interim Executive Director or an Interim General Counsel in the Event of Unexpected Absence.

### **BACKGROUND**

CPA's Executive Director has a number of powers and responsibilities, which emanate from CPA's Joint Powers Agreement ("Agreement"). Some of these powers are specified in CPA's Bylaws, and others have been delegated to the Executive Director by Board action. These powers and responsibilities include, but are not limited to, the authority to approve and execute certain contracts, to make statements to the media, to address personnel matters, or file certain compliance documents.

The exercise of many of these powers and authorities are crucial to maintain CPA's fiscal and operational health, while providing an essential public service and maintain CPA's good standing with state energy regulators and CPA's creditors.

Similarly, CPA's Board-appointed General Counsel has day-to-day duties that ensure the organization is in compliance with federal and state statutes, adheres to its Agreement and related policies and procedures, and provides direction to staff on legal matters that arise in the normal course of business.

The COVID-19 situation is a reminder to CPA of its need to strategically consider and plan for other emergencies or contingencies in order that CPA can act expeditiously, nimbly, and effectively to meet its operational, financial, or compliance needs.

### **DISCUSSION**

Staff is in the process of expanding and refining its operational contingency planning to address COVID-19 risks. A significant risk that has been identified is that the organization would not be able to complete major operational tasks should the Executive Director become unexpectedly absent due to situations including, but not limited to, disability, death or departure. Neither the Agreement nor the Bylaws specify a process for naming an Interim Executive Director, nor do they provide a mechanism for CPA staff to take action on behalf of the Executive Director.

CPA's Bylaws do authorize the General Counsel to delegate her/his authority to another attorney on a limited or temporary basis. However, the Bylaws do not account for a situation where the General Counsel is incapacitated or otherwise unable to make that delegation.

The proposed Resolution would address this gap by specifying a process by which the Board Chair could appoint an interim Executive Director until (a) the Executive Director returns and is able to exercise the responsibilities or powers specified in the Agreement, in the Bylaws, or as delegated to the Executive Director by the Board, or (b) such time as a new Executive Director is appointed by the Board. The Board Chair would be required to consult with the two Vice Chairs, if practical, prior to making such an appointment and would be required to submit the appointment to the full Board for ratification at its next Regular meeting.

Under the proposed Resolution, the interim Executive Director would have the same powers and responsibilities that the unexpectedly absent Executive Director has at the time their absence begins.

The proposed Resolution also provides a similar process for delegating the General Counsel's authority to an interim General Counsel or another attorney in the case where the General Counsel is incapacitated or otherwise unable to make that delegation on their own.

### **PROCESS**

On March 19, 2020, CPA staff identified this operational risk in the course of contingency planning for the COVID-19 response. The Executive Director and General Counsel communicated the risk to the Board Chair who recommended that the item be placed on the Special Meeting agenda. The attached Resolution reflects a consensus proposal arrived at by the Board Chair, the Executive Director and the General Counsel.

### **FISCAL IMPACT**

This Resolution has no fiscal impact.

**Attachment:** 1) Resolution No. 20-03-003 Delegating to the Board Chair the Appointment of an Interim Executive Director or an Interim General Counsel in the Event of Unexpected Absence

**RESOLUTION NO. 20-03-003**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA  
DELEGATING TO THE CHAIR THE APPOINTMENT OF AN  
INTERIM EXECUTIVE DIRECTOR OR AN INTERIM  
GENERAL COUNSEL**

**THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN  
CALIFORNIA DOES HEREBY FIND, RESOLVE, AND ORDER AS FOLLOWS:**

**WHEREAS**, the joint powers agreement (“Agreement”) forming the Clean Power Alliance of Southern California (formerly known as Los Angeles Community Choice Energy Authority) (“Clean Power Alliance” or “CPA”) was made and entered into as of June 27, 2017, and has been amended from time to time;

**WHEREAS**, the Agreement specifies and defines the powers and responsibilities of the Board of Directors (“Board”) including the power to “appoint an Executive Director for [CPA], who shall be responsible for the day-to-day operation and management of [CPA]” as specified in Section 5.5 of the Agreement;

**WHEREAS**, Section 5.5 of the Agreement states that the Executive Director “may exercise all powers of [CPA]” except as otherwise limited by the Agreement;

**WHEREAS**, the Board has adopted the Bylaws for CPA, as amended from time to time (“Bylaws”) and the Bylaws specifies certain powers and responsibilities of the Executive Director;

**WHEREAS**, the Board has, from time to time, delegated only to the Executive Director certain powers and responsibilities including, but not limited to, the authority to approve and execute certain contracts, to contact media, or to address personnel matters;

**WHEREAS**, in the event the Executive Director becomes unexpectedly absent due to situations including, but not limited to, disability, death or departure, CPA staff cannot take action on behalf of the Executive Director;

**WHEREAS**, the Bylaws also provide for the appointment by the Board of the General Counsel, specify the General Counsel’s duties and responsibilities, and authorize the General Counsel to delegate their authority to another attorney on a limited or temporary basis;

**WHEREAS**, neither the Agreement nor the Bylaws specify a process for the appointment of an interim Executive Director or for delegating the General Counsel’s duties in the event of an unexpected absence of the Executive Director or the General Counsel, respectively;

**WHEREAS**, in or around December 2019, an outbreak of respiratory illness due to a novel coronavirus (a disease now known as COVID-19), was first identified, and on March 4, 2020, the Governor of California, Gavin Newsom proclaimed a State of Emergency as a result of the threat of COVID-19;

**WHEREAS**, the COVID-19 situation is a reminder to CPA of its need to strategically consider and prepare for other emergencies or contingencies in order that CPA may act expeditiously, nimbly, and effectively to address operational, financial, or compliance needs or requirements; and,

**WHEREAS**, the Board finds it necessary and beneficial to establish a process to appoint an interim Executive Director or to appoint an interim General Counsel or to delegate the General Counsel's authority to another attorney when either the Executive Director or the General Counsel are unexpectedly absent.

**BE IT DETERMINED, ORDERED, AND RESOLVED, BY THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA THAT:**

1. In the event the Executive Director becomes unexpectedly absent, the Board hereby delegates to the Board Chair the authority to appoint an interim Executive Director until (a) the Executive Director returns and is able to exercise the responsibilities or powers specified in the Agreement, in the Bylaws, or as delegated to the Executive Director by the Board, or (b) such time as a new Executive Director is appointed by the Board;

- a. Prior to exercising such authority, the Board Chair will consult with the two Vice-Chairs regarding the proposed appointment of an interim Executive Director unless such consultation is impractical;
- b. After exercising such authority, the Board Chair will present the appointment of the Executive Director for ratification at the next Regular Meeting of the Board of Directors;
- c. The interim Executive Director shall have the same duties, responsibilities, and powers that are (a) specified in the Agreement, (b) specified in the Bylaws; and (c) otherwise delegated to the Executive Director by the Board, from time to time.

2. In the event the General Counsel is unable to delegate the General Counsel's authority pursuant to Article III, Section 7 of the Bylaws, the Board hereby delegates to the Board Chair the authority to appoint an interim General Counsel or to delegate the General Counsel's authority to another attorney until (a) the General Counsel returns and is able to exercise the General Counsel's responsibilities or powers specified in the Bylaws or as delegated to the General Counsel by the Board, or (b) a new General Counsel is appointed by the Board.

**APPROVED AND ADOPTED this \_\_\_\_ day of \_\_\_\_\_ 2020.**

\_\_\_\_\_  
Chair

**ATTEST:**

\_\_\_\_\_  
Secretary