

RESOLUTION NO. 19-12-018

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA
TO ADOPT THE BYLAWS**

THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA DOES HEREBY FIND AND ADOPT AS FOLLOWS:

WHEREAS, the Clean Power Alliance of Southern California (formerly known as Los Angeles Community Choice Energy Authority) ("Clean Power Alliance" or "CPA") was formed on June 27, 2017;

WHEREAS, Sections 3.2.12 and 4.5.13 of the Joint Powers Agreement ("JPA") authorizes the Board of Directors ("Board") to adopt bylaws that are necessary or desirable to fulfill CPA's purposes and for the governance of CPA's operations;

WHEREAS, Section 4.11.1 requires CPA to provide the Board with 30 days advanced notice of its intent to adopt or amend the Bylaws;

WHEREAS, on March 7, 2019, the Board adopted the CPA Bylaws, which contained Article IV, Section 3.d., a provision that precludes an Alternate Director from participating in CPA closed session discussions unless the Alternate Director is a member of the member agency's legislative body;

WHEREAS, on March 7, 2019, the Board voted to sponsor and support Senate Bill ("SB") 355 which would provide an exception for CPA's non-elected Alternate Directors to participate in closed session discussions;

WHEREAS, on September 5, 2019, Governor Newsom signed SB 355 into law, which authorizes CPA to adopt a bylaw to allow a non-elected Alternate Director to attend a properly noticed closed session when attending in place of a Regular Director. The law takes effect on January 1, 2020;

WHEREAS, on October 3, 2019, the Board received the required 30-day advanced notice of an amendment of the Bylaws; and,

WHEREAS, on October 3, 2019, the Board approved the amendments to the Bylaws as follows.

(1) Article IV, Section b shall be revised as follows:

b. Discussions with Local Agency Governing Bodies and Local Agency Legal Counsel. A Director may disclose information obtained in a closed session that has direct financial or liability implications for the Director's Local Agency, to the following individuals: i) Legal counsel of the Director's governing body for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Local Agency; and ii) ~~Other~~ Mmembers of the

governing body of the Local Agency present in a closed session of that Local Agency.

...

(2) Article IV, Section d shall be revised as follows:

d. Alternate Directors Participation. Any designated Alternate Director of the legislative body of a Local Agency ~~who is also a member of the legislative body of a Local Agency and~~ who is attending a properly noticed meeting of the Alliance in lieu of a Local Agency Regular Director may participate in a closed session meeting of the Alliance.


WHEREAS, on October 3, 2019, the CPA Board directed the General Counsel to return with an implementing resolution for adoption of the amended Bylaws effective January 1, 2020 at the next duly-noticed Board meeting following the 30-day notice period.

WHEREAS, an amended and restated Bylaws has been presented to the Board and attached to the December 5, 2019 Board agenda;

WHEREAS, the amended and restated Bylaws conforms to the amendments approved by the Board on October 3, 2019.

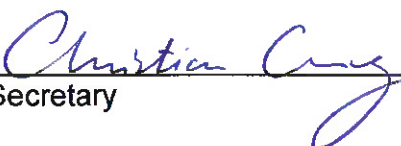
NOW THEREFORE, BE IT RESOLVED, BY THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA that the amended and restated Bylaws as presented to the Board is hereby adopted effective January 1, 2020.

ADOPTED this 5th day of December 2019.



Chair

ATTEST:



Secretary