

## RESOLUTION NO. 20-03-002

### **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;

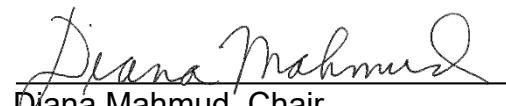
**WHEREAS**, the COVID-19 situation is a reminder to CPA of its need to strategically consider and prepare for other emergencies that would qualify under Government Code Section 8558 in order that CPA may act expeditiously, nimbly, and effectively to address operational, financial, or compliance needs 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 and the matter requires immediate consideration, 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 as soon as possible and 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 25<sup>th</sup> day of March 2020.**



Diana Mahmud  
Diana Mahmud, Chair

**ATTEST:**



Gabriela Monzon  
Gabriela Monzon, Secretary