

**RESOLUTION NO. 20-03-004**

**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.

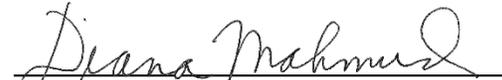
**BE IT DETERMINED, ORDERED, AND RESOLVED, BY THE BOARD OF DIRECTORS OF THE CLEAN POWER ALLIANCE OF SOUTHERN CALIFORNIA THAT:**

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 25<sup>th</sup> day of March 2020.**

  
Diana Mahmud, Chair

**ATTEST:**

  
Gabriela Monzon, Secretary