

**AMENDED AND RESTATED  
AMENDMENT NO. 1 TO  
CLEAN ENERGY ALLIANCE  
JOINT POWERS AGREEMENT**

This Amended and Restated Amendment No. 1 to Clean Energy Alliance Joint Powers Agreement (hereinafter “Amendment”), is entered into by and between the Parties listed on Exhibit B hereto effective August 25, 2022, and is made in reference to the following facts:

- A. Effective November 4, 2019, the Founding Members of Clean Energy Alliance (“CEA”) entered into that certain Clean Energy Alliance Joint Powers Agreement (“Agreement”).
- B. On October 27, 2021, through a unanimous vote of its City Council, the City of Escondido adopted Resolution No. 2021-169 authorizing the execution of the Agreement and authorizing staff to take other actions necessary for the City of Escondido to join CEA, and introduced Ordinance No. 2021-12 ordaining the City Council’s decision, pursuant to Public Utilities Code Section 366.2 to implement a Community Choice Aggregation (“CCA”) program within the jurisdiction of the City of Escondido by participating in CEA, under the terms and conditions of the Agreement.
- C. On November 17, 2021, the City of Escondido conducted a second reading and adopted Ordinance No. 2021-169 ordaining the City Council’s decision, pursuant to Public Utilities Code Section 366.2 to implement a CCA program within the jurisdiction of the City of Escondido by participating in CEA, under the terms and conditions of the Agreement.
- D. On November 18, 2021, the Board of Directors of CEA authorized the City of Escondido to become a member of CEA pursuant to Section 2.4 of the Agreement.
- E. On November 9, 2021, through a unanimous vote of its City Council, the City of San Marcos adopted Resolution No. 2021-8950 authorizing the execution of the Agreement and authorizing staff to take other actions necessary for the City of San Marcos to join CEA, and introduced Ordinance No. 2021-1508 ordaining the City Council’s decision, pursuant to Public Utilities Code Section 366.2 to implement a Community Choice Aggregation (“CCA”) program within the jurisdiction of the City of San Marcos by participating in CEA, under the terms and conditions of the Agreement.
- F. On November 23, 2021, the City of San Marcos conducted a second reading and adopted Ordinance No. 2021-1508 ordaining the City Council’s decision, pursuant

to Public Utilities Code Section 366.2 to implement a CCA program within the jurisdiction of the City of San Marcos by participating in CEA, under the terms and conditions of the Agreement.

- G. On December 17, 2021, the Board of Directors of CEA authorized the City of San Marcos to become a member of CEA pursuant to Section 2.4 of the Agreement.
- H. On June 8, 2022, through a majority vote of its City Council, the City of Oceanside adopted Resolution No 22-R0372-1 authorizing the execution of the Agreement and authorizing staff to take other actions necessary for the City of Oceanside to join CEA, and introduced Ordinance No. 22-OR0396-1 ordaining the City Council's decision, pursuant to Public Utilities Code Section 366.2 to implement a Community Choice Aggregation ("CCA") program within the jurisdiction of the City of Oceanside by participating in CEA, under the terms and conditions of the Agreement.
- I. On June 22, 2022, the City of Oceanside conducted a second reading and adopted Ordinance No. 22-OR0396-1 ordaining the City Council's decision, pursuant to Public Utilities Code Section 366.2 to implement a CCA program within the jurisdiction of the City of Oceanside by participating in CEA, under the terms and conditions of the Agreement.
- J. On July 28, 2022, the Board of Directors of CEA considered authorization of the City of Oceanside to become a member of CEA pursuant to Section 2.4 of the Agreement.
- K. On June 28, 2022, through a unanimous vote of its City Council, the City of Vista adopted Resolution No. 2022-113 authorizing the execution of the Agreement and authorizing staff to take other actions necessary for the City of Vista to join CEA, and introduced and adopted Ordinance No. 2022-9 ordaining the City Council's decision, pursuant to Public Utilities Code Section 366.2 to implement a Community Choice Aggregation ("CCA") program within the jurisdiction of the City of Vista by participating in CEA, under the terms and conditions of the Agreement.
- L. On July 28, 2022, the Board of Directors of CEA considered authorization of the City of Vista to become a member of CEA pursuant to Section 2.4 of the Agreement.
- M. CEA's Board of Directors approved amendments to the Agreement by Resolution 2021-012 dated September 30, 2021 (which included an Amendment No. 1), Resolution 2021-014 dated November 18, 2021 (approving the City of Escondido as a Member) and Resolution 2021-015 dated December 17, 2021 (approving the City of San Marcos as a Member) (collectively, "Previous Amendments").
- N. The Parties wish to amend the Agreement on the terms set forth below and to document, ratify, restate, and amend Previous Amendments and the addition of new members to CEA.

- O. On July 25, 2022, the form of this amendment was circulated to CEA's members for signature and return to CEA for CEA Board of Directors approval at its August 25, 2022, meeting.

**NOW, THEREFORE**, in consideration of their mutual promises as herein set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereto agree to amend the Agreement as follows:

1. The above recitals are true and correct.
2. The word "Founding" is hereby stricken from the first paragraph of the Agreement and from Section 1.2.
3. Exhibit B (List of Founding Members) to the Agreement shall be deleted in its entirety and replaced with the Exhibit B (List of Members) attached to this Amendment as Exhibit B, which is fully incorporated herein by this reference.
4. The first sentence of Section 5.1 Elected and Appointed Officers of the Agreement is hereby amended to read as follows:

"For each calendar year, the Board shall elect a Chair and Vice Chair from among the Directors and for each fiscal year shall appoint a Secretary and a Treasurer as provided in Government Code Section 6505.5."
5. The first sentence of Section 5.2 Chair and Vice Chair of the Agreement is hereby amended to read as follows:

"For each calendar year, the Board shall elect a Chair and Vice Chair from among the Directors."
6. This Amendment may be executed electronically and in counterparts, which together shall be, for all purposes, the same as one original agreement.
7. The terms set forth in this Amendment shall have the meanings ascribed to them in the Agreement for all purposes unless the context clearly indicates some other meaning.
8. This Amendment amends and restates the Previous Amendments to the Agreement.
9. Except as otherwise provided in this Amendment, each and every provision, term and condition contained in the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this Amendment effective as of the date first indicated above.

[SIGNATURES ON FOLLOWING PAGES]

**EXHIBIT B: List of Members**

Founding Members (public agencies becoming a member by October 1, 2020)

City of Carlsbad

City of Del Mar

City of Solana Beach

Members becoming a member after October 1, 2020

City of Escondido (effective November 18, 2021)

City of San Marcos (effective December 17, 2021)

City of Oceanside (effective July 28, 2022)

City of Vista (effective July 28, 2022)

**MEMBER:**

CITY OF Carlsbad

By: [Signature]  
City Manager

Date: 13 AUG 22

**APPROVAL AS TO FORM:**

By: Condu K. Morales 8/17/22  
City Attorney Date

**ATTEST:**

By: [Signature] 8/19/2022  
City Clerk Date

IN WITNESS WHEREOF, the Parties have executed this Amendment effective as of the date first indicated above.

**MEMBER:**

CITY OF DEL MAR

By:   
Ashley Jones, City Manager

Date: 08/23/2022

**APPROVAL AS TO FORM:**

By:  08/23/22  
Leslie Devaney, City Attorney Date

**ATTEST:**

By:  08/23/2022  
Sarah Krietor, City Clerk Date

**MEMBER:**

CITY OF SOLANA BEACH

By: \_\_\_\_\_

City Manager

Date: \_\_\_\_\_

8-24-22

**APPROVAL AS TO FORM:**

By: \_\_\_\_\_

City Attorney

Date

**ATTEST:**

By: \_\_\_\_\_

City Clerk

Date

8-24-22



**MEMBER:**

CITY OF Escondido

By: [Signature]  
City Manager

Date: 8/24/2022

**APPROVAL AS TO FORM:**

By: [Signature] 8/24/2022  
City Attorney Date

**ATTEST:**

By: [Signature] 8/24/22  
City Clerk Date

**MEMBER:**

CITY OF San Marcos

By: [Signature]  
City Manager

Date: 8/23/2022

**APPROVAL AS TO FORM:**

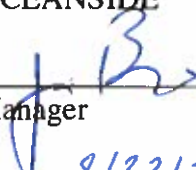
By: [Signature] 08.23.2022  
City Attorney Date

**ATTEST:**

By: [Signature] 8/23/2022  
City Clerk Date

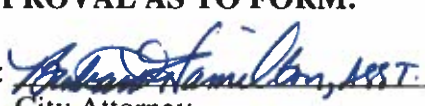
**MEMBER:**

CITY OF OCEANSIDE

By:   
City Manager

Date: 8/22/22

**APPROVAL AS TO FORM:**

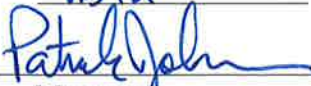
By:  Asst.  
City Attorney Date

**ATTEST:**

By:  Asst. 8/23/2022  
City Clerk Date

**MEMBER:**

CITY OF Vista

By: 

City Manager

Date: 8-1-2022

**APPROVAL AS TO FORM:**

By: 

City Attorney

8/28/22

Date

**ATTEST:**

By: 

City Clerk

8/1/22

Date