

RESOLUTION NO. SCV-98

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE
SANTA CLARITA VALLEY WATER AGENCY AUTHORIZING
THE GENERAL MANAGER TO ENTER INTO CONTRACTS RELATED
TO DEVELOPMENT OF SOLAR POWER GENERATION ON SCV WATER'S
DEVIL'S DEN PROPERTY**

WHEREAS, the Board of Directors has determined that its Devil's Den property may potentially be an appropriate site for solar power generation; and

WHEREAS, on April 22, 2015, SunPower Corporation entered into a Site Control Agreement with SCV Water; and

WHEREAS, on December 19, 2016, SunPower Corporation entered into a Reimbursement and Indemnification Agreement with SCV Water; and

WHEREAS, on December 19, 2016, SunPower Corporation entered into a Non-Binding Memorandum of Understanding (MOU) with SCV Water; and

WHEREAS, SunPower requested the assignment to its Agreements with SCV Water to Clearway Energy, Inc. in August 2018; and

WHEREAS, Alamo Springs I, LLC was formed by Clearway Energy, Inc. as the single purpose entity for the solar generation project and Clearway has assigned all of its rights in the Agreements to Alamo Springs I, LLC; and

WHEREAS, a new Reimbursement and Indemnification Agreement has been prepared between SCV Water and Alamo Springs I, LLC under the same terms and conditions as the prior Agreement with SunPower; and

WHEREAS, a new non-binding MOU has been prepared between SCV Water and Alamo Springs I, LLC under the same terms and conditions as the prior Agreement with SunPower; and

WHEREAS, terms of the Site Control Agreement have been modified and addressed as the Third Amendment; and

WHEREAS, SCV Water consents to the assignment of the Site Control Agreement to Alamo Springs I, LLC and Alamo acknowledges that it has agreed to assume all of the obligations of SunPower; and

WHEREAS, terms of the Site Control Agreement have been modified to adjust the schedule and are addressed in a Third Amendment. The terms have changed to give Alamo the right to extend the Term of the Site Control Agreement to December 31, 2019 for evaluation of the project; to June 30, 2020, subject to an interconnection agreement being executed prior to December 31, 2019; and a final extension to December 31, 2020 to receive final CEQA approval.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Santa Clarita Valley Water Agency does hereby authorize the General Manager to enter into contracts related to development of solar power generation on SCV Water's Devil's Den Property.


President

I, the undersigned, hereby certify: That I am the duly appointed and acting Secretary of the Santa Clarita Valley Water Agency, and that at a regular meeting of the Board of Directors of said Agency held on April 2, 2019, the foregoing Resolution No. SCV-98 was duly and regularly adopted by said Board, and that said resolution has not been rescinded or amended since the date of its adoption, and that it is now in full force and effect.

Dated: April 2, 2019


Secretary

