

## VALLEY CLEAN ENERGY ALLIANCE

### Staff Report – Item 11

**TO:** Board of Directors

**FROM:** Mitch Sears, Chief Executive Officer

**SUBJECT:** Approve updates to Exhibits C – Annual Energy and D – Voting Shares to VCE’s Joint Powers Agreement

**DATE:** April 9, 2026

#### **RECOMMENDATION**

Adopt resolution approving updates to Exhibits C – Annual Energy and D – Voting Shares to VCE’s Joint Exercise of Powers Agreement (JPA Agreement) and authorizing the Chief Executive Officer, in consultation with legal counsel, to take necessary implementation actions.

#### **BACKGROUND & DISCUSSION**

On December 12, 2019 the City of Winters became a signatory and party to VCE’s JPA Agreement. Pursuant to the JPA Agreement, each party has a voting share which is determined by dividing the party’s annual energy use by all of the parties’ total annual energy. In February 2022, the completion of enrolling City of Winters customers initiated an update to the JPA. In July 2022 via Resolution 2022-025, Exhibits B (List of Parties), Exhibits C (Annual Energy) and D (Voting Shares) to the JPA Agreement were updated as the Second Amendment. In addition, the Second Amendment allows Exhibits C and D to be modified by the Board without going through a full amendment process to the JPA Agreement. Instead, modifications, such as updates, can be made to Exhibits C and D via resolution. In December 2023 via Resolution 2023-020, the Third Amendment to the JPA was approved, which adopted a Compensation and Expense Reimbursement Policy.

There is the need to update Exhibits C (Annual Energy) and D (Voting Shares) reflecting 2025 energy usage and voting shares for each of the four (4) jurisdictions: unincorporated Yolo County, and cities of Davis, Woodland and Winters.

#### **CONCLUSION**

Per VCE’s Second Amendment to the JPA, Staff is recommending that the VCE Board approve via resolution updated Exhibits C and D and that the Board authorize the Chief Executive Officer, in consultation with legal counsel, to take necessary steps to implement this action.

#### **Attachments**

1. Updated Exhibit C – Annual Energy
2. Updated Exhibit D – Voting Shares
3. Resolution 2026-XXX

**EXHIBIT C**

**ANNUAL ENERGY USE / VOTING SHARES**

|                            |                 |
|----------------------------|-----------------|
| Unincorporated Yolo County | 204,336,463 kWh |
| Davis                      | 189,323,505 kWh |
| Woodland                   | 256,120,746 kWh |
| Winters                    | 22,850,672 kWh  |

**EXHIBIT D**  
**VOTING SHARES**

|                            |                       |                  |
|----------------------------|-----------------------|------------------|
| Unincorporated Yolo County | 204,336,463 kWh       | 30.4 votes       |
| Davis                      | 189,323,505 kWh       | 28.1 votes       |
| Woodland                   | 256,120,746 kWh       | 38.1 votes       |
| Winters                    | <u>22,850,627 kWh</u> | <u>3.4 votes</u> |
| Total                      | 672,631,340 kWh       | 100              |

**VALLEY CLEAN ENERGY ALLIANCE****RESOLUTION NO. 2026 - \_\_\_\_****A RESOLUTION OF THE BOARD OF DIRECTORS OF VALLEY CLEAN ENERGY ALLIANCE APPROVING UPDATES TO EXHIBIT C – ANNUAL ENERGY AND EXHIBIT D – VOTING SHARES**

**WHEREAS**, the Valley Clean Energy Alliance (“VCE”) was formed as a community choice aggregation agency (“CCA”) on November 16, 2016, under the Joint Exercise of Power Act, California Government Code sections 6500 et seq., among the County of Yolo, and the Cities of Davis and Woodland, to reduce greenhouse gas emissions, provide electricity, carry out programs to reduce energy consumption, develop local jobs in renewable energy, and promote energy security and rate stability in all of the member jurisdictions. The City of Winters, located in Yolo County, was added as a member of VCE and a party to the JPA in December of 2019; and,

**WHEREAS**, under Section 2.4.2 of the Joint Powers Agreement Relating to and Creating the VCE (the “Agreement”), the Board of Directors (“Board”) may allow other cities and counties to become members in the VCE JPA and thereby to participate in VCE’s Community Energy Choice program (the “Program”) provided certain conditions are met; and,

**WHEREAS**, pursuant to the JPA Agreement each party has a voting share which is determined by dividing the party’s annual energy use by all of the parties’ total annual energy. This information is provided in Exhibit C – Annual Energy and Exhibit D – Voting Shares to the Agreement, and is necessary in order for the parties to conduct weighted voting by voting shares pursuant to Section 3.7 of the Agreement; and,

**WHEREAS**, Section 3.7.1 and 3.7.2 of the Agreement provide that Exhibits C and D of the Agreement shall be revised no less than annually as necessary to account for changes in the number of parties and changes to the parties’ annual energy use; and,

**WHEREAS**, in July 2022, the Board, Cities of Davis, Woodland and Winters, and Yolo County approved the Second Amendment to the JPA allowing Exhibits C and D, “Annual Energy” and “Voting Shares”, respectively, to be modified by the Board without going through a full amendment process; and,

**WHEREAS**, VCE desires to update Exhibits C and D to reflect changes to the parties’ annual energy use and voting shares.

**NOW, THEREFORE**, the Board of Directors of the Valley Clean Energy Alliance resolve as follows:

1. Exhibit C of the Agreement is hereby replaced in its entirety by Exhibit C as attached hereto.

2. Exhibit D of the Agreement is hereby replaced in its entirety by Exhibit D as attached hereto.

**PASSED, APPROVED, AND ADOPTED**, at a regular meeting of the Valley Clean Energy Alliance, held on the \_\_\_ day of \_\_\_\_\_ 2026, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

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Jesse Loren, VCE Chair

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Alisa M. Lembke, VCE Board Secretary

Attachments:

1. Exhibit C – Annual Energy
2. Exhibit D – Voting Shares