

**THIRD AMENDMENT TO THE JOINT EXERCISE OF POWERS AGREEMENT
RELATING TO AND CREATING THE VALLEY CLEAN ENERGY ALLIANCE**

This Third Amendment amends the Joint Exercise of Powers Agreement Relating To and Creating the Valley Clean Energy Alliance (“VCEA”), which was originally entered into as of October 25, 2016 (the “Original Agreement”) as between the County of Yolo, the City of Davis, and the City of Woodland (the “Parties”). The Original Agreement was subsequently amended by that certain First Amendment to the Joint Exercise of Powers Agreement Relating To and Creating the Valley Clean Energy Alliance (the “First Amendment”), dated September 12, 2019 (collectively, the “the First Amended JPA Agreement”). On December 12, 2019, the City of Winters became a signatory and Party to the Agreement pursuant to Section 2.4.2 of the Agreement. The First Amended JPA Agreement was subsequently amended again by that certain Second Amendment to the Joint Exercise of Powers Agreement Relating To and Creating the Valley Clean Energy Alliance (the “Second Amendment”), approved by the Board of Directors (“Board”) on July 14, 2022 (collectively, “the Amended JPA Agreement,” or “Agreement”). The Second Amendment modified Sections 3.7.1 and 3.7.2 of the Agreement to allow Exhibits C and D, “Total Annual Energy” and “Voting Shares”, respectively, to be modified by the Board of Directors (“Board”) and without going through a full amendment process.

This Third Amendment is effective upon notice to the Parties and approval by two-thirds vote of the Board of Directors, as follows:

RECITALS

- A. The Parties share various powers under California law, including but not limited to the power to purchase, supply, and aggregate electricity for themselves and customers within their jurisdictions.
- B. Section 3.6 (Director Compensation) of the Amended JPA Agreement provides that the Board may adopt a policy by resolution governing reimbursement by VCEA of expenses incurred by Directors, but does not allow stipends or other Director compensation.
- C. VCEA desires to amend the Agreement to provide that Directors may receive compensation for their services and reimbursement for expenses from VCEA pursuant to a resolution adopted by the Board.
- D. On November 13, 2023, VCEA provided a letter notifying all parties of this proposed Third Amendment.

AGREEMENT

NOW, THEREFORE, in Consideration of the mutual promises, covenants, and conditions hereinafter set forth, it is agreed by and among the Parties as follows:

1. Section 3.6 of the Agreement is hereby amended to read as follows:
 - 3.6 Director Compensation. Directors may receive reimbursement of costs and compensation for their services from VCEA pursuant to a Resolution adopted by the Board.

2. All other provisions of the JPA Agreement not expressly modified by this Third Amendment shall remain in full force and effect.

3. This Third Amendment shall take effect immediately upon approval of a two-thirds majority vote of the Board of Directors.