

BYLAWS OF COACHELLA VALLEY POWER AGENCY

ARTICLE I FORMATION

These Bylaws are provided for the organization and administration of the Coachella Valley Power Agency which has been established under a Joint Powers Agreement. These By-Laws supplement the Agreement.

ARTICLE II GENERAL PROVISIONS

Section 1. Purpose of CVPA

CVPA was established to create an independent public agency in order to exercise powers common to each Party, and to exercise additional powers granted to it under the Act and or other relevant legislative authorization(s), in order to provide direct, immediate and diverse representation for Coachella Valley energy stakeholders, to collectively address the unique needs of CVPA and each of its members concerning electric service, and study and evaluate pathways to a transition to a standalone provider of electrical services, in the eastern Coachella Valley. The purpose and intent further include long- and short-term investigation, planning, constructing, owning, operating and managing power generation and delivery facilities through collaborative arrangements with one or more power related organizations. In these efforts, CVPA shall prioritize affordability through cost-effective approaches to address electrical service needs addressed by the CVPA, including but not limited to, any projects, programs, and any electrical infrastructure capital improvements. The purpose and intent further include engagement, coordination, cooperation and collaboration with CVPA Members, energy stakeholders and community stakeholders to facilitate public and stakeholder input, transparency and accountability, and implementation of cost-effective policies, programs and projects thereby emphasizing community and stakeholder engagement, affordability and financial responsibility.

The core tenants of CVPA include:

1. Increased Coachella Valley representation through community and stakeholder engagement and direct CVPA decision-making on electrical service matters for the eastern Coachella Valley communities served by the Imperial Irrigation District.
2. Promoting a public power delivery model to ensure cost-effective and at-cost approaches to program and project delivery.
3. Increased resiliency of the electrical infrastructure in the eastern Coachella Valley to mitigate risk due to extreme weather events, as well as improve redundancy in the electrical system to ensure the reliable delivery of power.
4. Facilitate investments in the Coachella Valley that contribute to the economic development of the region by addressing load growth due to housing, commercial and

industrial developments that create jobs and improve the quality of life for residents and visitors.

Section 2. Purpose of Bylaws

The JPA Agreement authorizes the Board of Directors to adopt such bylaws, rules and regulations as are necessary or desirable to accomplish the purposes of the JPA Agreement; provided, however, that nothing in the bylaws, rules or regulations shall be inconsistent with the JPA Agreement. By approving these Bylaws, the Board intends to adopt additional procedures concerning basic governance, internal organization, Board committees, and other matters addressed in these Bylaws.

Section 3. Definitions

Unless specifically defined in these Bylaws, all defined terms shall have the same meaning as ascribed to them in the JPA Agreement.

Section 4. Precedence

In the event of any conflict between these Bylaws and the JPA Agreement, the JPA Agreement shall control and these Bylaws shall be amended or clarified to eliminate such conflict.

Section 5. Amendments

The Bylaws may be amended at any time by the Board of Directors in accordance with Section 4 Article II of the Bylaws and Section 3.11 of the CVPA Joint Powers Agreement.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Membership

Having at least three (3) Members, the CVPA is governed by a Board of Directors (“**Board**”) composed of one representative from each of the Member governments or his/her alternate, or an officially designated representative who must be an elected official of each member agency. The Board shall have all the powers and functions set forth in Sections 2.5 and 2.6 of the JPA Agreement. The governing body of each Member Agency shall appoint and designate in writing one regular Director, who shall be an elected official of such Member Agency and authorized to act for and on behalf of such Member Agency.

The governing body of each Member Agency shall also appoint and designate in writing one alternate Director, who may vote on matters when the regular Director is absent from a meeting. Alternates shall be elected officials of the appointing Member Agency that is the signatory to this Agreement. The County of Riverside may designate an alternate that is an elected official from any Fourth District 4 public agency which is not a member of CVPA, given that such agency’s jurisdiction falls wholly or in part within the jurisdictional boundaries of CVPA. The alternate

Director shall have all the rights and responsibilities of the regular Director when serving in his or her absence. When serving in the absence of the regular Director, alternate Directors may vote on matters in committee, chair committees, and fully participate in discussion and debate during meetings.

Section 2. Officers

- A. The officers of the Board of Directors shall be the Chair and Vice-Chair.
- B. The Chair and the Vice-Chair shall serve at the pleasure of the Board and shall be elected annually before July of each year.
- C. The Chair and Vice-Chair shall not be representatives of the same member governments.
- D. Should an officer be unable to serve for any reason, he or she may be replaced by governing body of the member jurisdiction which he or she represented on the Board. The replacement, who shall be the officially designated representative of the member agency, shall serve out the remainder of the officer's term.
- E. The Chair of the Board shall preside at all meetings of the Board. In the absence of the Chair, the Vice-Chair shall perform all the duties of the Chair. In the absence of both the Chair and Vice-Chair, the Board shall choose one of its voting members to chair the meeting for that day only

Section 3. Meetings

- A. The Board shall hold at least six regular meetings per year at times and places designated by the Board at the regular meeting preceding the next scheduled meeting.
 - 1. Notice shall be given to all member governments of the time and place of all regular meetings of the Board by mailing a written notice prior to the meeting; provided, however, that failure to receive such notice shall not invalidate any proceeding of such meeting.
 - 2. When changes are made to a Board agenda that has already been posted, the changes shall be noted on the official agenda displayed at the meeting location and at the Coachella Valley Association of Governments' offices for public notice.

Section 4. Quorum

- A. A quorum for the transaction of business shall exist if a meeting is attended by at least three (3) Directors representing more than 50% of the Weighted Voting Shares of the Members.

Section 5. Voting

- A. Each member agency shall have one vote on the Board of Directors.

- B. Only members present may vote.
- C. Upon request of one (1) or more Directors, a Weighted Vote will be conducted.
- D. The formula for a Weighted Vote shall be determined pursuant to Section 3.8 of the JPA Agreement.

Section 6. Powers and Functions

- A. The adoption of the Annual Budget or resolution.
- B. To administer, manage, contract for, and handle the financing of the studies, projects and programs approved and adopted by Board.
- C. The adoption of an ordinance.
- D. To report the findings and recommendations of all projects to the General Assembly for action.
- E. To submit policy and planning positions on projects, programs or other business matters before the Board.
- F. To select and employ an Executive Director who shall be the Chief Administrative Officer of the CVPA and who shall have administrative supervision over all other employees of the CVPA. The Board shall establish personnel rules and regulations and shall provide for compensation of CVPA Staff.
- G. To appoint regular and special committees within the Board.
- H. To establish and operate a permanent office for the CVPA.
- I. The Board may also appoint advisory committees on such projects as it determines advisable.
- J. Members of advisory committees may be named from any government service, from non-public groups, or organizations, or from the general public. Advisory committees shall meet and report as directed by the Board.
- K. The Board may appoint ex officio members of the Board. Ex officio directors shall receive all meeting notices, shall have the right to participate in Board meetings that are open to the public and, with the concurrence of the Chair, have the right to place items on the agenda. These members shall not be counted towards a quorum, shall not attend closed session and shall have no vote.

ARTICLE IV

Rules or Procedures

Section 1. Order and Procedure at Meetings

All meetings of the Board shall be conducted in an orderly manner designed to expedite the business of the Board in accordance with applicable law, the JPA Agreement, and these Bylaws. Except as otherwise provided in these Bylaws, Robert's Rules of Order will be used as a guide to resolve questions of parliamentary procedures. The General Counsel shall serve as the Parliamentarian.

Section 2. Rules of Debate and Decorum

Debate upon all matters pending before the Board shall be under the supervision of the Chair and conducted in such a manner as to expedite the business of the Board. Every Board Member desiring to speak shall so indicate by using the “request to speak” button, if available, or otherwise address the Chair. Upon recognition by the Chair, the Board Member shall confine remarks to the item under consideration. A Board Member, once recognized, shall not be interrupted when speaking unless it is to call the Board Member to order. If a Board Member while speaking is called to order, the Board Member shall cease speaking until the question of order is determined.

Section 3. Staff Support

The Executive Officer of CVPA shall be the secretary of CVPA, or as otherwise determined by the Board. Any officer, employee or agent of any Member of CVPA may also be an officer, employee, or agent of any of the Members. CVPA shall have the power to appoint such additional officers and to employ such employees and assistants as may be appropriate.

Pursuant to the JPA, the Director of Finance shall serve as a Treasurer and Auditor, or as otherwise determined by the Board. This position shall function as the combined offices of Treasurer and Auditor pursuant to Government Code Section 6505.6 and shall strictly comply with the statutes related to the duties and responsibilities specified in Section 6505.5 of the Act. The Treasurer for CVPA shall be the depository and have custody of all money of CVPA from whatever source and shall draw all warrants and pay demands against CVPA as approved by the Board. The Treasurer shall cause an independent audit(s) of the finances of CVPA to be made by a certified public accountant, or public accountant, in compliance with Section 6505 of the Act. The Treasurer shall report directly to the Board and shall comply with the requirements of treasurers of incorporated municipalities. The Board may transfer the responsibilities of Treasurer to any person or entity as the law may provide at the time.

Section 4. Terms of Office

There shall be no limit on the number of terms held by the Chair or Vice Chair.

ARTICLE V

CVPA Boundaries

Section 1. CVPA boundaries shall include all of the territory within unincorporated County of Riverside that lies within the Imperial Irrigation District’s Coachella Valley Service Area and the jurisdictional boundaries of its members that also lie within the Service Area.