

## RESOLUTION NO. 2018-101

### **RESOLUTION OF THE SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY (SCPPA) APPROVING AND AUTHORIZING EXECUTION AND DELIVERY OF AN AGREEMENT FOR PROFESSIONAL SERVICES AS CHIEF FINANCIAL OFFICER WITH MICHAEL BELL MANAGEMENT CONSULTING, INC., FOR SERVICES AS INTERIM CHIEF FINANCIAL OFFICER.**

WHEREAS, the Southern California Public Power Authority (SCPPA) was created by its Members pursuant to the California Joint Exercise of Powers Act (the Act), for the purpose of jointly and cooperatively undertaking the financing, development, acquisition, construction, and operation of projects for the generation or transmission of electric energy, including the production, gathering, and/or delivery of fuel; and

WHEREAS, in June of 2018, the Authority's Chief Financial and Administrative Officer resigned his position, which led SCPPA to extend its Agreement for Professional Services as Chief Financial Officer with Michael Bell Management Consulting, Inc. ("Consultant"), dated November 1, 2016 through the end of December 2018 to maintain continuity of services pending recruitment of a permanent replacement; and

WHEREAS, due to difficulties encountered in recruiting a replacement, it is necessary and desirable to enter into a new Agreement for Professional Services as Chief Financial Officer ("Agreement") in order for Consultant to continue providing such services during calendar year 2019 while a permanent replacement is sought; and

WHEREAS, Michael Bell and Greg Broeking of Michael Bell Management Consulting, Inc. ("Consultant") have many years of experience providing financial services to publicly owned utilities and are well qualified to act in the capacity of a chief financial officer; and

WHEREAS, it is the further the desire and intent of the Board to engage Consultant to conduct a 2019 Utility Rate Forecast, similar in form and content to the forecast conducted in 2018, at a flat rate fee of \$20,000.

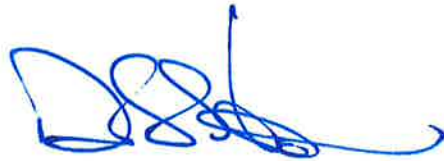
NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Authority as follows:

1. The Board hereby approves and authorizes the Executive Director or his designee to execute and deliver the 2019 Agreement between the Authority and Michael Bell Management Consulting, Inc., the form of which has been provided to the Board, with such changes and corrections to the Agreement that the Executive Director or his designee deems necessary and appropriate prior to execution. Michael Bell and Greg Broeking, and each of them, are hereby authorized to exercise those powers and perform any and all duties heretofore

delegated or conferred on the Authority's Chief Financial Officer for the term of the Agreement, subject to supervision of the Executive Director. The cost and expense of such services, when performed for the benefit of SCPPA generally, shall be paid from funds budgeted for the Authority's general expenses.

2. In addition to the compensation to be paid to Consultant for ordinary services described in the Agreement, Consultant shall be paid a separate flat fee of \$20,000 for conducting the 2010 Utility Rate Forecast, which shall be allocated to all 12 SCPPA members in equal shares of \$1,666.67 and paid as an additional contribution by members into SCPPA's general fund.
3. Each of the President, Vice President or Secretary of the Southern California Public Power Authority are hereby authorized to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Resolution.
4. This Resolution shall become effective immediately.

THE FOREGOING RESOLUTION is approved and adopted by the Authority this 15<sup>th</sup> day of November 2018.



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PRESIDENT  
Southern California Public  
Power Authority

ATTEST:



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ASSISTANT SECRETARY  
Southern California Public  
Power Authority