

AMENDMENT NO. 01
To MEMORANDUM OF UNDERSTANDING
Between ASSOCIATION OF BAY AREA GOVERNMENTS
And ABAG PUBLICLY OWNED ENERGY RESOURCES

THIS AMENDMENT, effective as of March 20, 2025, is Amendment No. 01 to the Memorandum of Understanding by and between the Association of Bay Area Governments (ABAG), a joint powers authority and ABAG Publicly owned Energy Resources (POWER), a joint powers authority, dated April 3, 2018 (collectively, “Memorandum of Understanding”).

NOW, THEREFORE, the parties agree to modify the Memorandum of Understanding as indicated below.

1. Article 7 is deleted in its entirety and replaced with the following:
 7. The former ABAG staff members who currently implement and support POWER's programs are members of the Consolidated Staff.
 - (a) ABAG expects that they will continue to perform those functions and will take steps to ensure that this occurs.
 - (b) POWER will exercise its power of appointment of its officers to ensure efficiency and effectiveness in its use of the Consolidated Staff. ABAG's preference in this regard are:
 - (i) MTC’s Deputy Executive Director for Housing & Energy will serve as ABAG POWER President;
 - (ii) MTC’s Chief Financial Officer, or their designee, will serve as ABAG POWER Chief Financial Officer and
 - (iii) MTC’s Section Director for Energy Programs will serve as ABAG POWER Secretary.
2. Appendix C, POWER Business Practices for Discussion with Consolidated Staff/MTC is deleted in its entirety and replaced with Appendix C, POWER Business Practices for Discussion with Consolidated Staff/MTC (Revised via Amendment No. 1), attached hereto as Exhibit 1.
3. Appendix D, is deleted in its entirety and replaced with Appendix D, Notices (Revised via Amendment No. 1) attached hereto as Exhibit 2.

4. Retention of Contract Provisions. Except as provided herein, all other terms and conditions of the Memorandum of Understanding remain unchanged.

IN WITNESS WHEREOF, this Amendment has been executed by the parties hereto as of the Effective Date written above.

ASSOCIATION OF BAY AREA
GOVERNMENTS

ASSOCIATION OF BAY AREA
GOVERNMENTS PUBLICLY OWNED
ENERGY RESOURCES

Andrew B. Fremier, Metropolitan
Transportation Commission Executive Director
Acting pursuant to the Contract for Services
dated May 30, 2017

Douglas Williams, Chair

EXHIBIT 1

**APPENDIX C
POWER Business Practices
For
Discussion with Consolidated Staff/MTC
(Revised via Amendment 1)**

1. POWER program manager has authority to enter into natural gas purchase contracts in amounts that are not bounded and for durations up to five (5) years. Any limitations or controls on such authority must allow for decisions to occur in a timely manner that includes, but are not limited to, immediate purchases to meet load requirements, response to changing market conditions and time limited offers. To the extent that any limitations or controls are based on potential financial risks, they will be evaluated in light of (a) the risk being limited to POWER and its assets and (b) the risk being exercised by the Consolidated Staff on behalf of POWER.
2. POWER performs an annual 'true up' of amount paid by POWER members in a given fiscal year and the actual costs of the natural gas and services provided. Any changes to the process for performing this function will first be presented to POWER for its approval.

EXHIBIT 2

**APPENDIX D
Notices**

(Revised via Amendment No. 1)

1. Notices or other communications to ABAG for any matter other than those covered by section 12 -14 of the MOU shall be sent to:

Deputy Executive Director for Housing & Energy
Metropolitan Transportation Commission
375 Beale Street, Suite 800
San Francisco, CA 94105

2. Notices or other communications to ABAG for matters covered by section 12 -14 of the MOU shall be sent to:

President
Association of Bay Area Governments
375 Beale Street, Suite 800
San Francisco, CA 94105

3. Notices or other communications to POWER shall be sent to:

Secretary
ABAG POWER
375 Beale Street, Suite 800
San Francisco, CA 94105