

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Petition by Florida Power & Light
Company for Base Rate Increase and
Rate Unification

DOCKET NO.: 20210015-EI
FILED: April 22, 2021

JOINT PETITION TO INTERVENE
BY VOTE SOLAR & THE CLEO INSTITUTE INC.

Pursuant to sections 120.569, 120.57(1), Florida Statutes and Rule 28-106.205, Florida Administrative Code, Vote Solar and The CLEO Institute Inc. (the “CLEO Institute”) (collectively, the “Joint Intervenors”), through their undersigned counsel, hereby petition to intervene in the above-styled proceeding, and in support thereof, respectfully state as follows:

The Parties

1. Joint Intervenors are:

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Oakland, CA 94612
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2nd Floor
Miami, FL 33145
Phone: 305.450.4854

The names and addresses of counsel for Intervenors, authorized to receive all notices, pleadings, orders and other communications in this docket are:

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¹ Katie Chiles Ottenweller has been authorized to represent Vote Solar as a qualified representative pursuant to Florida PSC Order No. PSC-2021-0065-FOF-OT (dated Feb. 1, 2021).

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2. Petitioner is Florida Power and Light Company (hereinafter “FPL” or “Petitioner”), having a principal place of business at 700 Universe Boulevard, Juno Beach, Florida, 33408.

3. The affected agency is the Florida Public Service Commission (hereinafter “Commission”), with a principal place of business at 2540 Shumard Oak Boulevard, Tallahassee, Florida, 32399-0850.

Receipt of Notice of Proposed Action

4. Joint Intervenors received notice of the Commission’s proposed action by reviewing FPL’s petition for approval of a base rate increase in this docket on March 12, 2021.

Joint Intervenors’ Substantial Interests

5. Vote Solar is an independent 501(c)3 non-profit entity that fosters economic opportunity by promoting solar energy. We work to repower the United States with clean energy by making solar power more accessible and affordable through effective policy advocacy. Vote Solar seeks to promote the development of solar at every scale, from distributed rooftop solar to large utility-scale plants.

6. Vote Solar is not a trade group, nor does it have corporate members.

7. Established in 2002, Vote Solar has over 120,000 members nationally, including over 39,000 members in Florida, a substantial number of whom reside within FPL's service territory.

8. Vote Solar is authorized to have members under the organization's bylaws. *See* Attachment 1, Vote Solar's Bylaws. The organization's members are individuals that sign up to receive our email alerts and have the right to give input into Vote Solar's activities. By selecting "Join Us" on Vote Solar's website, an individual is brought to a page that makes clear that by providing contact information, they are signing up as members of the organization.² Vote Solar has established channels, including regularly recurring member surveys that inform Vote Solar's policy priorities, to incorporate its members' concerns and interests into its work.

9. Vote Solar and its members have a substantial interest in the subject matter of this proceeding. Vote Solar and its members support well-designed clean energy programs and investments that foster the growth and accessibility of solar generation in Florida. The outcome of this proceeding will significantly impact these objectives.

10. The subject matter of this proceeding is within Vote Solar's general scope of interest and activity. Vote Solar is a nonprofit public benefit corporation that engages in charitable and educational activities under Section 501(c)(3) of the Internal Revenue Code, specifically to fight climate change and foster economic opportunity by promoting solar energy. *See* Attachment 2, Vote Solar's Articles of Incorporation, p. 1. Vote Solar works to foster economic opportunity, promote energy security and fight climate change by making solar a mainstream energy resource.³ FPL's petition for a rate increase involves requests that impact

² https://secure.everyaction.com/9j9FtLdhB0SClq-H_qYiSA2?ms=vswebsite.

³ <https://votesolar.org/about-us/mission/>.

their customers' access to solar power and mitigation of climate change impacts – the very purposes for which Vote Solar works on its members' behalf.

11. Vote Solar's dual purpose in its Articles of Incorporation of fighting climate change and fostering economic opportunity through solar power allows it to address both the environmental interests of its members in advancing more clean energy, and the economic opportunities that are afforded (or hindered) by FPL's petition. As such, the economics around FPL's rate filing, particularly its proposed investments in solar power, are critically important to Vote Solar and its members. Vote Solar and its members therefore have an interest in the proposed cost, timing and scale of FPL's clean energy investments; how customers will benefit from these clean energy investments; how FPL is investing in fossil fuel infrastructure; whether FPL is adequately addressing climate impacts, costs and risks that will affect customers, including Vote Solar members; and whether FPL sufficiently considered clean energy market alternatives that could lower costs for its customers.

12. Vote Solar's policy experts review regulatory filings, perform technical analyses, and participate in regulatory proceedings on behalf of our members across the United States, including in California, Colorado, Connecticut, Delaware, Georgia, Hawaii, Illinois, Maryland, Massachusetts, Michigan, Minnesota, New Jersey, New York, Nevada, New Mexico, North Carolina, Pennsylvania, South Carolina and Virginia.

13. Vote Solar frequently intervenes in rate case proceedings such as this one on behalf of its members, including Georgia Power's 2019 Base Rate Case, Georgia Public Service Commission Docket No. 42516; Green Mountain Power Rate Case, Vermont PSC Docket 18-1633; and National Grid's Rate Cases, Rhode Island PUC Docket 4770 and Massachusetts PUC Docket 18-150.

14. The CLEO Institute is a non-profit, tax-exempt IRC Section 501(c)(3) charitable organization offering educational programs, advocacy programs and campaigns, and undertaking policy work in order to educate and empower communities across all levels of society to demand climate policies that will ensure a safe, just, and healthy environment for all. The CLEO Institute's work on behalf of its members includes advocacy for low-income Floridians, who are on the front lines of the ongoing climate crisis. As such, the Institute's scope of interests includes not only environmental policy matters, but the economic impacts of energy policy and electricity delivery to Florida's low-income population.

15. The CLEO Institute's prior advocacy has encompassed a number of projects directly affecting the economic well-being of Floridians, including those residing within FPL's service territory. Notably, in partnership with Vote Solar and other organizations, the Institute supported FPL's offering, and the Commission's recent approval, of FPL's SolarTogether program, which was projected to assist as many as 10,000 low-income Floridians by creating the country's largest low-income shared solar offering. Additionally, the Institute has advocated in favor of establishing a Florida Future Fund, through which public and private investment would support municipal, county and regional funding for flood protection, resiliency and clean energy and transportation projects.⁴

16. The CLEO Institute's educational initiatives and policy work are funded through donations from its members and through grants and corporate donations. At least 10,000 of the CLEO Institute's dues paying members reside in Florida, with a substantial portion of that group, approximately 6,500, residing within FPL's service territory. Under the Institute's Articles of Incorporation, all persons interested in the purposes of the Institute are eligible for membership if they are capable of contributing to the achievement of the purposes and to the

⁴ <https://cleoinstitute.org/policy-work/>

effective operation of the organization, and if they comply with the requirements established in the Bylaws. *See* Attachment 3, The CLEO Institute’s Amended and Restated Articles of Incorporation, p. 1. Pursuant to the Bylaws, applicants for membership guarantee to uphold and support The CLEO Institute’s mission to educate and empower communities to demand climate action, ensuring a safe, just, and healthy environment for all. *See* Attachment 4, The CLEO Institute’s Bylaws, p. 4.

17. The CLEO Institute and its members have a substantial interest in the subject matter of this proceeding. The Institute and its members support equitable, non-partisan climate and resilience solutions by advocating for and supporting innovative energy infrastructure projects, and energy programs and investments that foster the growth and accessibility of solar generation in Florida. The outcome of this proceeding will significantly impact these objectives. Furthermore, The CLEO Institute’s principal place of business is in FPL service territory, making the Institute a rate-paying FPL customer whose operational costs are directly affected by the outcome of this proceeding. Increases in FPL rates charged to the Institute affect not only the Institute’s administrative operations, but also diminish its mission by requiring a smaller share of its members’ dues and its contributors’ donations to be used for charitable and educational purposes.

18. No other party in this proceeding solely represents ratepayers within The CLEO Institute’s customer classification.

19. The subject matter of this proceeding is within The CLEO Institute’s general scope of interest and activity. The CLEO Institute is a nonprofit public benefit corporation that engages in charitable and educational activities under Section 501(c)(3) of the Internal Revenue Code, specifically to fight climate change and foster climate resiliency by promoting clean, affordable energy infrastructure, including the large-scale use of renewable energy generation

and through the expansion of affordable, clean, local solar power. The CLEO Institute works to foster climate resiliency generally, and more specifically to foster climate resilient communities for low-income families. FPL's petition for a rate increase involves requests that impact their customers' access to solar power and mitigation of climate change impacts, directly implicating the interests of the Institute, the Institute's members, and the Institute's work on their behalf. The potential economic consequences of FPL's rate filing to low-income communities disproportionately impacted by climate change, particularly with regard to FPL's proposed investments in solar power, are of significant importance to The CLEO Institute and its members. Like Vote Solar and its members, the CLEO Institute therefore has an interest in the proposed cost, timing and scale of FPL's clean energy investments; how customers will benefit from these clean energy investments; how FPL is investing in fossil fuel infrastructure; whether FPL is adequately addressing climate impacts, costs and risks that will affect customers, including The CLEO Institute, its South Florida members, and the communities of FPL customers for which it advocates; and whether FPL sufficiently considered clean energy market alternatives that could lower costs for its customers.

Statement of Affected Interests

20. In the above-captioned proceeding, the Commission will consider whether to approve FPL's Petition for Base Rate Increase and Rate Unification. The Commission's decision will affect FPL and its customers, including Vote Solar members, and The CLEO Institute and its members.

21. More specifically, Vote Solar has at least 7,033 members who are substantially affected by this decision because they are ratepayers of Florida Power & Light. Likewise, The CLEO Institute has approximately 6,500 members who are similarly affected. These members,

and The CLEO Institute, itself a ratepayer, will be substantially affected by the Commission's decision in several key ways.

22. First, these Vote Solar and CLEO Institute members will pay higher electric bills should the Commission approve FPL's requested rate increase in this proceeding. All Vote Solar and CLEO Institute members who are FPL customers are substantially affected by the rates, terms and conditions of the services that are offered to them, which the Commission will either approve, amend or deny in this proceeding. Due to Vote Solar's purpose of fostering economic opportunity by promoting solar energy, Vote Solar's members are substantially affected by rates that result from underutilization of solar power, over-reliance on costly and high-risk fossil fuels, or failure to procure least cost solar resources. The CLEO Institute and its members are similarly affected. An offering of this scale raises important questions about how Petitioner plans to engage with the state's growing solar industry to ensure that the most cost-effective solar resources are being captured for customers' benefit, to maximize cost savings for all by using competitively priced solar facilities and solar energy procurement processes.

23. Second, as ratepayers who have a demonstrable interest in programs and policies that advance solar, Vote Solar's and The CLEO Institute's members seek to maximize the efficiency and impact of FPL's clean energy investments to maximize solar investments, ensure successful implementation, and therefore drive future solar growth.

24. Third, as members of Vote Solar and The CLEO Institute, organizations with a primary purpose of fighting climate change, Vote Solar and CLEO Institute members have a substantial interest in whether their electric bill payments are being used to exacerbate climate impacts, whether FPL is setting and following through on appropriate climate goals, and whether FPL's proposed investments are creating additional climate risks or making Florida more resilient to climate impacts. Vote Solar's and The CLEO Institute's members seek to

ensure that FPL is incentivized to perform in a way that minimizes climate change impacts, maximizes investments in climate-mitigating technologies like energy efficiency and solar, aligns FPL's financial interests with climate security, and properly addresses the needs of low-income communities disproportionately affected by impacts from climate change and disproportionately excluded from access to solar programs.

25. Lastly, but importantly, all of Vote Solar's and The CLEO Institute's members who are FPL customers desire to see more clean energy on the utility's system. Put simply, our members want more solar; and for that reason, they are interested in FPL's solar investments being made in a way that ensures additionality; leads to future commitments to new solar; and provides benefits for all customers. In this proceeding, FPL seeks authorization to construct new solar generation. Our members want to ensure that the full range of clean energy options are being delivered to customers to maximize cost-effective solar on the grid, giving Vote Solar and The CLEO Institute a specific interest in the outcome of this proceeding.

26. For these reasons, Vote Solar, The CLEO Institute, and their members have a substantial interest in FPL's petition.

27. The following Vote Solar members are FPL customers, expressly support Vote Solar's intervention in this docket on their behalf and consent to being represented by the organization in this matter:

- a. Peter Burkard, Sarasota, Florida
- b. Ann Schleyhahn, Naples, Florida
- c. Glen Gibellina, Sarasota, Florida

28. The following CLEO Institute members are FPL customers, expressly support The CLEO Institute's intervention in this docket on their behalf and consent to being represented by the organization in this matter:

- a. Bereatha Howard: Miami, FL
- b. Sayda Munguia: Miami FL
- c. Pamela Ndah: Miami FL

29. Furthermore, the relief Vote Solar and The CLEO Institute request is of a type appropriate for them to receive on behalf of their members. Vote Solar is explicitly authorized by its bylaws to intervene before local, state and federal agencies and courts to represent the interests of its members who receive residential electric service in proceedings related to its purpose. See Attachment 4, p. 12. Nothing in The CLEO Institute's governing documents, or in the law, prohibits The CLEO Institute from undertaking such actions on behalf of its members.

30. The organization's purpose, as stated in Vote Solar's Articles of Incorporation, is to fight climate change and foster economic opportunity by promoting solar energy. Similarly, The CLEO Institute's purpose, as stated in its Bylaws, is to advance environmental literacy and civic engagement by developing transformative initiatives that can be scaled and replicated. The Institute seeks to undertake civic engagement on behalf of its members, in support of economic and environmental initiatives addressing climate change and climate resiliency.

31. Vote Solar and The CLEO Institute seek to intervene, each as a full party, in this proceeding in order to represent their members' interests. We intend to address disputed issues of material fact including, but not limited to, whether the Petitioner's investments and proposed cost recovery in fossil fuel generation are prudent, considering other alternatives; whether the scale, timing and method of its proposed investments in new solar generation are prudent, utilizing the most cost-effective and competitively priced solar energy resources available; and whether Petitioner's performance in service of customers warrants the incentive sought by FPL.

32. As such, the relief requested is clearly of a type appropriate for Vote Solar and The CLEO Institute to receive on behalf of their members.

33. Moreover, the interests of Vote Solar’s members and The CLEO Institute and its members are of the type that this proceeding is designed to protect. *Ameristeel Corp. v. Clark*, 691 So.2d 473 (Fla. 1997); *Agrico Chemical Co. v. Department of Environmental Regulation*, 406 So.2d 478 (Fla. 2d DCA 1981), *reh’g. denied*, 415 So.2d 1359 (Fla. 1982). The purpose of this proceeding is to consider whether to approve or deny FPL’s request, which will impact a substantial number of Vote Solar members, a substantial number of The CLEO Institute’s members, and The CLEO Institute itself. The outcome will significantly impact these parties’ clean energy access and rates. Accordingly, Vote Solar and The CLEO Institute each have an interest in ensuring that the petition as approved is fair, just and reasonable.

34. For the above-stated reasons, Vote Solar and The CLEO Institute each have standing to intervene in this matter on behalf of their respective members. *See Florida Home Builders Ass’n v. Department of Labor and Employment Security*, 412 So.2d 351, 353-54 (Fla. 1982); *Farmworker Rights Organization, Inc. v. Department of Health and Rehabilitative Services*, 417 So. 2d 753 (Fla. 1st DCA 1982); *Friends of the Everglades, Inc. v. Board of Trustees, Internal Improvement Trust Fund*, 595 So.2d 186, 188-189 (Fla. 1st DCA 1992).

Statement of Position

20. Petitioner must meet its burden of proof in this matter. Joint Intervenors seek to conduct discovery and reserve the right to modify their position based on information obtained during the discovery process.

Disputed Issues of Material Fact

21. Joint Intervenors reserve the right to identify additional disputed issues of material fact and law based on additional information submitted by Petitioner in this proceeding.

22. Joint Intervenors anticipate that the disputed issues of material fact in this proceeding include, but are not limited to, the following:

- a. Whether the Petitioner's request for authorization of investments and proposed cost recovery in fossil fuel generation are prudent, considering other alternatives?
- b. Whether the scale, timing and method of its proposed investments in new solar generation are prudent, utilizing the most cost-effective and competitively priced solar energy resources available?
- c. Whether the Petitioner's program properly values solar energy resources?
- d. Whether Petitioner's performance in service of customers warrants the incentive sought by FPL?

Disputed Legal Issues

23. Disputed legal issues include, but are not limited to, the following:

- a. Whether Petitioner has met its burden of proof in this matter;
- b. Whether and to what extent FPL's proposed base rate increase and rate unification are in the public interest;
- c. Whether FPL's request for approval of a base rate increase and rate unification meets the intent and requirement of applicable law.

Statement of Ultimate Facts Alleged and at Issue

24. Ultimate facts alleged and at issue include, but are not limited to, the following:

- a. FPL is required to meet its burden of proof in this matter;
- b. Approval of FPL's petition may materially adversely affect FPL's customers, including Vote Solar members, The CLEO Institute and The CLEO Institute's members; and

- c. Approval of FPL’s base rate increase and rate unification as proposed may not be in the public interest.

Rules and Statutes Justifying Relief

25. The rules and statutes that entitle Joint Intervenors to intervene and participate in this proceeding include, but are not limited to:

- a. Section 120.569, Florida Statutes;
- b. Section 120.57, Florida Statutes;
- c. Section 366.04(1), Florida Statutes;
- d. Section 366.05(1)(e), Florida Statutes;
- e. Section 366.06, Florida Statutes;
- f. Section 403, Florida Statutes;
- g. Rule 28-106.201, Florida Administrative Code;
- h. Rule 28-106.205, Florida Administrative Code.

Relief Requested

26. Joint Intervenors request that they be permitted to intervene as full parties in this docket.

Statement Required by Rule 28-106.204(3), Florida Administrative Code

27. Joint Intervenors have contacted counsel for FPL, the Office of Public Counsel, LULAC/ECOSWF/Florida Rising, FEA, FRF, FIPUG, SACE, D. Larson and A. Larson and can represent that the Office of Public Counsel, LULAC/ECOSWF/Florida Rising, FEA, FRF, FIPUG and SACE take no position, D. and A. Larson state that their position is “not opposed,” and FPL takes no position pending review of the petition when filed.

WHEREFORE, Joint Intervenors respectfully request that the Commission enter an order granting them leave to intervene and participate as full parties in this docket.

RESPECTFULLY SUBMITTED this 22nd day of April, 2021.

/s/ *Katie Chiles Ottenweller*

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing motion has been furnished by electronic mail on this 22nd day of April, 2021, to the following:

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/s/ Katie Chiles Ottenweller

ATTACHMENT 1
VOTE SOLAR BYLAWS

THIRD AMENDED AND RESTATED BYLAWS

of

VOTE SOLAR

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SECOND AMENDED AND RESTATED BYLAWS
of
VOTE SOLAR

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located in California at such location as determined from time to time by the Board of Directors.

ARTICLE II
MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Directors. The number of directors shall be not less than two nor more than eleven, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors.

Section 3. Limitations on Interested Persons. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4. Election and Term of Office of Directors. The directors then in office shall elect their successors. Each director shall be elected for a term of two years. Each director shall hold office until a successor has been elected.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors for the unexpired portion of the term.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chair of the Board (if any), the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. A majority of the directors then in office may remove any director at any time, with or without cause.

Section 7. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chair of the Board (if any), the President, or any two directors, and noticed in accordance with Section 9.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board (if any), the President, or any two directors, and noticed in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article IX, Section 5 of these Bylaws.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Article III, Sections 5 (filling board vacancies), 6 (removing directors) and 12 (taking action without a meeting); Article IV, Section 1 (appointing Board Committees); Article VI, Section 3 (approving self-dealing transactions); Article VII, Section 2 (approving indemnification); and Article IX, Section 7 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

Section 13. Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article IX, Section 5 of these Bylaws so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. Standard of Care.

A. General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (i) or (ii), as to matters within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the

generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this corporation; (b) avoid speculation, looking to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital; and (c) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This corporation's other resources;
- (7) The needs of this corporation to make distributions and to preserve capital;
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Director Compensation. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses

incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

Section 17. Executive Compensation Review. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory

committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Article III, Section 14.A.(iii), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

Section 4. Audit Committee. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 5. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, a Chair of the Board and such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary, the Treasurer, or the Chief Financial Officer, if any, may not serve concurrently as the President or Chair of the Board, if any. The Chair of the Board, if any, shall be elected from among the directors of this corporation.

Section 2. Election. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. Chair of the Board. The Chair of the Board, if any, shall preside at all meetings of the Board of Directors, shall be the primary liaison between the Board and the President, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. In the absence of the Chair of the Board, or if there is no Chair of the Board, the President shall preside at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of president of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VI CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. Self-Dealing Transactions. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval

by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, “agent” shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; “proceeding” shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and “expenses” shall have the same meaning as in Section 5238(a), including reasonable attorneys’ fees.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

- (a) the requested advances are reasonable in amount under the circumstances;
- and
- (b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this corporation’s power to indemnify the agent under law.

ARTICLE VIII GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. Board of Directors Oversight. The Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 3. Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Section 4. Accounting. The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, subject only to any charitable trust restrictions that apply to such contributions, and all contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation.]

ARTICLE IX MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Directors. The chief executive officer shall furnish an annual written report to all directors of this corporation containing the following information about this corporation's previous fiscal year:

- (a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- (e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article IX, Section 5 of these Bylaws.

Section 4. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form

of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. Representing the Interest of Residential Ratepayers. This corporation is authorized to intervene before local, state and federal agencies and courts to represent the interests of its members who receive residential electric service in proceedings related to this corporation's purpose.

Section 7. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

Section 8. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Anna Lappé, certify that I am presently the duly elected and acting Secretary of Vote Solar, a California nonprofit public benefit corporation, and that the above Third Amended and Restated Bylaws, consisting of twelve pages, are the Bylaws of this corporation as adopted by the Board of Directors at a duly called and noticed meeting at which a quorum was at all times present on December 4, 2018.

DATED: December 4, 2018

A handwritten signature in cursive script that reads "Anna Lappé". The signature is written in black ink and is positioned above a horizontal line.

Anna Lappé, Secretary

ATTACHMENT 2

VOTE SOLAR
ARTICLES OF INCORPORATION

FILED
Secretary of State
State of California

DEC 20 2013

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**ARTICLES OF INCORPORATION
OF
VOTE SOLAR**

ARTICLE I

The name of this corporation is Vote Solar.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), including but not limited to fighting climate change and fostering economic opportunity by promoting solar energy.

ARTICLE III

The name and address in this state of this corporation's initial agent for the service of process is:

Adam Browning
101 Montgomery Street, Suite 2600
San Francisco, CA 94104

ARTICLE IV

The initial street and mailing address of the corporation is 101 Montgomery Street, Suite 2600, San Francisco, CA 94104.

ARTICLE V

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these

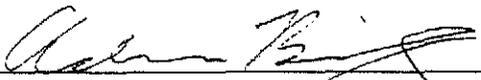
Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, if any, of this corporation, or any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

DATED: December 7th, 2013


Adam Browning, Incorporator



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 23 2013 65

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

ATTACHMENT 3

THE CLEO INSTITUTE
ARTICLES OF INCORPORATION

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Florida Department of State
Division of Corporations
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Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

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Amend & Restated Articles
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TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective August 10, 2010 by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments required member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida not-for-profit corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: The CLEO Institute Inc.
Old Name:

Article II. Address

The mailing address of the Corporation is:

The CLEO Institute Inc.
12915 SW 83rd Court
Miami FL 33156

Article III. Purpose

To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

- Caroline Lewis
- Scott Sasich
- Lynn Leverett
- Mario Facella

Article VIII. Dissolution

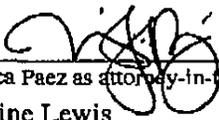
Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

Article IX. Corporate Existence

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

The CLEO Institute Inc.

By: 
 by Veronica Paez as attorney-in-fact
 Name: Caroline Lewis
 Title: President
 Date: August 23, 2010

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
(561) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

The CLEO Institute Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Network Inc.
Registered Agent
Veronica Paez, Special Secretary

Date: August 23, 2010

Corporate Creations International Inc.
11380 Prosperity Farms Road #221E
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H10000188796

ATTACHMENT 4

THE CLEO INSTITUTE
BYLAWS



**BYLAWS
OF
THE CLEO INSTITUTE INC.**

**ARTICLE I
NAME AND PURPOSE OF THE CLEO INSTITUTE, INC.**

SECTION 1. NAME. The name of the corporation is “The CLEO Institute Inc.” (the “Corporation”).

SECTION 2. PURPOSE. The purposes of the Corporation shall be to advance environmental literacy and civic engagement by developing transformative initiatives that can be scaled and replicated.

SECTION 3. AUTHORITY TO RAISE FUNDS. The Corporation shall have the authority to solicit and raise funds solely to support the purposes of the Corporation.

**ARTICLE II
BOARD OF DIRECTORS (Board Members)**

SECTION 1. Powers. Subject to the provisions of the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors (directors), and the affairs of the Corporation shall be managed under the direction of the Board of Directors.

SECTION 2. Qualifications, Number, Election and Tenure, Resignations, Removal, and Vacancies.

- A. **Qualifications.** Board Members shall be individuals likely to further and enhance the ability of the Corporation to achieve its mission and purposes.
- B. **Number.** The number of elected board members to the Board of Directors shall be determined from time to time by resolution of the Corporation’s Board of Directors, but shall be not less than 1 or more than 15.
- C. **Election and Tenure.** Each board member shall be elected by a majority vote of the then existing board members. Such election shall be ordinarily held annually based on the nominations provided the board members or any committee designated by the Board of

Directors. Each elected member shall serve for a **term of three years**, unless removed from office as provided for herein. Terms shall be staggered so that not all board members' terms expire at the same time. **No board member shall serve for more than three consecutive terms** unless otherwise approved by a majority vote of the then existing Board of Directors. An elected board member who has served three consecutive terms and whose term of office has not been extended as provided in the previous sentence shall not be eligible for re-election until one year after the expiration of such member's final term.

- D. **Resignation.** A board member may resign at any time by filing a written resignation with the Chair of the Board of Directors.
- E. **Removal.** Any board member may be removed by the Board of Directors for cause upon the majority vote of the remaining members. In addition, any board member who has three (3) unexcused absences from a regularly scheduled board meeting during any twelve (12) month period may be removed by a majority vote of the other members of the board.
- F. **Vacancies.** Any vacancy occurring in the Board of Directors by reason of death, resignation, disqualification, or other inability or unwillingness to act of any board member shall be filled by a nomination and vote of the majority of board members then in office. Such vote shall take place at a regular or special meeting of the Board of Directors.

SECTION 3. COMPENSATION. No board member shall receive any compensation from the Corporation, unless specifically employed by the Corporation.

SECTION 4. Board of Directors Meetings.

- A. **Regular Meetings.** Board of Directors meetings shall be held at least 3 times per year. The Chair, that is to say the President of Board, shall determine the location of the meeting. One meeting shall be designated as the annual meeting of the Board of Directors.
- B. **Special Meetings.** Upon the request of the Executive Director, Board Chair, or 25% or more of the directors, the Chair shall schedule a Board of Directors special meeting. Such meeting will be scheduled expeditiously on the date, time and place as decided upon by the Chair.
- C. **Notice of Meetings and Content.**
 - 1. **Annual Meeting and Regular Meetings.** Written notice of each annual and regular meeting of the Board of Directors shall be received at least seven (7) days prior to such meeting.
 - 2. **Special Meetings.** Notice of each special meeting of the Board of Directors shall be received by personal delivery, overnight courier with a reputable tracking system, telephone or email at least twenty-four (24) hours prior to such meeting.
 - 3. **Content of Notice.** Notice of meetings shall state the time, place and agenda to be considered at the meeting. No item not set forth on the agenda contained in the notice shall be considered at the meeting without the affirmative vote of three-fourths of the board members present and voting.
- D. **Quorum and Vote.** The presence, in person or by telephone, of 25% or more of the currently serving directors shall constitute a quorum for purposes of any regular or special meeting. The act of the majority of those present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE III OFFICERS

SECTION 1. Officers. The officers of the Corporation shall be Board President, Vice President and Treasurer, Executive Director, Operations Manager and such other positions as determined by the Board of Directors. The same person may hold multiple offices.

SECTION 2. Executive Director. The Executive Director shall be the chief executive officer of the Corporation. The Executive Director shall attend all meetings of the Board of Directors and such meetings of the committees of the Board of Directors as requested by the Chair but shall not be a voting member at any such meetings. The Executive Director may execute any contracts or other instruments as authorized by the Board of Directors. The Executive Director shall perform such other duties as prescribed by the Chair or Board of Directors.

SECTION 3. Chair. The Board President shall serve as Chair and shall preside at all meetings of the Board of Directors. The Chair may delegate responsibilities to officers.

SECTION 4. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors. Each officer shall hold office for up to two two-year terms or until his or her successor shall have been duly elected and qualified.

SECTION 5. Removal. Any officer of the Corporation may be removed from office by the Board of Directors, whenever in its judgment the best interests of the Corporation would be served. Such removal shall require a majority vote of the directors then in office.

SECTION 6. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term at any regular or special meeting of the Board of Directors.

ARTICLE IV COMMITTEES

SECTION 1. Executive Committee. The Board of Directors may delegate its powers to manage the business and the property of the Corporation to the Executive Committee, which shall consist of the Chair and other persons nominated and approved by the Board of Directors.

SECTION 2. Other Committees. The Board of Directors may by resolution create and delegate powers to other committees, each consisting of one or more board members and any number of non-board members, to assist the Board of Directors in the management of the Corporation. The designation of such committees and the delegation thereto of authority shall not relieve the Board of Directors, or any individual board member, of any responsibility imposed on them by law.

ARTICLE V MEMBERSHIP

Section 1. Membership Requirements. Application for membership shall be made in writing or by email. The application shall be regarded as a guarantee by the applicant to uphold and support our mission, pay dues and adhere to the Corporation's Bylaws, rules and regulations.

Section 2. Dues and Benefits. The Corporation's Membership Committee, once established by resolution of the board, shall present recommendations to the Board regarding the annual minimum dues and benefits of membership. The Board of Directors shall consider the recommendations and revise them as the Board deems necessary and proper.

Section 3. Termination of Membership. Membership in the Corporation shall terminate upon the death or resignation of a member or upon the failure of a member to pay annual scheduled dues within 60 days after the due date.

Section 4. No Property Rights. No member shall have any right, title, interest or privilege with respect to any of the Corporation's property or assets, including any earnings or investment income of the Corporation, nor shall the Corporation's assets or property be distributed to any member on the dissolution or winding up of the Corporation.

Section 5. Liability of Members. No member of the Corporation shall be personally liable for any of the Corporation's debts, liabilities or obligations, nor shall any member be subject to any assessment other than annual dues.

Section 6. Meetings. Meetings of the members of this Corporation shall be held when determined by the Board of Directors and at such time and place as designated by the Chair of the Board.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The Corporation's Board of Directors may authorize the Executive Director or his/her designee, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Any expenditure in excess of \$100,000 shall be reviewed and approved by the Executive Director and Treasurer. The extent of the signing authority and the number of signatures required for varying types of contracts shall be recommended and approved by the Board of Directors.

SECTION 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Executive Director or his/her designee.

SECTION 3. Deposits and Investments. All funds of the Corporation shall be deposited or invested to the credit of the Corporation with such appropriate institutions as the Corporation's Board of Directors may resolve.

SECTION 4. Gifts and Grants. Under rules and policies as may be adopted by the Board of Directors, the Corporation may accept any contribution, underwriting, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

SECTION 5. Books and Records. This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors as well as a membership book containing the names of the members.

ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall be January 1 - December 31.

ARTICLE VIII INDEMNIFICATION

Each person (including the heirs, executors, administrators, or estate of such person) (a) who is or was a director, manager, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation other than an officer and as to whom the Corporation has agreed to grant such indemnity, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, manager, trustee, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or judicial or administrative decision, against any fine, liability, cost or expense, including attorneys' fees, asserted against him or incurred by him in that capacity or arising out of his status as director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any of those persons against fines, liabilities, costs or expenses, whether or not the Corporation would have the legal power directly to indemnify the person against such liability.

ARTICLE IX AMENDMENT

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, only by a majority

vote of the Board of Directors.

I certify that these are the Bylaws adopted by the Board of Directors of the Corporation.

Daniel Dietch

01/01/2021

Daniel Dietch
Chair and President of the Board of Directors

Date

Yoca Ardit-Rocha

01/01/2021

Yoca Ardit-Rocha
Executive Director/Chief Executive Officer

Date