

ASSOCIATE MEMBERSHIP AGREEMENT

by and between the

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

and the

CITY OF NAPA, CALIFORNIA

THIS ASSOCIATE MEMBERSHIP AGREEMENT (this “Associate Membership Agreement”), dated as of October 18, 2022 by and between CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY (the “Authority”) and the CITY OF NAPA, CALIFORNIA, a California charter city, duly organized and existing under the laws of the State of California (the “City”);

WITNESSETH:

WHEREAS, the Cities of Selma, Lancaster and Eureka (individually, a “Member” and collectively, the “Members”), have entered into a Joint Powers Agreement, dated as of June 1, 2006 (the “Agreement”), establishing the Authority and prescribing its purposes and powers; and

WHEREAS, the Agreement designates the Executive Committee of the Board of Directors and the President of the California Association for Local Economic Development as the initial Board of Directors of the Authority; and

WHEREAS, the Authority has been formed for the purpose, among others, to assist for profit and nonprofit corporations and other entities to obtain financing for projects and purposes serving the public interest; and

WHEREAS, the Agreement permits any other local agency in the State of California to join the Authority as an associate member (an “Associate Member”); and

WHEREAS, the City desires to become an Associate Member of the Authority; and

WHEREAS, Council of the City has adopted a resolution approving the Associate Membership Agreement and the execution and delivery thereof; and

WHEREAS, the Board of Directors of the Authority has determined that the City should become an Associate Member of the Authority.

NOW, THEREFORE, in consideration of the above premises and of the mutual promises herein contained, the Authority and the City do hereby agree as follows:

Section 1. Associate Member Status. The City is hereby made an Associate Member of the Authority for all purposes of the Agreement and the Bylaws of the Authority, the provisions of which are hereby incorporated herein by reference. From and after the date of execution and delivery of this Associate Membership Agreement by the City and the Authority, the City shall be and remain an Associate Member of the Authority, unless or until the City opts to withdraw from the Authority, upon written notice to the Authority Board in accordance with the terms of the Agreement.

Section 2. Restrictions and Rights of Associate Members. The City shall not have the right, as an Associate Member of the Authority, to vote on any action taken by the Board of Directors or by the Voting Members of the Authority, except as to amendment of the Joint Powers Agreement, in which instance the City shall have one vote in accordance with Section 8.5 of the Agreement.

Section 3. Effect of Prior Authority Actions. The City hereby agrees to be subject to and bound by the Agreement and the Bylaws; provided, however, that the Authority agrees that the City will not be bound by any amendment to the Bylaws that in any way either increases the City's responsibilities or potential liability under this Agreement or diminishes the City's rights under this Agreement.

Section 4. No Obligations of Associate Members. The debts, liabilities and obligations of the Authority shall not be the debts, liabilities and obligations of the City.

Section 5. Execution of the Agreement. Execution of this Associate Membership Agreement shall satisfy the requirements of the Agreement and Article XII of the Bylaws of the Authority for participation by the City in all programs and other undertakings of the Authority.

IN WITNESS WHEREOF, the parties hereto have caused this Associate Membership Agreement to be executed and attested by their proper officers thereunto duly authorized, on the day and year first set forth above.

**CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY**

By: Gurbax Sahota, Chair of the
Board of Directors

Attest:

Michelle Stephens, Assistant Secretary

CITY OF NAPA, a California charter city

By: Steve Potter, City Manager

Countersigned:

By: Joy Riesenber, City Auditor

Date: _____
("Effective Date")

Attest:

Tiffany Carranza
City Clerk

Approved as to Form:

Michael W. Barrett, City Attorney