

Exhibit A

JPA Addendum

**GOLDEN STATE FINANCE AUTHORITY
AMENDED AND RESTATED JOINT EXERCISE OF POWERS AGREEMENT**

(Original date July 1, 1993 and as last amended and restated May 5, 2015)

SIGNATURE PAGE WITH ASSOCIATE MEMBERSHIP TERMS AND CONDITIONS FOR
CITY OF _____ ("JPA Addendum")

The City of _____ ("City") hereby agrees to become an Associate Member of the Authority expressly subject to the following:

1. The City joins the Authority as an Associate Member solely for the purpose of enabling the Authority to make its property-assessed clean energy (PACE) Programs (the "Authority PACE Programs")¹ available to properties within the jurisdictional boundaries of the City, as further set forth in Resolution Nos. _____ and _____ adopted by the City Council of the City on _____ ("Resolutions").
2. Notwithstanding Section 4(d) of the Amended and Restated Joint Exercise of Powers Agreement entered into on July 1, 1993, as amended to date ("Agreement"), no terms and conditions established by the Board, and not contained in the Agreement as of the date of City's execution of this JPA Addendum, shall be binding on the City unless and until approved, in writing, by the City Manager of the City ("City Manager"). Further, notwithstanding Section 19 of the Agreement, no amendment to the Agreement which impacts the City, as an Associate Member, shall be binding on the City unless approved in writing by the City Manager.
3. For clarification, and pursuant to Section 6(g) of the Agreement, any Bonds, together with any interest and premiums thereon, shall not constitute debts, liabilities or Obligations of the City.
4. The Agreement shall not be exclusive, and the City expressly reserves its rights to carry out other public capital improvements and programs as provided for by law and to issue other obligations for those purposes.
5. The right of the City to withdraw from the Authority, which withdrawal shall become effective thirty (30) days after a resolution adopted by the City Council of the City is received by the Authority, except that the City Manager may terminate the Authority's rights and authorizations as set forth in the Resolutions.
6. Section 4(d) of the Agreement authorizes the Board to add an Associate Member by an affirmative vote of the Board with such rights, privileges, and responsibilities established from

¹ The Authority PACE Programs are (i) a financing program authorized under Chapter 29 of the Improvement Bond Act of 1911, being Division 7 of the California Streets and Highways Code; and (ii) a financing program authorized under the Mello-Roos Community Facilities Act, set forth in sections 53311 through 53368.3 of the California Government Code, and particularly in accordance with Sections 53313.5(l) and 53328.1(a).

time to time by the Board. Accordingly, through the affirmative vote of the Board to add City as an Associate Member, the Authority hereby agrees to such the terms and conditions contained in this JPA Addendum and the Resolutions; provided, no future change to the Agreement shall be effective without compliance with paragraph 2 of this Addendum.

7. By its signature below, the Authority agrees to be bound by this JPA Addendum, and it further agrees that the Authority shall not challenge, in a court of law or otherwise, the validity, legality, and enforceability of this JPA Addendum.

[Signatures on following page]

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AMENDED AND RESTATED JOINT EXERCISE OF POWERS AGREEMENT
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SIGNATURE PAGE FOR NEW ASSOCIATE MEMBERS WITH ASSOCIATE
MEMBERSHIP TERMS AND CONDITIONS FOR CITY OF _____
(continued)

CITY OF _____

By: _____
_____,
City Manager

Dated: _____

ATTEST:

By: _____
_____,
City Clerk

ACKNOWLEDGED AND AGREED:

By: _____

Name:

Golden State Finance Authority
1215 K Street, Suite 1650
Sacramento, CA 95814