

**RESOLUTION NO. 2013-243**

**A RESOLUTION BY THE CITY COUNCIL OF THE CITY OF ELK GROVE  
APPROVING ASSOCIATE MEMBERSHIP BY THE CITY OF ELK GROVE IN THE  
CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY AND AUTHORIZING  
AND DIRECTING THE EXECUTION OF AN ASSOCIATE MEMBERSHIP  
AGREEMENT RELATING TO ASSOCIATE MEMBERSHIP OF THE CITY IN THE  
AUTHORITY**

**WHEREAS**, the City of Elk Grove, California (the "City"), a municipal corporation, duly organized and existing under the Constitution and the laws of the State of California; and

**WHEREAS**, the City, upon authorization of the City Council, may pursuant to Chapter 5 of Division 7 of Title 1 of the Government Code of the State of California, commencing with Section 6500 (the "JPA Law") enter into a joint exercise of powers agreement with one or more other public agencies pursuant to which such contracting parties may jointly exercise any power common to them; and

**WHEREAS**, the City and other public agencies wish to jointly participate in economic development financing programs for the benefit of businesses and nonprofit entities within their jurisdictions offered by membership in the California Enterprise Development Authority (the "Authority") pursuant to an associate membership agreement and Joint Exercise of Powers Agreement Relating to the California Enterprise Development Authority (the "Agreement"); and

**WHEREAS**, under the JPA Law and the Agreement, the Authority is a public entity separate and apart from the parties to the Agreement and the debts, liabilities and obligations of the Authority will not be the debts, liabilities or obligations of the City or the other members of the Authority; and

**WHEREAS**, the form of Associate Membership Agreement (the "Associate Membership Agreement") between the City and the Authority is attached; and

**WHEREAS**, the City is willing to become an Associate Member of the Authority subject to the provisions of the Associate Membership Agreement.

**NOW, THEREFORE, BE IT RESOLVED**, that the City Council of the City of Elk Grove, hereby finds, determines and declares as follows:


**Section 1.** The City Council hereby specifically finds and declares that the actions authorized hereby constitute public affairs of the City. The City Council further finds that the statements, findings and determinations of the City set forth in the preambles above are true and correct.

**Section 2.** The Associate Membership Agreement presented to this meeting and on file with the City Clerk is hereby approved. The Mayor of the City, the City Manager, the City Clerk and other officials of the City are each hereby authorized and directed, for and on behalf of the City, to execute and deliver the Associate Membership Agreement in substantially said form, with such changes therein as such officer may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 3.** The officers and officials of the City are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they may deem necessary or advisable in order to consummate, carry out, give effect to and comply with the terms and intent of this resolution and the Associate Membership Agreement. All such actions heretofore taken by such officers and officials are hereby confirmed, ratified and approved.

**Section 4.** This resolution shall take effect immediately upon its passage.


**PASSED AND ADOPTED** by the City Council of the City of Elk Grove this 11<sup>th</sup> day of December 2013.

  
\_\_\_\_\_  
GARY DAVIS, MAYOR of the  
CITY OF ELK GROVE

ATTEST:

  
\_\_\_\_\_  
JASON LINDGREN, CITY CLERK

APPROVED AS TO FORM:

  
\_\_\_\_\_  
JONATHAN P. HOBBS  
CITY ATTORNEY

**CERTIFICATE OF CLERK OF THE CITY COUNCIL  
CITY OF ELK GROVE**

I, Jason Lindgren, Clerk of the City the City of Elk Grove, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at the meeting of the City Council of the City of Elk Grove duly and regularly held in the Council Chambers, 8400 Laguna Palms Way, on Wednesday, December 11, 2013, of which meeting all of the members of said City Council had due notice.

I further certify that I have carefully compared the foregoing copy with the original minutes of said meeting on file and of record in my office; that said copy is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that said resolution has not been amended, modified, rescinded or revoked in any manner since the date of its adoption, and the same is now in full force and effect.

IN WITNESS WHEREOF, I have executed this certificate this 11<sup>th</sup> day of December, 2013.

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Jason Lindgren  
City Clerk  
City of Elk Grove

**EXHIBIT A**

**ASSOCIATE MEMBERSHIP AGREEMENT**

**by and between the**

**CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY**

**and the**

**CITY OF ELK GROVE, CALIFORNIA**

THIS ASSOCIATE MEMBERSHIP AGREEMENT (this "Associate Membership Agreement"), dated as of June 27<sup>th</sup>, 2012 by and between CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY (the "Authority") and the CITY OF ELK GROVE, CALIFORNIA, a municipal corporation, 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;

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

**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.

***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. In addition, no officer, employee or representative of the City shall have any right to become an officer or director of the Authority by virtue of the City being an Associate Member of the Authority.

***Section 3. Effect of Prior Authority Actions.*** The City hereby agrees to be subject to and bound by all actions previously taken by the Members and the Board of Directors of the Authority to the same extent as the Members of the Authority are subject to and bound by such actions.

***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 and the 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: \_\_\_\_\_  
Wayne Schell, President and CEO  
Board of Directors

Attest:

\_\_\_\_\_  
Gurbax Sahota, Chief Operating Officer

**CITY OF ELK GROVE, CALIFORNIA**

By: \_\_\_\_\_  
Laura S. Gill, City Manager

Attest:

\_\_\_\_\_  
Jason Lindgren  
City Clerk

**CERTIFICATION  
ELK GROVE CITY COUNCIL RESOLUTION NO. 2013-243**

**STATE OF CALIFORNIA            )**  
**COUNTY OF SACRAMENTO        )        ss**  
**CITY OF ELK GROVE             )**

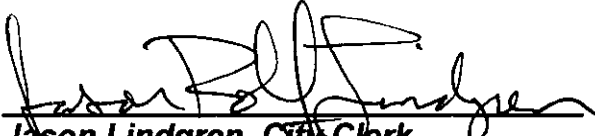
***I, Jason Lindgren, City Clerk of the City of Elk Grove, California, do hereby certify that the foregoing resolution was duly introduced, approved, and adopted by the City Council of the City of Elk Grove at a regular meeting of said Council held on December 11, 2013 by the following vote:***

**AYES :        COUNCILMEMBERS:        *Davis, Detrick, Hume, Trigg***

**NOES:        COUNCILMEMBERS:        *None***

**ABSTAIN :   COUNCILMEMBERS:        *None***

**ABSENT:     COUNCILMEMBERS:        *Cooper***

  
**Jason Lindgren, City Clerk  
City of Elk Grove, California**