

## ASSOCIATE MEMBERSHIP AGREEMENT

by and between the

ABAG FINANCE AUTHORITY FOR NONPROFIT CORPORATIONS  
and the  
CITY OF REDLANDS

THIS ASSOCIATE MEMBERSHIP AGREEMENT dated as of September 16, 1997, by and between the ABAG FINANCE AUTHORITY FOR NONPROFIT CORPORATIONS, a joint powers authority duly organized and existing under the laws of the State of California ("the Authority") and the CITY OF REDLANDS, a municipal corporation duly organized and existing under the laws of the State of California (the "City");

WITNESSETH:

WHEREAS, certain public agencies of the State of California (collectively, the "member"), have entered into a Joint Powers Agreement, dated as of April 1, 1990, revised as of September 18, 1990 and further revised as of June 9, 1992 (the "Agreement"), establishing the Authority and prescribing its purposes and powers;

WHEREAS, the Authority has been formed for the purpose, among others, to assist nonprofit corporations and other entities to obtain financing for projects and purposes serving the public interest; 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. Purpose.* The purpose of this Associate Membership Agreement is to assist nonprofit corporations and other entities to obtain financing for projects and purposes servicing the public interest within or impacting upon the City.

*Section 2. Associate Members Status.* The City is hereby made an associate member of the Authority for all purposes of the Agreement, 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 3. Restrictions on Rights of City.* The City shall not have the right, as associate member of the Authority, to vote on any action to be taken by the Authority or participate in debate. In addition, no officer, employee or representative of the city shall have any right to become an officer or director of the Authority.

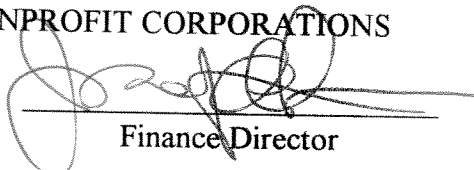
*Section 4. Effect of Prior Authority Actions.* The City hereby agrees to be subject to and bound by all actions previously taken by the Board of the Authority to the same extent as the other members of the Authority are subject to and bound by such actions.

*Section 5. No Obligations of the City.* The debts, liabilities and obligations of the Authority shall not be the debts, liabilities and obligations of the City.

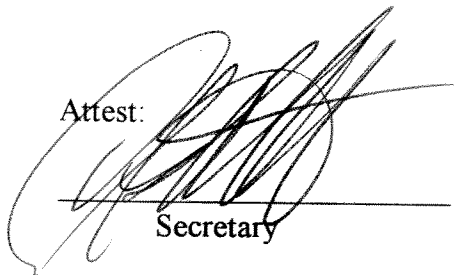
*Section 6. Execution of the Agreement.* Execution of this Associate Membership Agreement to be executed and attested by their proper officers thereunto duly authorized, on the day and year first set forth above.

ABAG FINANCE AUTHORITY FOR  
NONPROFIT CORPORATIONS

By

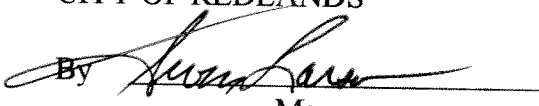
  
Finance Director

Attest:

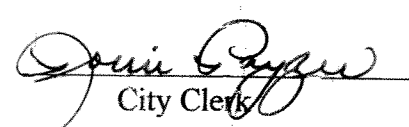
  
Secretary

CITY OF REDLANDS

By

  
Mayor

Attest:

  
City Clerk