

(EXHIBIT A)
Arkansas Property Assessed Capital Expenditure
Improvement District (Ark PACE)
Uniform Participation Agreement

This **Participation Agreement** (“Agreement”) is entered into pursuant to the Property Assessed Capital Expenditure Act, codified as Ark. Code Ann. § 8-15-101 *et seq.*, Pulaski’s adopted ordinance establishing the Arkansas Property Assessed Capital Expenditure Improvement District (“ARK PACE”), by and between **Pulaski County, Arkansas** and **Faulkner County, Arkansas**, political subdivisions of the State of Arkansas, and all other participating counties.

1. Purpose and Authority

1.1 This Agreement is executed pursuant to and in furtherance of the **Pulaski County Ordinance No. 25-OR-47**, establishing ARK PACE (the “Founding Ordinance”), which is incorporated herein by reference.

1.2 The purpose of this Agreement is to provide for the participation of additional Arkansas counties in ARK PACE and to establish the governance structure of the ARK PACE Board consistent with the Property Assessed Capital Expenditure Act, specifically Ark. Code Ann. § 8-15-106, and the Founding Ordinance.

2. Participation

2.1 By execution of this Agreement, the Participating County consents to membership in ARK PACE, as authorized by _____
[Participating County Ordinance]. Upon execution, this agreement shall be filed with the County Clerks of Faulkner County and Pulaski County.

2.2 Faulkner County acknowledges that its participation is subject to the terms of the Property Assessed Capital Expenditure Act, the Founding Ordinance, this Agreement, and the PACE program is subject to the foregoing authorities, and all duly adopted bylaws, program guides, and policies of ARK PACE.

2.3 In the operation of its business, ARK PACE is legally and financially independent of Pulaski County and all Participating Counties. No debt entered into by ARK PACE shall ever be construed as an obligation of Pulaski County or any Participating County. Further, neither Pulaski County nor any Participating County shall, under any circumstances, be responsible for any act or omission of ARK PACE or of any member of the Board.

2.4 Membership in ARK PACE by Faulkner County provides the opportunity for owners of eligible property located within the Participating County to participate in the ARK PACE program for the financing of qualifying improvements. Participation of eligible property owners in the ARK PACE program is purely voluntary.

2.5 Participation in ARK PACE shall require Faulkner County to appoint its representative member as provided herein.

3. Board Structure and Representation

3.1 Pulaski County and each Participating County shall appoint one (1) member to the ARK PACE Board.

3.2 The appointment shall be made by the County Judge of the Participating County, subject to confirmation by the Participating County's Quorum Court. As established in Section 9.2, Pulaski County shall retain the authority to appoint position 1 to the ARK PACE Board.

3.3 The Board shall elect officers from its membership, including a Chair, Vice Chair, Secretary, and Treasurer, in accordance with ARK PACE bylaws.

3.4 Members shall serve staggered terms of 3 years. The staggering of terms shall be accomplished as set out in the transitional provisions of Section 9 of this Agreement.

4. Executive Committee

4.1 Once more than seven (7) counties have joined ARK PACE, an Executive Committee of seven (7) members shall be formed.

4.2 Executive Committee members shall be the officers of ARK PACE as established in Section 3.3 and an additional three (3) members selected by the Board from among the remaining sitting Board members.

4.3 The Executive Committee shall have authority to propose modifications to ARK PACE's program guidebook, bylaws, and other governing documents, subject to approval by a majority of a quorum of the full Board. It shall also be authorized to execute grant applications and agreements, and to select a program administrator, subject to state procurement laws and the Pulaski County procurement policy.

5. Regional Subcommittees

5.1 Once more than seven (7) counties have joined ARK PACE, the Board shall also organize itself into regional subcommittees. The regional subcommittees shall develop as necessary and be composed of members from at least seven (7) counties grouped as logically as possible based on geography.

5.2 Regional subcommittees shall be authorized to review and approve PACE project applications for properties within their respective geographic areas, subject to ARK PACE bylaws and policies.

5.3 Regional subcommittee organization shall be more fully set forth in the ARK PACE bylaws.

6. Quorum and Voting

6.1 Unless otherwise required by law, ordinance or this agreement, actions of the ARK PACE shall be approved by a majority of the quorum at a duly called meeting of the Board, the Executive Committee, or any of the Subcommittees.

6.2 A quorum of the Board shall consist of a majority of the Executive Committee and no fewer than twenty-five percent (25%) of the remaining members of the Board. Before the establishment of the Executive Committee, a quorum of the Board shall consist of a majority of the members of the Board.

6.3 A quorum of the Executive Committee and each subcommittee, once established, shall be a simple majority of members of that body.

7. Meetings

7.1 The ARK PACE board shall meet quarterly for regular meetings and on the call the Chair or a majority of the Board for special meetings. All meetings shall be open to the public in accordance with the Arkansas Freedom of Information Act.

7.2 Executive Committee and regional subcommittees may meet as necessary to carry out their duties.

8. Miscellaneous

8.1 This Agreement may be amended only by mutual consent of all participating counties, evidenced by duly adopted ordinances authorizing the County Judge to execute a written amendment to this Uniform Participation Agreement.

8.2 This Agreement shall be effective upon execution by the Participating County Judge, following approval by the county Quorum Court, and filing with the County Clerk of the Participating County and with the Pulaski County Clerk.

9. Transitional Provisions

9.1 Transition to staggered terms

The seven (7) members of the Pulaski PACE Board serving at the time of adoption of this ordinance shall continue in service; however, they shall draw straws to establish staggered terms. The continued terms shall be established as one (1) year terms for the three (3) members occupying positions one, two and three; two (2) year terms for the two (2) members occupying positions four and five; and three (3) year terms for the two (2) members occupying positions six and seven. The positions shall be numbered as positions one (1) through seven (7). Upon identification of the position numbers and the incumbent in each position, a resolution of the Board, including the identifying information, shall be filed with the Pulaski County Clerk to preserve the same in public record.

9.2 Staggered terms of first seven members, new counties.

The Pulaski County Judge shall retain the authority to appoint position one (1) to the Arkansas PACE Board, subject to the confirmation of the Pulaski County Quorum Court. Upon the addition of the first six additional counties, as the terms of office for current board members expire for positions two (2) through seven (7), the members of the Arkansas PACE Board shall be appointed by the County Judge for the newly added counties, subject to the confirmation of that County Judge's Quorum Court, in the order of the Counties joining the district. Vacancies in office occurring in positions two (2) through seven (7) before the end of a term shall also be filled by the newly joining counties. That board position shall thenceforth be the representative of the appointing county. If positions are vacated or terms end in excess of the newly joining counties, the Pulaski County Judge shall retain appointment authority.

9.3 Staggered terms of subsequent members.

Upon the joining of the eighth and subsequent county to the Arkansas PACE District, the positions shall retain the staggering of terms by the 8th member serving a term on the stagger consistent with position four (4) and five (5), the 9th member serving a term on the stagger consistent with positions six (6) and seven (7), the 10th member serving a term on the stagger consistent with positions one (1), two (2), and three (3), and so on to maintain the stagger. The original and subsequent appointments of positions eight and following shall thenceforth be the representative of the appointing county.

Signatures

Pulaski County, Arkansas

By: _____
County Judge

Attest: _____
County Clerk

Faulkner County, Arkansas

By: _____
County Judge

Attest: _____
County Clerk