

Exhibit B
Party Membership Agreement
To The Florida Green Finance Authority

The Interlocal Agreement between the Florida Green Finance Authority, the Town of Lantana and the Town of Mangonia Park (the "Interlocal Agreement") entered into on June 11th, 2012 for the purpose of facilitating the financing of qualifying improvements for energy conservation and efficiency via the levy and collection of voluntary non-ad valorem assessments on improved property is hereby supplemented and amended on the date last signed below by this Signatory Party Membership Agreement, which is fully incorporated into the Interlocal Agreement as follows:

The Florida Green Finance Authority, together with its member Parties, and the **City of Delray Beach**, with the intent to be bound thereto, hereby agree that the **City of Delray Beach** shall become a Party to the Interlocal Agreement together with all of the rights and obligations of Parties to the Interlocal Agreement.

The **City of Delray Beach** hereby agrees to appoint a representative to serve as a member of the Authority. All Parties acknowledge that the remaining five (5) Directors will each be appointed by the governing body of the first Party from each requisite water management district boundary area that joins the Authority through execution of this Agreement and that desires to serve as a Director serving an initial term of three (3) years.

The **City of Delray Beach** designates the following as the respective place for any notices to be given pursuant to the Interlocal Agreement Section 27:

Delray Beach:

David T. Harden
City of Delray Beach
100 NW 1st Avenue
Delray Beach, FL 33444

With a Copy to:

Corbett and White, P.A. Authority Attorney
1111 Hypoluxo Road, Suite 207
Lantana, FL 33462
Attn: Keith W. Davis, Esq.

IN WITNESS WHEREOF, the Parties hereto subscribe their names to this Interlocal Agreement by their duly authorized officers on this 25th day of June, 2012.

ATTEST:

The Florida Green Finance Authority, a separate legal entity established pursuant to Section 163.01(7), Florida Statutes

BY: [Signature]
Secretary of the Authority

BY: [Signature]
Chair of the Authority

Approved by Authority Attorney
as to form and legal sufficiency

[Signature]
Authority Attorney

ATTEST:

City of Delray Beach, a municipal corporation of the State of Florida

BY: [Signature]
City Clerk

BY: [Signature]
Nelson S. McDuffie, Mayor

(Affix Town Seal)

Approved by City Attorney
as to form and legal sufficiency

[Signature]
Asst. City Attorney 6/25/12

RESOLUTION NO. 24-12

A RESOLUTION OF THE CITY COMMISSION OF THE CITY OF DELRAY BEACH, FLORIDA, EXPRESSING THE CITY'S SUPPORT AND INTENTION TO CREATE WITHIN THE CITY, THE "FLORIDA GREEN ENERGY WORKS PROGRAM" A VOLUNTARY PROGRAM PROVIDING INTERESTED PROPERTY OWNERS WITH THE OPPORTUNITY TO FINANCE ENERGY EFFICIENCY IMPROVEMENTS ON THEIR PROPERTY BY REPAYMENT THROUGH NON-AD VALOREM ASSESSMENTS ON THEIR PROPERTY TAX BILL; AUTHORIZING THE MAYOR OF DELRAY BEACH TO EXECUTE AN INTERLOCAL AGREEMENT WITH THE FLORIDA GREEN FINANCE AUTHORITY FOR ADMINISTRATION OF THE FLORIDA GREEN ENERGY WORKS PROGRAM IN THE CITY OF DELRAY BEACH; PROVIDING AN EFFECTIVE DATE; AND FOR OTHER PURPOSES.

WHEREAS, home and business energy consumption accounts for a large portion of the overall usage of energy in a community; and

WHEREAS, there is a vast quantity of existing structures with many years of remaining life before replacement, and these structures are not as energy efficient as today's standards, nor do many existing buildings have renewable energy systems installed to provide some or all of their electric energy needs and many buildings are in need of improvements to protect them against damage from storm events; and

WHEREAS, installing energy efficiency, renewable energy and wind resistance improvements on existing structures can provide significant progress towards increased energy conservation and protection of properties in the City and statewide; and

WHEREAS, the upfront costs of these improvements are a hurdle to installing them and existing financing options may be insufficient for property owners to access cost-effective financing for energy-saving or wind-resistance property improvements due to requirements associated with traditional debt or equity financing options; and

WHEREAS, the expected life of energy efficiency, renewable energy or wind resistance projects may require a longer term payback period than offered by traditional financing, which may necessitate alternative options to fund installation of the improvements; and

WHEREAS, local governments within Florida and nationally have either formed, or are contemplating the formation of, programs to provide alternative financing options allowing a property owner to voluntarily finance energy efficiency and renewable energy improvements through non-ad valorem assessments repaid through their property taxes; and

WHEREAS, the State of Florida has declared it the public policy of the State to develop energy management programs aimed at promoting energy conservation and protecting properties from wind damage; and

WHEREAS, the financing provided to these participating property owners will be repaid though non-ad valorem assessments levied on their property tax bills and only those property owners who want to participate will be levied the assessments; and

WHEREAS, the benefits of these energy financing programs include improved air quality, lowered fossil fuels use, creating energy independence and security, promoting the creation of jobs and economic development by stimulating "green industries" and saving citizens money by reducing energy consumption; and

WHEREAS, Section 163.08, F.S. authorizes local governments in Florida to either form individually, or in partnership with other local governments, programs to allow property owners to voluntarily finance energy efficiency, renewable energy or wind resistance improvements; and

WHEREAS, the Town of Lantana has formed the Florida Green Energy Works program which is an energy financing program created pursuant to Section 163.08, F.S.; and

WHEREAS, other local governments in the State are able to partner in the Florida Green Energy Works program by executing an Interlocal Agreement creating the Florida Green Finance Authority to administer the program, thus eliminating the costs and reducing the efforts to form an energy financing program by individual local governments; and

WHEREAS, the Florida Green Finance Authority is already creating the financing, levy and collection process to implement the Florida Green Energy Works program through the local government partners; and

WHEREAS, the Florida Green Energy Works program will provide significant benefits including property owner cost savings, enhancing property values, economic development and job opportunities and the City of Delray Beach believes that it is in the best interests of the health, safety and welfare of its citizens to participate in the program and authorize the City Manager and City Attorney to finalize the Interlocal Agreement creating the Florida Green Finance Authority and begin the steps to create the Florida Green Energy Works program in the City of Delray Beach.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF DELRAY BEACH, FLORIDA, THAT:

Section 1. The above declarations are true and accurate, and are incorporated herein.

Section 2. The City Commission of Delray Beach, a municipal corporation, hereby authorizes

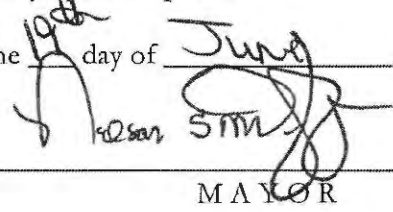
participation in the Florida Green Finance Authority to implement the Florida Green Energy Works program.

Section 3. The City Commission hereby directs the City Manager and City Attorney to finalize the Interlocal Agreement with the Florida Green Finance Authority, and further authorizes the Mayor of Delray Beach to execute the Interlocal Agreement on behalf of the City.


Section 4. The City Commission hereby directs that the City Manager and City Attorney to begin creating the levy and collection process for the voluntary non-ad valorem assessments with the Florida Green Finance Authority and Palm Beach County Property Appraiser and Tax Collector.

Section 5. This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED in regular session on the 10th day of June, 2012.


MAYOR

ATTEST:


City Clerk