EXHIBIT A

SHOW ME PACE
COOPERATIVE AGREEMENT

THIS COOPERATIVE AGREEMENT ("Cooperative Agreement") is made and entered into by Show Me PACE, a Missouri Clean Energy Development Board ("Show Me PACE") and the municipalities of the State of Missouri that, from time-to-time, may execute this Cooperative Agreement (each, a "Municipality," and together, the "Municipalities").

RECITALS

WHEREAS, on _____, 2018, the City Council of the City of Joplin, Missouri, adopted Ordinance No. 2018-_____, authorizing participation in Show Me PACE, pursuant to Sections 67.2800 to 67.2835 of the Revised Statutes of Missouri (the "PACE Act"); and,

WHEREAS, pursuant to Section 67.2810 of the PACE Act, more than one municipality may form a Clean Energy Development Board; and,

WHEREAS, Clean Energy Development Boards serving more than one municipality are in the best interest of the participating municipalities because it allows for economies of scale and concentrations of expertise that will benefit the approval, financing and installation of energy efficient and renewable energy improvements pursuant to the PACE Act; and,

WHEREAS, other municipalities may participate in Show Me PACE by adoption of an ordinance in accordance with the PACE Act and execution of this Cooperative Agreement.

AGREEMENT

NOW THEREFORE, in consideration of each municipality's participation in Show Me PACE, each Municipality hereby agrees as follows:

1. Representations. Each Municipality has taken all legislative actions necessary to approve such Municipality's participation in Show Me PACE.

2. Approval of Bylaws. The current bylaws of Show Me PACE (the "Bylaws") have been provided to the Municipality in an acceptable form.

3. Board of Directors. The members of the Board of Directors of Show Me PACE shall be appointed in the manner described in the Bylaws.

4. Clean Energy Development Board Powers. Each Municipality agrees that Show Me PACE is authorized to exercise all Clean Energy Development Board powers permitted by the PACE Act or other statute within the boundaries of the Municipality.

5. Counterparts. This Cooperative Agreement is intended to be signed in counterparts as Municipalities, from time-to-time, elect to participate in Show Me PACE. No action from any Municipality already participating in Show Me PACE shall be required for a new Municipality to participate in Show Me PACE.

6. Withdrawal. No Municipality shall withdraw from participation in Show Me PACE if such withdrawal will impact any existing property assessment clean energy financing undertaken by Show Me PACE in the Municipality's boundaries. However, a Municipality may request, in writing, that Show Me PACE no longer undertake clean energy financing in the Municipality's boundaries, and upon receipt of written notice, Show Me PACE shall no longer undertake any clean energy financing with the City Joplin.

IN WITNESS WHEREOF, Show Me PACE and the Municipalities have caused this Cooperative Agreement to be executed as of the dates shown below:

Date: _____, 20__ **SHOW ME PACE**

By: _____
Josh Campbell, J.D., President

Date:_____, 20__ **CITY OF JOPLIN, MISSOURI,**
a Municipal Corporation

Adopted Ordinance No. ___ joining
Show Me PACE on ____ __, 20__

By: _____
Name: Michael L. Seibert,_____
Title: Mayor_____