

**C-PACE Alliance
GUIDING PRINCIPLES**

PURPOSES

- A. Educating members, state and local policymakers and legislators, and other constituencies about Commercial Property Assessed Clean Energy (C-PACE) financing, secondary market activity placements, securitization, and related capital markets issues.
- B. Building the broadest possible consensus among members on policy, law, regulation, best practices, and other matters affecting or potentially affecting C-PACE financing industry and related capital markets and communicating that consensus to the industry and other interested parties.
- C. Advocating on behalf of the C-PACE financing industry with respect to policies, laws, regulation, and other matters affecting or potentially affecting the industry and related capital markets.
- D. Accomplishing all the above while conducting the Company's affairs with good governance, financial transparency, inclusion, and respectful accommodation of divergent member views; and
- E. Engaging in any lawful act or activity and exercising any powers permitted to nonprofit nonstock corporations that are organized under the laws of the State of Delaware that are related or incidental to and necessary, convenient, or advisable for the accomplishment of the above-mentioned purposes.

MISSION

- A. To promote and advance the public benefits of C-PACE by increasing the volume of quality C-PACE financings and expanding the markets available to C-PACE financings.
- B. CPA supports C-PACE financing as an essential source of core funding for the transformation of commercial real estate to become more energy efficient and to install renewable energy sources, and for other public purposes that may be named in state legislation, for example, but not limited to, water conservation, flood and hurricane resistance, seismic resiliency, stormwater management, air filtration or air circulation measures to diminish the transmission of airborne threats to health.
- C. CPA advocates on issues involving C-PACE financing with a primary focus on preserving this essential funding mechanism for the economy.
- D. CPA promotes education and transparency for topics related to C-PACE financing.

Adopted June 16, 2021

- E. CPA is focused on advocating C-PACE financing as a form of finance, not on advancing the individual interests of its member organizations involved in the C-PACE financing industry.
- F. CPA will seek to collaborate with other industry groups with similar advocacy efforts to achieve consistency and coordination across the C-PACE financing industry where possible.

CODE OF CONDUCT

Each Member, officer, authorized representative of the Executive Committee and committee chair will be given a copy of these Bylaws and will be deemed to acknowledge and agree, by acceptance of such respective membership, that he or she will exercise leadership and judgment to manage discussions, member engagement and execution of the Executive Committee, membership and/or the committee's work pragmatically while honoring the Bylaws, and that failure to abide by this Code of Conduct may be grounds for removal from any such role under the Bylaws.

Each Member, officer, authorized representative of the Executive Committee and committee chair shall be deemed to acknowledge and agree, by acceptance of such membership, to abide by the obligations with regards to the mission and goals of these Bylaws and each of the policies enumerated in the Appendices hereto.

MEMBERSHIP ELIGIBILITY CRITERIA

Members and their representatives to the Company will demonstrate the following attributes:

- A. Commitment to supporting the Company's Guiding Principles, as expressed in its purposes, mission, code of conduct, and its publications and statements of policy, including the Company's support for open-market competition and for mortgage holder consent on C-PACE transactions, though it is understood that a member may conduct its organization's business as it determines is in its own best interests.
- B. Temperament to collaborate for the Company's Guiding Principles and not having resorted to harassment, litigation, or threats as the first or primary way to resolve disagreements.
- C. Moral fitness, good character, and business practices that do not damage the public reputation of the Company.
- D. Ability and willingness to bring creative solutions to challenging issues.
- E. Regular and meaningful participation in the Company's activities.