

Proposed Partnership Agreement and B&O Definition Comparison: 2.26.25

Partnership Agreement Definitions	B&O Definition
<p>Existing Definitions (redlined against USBR Exhibit 5 (Sent 2.19) version of the Partnership Agreement)</p>	
<p>"Base Facilities" shall mean (i) the Sites Project Facilities or other facilities available to all Storage Partners including (i) those listed as Base Facilities listed in Exhibit B, and (ii) the Federal Facilities, as modified from time to time utilized by the Sites Authority to convey Sites Water to, or from, the Sites Project Facilities.</p>	<p>Base Facilities: Means the Sites Owned Facilities or other facilities available to all Storage Partners including those listed in the Project Specific Information, as modified from time to time.</p>
<p>"Base Facilities Capacity Interest" shall mean (i) the undivided capacity (i) right to store, convey and divert Sites Water in each of the Sites Project <u>Base Sites Owned</u> Facilities granted by the Sites Authority, and (ii) the right to convey and divert Sites Water through utilize Federal Facilities and Partner Facilities through the Sites Authority to convey Sites Water for the Sites Project, consistent with the Partner Agreements, in the pro-rata share as set out for each Storage Partner in Exhibit B, as modified from time to</p>	<p>Base Facilities Capacity Interest: Means the undivided capacity right of each Storage Partner to store, convey and divert Sites Water in each of the Base Facilities granted by the Sites Authority and owned by the Storage Partners in accordance with Section Error! Reference source not found.3.5, and in the pro-rata share set out for each Storage Partner in the Project Specific Information, <u>as modified from time to time</u> and subject to the Sites Water Right, Applicable Law and Governmental Approvals.</p>

<p>time and subject to the Sites Water Right, applicable law and governmental approvals.</p>	
<p>“Capacity Interest and Share” shall mean (i) in the case of the Base Facilities, the Base Facilities Capacity Interest; and (ii) in the case of the Downstream Facilities, the Downstream Facilities Capacity Share, or either of them as the context requires.</p>	<p>Capacity Interest and Share: Means (i) in the case of the Base Facilities, the Base Facilities Capacity Interest; and (ii) in the case of the Downstream Facilities, the Downstream Facilities Capacity Share, or either<u>both</u> of them as the context requires.</p>
<p>"Downstream Facilities" shall mean (i) the Sites <u>Project-Owned</u> Facilities or other facilities that are utilized by select Storage Partners listed as Downstream Facilities in Exhibit B, <u>as modified from time to time,</u> and (ii) the Federal Facilities utilized by the Sites Authority to convey Sites Water to, or from, the Sites Project Facilities.</p>	<p>Downstream Facilities: Means the Sites Owned Facilities or other facilities that are utilized by select Storage Partners listed in the Project Specific Information, as modified from time to time.</p>
<p>"Downstream Facilities Capacity Interest" shall mean <u>(i) in the case of Reclamation, the undivided acapacity -right to convey release Sites Water through Downstream Facilities for the Sites-Project delivery of Sites Water, [consistent with this Agreement and the Partner Agreements]</u>; and <u>(ii) in the case of the Participants, the share expressed in</u></p>	<p>Downstream Facilities Capacity Share: Means <u>the undivided capacity right to convey Sites Water through the Downstream Facilities</u> a share expressed in percentage based on the ratio of each Storage Partner’s Base Facilities Capacity Interest to the sum of the total Base Facilities Capacity Interest of all Storage Partners with Downstream Facilities Capacity Share, <u>in the pro-rata share</u> specified in the Project Specific Information, as modified from time to time <u>and subject to the Sites Water Right, applicable law and governmental approvals in accordance with this Contract.</u> [Note: All Participants will be able to acquire</p>

<p>percentage based on the ratio of each Storage Partner's Base Facilities Capacity Interest to the sum of the total Base Facilities Capacity Interest <u>(excluding Reclamation and the State)</u> of all Storage Partners with Downstream Facilities Capacity Share, <u>in the pro-rata share set out for each Storage Partner</u> specified in Exhibit [], <u>B</u>, as modified from time to time <u>and subject to the Sites Water Right, applicable law and governmental approvals in accordance with this Agreement.</u></p>	<p>Downstream Capacity at the time they make their commitment to purchase Base Capacity. This is a "toggle" - that is, the agency either wants Downstream Capacity or not. If the agency opts into Downstream Capacity, it will be allocated as a portion of all the entities (including the State and Bureau) that sign up for Downstream Capacity in proportion to Base Capacity Interest.]</p>
<p>“Federal Facilities” shall mean all facilities owned by the United States <u>utilized by the Sites Project, including those as</u> listed in Exhibit B, as modified from time to time.</p> <p style="text-align: center;">(a)</p>	<p>N/A – considered as part of Partner Facilities</p>
<p>“Sites Project Facilities” shall mean <u>collectively all the Sites Owned Facilities, Federal Facilities and the Partner Facilities, or any of them as the context requires, and as further described in [Exhibit B]. [Note:</u></p>	<p>Project Facilities: Means collectively the Sites Owned Facilities and the Partner Facilities, or any of them as the context requires, and as further described in <u>Exhibit 1 to Appendix 2.</u></p>

<p>Confirm location of diagram constructed by the Sites Authority for the benefit of the Sites Project. Sites Project Facilities are listed in Exhibit B.</p>	
<p>New Definitions (redlined against the B&O Contract):</p>	
<p>“Partner Agreements” shall: m Means any agreement entered into between the Sites Authority and another Federal or non-Federal entity in accordance with which the Sites Authority has the right to divert, release and convey Water to or from the Project, as amended from time to time. The list of Partner Agreements as of the Effective Date is included in the Project Specific Information <u>Exhibit B</u>.</p>	<p>Partner Agreements: Means any agreement entered into between the Sites Authority and another entity in accordance with which the Sites Authority has the right to <u>divert, release and</u> convey Water to or from the Project, as amended from time to time. The list of Partner Agreements as of the Effective Date is included in the Project Specific Information.</p>
<p>“Partner Facilities” shall mean any facilities used by the Sites Authority to convey <u>Sites</u> Water to, or from, the Sites Owned Facilities in accordance with the Partner Agreements, and as further described in Exhibit 1 to <u>Appendix 2B (excluding the Federal Facilities)</u>.</p>	<p>Partner Facilities: Means any facilities used by the Sites Authority to convey Water to, or from, the Sites Owned Facilities in accordance with the Partner Agreements, and as further described in <u>Exhibit 1 to Appendix 2</u>.</p>

<p>“Project Assets” shall mean all of the tangible and intangible assets relating to the <u>Sites</u> Project, including (i) the Project Facilities, (ii) all real property determined by the Sites Authority to be required for construction or operation of the <u>Sites</u> Project, (iii) rights over the <u>Sites</u> Project Facilities in the form of license, right-of-way or otherwise, (iv) tangible assets such as foundations, buildings, pavements, works, and equipment, (v) the Sites Water Right, and (vi) all <u>g</u>Governmental <u>a</u>Approvals.</p>	<p>Project Assets: Means all of the tangible and intangible assets relating to the Project, including (i) the Project Facilities, (ii) all real property determined by the Sites Authority to be required for construction or operation of the Project, (iii) rights over the Project Facilities in the form of license, right-of-way or otherwise, (iv) tangible assets such as foundations, buildings, pavements, works, and equipment, (v) the Sites Water Right, and (vi) all Governmental Approvals.</p>
<p>“Sites Owned Facilities” shall mean the new physical infrastructure and capital improvements for the <u>Sites</u> Project to be designed, constructed, commissioned, completed and owned by the Sites Authority, including dams, reservoir(s), pipelines, pump stations, and other facilities necessary or appropriate for providing new water supply and storage including the facilities listed in the Project Specific Information Exhibit B, but excluding facilities designed and built by parties to Partner Agreements that will be used for the Sites Project in accordance with such Partner Agreements, Partner Facilities and the real property required for the Sites</p>	<p>Sites Owned Facilities: Means the new physical infrastructure and capital improvements for the Project to be designed, constructed, commissioned, completed and owned by the Sites Authority, including dams, reservoir(s), pipelines, pump stations, and other facilities necessary or appropriate for providing new water supply and storage including the facilities listed in the Project Specific Information, but excluding facilities designed and built by parties to Partner Agreements that will be used for the Project in accordance with such Partner Agreements, Partner Facilities and the real property required for the Project, and as further described in <u>Exhibit 1</u> to <u>Appendix 2</u>.</p>

Project, and as further described in Exhibit 1 to Appendix 2 <u>Exhibit B</u> .	
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