

Exhibit H – Reclamation Involvement in Governance of Sites Reservoir Project

Purpose

This Exhibit sets forth the governance rights and responsibilities of Project Participants, Reclamation, and the State of California in the Sites Reservoir Project. It clarifies that while Reclamation and the State may participate in governance, they do not hold voting rights, except as expressly provided their respective agreements with the Sites Project Authority.

Delegated Powers Table

Delegated Power / Function	Participants as members of the Reservoir Management Board*	Reclamation	State of California
Approval of budgets and assessments	Majority RMB	Input only, no vote	None
Approval of contracts and change orders	Majority RMB	Input only, no vote	None
Approval of O&M plans and budgets	Majority RMB	Input only, no vote	None
Debt issuance or refinancing	Majority RMB	Input only, no vote	None
Amendments to governing documents	Majority RMB	Input only, no vote	None
Sale/lease of capacity interests	Majority RMB	Reallocating Reclamation's "paid for" capacity share requires written concurrence,	None, SPA must maintain compliance with Ecosystem CAPB

		which cannot be unreasonably withheld	
Access to reports and audits	Majority RMB	Full rights	Full Rights
Meeting, committee, workgroup participation	Majority RMB	Input only, no vote	DWR is an “ex officio” (non-voting) member of the Authority Board
Attendance in Closed Session	Majority RMB	A single Designated Representative may attend, no vote, information must remain confidential per federal and state law	None
Acquisition/disposition of land	Shared, 75% Authority Board + 75% RMB	Input only, no vote	None
Changes to Sites Water Right	Shared, 75% Authority Board + 75% RMB	Input only, no vote	None
Changes to environmental permits	Shared, 75% Authority Board + 75% RMB	Input only, no vote	None
Recreation management	Shared, 75% Authority Board + 75% RMB	Input only, no vote	None, SPA must maintain compliance with Recreation CAPB

Amendments to Bylaws	Shared, 75% Authority Board + 85%&2 RMB	Input only, no vote	None
Authority debt/financing terms	Shared, 75% Authority Board + 85%&2 RMB	Input only, no vote	None
Termination of Project	Shared, 75% Authority Board + 75% RMB	Input only, no vote	None, SPA must maintain compliance CAPBs
Execution of new B&O Contract	Shared, 75% Authority Board + 75% RMB	Input only, no vote	None
Litigation decisions	Shared, 75% Authority Board + 85%&2 RMB	Input only, no vote	None

*as reflected in Section 10 and Section 12 of the Sites JPA Bylaws for Phase 3/4/5

Compliance with Law

Nothing in this Exhibit shall expand or diminish Reclamation's authorities under WIIN Act §4007 or any other applicable law.