

UNITED STATES
DEPARTMENT OF ENERGY
WESTERN AREA POWER ADMINISTRATION
SIERRA NEVADA CUSTOMER SERVICE REGION
CENTRAL VALLEY PROJECT, CALIFORNIA

AMENDMENT 5

TO THE
AGREEMENT FOR THE FUNDING OF OPERATION AND MAINTENANCE FOR
CENTRAL VALLEY PROJECT POWER FACILITIES
WITH

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF RECLAMATION
MID-PACIFIC REGION
AND
CENTRAL VALLEY PROJECT CUSTOMERS

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1. PREAMBLE:

This Amendment 5 to Agreement 96-SNR-00110 (Primary Agreement) is made this _____ day of _____, 20____, among the UNITED STATES OF AMERICA, (United States) (i) acting by and through Western Area Power Administration, Department of Energy (Western) and (ii) acting by and through Bureau of Reclamation, Department of the Interior (Reclamation); and the Central Valley Project (CVP) preference power customers signing this Amendment as set forth in Exhibit A of the Primary Agreement, all collectively called Parties.

2. EXPLANATORY RECITALS:

2.1 The Parties entered into the Primary Agreement on November 12, 1997.

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1 2.2 Section 10 of the Primary Contract defines the rules and responsibilities of
2 the Governance Board, including the composition of the Governance Board
3 members.

4
5 2.3 The Parties have determined they need clarity on how to fill vacancies on
6 the Governance Board and they need to ensure full membership on the
7 Governance Board.

8
9 **3. AGREEMENT:**

10 The Parties agree to the terms and conditions set forth herein.
11

12 **4. TERM OF AMENDMENT:**

13 This Amendment shall become effective upon execution and shall remain in effect
14 concurrently with the Primary Agreement.
15

16 **5. MODIFICATION OF SECTION 10 (GOVERNANCE BOARD) OF THE**
17 **AGREEMENT FOR THE FUNDING OF OPERATIONS AND MAINTENANCE FOR**
18 **CVP FACILITIES:**

19 5.1 The following subsection of Section 10 of the Primary Agreement is
20 hereby modified as shown below:

21 “10.1.4.3 An election to fill any Customer Governance Board member
22 vacancy shall be held prior to or at the next scheduled Governance Board
23 meeting. If a vacancy occurs in a Customer group (defined in 10.1.3), Western
24 will provide notice to that Customer group and the Customer group will have
25 forty-five (45) days to elect a new Governance Board member. Western may
26 extend that time if requested by the Customer group. If a Customer group fails
27 to elect a Governance Board member as provided, the Governance Board may

28 ///

1 fill the vacancy by appointing a Customer that is not already on the Governance
2 Board. The Governance Board first will attempt to appoint a Customer from the
3 Customer group having the vacancy. However, if there is not an eligible
4 Customer that meets the criteria of the group or if there is no eligible Customer
5 from the group that expresses an interest in participating on the Governance
6 Board for the vacant position, the Governance Board may appoint a Customer
7 from any group to fill the vacant position. The Governance Board must vote on
8 any appointment at a scheduled Governance Board meeting before that
9 appointee becomes a member of the Governance Board.”
10

11 5.2 The following new subsection is added to Section 10 of the Primary
12 Agreement:

13 “10.4.4 Vacancy: The Governance Board may vote to fill a vacancy as provided
14 in Section 10.1.4.3. Any vote to fill a vacancy shall be done under the voting
15 procedures in 10.2.2 but shall not be subject to a call for a percentage vote. For
16 clarity, the voting process applies only if a Customer group fails to elect a
17 Governance Board member within the time provided in 10.4.1.3.”
18

19 **6. PRIMARY AGREEMENT TO REMAIN IN EFFECT:**

20 Except as expressly modified by this Amendment and as previously amended, said
21 Primary Agreement shall remain in full force and effect, and this Amendment shall be
22 subject to all provisions of the Primary Agreement, except as herein amended.

23 ///

24 ///

25 ///

26 ///

27 ///

28 ///

1 **7. AUTHORITY TO EXECUTE:**

2 Each individual signing this Amendment certifies that the Party represented has duly
3 authorized such individual to execute this Amendment that binds and obligates the
4 Party. The Parties agree that this Amendment may be executed by handwritten
5 signature or digitally signed using Adobe Sign or Adobe E-Signature. An electronic or
6 digital signature is the same as a handwritten signature and shall be considered valid
7 and acceptable.

8
9 **8. EXECUTION BY COUNTERPARTS:**

10 This Amendment may be executed in any number of counterparts and, upon execution
11 and delivery by each Party, the executed and delivered counterparts together shall
12 have the same force and effect as an original instrument as if all Parties had signed the
13 same instrument. Any signature page of this Amendment may be detached by any
14 counterpart of this Amendment without impairing the legal effect of any signatures
15 thereon, and may be attached to another counterpart of this Amendment identical in
16 form hereto, by having attached to it one or more signature pages.

17
18 **IN WITNESS WHEREOF**, the Parties have caused this Amendment to be
19 executed the day and year first above written.

20 WESTERN AREA POWER ADMINISTRATION

21 By: _____

22 Sonja A. Anderson

23 Title: _____ Vice President of Power Marketing for

24 Sierra Nevada Region

25 Address: _____ 114 Parkshore Drive

26 Folsom, CA 95630

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19 executed the day and year first above written.

20
21 BAY AREA RAPID TRANSIT DISTRICT

22
23 By:_____

24 Attest: Title:_____

25 By:_____ Address:_____

26 Title:_____ _____

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18 **IN WITNESS WHEREOF**, the Parties have caused this Amendment to be
19 executed the day and year first above written.

20
21 POWER AND WATER RESOURCES
22 POOLING AUTHORITY

23 By:_____

24 Attest: Title:_____

25 By:_____ Address:_____

26 Title:_____ _____

27

28

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20
21 CITY OF ROSEVILLE

22
23 By:_____

24 Attest: Title:_____

25 By:_____ Address:_____

26 Title:_____ _____

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20
21 CITY OF SANTA CLARA
22 DBA SILICON VALLEY POWER

23 By:_____

24 Attest: Title:_____

25 By:_____ Address:_____

26 Title:_____ _____

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20
21 BUREAU OF RECLAMATION

22
23 By:_____

24 Attest: Title:_____

25 By:_____ Address:_____

26 Title:_____ _____