

FIRST AMENDMENT TO CENTRAL VALLEY PROJECT CORPORATION MEMBERSHIP AGREEMENT

This First Amendment (“Amendment”) to Central Valley Project Corporation Membership Agreement is entered into by and between the Central Valley Project Corporation, a California nonprofit public benefit corporation (“CVP Corp”) and the City of Lompoc, a California municipal corporation (individually a “Participant”), and each undersigned participant collectively referred to as “the Participants”. The CVP Corp and any of the Participants individually are called “Party” and collectively are called “Parties.”

WHEREAS, the City of Lompoc entered into the Central Valley Project Corporation Membership Agreement dated effective August 8, 2003 (the “Agreement”); and

WHEREAS, CVP Corp is formed for the benefit of, and to carry out the purposes of, the Participants by helping the Participants achieve cost savings and efficiencies; facilitating customer involvement, and conducting joint actions as directed by the Participants; and

WHEREAS, the United States of America, Department of Energy, Western Area Power Administration (WAPA) and CVP Corp entered into Contract 03-SNR-00583 (“Funding Contract”) on June 25, 2003; and

WHEREAS, each Participant has entered into a 2025 Base Resource Contract with WAPA for a percentage of WAPA’s Base Resource power for deliveries beginning January 1, 2025, for a maximum term of thirty years; and

WHEREAS, the Parties now desire to amend the Agreement to extend the term of the Agreement for an additional ten-year period from the original expiration date of December 31, 2024, to a new date of December 31, 2034, and

WHEREAS, the Parties have agreed to modify the Agreement as set forth above; and

WHEREAS, in accordance with Section k), Paragraph e), all changes to the Agreement must be in writing and signed by CVP Corp and the Participants who desire to extend the term of the Agreement; and

NOW, THEREFORE, the Parties agree as follows:

1. **Section j —Term of the Agreement; Termination.** The first sentence of this section of the Agreement is amended and restated to extend the term of the Agreement as follows:

This Agreement shall become effective upon execution by the CVP Corp and upon the signature of a sufficient number of Participants as determined by the CVP Corp Board of Directors and, unless earlier terminated, shall remain in effect until December 31, 2034.

The remainder of Section j of the Agreement is unchanged.

2. This Amendment in no way alters the terms and conditions of the Agreement except as specifically set forth herein.

Date: _____

CENTRAL VALLEY PROJECT
CORPORATION

RANDY S. HOWARD
Chair, Board of Directors

Approved as to Form:

Jane E. Luckhardt, General Counsel

Date: _____

CITY OF LOMPOC, a municipal corporation

By: _____
Dean Albro, City Manager
City Manager

Attest:

By: _____
Stacey Haddon, City Clerk

Approved as to form:

By: _____
Jeff Malawy, City Attorney