

between the City of Fargo, and U.S. Bank National Association, as Lender, related to the City Loan.

**“Program Management Consultant”** means an individual or firm responsible for planning and implementing the Project. The Program Management Consultant shall be under the direct supervision of the Executive Director, the Deputy Executive Director, and the Diversion Authority Board, and will consult with Member Entity staff.

**“Project”** means the LPP Flood Risk Management Features and the Recreation Features as generally described in the Final Feasibility Report and Environmental Impact Statement, Fargo-Moorhead Metropolitan Area Flood Risk Management Project, dated July 2011 and approved by the Chief of Engineers on December 19, 2011, as amended by the Supplemental Environmental Assessment, Fargo-Moorhead Metropolitan Area Flood Risk Management Project, dated September 2013 and approved by the District Engineer, St. Paul District on September 19, 2013.

**“Project Agreement”** means a Public-Private Partnership Agreement as authorized by Chapter 48-02.1 of the North Dakota Century Code, by and between the Metro Flood Diversion Authority, or one or more Member Entities authorized by the Diversion Authority Board, and a P3 Developer for design, construction, financing, operation and maintenance of the DCAI, the channel outlet, the Rush and Lower Rush River hydraulic structures, the Maple River aqueduct, the Sheyenne River aqueduct, the inflow design flood levee, associated railroad bridges, mitigation incorporated into the diversion channel and associated structures, and recreation structures/features associated with the diversion channel and located entirely within North Dakota.

**“Project Element”** means a component or part of the Project.

**“Project Management Plan”** shall mean a living document that describes how the Government and the Non-Federal Sponsors intend to fulfill their obligations under this Agreement, including the procurement process for the Non-Federal Work and the Government Separable Element and timelines for the Technical Requirements and procurement processes.

**“Project Partnership Agreement”** means an agreement between the Government and the Non-Federal Sponsors for the construction of the Project, which includes a description of the Project and the responsibilities of the Government and the Non-Federal Sponsors in the cost sharing and execution of work.

**“Project Property”** means real property acquired for the Project, including, but not limited to, land, rights-of-way, easements, licenses, and leases.

**“Rational Basis”** means making a decision that is determined by the Diversion Authority Board to be fair, moderate, suitable under the circumstances, and governed by reason.

**“Red River Control Structure”** means the water-flow control structure located south of the Cities of Fargo and Moorhead, which will be used to control the flow of the Red River through the Cities of Fargo and Moorhead during flood events.