Sanneh Foundation – Conway Park
Agreement Package Summary

All three agreements will be advanced and executed simultaneously as a package. The Use Agreement (UA) governs Sanneh's existing operations at Conway Park — facilities Sanneh currently operates under a prior agreement, which this UA will replace. The Development Agreement (DA) and Disbursement Agreement (DisbA) govern construction of a new facility. All three run concurrently during the construction period. The DA and DisbA exist to deliver the additional facility the UA will ultimately govern along with the existing.

1. Development Agreement (DA)

The DA governs the design, construction, and delivery of the new facility at Conway Park. It establishes the expectations for the entire build, from initial design through transfer of the completed asset to City ownership.

City Responsibilities

- Approve design at 60% and 90% completion milestones
- Set construction standards and enforce compliance
- Accept the completed facility upon transfer

Sanneh Foundation Responsibilities

- Lead and manage the full design and construction process
- Deliver the facility on time, on budget, and per approved plans
- Fund construction per the terms of the agreement

Interaction with Other Agreements

Milestones defined in the DA directly trigger fund releases under the DisbA; the two operate in lockstep throughout construction. Together, the DA and DisbA deliver the physical facility that the Use Agreement governs.

2. Use Agreement (UA)

The UA is the long-term operating agreement governing Sanneh's stewardship of Conway Park. It replaces the existing UA and covers both the current facilities and, upon completion, the new facility delivered under the DA. The City retains ownership; Sanneh operates the park as a public steward.

City Responsibilities

- Retain ownership of Conway Park and all facilities
- Maintain major capital systems and long-term infrastructure
- Conduct annual performance reviews and determine renewal eligibility

Sanneh Foundation Responsibilities

- Operate the park and existing facilities from the date of execution

- Deliver programming consistent with the public purpose of the agreement
- Maintain facilities to City standards and fund routine maintenance
- Submit required financial reports and comply with audit rights

Interaction with Other Agreements

The UA is the only agreement that persists after construction concludes. During the construction period it runs alongside the DA and DisbA, governing Sanneh's existing operations. Once the new facility is delivered, the UA expands to govern it. The DA and DisbA are the means by which the UA gains a new facility to govern.

3. Disbursement Agreement (DisbA)

The DisbA governs how construction funds are released, tracked, and accounted for. It provides the financial controls that run in parallel with the DA, ensuring every dollar is spent as intended and subject to City oversight.

City Responsibilities

- Authorize and release fund draws upon verified milestone completion
- Review documentation submitted with each draw request
- Maintain oversight and audit rights throughout construction

Sanneh Foundation Responsibilities

- Submit draw requests with required supporting documentation
- Demonstrate completion of milestones as defined in the DA
- Account for all capital expenditures and provide invoices and lien waivers

Interaction with Other Agreements

The DisbA is subordinate to the DA — fund releases are conditioned on milestones the DA establishes. Together they form the construction framework that produces the facility the UA requires. The DisbA concludes upon project closeout; the DA concludes upon facility transfer. Neither has ongoing effect once construction is complete.

Summary: How the Three Agreements Interact

During construction: All three agreements are active. The UA governs existing operations at Conway Park. The DA governs construction of the new facility. The DisbA controls capital fund flow in lockstep with DA milestones.

After construction: The DA and DisbA conclude. The UA — which exists to govern a facility the DA and DisbA were responsible for delivering — governs the full partnership from that point forward.