

**The Napa River Increments 2 & 3 Project
Implementation Plan
September 2025**

1) PURPOSE

The purpose of this Implementation Plan is to document the approach that will be followed by the Napa County Flood Control and Water Conservation District, the non-Federal sponsor (NFS) and the U.S. Army Corps of Engineers (USACE), for implementing design and construction of Napa River Increments 2 (West Bank/North of Oxbow) – Lincoln Avenue Floodwalls separable element on the west bank of the Napa River, north of the Oxbow, and Increment 3 (the West Bank/South of Oxbow) - Imola Avenue to Hatt Street Floodwalls separable element on the west bank of the Napa River, south of the Oxbow of the Napa River/Napa Creek Flood Protection Project under authority of Section 204 of the Water Resources Development Act 1986, as amended (33 U.S.C. § 2232) (Project).¹ As indicated in the Overview section below, this approach was developed pursuant to the request of the NFS, as documented in letters to the Congressional authorizing Committees, and is consistent with the requirements contained in the following documents. On October 3, 2019, the NFS offered to limit the remaining Federal share of the cost of the Authorized Project² to \$48,300,000 and said that it would be responsible for any and all work and all of the associated costs in excess of this amount. In response, the Army allocated \$48,300,000 to the Authorized Project in its Fiscal Year 2021 Work Plan. Initial amount of \$100,000 received by SPK 18 April 2022.

- A) Memorandum of Understanding Between the Department of the Army and the Napa County Flood Control and Water Conservation District for Design Work Prior to Execution of a 204 Project Partnership Agreement for the Napa River/Napa Creek Flood Protection Project, dated 19 April 2023 (Section 204 MOU).
- B) U.S. Army Corps of Engineers, Engineering Regulation (ER) No. 1165-2-504 (12 July 2017), Construction of Water Resource Development Projects by Non-Federal Interests (Ref. 1).
- C) CECW-P Memo, Subject: Revised Implementation Guidance for Section 1153 of the Water Resources Development Act (WRDA) of 2018, Construction of Water Resources Development Projects by Non-Federal Interests, dated 17 April 2019 (Ref. 2).
- D) Letter to The Honorable R.D. James from the Napa County Flood Control and Water Conservation District, dated October 3, 2019.

2) IMPLEMENTATION PLAN STRATEGY

¹ For purposes of this Implementation Plan and the Section 204 Project Partnership Agreement, the term "Project" shall mean construction of Increment 2, the West Bank/North of Oxbow – Lincoln Avenue Floodwalls separable element on the west bank of the Napa River, north of the Oxbow, and Increment 3, the West Bank/South of Oxbow - Imola Avenue to Hatt Street Floodwalls separable element on the west bank of the Napa River, south of the Oxbow, of the Authorized Project, as generally described in the 13 December 2019 Federal Interest Determination, the Supplemental General Design Memorandum, dated October 1998, and associated NEPA documentation, dated March 1999, approved by the Deputy Director of Civil Works on May 24, 1999. See Art. I.A. of the Section 204 Construction Agreement (Section 204 PPA).

² Construction of the Napa River/Napa Creek Flood Protection Project in Napa County, California (hereinafter the "Authorized Project") was authorized by Section 204 of the Flood Control Act of 1965 (Pub. L. No. 89-298, 79 Stat. 1073, 1084 (October 27, 1965)) for the purposes of flood control and recreation substantially in accordance with the 1965 Chief of Engineers Report for the Napa River Basin (H. Doc. 89-222), and modified by Section 136 of the Water Resources Development Act of 1976 (Pub. L. No. 94-587, 90 Stat. 2917, 2929 (October 22, 1976)).

The Implementation Plan strategy requests the Assistant Secretary of the Army (Civil Works)'s (ASA(CW)) approval to execute the Project Partnership Agreement (PPA) in advance of approval of project designs and complete environmental compliance. Justification for this request is associated with the NFS goal of efficient and streamlined project delivery through initiation of construction for Increment 2 prior to the end of calendar year 2025. As the timeframe for processing the Increment 2 Design Recommendations Report (DRR) to the ASA(CW) contains some uncertainty, execution of the PPA in advance of DRR approval will position the NFS and the Project for success in meeting this goal. Sequencing the PPA approval to execute after the DRR approval will add significant risk to the construction schedule.

This Implementation Plan includes the following major actions by USACE and the NFS as outlined below:

- A) Develop and execute a Memorandum of Understanding (MOU) to establish a common understanding of the Project and allow the NFS to commence with fieldwork, real estate acquisitions, permitting, and design related activities. This action was completed in April 2023.
- B) Develop one Project Implementation Plan to lay out the process for USACE coordination and execution of Project-related activities under the Section 204 authority to include design approvals and construction support for both increments 2 and 3.
- C) USACE and the Non-Federal Sponsor will negotiate the terms of a PPA and execute a PPA for construction of the Project. Environmental compliance for Increment 2 is scheduled for completion prior to execution of the PPA. Approval of the DRR for Increment 2, execution of the FONSI supporting Increment 2, the preparation and approval of a DRR for Increment 3, and environmental compliance for Increment 3, will follow execution of the PPA. The purpose of the Implementation Plan is to support the following: approval of and execution of the PPA prior to the approval of design for both increments and the completion of environmental compliance for Increment 3; documentation of the steps to be taken for the preparation and approval of a DRR for each increment by the ASA(CW); any other steps necessary for the approval of design and clearance of the NFS to initiate construction for each increment.
- D) Design reviews will be conducted in accordance with the USACE Final Approved Design Review Plan (Attachment A). USACE Sacramento District (SPK) will document the design review conducted for each Increment in a Design Recommendation Report (DRR) that will be submitted through the vertical chain for ASA(CW) approval.
- E) USACE, SPK in partnership with the NFS will prepare a DRR for each increment of the Project documenting the manner in which a determination was made by the District Commander that the Project design conforms to Federal standards and requirements and is ready to proceed to construction. The Implementation Plan and the attached Review Plan shall be utilized as guides in making that determination.
- F) The ASA(CW) will consider for approval and approve the DRR for each increment of the Project upon their consecutive submission, and issue conditions of approval, if any, the ASA(CW) deems appropriate pursuant to 33 U.S.C. § 2232(b)(1)(B).

- G) Construction of any Project increment, including but not limited to contract award by the NFS, will not commence until the ASA(CW) has approved the DRR for the applicable increment..
- H) Following ASA(CW) approval , the District Commander will inform the NFS that construction of Increment 2 may proceed.
- I) The DRR for Increment 3 of the Project will be submitted through the vertical chain for approval by the ASA(CW). It is estimated that the Increment 3 DRR will be submitted approximately 24 months after the submittal of the DRR for Increment 2 per the Project schedule in paragraph 10..
- J) Upon receipt of information from the District Commander that requisite approvals have been received, the NFS moves forward with construction of Increment 3 in accordance with the ASA(CW) approved design; USACE monitors construction.
- K) The NFS shall document its costs and submit reimbursement claims upon completion of discrete segments within Increment 2 and the completion of Increment 3 in accordance with the terms and conditions of the Section 204 PPA, USACE regulations, policies, and the approved design documented in the Project authority and each DRR. The NFS will submit invoices and supporting documentation to the Sacramento District.

3) OVERVIEW

- A) Construction of the Authorized Project was authorized by Section 204 of the Flood Control Act of 1965 (Pub. L. No. 89-298, § 204, 79 Stat. 1074,1084 (October 27, 1965)) for the purposes of flood control and recreation substantially in accordance with the 1965 Chief of Engineers Report for the Napa River Basin (H. Doc. 89-222), and modified by Section 136 of the Flood Control Act of 1976 (Pub. L. No. 94-587, § 136, 90 Stat. 2917, 2929 (October 22, 1976)). The total project costs based on FY 2022 price levels are estimated to be \$515,000,000. FY 21 Work Plan provided \$48,300,000 to “(f)ully fund the Federal cost share of the remaining features of the project”, per the arrangement requested by the NFS described below.) The NFS will be responsible for all costs above \$48,300,000 (less Federal review/oversight) to complete the Authorized Project. Based on FY 2022 price levels, the estimated total project costs for construction of Increments 2 and 3 (the Project) are \$46,100,000 and \$30,300,000, respectively. Based upon FY 2025 price levels, the total project costs for Increments 2 and 3 are \$69,701,000 and \$36,561,000, respectively.
- B) The Authorized Project, as described in the Project Cooperation Agreement (PCA) dated February 1, 2000, is the construction of flood control improvements from Highway 29 to Trancas Street on the Napa River and from mouth of Napa Creek to Earl Street, and recreation features along the Napa River from Kennedy Park to Trancas Street as generally described in the Supplemental General Design Memorandum (hereinafter the SGDM) dated October 1998, and associated National Environmental Policy Act (NEPA) documentation, dated March 1999, and approved by the Deputy Director of Civil Works on May 24, 1999. The Authorized Project was further described as “increments” in the Federal Interest Determination dated 13 December 2019. By letter dated October 3, 2019, the NFS offered to limit the remaining Federal share of the Authorized Project to \$48,300,000 and be responsible for all costs above this amount to complete the Authorized Project. Federal appropriations of \$48,300,000 were provided in FY 21 Work Plan for this purpose. Simultaneously with the execution of the PPA, an Amendment to

the PCA will be executed limiting the terms of that document to project features already constructed.

- C) Section 204 of WRDA 1986, as amended (33 U.S.C. § 2232) authorizes non-Federal interests to carry out Federally authorized water resources development projects in accordance with the plan approved by the Secretary of the Army and subject to any conditions the Secretary may require, with potential credit or reimbursement to the non-Federal interest for the costs of the Federal share of any work carried out on the project; provided further that specific requirements are met as outlined in the statute, the Section 204 PPA, and applicable implementing regulations and policies. As required by Section 204, by letters dated February 2, 2024, the ASA(CW) notified the Senate Committee on Environment and Public Works and the House Committee on Transportation and Infrastructure of the House of Representatives of the NFS's intent to construct Increments 2 and 3 of the Authorized Project under a Section 204 PPA with USACE. USACE would reimburse the NFS up to the allocated \$48,300,000. All costs above that amount to finish construction of the Authorized Project would be non-Federal.
- D) As described in the 2012 Limited Reevaluation Report prepared for the Authorized Project, Increments 2 and 3 lie along approximately 3.6 miles of the Napa River and include floodwalls and closure structures. The Post Bypass Value Engineering and Incremental Analysis Report Revised for Napa River / Napa Creek Flood Protection Project 2017 Post dated September 27, 2017, recommended removing the Bypass Pump Station from the Project. The work south of Imola Avenue and along Napa Creek is complete.
- E) Construction of Increments 2 and 3 of the Project for flood risk management purposes include the two increments as shown on Figure 1. Increment 2 (West Bank/North of Oxbow) consists of construction of the Lincoln Avenue Floodwalls separable element on the west bank of the Napa River north of the Oxbow Bypass. Increment 3 (West Bank/South of Oxbow) consists of construction of the Imola Avenue to Hatt Street Floodwalls separable element on the west bank of the Napa River, south of the Oxbow Bypass.
- F) As noted above, although the non-Federal cost share is a minimum of 25 percent, up to a maximum of 50 percent, of Authorized Project costs allocated to flood risk management, and 50 percent of Authorized Project costs allocated to recreation, the remaining Federal share of Authorized Project costs is the \$48,300,000 in Construction funds received by USACE in the FY21 Work Plan. The NFS has agreed that all costs above that amount to finish construction of the Authorized Project would be non-Federal.
- G) USACE, the NFS, and the NFS' selected Architect-Engineering (AE) firm HDR form a Project Delivery Team (PDT) to carry out the design and construction of the Project as follows:
 - i) USACE is responsible for Project oversight, preparation of Project DRRs for ASA(CW) approval, review of documentation produced including, but not limited to, design plans and specifications, real estate documentation, environmental compliance , including with NEPA and the California Environmental Quality Act (CEQA), and review and approval of invoices and construction documents for reimbursement.

- ii) The NFS is responsible for acquiring all lands, easements, rights of way, relocations, and disposal sites (LERRDS) in accordance with the terms of the Section 204 PPA. The NFS is responsible to direct its AE firm to produce the required plans and specifications suitable for construction. The NFS will coordinate with USACE for environmental and cultural resources compliance. The NFS is responsible for the collection of technical data to assist in the development of design features, namely: geotechnical borings, hydrology and hydraulic analysis, surveys, etc.
- iii) The AE firm is under contract by the NFS and is responsible to produce a set of plans and specifications that meet Federal standards and is suitable for construction. This includes risk analyses appropriate to the scope specified by the USACE team according agency standards. The AE firm also produces the project management plan, the quality management plan, and the detailed schedule.
- iv) The PDT meets weekly to review action items and upcoming activities on the schedule. Other meetings as needed to resolve issues may be convened on an ad-hoc basis. These routine meetings are facilitated by the NFS. Higher level meetings with agency management may be called by any party.

Figure 1 – Napa Project Increments

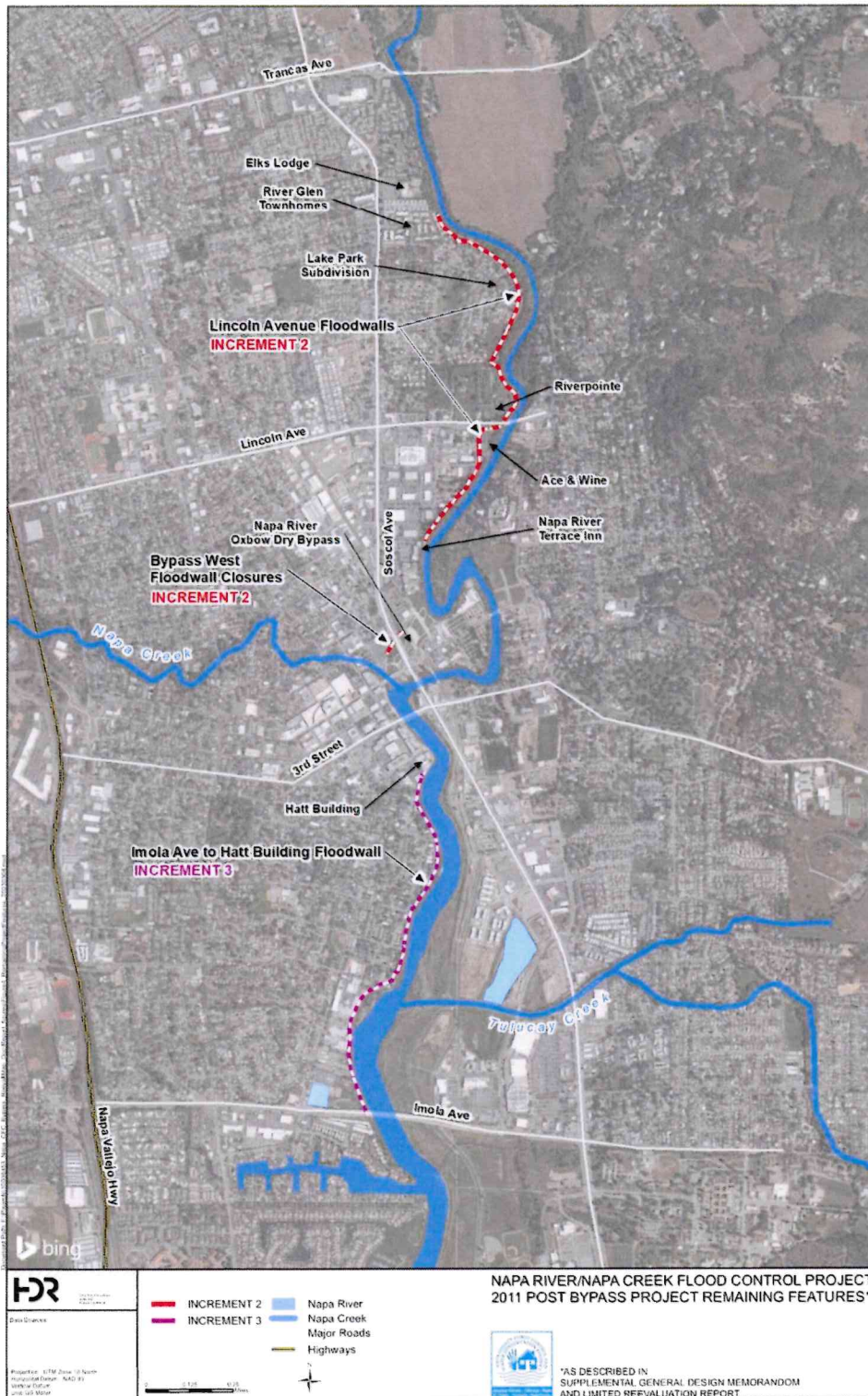
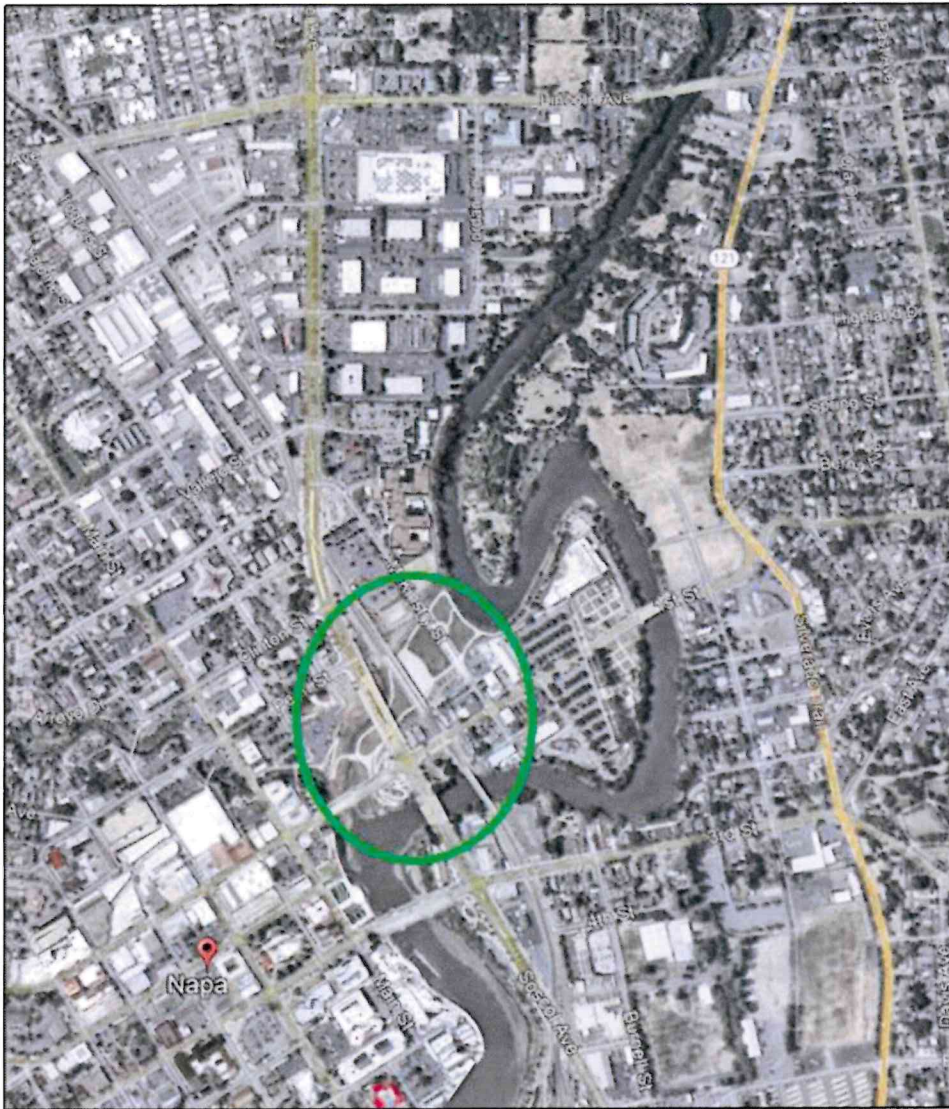


Figure 2 – Napa Oxbow Bypass



4) AUTHORIZED PROJECT FEATURES

- A) Increment 2 – West Bank/North of Oxbow - Lincoln Avenue Floodwalls: this is a separable element on the west bank of the Napa River, north of the Oxbow Bypass.: This increment consists of the design and construction of floodwall and closure structures for the western bank of the Napa River between river stations 828+00 to 893+00, as well as completion of the floodwalls on the north bank of the Napa Oxbow Dry Bypass Channel. Floodwalls designed as part of this Project include reinforced concrete T-walls and steel sheet pile I-walls. Increment 2 includes 6,457 linear feet of floodwall and closure structures along the west bank of the river from the Napa Terrace Inn to Elks Lodge, bisected by Lincoln Avenue, into two defined areas: North and South of Lincoln Avenue.

Discrete segments within Increment 2 are:

Segment 1 - North of Lincoln Avenue, 4,080 linear feet of floodwall and three closure structures will be constructed on the top of the west bank from the Lincoln Avenue bridge headed north through the RiverPointe development, Lake Park subdivision and River Glenn town homes and terminating into high ground just south of Elks Lodge. The three closure structures include three pedestrian access gates with one providing emergency vehicle and pedestrian water side trail access at the northern trail head at Lincoln Avenue and two in the Lake Park.

Segment 2 - South of Lincoln Avenue, 2,377 linear feet of floodwall and three closure structures will be constructed starting from the Lincoln Avenue bridge headed around the Ace & Vine project area and extending south along the top of the west bank of the river terminating into high ground just north of the Napa Terrace Inn. Two closure structures will be constructed along Lincoln Avenue to provide access to the Ace & Vine project area and one closure structure will be provided just south of Wall Street providing emergency and pedestrian access to the waterside of the wall.

Segment 3: northwest side of the Napa Oxbow Dry Bypass - 230 linear feet of floodwall to be constructed consisting of 130 linear feet of floodwall west of Soscol Avenue bridge and 100 linear feet of floodwall east of Soscol Avenue bridge to be constructed in gaps intentionally left in the existing northwest floodwall of the Napa Oxbow Dry Bypass floodwall. Part of the 100 linear feet of floodwall east of Soscol Avenue will consist of a drainage outfall structure allowing a 72-inch drain to discharge into bifurcated outlets (42-inch and 48-inch drains) and housing two sluice gates, one for each outlet respectively.

- B) Increment 3 – West Bank/South of Oxbow - Imola Avenue to Hatt Street Floodwalls: this is a separable element on the west bank of the Napa River south of the Oxbow Bypass. This increment includes 5,932 linear feet of floodwall and four closure structures along the west bank of the Napa River from Imola Avenue to the Hatt Building. The floodwall will tie into the existing floodwall adjacent to the Hatt building and extent southward along the waterside of Riverside Road encompassing floodwall landside of two private docks and continuing south along the top west bank of the Napa River waterside of the parcels east of South Coombs Street and eventually tying into the existing Imola Avenue bridge western abutment. There are no discrete segments within Increment 3.

5) DESIGN PHASE REVIEW AND APPROVAL PROCESS

- A) USACE and NFS has developed a Review Plan (attached) for endorsement by the Risk Management Center and approval by the MSC. This Review Plan provides the method by which a determination will be made relative to the Project designs meeting Federal standards.
- B) NFS' AE firm progresses design development to a mutually agreeable completion milestone for final pricing. Design development and pricing may be completed on portions of the Project on a phased basis.
- C) As noted above, the design and construction of Increment 2 will be completed first. The design of Increment 3 will run in parallel with the construction of Increment 2. The construction of Increment 3 will commence after completion of Increment 2. No

construction by the NFS may commence, including contract award by the NFS, until such time as environmental compliance for that increment has been completed and the ASA(CW) has approved the DRR for that increment. The anticipated schedule for project implementation is found below.

- D) NFS' AE firm will complete risk assessment/risk-informed design. The assessment will be scaled to fit within the constraints of the Project schedule and budget. The assessment will be largely qualitative and aimed at addressing specific design related issues rather than quantifying life safety risks.
- E) The NFS' AE firm will support the NFS in submitting the design packages to USACE for the District Quality Assurance (DQA) and Agency Technical Review (ATR). The NFS' AE firm will present material and respond to review comments. The NFS will lead the effort to establish the Board of Senior Consultants, who will be responsible for providing the Safety Assurance Review. The NFS' AE firm will present material and respond to comments. The NFS and its AE firm will certify the quality and accuracy of the technical analyses and cost estimate. This will include documentation of the QA/QC process.
- F) The District has completed a Supplemental Environmental Assessment and a Finding of No Significant Impact (FONSI) for Increment 2 for ASA(CW) review and approval (or delegation of FONSI approval to the District Commander) prior to execution of the PPA. When designs for proposed construction by the NFS of Increment 3 of the Project are available, the need for additional NEPA documentation will be assessed and prepared to disclose and evaluate the reasonably foreseeable environmental effects of design modifications associated with Increment 3. If required, USACE will issue the draft NEPA document for public review and finalize the document through signing of a Record of Decision (ROD) or FONSI, as applicable, depending upon environmental effects of the proposed action. USACE would also complete Section 7 (Endangered Species Act) consultations with the United States Fish and Wildlife Services (USFWS) as well as Section 106 National Historic Preservation Act compliance, if required.
- G) The NFS has prepared a detailed Real Estate Acquisition Plan laying out the process and timeframes for determining real estate interests needed for the Project, coordination of the NFS's acquisitions, and appropriate valuation of the real estate acquisition in accordance with the terms and conditions in the PPA. The Real Estate Acquisition Plan is attached to this Implementation Plan (Attachment B).
- H) NFS develops strategy for procurement, identifies Project delivery method(s), procurement documents and contracting documents that include the performance criteria, as applicable, and compliance with all statutory, and USACE regulation requirements.
- I) NFS' AE firm will coordinate with USACE regarding documentation that the requirements of the NEPA and CEQA and all other applicable laws and regulations, including but not limited to, environmental statutes have been satisfied. USACE will complete Section 106 and tribal consultations.
- J) NFS submits designs (plans and specifications) and supporting documents of each respective increment for review and approval to the Sacramento District Commander to preliminarily determine that the design is technically feasible, environmentally acceptable, and in compliance with applicable laws and regulations, including Section 204. The DRR for each increment, including Sacramento District Commander

concurrency, shall be developed and routed through the vertical team for (ASA(CW)) approval.

- K) The NFS will finalize the design-bid-build selection process, terms, and costs for design and construction services and, if applicable, have the ability to exercise off-ramp provisions and procure construction services via another contract mechanism. Construction contract solicitation by the NFS shall not commence until such time as the NFS has been informed that ASA(CW) approval has been obtained.

6) PRE-CONSTRUCTION PHASE

- A) The Project will be implemented sequentially, using a design-bid-build method selected by the NFS for delivery of the Project. This allows for construction of Increment 2, while design is underway for Increment 3. Reimbursing the NFS for completed discrete segments, consistent with statutory requirements and terms and conditions set forth in the Section 204 PPA, will allow a predictable funding stream as the NFS completes components of each separable element.
- B) The project will comply with requirements as set forth in the National Environmental Policy Act, National Historic Preservation Act, and the California Environmental Quality Act as well as all other Federal, State, and Local statutes in force at time of project execution.

7) CONSTRUCTION PHASE

- A) NFS implements construction of the Project increments in accordance with the approved design and oversees its contractor(s) to ensure work is being carried out in accordance with the terms of the Section 204 PPA, and Federal laws, regulations, and policies required by 33 U.S.C. § 2232 and the Section 204 PPA.
- B) Sacramento District Commander monitors construction to ensure compliance with Section 204 and the terms of the Section 204 PPA.

8) INVOICING AND REIMBURSEMENT

- A) Section 204 allows for reimbursement in accordance with 33 U.S.C. 2232, the Section 204 PPA, and USACE regulations and policies.
- B) The discrete segment geographical limits will be used to support submittal of invoices and supporting documentation. The invoices will be reimbursed after USACE review. The frequency of invoicing will allow a predictable funding stream as the remaining segments are completed. The discrete segments for Increment 2 are:
 - i) Segment 1 - north of Lincoln Avenue
 - ii) Segment 2 - south of Lincoln Avenue
 - iii) Segment 3 - northwest side of the Napa Oxbow Dry Bypass
- C) NFS submits invoices with supporting documentation and requests reimbursement of the Federal share of each completed, discrete segment.

- i) USACE determines all NFS costs submitted are reasonable, allocable, and allowable for the Project in accordance with the Section 204 PPA, and applicable regulations and USACE policies.
 - ii) USACE determines the applicable discrete segment has been completed consistent with the authorization of the Project, or separable element thereof, and the approved design work plans.
 - iii) USACE determines the discrete segment was carried out in compliance with all Federal laws and regulations applicable to the construction of a water resources development project, including Section 204 and the terms and conditions of the Agreement; and
 - iv) USACE certifies that the discrete segment has been constructed in accordance with all applicable permits or approvals and Section 204.
- D) Sacramento District Commander authorizes reimbursement to the NFS.
- i) The Sacramento District will retain 5% of the total reimbursement amount of \$48,300,000, to compensate for the costs incurred by the Government for oversight, review, and other contingencies. USACE may increase the amount retained above this percentage if warranted by expenditures related to oversight, review, and other contingencies.

9) FINAL ACCOUNTING AND CLOSEOUT OF EACH SEPARABLE ELEMENT

- A) Upon completion of a separable element, the District will conduct a final accounting of the separable element in accordance with Article VI of the Agreement to confirm proper cost share allocations for the separable element have been met and the need for either further reimbursement to the NFS, including payment of retention, subject to available funds, or return of any funds previously provided to the NFS for completion of a discrete segment, making the same determinations and certification provided above for each completed separable element.

10) PROJECT SCHEDULE

- A) The Project currently reflects the following milestones:
 - i) ASA(CW) Approval of Implementation Plan – Sep 2025
 - ii) ASA(CW) Approval to execute PPA - Sep 2025
 - iii) PPA execution – Sep 2025
 - iv) Increment 2 Design Recommendation Report (DRR) submittal to SPD – Aug 2025
 - v) Increment 2 NEPA documentation complete – Aug 2025
 - vi) Increment 2 DRR Approval by ASA(CW) and signing of FONSI – Oct 2025
 - vii) Increment 2 Construction Contract Solicitation (NFS) – Oct 2025
 - viii) Increment 2 Construction Contract Award – Dec 2025
 - ix) Increment 2 Segment 2 construction completion – Aug 2027
 - x) Increment 2 Segment 1 Construction Completion – Sep 2028
 - xi) Increment 2 Segment 3 Construction Completion – Sep 2028
 - xii) Increment 2 - Physical Construction Completion – Dec 2028

- xiii) Increment 3 – DRR Submittal to the MSC -- Mar 2027
- xiv) Increment 3 DRR Approval by ASA(CW) – Aug 2027
- xv) Increment 3 NEPA documentation and environmental compliance complete - Aug 2027
- xvi) Increment 3 Construction Contract Solicitation – Sep 2027
- xvii) Increment 3 Construction Contract Award – Nov 2027
- xviii) Increment 3 Physical Construction Completion – Dec 2030
- xix) Project Fiscal Closeout – Apr 2031