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AMENDMENT NUMBER 3
TO THE PROJECT COOPERATION AGREEMENT BETWEEN
THE DEPARTMENT OF THE ARMY AND
THE NAPA COUNTY FLOOD CONTROL AND WATER CONSERVATION DISTRICT
FOR
CONSTRUCTION OF THE NAPA RIVER, CALIFORNIA PROJECT

THIS AMENDMENT is entered into this ___ day of _____, 2025, by and between the Department of the Army (hereinafter the "Government"), represented by the Assistant Secretary of the Army (Civil Works) and the Napa County Flood Control and Water Conservation District (hereinafter the "Non-Federal Sponsor"), represented by the Chairperson of the Board of Directors.

WITNESSETH, THAT:

WHEREAS, 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));

WHEREAS, the Government and the Non-Federal Sponsor entered into a Project Cooperation Agreement to construct the Authorized Project on February 1, 2000, amended by Amendment Number 1 entered into on April 5, 2007, and Amendment Number 2 entered into on August 8, 2016, pursuant to which certain features of the Authorized Project were constructed;

WHEREAS, the Government and the Non-Federal Sponsor are entering into an Agreement pursuant to Section 204 of WRDA 1986, as amended (33 U.S.C. 2232) under which the Non-Federal Sponsor will construct Increments 2 and 3, the Lincoln Avenue Floodwalls separable element and the Imola Avenue to Hatt Street Floodwalls separable element of the Authorized Project, as those increments are described in the required design implementation and environmental decision documentation, with eligible reimbursement of such construction provided by the Government in accordance with Section 204(d);

WHEREAS, the Government and the Non-Federal Sponsor desire to enter into this Amendment Number 3 to the Project Cooperation Agreement, to limit the terms of the Project Cooperation Agreement, as amended, to those Authorized Project features already constructed as of the date of this Amendment which are those flood control improvements from Highway 29 to Trancas Street on the Napa River and from the mouth of Napa Creek to Earl Street, and recreation features along the Napa River from Kennedy Park to Trancas Street, including but

not limited to: the Napa Creek Project, the Pedestrian Bridge, the Bypass Excavation and Floodwalls, the Railroad Bridges over River and Bypass Channel, the Maxwell Bridge Replacement, the Railroad Realignment Kennedy Park to 8th Street, all as generally described in paragraph 1. of this Amendment Number 3; and

WHEREAS, the Government and the Non-Federal Sponsor have the full authority and capability to enter into this Amendment.

NOW, THEREFORE, the Government and the Non-Federal Sponsor agree to further amend the Project Cooperation Agreement as follows:

1. Replace Article I.A. in its entirety with the following:

“A. The term “Project” shall mean the construction of those flood control improvements from Highway 29 to Trancas Street on the Napa River and from the mouth of Napa Creek to Earl Street, and recreation features along the Napa River from Kennedy Park to Trancas Street, that have been constructed as of the effective date of Amendment Number 3 to this Agreement, including but not limited to: the Napa Creek Project, the Pedestrian Bridge, the Bypass Excavation and Floodwalls, the Railroad Bridges over River and Bypass Channel, the Maxwell Bridge Replacement, the Railroad Realignment Kennedy Park to 8th Street, as generally described in the Supplemental General Design Memorandum dated October 1998, associated National Environmental Policy Act (42 U.S.C. 4321 et seq.) documentation, dated March 1999, approved by the Deputy Director of Civil Works on May 24, 1999, as supplemented, and subsequent project engineering implementation documentation.”

All other terms and conditions of the Project Cooperation Agreement, as amended, remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment Number 3 to the Project Cooperation Agreement, which shall become effective upon the date it is signed by the District Commander.

DEPARTMENT OF THE ARMY

NAPA COUNTY FLOOD CONTROL AND
WATER CONSERVATION DISTRICT

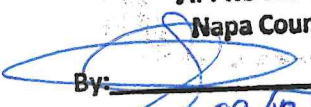
BY: _____

BY: _____

JOELLE GALLAGHER
Chairperson of the Board of Directors
of the Napa County Flood Control and
Water Conservation District

DATE: _____

APPROVED AS TO FORM
Napa County Counsel

By: 
Date: 09/10/2025
Doc Title: PCA A#3