

AMENDMENT NO. 1  
OF THE  
PROJECT COOPERATION AGREEMENT  
BETWEEN  
THE DEPARTMENT OF THE ARMY  
AND  
THE CITY OF NATCHEZ, MISSISSIPPI,  
FOR CONSTRUCTION OF THE  
CLIFTON AVENUE, AREA 3, PORTION OF THE  
NATCHEZ BLUFFS, MISSISSIPPI, PROJECT

THIS AMENDMENT is entered into this 1<sup>ST</sup> day of JUNE, 1999,  
by and between the DEPARTMENT OF THE ARMY (hereinafter the  
"Government"), represented by the Assistant Secretary of the Army  
(Civil Works), and the CITY OF NATCHEZ, MISSISSIPPI (hereinafter  
the "City"), represented by the Mayor Of Natchez.

WITNESSETH, THAT:

WHEREAS, construction of the bluff stabilization project,  
NATCHEZ BLUFFS, MISSISSIPPI (hereinafter referred to as the  
"Authorized Project"), for Clifton Avenue, Area 3; Bluff Above  
Silver Street, Area 6; Bluff Above Natchez Under-the-Hill,  
Area 7; and Madison Street to State Street, Area 4, at Natchez,  
Mississippi, was authorized by Section 545 of the Water Resources  
Development Act of 1996 (Public Law 104-303), substantially in  
accordance with the Natchez Bluff Study Report, September 1985,  
and Supplement I to the Study Report, June 1990, and  
Supplement II to the Study Report, December 1993; and

WHEREAS, the Energy and Water Development Appropriations Act  
of 1997 (Public Law 104-206) provided \$4,500,000 and directed the  
Secretary of the Army, acting through the Chief of Engineers, to  
initiate construction of the Authorized Project; and

WHEREAS, the Energy and Water Development Appropriations Act  
of 1998 (Public Law 105-62) provided an additional \$4,000,000 for  
implementation of the Authorized Project; and

WHEREAS, on March 4, 1998, the Government and the City  
entered into a Project Cooperation Agreement (hereinafter the  
"Agreement") for construction of the Clifton Avenue, Area 3,  
portion of the Authorized Project (hereinafter the "Project," as  
defined in Articles I.A. and I.K. of the Agreement); and

WHEREAS, on January 7, 1999, the Government and the City entered into an Escrow Agreement for the Project at the City's request, thereby changing the City's payment mechanism from direct payment by check to use of an escrow account; and

WHEREAS, the Energy and Water Development Appropriations Act of 1999 (Public Law 105-245) increased the total estimated cost of the Authorized Project to \$26,065,000 (\$19,549,000 Federal and \$6,516,000 non-Federal), and provided an additional \$4,000,000 for implementation of the Authorized Project; and

WHEREAS, the Government and the City desire to proceed with construction of the next priority work reach within the Authorized Project, Madison Street to State Street, Area 4; and

NOW, THEREFORE, the Government and the City agree to amend the Agreement as follows:

1. TITLE OF AGREEMENT

The last two lines in the title of the Agreement are renamed from "CLIFTON AVENUE, AREA 3, PORTION OF THE NATCHEZ BLUFFS, MISSISSIPPI, PROJECT" to "CLIFTON AVENUE, AREA 3, AND MADISON STREET TO STATE STREET, AREA 4, PORTIONS OF THE NATCHEZ BLUFFS, MISSISSIPPI, PROJECT".

2. ARTICLE I - DEFINITIONS AND GENERAL PROVISIONS

Delete paragraph A., and replace it with the following paragraph:

"A. The term "Project" shall mean the Clifton Avenue, Area 3 reach, as generally described in the Clifton Avenue-Learned Mill Road, Natchez Bluff, Natchez, Mississippi, Technical Report, dated May 1997, and approved by Headquarters, U.S. Army Corps of Engineers on September 26, 1997, and the Madison Street to State Street, Area 4, reach as generally described in the Madison Street to State Street, Natchez Bluff, Natchez, Mississippi, Technical Report, Supplement No. 1, dated April 1999, and approved by the District Commander on April 19, 1999. The Area 3 portion of the Project includes a mechanically stabilized earth (MSE) and soil nail composite wall system constructed from the top of the bluff down, soil nailing to provide bluff stability during construction, a pedestrian walkway and handrail system matching that constructed by the City, extension of the northern end of the cantilever knee wall described in paragraph K of this ARTICLE, and the eligible portion of the creditable Section 215 work as described in paragraph K of this ARTICLE. The Government constructed work in Area 3 will tie into and extend to the north

and south of the City's MSE and soil nail wall system as appropriate. The Area 4 portion of the Project includes a permanent-anchored retaining wall system (soldier pile and timber-lagging) beginning at a point approximately 75 feet north of the intersection of Roth Hill Road and Broadway Street, proceeding northerly along the west side of Roth Hill Road; a permanent-anchored retaining wall system (soldier pile and timber-lagging) beginning at a point approximately 200 feet north of the intersection of Roth Hill Road and Broadway Street, proceeding northerly along the east side of Roth Hill Road; and a soil nail wall, MSE and soil nail composite wall system, or permanent-anchored retaining wall system (soldier pile and timber-lagging), as appropriate, constructed from the top of the bluff down, extending from the intersection of Roth Hill Road with Broadway Street in a northerly direction to the intersection of Madison Street with Broadway Street and from the southern end of Roth Hill Road extending in a southerly direction to the intersection with the existing permanent-anchored retaining wall near the northern end of Silver Street."

3. ARTICLE II - OBLIGATIONS OF THE GOVERNMENT AND THE CITY

In the first sentence of paragraph H., replace "\$8,500,000" with "\$12,500,000."

4. ARTICLE VI - METHOD OF PAYMENT

a. In the third sentence of paragraph A., replace "\$9,242,000" with "\$18,634,400" and replace "\$2,130,500" with "\$4,115,700".

b. Delete the last sentence of paragraph B.1. and replace it with the following sentence:

"Not later than such scheduled date, the City shall verify to the satisfaction of the Government that the City has deposited the required funds in an escrow or other account acceptable to the Government, with interest accruing to the City."

c. Delete the first sentence of paragraph C. and replace it with the following sentence:

"In advance of the Government incurring any financial obligation associated with additional work under Article II.B. or II.E. of this Agreement, the City shall verify to the satisfaction of the Government that the City has deposited the full amount of the funds required to pay for such additional work in an escrow or other account acceptable to the Government, with interest accruing to the City."

5. ARTICLE XIX - SECTION 902 PROJECT COST LIMITS

In the third sentence of this Article, replace "\$20,640,000" with "\$31,278,000."

6. ARTICLE XXI - LIMITATION ON GOVERNMENT COSTS

In the first sentence of this Article, replace "\$8,500,000" with "\$12,500,000."

7. All other terms and conditions of the Agreement remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment, which shall become effective upon the date it is signed by the Assistant Secretary of the Army for Civil Works.

THE DEPARTMENT OF THE ARMY

THE CITY OF NATCHEZ,  
MISSISSIPPI

BY: 

JOSEPH W. WESTPHAL  
Assistant Secretary  
Of the Army (Civil Works)

BY: 

LARRY L. BROWN  
Mayor  
City of Natchez, Mississippi

DATE: \_\_\_\_\_

01 JUN 1999

DATE: \_\_\_\_\_

5-18-99

CERTIFICATE OF AUTHORITY

I, Walter Brown, do hereby certify that I am the principal legal officer of the City of Natchez, Mississippi, that the City of Natchez, Mississippi, is a legally constituted public body with full authority and legal capability to perform the terms of the Agreement between the Department of the Army and the City of Natchez, Mississippi, including this amendment, in connection with the Clifton Avenue, Area 3, and Madison Street to State Street, Area 4, portions of the Natchez Bluffs, Mississippi, Project, and to pay damages in accordance with the terms of this Agreement, if necessary, in the event of the failure to perform, as required by Section 221 of Public Law 91-611 (42 U.S.C. Section 1962d-5b), and that the persons who have executed this Agreement on behalf of the City of Natchez, Mississippi, have acted within their statutory authority.

IN WITNESS WHEREOF, I have made and executed this certification this 18<sup>th</sup> day of May 1999.



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WALTER BROWN  
City Attorney  
City of Natchez, Mississippi

CERTIFICATION REGARDING LOBBYING


The undersigned certifies, to the best of his or her knowledge and belief that:

(1) No Federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with the awarding of any Federal contract, the making of any Federal grant, the making of any Federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any Federal contract, grant, loan, or cooperative agreement.

(2) If any funds other than Federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress in connection with this Federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.

(3) The undersigned shall require that the language of this certification be included in the award documents for all subawards at all tiers (including subcontracts, subgrants, and contracts under grants, loans, and cooperative agreements) and that all subrecipients shall certify and disclose accordingly.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by Section 1352, Title 31, U.S. Code. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

  
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LARRY L. BROWN  
Mayor  
City of Natchez, Mississippi

DATE: 5-18-99