

AMENDMENT NO. 1  
TO  
PROJECT COOPERATION AGREEMENT  
BETWEEN  
THE DEPARTMENT OF THE ARMY,  
MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY,  
PEARL RIVER BASIN DEVELOPMENT DISTRICT,  
AND  
MISSISSIPPI DEPARTMENT OF WILDLIFE, FISHERIES, AND PARKS  
FOR CONSTRUCTION OF THE  
PEARL RIVER IN THE VICINITY OF WALKIAH BLUFF,  
MISSISSIPPI AND LOUISIANA PROJECT

THIS AMENDMENT NO. 1 is entered into this 17<sup>th</sup> day of AUGUST, 2001, by and between the Department of the Army (hereinafter the "Government"), represented by the U.S. Army Engineer, Vicksburg District (hereinafter the "District Engineer") and the Mississippi Department of Environmental Quality, represented by the Executive Director of the Mississippi Department of Environmental Quality, the Pearl River Basin Development District, represented by the Executive Vice President of the Pearl River Basin Development District, and the Mississippi Department of Wildlife, Fisheries, and Parks, represented by the Executive Director of the Mississippi Department of Wildlife, Fisheries, and Parks (hereinafter jointly referred to as the "Non-Federal Sponsors").

WITNESSETH, THAT:

WHEREAS, the Government and the Non-Federal Sponsors entered into a Project Cooperation Agreement on March 4, 1998 (hereinafter the "Agreement") for construction of the Pearl River in the Vicinity of Walkiah Bluff, Mississippi and Louisiana Project (hereinafter the "Project"):

WHEREAS, construction of the Project was initiated in June 1998 and beginning in late 1998 and early 1999 the Project experienced significant damage;

WHEREAS, the Government incurred costs to remedy the damage (hereinafter the "Remedy Costs") and these costs were included in total project costs and shared with the Non-Federal Sponsors in accordance with the provisions of the Agreement;

WHEREAS, Congress added \$1,000,000 in funds to the Energy and Water Development Appropriations Act, Public Law 106-377, for the Project, and in Senate Report 106-395 the Senate Appropriations Committee indicated that the Non-Federal Sponsors should not be required to share in the Remedy Costs and any payments made for these costs by the Non-Federal Sponsors should be refunded to the Non-Federal Sponsors, in an amount not to exceed \$1,000,000; and

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WHEREAS, it is necessary to amend this Agreement in order to provide the necessary refund to the Non-Federal Sponsors.

NOW, THEREFORE, the Government and the Non-Federal Sponsors agree to amend the Agreement as follows:

1. Article I.A. is amended to add the following at the end of the paragraph: “and as modified by the letter report entitled Pearl River in the Vicinity of Walkiah Bluff, Mississippi and Louisiana, Project - Reimbursement of the Non-Federal Share of the Cost of Repairs to the Weir, dated March 9, 2001, and approved by the District Engineer, Vicksburg District on March 9, 2001”.

2. The last sentence of Article I.B. of the Agreement is amended to read as follows:

“The term does not include any costs for operation, maintenance, repair, replacement, or rehabilitation; any costs due to betterments; any Remedy Costs as defined in Article I.K. of this Agreement; or any costs of dispute resolution under Article VII of this Agreement.”

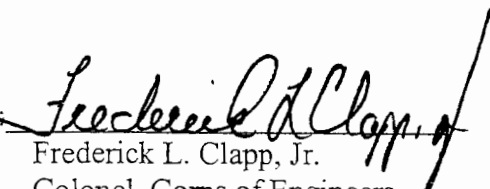
3. The following is made a part of the Agreement as new Article I.K.:

“K. The term “Remedy Costs” shall mean all costs incurred by the Government to remedy the damage incurred beginning in late 1998 and early 1999. Total Remedy Costs shall not exceed \$4,000,000 and is currently estimated to be \$3,753,151.20 and the amount to be refunded to the Non-Federal Sponsors is currently estimated to be \$977,500, but in no event shall the amount refunded to the Non-Federal Sponsors exceed \$1,000,000. Any refund shall be subject to the availability of funds.”

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

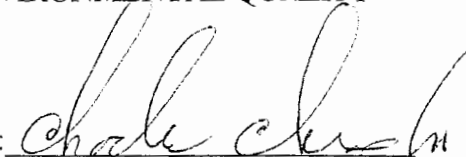
IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 1 which shall become effective upon the date it is signed by the District Engineer.

DEPARTMENT OF THE ARMY

BY:   
Frederick L. Clapp, Jr.  
Colonel, Corps of Engineers  
District Engineer

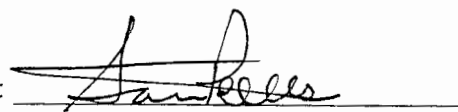
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MISSISSIPPI DEPARTMENT OF ENVIRONMENTAL QUALITY

BY:   
Charles H. Chisolm  
Executive Director  
Mississippi Department of Environmental Quality

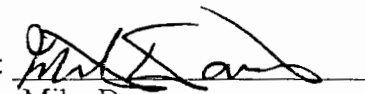
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MISSISSIPPI DEPARTMENT OF WILDLIFE, FISHERIES, AND PARKS

BY:   
Sam Polles, Ph.D.  
Executive Director  
Mississippi Department of Wildlife, Fisheries, and Parks

DATE: 8/8/01

PEARL RIVER BASIN DEVELOPMENT DISTRICT

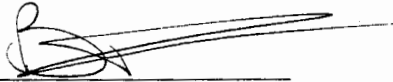
BY:   
Mike Davis  
Executive Vice President  
Pearl River Basin Development District

DATE: 8-6-01

CERTIFICATE OF AUTHORITY

I, Betty Ruth Fox, do hereby certify that I am a senior attorney of the Mississippi Department of Environmental Quality and that the Mississippi Department of Environmental Quality is a legally constituted public body with full authority and legal capability to perform the terms of Amendment No. 1, between the Department of the Army, Mississippi Department of Environmental Quality, Pearl River Basin Development District, and Mississippi Department of Wildlife, Fisheries, and Parks in connection with the Pearl River in the Vicinity of Walkiah Bluff, Mississippi and Louisiana Project, pursuant to 42 U.S.C. Section 1962d-5b, and that the person who has executed Amendment No. 1 on behalf of the Mississippi Department of Environmental Quality have acted within their statutory authority.

IN WITNESS WHEREOF, I have made and executed this certification this 17<sup>th</sup> day of August, 2001.



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Betty Ruth Fox  
Senior Attorney  
Mississippi Department of Environmental Quality

CERTIFICATION REGARDING LOBBYING

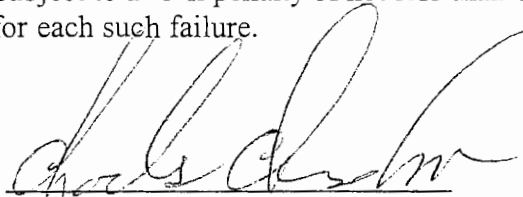
The undersigned certifies, to the best of his or her knowledge and belief that:

(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.



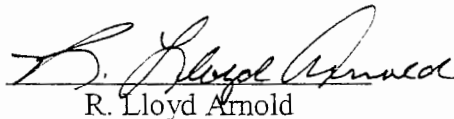
Charles H. Chisolm  
Executive Director,  
Mississippi Department of Environmental Quality

DATE: 8/7/01

CERTIFICATE OF AUTHORITY

I, R. Lloyd Arnold, do hereby certify that I am a Special Assistant Attorney General of the State of Mississippi and that the Mississippi Department of Wildlife, Fisheries, and Parks is a legally constituted public body with full authority and legal capability to execute Amendment No. 1, between the Department of the Army, Mississippi Department of Environmental Quality, Pearl River Basin Development District, and Mississippi Department of Wildlife, Fisheries, and Parks in connection with the Pearl River in the Vicinity of Walkiah Bluff, Mississippi and Louisiana, Project, pursuant to 42 U.S.C. Section 1962d-5b, and that the person who has executed Amendment No. 1 on behalf of the Mississippi Department of Wildlife, Fisheries, and Parks has acted within their statutory authority.

IN WITNESS WHEREOF, I have made and executed this certification this 8<sup>th</sup> day of Aug., 2001.



R. Lloyd Arnold

Special Assistant Attorney General  
Mississippi Department of Wildlife, Fisheries, and Parks

## CERTIFICATION REGARDING LOBBYING

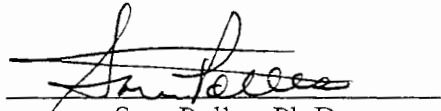
The undersigned certifies, to the best of his or her knowledge and belief that:

(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.



Sam Polles, Ph.D.

Executive Director,

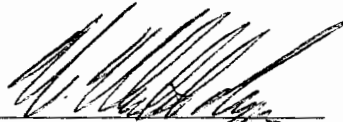
Mississippi Department of Wildlife, Fisheries, and Parks

DATE: 8/8/01

CERTIFICATE OF AUTHORITY

I, W. Whitaker Rayner, do hereby certify that I am an attorney of the Pearl River Basin Development District and that the Pearl River Basin Development District is a legally constituted public body with full authority and legal capability to perform the terms of Amendment No. 1, between the Department of the Army, Mississippi Department of Environmental Quality, Pearl River Basin Development District, and Mississippi Department of Wildlife, Fisheries, and Parks in connection with the Pearl River in the Vicinity of Walkiah Bluff, Mississippi and Louisiana Project, pursuant to 42 U.S.C. Section 1962d-5b, and that the person who has executed Amendment No. 1 on behalf of the Pearl River Basin Development District have acted within their statutory authority.

IN WITNESS WHEREOF, I have made and executed this certification this 6<sup>th</sup> day of August, 2001.



W. Whitaker Rayner  
Counsel

Pearl River Basin Development District

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.



Mike Davis

Executive Vice President,  
Pearl River Basin Development District

DATE: 8-6-01