

AMENDMENT NO. 2
TO
PROJECT PARTNERSHIP AGREEMENT
BETWEEN
THE DEPARTMENT OF THE ARMY
AND
THE CITY OF FARGO, NORTH DAKOTA,
THE CITY OF MOORHEAD, MINNESOTA, AND
THE METRO FLOOD DIVERSION AUTHORITY
FOR
CONSTRUCTION
OF THE
FARGO-MOORHEAD METROPOLITAN AREA
FLOOD RISK MANAGEMENT PROJECT

THIS AMENDMENT NUMBER 2 is entered into this 29 day of APRIL, 2026, by and between the Department of the Army (hereinafter the "Government"), represented by the District Commander for the St. Paul District; and the City of Fargo, North Dakota, represented by its Mayor; the City of Moorhead, Minnesota, represented by its Mayor and City Manager; and the Metro Flood Diversion Authority, represented by its Chair and Executive Director (hereinafter collectively referred to as the "Non-Federal Sponsors").

WITNESSETH, THAT:

WHEREAS, the Government and the Non-Federal Sponsors entered into a Project Partnership Agreement on July 11, 2016 (hereinafter the "Agreement"), for construction of the Fargo-Moorhead Metropolitan Area Flood Risk Management Project (hereinafter the "Project");

WHEREAS, the Project Partnership Agreement was amended on March 19, 2019, to increase the Federal Participation Amount to \$750,000,000 in October 2015 dollars, with annual adjustments for inflation of the remaining balance;

WHEREAS, the Energy and Water Development and Related Agencies Appropriations Act, 2026 requires the Government to make advance payments to the Non-Federal Sponsors of appropriations made available to the Project prior to enactment of the Act on January 23, 2026, subject to consultation with the Non-Federal Sponsors and retaining sufficient amounts for the Government to carry out any of its responsibilities relating to the Project; and

WHEREAS, the Energy and Water Development and Related Agencies Appropriations Act, 2026 requires that any advance payments be credited toward the Federal Participation Amount and that the Agreement be amended to implement any advance payments and credits; and

WHEREAS, the Non-Federal Sponsors have requested to design and construct the remaining aquatic habitat mitigation required for the Project, including the Sheyenne River Mitigation Project;

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

1. In Article I—DEFINITIONS, amend paragraph A by inserting the following before the period:

“and the Supplemental Environmental Assessment, Fargo-Moorhead Metropolitan Area Flood Risk Management Project, dated May 2024 and approved by the District Engineer on May 1, 2024.”

2. In Article I—DEFINITIONS, amend paragraph B by deleting the current paragraph and replacing it with the following language:

“B. The term “Non-Federal Work” means that portion of the Project consisting of an approximately 30 mile 20,000 cubic feet per second (cfs) diversion channel and associated features; the channel outlet; the Rush and Lower Rush River hydraulic structures; the Maple River aqueduct; the Sheyenne River aqueduct; the inflow design flood levee; associated railroad bridges; the in-town levees and the Oxbow-Hickson-Bakke levee; recreation features; environmental mitigation features located within the diversion channel and associated structures for the diversion channel; aquatic habitat mitigation remaining as of the date of Amendment Number 2, including the Sheyenne River Mitigation Project, the design of all aquatic habitat mitigation shall be approved by the Government and be constructed by October 1, 2029; and applicable pre- and post-monitoring and adaptive management for the Project.

3. In Article V—ACCOUNTING, add a new paragraph B:

“B. By June 5, 2026, the Government shall make an advance payment to the Non-Federal Sponsors in the amount of \$100,000,000. No later than 60 days after receipt of the advance payment specified in the previous sentence, the Non-Federal Sponsors shall pay to the Government the estimated remaining amount due of the 5 percent of the total FC Plan costs required by Article II.D. This amount is \$17,707,997 and shall be paid using one of the payment mechanisms specified in Article II.D.1. Commencing on July 1, 2027, the Government, no later than August 1st in each and every subsequent fiscal year and after consultation with the Non-Federal Sponsors, shall determine whether any additional funds appropriated prior to January 23, 2026, will not be required for the Government to carry out any of its responsibilities related to the Project. The Government shall make advance payment(s) to the Non-Federal Sponsors of those funds, if any. Per the request of the Non-Federal Sponsors, advance payment(s) will be made to the Fiscal Agent for the Metro Flood Diversion Authority. Any payment made to the Non-Federal Sponsors pursuant to this paragraph shall be credited to the Federal Participation Amount when determining if the


Federal Participation Amount was reached at the final accounting as specified in paragraph C. of this Article. If a payment is made to the Non-Federal Sponsors pursuant to this paragraph, and the Government determines additional funds are required to carry out a responsibility of the Government related to the Project, the Government will provide written notification to the Non-Federal Sponsors of the additional funds required. No later than 60 calendar days after receipt of such notification, the Non-Federal Sponsors shall provide the Government the full amount of such requested funds using one of the payment mechanisms specified in Article II.D.1.


4. Article V—ACCOUNTING, re-letter paragraph B as paragraph C.
5. All other terms and conditions of the Agreement remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment Number 2, which shall become effective upon the date it is signed by the District Commander.

DEPARTMENT OF THE ARMY

CITY OF FARGO, NORTH DAKOTA

BY: 
MATTHEW B. CHASE
Colonel, U.S. Army
District Commander


BY: 
DR. TIMOTHY J. MAHONEY
Mayor
City of Fargo, North Dakota

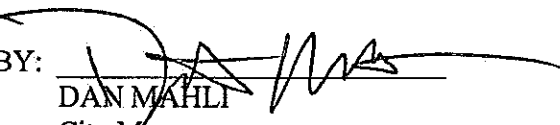
DATE: April 29, 2026

DATE: April 28, 2026

CITY OF MOORHEAD, MINNESOTA

CITY OF MOORHEAD, MINNESOTA

BY: 
MICHELLE (SHELLY) A. CARLSON
Mayor
City of Moorhead, Minnesota


BY: 
DAN MAHLI
City Manager
City of Moorhead, Minnesota


DATE: April 28, 2026

DATE: April 28, 2026

METRO FLOOD DIVERSION
AUTHORITY

METRO FLOOD DIVERSION
AUTHORITY

BY: 
DR. TIMOTHY J. MAHONEY
Chair
Metro Flood Diversion Authority

BY: 
JASON BENSON
Executive Director
Metro Flood Diversion Authority

DATE: April 28, 2026

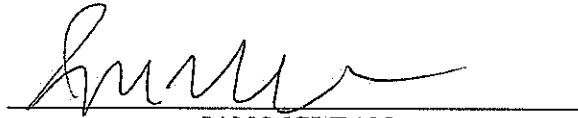
DATE: April 28, 2026

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CERTIFICATE OF AUTHORITY

I, Ian McLean, do hereby certify that I am the principal legal officer for the City of Fargo, North Dakota, that the City of Fargo, North Dakota, is a legally constituted public body with full authority and legal capability to perform the terms of Amendment No. 2 in connection with the Fargo-Moorhead Metropolitan Area Flood Risk Management Project and to pay damages, if necessary, in the event of the failure to perform in accordance with the terms of this Amendment, as required by Section 221 of the Flood Control Act of 1970, Public Law 91-611, as amended (42 U.S.C. 1962d-5b), and that the person who executed this Amendment on behalf of the City of Fargo, North Dakota, acted within his statutory authority.

IN WITNESS WHEREOF, I have made and executed this certification this
22 day of April 2026.



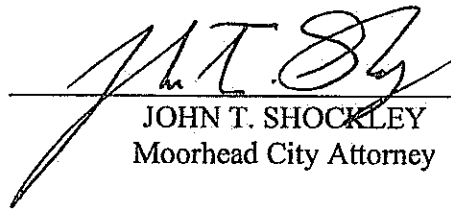
IAN MCLEAN
Fargo City Attorney

CERTIFICATE OF AUTHORITY

I, John T. Shockley, do hereby certify that I am the principal legal officer for the City of Moorhead, Minnesota, that the City of Moorhead, Minnesota, is a legally constituted public body with full authority and legal capability to perform the terms of Amendment No. 2 in connection with the Fargo-Moorhead Metropolitan Area Flood Risk Management Project and to pay damages, if necessary, in the event of the failure to perform in accordance with the terms of this Amendment, as required by Section 221 of the Flood Control Act of 1970, Public Law 91-611, as amended (42 U.S.C. 1962d-5b), and that the persons who executed this Amendment on behalf of the City of Moorhead, Minnesota, acted within their statutory authority.

IN WITNESS WHEREOF, I have made and executed this certification this

28th day of April, 2026.




JOHN T. SHOCKLEY
Moorhead City Attorney

CERTIFICATE OF AUTHORITY

I, John T. Shockley, do hereby certify that I am the principal legal officer for the Metro Flood Diversion Authority, that the Metro Flood Diversion Authority, is a legally constituted public body with full authority and legal capability to perform the terms of Amendment No. 2 in connection with the Fargo-Moorhead Metropolitan Area Flood Risk Management Project and to pay damages, if necessary, in the event of the failure to perform in accordance with the terms of this Amendment, as required by Section 221 of the Flood Control Act of 1970, Public Law 91-611, as amended (42 U.S.C. 1962d-5b), and that the persons who executed this Amendment on behalf of the Metro Flood Diversion Authority acted within their statutory authority.

IN WITNESS WHEREOF, I have made and executed this certification this

28th day of April, 2026.



JOHN T. SHOCKLEY
Lead Counsel, Metro Flood Diversion Authority

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 31 U.S.C. 1352. 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.



DR. TIMOTHY J. MAHONEY
Mayor, City of Fargo, North Dakota

DATE: April 28, 2026

CERTIFICATION REGARDING LOBBYING


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MICHELLE (SHELLY) A. CARLSON
Mayor, City of Moorhead, Minnesota

DATE: April 28, 2026

CERTIFICATION REGARDING LOBBYING

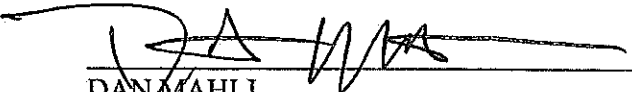
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DAN MAHLI
City Manager, City of Moorhead, Minnesota

DATE: April 28, 2026

CERTIFICATION REGARDING LOBBYING

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DR. TIMOTHY J. MAHONEY
Chair, Metro Flood Diversion Authority

DATE: April 28, 2026

CERTIFICATION REGARDING LOBBYING

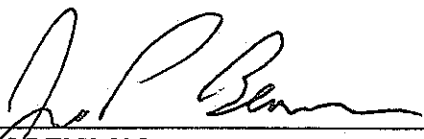
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JASON BENSON
Executive Director
Metro Flood Diversion Authority

DATE: April 28, 2026