

**INTERAGENCY GOVERNMENTAL AGREEMENT
BY AND BETWEEN THE
GEORGIA DEPARTMENT OF TRANSPORTATION AND THE
GEORGIA DEPARTMENT OF NATURAL RESOURCES
FOR COORDINATION ON HIGHWAY PROJECTS THAT INVOLVE PROPERTIES
FUNDED THROUGH LAND & WATER CONSERVATION FUND PROGRAM**

THIS INTERAGENCY GOVERNMENTAL AGREEMENT ("IGA") is made and entered into this 11th day of May, 2023 (Effective Date) by and between the Georgia Department of Transportation ("GDOT") and the Georgia Department of Natural Resources ("GDNR"), agencies of the State of Georgia. The GDOT and GDNR may be referred to individually as the "Party" or collectively as "Parties."

WHEREAS, GDNR administers and monitors compliance with the Land & Water Conservation Fund Act (also "LWCF") grant program in the State of Georgia ("LWCF Program"), which, among other things, provides that no property or portions of property acquired or developed with assistance from this funding [Section 54 U.S.C. 2003 05(f)(3) referred herein as "property" or "properties" or "Section properties"] shall be converted to other than public outdoor recreation uses without first acquiring the requisite federal approval. The LWCF further requires that applicable land converted to non-recreational uses must be replaced with land of equal or greater fair market value, location, and usefulness; and,

WHEREAS, from time to time, GDOT proposes highway projects that may include impacts to Section properties, thereby requiring the direction and assistance of GDNR to ensure compliance with the LWCF; and,

WHEREAS, to facilitate the handling of requests for LWCF Program assistance, the Parties wish to establish a standardized coordination process that will afford a streamlined project review through the implementation of standard practices to be followed to document the impact to Section properties when applicable; and,

NOW THEREFORE, the Parties hereby enter this IGA for the handling of projects involving properties subject to the following terms and conditions:

I. Parties and Their Corresponding Responsibilities

LWCF Sponsor

The governmental agency with jurisdiction over the property that benefited from LWCF funds. The LWCF Sponsor (e.g., a city's manager, recreation department, etc.) is responsible for submitting the LWCF compliance request to GDNR.

GDNR

As the agency responsible for administering LWCF in the State of Georgia, GDNR works with the LWCF Sponsor during the compliance process. Once the compliance packet is reviewed by GDNR, GDNR will formally submit the conversion packet to National Park Service (NPS) for final review and approval.

State Liaison Officer

An official designated by the Governor, the GDNR State Liaison Officer (SLO or ASLO) or his/her designee is responsible for complying with and enforcing LWCF provisions. The SLO or his/her designee will review a compliance request to ensure it is complete and submit the request to NPS for approval. For the purpose of this IGA, the SLO and ASLO serves as the only direct contact with NPS in the handling of a request for compliance.

National Park Service

The NPS, a bureau within the Department of the Interior, is solely responsible for considering all compliance requests. Approval of a compliance request by the NPS shall be evidenced by an official correspondence and/or signed amendment to the existing LWCF agreement.

GDOT Office of Environmental Services

The GDOT Office of Environmental Services (OES) staff or consultant partner identifies impacts to properties from GDOT transportation projects. OES then assesses the size of potential impacts and coordinates with the LWCF Sponsor and GDNR. When agreed to with the LWCF sponsor, OES ensures that all pertinent requirements are met, including examining all avoidance alternatives to the property. In collaboration with LWCF Sponsor, OES prepares a compliance request proposal for GDNR and NPS. When agreed to with the LWCF sponsor and on their behalf, OES will coordinate directly with GDNR during the compliance process. It works with the Local Sponsor to identify suitable replacement parcels, if applicable.

II. Definitions

The terms set forth below shall have the meanings ascribed to them for purposes of this IGA:

1. "Adjacent" means any Park or Federal Park property boundary that is located contiguous at any point with existing highway Right-of-Way (ROW).
2. "GDOT Project" means any GDOT statewide project that has the potential for temporary non-conforming use or land conversion to properties.
3. "Concept Team Meeting" ("CTM") means the internal GDOT meeting that presents a proposed concept and alternatives allowing all attendees to consult as necessary.
4. "Concept Team Meeting Report" means a concept report produced as a result of the CTM that details critical coordination with the planning process, public/local government involvement, environmental analysis, ROW, utility and construction

issues/cost estimates, design considerations, and any upcoming action items associated with GDOT Concept Approval.

5. "Easement" is a property right that provides its holder with a non-possessory interest in on another's land (either temporary or permanent). For LWCF purposes, temporary easement does not constitute a conversion so long as the project staging and/or construction areas do not prevent public access for a term of more than six (6) months. For LWCF purposes, permanent easement is analogous to ROW (see definition below).
6. "Edge of Pavement" means a Park or Federal Park property boundary that is located contiguous at any point to the existing edge of pavement of a transportation facility.
7. "Emergency" means any declaration of a state of emergency by the President of the United States and/or the Governor of Georgia that requires GDOT to respond to immediate threats to life, safety or health of the public and property, minimize damage to existing transportation facility/systems, protect remaining transportation systems, and restore essential traffic operations.
8. "Environmental Commitments" are obligations established for implementing avoidance, minimization of harm, or mitigation measures. Typically, these are presented in a tabulated form called an environmental commitments table ("ECT") associated with the GDOT Project.
9. "Environmental Survey Boundary" ("ESB") is an enclosed boundary shape (or shapes), developed by a GDOT Project's design team and overlaid on an aerial photograph or map, which defines the project area to be field surveyed for environmental resources. In general, the ESB is the overall project concept level right-of-way and/or easement plus 100-foot offset.
10. "Federal Park" means any federally owned/operated recreation area and/or property that has received LWCF funds, but where GDNR has no jurisdiction pursuant to LWCF.
11. "GDOT Concept Approval" means a concept report document approved by the GDOT Chief Engineer that defines the alignment and footprint of a GDOT Project.
12. "Initial Concept Team Meeting" ("ICTM") means a meeting with internal GDOT staff and external partners (with vested interest in the GDOT Project) designed to produce higher quality and detailed project concepts by organizing GDOT resources, identifying the core team and specialty team members, establishing lines of communication and responsibilities between team members, and validating the project justification statement prior to starting work on concept development.

13. "Land & Water Conservation Fund Act" ("LWCF") means the Land and Water Conservation Fund Act (LWCF), (54 U.S.C. §200305 (f)(3)); Great American Outdoors Act (GAOA), (P.L. 116-152); Consolidated Appropriations Act, 2014 (P.L. 113-76)
14. "LWCF Parks" include Parks and Federal Parks where LWCF funding benefited the property.
15. "Maintenance Project" means any GDOT statewide maintenance or traffic operations undertaking, including, but not limited to activities such as sign maintenance, signalization improvements and timing, roadside enhancements, roadway striping and resurfacing, shoulder improvements/repair, culvert extensions, roadway landscaping, beautification, and bridge inspections.
16. "Park" means any state, local, or municipal recreation area over which GDNR has jurisdiction pursuant to LWCF. It does not include a Federal Park.
17. "Park Boundary" means the established legal boundary of a park assisted with LWCF funding as documented in the LWCF grant files, or determined by legal deed, land survey, title search, or other legal documentation that is agreed to by the Parties, LWCF Sponsor and NPS.
18. "Project Reevaluation" means any design or concept change that occurs after original coordination between the Parties that results in impacts that are greater than originally reported/agreed upon.
19. "Right-of-Way" ("ROW") means generally, land/property or any interest therein, whether in the form of a strip, that is or will be acquired for a GDOT Project.

III. *Early Coordination/and Park Boundary Identification Between Parties*

- A. If OES identifies a recreation area in the environmental survey boundary that has the potential to be impacted by the GDOT Project, then coordination with GDNR for a LWCF conversion evaluation will be required. In general, the type of funding provided by LWCF grants are Acquisition, New Development, Renovation Development, and Combination.
- B. During the concept phase, any GDOT Project with public recreational area(s) within the environmental survey boundary will require OES to contact the SLO or his/her designee at GDNR seeking confirmation whether LWCF funds have been utilized at the public recreational area(s) during the GDOT Project's plan development process. Concurrently, OES will consult the GIS website managed by the Wilderness Society (an American non-profit land conservation organization), which draws its data directly from federal sources for further guidance. GDNR will provide a written

response to GDOT and the local sponsor on whether LWCF funds have been utilized at the property within thirty (30) calendar days of the confirmation being requested.

- C. Based upon the response provided by GDNR, GDOT will proceed as follows:
1. If it is not a LWCF Park or Federal Park, no further coordination with GDNR will be required. Additional coordination as necessary with other GDNR units will continue as required per applicable state and federal legislation.
 2. In any instance in which a Federal Park may be impacted by a GDOT Project, GDOT will coordinate LWCF compliance with the appropriate federal agency. No further coordination with GDNR will occur.
 3. If a GDOT Project may affect a Park, the Park will be considered Adjacent requiring LWCF coordination with the LWCF sponsor and the GDNR.

- D. If a Park is Adjacent and may be affected by a GDOT Project by ROW acquisition, OES, coordinating with the LWCF Sponsor, will seek confirmation of the Park Boundary with GDNR. In instances where the Park Boundary does not coincide with the property records (i.e., available legal documentation and plat maps show the Park Boundary extending to the Edge of Pavement as opposed to legally established existing ROW limits), the following resources may be used to verify the Park Boundary:

1. Title Search using available legal records;
2. Registered Surveyor Maps (land and boundary survey of Park frontage gathered during the GDOT Project or of the entire Park);
3. Available GDNR documentation directly related to the Park boundary including project agreements and maps;
4. Available GDOT documentation and project retention records;
5. Available County/State/Local Government and LWCF Sponsor documentation; and,
6. Available NPS documentation.

If a Park Boundary discrepancy occurs between GDOT and GDNR (in coordination with the LWCF Sponsor), the Parties will meet within thirty (30) calendar days of the discrepancy being identified to address the disagreement. If necessary, NPS will be requested to render the final decision.

- E. When a Park is Adjacent, GDNR's findings will be incorporated in the transportation planning process as part of the GDOT Project. The GDOT Project Manager (PM) will coordinate with the LWCF sponsor to provide written notification to GDNR of GDOT's Project, its need and purpose, and location. This notification will include, if known at the time, GDOT's potential use, if any, of required ROW or easement

(temporary or permanent) from a Park as part of GDOT agency/project coordination. The purpose of this notification is to provide GDNR with an opportunity to provide findings, if any, relevant to the GDOT Project's concept development and design. At this time GDNR will notify NPS of a potential conversion, per the LWCF program.

- F. The PM will send a written invitation to GDNR to participate in the Initial Concept Team Meeting (if available information on LWCF Parks is known at the time of the meeting) and the Concept Team Meeting. If GDNR deems their attendance appropriate, the GDNR SLO or other designated staff member will attend these meetings either in person or virtually. GDNR will be requested to provide input at the Initial/Concept Team Meeting, as appropriate and coordinate with the PM as necessary so that GDNR findings can be addressed and/or incorporated into the Concept Team Meeting Report as the plan development process advances to GDOT Concept Approval. GDNR findings will advance with the GDOT Project through the preliminary engineering and final design phases.

IV. GDOT Project Implementation Requiring Coordination Between the Parties

1. Maintenance Projects

- a. Maintenance Projects may also include activities at properties such as projects that reconstruct, repair, or replace an outdoor recreational feature like a pedestrian bridge, a bikeway, or a support feature such as a retaining wall, a trailhead parking lot, or even a Park-owned road that exists solely to provide access to the Park.
- b. Maintenance Projects traditionally do not require ROW or permanent easements and are anticipated to have no potential to adversely impact Parks. In addition, the staging and/or construction areas typically associated with Maintenance Projects are short in duration and do not prevent public access for a term over than six (6) months.
- c. Maintenance Projects will be coordinated with the GDNR and if necessary, the NPS, in consultation with the local sponsor and OES, to determine if they require further LWCF compliance.

2. Emergency Project Situations

The FHWA Emergency Relief program allows GDOT to respond quickly in the case of Emergencies to damaged roadway locations on the federal-aid highway system. This program allows GDOT to use its own or contract forces to conduct the needed repairs without following the traditional plan development process. For a GDOT Project to qualify there must be an established event declared by the President of the United

States and/or the Governor of Georgia. All roadway repair locations must be related to the declared event.

OES will notify the LWCF sponsor and GDNR of an emergency repair action that may involve a property via email or virtual meeting. Any necessary agency coordination may occur during and after the repair work has been completed. If possible, OES will conduct agency coordination prior to construction; however due to the critical nature of these Emergency actions, this may not be possible. Both Parties understand that the Emergency action does not void the need to complete all required LWCF compliance steps.

The work required to restore the damaged facility to its original condition (in-kind replacement) shall not exceed the scope of the emergency repair; required ROW and/or permanent easement is very rarely involved. In the event the scope of work expands beyond these parameters, the GDOT Project shall be processed accordingly with this IGA.

V. *GDOT Project Implementation with Property/Land Use Conversions*

Conversions involve modifying properties with Parks, recreation areas, or facilities into transportation ROW/permanent easement or through temporary non-conforming uses, such as temporary easement for staging and other construction related activities. Temporary easements lasting longer than six (6) months to properties are considered conversions. A change of land from public outdoor recreation use to transportation use is considered a conversion.

1. Temporary Non-Conforming Uses Requiring Coordination with GDNR and NPS

These uses include temporary easement for staging and other construction related activities. All requests by GDOT for temporary uses should be submitted to and reviewed by the GDNR, and the SLO or his/her designee. Temporary uses must be less than six (6) months in duration, or they are not considered to be temporary and will result in a conversion of use. If continued use beyond six-months will not be considered temporary resulting in a conversion of use, the GDOT/project sponsor must provide new replacement property pursuant to 54 U.S.C. § 200305(f)(3) of the LWCF Act. A temporary use will not result in a significant impact on public outdoor recreation use (sufficiently small area to restrict impacts on other aspects of the park) and will not result in permanent damage to the Park. Appropriate measures must be taken to restore the public use area and no residual impacts will be made on the site once the temporary use is concluded. A temporary use requires:

- A SLO recommendation;
- A Compliance and Stewardship (C&S) Form providing a complete description of the proposed temporary use;
- Start and completion dates;
- Identification of the site affected;
- A map showing the relationship of the temporary use site to the full area within the LWCF boundary area;
- Justification of why the area needed is the minimum necessary for the proposed use;
- An analysis of the alternatives considered and a description of any mitigation actions that may be necessary;
- Description of both immediate impacts on the site as a result of the temporary use and any residual or long-term impacts on the site's environment or recreation use;
- Description of any appropriate actions that will be taken to restore the site for public outdoor recreation use;
- A schedule for their implementation; and
- An acknowledgement by the GDNR SLO that a full conversion will result if the temporary use has not ceased after the maximum six (6) month period.

Any temporary use will require coordination with NPS, per the LWCF manual prior to submittal of the formal request and will include describing the temporary non-conforming use proposal. GDNR will submit a formal request to notify NPS of the temporary non-conforming use. The notification will include the items listed above provided by the LWCF Sponsor on the sponsor's letterhead and signed by the LWCF sponsor via GDOT.

2. Conversions that Require Coordination with NPS

The basic legal requirements of the LWCF Program applicable to completed projects are found in the provisions of Section 54 U.S.C. § 200305(f)(3) of the LWCF. This section requires that property acquired or developed with LWCF assistance shall be retained and used for public outdoor recreation in perpetuity. Any property so acquired and/or developed shall not be wholly or partly converted to other than public outdoor recreation uses without the approval of NPS pursuant to Section 54 U.S.C. § 200305(f)(3) of the LWCF. The conversion provisions of Section 54 U.S.C. § 200305(f)(3), 36 CFR Part 59 apply to each area or facility for which LWCF assistance is obtained, regardless of the extent of participation of the LWCF Program in the assisted area or facility and consistent with the LWCF agreement with NPS and GADNR. The provisions within the LWCF agreement are a mandatory requirement of the law for which the NPS has no authority to waive.

In the event a GDOT impact is deemed a conversion, it is understood that until the conversion is resolved, the LWCF sponsor is not eligible for any new grant funds under the LWCF program nor the Recreational Trails Program.

Conversions occur when properties acquired or developed with LWCF funds are revised to uses other than public outdoor recreation. Conversions are categorized as:

- i. Full Conversion
- ii. Partial Conversion
- iii. Small Conversion

Full and partial conversion proposals are processed following the procedures and prerequisites established in the LWCF Federal Financial Assistance Manual and 36 CFR Part 59.3. A small conversion is defined as an occurrence where there are no environmental or historic property impacts (proof must be provided and submitted to NPS), the conversion is not controversial, the replacement property is contiguous to the original LWCF property, and the converted property is <10% of the LWCF property.

Under all situations, when determining the actual area of the property impact, both direct and indirect impacts that may affect recreation use is included in the assessment.

VI. *LWCF Section 54 U.S.C. § 200305(f)(3) Property Conversion Package*

The C&S Form shall be used for all conversion proposals. The form is designed for use as a tool during project scoping, planning, and proposal development to document environmental information and consider the conversion proposal's possible environmental impacts at the time it is discussed, presented, or discovered in the field rather than as a "compliance exercise" after a decision is made. The C&S Form will provide guidance to determine the appropriate National Environmental Policy Act (NEPA) pathway to produce the level of environmental analysis and documentation required. The Form includes an Environmental Resources Survey that will document and support the NPS NEPA analysis pathway option chosen for the proposal. The C&S Form also determines the Categorical Exclusion (CE) recommendation or the need for further review with an Environmental Assessment (EA) or Environmental Impact Statement (EIS).

There are several primary documents that comprise a typical conversion request package that will be prepared collaboratively by the appropriate personnel from GDOT (OES and ROW), the local jurisdiction/LWCF Sponsor, and GDNR. These documents must be submitted to GDNR electronically and hardcopy (upon GDNR request).

The LWCF Sponsor first transmits to the SLO a notice of intent correspondence to convert an LWCF property. The correspondence is the official notification that allows the start of discussions with the SLO. This notification will be on the LWCF Sponsor's signed letterhead. All coordination with GDNR/SLO is through the LWCF Sponsor, even if OES is serving as the author of documents or facilitator of materials. The SLO transmits the following to NPS:

1. A recommendation letter describing the conversion proposal and requesting NPS review and approval;
2. The C&S Form, including the environmental resources survey, and attachments;
3. Appropriate NEPA document and clearances (EA or CE [in the form of C&S Form] for small conversions). The EA document shall analyze the entire conversion proposal (the lost LWCF-assisted area, the remaining LWCF-assisted area for partial conversions, and the new replacement recreation area in one document);
4. The vicinity map, and the following three officially signed and dated boundary maps:
 - (a) Conversion footprint map;
 - (b) Survey map of the remaining property with all exclusions;
 - (c) The replacement property map; and
 - (d) The entirety of the new property.
5. Other required forms and amendments.

Property appraisals of both the converted and replacement properties completed by GDOT and/or an outside/independent appraiser are considered a part of the conversion package. The appraisals should be submitted to GDNR, electronically and hard copy (upon GDNR request), prior to submission of the completed conversion package for GDNR review. GDNR will notify the LWCF sponsor and GDOT of the acceptance of the appraisal.

VII. Coordination

The Parties agree that unless otherwise deemed appropriate and acceptable, any communication, review or approval may be transmitted electronically unless a hard copy is specifically required. The Parties also agree that all communications will include references to each Parties' project numbering system designation.

1. Temporary Non-Conforming Use

- a. Coordination with OES, the Local Sponsor and GDNR is required prior to approval of the NEPA document.
- b. An electronic version of the coordination package will be submitted by OES, in coordination with the Local Sponsor, to GDNR via e-mail. GDNR will review and submit to NPS for final review and approval and/or request further comment from OES.

2. Conversions

- a. Identification of the replacement property is part of this consultation requiring concurrence from NPS. This concurrence will form the basis for the NEPA decision regarding the property.
- b. The Local Sponsor will submit conversion documents to GDNR. GDNR will review and submit to NPS. The NPS will then review and provide approval and/or comments to GDNR. GDNR will notify the LWCF sponsor and GDOT of an approval or any comments received from NPS.
- c. GDNR will work with OES and the Local Sponsor throughout the process of completing the conversion package. GDNR will review the individual items included in the conversion package as they are submitted by the Local Sponsor. When the final conversion package has been prepared, GDNR will do a final review to ensure that it is complete before its submission to NPS. Once the package is submitted to NPS, GDNR has no control over how long the review and approval process may take. GDNR will provide a status update (if needed) to the LWCF sponsor and GDOT during the NPS approval process and will coordinate with the Local Sponsor and GDOT if GDNR receives any comments or questions from NPS that require responses.
- d. GDOT and the Local Sponsor understands that moving forward with any part of a conversion that requires NPS consultation, review and/or approval may put the entire conversion packet in jeopardy of being rejected.

3. Commitments

Environmental commitments developed by GDOT are made in order to avoid, minimize harm, and mitigate impacts to properties. These are made in accordance with the Council on Environmental Quality (CEQ) regulations stated in 40 CFR 1500.2(f) and

FHWA regulation 23 CFR 771.109(b). These environmental commitments are incorporated into a GDOT Project during the development of the NEPA analysis and are required to be documented as a condition of NEPA approval.

GDOT commits to the following procedures and conditions for all projects eligible for review under this IGA:

- OES shall document the GDOT Project-level requirements as a result of the consultation and shall transmit these to the PM for inclusion as environmental commitment(s). This includes conversions and other mitigative requirements as determined by the GDOT Project LWCF consultation.
- GDOT shall be responsible to track and ensure these commitments are executed in accordance with the consultation process. The PM and OES will work together toward commitment fulfillment.
- The LWCF conversion process including the appraisal and acquisition of the replacement property may be done as an Environmental Commitment so long as it is completed prior to final acceptance of the construction project by the PM. This includes all activities beyond the identification and concurrence of the use of a potential replacement property.

Post Review Discoveries and GDOT Project Reevaluations

If a previously unidentified property afforded protection under the LWCF is discovered after NEPA approval but prior to construction, OES, in consultation with the LWCF sponsor and GDNR, shall carry out the necessary consultation and coordination activities in accordance with this IGA.

Should a post-review discovery of impacts to properties be made after NEPA approval, GDOT shall complete a project reevaluation of the NEPA document per 23 CFR 771.129.

If issues arise during construction that require new or additional impact to property afforded protection under the LWCF, that portion of the GDOT Project will stop construction work in the area of the property immediately. The PM will immediately contact OES, which shall notify the GDNR SLO within three (3) calendar days of the discovery to initiate a consultation. Coordination among OES, the LWCF sponsor and GDNR, and other applicable agencies shall occur until agreement is reached on a resolution.

VIII. Administrative Provisions

1. The Parties recognize that it may be necessary to amend this IGA so as to provide for the proper implementation of the undertakings described herein. The Parties agree to cooperate fully in connection with such amendments if and as determined necessary; provided, however, that no change, modification or amendment to this IGA shall be effective unless the same is reduced to writing and signed by the Parties hereto.
2. If any one or more of the provisions contained in this IGA is for any reason held by any court of competent jurisdiction to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability will not affect any other provision hereof, and this IGA will be construed as if such invalid, illegal or unenforceable provision had never been contained herein.
3. Nothing in this IGA is intended to affect any other written agreements of the Parties in existence on its Effective Date.
4. The Parties agree to communicate regularly regarding potential LWCF legislative changes or revisions to standard operating procedures found in GDOT's Environmental Guidebook on the LWCF that may affect the execution of this IGA.
5. The Parties agree to provide regular training workshops for transportation practitioners/support staff at least every two (2) years from the Effective Date of this IGA regarding LWCF implementation. The training will be provided jointly by the Parties through GDOT at no cost to either.
6. Unless otherwise noted, all communication solely between the Parties in this IGA are intended to be thirty (30) calendar days to ensure streamlined compliance with the LWCF.
7. Any disagreement exclusively between the Parties, not subject to NPS coordination, will be resolved at the staff level to include, if needed, the GDNR SLO and the OES State Environmental Administrator. Both Parties agree that NPS coordination, outside of the formal submittal of a LWCF conversion package, will be requested in a timely manner. As the funding agency of the LWCF Program, NPS' ruling/determination is considered final. GDNR will inform the Local Sponsor and GDOT of NPS' ruling/determination.
8. The Parties agree to review the effectiveness of the IGA at least once every two (2) years from its Effective Date.
9. Any changes, corrections or additions to this IGA that do not extend the term of the IGA shall be in the form of a letter from either of the parties to the other setting forth the proposed change, correction or addition. Such a letter shall also state that the terms and conditions of the original IGA that are not modified shall remain in full force and effect. Such letter shall become an amendment to the IGA upon full execution and approval thereof by the other party. The SLO is authorized to enter into a letter amendment on behalf of GDNR. The State Environmental Administrator is authorized to enter into a letter amendment on behalf of the GDOT. Any change, correction or

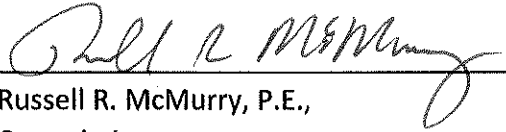
addition to this IGA that affects its term pursuant hereto may only be made by Supplemental Agreement.

10. The Parties agree to find a resolution to any conflict that may arise with this IGA or implementation thereof. If a resolution cannot be found, the IGA may be terminated by a Party with thirty (30) calendar days' notice to the other Party by written correspondence from the SLO or State Environmental Administrator.
11. The term of this IGA shall be five (5) years from its Effective Date, unless extended by written amendment signed by the Parties or terminated in accordance with the terms of this IGA.
12. This IGA in no way restricts the Parties from engaging in activities relating to the subject matter of this IGA with other public or private organizations and individuals.
13. This IGA constitutes the entire agreement and understanding between the Parties hereto and replaces, cancels, and supersedes any prior agreements, understandings relating to the subject matter hereof; and all prior representations, agreements, understandings, and undertakings between the Parties hereto with respect to the subject matter hereof are merged herein.

(SIGNATURES CONTAINED ON THE NEXT PAGE.)

IN WITNESS WHEREOF, said Parties have hereunto set their hands the day and year above first written.

Georgia Department of Transportation



Russell R. McMurry, P.E.,
Commissioner

Georgia Department of Natural Resources



Mark Williams,
Commissioner