

**CHEHALIS BASIN PARTNERSHIP
STEERING TECHNICAL COMMITTEE MEETING
Washington State Department of Fish and Wildlife
600 Capitol Way
Olympia, WA
April 1, 2010
9:30 AM**

Meeting Summary

PRESENT

Lee Napier, Grays Harbor County

Glen Connelly, Confederated Tribes of the Chehalis
Reservation

Christine Hempleman, Department of Ecology (DOE)

Bob Burkle, Department of Fish and Wildlife (WDFW)

Mark Swartout, Thurston County

William Gow, Puget Sound Meeting Services

Janel Spaulding, Chehalis Basin Partnership/Grays
Harbor College

Jim Hill, Citizen, Lewis County

Kahle Jennings, City of Centralia

Welcome & Introductions

Chair Mark Swartout called the April 1, 2010, meeting of Chehalis Basin Partnership (CBP) Steering Technical Committee (STC) to order at 9:34 a.m. Everyone present provided self-introductions.

Chehalis Basin Foundation - Discuss Proposed Letter to ILA Members

Janel Spaulding reported that at the last Partnership meeting, members asked for a draft letter addressed to all members of the Partnership to advise them of efforts to create a non-profit foundation.

Bob Burkle asked about the outcome of the discussion at the last Partnership meeting. Ms. Spaulding advised that members approved moving forward with the process. Bill Schulte is setting up a meeting to review the bylaws and the articles of Incorporation with a local attorney. The direction was to continue moving forward on creating a nonprofit foundation.

Ms. Spaulding asked members for feedback on what the letter should include. Mr. Swartout suggested references to the Partnership's growth are important and that it's helpful to include background at the beginning of the letter. He suggested some language such as, "you are receiving this because you are a signatory to the interlocal agreement" and then include some bulleted points of accomplishments. Additionally, include information about why the Partnership is taking this step.

Kahle Jennings suggested emphasizing the purpose of the letter at the beginning of the letter and then including the details within the body of the letter.

Lee Napier commented on attaining meeting quorums and that several entities represented on the Partnership do not send a representative to meetings. The issue needs to be addressed. She suggested the letter should encourage continued participation. Mr. Swartout added that the letter could emphasize the importance of the step the Partnership is taking in forming a foundation and that maximum participation of members is needed.

Mr. Burkle asked whether the bylaws require a designated alternate member. Ms. Napier said it may be included in the operating procedures. For example there are several city representatives that never attend the Partnership meetings. She's discussed the issue with the Grays Harbor Council of Governments and asked about contacting the cities for designating an alternate, such as the Council of Governments.

Glen Connelly offered an idea of adding some kind of “hook” within the letter to garner more attention, such as the Partnership will be making some major financial decisions that the representative may want to be a part of. Ms. Napier suggested the letter should be sent to mayors to inform them that their representatives are not attending.

Mr. Swartout reviewed the Operating Procedures for membership:

5.4 Replacing Partnership Members

Circumstances may arise where members of the Partnership resign, or are unable to adequately represent their interests due to lack of attendance.

The Partnership will annually review meeting attendance by its members. When a Partnership member representing an organization that has signed the Intergovernmental Agreement resigns the Partnership will defer to that organization to designate a replacement. If no replacement has been designated within two months, a Partnership member will contact the organization to request that the vacant position be filled.

In cases where the Partnership member has been appointed to represent a specific major interest group resigns, the Partnership will work with the major interest group to identify a suitable replacement and then contact the organization(s) that made the appointment to request that a replacement be appointed.

In situations where, due to lack of attendance at three consecutive monthly Partnership meetings, the Partnership agrees a particular interest or organization is not being adequately represented, the designated representative of the interest or organization will be contacted by a Partnership member to determine their level of interest in participating on the Partnership. The results of the contact will be reported back to the Partnership for action.

Two months after a request has been made that a position be filled with an active participant the Partnership will follow-up using the following steps:

- *A written request that the organization or interest group explain the level of involvement they anticipate having on the Partnership. The level of involvement could include deciding not to participate.*
- *A written request that the vacancy be filled with an active participant;*
- *Written notification that the organization has not fulfilled the Partnerships expectations for involvement and that they are no longer considered to be an active member with an opportunity to influence decisions of the Partnership. The notification will request acknowledgement of this status;*
- *Replacement of the interest group or organization with a different one.*

Members agreed membership issues should be addressed in a separate letter and that it's important to stress the importance of participation in the letter.

Members agreed the letter will be sent to the head of each entity as well as courtesy copies to all current members.

Discuss Bylaws

Ms. Spaulding referred to a current draft of the bylaws dated 3/29/10. The bylaws are modeled after the Nisqually River Foundation.

Ms. Napier asked about provisions for the Open Meetings Act. Ms. Spaulding said the provision hasn't been included in the current draft at this point. Ms. Napier offered that for the next revision, some language from the bylaws of the Washington Coast Sustainable Salmon Partnership (WCSSP) stating:

Compliance with Law – All actions under these Bylaws must be in compliance with any and all applicable federal, state, and local laws, regulations, ordinances, contracts, and resolutions, whether or not specifically identified herein.

Ms. Napier said it may also be dependent upon the composition of the foundation's board whether it is subject to the Open Public Meetings Act. The issue will be one of the questions for legal review.

Jim Hill commented that nonprofits are not subject to the Open Public Meetings Act. Ms. Napier suggested reviewing with the attorney what might trigger the Act, such as elected officials on the board, source of funding, or ties to the Partnership.

Mr. Swartout referred to the address of the foundation and questioned the timing associated with Grays Harbor College continuing to provide space for Ms. Spaulding. Ms. Spaulding advised that the written agreement is through June 30, 2010, but there has been direction that as long as funding continues, the office will be available. Mr. Swartout offered an option of pursuing co-location with the Chehalis River Council office in Centralia so that it could become a combined office of the Chehalis Watershed Basin office where the foundation and the River Council are located to share and reduce costs to both nonprofits. Ms. Spaulding commented that the space is very limited. Ms. Napier suggested considering other options. The fiscal agent's address could be used as the registered agent's address. Members agreed with the suggestion to use Grays Harbor County's address.

Mr. Jennings referred to section 4.4 and suggested additional clarification is needed of the provision. Members discussed the provision. Mr. Jennings suggested revising the first sentence within the section to state, "A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors."

Members discussed record keeping and recommended reviewing the necessary requirements during the legal review of the bylaws.

Washington Coast Sustainable Salmon Partnership Bylaws Discussion

Ms. Napier reported WCSSP is forming a board and is evolving as an organization. The group drafted bylaws. The structure of the organization hasn't been determined at this point. The regional organization is comprised of four Lead Entities. Composition of the board will include representatives from the four Lead Entities with each Lead Entity appointing up to six members to the board with one vote from each Lead Entity. For Grays Harbor County to approve the bylaws, the Partnership is providing input. WCSSP was aiming for its first board meeting in April. However, she advised WCSSP that it wouldn't be possible as the Partnership hasn't reviewed the bylaws. The intent is to present the bylaws to the Partnership in April for review and approval.

Ms. Napier asked members for direction on possible representatives to recommend to the Partnership for consideration for six positions representing Grays Harbor Lead Entity. It's important to look at the skill sets to advance the work of WCSSP. Some skill sets include leadership, technical expertise, and financial expertise. One suggested representative includes someone with fisheries interest that is active in the field. Mr. Swartout is the current Chair of the WCSSP and is recommended to serve as one of the members.

Members discussed the composition of the other Lead Entities and desired representation on the WCSSP Board.

Mr. Jennings asked why the mission of WCSSP is specifically focused on salmon stocks. Mr. Burkle replied it's because the funding is from the Salmon Recovery Funding Board (SRFB). Mr. Swartout suggested the focus of the organization is one reason why a representative of the shellfish industry should be a member of the board. Mr. Jennings said he posed the question because of the continued loss of other fish species. Mr. Burkle said the focus is on salmonids, which includes bull trout, steelhead, cutthroat, and traditional salmon species.

Ms. Spaulding noted that the mission statement doesn't speak to the marine environment. Mr. Burkle pointed out that the watershed by definition includes all waters. The Lead Entity boundaries include the ocean and beyond by three miles.

Members offered suggestions on what WCSSP's presentation should address. Chris Hempleman suggested the presentation should include a big picture context of WCSSP. The obvious connection to the citizens committee (Partnership) is through funding from the SRFB for WRIAs 22 and 23 projects. It will be important to anticipate questions from guests attending the Partnership as well.

Ms. Napier reported she advised Miles Batchelder of the importance of having the bylaws legally reviewed prior to presenting them to the Partnership.

Draft Memorandum of Agreement – GI Study

Ms. Napier distributed a copy of a draft memorandum of agreement between Grays Harbor County, the Chehalis River Basin Flood Authority, and the Chehalis Basin Partnership regarding participation in the Chehalis River Basin General Investigation (GI) Feasibility Study. The document must be executed for work undertaken by the Flood Authority to be considered as in-kind credit through the Project Management Plan (PMP) General Investigation Feasibility Study. Bruce Mackey drafted the memorandum. At the last Partnership meeting the intent was to obtain approval of the memorandum. However, the discussion ended up focusing on other issue and the Partnership never approved the memorandum.

The memorandum is intended to serve as an agreement for the bodies to communicate. Essentially, Grays Harbor County, as the sponsor would commit to discuss with the Flood Authority and the Partnership, any issues associated with the feasibility study prior to making any recommendations or decisions, and that the Flood Authority and the Partnership commit to providing feedback to the county on any decisions or recommendations that the county presents. Anytime a new governance structure is formed, such as a flood district to replace the Flood Authority, a new memorandum is required. At the March 18 meeting of the Flood Authority this was the direction Ms. Napier said she understood in order to proceed.

At the last Partnership meeting the first question regarded reviewing the PMP for the Partnership's approval. At that point there were still issues within the PMP concerning timeline, cost, and the non-inclusion of dam alternatives. Subsequently, comments on the PMP were forwarded to the US Army Corps of Engineers for potential revision of the PMP.

The two issues concern whether the memorandum is sufficient to move forward and secondly a request to engage in a discussion on how to proceed with the PMP.

Mr. Jennings questioned the county's authority in working with the Corps and the responsibility in responding to the Flood Authority and the Partnership as the local sponsor. The memorandum is not clear on that requirement. The relationships should be clear upfront to avoid future confusion. Ms. Napier said it's primarily based on the spirit of cooperation to work with the groups.

Mr. Jennings said his concerns pertain to those individuals who believe they can influence the local sponsor, and when the county is faced with making a decision that may ignore a particular interest, it will create problems. Mr. Swartout commented that the analogy is the county having two lake management districts and in the end the county has 100% authority on how they will spend the funds the county's contributed. In this situation, there are two strong advisory committees involved. Grays Harbor County is not going to make a decision that will put the county at risk.

Members discussed the responsibility and authority of the county and its relationship to the advisory committees. Ms. Napier recounted some outcomes of several reviews by the Flood Authority and the Partnership and some of the issues inherent in those review processes where the bodies offered input on areas outside their respective areas of responsibility.

Several STC members recognized the challenge while also acknowledging that it's clear that the Flood Authority and the Partnership serve in an advisory capacity to the local sponsor, which is the county. The Partnership didn't recommend approval of the agreement because of some issues outside of the ecosystem project. There were concerns expressed about the timeline during the March Flood Authority meeting, but no one suggested not moving forward with the interlocal agreement. Input that has been provided by both advisory committees has continually been incorporated within the document. At some point, the issue is a question of why either body would believe the document is not to be approved. That leaves the question of what is the next step.

Mr. Jennings said it's important to include language to communicate that the Partnership and the Flood Authority are acting in an advisory capacity. For example another *Whereas* could be included stating, "Whereas, the Chehalis Basin Partnership and the Flood Control Authority serve in an advisory capacity to the local sponsor." It's important that the local sponsor protect itself from the perception that it is being directed by the Flood Authority or the Partnership. The language basically defines the roles of each entity, and it's likely the reason why the process is not moving forward, because it's unclear who has the authority.

Mr. Jennings pointed out that the state is the local sponsor of the Twin Cities Flood Damage Reduction project, not the Flood Control Authority.

Mr. Swartout mentioned that several Lewis County Commissioners have similar concerns regarding length of time and costs for the project. It's pretty clear that by adding dam projects to the GI Study it will add time and cost. Ms. Napier explained that when the Corps undertakes a project there are different

stages requiring congressional appropriation. That only occurs during specific windows, such as every two years. That's the status of the Twin Cities project; it's at the end of the window for any appropriation. The state Legislature established the \$50 million and it calls out the state as the project sponsor.

Discussion followed on why Grays Harbor is the project sponsor for the basin-wide GI Study. Ms. Napier said the county stepped up to assume the sponsorship because of the Partnership and consideration of basin-wide impacts. The work of the Partnership is the source of the in-kind credit up to this point. There has been some mention of shifting the focus of the work to flooding away from ecosystem restoration and Ms. Napier said she's opposed to that because Partnership funds cannot be expended on high flow events. There are some ecosystem components that require a match, but the emphasis cannot only be on flooding. Ms. Hempleman noted that there are multiple benefit projects in the basin that could assist all the different studies.

Mr. Swartout referred to memorandum and asked if it's been reviewed by the county's legal counsel. Ms. Napier advised that legal counsel will review the document after the other entities have conducted a review.

Mr. Burkle pointed out the memorandum doesn't address the Chehalis Tribe and rights of government-to-government negotiations. He asked whether it's necessary to include something. Mr. Connelly replied that the Tribe is a member of two of the entities.

Mr. Hill noted the memorandum only commits the entities to discuss and provide feedback. It would be difficult for anyone to argue against the agreement.

Ms. Spaulding inquired as to whether Lewis County is the fiscal agency for the Flood Authority. She offered that if that is the case, perhaps Lewis County should also be included as a party to the agreement. Members discussed the section for inclusion of the Lewis County and indicated the section on *Now, Therefore* near the bottom of the page is the section for inclusion of Lewis County as the Flood Authority's fiscal agent.

CBP Meeting - April

Ms. Swartout emphasized the importance of communicating the revised meeting date of May 21 instead of May 28 to the membership.

An agenda for the April 23, 2010 CBP meeting was proposed as follows:

- Presentation on WCSSP Bylaws
- Chehalis Basin Foundation Bylaws/Articles of Incorporation Review (Article 5)
- Draft of letter to members
- Update on Ecosystem Restoration GI Study
- Approval of Memorandum of Agreement
- Summary of PMP projects
- Potential announcement of funding availability

Ms. Hempleman suggested including a Department of Natural Resources presentation on landslides at a future meeting.

Mr. Swartout suggested having the Corps provide a bulleted presentation on the projects within the PMP. Discussion followed on identifying someone to provide a presentation and the short timeline for preparation before the April meeting and the importance of having someone representing the Corps answer questions about the process. Ms. Hempleman offered her assistance.

STC May Meeting

Members discussed the May STC agenda and suggested the following topics:

- Contract Scope if Phase IV funding becomes available
- Follow up on any CBP April meeting discussion items

Adjournment

With there being no further business, Chair Swartout adjourned the meeting at 11:45 p.m.

Prepared by Valerie L. Gow, Recording Secretary/President
Puget Sound Meeting Services