

Attachment A

**CHARTER ARTICLE REGARDING FORMATION OF THE
BAY AREA FLOOD PROTECTION AGENCIES ASSOCIATION
Chartered _____ (date)**

WHEREAS, flood protection management in the San Francisco Bay Area region is provided by a variety of agencies, including but not limited to the Signatory agencies; and

WHEREAS, integrated regional water management planning involves all water resource services and necessitates a Bay Area wide perspective on flood protection to be effective and successful in receiving grant funds; and

WHEREAS, the governing boards of the Signatory agencies recognize the need for coordination and mutual support in planning and implementing flood protection services in the Bay Area region, and collaboration and project/program integration with other water resource service providers; and

WHEREAS, the governing boards of the Signatory agencies also recognize the need for a unified voice for the Bay Area flood protection agencies in developing and implementing regional plans, working with state and federal government agencies on water resources, environmental and flood protection issues;

THEREFORE, the undersigned agencies collectively have agreed to establish this Bay Area Flood Protection Agencies Association (“Association”) to work collaboratively in striving to achieve the following:

- Provide a unified regional voice that is compatible with individual member interests for:
 - Regional coordination/collaboration with State and Federal regulatory and resource agencies.
- Frame the regional discussions on water/watershed related issues from a flood protection perspective.
- Provide input into the Integrated Regional Water Management Plan (IRWMP) process by:
 - Participating on the IRWMP Coordinating Committee.
 - Monitoring and reporting on required IRWMP measures.
 - Recommending funding strategies to further IRWMP goals (e.g., website maintenance).
- Provide regional project prioritization to funding entities/programs.
- Potentially serve as organization to administer, monitor and report on a multi-agency

program for the benefit of the region.

- Provide guidance on initiatives that fall under the purview and expertise of flood protection agencies, such as hydrograph modification management and floodplain management.
- Strengthen the integration of flood protection and stormwater with all functional service areas, particularly the watershed management/habitat protection service area.
- Provide a forum for exchanging information, experience, ideas, technology, and other subjects of mutual interest.
- Partner in mutual projects or studies that are of regional nature or multi-agency based.
- Partner in applying for future grant funding as appropriate.
- Share cost-saving opportunities in the areas of planning and operations (e.g., regional studies and monitoring efforts, coordinating project bidding and regional planning, design, and construction standards).
- Provide mutual aid and assistance during emergencies.

To achieve some of the goals stated above, it may be necessary for the Signatory agencies to enter into a subsequent agreement among themselves or with outside agencies or organizations.

The Signatory agencies welcome other regional water resource service agencies in the Bay Area region to participate in this Bay Area Flood Protection Agencies Association.

The Association's "Rules of Governance", an attachment to this Charter, are intended to guide Association members in their Association activities and may be amended from time to time as circumstances warrant.

July, 25, 2007

**SIGNATORIES OF THE
BAY AREA FLOOD PROTECTION AGENCIES ASSOCIATION**

Alameda County Flood Control & Water
Conservation District

Contra Costa County Flood Control &
Water Conservation District

Marin County Flood Control & Water
Conservation District

Napa County Flood Control & Water
Conservation District

San Mateo County Flood Control District

City & County of San Francisco
Department of Public Works

Santa Clara Valley Water District

Solano County Water Agency

Sonoma County Water Agency

Zone 7 of the Alameda County Flood
Control and Water Conservation District

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BAY AREA FLOOD PROTECTION AGENCIES ASSOCIATION
“Rules of Governance”
July 25, 2007

Background

These Rules of Governance are intended to provide historical context for the Association and to guide members in their Association activities. Additional historical context and background on the formation of the Association is provided in a memo from the “Governance Subcommittee” dated December 27, 2006.

Mission Statement

To provide a forum that focuses on Bay Area flood protection issues and promotes the sharing of ideas, technologies, experiences, legislative approaches and funding strategies, and provide opportunities for joint projects, while working closely with other interested entities on common watershed, water, and natural resource objectives.

Institutional Governance

1. Representation and Membership

Full Association members are those governmental agencies, established to provide regional flood protection in the Bay Area, that sign the Association Charter. Each member agency may designate one representative and as many alternates as the agency deems necessary to provide representation at each Association meeting. The member agency representative and alternate(s) must be able to speak for and make decisions for the agency. Only full members can make or vote on Association decisions. The Association is open to any entity or individual interested in flood protection services or related issues to fully participate in Association activities. However, only full Association members may avail themselves of Association services, although the Association may decide to provide or extend Association services to one of its partners. A partner is another agency, non-profit group or other entity that the Association is collaborating with on a project of common interest or on a common goal. The Association may accept ex-officio members from interested agencies, such as regulatory agencies, upon a unanimous [or majority] vote of the membership. The Association may also accept associate members from interested municipalities or special districts. Associate members enjoy the rights of membership with the exception of voting.

It is understood that full members shall coordinate with the municipalities and unincorporated county with regards to flood protection services within their county. It is further understood that it is the responsibility of each full member to outreach to the municipalities and unincorporated county to seek and gather all the potential IRWMP flood protection projects in their county, to put the projects on the IRWMP

project list and to represent the interests of the project at IRWMP proceedings unless otherwise determined by the member agency for their jurisdiction.

2. Association Governance

A Chair and three Vice-Chairs govern the Association's proceedings and direct Association business. The Chair rotates from flood agency to flood agency on an annual basis. The first Vice-Chair is the successor flood agency for Chairmanship. In addition, two other flood agencies will be identified for succession as the second and third Vice-Chairs, so there would be four members very active in Association activities. These four members, the Chair and three Vice-Chairs, constitute the Executive Committee. The Executive Committee is responsible for preparing and distributing the agenda one week prior to each Association meeting and serves as the "voice" of the Association in external communications. The selection of Executive Committee members is made by unanimous vote of the Association membership. Nominees for the Executive Committee must be designated representatives of Association members. The composition of the Executive Committee is confirmed at the last Policy meeting of each year for the following year.

3. Dues

There will be no dues to join and participate in this Association. This clause may be modified as the needs of this Association evolve. How to pay for special projects the Association would like to undertake will be decided on a case by case basis as activities that require financial support come up. There are no projects contemplated at this time, but examples of special projects might include building an Association website, conducting a Bay Area wide study that would support or refute a regulation, funding allocation formula, or a study on a similar topic done by others, promoting legislation, applying for a grant with Bay Area wide benefit, etc. Expenditures by the Association in excess of \$1,000 shall require unanimous approval of the full Association. If there is no unanimous approval for an expenditure, a subset of Association members who support the expenditure may pursue the expenditure outside of the Association utilizing their own (non-Association) funding for the expenditure. Association expenditures less than \$1,000 shall be approved by the Executive Committee.

4. General Staff Support

The Chair runs the Association meetings and provides meeting logistics, meeting notices, minutes, distribution of information, etc. If the Chair cannot attend a meeting, the Chair will arrange for the highest available Vice-Chair to attend the meeting and the Chair and that Vice-Chair will determine how best to support the logistical needs of the meeting. Staff support for special projects are not necessarily the responsibility of the chairing agency.

5. Decision Making/Voting

Association decisions require unanimous vote of the membership attending the meeting. Only items on the meeting agenda can be voted on, and a quorum must be present to vote. A quorum at meetings shall consist of one-half of the Association membership.

6. Meetings

Agendas will be sent out at least one week before the meeting. Meeting notes will be taken and distributed by the individual designated by the Chair. Meeting minutes will be distributed within two weeks of the meeting date to all member agencies via e-mail. Meetings will be held at a centrally located place as determined by the Chair, and/or may be via teleconference if appropriate to the subject matter.

7. Meeting Structure

There will be three types of meetings: general Association meetings, policy guidance meetings and an annual meeting. The general Association will meet once a month, or as often as necessary to conduct its business as determined by the Chair and Executive Committee. The general Association meetings will consist of staff working on regional issues the Association has decided to undertake. The policy guidance meeting will be held once each quarter and will be attended by staff from the general meetings plus the agency manager, or designee. The agency manager or designee will provide policy guidance to the work efforts of the Association for the balance of the quarter. The agency manager will designate a person empowered to vote on Association business and may designate a person to represent them at Association meetings and provide policy guidance at the quarterly meetings. The annual meeting will be held with invitations to a broader spectrum of parties interested in flood protection to allow for an exchange of ideas, lessons learned, new technology, etc. In summary, there will be monthly Association meetings with every third meeting attended by agency decision makers, and an annual meeting with broader objectives and attendance. Association meetings are subject to all provisions of the Ralph M. Brown Act (Government Code Section 54950 and following), which Act mandates open meetings for local legislative bodies.

8. Term

The Association will continue as long as Association members derive benefit from a joint association of flood protection agencies in the Bay Area. Any Association member may terminate its membership at any time by notifying the Association in writing and by satisfying any commitments made to the Association while the agency was a member. For example, if an Association member had agreed to participate in a special project with a \$2,000 cost to each member, then the agency would have to pay the \$2,000 prior to terminating its membership.