



ORGANIZATIONAL STRUCTURE and OPERATING PROTOCOLS

ADOPTED June 12, 2002 /

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INTRODUCTION: The Upper San Pedro Partnership (“USPP” or “Partnership”) was formed to create a partnership to facilitate and implement sound water resource management and conservation strategies in the Sierra Vista Sub-watershed. It is a consortium of agencies and organizations that are land or water stakeholders in the Sierra Vista Sub-watershed of the Upper San Pedro River Basin, or provide resources to help the Partnership accomplish its purpose.

The Partnership was formed through a Memorandum of Understanding signed by each member. The purpose of the Partnership is to **“To coordinate and cooperate in the identification, prioritization and implementation of comprehensive policies and projects to assist in meeting water needs in the Sierra Vista Sub-watershed of the Upper San Pedro River Basin”**.

The Upper San Pedro Partnership has established its goal of **“ensuring an adequate long-term groundwater supply is available to meet the reasonable needs of both the area’s residents and property owners (current and future) and the San Pedro Riparian National Conservation Area (SPRNCA)”**. The Partnership will identify, analyze, prioritize and recommend feasible and reasonable projects and policies to its members that will accomplish the stated goal.. The Partnership hopes to develop a consensus among its members to adopt and implement a Strategic Plan. The Partnership will then actively support its members in seeking funds and taking action to implement the Upper San Pedro Strategic Plan adopted by the members.

A Partnership Advisory Commission (PAC or Advisory Commission) is established to lead the Upper San Pedro Partnership toward reaching its goals. Operational committees are formed to carry out the purposes of the Partnership under the direction of the Partnership Advisory Commission. The Executive Committee includes appointed representatives from each member that is funding the Partnership and one member elected at-large by the Commission. Its purpose is to manage and direct the expenditure of Partnership funds used in the preparation of planning

studies and projects for the Partnership; to provide administrative and policy advice to the Advisory Commission; to implement the adopted Strategic Plan; and to oversee the efforts of the lead staff person. The Technical Committee provides technical reviews and advice to the Partnership and assists in providing technically correct information to the public. This document outlines the purpose and duties of the Partnership Advisory Commission and the Partnership's committees, how they function, and other pertinent information regarding the Partnership's organizational structure.

USPP MEMBERSHIP REQUIREMENTS: It is the intent of the Partnership to encourage participation by a broad range of agencies and organizations that will provide significant resources to help the Partnership accomplish its purpose without becoming so large as to inhibit its ability to function. **Members** are defined as: **“agencies and organizations that (1) own land, and/or (2) control land or water, and/or (3) make policy with regard to land or water use in the Sierra Vista Sub-watershed of the Upper San Pedro River Basin, and will provide significant resources to help the Partnership accomplish its purpose; or agencies and organizations that will provide significant technical or financial resources to help the Partnership accomplish its purpose”**. All members must sign the Memorandum of Understanding (MOU). No membership will be recognized unless, and until, the Partnership Advisory Commission approves membership, and an authorized officer of the member agency or organization executes the MOU.

The Executive Committee will review applications for membership in the USPP to determine if the applicant meets the qualifications for membership and the application is complete. If the application is complete, then it will be forwarded to the Partnership Advisory Commission. The Advisory Commission will vote at a regular meeting to accept or reject applicants who request membership.

Applicants for membership in the Upper San Pedro Partnership must apply in writing to the Chairperson of the Upper San Pedro Partnership Advisory Commission. They must also provide an e-mail copy of the application in MS Word for distribution to appropriate Partnership members. The application must include the following:

1. Name and description of the agency or organization, contact person, address, phone number, fax number, and e-mail address.
2. Description of how the applicant meets the membership criteria.
3. Plan or description of how the applicant will provide significant resources to help the Partnership accomplish its purpose and what they may add to the Partnership.
4. Who the primary and alternate representatives will be to the Advisory Commission and committees in which the applicant plans to participate, and a description of their expertise and qualifications.

UPPER SAN PEDRO PARTNERSHIP

CURRENT MEMBERS:

LOCAL AGENCIES

Cochise County
Sierra Vista
Huachuca City

Hereford NRCD
Bisbee
Tombstone

STATE AGENCIES

State Land Department
Dept. of Water Resources

Dept. of Environmental Quality
Assoc. of Conservation Districts

FEDERAL AGENCIES

Fort Huachuca
Bureau of Land Management
Forest Service
National Park Service

US Geological Survey
USDA Agricultural Research Service
US Fish & Wildlife Service
US Bureau of Reclamation

OTHER ORGANIZATIONS

The Nature Conservancy
Audubon Arizona
(Audubon Research Ranch)

Bella Vista Ranches

PARTNERSHIP ADVISORY COMMISSION

PURPOSE: The Partnership Advisory Commission is established by the Upper San Pedro Partnership to provide leadership and direction to the Partnership's committees, to ensure the public, legislative leaders and USPP members are well informed on the activities of the Partnership, to assist the Partnership with legislative issues, and to ensure the Upper San Pedro Strategic Plan ultimately recommended receives widespread public acceptance and support.

DUTIES: The Partnership Advisory Commission will be responsible for providing leadership and direction, informing the public and their legislative leaders, and providing feedback from them to the Partnership's member agencies and other committees, by performing the following:

1. Approve any changes to the adopted Partnership organizational structure. Meet at least semi-annually to review, discuss and understand the activities being performed by each of the Partnership committees.
2. Assist the Partnership, and its members, in ensuring local, state, and federal legislators are well informed on the activities of the USPP and understand what resources and/or legislative action is needed to develop and implement an effective Upper San Pedro Strategic Plan. (It is understood that the state and federal agency members of the Partnership may be prohibited from taking an active role in this duty.)
3. Meet at least semi-annually, together with member agency leaders and Partnership committee members, to review the planning and implementation process and progress and offer advice and guidance on program improvements to enhance public involvement and acceptance.
4. Review, and endorse when appropriate, water and land conservation activities undertaken by member agencies within the Sierra Vista Sub-watershed of the Upper San Pedro River Basin.
5. Review programs developed by the USPP committees and offer advice and direction on how the programs might be improved.
6. Review strategies to implement the Upper San Pedro Strategic Plan projects ultimately adopted by the member agencies, review new information that may be developed on water issues and potential solutions, and assist the Partnership in periodic updates of the adopted Plan.

ORGANIZATION AND MEETINGS: The Partnership Advisory Commission will elect a Chair and Vice-Chair to conduct its meetings and may establish and elect such other officers as may be necessary to conduct its business. The Chair and Vice Chair shall be elected in the first quarter of odd numbered years with unlimited terms.

A quorum shall consist of 50% + 1 of PAC members for the purpose of conducting business. PAC will seek to achieve a consensus in conducting official actions, including adopting a Strategic Plan. In the event that a consensus cannot be achieved, a two-thirds vote of the quorum shall be required. It is acknowledged that there will be some issues considered by PAC on which federal agencies will not be able to cast a vote. On those issues, a two-thirds vote of the non-federal representatives remaining in the quorum will be required. The Partnership Advisory Commission recognizes that the Strategic Plan provides recommendations only and that no such recommendations are to be construed as mandatory actions by member agencies or organizations.

This method of decision-making will be used on a trial basis for 6 months. Upon completion of the trial, approximately mid-March 2008, PAC will review and decide whether or not to adopt the new rules. Should a vote be required to finalize this decision PAC's original decision making rules will be followed – original rules: “In the event that a consensus cannot be achieved, a two-thirds vote of the entire membership shall be required.”

Meetings will be held in Sierra Vista and will be open to the public in accordance with the open meeting laws of the state of Arizona for public agencies. Frequency of meetings will be determined by the Chair and confirmed by a majority of the Commission, but in any event will be held no less than semi-annually.

MEMBERSHIP, APPOINTMENT, RESPONSIBILITIES: The Partnership Advisory Commission members should be selected to represent a broad spectrum of public opinion. The local government appointees (Members at Large) may be elected officials or other community leaders. The Commission may appoint such other non-voting ex-officio participants or Committees/Subcommittees as the Commission may determine necessary to facilitate the performance of its duties.

The Administrative staff for the USPP will be an ex-officio non-voting participant for purposes of providing general staff support and for coordination with the Partnership's committees.

Agency appointed representative(s) must attend a minimum of 50% + 1 of Partnership Advisory Commission (PAC) meetings each year, **and** not miss more than 3 consecutive PAC meetings.

Should a member agency miss 2 consecutive meetings, they will be contacted to determine if extenuating circumstances exist. At that time, the member will also be reminded of partnership membership requirements. The absent member should be contacted shortly after the second missed meeting to allow the member agency sufficient time to address the agency attendance issue before the next scheduled PAC meeting.

If 3 consecutive meetings are missed, the agency's membership will be terminated and the organization will have to re-apply for membership to be an active participant.

The Partnership Advisory Commission will initially include voting members, and their alternates, that will be appointed as follows

1. Member at Large- appointed by the County Board of Supervisors
2. Member at Large- appointed by the County Board of Supervisors
3. Member at Large- appointed by the County Board of Supervisors
4. Member at Large - appointed by the Sierra Vista City Council

5. Member at Large - appointed by the Sierra Vista City Council
6. Member at Large - appointed by the Sierra Vista City Council
7. Member at Large - appointed by the Huachuca City Town Council
8. Member at Large - appointed by the Bisbee City Council
9. Member at Large - appointed by the Tombstone Town Council
10. Hereford NRCD Representative – Appointed by the Director of Hereford NRCD
11. Arizona Department of Water Resources Representative - Department Director or his/her designated representative
12. Arizona State Land Department Representative - The Land Commissioner or his/her designated representative
13. Arizona Department of Environmental Quality Representative - Department Director or his/her designated representative
14. State Association of Conservation Districts Representative- Executive Director or his/her designated representative
15. Fort Huachuca Representative- Installation Commander or his/her designated representative.
16. Bureau of Land Management Representative - State Director or his/her designated representative
17. Bureau of Reclamation Representative – State Director of his/her designated representative
18. Forest Service Representative - Regional Director or his/her designated representative
19. National Park Service Representative - Regional Director or his/her designated representative
20. Fish & Wildlife Service Representative - Regional Director or his/her designated representative
21. U.S. Geological Survey Representative - Regional Director or his/her designated representative
22. USDA Agricultural Research Service Representative- Regional Director or his/her designated representative
23. Audubon Research Ranch Representative – Appointed by Audubon Arizona
24. The Nature Conservancy
25. Bella Vista Ranches Representative – Company manager or his/her designated representative

THE EXECUTIVE COMMITTEE

PURPOSE: The Executive Committee is established by the Upper San Pedro Partnership (USPP) to implement the large, complex projects and policies approved by the Partnership Advisory Commission (PAC) that will be required to achieve sustainable yield by 2011 and the years beyond by:

- Developing and executing a long term strategic plan to implement the best array of projects and recommended policies to meet the sustainable yield mandate established in Section 321.
- Carrying out day-to-day USPP activities focused on actions to implement the strategic plan and meet the newer, larger challenges of achieving groundwater sustainability by 2011.
- Identifying and pursuing multiple funding sources, including public and private grant writing and applications, for existing and future projects.

DUTIES: The Executive Committee will perform the following duties:

1. Day to day supervision and tasking of the Administrative staff
2. Development of a long term strategic plan for PAC approval, drawing on the expertise and knowledge of other committees and USPP members as necessary.
3. Implement PAC approved projects and policies consistent with the MOU.
4. Identify and secure funding for the USPP and its projects.
5. Coordinate with the USPP committees to meet approved PAC goals.
6. Develop financial plans to support implementation of the USPP Strategic Plan.
7. Prepare and approve contracts, work plans and related work documents for consultant contracts in support of the USPP Strategic Plan, including hiring and dismissal, periodic performance review, pay requests and final acceptance of work product.
8. Provide oversight of contracts and budgets managed by the Administrative staff in accordance with fiscal partner agreements.
9. Advise PAC on policy and administrative matters that are impediments and/or beneficial to getting projects implemented.
10. Assist PAC or member agencies to secure legislative support and funding for PAC approved initiatives.
11. Other duties as assigned by PAC

ORGANIZATION AND MEETINGS: The Committee will elect a Chair and vice Chair to conduct its meetings and may establish and elect such other officers as may be necessary to conduct its business. The Chair and Vice Chair shall be elected in the first quarter of odd numbered years with unlimited terms. The Committee will seek to achieve a consensus but in the event that a consensus cannot be achieved in the adoptions of official actions, a majority vote of the members present, provided a quorum is present, will be required. All matters financial will be determined by formal vote and the recording of same. Such action is final as it pertains to the fiscal agent. The presence of 4 of the 6 officially designated representatives or their designated alternate(s) from the voting members will constitute a quorum for the purposes of conducting business. At any time that a vote is called, each member agency of the committee shall have one vote, regardless of the number of representatives attending the session. To vote, member agencies must have one of their designated members present, or provide a written

statement of vote presented to the committee chair or another agency representative in advance of the vote.

Meetings will be open to the public and all PAC representatives, meeting agendas will be distributed to PAC representatives in a timely manner in advance of meetings. The frequency of meetings will be determined by the Chair and confirmed by a majority of the Committee. Meetings will include a call to the public and a call to other Committee Chairs for input. Following an opening call to the public/other membership, only member representatives, alternates and invited speakers, may address the committee. During the call to the membership/public, each speaker may address the committee for up to three minutes.

MEMBERSHIP AND APPOINTMENT: The Committee will consist of six member agencies with a single representative from each of the five funding member agencies and one at large member agency. The Executive Committee will include as expert (non-voting) participants, the U.S. Geological Survey and the Agricultural Research Service representatives. The Committee may appoint such other non-voting ex-officio participants or Subcommittees as the Committee may determine necessary to facilitate the performance of its duties. The Administrative staff will be an ex-officio non-voting participant. Chairs of other committees or work groups will be encouraged to attend all meetings, but will not be voting members.

The Committee voting members, and their alternates, that will be appointed as follows:

1. Bureau of Land Management
2. Cochise County
3. Fort Huachuca
4. City of Sierra Vista
5. The Nature Conservancy
6. Member at large- appointed by PAC

The at-large member of the committee will be elected by PAC to serve on the Committee for a two year term and must be a member agency that does not already serve on the Committee. The at-large member may be reelected by PAC for an unlimited number of terms. All agencies on the Committee will select their own primary and alternate representatives to serve on the Committee. Representatives serving on the Committee will be expected to devote considerable time to implementing the projects and policies approved by PAC.

TECHNICAL COMMITTEE

PURPOSE: The Technical Committee is established by the Upper San Pedro Partnership (USPP) to provide technical reviews and advice to the Partnership, and to assist in getting technically correct information to the public.

DUTIES: The Technical Committee will be responsible for providing a technical review and analysis of, and/or providing the Partnership advice on, the following:

1. Information and data gathering activities and/or research undertaken by the USPP and its members.
2. Relevant research undertaken by other agencies to determine its applicability to Partnership activities.
3. Public outreach information intended for distribution to the public or others by the Partnership or its committees.
4. Information, data and studies provided by consultants for inclusion in the USPP Strategic Plan.
5. Vet potential yield on proposed projects that are intended for inclusion in calculations for the 321 report to Congress.
6. Perform such other duties as may be requested by the PAC to assist in the development and implementation of the USPP Strategic Plan.

ORGANIZATION AND MEETINGS: The Committee will elect a Chair and vice Chair to conduct its meetings and may establish and elect such other officers as may be necessary to conduct its business. The Chair and Vice Chair shall be elected in the first quarter of odd numbered years with unlimited terms. The duties of the Chair and Vice Chair include: setting the agenda, meeting dates & times; chairing the meeting; authorizing development and distribution of meeting notes or minutes; representing the committee at USPP authorized venues as necessary.

A quorum is 6 of the voting members currently serving. The Committee will seek to achieve a consensus but in the event that a consensus cannot be achieved in the adoptions of official actions, a majority vote of the members present, provided a quorum is present, will be required.

Frequency of meetings will be as determined by the Chair and confirmed by a majority of the committee, but in any event will be held no less than quarterly.

The Technical Committee will post its meeting agenda and write-up of meeting notes consisting of action items and agreements on the website. The meeting notes will be posted upon approval by the Chair, or by the Vice Chair when the meeting is chaired by the Vice Chair.

MEMBERSHIP AND APPOINTMENT: Voting members shall include science and/or engineering representatives from the following PAC member agencies:

- a. U.S. Geological Survey
- b. U.S. Bureau of Land Management

- c. USDA Agricultural Research Service
- d. U.S. Bureau of Reclamation
- e. AZ Department of Water Resources
- f. U.S. Fish & Wildlife Service
- g. The Nature Conservancy
- h. Cochise County
- i. Fort Huachuca
- j. City of Sierra Vista

Non-voting members are self-selected from the PAC member agencies. They enjoy full membership on the Tech Committee, but are not required for quorum purposes.

The Administrative staff for the USPP will be an ex-officio non-voting participant for purposes of providing general staff support and advice, and for coordination with the Partnership Advisory Commission and its committees.

**ELECTION OF OFFICERS and
AT-LARGE REPRESENTATIVE TO EXCOM**

Approved by PAC on September 12, 2007

ELECTION OF OFFICERS

The Partnership Advisory Commission shall elect a Chairperson to conduct its meetings and a Vice Chairperson to conduct meetings in the absence of the Chairperson. Beginning in 2008, nominations for officers will be accepted in the last regularly scheduled meeting of even-numbered calendar years and the election will be conducted at the first regularly scheduled meeting in the following calendar year (2009, 2011 etc.). In the event an officer cannot continue to serve in his/her elected capacity, the remaining officer shall request nominations from PAC members and hold an election for the unexpired term at the following meeting of PAC.

The Executive and Technical Committees will also hold elections for the positions of Chairperson and Vice Chairperson at their first regularly scheduled meeting in odd years beginning in 2009. Unlike PAC elections, the Executive and Technical Committees will accept nominations and elect officers in the same meeting.

ELECTION OF PAC AT-LARGE REPRESENTATIVE TO EXCOM

Beginning in 2008 at its last regularly scheduled meeting of the calendar year, PAC shall accept nominations and elect one-at-large representative to the Executive Committee from its membership *at the same meeting*. This should occur at the same meeting PAC accepts nominations for Chairperson and Vice Chairperson. The purpose of this timing is to ensure that the newly-elected PAC At-Large representative will be a member of Excom when Excom nominates and elects its officers.

ELECTION SCHEDULE

	Current Officers Elected	Nominations	Election
<u>PAC</u>	Jan. 2007	4Q08	1Q09
Excom	Jan 2006	1Q09	1Q09
Tech	Nov 2006	1Q09	1Q09
	<u>At-Large Delegate to Excom</u>	<u>Nominations & Election</u>	
PAC	Jan 2006	4Q08	

OPERATIONAL PROTOCOLS:
PAC MEETING AGENDAS AND MINUTES

PAC Approved 6/14/06

PURPOSE: These protocols are intended to ensure the principles of: Timely discussion of issues that bear on meeting the goal of the USPP; and the ability of all stakeholders to be aware of the discussions, decisions, and outcomes.

AGENDA FORMAT: The agenda for all regular meetings of the Advisory Commission shall follow the format outlined below:

1. Determination of a quorum
2. Approval of prior meeting minutes
3. List of report documents sent to each member under separate cover with an opportunity to ask questions. The reports will consist of the following:
 - a. Each standing committee chair report on all actions taken since their last meeting. These include minutes of those meetings.
 - b. Each Agency (city, county, state, federal, NGO) report on any actions they have taken that affects the USPP goal.
 - c. Activities of the Administrative staff, including a simple list of meetings attended, as well as an update on the status of the Strategic Plan and its adopted timelines.
 - d. Report from chair of PAC on the status of any items suggested and supported for inclusion on a future agenda.
4. Listing of items for discussion and/or determination at the specific meeting. These would include any items carried over from a prior meeting.
5. General public input

Note: The following procedure outlines the opportunity for each member to request an item for a future agenda of PAC or for consideration by one or more of the standing committees (form follows):

Requests by individual members will be done in writing on a form prepared for that purpose and submitted to the Administrative staff who will distribute the request via email to determine support for staffing and an eventual consideration of the item on a PAC agenda. Committee requests for issues to be placed on PAC agenda will be accomplished through the Chair of the specific committee(s) and the PAC Chair.

AGENDA PREPARATION: The agenda shall be set and distributed no later than close-of-business on the Thursday prior to the Wednesday PAC meeting. It should be noted that events can supersede this protocol under certain conditions.

1. The agenda and all accompanying reports and information will be sent via email to all member agencies and the 'interested party' list as developed over time.
2. Members are expected to bring with them to the meeting all of the documents in item #1.
3. A certain number of copies of the agenda and documents will be made available at the meeting, primarily for public members who may not currently be on the 'interested party' list.
4. In addition to the agenda items that have come through the process outlined in this document (see Agenda Format Note), items requested through the several Committees and their Chairs shall be included.
5. The timing of when an item reaches a specific meeting agenda can be negotiated through the PAC Chair, any appropriate Committee Chair(s), and the Administrative staff.

MINUTE FORMAT: Minutes shall utilize the same format as the agenda, noting the reports that were submitted prior to the meeting.

1. Questions raised for further clarification not obtained during the meeting shall be noted and assigned to a specific Committee or agency for further work. These questions will be part of that Committee or Agency report at the following meeting.
2. Agenda items for discussion and action will be summarized, with the resolution duly noted. Any member wishing their position to be specifically stated in the minutes may do so.
3. Items with requisite support for either placement on a future PAC agenda or assignment to a specific Committee will be listed with specific assignment to Committee or other party noted.

NOTICE: To ensure transparency within and without of PAC, all meetings will be noticed to the public; all meetings will be open to the public; and all meeting records will be available to the public.

UPPER SAN PEDRO PARTNERSHIP ADVISORY COMMISSION

REQUEST FOR AGENDA CONSIDERATION

Process: 1) Submit to Administrative staff by email or mail.

2) Administrative staff will distribute request via email to PAC membership to determine support for staffing and eventual consideration on PAC agenda.

Date of Request: _____

Person Making Request: _____

Contact Numbers: _____

Title of Agenda Item to be Considered: _____

Description of Item Including how the item benefits the goals of the USPP's Strategic Plan:

Reason for Request:

Has item been vetted through a USPP Committee? Yes ___ **No** ___

If yes, which committee and what was the outcome?

.....
(Administrative staff Use Only)

Date Received: _____ **Date Sent to PAC Members:** _____

Process Status: _____

Date Assigned for PAC Agenda: _____