

## Proposal to Jordan River Commission Member Entities for Interlocal Agreement Amendment

### INTRODUCTION AND PURPOSE

HB 251, passed during the 2015 legislative session, makes amendments to the governance of interlocal entities such as the Jordan River Commission (JRC). In order to comply with the law, the JRC Governing Board has determined that the current interlocal agreement (ILA) should be amended. The ILA provides that it may be amended at any time by the written approval of seventy-five percent (75%) of all current Members signatory to it. See list attached. Our preference is to have all Jordan River Commission Members to approve any ILA amendments.

Our review of the ILA brought attention to concerns that some of its current provisions may limit the ability of the JRC to act in a timely fashion and that these provisions are better addressed in the bylaws. We suggest that the amendments proposed for the ILA will not only address the requirements of HB251, but will also simplify the ILA and provide the Governing Board with flexibility to adapt to any future legislative amendments and to improve operations of the JRC as determined by the Governing Board from time to time.

The Governing Board recommends that these proposed amendments to the ILA be authorized by each of the JRC members and each member entities' representative to the Governing Board of the JRC bring this proposal to them for review and approval.

### PROPOSED INTERLOCAL AGREEMENT CHANGES

These changes, after approval by the necessary number of signatory entities, will be effective January 1, 2016.

#### **General Changes:**

1. Title, dates and language tense.

A number of small changes were made throughout the document to clarify that this not an entirely new agreement, but instead is amending the original Interlocal Cooperation Agreement that established the Jordan River Commission.

2. Terms.

- The term "Jordan River Commission" has been abbreviated to "Commission" throughout the document.
- The term "member" has been capitalized throughout the document when referring to Ex Officio or Government Members of the Jordan River Commission.

09/29/2015

## Specific Changes:

### 5.4 Ex Officio Members of the Board.

By a majority vote of the Governing Board, Ex-Officio ~~Members~~ may be appointed or removed from the Board as Ex Officio ~~Members~~. Ex Officio ~~Members~~ shall be selected from other interested parties including recreation organizations; water user organizations; and other public or non governmental organizations. Interested parties may petition the Governing Board to become Ex Officio Members. Ex Officio ~~Members~~ shall be voting members who serve terms of two years and shall pay dues in accordance with Sections 13.1 and 13.3. Ex Officio ~~Membership~~ shall continue for subsequent terms unless terminated by a majority vote of the Governing Board. After the Commission is established and the Governing Board has voted, those appointed to serve as Ex Officio ~~Members~~ of the Board shall be listed in Appendix 1 to this agreement, which Appendix shall be modified as the Governing Board adds to or deletes those who will serve. For every two governmental members of the Commission, one Ex Officio Member position will be added to the Governing Board. ~~Ex Officio members shall comprise one-third (1/3) of the total members of the Commission.~~ The actual number of Ex Officio ~~Members~~ shall vary from time to time as regular Members join or withdraw from participation in the Commission. ...

*Notes: There may be times when it is impossible to fill exactly 1/3 of the Board with Ex-officio positions filled with whole persons. For example, 19 governmental members on the Board creates space for 9.5 ex-officio positions.*

8.1.4.5 Review governmental agencies' ordinances, rules, standards, and regulations and recommend additions or changes in conformance with the Jordan River Blueprint, upon request of the affected member government.

*Notes: The practice of the Jordan River Commission is to proactively offer technical assistance, but to only engage in a formal review following an invitation from the member government.*

### 8.3 Review of Private Development Proposals.

Upon approval by the Board of processes for the review of private development plans, programs and proposals, including residential, commercial, and recreational developments, ("private submissions"), the Commission will review all such private submissions for lands within one-half mile from the River. The Commission shall review private development proposals as they occur, upon request of the affected Member or the private party. ...

*Notes: The practice of the Jordan River Commission is to proactively offer technical assistance, but to only engage in a formal review following an invitation from the member government.*

09/29/2015

#### 8.4 Review of Proposed Governmental Agency Actions.

Upon approval by the Board of processes for the review of government agency plans, programs, proposals, regulations, ordinances, rules or modifications thereof (“agency submissions”), the Commission will review all such agency submissions that affect lands within one-half mile from the River for consistency with the Jordan River Blueprint. The Commission shall review governmental agency actions as they occur, upon request of the affected Members.

...

*Notes: The practice of the Jordan River Commission is to proactively offer technical assistance, but to only engage in a formal review following an invitation from the member government.*

#### 9.3 Obligations Special and Limited.

...Members may enter into agreements to pledge revenues to finance projects undertaken by the Commission and to secure bonds issued by the Jordan River Commission to finance such projects undertaken by the Commission. ...

*Notes: This change clarifies that separate agreements will outline Commission and Member obligations for any financed projects.*

#### 10.4 Leadership.

The Governing Board shall have a Chair, ~~and a Vice-Chair, and Past Chair~~ elected by and from their members, whose term shall ~~expire every two years~~ be set in the By Laws. ~~The chair and vice-chair shall not serve successive terms.~~

*Notes: This change allows the Governing Board to make changes in the officers' terms and succession without the need to amend the ILA each time. The Governing Board will amend the bylaws to provide for a one-year term for each office and clarify that the limitation on succession is only for the specific office previously held, allowing the Vice-Chair to succeed the Chair.*

#### 11.1 Executive Committee.

The Governing Board shall have the authority to appoint an Executive Committee consisting of ~~not more than seven (7)~~ members of the Board.

*Notes: This change allows the Governing Board to make changes in the number of the Executive Committee without the need to amend the ILA each time. The By Laws will address the composition and size of the Executive Committee.*

09/29/2015

11.1.1 The Executive Committee shall include ~~a representative of the State of Utah, a Past Chair elected by the Board,~~ the Chair of the Board, the Vice-Chair of the Board and other members as determined by the Board through its bylaws.

*Notes: This change allows the Governing Board to determine and change the composition of the Executive Committee without the need to amend the ILA each time. The By Laws will address the composition and size of the Executive Committee. The Governing Board would like to add the immediate Past Chair as a member of the committee.*

11.1.4 The Governing Board may not delegate the following powers and duties: (i) the election of the Past Chair, Chair and Vice Chairs of the Board.; (ii) the election of the group representatives to the Executive Committee;...

11.4 Bylaws.

The Governing Board shall ~~have the authority to adopt~~ bylaws in compliance with state law and as otherwise deemed needed by the Governing Board and thereafter amend the bylaws in compliance with state law. The adoption and any amendments shall be by a seventy-five percent (75%) vote of the Board. Each Member shall receive a copy of the bylaws.

*Notes: This change allows the Governing Board to adapt to HB251 and future changes in state law without the need to amend the ILA each time.*

11.7 Policies and Procedures.

The Governing Board shall adopt policies and procedures in compliance with state law and as otherwise deemed needed by the Governing Board, and thereafter amend the policies and procedures. The adoption and amendments shall be by a majority vote of the Board. Each member shall receive a copy of the policies and procedures.

*Notes: This change allows the Governing Board to adapt to HB251 and future changes in state law without the need to amend the ILA each time.*

12.1.3 One appointed representative from the Department of Environmental Quality, Division of Water Quality and each of the following Divisions of the Department of Natural Resources: Division of Wildlife Resources, Division of Forestry, Fire and State Lands; Division of Parks and Recreation; and the Division of Water Resources, as determined by the Department;

~~12.1.5 One appointed representative of the Utah Department of Environmental Quality, as determined by the Department; and~~

*Notes: The section numbering was also updated after striking this section.*

09/29/2015

#### 12.2 Terms.

The terms of Technical Advisory Committee members shall each be appointed for four year terms of office. One half of the initial members shall serve two year terms as determined by lot be set in the By Laws. Reappointments and replacements shall be by appointment of the public agency who appointed the member being replaced or reappointed or by vote of the Ex Officio ~~m~~Members.

*Notes: This change allows the Governing Board to make changes in the technical committee members' terms without the need to amend the ILA each time. The By Laws will address the terms of the TAC members.*

#### 12.4 Leadership.

The Technical Advisory Committee shall have a Chair and a Vice-Chair elected by and from their members, whose term shall ~~expire every two years.~~ be set in the By Laws. ~~The chair and vice chair shall not serve successive terms.~~

*Notes: This change allows the Governing Board to make changes in the technical committee members' terms without the need to amend the ILA each time. The By Laws will address the terms of the TAC members.*

#### 13.4 Certified Annual Audit.

The Governing Board shall provide for a certified annual audit, or other financial reporting as required by law, of the accounts and records of the ~~Jordan River~~ Commission, which ~~audit~~ shall conform to generally accepted ~~auditing~~ accounting standards and requirements set forth by the Utah State Auditor. Such annual audit shall be open for inspection by each Member representative at all reasonable times.

*Notes: The Office of the Utah State Auditor changed its standards in 2014 to require the governing body of an entity whose revenues or expenditures of all funds are at least \$100,000 but less than \$500,000 to either "cause an annual audit to be made of its accounts by a competent, independent CPA or, unless otherwise required by external parties (bond/debt covenants, etc.), the governing body may cause an annual agreed-upon procedures engagement to be made of its accounts by a competent, independent CPA." This was again changed in 2015 to affect only entities with revenues or expenditures of funds between \$350,000 and \$750,000.*

*The Jordan River Commission has historically prepared an Agreed Upon Procedures report, and this language allows for the financial reporting and auditing procedures to adapt to the Commission's size and increasing revenue over time.*

09/29/2015

**Signature Page.**

IN WITNESS WHEREOF, the parties have signed and executed this Interlocal Cooperation Agreement amending the 2010 Interlocal Cooperation Agreement that created the Jordan River Commission, after resolution duly and lawfully passed, on the dates listed on the signatory pages, below, to become effective on the Effective Date, first written above.

*Notes: The previous version of the ILA did not include a separate signature page, but rather included the signature line on the last page of the ILA. This made compiling a master copy of the signed agreement difficult. A separate signature page simplifies the ability to add additional signatures to the document as new members join the JRC.*

09/29/2015

## SIGNATORY MEMBER ENTITIES

1. Cottonwood Heights
2. Davis County
3. Draper
4. Jordan Valley Water Conservancy District
5. North Salt Lake
6. Riverton
7. Salt Lake City
8. Salt Lake County
9. Sandy
10. Saratoga Springs
11. South Salt Lake
12. South Jordan
13. Taylorsville
14. Utah County
15. Utah Division of Water Quality
16. Utah Transit Authority
17. West Jordan
18. West Valley City
19. Utah Division of Forestry Fire and State Lands
20. Utah Division of Water Quality

(75% = 15)

## OTHER BOARD MEMBER ENTITIES

1. Chevron
2. Community At-large
3. Office of the Governor\*
4. Rocky Mountain Power
5. Tracy Aviary
6. The Jordan River Foundation
7. Tree Utah
8. Utah House of Representatives\*
9. Utah State Fairpark
10. Wasatch Rowing Foundation
11. Workers Compensation Fund
12. Zions Bank
13. Utah Lake Commission\*

\* Although there are individuals appointed to represent these public bodies on the Governing Board, these bodies are not "signatories" to the ILA.

09/29/2015

## PROPOSED BYLAW CHANGES

Updates to the By Laws will be considered by the Governing Board of the Jordan River Commission following the approval of the updated ILA by the individual members' governing bodies. The following is a summary of the changes proposed to the By Laws.

### Section 6.1 - Authorized Officers

There shall be a Chair, ~~and a Vice Chair~~ and Past Chair of the Governing Board, chosen from among Governing Board members who will conduct the business of the Governing Board. The Governing Board may appoint a Treasurer, chosen from among its membership or alternate member representatives. In addition to Governing Board Officers, there shall be an Executive Director who is an employee of the Commission. The Executive Director shall act as Secretary ~~and Treasurer~~ to the Governing Board.

### Section 6.2 - Election of Officers

The Chair and Vice-Chair shall be elected from among the official representatives on the Governing Board by a majority vote of the Governing Board. Initial elections of Chair and Vice-Chair shall be conducted at the first meeting of the Commission. Those individuals shall serve until the first meeting of the next full even numbered calendar year. Thereafter, elections shall be held bi-annually at the first meeting of the calendar year (even numbered years). ~~The Chair and Vice Chair shall not serve successive terms.~~ At this time, the Chair will move to the position of Past Chair. The Vice-Chair will be elevated to the office of Chair, and the Governing Board will elect a new Vice-Chair from the Board membership. ...

### Section 6.6 - Duties of Treasurer

The Treasurer will oversee the management of Commission finances by the Executive Director, preparation of regular statements of the conditions of the finances of the Commission for each regular meeting of the Governing Board and at such other times as shall be required, preparation of the annual budget proposal, preparation of the annual audit, and do and perform all duties appertaining to the office of Treasurer.

### Section 7.3- Purpose

The Executive Director shall act as the principal administrative officer of the Jordan River Commission as directed by the Governing Board and the Chair. The Executive Director shall serve as Secretary ~~and Treasurer~~ to the Governing Board.

7.5.12 - Be responsible for distributing monies payable according to the Commission's Fiscal Procedures Policy ~~and co-sign payments together with the Chair or Vice Chair (two signatures required);~~

10.2.1 - The Executive Committee shall include the Commission Chair, the Commission Vice Chair, the Commission immediate Past Chair and up to five other members as determined by the Board and noted in the official minutes of the Commission.