

Spokane River Regional Toxics Task Force
Administrative Work Group Meeting
July 19, 2012
Draft Meeting Notes

Attendees:

Kelsey Gray, Ruckleshaus Center
Doug Krappas, Inland Empire Paper Company
Dave Moss, Spokane County
Elizabeth Schoedel, City of Spokane

Adriane Borgias, Department of Ecology
Rick Eichstaedt, Spokane Riverkeeper

On Phone:

Sarah Hubbard Gray, SHG Consulting

Business Entity Discussion: Draft Articles of Incorporation

The Articles of Incorporation are the first documents that are filed and are more difficult to change. That is why they should be as simple as possible. The draft Articles of Incorporation were prepared using the concept draft that was approved by the Task Force and also a draft that was provided by Bruce Rawls. The Admin WG objective for today's meeting was to preview/discuss/approve for the upcoming SRRTTF meeting.

Points of Discussion

- How was the proposed Register Agent determined? Are there other options? Someone local in Spokane?

Action Item: Elizabeth Schoedel to follow up about options for the Registered Agent.

- Clarification about Article II, "Duration." This is standard language that gives the corporation the most flexibility with respect to dissolving the entity in the future.
- Clarification about Article VI and the Section 509 (a) discussion: this is a provision that protects the corporation's tax exempt status should the 501 (c)(3) status be lost.

Business Entity Discussion: Draft By-Laws

The Draft By-Laws were prepared using the concept draft that was approved by the Task Force and also a draft that was provided by Bruce Rawls. The Admin WG objective for today's meeting was to preview/discuss/approve for the upcoming SRRTTF meeting.

Points of Discussion

- How were the Board Directors and Members determined? This follows initial discussion that there would be just the dischargers who were on the Board. Then two additional Board positions were identified for other interests and the Tribe.
 - Board members are the 5 "Founding Members"
 - Members are the signatories to the MOA
- Discussion about role of members vs. role of Board. The intent is this:
 - Members are the signatories to the MOA
 - Board makes decisions relative to the corporation
 - Corporation acts at the direction of the SRRTTF

This is what was discussed at the time the concept paper was developed and in the SRRTTF.

The categories of participants in the SRRTTF are as follows:

- Signed MOA, Signed Financial Agreement, Voting members (Permittees and Stakeholders)
 - Signed MOA, Voting (Agency) [added to notes after meeting]
 - Signed MOA, Advisory (Sovereign)
 - Signed MOA, Signed Financial Agreement, Withdrew signature from MOA but not financial Agreement (Tribe)
 - Signed Letter of Support, Advisory (Sovereigns) [added to notes after meeting]
 - Advisory (Sovereigns) [added to notes after meeting]
- Discussion about membership dues
 - Role of members is to pay the base dues that run the corporation. This was previously discussed that base dues are needed to carry out the administrative functions of the organization. Dues rates would be determined by the SRRTTF and are variable by member.
 - Other monies would be contributed by members in accordance with interests in the particular project.

Discussion about whether this is appropriate for an agency like Ecology, who has signed the MOA but is nonvoting on the SRRTTF. Ecology is the only “member” in this category of the SRRTTF.

Path Forward with Documents

- Discussion about the need for further review of documents.
 - There needs to be the opportunity for attorney review of the document by the individual organizations.
 - Draft documents can be forwarded for review to identify if there are significant issues that need to be addressed.
 - It is expected that this will be a simple process and the documents can be prepared for approval at the SRRTTF meeting. If this doesn't happen then the Admin WG will replan the approach.

There is concern that this needs to be on a fast track since there are a number of activities in the SRRTTF that are happening concurrently, are synergistic and/or have dependencies. The desire is to accomplish the required Task Force and permit activities within the required schedules.

Action Item: Rick Eichstaedt and Elizabeth Schoedel to review and clarify the number of Board members and other language in Sections 4.1, 5.2, and 5.4 regarding membership. (COMPLETE)

Action Item: Adriane Borgias to distribute the Admin WG draft to the SRRTTF (entire) by posting on the SRRTTF Website for general review. Comments to be provided to Adriane Borgias by COB on August 2nd.

Action Item: Admin WG members to ensure that their interest groups are aware of the need to have attorney review and comment on the draft documents by COB August 2nd. Specifically:

- Sarah Hubbard Gray to communicate with the SRSP

- *Rick Eichstaedt to communicate with the Stakeholders (Lake Spokane Association, The Lands Council, and Riverkeepers)*
- *Adriane Borgias to communicate with Sovereigns/Agencies (Ecology, Spokane Regional Health, WA Department of Health, Tribes)*

Discussion about SRRTTF and Work Group meeting schedules

- Concept of reserved day

It was discussed that having a day of the week that is reserved for SRRTTF meetings makes the most sense so that people can reserve that time on their calendars on a regular basis.

Given that no day of the week is optimal for everyone, the fourth Wednesday was selected as the day that is optimal for most.

Regarding facilitator schedules: Adriane Borgias is unavailable from July 24th through August 5th, returning August 6th.

Kelsey Gray is unavailable the first Wednesday and Thursday of August.

Agenda items for the August SRRTTF meeting:

- Introduce Kelsey Gray
- Workshop updates
- What do the Work Groups do next? Brainstorm

Action Items: Schedule the next TTWG meeting and the next SRRTTF meeting as follows:

- *TTWG August 8th*
 - *Agenda: Bud Leber*
 - *Meeting Notices and Logistics: Adriane Borgias*
- *SRRTTF August 22, Location Spokane County Water Resources Center (reserved): 10-12 and 1-5*
 - *Agenda and lunch arrangements (Kelsey Gray)*
 - *Prepare meeting materials (Kelsey Gray)*
 - *Post meeting information on SRRTTF Website (Adriane Borgias)*
 - *Communicate meeting announcements, etc. to Task Force (Kelsey Gray)*
 - *Work Plan Objectives*
 - *Technical Consultant RFP (October?)*
- *Admin WG TBD*
 - *Agenda items include*
 - *Schedule for the year and goals relating to NPDES compliance (could be on SRRTTF agenda)*
 - *Clarify permit requirements*
 - *QAPPs: Comparison and possibility of single and/or standard QAPPs*

Post Meeting Discussion about Technical Consultant RFP

There is concern about the ability of the SRRTTF to hire the Technical Consultant RFP in a timely manner. A rough schedule was discussed and it was discussed that it would be difficult to select a consultant in order to obtain SRRTTF approval during the September meeting. A number of options were discussed.