

NO. 12-0145

BEFORE THE BOARD OF COUNTY COMMISSIONERS
OF SPOKANE COUNTY, WASHINGTON

IN THE MATTER OF RESCINDING)
RESOLUTION NO. 12-0032, AND)
AUTHORIZING THE EXECUTION OF A) **RESOLUTION**
MEMORANDUM OF AGREEMENT)
REGARDING SPOKANE RIVER)
REGIONAL TOXICS TASK FORCE)

WHEREAS, pursuant to the provisions of RCW 36.32.120(6), the Board of County Commissioners of Spokane County has the care of County property and the management of County funds and business; and

WHEREAS, pursuant to the provisions of chapter 36.94 RCW, Spokane County may construct, operate and maintain a “system of sewage” as that term is defined therein; and

WHEREAS, pursuant to the provisions of chapter 36.94 RCW, Spokane County has built a new 8 million gallon per day wastewater treatment plant known as the Spokane County Regional Water Reclamation Facility; and

WHEREAS, the National Pollutant Discharge Elimination System (NPDES) Waste Discharge Permit No. WA-0093317, issued to Spokane County on November 29, 2011 for the Spokane County Regional Water Reclamation Facility, requires the permittee to participate in the creation of and functions of a Regional Toxics Task Force; and

WHEREAS, Spokane County, the Spokane Riverkeeper, The Spokane Tribe of Indians, Ecology, and other NPDES permit holders have drafted an approach for working collaboratively to characterize the sources of toxics in the Spokane River and to identify and implement appropriate actions needed to make measurable progress towards meeting applicable water quality standards, which is titled “Spokane River Regional Toxics Task Force; Operational and Organizational Concepts”; and

WHEREAS, the parties desire to enter into a Memorandum of Agreement to more formally memorialize and bind the parties to the provisions of the operational and organizational concepts; and

WHEREAS, Board of County Commissioners approved Resolution No. 12-0032 on January 10, 2012, which (i) recognizes that document entitled, “Spokane River Regional Toxics Task Force Operational and Organizational Concepts,” dated November 29, 2011, and (ii) authorizes either the Chair or a majority of the Board of County Commissioners to execute the

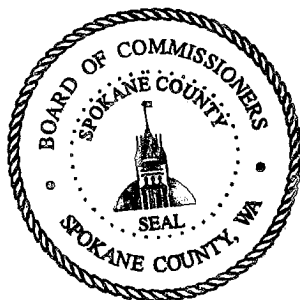
document titled "Memorandum of Agreement Regarding Spokane River Regional Toxics Task Force"; and

WHEREAS, the Washington Department of Ecology subsequently changed the signatory page and the first paragraph of the MOA, which referenced the parties to the MOA, and changed the reference date for the MOA to 01-23-2012.

NOW, THEREFORE, BE IT HEREBY RESOLVED by the Board of County Commissioners of Spokane County, that Resolution No. 12-0032 is hereby rescinded, along with the signed document entitled, "Spokane River Regional Toxics Task Force Operational and Organizational Concepts," dated November 29, 2011

BE IT FURTHER RESOLVED by the Board of County Commissioners of Spokane County, pursuant to provisions of RCW 36.32.120(6) and chapter 36.94 RCW, that the Board does hereby (i) recognize that document entitled, "Spokane River Regional Toxics Task Force Operational and Organizational Concepts," **dated 01-23-2012**, and (ii) authorizes either the Chair or a majority of the Board of County Commissioners to execute the document titled "Memorandum of Agreement Regarding Spokane River Regional Toxics Task Force".

PASSED AND ADOPTED this 21ST day of February, 2012.



BOARD OF COUNTY COMMISSIONERS
OF SPOKANE COUNTY, WASHINGTON

Todd Mielke, Chair

ATTEST:

Daniela Erickson
Clerk of the Board

12-0145

Mark Richard, Vice Chair

Al French, Commissioner

AGENDA SHEET

SUBMITTING DEPARTMENT: Division of Utilities

CONTACT PERSON: Bruce Rawls

PHONE NUMBER: 477-7289

CHECK TYPE OF MEETING ITEM BELOW:

2:00 PM CONSENT AGENDA: ☒

BY LEAVE: ☐

5:00 PM LEGISLATIVE SESSION: ☐

BY LEAVE: ☐

SPECIAL SESSION: ☐

BELOW FOR CLERK'S USE ONLY:

Clerk's Resolution No. 12-0145

Approved: Majority/Unanimous _____

Denied: Majority/Unanimous _____

Renews/Amends No. _____

Public Works No. _____

Purchasing Dept. No. _____

AGENDA TITLE: In the Matter of Rescinding Resolution No. 12-0032, and Authorizing the Execution of a Memorandum of Agreement Regarding Spokane River Regional Toxics Task Force

BACKGROUND: On January 10, 2012 the Board of County Commissioners approved Resolution No. 12-0032, which recognizes a document entitled, "Spokane River Regional Toxics Task Force Operational and Organizational Concepts," dated November 29, 2011, and authorizes either the Chair or a majority of the Board of County Commissioners to execute the document titled "Memorandum of Agreement Regarding Spokane River Regional Toxics Task Force".


However, the Washington Department of Ecology subsequently changed the signatory page and the first paragraph of the MOA, which referenced the parties to the MOA, and changed the reference date for the MOA to 01-23-2012. Thus, Resolution No. 12-0032 is needs to be rescinded, along with the signed document entitled, "Spokane River Regional Toxics Task Force Operational and Organizational Concepts," dated November 29, 2011.

Additionally, it is necessary that the document entitled, "Spokane River Regional Toxics Task Force Operational and Organizational Concepts," dated 01-23-2012 be recognized and authorize either the Chair or a majority of the Board of County Commissioners to execute the document titled "Memorandum of Agreement Regarding Spokane River Regional Toxics Task Force".

RECOMMENDATION: Please rescind Resolution No. 12-0032 and approve this Resolution.

FISCAL IMPACT:

SIGNATURES:



Department Head/Elected Official or
Designated Authority (Requesting Agenda Item)

Marshall Farnell
Chief Executive Officer

DISTRIBUTION AFTER COMMISSIONER ACTION: Utilities

☐ This item needs to be codified in the County Code Book.

City of Spokane City Clerk File No. _____
Spokane County File No. 12 - 0145

MEMORANDUM OF AGREEMENT REGARDING SPOKANE RIVER REGIONAL TOXICS TASK FORCE

THIS MEMORANDUM OF AGREEMENT is entered into and effective this first day of March, 2012, by and between the below signed parties (signature pages attached to back of document and signing parties are listed in the table at end of documents.).

RECITALS

WHEREAS, the parties have reached an agreement in principal relative to the organization and governance of the Spokane River Regional Toxics Task Force, as set forth in the document entitled "Spokane River Regional Toxics Task Force Operational and Organizational Concepts," ("Operational and Organizational Concepts") which is attached hereto as "Attachment A" and hereby incorporated by reference; and

WHEREAS, the parties desire to enter into a Memorandum of Agreement to more formally memorialize and bind the parties to the provisions of the Operational and Organizational Concepts; and

NOW, THEREFORE, in consideration of the foregoing recitals, incorporated herein, and the mutual promises and benefits exchanged by the parties herein, the parties do hereby agree as follows:

1. Operational and Organizational Concepts. The parties agree that the governance, roles and responsibilities, funding and other key aspects of the Spokane River Regional Toxics Task Force described in the Operational and Organizational Concepts are acceptable and will begin guiding implementation of the parties' participation in a regional effort to make measurable progress toward meeting applicable water quality criteria for PCBs.
2. Amendments. This Memorandum of Agreement may be changed, amended or modified at anytime through a written Amendment to this Agreement mutually agreed upon and signed by all parties.
3. Additional Parties. Additional parties may join the Spokane River Regional Toxics Task Force by duly authorized amendment to this Memorandum of Agreement in accordance with Section 2 herein, entitled "Amendments."
4. Term. This Memorandum of Agreement is effective when signed by all the parties and will continue in effect during the Ecology 2011 through 2016 NPDES wastewater permit cycle, and may continue in effect thereafter if future NPDES wastewater permits require participation in the Task Force. In the event any party to this Memorandum of Agreement withdraws from the Task Force, written notification shall be submitted to the

remaining parties. This Memorandum of Agreement shall remain in effect for all remaining participating parties.

5. Counterparts. This Memorandum of Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
6. Consideration. The consideration for this Memorandum of Agreement shall consist of the performance of the mutual promises and terms set forth herein.
7. Non-Waiver. No waiver by any party of any of the terms of this Memorandum of Agreement shall be construed as a waiver of the same or other rights of that party in the future.
8. Entire Memorandum of Agreement. This Memorandum of Agreement contains the entire understanding of the parties. No representations, promises, or agreements not expressed herein have been made to induce the parties to sign this Memorandum of Agreement.
9. Compliance with Laws. The parties shall observe all federal, state and local laws, ordinances and regulations, to the extent that they may be applicable to the terms of this Memorandum of Agreement.

ATTACHMENT A
Spokane River Regional Toxics Task Force
Operational and Organizational Concepts

Spokane River Regional Toxics Task Force

Attachment A:

Operational and Organizational Concepts

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Introduction

The 2011 Washington NPDES wastewater discharge permits issued by the Department of Ecology for facilities discharging into the Spokane River include the requirement for creation of a Regional Toxics Task Force (Task Force). These permits state that the Task Force membership should include the NPDES permittees in the Spokane River Basin, conservation and environmental interests, the Spokane Tribe of Indians, Spokane Regional Health District, Ecology, and other appropriate interests. It is anticipated that similar permit requirements will be in the permits issued to the NPDES permittees with facilities discharging to the Spokane River in Idaho by the Environmental Protection Agency. This MOA can be amended to accommodate addition of the Idaho NPDES permittees discharging to the Spokane River at that time. The following document provides an organizational structure, identification of the roles and responsibilities of the membership, and governance structure for formation of the Task Force. The goal of the Task Force will be to develop a comprehensive plan to bring the Spokane River into compliance with applicable water quality standards for PCBs.

For purposes of this Agreement, all references to “toxics” shall mean PCBs and Dioxins that were included on the Washington 2008, Category 5, 303(d) list.

To accomplish that goal it is anticipated that the Task Force functions will include:

- Identify data gaps and collect necessary data on PCBs and other toxics on the Washington 2008, Category 5, § 303(d) listing for the Spokane River.
- Further analyze the existing and future data to better characterize the amounts, sources, and locations of PCBs and other toxics as defined above entering the Spokane River.
- Prepare recommendations for controlling and reducing the sources of listed toxics in the Spokane River.
- Review proposed Toxic Management Plans, Source Management Plans, and BMPs.
- Monitor and assess the effectiveness of toxic reduction measures.
- Identify a mutually agreeable entity to serve as the clearinghouse for data, reports, minutes, and other information gathered or developed by the Task Force and its members. This information shall be made publicly available by means of a website and other appropriate means.

To accomplish these functions the Task Force will provide for an independent community technical advisor(s) who shall assist in review of data, studies, and control measures, as well as assist in providing technical education information to the public.

The permits also state that if Ecology determines the Task Force is failing to make measurable progress toward meeting applicable water quality criteria for PCBs, Ecology would be obligated

to proceed with development of a TMDL in the Spokane River for PCBs or determine an alternative to ensure water quality standards are met.

The permits require 1) the permittees to participate in a cooperative effort to create a Regional Toxics Task Force and participate in the functions of the Task Force, and 2) that by November 30, 2011, the Task Force shall provide Ecology with the details of the organizational structure, specific goals, funding and the governing documents of the Task Force. The following sections present the Task Force concept and organizational structure required by the permits:

Section 2. Task Force Vision Statement for 2012 through 2016.

Section 3. Task Force Goals Relating to NPDES Permit Compliance.

Section 4. Task Force Operating Guidelines.

Task Force Vision Statement for 2012 Through 2016

The following statement is the Task Force Vision Statement for the first five years, from 2012 through 2016:

The Regional Toxics Task Force will work collaboratively to characterize the sources of toxics in the Spokane River and identify and implement appropriate actions needed to make measurable progress towards meeting applicable water quality standards for the State of Washington, State of Idaho, and The Spokane Tribe of Indians and in the interests of public and environmental health.

Accomplishing this vision will involve, among other things, technical studies, monitoring, education, and recommendations for specific actions that will reduce toxics in the Spokane River. The Task Force will:

- Provide a forum for the review and discussion of Spokane River toxics issues.
- Participate in public education and engagement to advance the understanding of Spokane River toxics issues.
- Consider the results of past and future studies and implementation actions including those conducted by individual dischargers within their operations and/or service areas.
- Consider the technical studies needed to understand the sources of toxics and advance region-wide understanding of toxics in the Spokane River.
- Provide specific recommendations for the development of a Spokane River toxics reduction plan.

Significant efforts, collaboration and funding by many organizations will be required to identify and reduce the sources of toxics to the Spokane River. The Task Force will play a prominent role in this effort.

Specific Task Force Goals Relating to NPDES Permit Compliance

The specific goals for the Task Force during the 2011 to 2016 permit cycle following the Department of Ecology's acceptance, in consultation with other agency and sovereign government members, of the November 30, 2011 submittal required from the NPDES permittees are:

1. Within 12 months of Ecology's approval of the November 30, 2011 required Washington NPDES permittee submittal:
 - Initial Task Force funding will be confirmed.
 - Identification and contracting with appropriate staffing.
 - Development of a 2012 through 2016 Task Force work plan that addresses:
 - Approach for and analysis of existing data on PCB and other toxics on the Washington 2008, Category 5, § 303(d) list to (1) understand what is known, (2) identify data gaps, and (3) determine where additional characterization of amounts, sources and locations is needed.
 - Development and implementation of a Monitoring Plan for the Spokane River that, (1) establishes the baseline conditions for PCBs and the other identified toxics, (2) monitors and assesses the effectiveness of toxic reduction measures, and (3) can be adapted to take into account newly generated data and sampling techniques.
 - Identification or establishment of a publicly accessible clearinghouse for storing data, reports, Task Force meeting minutes or summaries, and other information gathered or developed by the Task Force and its members.
 - Review of proposed Toxic Management Plans, Source Management Plans, and BMPs.
 - Approach for preparing recommendations to control and reduce point and nonpoint sources of PCBs and other toxics, on the Washington 2008, Category 5, 303 (d) list, to the Spokane River.
 - Public education needs and approach, including pollution prevention and public and environmental health determinations
 - As appropriate, begin implementation of work plan elements.
2. Prior to submittal to Ecology, the Task Force will develop and review all documents related to a comprehensive plan identifying actions required to bring the Spokane River into water quality compliance for PCBs.

Task Force Operating Guidelines

These operating guidelines are intended to clarify the Task Force governance process. It is assumed that the Task Force will convene and stay operational during the 2011 through 2016 NPDES wastewater permit cycle, and may continue to operate as long as the Spokane River NPDES wastewater permits have requirements for participation in the Task Force. The following describe:

- Membership.
- Roles and Responsibilities.
- Organizational Structure.
- Decision Making.
- Funding.
- Meeting and Notices.
- Communications.
- Committees.
- Staffing.
- Work Plan.

Membership

The Task Force membership represents the Spokane River community. Membership in the Task Force is intended to encompass a wide field of expertise, community interest, and support a transparent process. Initial membership in the Task Force will include the following groups:

NPDES Permittee Membership:

NPDES permittee members of the Task Force shall consist of any private or public entity which is issued a NPDES permit for a discharge to the Spokane River, and which includes a permit requirement to participate in the Task Force. The NPDES permittee members will have the roles and responsibilities as described below. If an entity does not participate as a member of the Task Force, and in accordance with the NPDES permit condition, the issuing state or federal agency for that entity shall be responsible for enforcement of the permit condition. The Task Force does not have any regulatory authority over NPDES permittee members including any authority to determine non-compliance with any NPDES permit.

Agency and Sovereign Government Membership:

Agencies and sovereign governments that regulate or establish policies relating to PCBs and toxics shall be an Ex-officio Task Force member. Ex-officio, non-voting agency and sovereign government members shall include the WA State Department of Ecology (Ecology),

Environmental Protection Agency (EPA), Spokane Tribe of Indians, Coeur d'Alene Tribe of Indians, and Idaho Department of Environmental Quality (IDEQ). The agency and sovereign government members will have the roles and responsibilities as described below.

Additional Government Agency Membership:

Additional government agencies may include the Spokane Regional Health District, Washington State Department of Health, Idaho Department of Health, Idaho Panhandle Health District, Idaho NPDES wastewater permit holders, stormwater permit holders, and other appropriate interests. The additional government agency members will have the roles and responsibilities as described below.

Stakeholder Membership:

Stakeholders, other than those referenced above, with roles and responsibilities identified below will receive a letter of invitation to join the Task Force from Ecology within 30 days of approval of this document. Those invited organizations that provide, in writing, an interest in being a member of the Task Force within 30 days of notification will be considered a stakeholder member of the Task Force. After expiration of the initial invitation time period, a new member may be added to the Task Force only by a consensus vote of the existing members of the Task Force. The stakeholder members will have the roles and responsibilities as described below.

Membership Governance

Membership Primary and Alternate Delegates:

Each Task Force member organization will appoint a primary and an alternate delegate. Each entity's primary delegate will strive to attend all Task Force meetings. If the primary delegate is unable to attend, the alternate delegate will attend on the primary delegate's behalf and will have all the rights and responsibilities of the primary delegate. It is the responsibility of the primary delegate to brief their alternate on status of the Task Force. Task Force member organizations with more than one division, section, or department identifying Task Force interests, may have more than one representative become a Task Force member. However, for voting purposes, an entity can only have one representative vote.

Removal from Membership:

If a stakeholder member entity misses three consecutive meetings of the Task Force, the stakeholder member will be automatically removed from the Task Force. NPDES permittee, Ex-Officio sovereign and regulatory/governmental members will not be removed from the Task Force.

Non-Voting Participants:

Entities and individuals with an interest in Task Force proceedings may attend Task Force meetings and will be called upon to provide input when appropriate.

Spokane River Regional Toxics Task Force
MOA January 23, 2012
File Name: SRRTTF MOA Final 1-23-2012.docx
Roles and Responsibilities

Organization¹	Membership Type	Roles and Responsibilities
Washington NPDES Dischargers: City of Spokane, County of Spokane, Liberty Lake Sewer and Water District, Inland Empire Paper, Kaiser	NPDES Permittee Membership	<ul style="list-style-type: none"> • Comply with appropriate Task Force related permit conditions • Provide administrative oversight, coordination and funding for the operations of the Task Force • Participate in the formation and on-going functioning of Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Ensure regulatory agency concurrence/approval of any data collection/analysis work plans.
Ecology	Agency and Sovereign Government Membership	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member. • Participate in the formation and on-going functioning of the Task Force. • Provide regulatory oversight of Task Force actions relative to compliance with Washington permits issued • Provide and coordinate timely technical review and, as appropriate, approval of Task Force technical effort work plans. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Identify and assist in obtaining applicable grant funding for Task Force activities. • Lead consultation with EPA, the Spokane Tribe, IDEQ, Coeur d'Alene Tribe, and other appropriate agencies with respect to measurable progress and Task Force decisions. • Provide written approval of Task Force decisions, as appropriate.
EPA	Agency and Sovereign Government Membership	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member • Participate in the formation and on-going functioning of the Task Force. • Provide regulatory oversight of Task Force actions relative to compliance with permits issued. • Provide and coordinate timely technical review and, as appropriate, approval of Task Force technical effort work plans. • Participate in any technical sub-committees that may be

		<p>formed by Task Force, as appropriate.</p> <ul style="list-style-type: none"> • Identify and assist in obtaining applicable grant funding for Task Force activities. • Participate in consultation with Ecology, the Spokane Tribe, Coeur d'Alene Tribe, IDEQ, and other appropriate agencies with respect to measurable progress and Task Force decisions. • Provide written approval of Task Force decisions, as appropriate.
IDEQ	Agency and Sovereign Government Membership	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member. • Participate in the formation and on-going functioning of the Task Force. • Provide regulatory oversight of water quality standards. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Participate in consultation with EPA, Ecology, the Spokane Tribe, and other appropriate agencies with respect to measurable progress and Task Force decisions. • Provide written approval of Task Force decisions, as appropriate.
Spokane Tribe	Agency and Sovereign Government Membership	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member. • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Participate in consultation with EPA, Ecology, IDEQ, Coeur d'Alene Tribe, and other appropriate agencies with respect to measurable progress and Task Force decisions. • Provide written approval of Task Force decisions, as appropriate.
Coeur d'Alene Tribe	Agency and Sovereign Government Membership	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member. • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Participate in consultation with EPA, Ecology, Spokane Tribe, IDEQ, and other appropriate agencies with respect

		<p>to measurable progress and Task Force decisions.</p> <ul style="list-style-type: none"> • Provide written approval of Task Force decisions, as appropriate.
Spokane Regional Health District	Additional Government Agency Membership	<ul style="list-style-type: none"> • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.
Washington State Department of Health	Additional Government Agency Membership	<ul style="list-style-type: none"> • Provide public health and technical oversight relating to fish advisories. • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.
Stormwater Agencies ²	NPDES Permittee Membership	<ul style="list-style-type: none"> • Participate in the formation and on-going functioning of the Task Force. • Participate in funding Task Force activities relating to Stormwater. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.
Conservation/Community/Environmental Interests	Stakeholder Membership	<ul style="list-style-type: none"> • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.
Other Appropriate Interest ³	Stakeholder Membership	<ul style="list-style-type: none"> • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.

Notes:

1. It is anticipated that SRRTTF will have approximately 15-20 active members.
2. Stormwater agencies include Spokane County Stormwater, City of Spokane Valley, City of Spokane, City of Millwood, Washington State Department of Transportation, Stevens County and other appropriate agencies. Stormwater agencies will have an independent vote unless they are part of an entity also represented on the Task Force. In instances where one entity has more than one representative on the Task Force, they will share one vote for decision making purposes.
3. Potential appropriate interests include but not limited to: Avista Corp, Counties, Agencies and others.

Organizational Structure

The Task Force will be formed and operate under this Memorandum of Agreement which provides the Task Force structure and governing principles. A more robust organizational structure may be required to address the administrative, funding and contractual needs of the Task Force.

Decision Making

The Task Force will strive to reach consensus on all Task Force decisions. If the Task Force is unable to reach consensus, a “unanimity minus one” decision rule will be used as described below. A simple majority of the voting Task Force members shall constitute a quorum. A quorum must be present before a decision can be brought to a vote.

Consensus / “Unanimity Minus One” Decision Making Process:

The goal of the decision making process is to come to a decision that Task Force members can support following a respectful hearing of all concerns. The Task Force will use consensus-based decision making to guide the efforts toward studying, developing and implementing a comprehensive adaptive management plan to meet water quality standards in the Spokane River.

During the Task Force set-up/implementation phase, while the Task Force is in the facilitator/administrator candidate identification process, a meeting facilitator will be needed. The Task Force members present at each meeting will select/request that an Ex-officio member facilitate the meeting. Once the Facilitator/Administrator is retained, they will take over the role of meeting facilitator. The facilitator will endeavor to reach true consensus on Task Force decisions as follows:

Consensus on a decision about a project, recommendation or other action the Task Force plans to take will be reached when the voting membership present can make one of the following statements about the decision:

- I agree with the decision and will publicly support it
- I agree with the decision, but will refrain from publicly supporting it
- I can live with the decision (and won't disparage it in public)

If a member cannot support a decision, that member shall present a solution to the full group for discussion and consideration. However, the Facilitator has the authority to cut off discussion, if no further progress is being made toward resolving the concerns of voting members. When consensus is not reached, the Facilitator will move to a “unanimity minus one” decision rule described as follows:

A 'unanimity minus one' decision rule will be used to confirm and finalize consensus-based decisions. Whenever a decision is to be made, it will be an affirmative decision if one or fewer of the attending members oppose the proposed decision and vote accordingly. If two, or more, of the attending members oppose the proposed decision and vote accordingly, the decision will not be affirmed.

Any decision by the Task Force will be based on a vote of the members in attendance at a meeting where a decision is made. Decisions will not be made on topics that are not included on a meeting agenda, or on topics where associated documents were not sent out with the agenda. Meeting notices, agendas, and associated documents will be sent out no less than five business days prior to a Task Force meeting. Each Task Force voting member organization, authorized delegate, will represent one vote for decision making purposes. Any attending member or technical expert may be called upon to provide information during the decision making discussion process.

Once a decision is made, and the meeting has ended, a decision will not be revisited unless the members, by consensus, agree to bring the decision back to the table for further consideration. Once the Task Force membership agrees to reopen a topic, the decision making process must be followed to change the original decision.

The Task Force does not make decisions about the funding contributions from Task Force members to the Task Force, or how NPDES permittees meet permit requirements.

Dispute Resolution

If Task Force decisions cannot be reached through the consensus /'unanimity minus one' based decision making process described above, the Task Force may request that the issue be forwarded to dispute resolution. Depending on the issue and related decision needed, the dispute resolution will be addressed by appropriate agency and sovereign government members, and/or any voting Task Force members and any appropriate technical consultants.

In the event a NPDES permit holder disputes a decision by the Task Force that impacts compliance with their permit, that dispute may be presented to the agency responsible for issuing the permit to the permit holder. The agency that issued the permit will consult with the other regulatory agencies/sovereigns to come to resolution and provide direction to the Task Force. The resolution by the agency that issued the permit will not be binding on the NPDES permit holder unless it is issued as a permit modification or administrative order, unless the agency and NPDES permit holder agree that a permit modification or administrative order is not necessary. If the permitting agency reaches the conclusion that a dispute resolution request does not pertain to an applicable permit condition, it reserves the right to return the dispute to the Task Force without opinion.

Task Force Funding

It is anticipated that Task Force funding will be provided by a combination of private and public sources including but not limited to Task Force members, non-members, grants, governmental agency contributions, sovereign contributions, and other identified outside sources. Funding will be required for administrative, technical support, and implementation activities. Regulatory agencies have agreed to provide up to fifty percent of the first year administrative operational costs up to \$50,000. The NPDES permittees and other Task Force members will provide a commitment for the remaining administrative operational budget for the first year by the signing deadline, February 1, 2012.

Ecology will be the contracting entity for the first year; however, Ecology assumes that the administrative and contractual needs will be transferred to the Task Force upon adoption of an organizational structure that supports these activities or after the first operational year, whichever occurs first. Funding beyond the first year administrative costs will be provided by a combination of private and public sources including but not limited to Task Force members, non-members, grants, agency contributions, sovereign contributions, and other outside sources.

Meetings and Notices

The Task Force will meet at least four (4) times (approximately quarterly) per year, but may meet more frequently when appropriate for selection of consultants, for decision making, for review of project recommendations, review of work plans, for review of data and results, or other activities. It is expected that the Task Force will meet more frequently during the first year. The Task Force may adjust the frequency or schedule of meetings however, all members must be notified prior to a change in the meeting schedule or if additional meetings are implemented.

All Task Force members will strive to participate in the Task Force meetings in person. If the primary or alternate member is unavailable to attend in person, and if they provide advance notice to the meeting facilitator, participation through electronic means will be allowable if available.

The Task Force will be as open and transparent as possible. A person will be selected to take notes at the meeting and meeting notes will be sent out to those present for edit/comment. Once meeting minutes are finalized, they will be made available. The Task Force will provide a document review process and will identify a mutually agreeable entity to serve as a clearing house for data, reports, minutes, and other information gathered or developed by the Task Force. This information shall be made publicly available by means of a website and other appropriate means.

The Task Force will strive to meet the following:

- All meetings open to the public.

- Task Force can't require members of public to "register" name, affiliation, or other information in order to attend meeting.
- Task Force can remove disruptive members of the public who interfere with orderly conduct of a meeting.
- No voting by secret ballot.
- The public is not entitled to speak at meetings (although usually opportunity is provided, with specific/consistent procedural guidelines).
- Task Force is held to the following specific procedure for meeting notices:
 - Contents of notice:
 - The time and place.
 - The business to be transacted.
 - Timing of notice - written notice must be delivered personally, by mail, by fax, or by e-mail at least five business days before the time of the meeting to all members of the Task Force. A special meeting may be held with 24 hours notice, but no decisions will be made at special meetings.
 - Notice of change in date, location, time of meetings.
- The Task Force may take final action only concerning matters identified in the notice of the meeting.
- As available, the minutes from meeting will be posted to the website.
- No member will act as a representative of the Task Force unless assigned as such through a vote of the membership.

Communications

We have developed the following operating protocol regarding how we work together.

- To promote trust and respect, in our work together we agree to:
 - Respect each other in and outside of meetings.
 - Operate in good faith.
 - No backroom deals.
 - Respect the personal integrity and values of participants and organizations.
 - All participants in the negotiation bring with them the legitimate purposes and goals of their organizations. All parties recognize the legitimacy of the goals of others and assume that their goals will also be respected. These negotiations will try to maximize all the goals of all the parties, as far as possible.
 - Honor agreements; commitments will not be made lightly and will be kept.

- Regard disagreements as “problems to be solved,” rather than as “battles to be won.”
- To enhance open and honest dialogue, we will:
 - Participate in discussions and will encourage each other to “explore without committing.” This frees up the group to explore potential solutions without viewing those explorations as formal proposals.
 - State interests, problems, and opportunities, not positions – positive candor is an effective tool.
 - Air problems, disagreements, and critical information during meetings to avoid surprises.
 - Commit to search for opportunities and alternatives. Group creativity can often determine the best solution.
 - Substantiate rumors at the meeting before accepting them as fact.
- To communicate clearly in specific discussions, we agree to:
 - Disclose interest.
 - Listen fully to understand.
 - Look for ways to address not only your own interests, but those of others as well.
 - Participate, share the floor, be concise.
 - Look ahead – acknowledge the past but don’t rehash it.
 - Be explicit and factual – ask for clarification if confused.
- To ensure inclusivity and transparency, we acknowledge and expect that:
 - Participants represent a broad range of interests, each having concerns about the outcome of the issues.
 - Participants commit to keeping their colleagues/constituents informed about progress.
 - Participants will not publicly represent the views of others.

Committees

The Task Force has the option to form Committees, provided it is determined by the Task Force that committees will improve the effectiveness and efficiency of the Task Force. Task Force members and appointed members may participate in committees. The Task Force will designate a chair for each committee formed from the membership of the committee. The committee chair will provide regular updates to the Task Force on the efforts and recommendations of the committee.

Appropriate Staffing

The Task Force will select staff and a technical consultant. The Task Force will select staff through an open and competitive process.

Facilitator/Coordinator

The role of the facilitator will be as follows:

- Keep website up to date.
- Post meeting notices.
- Manage the meeting agenda.
- Facilitate decision-making process.
- Keep meeting minutes.
- Post information from meetings on website.
- Facilitate communications between Task Force and the public.

Technical Consultants

The Task Force will hire one or more independent technical consultants. The role of the technical consultant will be as follows:

- Provide unbiased scientific and technical assistance.
- Review work plan.
- Provide technical guidance.
- Facilitate technical communications between Task Force members and the public.

Task Force Work Plan

During the first year, the Task Force will develop a five-year work plan (2012 to 2016) for review by lead regulatory agency in consultation with the other appropriate agencies and tribal governments. The first work plan will contain first year specific tasks and projected five year conceptual work plan needed to meet the permit requirement of a comprehensive plan for PCBs. Each year, a work plan with specific activities for the upcoming year will be submitted. The work plan will clearly demonstrate a relationship to development of a comprehensive plan.

The Task Force will address agency comments and revise the annual plan as needed. The revised work plan will be submitted to the agencies for final approval. The agencies will approve the work plan and confirm that the work plan will meet regulatory requirements with respect to permit compliance and activities required to develop a comprehensive plan.

Table 1 Amendment and Signatory Tacking

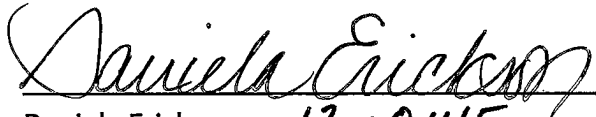
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Signature Pages

Adopted by the Board of County Commissioners of Spokane County, Washington this
10th day of January, 2012.



ATTEST:


Daniela Erickson 12 - 0145
Clerk of the Board


Todd Mielke, Chair


Mark Richard, Vice-Chair


Al French, Commissioner

City of Spokane City Clerk File No. _____
Spokane County File No. 12-0032

**MEMORANDUM OF AGREEMENT REGARDING
SPOKANE RIVER REGIONAL TOXICS TASK FORCE**

THIS MEMORANDUM OF AGREEMENT is entered into and effective this 10th day of January 2012, by and between the Washington State Department of Ecology, the United States Environmental Protection Agency, the Spokane Tribe of Indians, the Coeur d'Alene Tribe of Indians, Idaho Department of Environmental Quality, Spokane County, the City of Spokane, the Liberty Lake Sewer and Water District, Inland Empire Paper Company, Kaiser Aluminum Washington, LLC, the Spokane Riverkeeper (a program of the Center for Justice), The Lands Council, and the Sierra Club, collectively referred to as "the parties."

RECITALS

WHEREAS, the parties have reached an agreement in principal relative to the organization and governance of the Spokane River Regional Toxics Task Force, as set forth in the document entitled "Spokane River Regional Toxics Task Force Operational and Organizational Concepts," ("Operational and Organizational Concepts") which is attached hereto as "Attachment A" and hereby incorporated by reference; and

WHEREAS, the parties desire to enter into a Memorandum of Agreement to more formally memorialize and bind the parties to the provisions of the Operational and Organizational Concepts; and

NOW, THEREFORE, in consideration of the foregoing recitals, incorporated herein, and the mutual promises and benefits exchanged by the parties herein, the parties do hereby agree as follows:

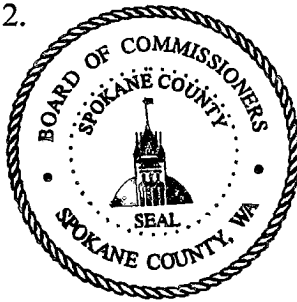
1. Operational and Organizational Concepts. The parties agree that the governance, roles and responsibilities, funding and other key aspects of the Spokane River Regional Toxics Task Force described in the Operational and Organizational Concepts are acceptable and will begin guiding implementation of the parties' participation in a regional effort to make measurable progress toward meeting applicable water quality criteria for PCBs.
2. Amendments. This Memorandum of Agreement may be changed, amended or modified at anytime through a written Amendment to this Agreement mutually agreed upon and signed by all parties.
3. Additional Parties. Additional parties may join the Spokane River Regional Toxics Task Force by duly authorized amendment to this Memorandum of Agreement in accordance with Section 2 herein.
4. Term. This Memorandum of Agreement is effective when signed by all the parties and will continue in effect during the Ecology 2011 through 2016 NPDES wastewater permit

cycle, and may continue in effect thereafter if future NPDES wastewater permits require participation in the Task Force. In the event any party to this Memorandum of Agreement withdraws from the Task Force, written notification shall be submitted to the remaining parties. This Memorandum of Agreement shall remain in effect for all remaining participating parties.

5. Counterparts. This Memorandum of Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.
6. Consideration. The consideration for this Memorandum of Agreement shall consist of the performance of the mutual promises and terms set forth herein.
7. Non-Waiver. No waiver by any party of any of the terms of this Memorandum of Agreement shall be construed as a waiver of the same or other rights of that party in the future.
8. Entire Memorandum of Agreement. This Memorandum of Agreement contains the entire understanding of the parties. No representations, promises, or agreements not expressed herein have been made to induce the parties to sign this Memorandum of Agreement.
9. Compliance with Laws. The parties shall observe all federal, state and local laws, ordinances and regulations, to the extent that they may be applicable to the terms of this Memorandum of Agreement.

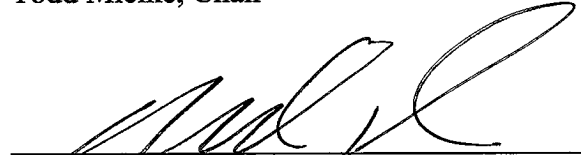
Signature Page

ADOPTED by the Board of County Commissioners of Spokane County, Washington this
10th day of January, 2012.



ATTEST:


Todd Mielke, Chair


Mark Richard, Vice- Chair


Daniela Erickson 12-0032
Clerk of the Board


Al French, Commissioner

ATTACHMENT A
Spokane River Regional Toxics Task Force
Operational and Organizational Concepts

Spokane River Regional Toxics Task Force

Attachment A:

Operational and Organizational Concepts

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Introduction

The 2011 Washington NPDES wastewater discharge permits issued by the Department of Ecology for facilities discharging into the Spokane River include the requirement for creation of a Regional Toxics Task Force (Task Force). These permits state that the Task Force membership should include the NPDES permittees in the Spokane River Basin, conservation and environmental interests, the Spokane Tribe of Indians, Spokane Regional Health District, Ecology, and other appropriate interests. It is anticipated that similar permit requirements will be in the permits issued to the NPDES permittees with facilities discharging to the Spokane River in Idaho by the Environmental Protection Agency. This MOA can be amended to accommodate addition of the Idaho NPDES permittees discharging to the Spokane River at that time. The following document provides an organizational structure, identification of the roles and responsibilities of the membership, and governance structure for formation of the Task Force. The goal of the Task Force will be to develop a comprehensive plan to bring the Spokane River into compliance with applicable water quality standards for PCBs.

For purposes of this Agreement, all references to “toxics” shall mean PCBs and Dioxins that were included on the Washington 2008, Category 5, 303(d) list.

To accomplish that goal it is anticipated that the Task Force functions will include:

- Identify data gaps and collect necessary data on PCBs and other toxics on the Washington 2008, Category 5, § 303(d) listing for the Spokane River.
- Further analyze the existing and future data to better characterize the amounts, sources, and locations of PCBs and other toxics as defined above entering the Spokane River.
- Prepare recommendations for controlling and reducing the sources of listed toxics in the Spokane River.
- Review proposed Toxic Management Plans, Source Management Plans, and BMPs.
- Monitor and assess the effectiveness of toxic reduction measures.
- Identify a mutually agreeable entity to serve as the clearinghouse for data, reports, minutes, and other information gathered or developed by the Task Force and its members. This information shall be made publicly available by means of a website and other appropriate means.

To accomplish these functions the Task Force will provide for an independent community technical advisor(s) who shall assist in review of data, studies, and control measures, as well as assist in providing technical education information to the public.

The permits also state that if Ecology determines the Task Force is failing to make measurable progress toward meeting applicable water quality criteria for PCBs, Ecology would be obligated

to proceed with development of a TMDL in the Spokane River for PCBs or determine an alternative to ensure water quality standards are met.

The permits require 1) the permittees to participate in a cooperative effort to create a Regional Toxics Task Force and participate in the functions of the Task Force, and 2) that by November 30, 2011, the Task Force shall provide Ecology with the details of the organizational structure, specific goals, funding and the governing documents of the Task Force. The following sections present the Task Force concept and organizational structure required by the permits:

Section 2. Task Force Vision Statement for 2012 through 2016.

Section 3. Task Force Goals Relating to NPDES Permit Compliance.

Section 4. Task Force Operating Guidelines.

Task Force Vision Statement for 2012 Through 2016

The following statement is the Task Force Vision Statement for the first five years, from 2012 through 2016:

The Regional Toxics Task Force will work collaboratively to characterize the sources of toxics in the Spokane River and identify and implement appropriate actions needed to make measurable progress towards meeting applicable water quality standards for the State of Washington, State of Idaho, and The Spokane Tribe of Indians and in the interests of public and environmental health.

Accomplishing this vision will involve, among other things, technical studies, monitoring, education, and recommendations for specific actions that will reduce toxics in the Spokane River. The Task Force will:

- Provide a forum for the review and discussion of Spokane River toxics issues.
- Participate in public education and engagement to advance the understanding of Spokane River toxics issues.
- Consider the results of past and future studies and implementation actions including those conducted by individual dischargers within their operations and/or service areas.
- Consider the technical studies needed to understand the sources of toxics and advance region-wide understanding of toxics in the Spokane River.
- Provide specific recommendations for the development of a Spokane River toxics reduction plan.

Significant efforts, collaboration and funding by many organizations will be required to identify and reduce the sources of toxics to the Spokane River. The Task Force will play a prominent role in this effort.

Specific Task Force Goals Relating to NPDES Permit Compliance

The specific goals for the Task Force during the 2011 to 2016 permit cycle following the Department of Ecology's acceptance, in consultation with other agency and sovereign government members, of the November 30, 2011 submittal required from the NPDES permittees are:

1. Within 12 months of Ecology's approval of the November 30, 2011 required Washington NPDES permittee submittal:
 - Initial Task Force funding will be confirmed.
 - Identification and contracting with appropriate staffing.
 - Development of a 2012 through 2016 Task Force work plan that addresses:
 - Approach for and analysis of existing data on PCB and other toxics on the Washington 2008, Category 5, § 303(d) list to (1) understand what is known, (2) identify data gaps, and (3) determine where additional characterization of amounts, sources and locations is needed.
 - Development and implementation of a Monitoring Plan for the Spokane River that, (1) establishes the baseline conditions for PCBs and the other identified toxics, (2) monitors and assesses the effectiveness of toxic reduction measures, and (3) can be adapted to take into account newly generated data and sampling techniques.
 - Identification or establishment of a publicly accessible clearinghouse for storing data, reports, Task Force meeting minutes or summaries, and other information gathered or developed by the Task Force and its members.
 - Review of proposed Toxic Management Plans, Source Management Plans, and BMPs.
 - Approach for preparing recommendations to control and reduce point and nonpoint sources of PCBs and other toxics, on the Washington 2008, Category 5, 303 (d) list, to the Spokane River.
 - Public education needs and approach, including pollution prevention and public and environmental health determinations
 - As appropriate, begin implementation of work plan elements.
2. Prior to submittal to Ecology, the Task Force will develop and review all documents related to a comprehensive plan identifying actions required to bring the Spokane River into water quality compliance for PCBs.

Task Force Operating Guidelines

These operating guidelines are intended to clarify the Task Force governance process. It is assumed that the Task Force will convene and stay operational during the 2011 through 2016

NPDES wastewater permit cycle, and may continue to operate as long as the Spokane River NPDES wastewater permits have requirements for participation in the Task Force. The following describe:

- Membership.
- Roles and Responsibilities.
- Organizational Structure.
- Decision Making.
- Funding.
- Meeting and Notices.
- Communications.
- Committees.
- Staffing.
- Work Plan.

Membership

The Task Force membership represents the Spokane River community. Membership in the Task Force is intended to encompass a wide field of expertise, community interest, and support a transparent process. Initial membership in the Task Force will include the following groups:

NPDES Permittee Membership:

NPDES permittee members of the Task Force shall consist of any private or public entity which is issued a NPDES permit for a discharge to the Spokane River, and which includes a permit requirement to participate in the Task Force. The NPDES permittee members will have the roles and responsibilities as described below. If an entity does not participate as a member of the Task Force, and in accordance with the NPDES permit condition, the issuing state or federal agency for that entity shall be responsible for enforcement of the permit condition. The Task Force does not have any regulatory authority over NPDES permittee members including any authority to determine non-compliance with any NPDES permit.

Agency and Sovereign Government Membership:

Agencies and sovereign governments that regulate or establish policies relating to PCBs and toxics shall be an Ex-officio Task Force member. Ex-officio, non-voting agency and sovereign government members shall include the WA State Department of Ecology (Ecology), Environmental Protection Agency (EPA), Spokane Tribe of Indians, Coeur d'Alene Tribe of Indians, and Idaho Department of Environmental Quality (IDEQ). The agency and sovereign government members will have the roles and responsibilities as described below.

Additional Government Agency Membership:

Additional government agencies may include the Spokane Regional Health District, Washington State Department of Health, Idaho Department of Health, Idaho Panhandle Health District, Idaho NPDES wastewater permit holders, stormwater permit holders, and other appropriate interests. The additional government agency members will have the roles and responsibilities as described below.

Stakeholder Membership:

Stakeholders, other than those referenced above, with roles and responsibilities identified below will receive a letter of invitation to join the Task Force from Ecology within 30 days of approval of this document. Those invited organizations that provide, in writing, an interest in being a member of the Task Force within 30 days of notification will be considered a stakeholder member of the Task Force. After expiration of the initial invitation time period, a new member may be added to the Task Force only by a consensus vote of the existing members of the Task Force. The stakeholder members will have the roles and responsibilities as described below.

Membership Governance

Membership Primary and Alternate Delegates:

Each Task Force member organization will appoint a primary and an alternate delegate. Each entity's primary delegate will strive to attend all Task Force meetings. If the primary delegate is unable to attend, the alternate delegate will attend on the primary delegate's behalf and will have all the rights and responsibilities of the primary delegate. It is the responsibility of the primary delegate to brief their alternate on status of the Task Force. Task Force member organizations with more than one division, section, or department identifying Task Force interests, may have more than one representative become a Task Force member. However, for voting purposes, an entity can only have one representative vote.

Removal from Membership:

If a stakeholder member entity misses three consecutive meetings of the Task Force, the stakeholder member will be automatically removed from the Task Force. NPDES permittee, Ex-Officio sovereign and regulatory/governmental members will not be removed from the Task Force.

Non-Voting Participants:

Entities and individuals with an interest in Task Force proceedings may attend Task Force meetings and will be called upon to provide input when appropriate.

Roles and Responsibilities

Organization¹	Membership Type	Roles and Responsibilities
---------------------------------	------------------------	-----------------------------------

<p>Washington NPDES Dischargers: City of Spokane, County of Spokane, Liberty Lake Sewer and Water District, Inland Empire Paper, Kaiser</p>	<p>NPDES Permittee Membership</p>	<ul style="list-style-type: none"> • Comply with appropriate Task Force related permit conditions • Provide administrative oversight, coordination and funding for the operations of the Task Force • Participate in the formation and on-going functioning of Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Ensure regulatory agency concurrence/approval of any data collection/analysis work plans.
<p>Ecology</p>	<p>Agency and Sovereign Government Membership</p>	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member. • Participate in the formation and on-going functioning of the Task Force. • Provide regulatory oversight of Task Force actions relative to compliance with Washington permits issued • Provide and coordinate timely technical review and, as appropriate, approval of Task Force technical effort work plans. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Identify and assist in obtaining applicable grant funding for Task Force activities. • Lead consultation with EPA, the Spokane Tribe, IDEQ, Coeur d'Alene Tribe, and other appropriate agencies with respect to measurable progress and Task Force decisions. • Provide written approval of Task Force decisions, as appropriate.
<p>EPA</p>	<p>Agency and Sovereign Government Membership</p>	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member • Participate in the formation and on-going functioning of the Task Force. • Provide regulatory oversight of Task Force actions relative to compliance with permits issued. • Provide and coordinate timely technical review and, as appropriate, approval of Task Force technical effort work plans. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Identify and assist in obtaining applicable grant funding for Task Force activities.

		<ul style="list-style-type: none"> • Participate in consultation with Ecology, the Spokane Tribe, Coeur d'Alene Tribe, IDEQ, and other appropriate agencies with respect to measurable progress and Task Force decisions. • Provide written approval of Task Force decisions, as appropriate.
IDEQ	Agency and Sovereign Government Membership	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member. • Participate in the formation and on-going functioning of the Task Force. • Provide regulatory oversight of water quality standards. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Participate in consultation with EPA, Ecology, the Spokane Tribe, and other appropriate agencies with respect to measurable progress and Task Force decisions. • Provide written approval of Task Force decisions, as appropriate.
Spokane Tribe	Agency and Sovereign Government Membership	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member. • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Participate in consultation with EPA, Ecology, IDEQ, Coeur d'Alene Tribe, and other appropriate agencies with respect to measurable progress and Task Force decisions. • Provide written approval of Task Force decisions, as appropriate.
Coeur d'Alene Tribe	Agency and Sovereign Government Membership	<ul style="list-style-type: none"> • Participate as an ex-officio, non-voting Task Force member. • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate. • Participate in consultation with EPA, Ecology, Spokane Tribe, IDEQ, and other appropriate agencies with respect to measurable progress and Task Force decisions. • Provide written approval of Task Force decisions, as appropriate.

Spokane River Regional Toxics Task Force
MOA November 29, 2011

Spokane Regional Health District	Additional Government Agency Membership	<ul style="list-style-type: none"> • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.
Washington State Department of Health	Additional Government Agency Membership	<ul style="list-style-type: none"> • Provide public health and technical oversight relating to fish advisories. • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.
Stormwater Agencies ²	NPDES Permittee Membership	<ul style="list-style-type: none"> • Participate in the formation and on-going functioning of the Task Force. • Participate in funding Task Force activities relating to Stormwater. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.
Conservation/Community/Environmental Interests	Stakeholder Membership	<ul style="list-style-type: none"> • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.
Other Appropriate Interest ³	Stakeholder Membership	<ul style="list-style-type: none"> • Participate in the formation and on-going functioning of the Task Force. • Participate in any technical sub-committees that may be formed by Task Force, as appropriate.

Notes:

1. It is anticipated that SRRTTF will have approximately 15-20 active members.
2. Stormwater agencies include Spokane County Stormwater, City of Spokane Valley, City of Spokane, City of Millwood, Washington State Department of Transportation, Stevens County and other appropriate agencies. Stormwater agencies will have an independent vote unless they are part of an entity also represented on the Task Force. In instances where one entity has more than one representative on the Task Force, they will share one vote for decision making purposes.
3. Potential appropriate interests include but not limited to: Avista Corp, Counties, Agencies and others.

Organizational Structure

The Task Force will be formed and operate under this Memorandum of Agreement which provides the Task Force structure and governing principles. A more robust organizational

structure may be required to address the administrative, funding and contractual needs of the Task Force.

Decision Making

The Task Force will strive to reach consensus on all Task Force decisions. If the Task Force is unable to reach consensus, a “unanimity minus one” decision rule will be used as described below. A simple majority of the voting Task Force members shall constitute a quorum. A quorum must be present before a decision can be brought to a vote.

Consensus / “Unanimity Minus One” Decision Making Process:

The goal of the decision making process is to come to a decision that Task Force members can support following a respectful hearing of all concerns. The Task Force will use consensus-based decision making to guide the efforts toward studying, developing and implementing a comprehensive adaptive management plan to meet water quality standards in the Spokane River.

During the Task Force set-up/implementation phase, while the Task Force is in the facilitator/administrator candidate identification process, a meeting facilitator will be needed. The Task Force members present at each meeting will select/request that an Ex-officio member facilitate the meeting. Once the Facilitator/Administrator is retained, they will take over the role of meeting facilitator. The facilitator will endeavor to reach true consensus on Task Force decisions as follows:

Consensus on a decision about a project, recommendation or other action the Task Force plans to take will be reached when the voting membership present can make one of the following statements about the decision:

- I agree with the decision and will publicly support it
- I agree with the decision, but will refrain from publicly supporting it
- I can live with the decision (and won't disparage it in public)

If a member cannot support a decision, that member shall present a solution to the full group for discussion and consideration. However, the Facilitator has the authority to cut off discussion, if no further progress is being made toward resolving the concerns of voting members. When consensus is not reached, the Facilitator will move to a “unanimity minus one” decision rule described as follows:

A ‘unanimity minus one’ decision rule will be used to confirm and finalize consensus-based decisions. Whenever a decision is to be made, it will be an affirmative decision if one or fewer of the attending members oppose the proposed decision and vote accordingly. If two, or more, of the attending members oppose the proposed decision and vote accordingly, the decision will not be affirmed.

Any decision by the Task Force will be based on a vote of the members in attendance at a meeting where a decision is made. Decisions will not be made on topics that are not included on a meeting agenda, or on topics where associated documents were not sent out with the agenda. Meeting notices, agendas, and associated documents will be sent out no less than five business days prior to a Task Force meeting. Each Task Force voting member organization, authorized delegate, will represent one vote for decision making purposes. Any attending member or technical expert may be called upon to provide information during the decision making discussion process.

Once a decision is made, and the meeting has ended, a decision will not be revisited unless the members, by consensus, agree to bring the decision back to the table for further consideration. Once the Task Force membership agrees to reopen a topic, the decision making process must be followed to change the original decision.

The Task Force does not make decisions about the funding contributions from Task Force members to the Task Force, or how NPDES permittees meet permit requirements.

Dispute Resolution

If Task Force decisions cannot be reached through the consensus /‘unanimity minus one’ based decision making process described above, the Task Force may request that the issue be forwarded to dispute resolution. Depending on the issue and related decision needed, the dispute resolution will be addressed by appropriate agency and sovereign government members, and/or any voting Task Force members and any appropriate technical consultants.

In the event a NPDES permit holder disputes a decision by the Task Force that impacts compliance with their permit, that dispute may be presented to the agency responsible for issuing the permit to the permit holder. The agency that issued the permit will consult with the other regulatory agencies/sovereigns to come to resolution and provide direction to the Task Force. The resolution by the agency that issued the permit will not be binding on the NPDES permit holder unless it is issued as a permit modification or administrative order, unless the agency and NPDES permit holder agree that a permit modification or administrative order is not necessary. If the permitting agency reaches the conclusion that a dispute resolution request does not pertain to an applicable permit condition, it reserves the right to return the dispute to the Task Force without opinion.

Task Force Funding

It is anticipated that Task Force funding will be provided by a combination of private and public sources including but not limited to Task Force members, non-members, grants, governmental agency contributions, sovereign contributions, and other identified outside sources. Funding will be required for administrative, technical support, and implementation activities. Regulatory agencies have agreed to provide up to fifty percent of the first year administrative operational

costs up to \$50,000. The NPDES permittees and other Task Force members will provide a commitment for the remaining administrative operational budget for the first year by the signing deadline, February 1, 2012.

Ecology will be the contracting entity for the first year; however, Ecology assumes that the administrative and contractual needs will be transferred to the Task Force upon adoption of an organizational structure that supports these activities or after the first operational year, whichever occurs first. Funding beyond the first year administrative costs will be provided by a combination of private and public sources including but not limited to Task Force members, non-members, grants, agency contributions, sovereign contributions, and other outside sources.

Meetings and Notices

The Task Force will meet at least four (4) times (approximately quarterly) per year, but may meet more frequently when appropriate for selection of consultants, for decision making, for review of project recommendations, review of work plans, for review of data and results, or other activities. It is expected that the Task Force will meet more frequently during the first year. The Task Force may adjust the frequency or schedule of meetings however, all members must be notified prior to a change in the meeting schedule or if additional meetings are implemented.

All Task Force members will strive to participate in the Task Force meetings in person. If the primary or alternate member is unavailable to attend in person, and if they provide advance notice to the meeting facilitator, participation through electronic means will be allowable if available.

The Task Force will be as open and transparent as possible. A person will be selected to take notes at the meeting and meeting notes will be sent out to those present for edit/comment. Once meeting minutes are finalized, they will be made available. The Task Force will provide a document review process and will identify a mutually agreeable entity to serve as a clearing house for data, reports, minutes, and other information gathered or developed by the Task Force. This information shall be made publicly available by means of a website and other appropriate means.

The Task Force will strive to meet the following:

- All meetings open to the public.
- Task Force can't require members of public to "register" name, affiliation, or other information in order to attend meeting.
- Task Force can remove disruptive members of the public who interfere with orderly conduct of a meeting.
- No voting by secret ballot.

- The public is not entitled to speak at meetings (although usually opportunity is provided, with specific/consistent procedural guidelines).
- Task Force is held to the following specific procedure for meeting notices:
 - Contents of notice:
 - The time and place.
 - The business to be transacted.
 - Timing of notice - written notice must be delivered personally, by mail, by fax, or by e-mail at least five business days before the time of the meeting to all members of the Task Force. A special meeting may be held with 24 hours notice, but no decisions will be made at special meetings.
 - Notice of change in date, location, time of meetings.
- The Task Force may take final action only concerning matters identified in the notice of the meeting.
- As available, the minutes from meeting will be posted to the website.
- No member will act as a representative of the Task Force unless assigned as such through a vote of the membership.

Communications

We have developed the following operating protocol regarding how we work together.

- To promote trust and respect, in our work together we agree to:
 - Respect each other in and outside of meetings.
 - Operate in good faith.
 - No backroom deals.
 - Respect the personal integrity and values of participants and organizations.
 - All participants in the negotiation bring with them the legitimate purposes and goals of their organizations. All parties recognize the legitimacy of the goals of others and assume that their goals will also be respected. These negotiations will try to maximize all the goals of all the parties, as far as possible.
 - Honor agreements; commitments will not be made lightly and will be kept.
 - Regard disagreements as “problems to be solved,” rather than as “battles to be won.”
- To enhance open and honest dialogue, we will:

- Participate in discussions and will encourage each other to “explore without committing.” This frees up the group to explore potential solutions without viewing those explorations as formal proposals.
- State interests, problems, and opportunities, not positions – positive candor is an effective tool.
- Air problems, disagreements, and critical information during meetings to avoid surprises.
- Commit to search for opportunities and alternatives. Group creativity can often determine the best solution.
- Substantiate rumors at the meeting before accepting them as fact.
- To communicate clearly in specific discussions, we agree to:
 - Disclose interest.
 - Listen fully to understand.
 - Look for ways to address not only your own interests, but those of others as well.
 - Participate, share the floor, be concise.
 - Look ahead – acknowledge the past but don’t rehash it.
 - Be explicit and factual – ask for clarification if confused.
- To ensure inclusivity and transparency, we acknowledge and expect that:
 - Participants represent a broad range of interests, each having concerns about the outcome of the issues.
 - Participants commit to keeping their colleagues/constituents informed about progress.
 - Participants will not publicly represent the views of others.

Committees

The Task Force has the option to form Committees, provided it is determined by the Task Force that committees will improve the effectiveness and efficiency of the Task Force. Task Force members and appointed members may participate in committees. The Task Force will designate a chair for each committee formed from the membership of the committee. The committee chair will provide regular updates to the Task Force on the efforts and recommendations of the committee.

Appropriate Staffing

The Task Force will select staff and a technical consultant. The Task Force will select staff through an open and competitive process.

Facilitator/Coordinator

The role of the facilitator will be as follows:

- Keep website up to date.
- Post meeting notices.
- Manage the meeting agenda.
- Facilitate decision-making process.
- Keep meeting minutes.
- Post information from meetings on website.
- Facilitate communications between Task Force and the public.

Technical Consultants

The Task Force will hire one or more independent technical consultants. The role of the technical consultant will be as follows:

- Provide unbiased scientific and technical assistance.
- Review work plan.
- Provide technical guidance.
- Facilitate technical communications between Task Force members and the public.

Task Force Work Plan

During the first year, the Task Force will develop a five-year work plan (2012 to 2016) for review by lead regulatory agency in consultation with the other appropriate agencies and tribal governments. The first work plan will contain first year specific tasks and projected five year conceptual work plan needed to meet the permit requirement of a comprehensive plan for PCBs. Each year, a work plan with specific activities for the upcoming year will be submitted. The work plan will clearly demonstrate a relationship to development of a comprehensive plan.

The Task Force will address agency comments and revise the annual plan as needed. The revised work plan will be submitted to the agencies for final approval. The agencies will approve the work plan and confirm that the work plan will meet regulatory requirements with respect to permit compliance and activities required to develop a comprehensive plan.