

Attachment A

Chatfield Watershed Authority 1997 IGA and 2007 Authority Bylaws

CHATFIELD WATERSHED AUTHORITY BYLAWS



**Adopted By Authority Board
June 27, 2007**

Contact Information

**Amy Conklin
Authority Manager
6795 S. Elati Street
Littleton, Colorado 80120**

**Office 303 795 5925
Mobile 303 525 5038
conklin3@ix.netcom.com**

CHATFIELD WATERSHED AUTHORITY BYLAWS

Article I. Definitions

As used in the bylaws, the following terms shall have the meaning hereinafter presented:

- a. **Associates** - Associate members demonstrate vested interest and non-financial support for the Chatfield Watershed Authority and management program. The Authority can designate any number of Associates by majority vote at a regular Authority meeting. The manager will maintain a list of Associate members. Associate members are not subject to an annual fee, but are expected to contribute to data acquisition, review or provide other in-kind support to the Authority or the management program.
- b. **Authority Membership** - The Chatfield Watershed Authority consists of *Membership Entities* and *Associates*. The manager will maintain a list of Authority membership subject to annual review and approval of the Authority.
- c. **Authority Board** – The Authority Board consists of Membership Entities.
- d. **Chatfield Reservoir Control Regulation** - The Authority is responsible for implementing requirements of the *Chatfield Reservoir Control Regulation* (Regulation # 73) as adopted and amended by the Colorado Water Quality Control Commission.
- e. **Chatfield Technical Review Committee** – The Authority maintains a standing technical review committee with open membership to Membership Entities and Associates to assist with program management, monitoring program, water and environmental quality issues, reviews and implementation efforts. The TRC meets at the discretion of the Authority Board.
- f. **Chatfield Watershed** - The watershed boundary is designated in the *Chatfield Reservoir Control Regulation*, and includes tributary drainage to Chatfield Reservoir from Douglas and Jefferson counties. Boundary changes to the watershed are adopted in the *Chatfield Reservoir Control Regulation*.
- g. **Chatfield Watershed Authority** – As defined in regulation (Chatfield Reservoir Control Regulation, #73), the Authority means the organization formed by intergovernmental agreement, consisting of the general purpose local governments and Title 32 Districts, industry, corporations and other entities outside incorporated areas within the Chatfield Watershed to implement point source, nonpoint source discharges and/or stormwater controls powers.
- h. **Contributions** - Membership Entities are responsible for financially supporting the Chatfield Watershed management and water quality monitoring programs through the annual dues structure as annually reviewed and approved by the

Authority.

- i. **Majority Vote** - A majority vote is greater than 50 percent of the Authority Board present once a quorum is established by the chair.
- j. **Membership Entities** - All designated representatives and/or alternatives from:
 - General purpose governments with jurisdiction in the Chatfield Watershed;
 - Special district, which is a provider of municipal wastewater treatment services (>2,000 gallons wastewater per day); and will use reclaimed water or discharge wastewater within the Chatfield Watershed. A Special District owner shall become a member after:
 - Information of the district is completed, and
 - The approved *Denver Regional Council of Governments Clean Water Plan* reflects or has been amended based on a recommendation by the Authority Board to reflect the entity's wastewater treatment facility;
 - Permitted industrial facility with a "wastewater treatment facility" (>2,000 gallons wastewater per day) within the Chatfield Watershed; and will use reclaimed water or discharge wastewater within the Chatfield Watershed. An Industrial Facility owner shall become a member after:
 - Information of the corporate entity is completed, and
 - The approved *Denver Regional Council of Governments Clean Water Plan* reflects or has been amended based on a recommendation by the Authority Board to reflect the entity's wastewater treatment facility.
 - Water providers which divert surface water and uses that water within the Chatfield Watershed; and
 - Recognized special interest groups which focus on water quality, conservation or related-water issues in the Chatfield watershed.

Membership Entities have either entered into the *Memorandum of Understanding for Establishing a Management Agency in the Chatfield Watershed* or are elected as Membership Entities by majority vote of the Authority Board. Membership Entities financially contribute to the Authority and management program. Membership Entities receive a weighted vote based on level of contribution. Membership Entities automatically receive designation as "Authority Board" members. The manager will maintain a list of Membership Entities subject to periodic review and approval of the Authority.

- k. **Quorum** - At all Authority Board meetings, a quorum is fifty percent of the

Membership Entities (rounded down to a whole number). An Authority Co-chair or designated Authority Board representative determines a quorum.

- i. **Wastewater Treatment Facility** - A system or facility for treating, neutralizing, stabilizing, or disposing of domestic wastewater, which system or facility has a designed capacity to receive more than two thousand gallons per day of domestic wastewater. The term *Wastewater Treatment Facility* includes appurtenances to such system or facility, such as outfall sewers and pumping stations, and equipment related to such appurtenances.
- m. **Weighted Vote** – Any Membership Entity (member or alternate) can call for a weighted vote at Chatfield Watershed Authority meetings on matters specifically related to management program, operating agency or general-purpose government responsibilities or as defined by the Authority Board. The weighted votes are determined by the Authority Board and maintained in a separate document from the Authority By-laws, and are subject to periodic Authority Board review and update.

Article II. Authority Management Agency Responsibilities

- a. The Authority is responsible under the *Chatfield Reservoir Control Regulation* for implementation of the Chatfield management and monitoring programs.
- b. The Authority is the designated local management agency for the Chatfield Watershed under the provisions of the Denver Regional Council of Governments *Metro Vision Plan* and consistent with state and federal law.
- c. Authority Board Membership has the power under Colorado law to develop, recommend and adopt provisions for water quality management within the Chatfield Watershed consistent with the current *Metro Vision Plan* and the Chatfield Reservoir Control Regulation (Regulation #73).
- d. The Authority provides an integrated water quality management and implementation program to protect or attain established beneficial uses of waters within the Chatfield Watershed.

Article III. Authority Board Leadership

- a. Elect co-chairs by majority vote of the Authority Board at the first meeting of each year to serve for a term of two-year or at the discretion of the Authority Board. The Authority Board has established a two-year staggered co-chair structure.
- b. Elect Technical Review Committee (TRC) co-chairs by majority vote of the Authority Board to serve a one-year term.
- c. Elect four financial officers by majority vote of the Authority Board to serve three-year terms.

- d. The Authority Board co-chairs and TRC co-chairs serve as advisors to the Authority manager. They may present or represent Authority positions to outside agencies. They identify items that need to be aired, included or excluded on Board or TRC agendas or at meetings. They review Board agendas and/or materials as appropriate. They assist with interim communications with outside agencies, which includes review of documents sent on behalf of the Authority.

Article IV. Authority Board Roles and Responsibilities

The Authority shall have the power or responsibility for:

Program Administration

- a. Appoint an Authority manager, accounting firm, consultant, monitoring agency by majority vote of the Authority Board to serve the Authority at the discretion of the Authority Board.
- b. Enter and execute contracts, accept and utilize financial assistance, raise revenues and incur indebtedness by majority vote of the Authority Board.
- c. Authorize the Authority Manager to prepare and maintain meeting records of Authority meetings and make such records available on request.
- d. Approve additional Membership Entities or Associate membership on the Authority by majority vote of the Authority Board. Authorize the Authority Manager to maintain a list of Authority membership.
- e. Amend the bylaws by a majority vote of the membership entities.
- f. Recognize votes on each issue from a designated representative or alternate from each Membership Entity. Any matter defined under *weighted vote* must be declared by a co-chair prior to calling the vote and tabulated using the weighted votes given to membership entities as maintained by the Authority manager.

Program Management

- a. Adoption of an annual work program and scope of management services within available funding by majority vote of the Authority Board.
- b. Develop and maintain a Chatfield Watershed Plan directed toward implementing the Chatfield Control Regulation, watershed plan, water quality programs, monitoring programs or other such matters as approved by the Authority Board.
- c. Implement trading program guidance consistent with the *Chatfield Reservoir Control Regulation*.

- d. Continue data collection, analysis, reporting and assure there is good science available for decision making.
- e. Establish and maintain a public relations program designed to inform the public and other agencies and increase marketing opportunities.
- f. The Authority is a local referral agency within the Chatfield Watershed on matters deemed appropriate by the Authority Board.

Program Financials

- a. Adopt or amend an annual budget by majority vote of the Authority Board.
- b. Collect dues from Membership Entities subject to annual review and approval of the Authority Board of a dues structure and associated weighted vote.
- c. Solicit additional funding through grants or other funding sources to support management program projects consistent with the Authority watershed plan.
- d. Place all funds under the care of a designated membership entity or create separate accounts at financial institutions selected by the Authority Board.
- e. Designate an accounting firm to conduct an annual financial audit or audit exemption review as necessary or required under state law.
- f. Expend funds in accordance with the annual budget as adopted or amended by the Authority Board. The Authority Board prior to payment shall approve such expenditures or invoices.

Article V. Authority Meetings

- a. All Authority Board meetings are open to any Authority members and interested public.
- b. The Authority has a standing Technical Review Committee (TRC) with open membership of any Authority member. The TRC meets monthly or as requested by the Authority Board. The Authority Manager develops and distributes an agenda for TRC meetings
- c. Authority Board meetings and TRC Meetings are held monthly but no less than once quarterly. The Authority Board annually sets meeting dates and locations for both Board and TRC meetings.
- d. A quorum shall be declared present to hold an Authority Board meeting. A quorum at Authority meetings is fifty percent of the Membership Entities (rounded down to a whole number).
- e. There are no quorum requirements for TRC meetings.

- f. An Authority Board agenda shall be distributed electronically by the Authority Manager for all meetings.**
- g. The Authority Board will approve or amend previous meeting records at regularly scheduled Authority Board meetings by majority vote of the Authority Board.**
- h. Special meeting notification can be made by fax or e-mail with approval of an Authority co-chair or TRC chair for technical issues.**
- i. A co-chair, TRC chair, designated Authority Board member, or Authority Manager presides at Authority Board and Technical Review Committee Meetings.**
- j. Absentee or proxy voting is allowed if a representative or an alternate of a Membership Entity can not be present at a meeting and the requested vote is done in writing (including e-mail) and provided to the Authority Manager or Authority Co-chair prior to the meeting, including special designated meetings. The Co-chair will read the vote into the record when votes are cast. Additionally, this written absentee or weighted vote can request a weighted vote be taken.**
- k. Public comments shall be allowed at the beginning of each meeting with a time limit of five minutes per speaker on topics of concern not included on the agenda or at the discretion of the presiding Authority chair.**

**AGREEMENT FOR CONTINUATION OF
CHATFIELD WATERSHED AUTHORITY**

March 26, 1997

THIS AGREEMENT is entered into as of this 1st day of January, 1997, by membership entities of the Chatfield Watershed Authority (hereinafter the "Authority").

WHEREAS, the parties to this Agreement established the Authority by previous agreement which expired on December 31, 1996;

WHEREAS, the Authority wants to continue as the designated water quality management agency for the Chatfield sub-watershed;

WHEREAS, the parties to this Agreement continue to have the authority, pursuant to Article XIV, Section 18 of the Colorado Constitution, and Section 29-1-201, et seq., Colorado Revised Statutes, to enter in to Intergovernmental Agreements for the purpose of providing any service or performing any function which they can perform individually;

WHEREAS, the parties deemed it necessary and advisable and entered into an Agreement in 1992-1993, which set forth their goals and objectives in implementing the Chatfield Reservoir Control Regulation heretofore adopted by and amended by the Water Quality Control Commission of the State of Colorado;

WHEREAS, the parties wish to continue herein an agenda for the implementation of the goals and objectives of the Chatfield Watershed Authority by the continuation of a governmental entity through which the separate entities signatory hereto may lawfully and prudently plan and budget monies for the funding of structures and programs for the control of phosphorus and ammonia discharge in the Chatfield Sub-watershed;

NOW, THEREFORE, in consideration of the benefits from this agreement, including but not limited to continuing local control over water quality programs which will result in significant cost savings and the ability to provide for continued economic growth of each of the parties hereto.

NOW, THEREFORE, the Authority consisting of the undersigned signatories herein established by previous agreement is hereby continued. The purposes of this Agreement include, but are not limited to, the following:

- a. Provide for a regional, coordinated approach to phosphorus control in the Chatfield Sub-watershed;
- b. Provide for a regional, coordinated approach for the construction and operation and maintenance of nonpoint phosphorus control projects;
- c. Provide for regional, coordinated water quality monitoring of Chatfield Reservoir, Plum Creek and the water flowing into them, as well as recommending water quality standards for the reservoir and its tributary waters, as appropriate;

- d. Provide for coordination with state and federal agencies having water quality responsibilities in the Chatfield Sub-watershed;

NOW, THEREFORE, the Authority will be governed by an approved set of by-laws as shown in exhibit A.

NOW, THEREFORE, the Authority shall continue to have the following duties and responsibilities:

- a. To seek legislative action from the Colorado Legislature to provide for any of the following:
 - (1) Any necessary amendments to existing state statutes to grant specific bonding and taxing authority to counties, municipalities, and special districts to utilize in the operation of a watershed-wide authority, and/or
 - (2) The creation of a specific watershed-wide authority with taxing and/or bonding powers, such as the specific authorities found in C.R.S., 29-1-204, 29-1-204.2, and 29-1-204.5.
- b. The Authority, subject to funding limitations, shall have the following rights and duties:
 - (1) Develop plans for water quality control strategies for the Chatfield Watershed and revise those plans as needed.
 - (2) To the extent funds are, or may be made, available, construct, operate and maintain nonpoint phosphorus control projects;
 - (3) Review nonpoint source control projects constructed in Chatfield Watershed, establish interim and long-term management strategies, recommend operation and maintenance plans and monitoring systems;
 - (4) Oversee and conduct water quality monitoring programs, including monitoring of phosphorus loading in the Chatfield Watershed and ammonia and nitrate levels in Plum Creek, and review, analyze and report on the water quality monitoring results to the Regional Planning Agency and Water Quality Control Commission;
 - (5) Recommend to local governments erosion and urban runoff control standards or other best management practices, which may be adopted by those local governments, for the Chatfield Watershed;
 - (6) Recommend programs to monitor and control the phosphorus contributions from septic systems, industrial sources, construction, or any other activities in the Chatfield Watershed;

- (7) Conduct pilot studies on nonpoint source control projects, including monitoring of the effectiveness of certain projects and erosion control measures;
- (8) Prepare reports, including reports on the water quality of Chatfield Reservoir; audits on any construction projects, annual operations, maintenance and administrative summaries; audits upon the completion of each major construction project; and any other reports requested by the Authority;
- (9) Recommend nonpoint phosphorus control projects for construction and recommend funding mechanisms for construction, operation and maintenance for nonpoint source projects within the Chatfield Watershed;
- (10) Pursue continued study of potential phosphorus control solutions;
- (11) Analyze the cost effectiveness of recommended standards, regulations, ordinances and control projects.

c. The Authority shall have the following advisory rights and duties, subject to a weighted vote as set forth in the by-laws, Exhibit A:

- (1) Review and make recommendations to the Water Quality Control Division on site applications and discharge permits; however, review of site applications and discharge permits shall be limited to assuring compliance with phosphorus, ammonia and adopted stream standards.
- (2) Recommend to the Denver Regional Council of Governments and the Water Quality Control Commission any amendments to the Clean Water Plan and the phosphorus effluent limits in the Chatfield Sub-watershed;
- (3) Consider the development of a plan which would allow trading of phosphorus loadings, and develop a specific policy concerning facilities which choose to treat beyond established phosphorus limits.
- (4) Adopt annual scopes of work, budgets and fee assessments to carry out its responsibilities.

NOW, THEREFORE, the Authority shall be a separate legal entity with the following powers, subject to a weighted vote as set forth in the by-laws, Exhibit A:

- a. To lease any real or personal property, either as lessee or lessor, together with any facilities thereon, when necessary to implementation of this Agreement;
- b. Enter into lawful agreements with any person, private corporation or business, or any federal, state or local government agency for the purposes contemplated by this Agreement;

- c. Obtain federal funding for construction or other acts authorized by this Agreement;
- d. Hire staff as needed and/or contract with a public agency as an administrative agency to provide accounting, administrative, secretarial, audit, payroll and other staff functions;
- e. Do any and all acts and things necessary to effectively exercise the duties and responsibilities in this Agreement.

NOW, THEREFORE, the Authority shall be funded by a dues structure set forth in the by-laws, Exhibit A.

NOW, THEREFORE, IT IS FURTHER RESOLVED that a member may withdraw from the Authority by giving one hundred twenty (120) days written notice of intent to withdraw. The withdrawing party shall lose all rights and benefits under this Agreement, which rights and benefits shall be reassigned by action of the Authority. A withdrawing member shall have no obligation, financial or otherwise, to the Authority. Should any member of the Authority fail to contribute funds to satisfy its annual fee assessment prior to April 1 of that year, all rights and benefits previously accorded to such member shall be suspended. The Authority shall issue a written notice of default to the member within 60 days of default. If the default is not cured by July 15th of that year, the membership of the member may be terminate at the discretion of the Authority. A terminated member shall have no obligation, financial or otherwise, to the Authority.

NOW, THEREFORE, IT IS FURTHER RESOLVED that this Agreement may be amended only by the unanimous vote of the Authority.

NOW, THEREFORE, IT IS FURTHER RESOLVED that this Agreement shall have a one-year term from the date first set forth herein, and shall be deemed to automatically renew each year thereafter, subject to funding of a new budget, unless forty percent (40%) of the member entities of the Authority vote to cancel the Agreement.

NOW, THEREFORE, the Authority shall be solely responsible for the acts of the Authority. The liability of the Authority is limited to available Authority funds. The obligations of the Authority shall not be the obligations of any member or participant as defined in the by-laws. All contracts entered by the Authority shall contain this liability disclaimer.

This Agreement shall be executed by an authorized representative of each member or participant of the Authority. This Agreement may be executed in counterparts.

JEFFERSON COUNTY, COLORADO

Attest:

By: _____

By: _____

DOUGLAS COUNTY, COLORADO

Attest:

By: _____

By: _____

**THE TOWN OF CASTLE ROCK, a Colorado
municipal corporation**

Attest:

By: _____

By:  _____

**THE TOWN OF LARKSPUR, a Colorado
municipal corporation**

Attest:

By: _____

By: _____

**PERRY PARK WATER AND SANITATION
DISTRICT**

Attest:

By: _____

By: _____

**ROXBOROUGH PARK METROPOLITAN
DISTRICT**

Attest:

By: _____

By: _____

CASTLE PINES METROPOLITAN DISTRICT

Attest:

By: _____

By: _____

PLUM CREEK WASTEWATER AUTHORITY

Attest:

By: _____

By: _____

**CITY OF LITTLETON, a Colorado
municipal corporation**

Attest:

By: _____

By: _____

**LOCKHEED MARTIN ASTRONAUTICS, a
division of Lockheed Martin Corporation**

Attest:

By: _____

By: _____

Exhibit A

CHATFIELD WATERSHED AUTHORITY BYLAWS

Article I. Definitions

As used in the bylaws, the following terms shall have the meaning hereinafter presented:

- a. **Authority** - The Chatfield Watershed Authority, consisting of 10 membership entities as listed in Appendix A and a maximum of five designated participants as listed in Appendix B.
- b. **Contributions** - Membership entities are responsible for financially supporting the Chatfield Sub-Watershed management and water quality monitoring program as listed in Appendix C. Participants will be requested to provide financial contributions and/or in-kind services as deemed appropriate by the Authority.
- c. **Chatfield Reservoir Control Regulation** - The Authority is responsible for implementing requirements of the Chatfield Reservoir Control Regulation as adopted by the Colorado Water Quality Control Commission.
- d. **Chatfield Sub-Watershed** - The watershed boundary is designated in the Regional Clean Water Plan and includes tributary drainage to Chatfield Reservoir from Douglas and Jefferson counties. Boundary changes to the watershed must be adopted through the regional Clean Water Plan.
- e. **Majority Vote** - A majority vote is greater than 50 percent of the meeting participants once a quorum is established.
- f. **Membership Entities** - All designated representatives and/or alternatives from a general purpose government, special district, and all other National Permit Discharge Elimination System (NPDES) permittees as designated by the Colorado Department of Public Health and Environment in the Chatfield Sub-Watershed, which have entered into the *Memorandum of Understanding For Establishing a Management Agency in the Chatfield Sub-Watershed*.
- g. **Participants** - A maximum of five entities, other than membership entities, that demonstrate vested interest and support for the Chatfield Sub-Watershed management program can be designated by the Authority as participants.
- h. **Quorum** - A quorum at Authority meeting is thirty-three percent of the Authority with 50 percent of those present being membership entities.
- i. **Weighted Vote** - Membership entities will be given a weighted vote at Chatfield Watershed Authority meetings as listed in Appendix C for each representative or alternate on matters specifically related to management agency, operating agency or general purpose government responsibilities as defined in the *Agreement For Continuation of Chatfield Watershed Authority*.

Article II. The Chatfield Watershed Authority

The Chatfield Watershed Authority is responsible under the Chatfield Reservoir Control Regulation for implementation of the Chatfield management plan. The Memorandum of Understanding which continues the Chatfield Watershed Authority is attached hereto and made a part thereof. The Chatfield Watershed Authority will be the designated management agency under the provisions of the regional Clean Water Plan.

Membership jointly in the Chatfield Watershed Authority Memorandum of Understanding has the power under Colorado law to develop, recommend and adopt provisions for water quality management within the Chatfield Sub-Watershed consistent with the regional Clean Water Plan. The Chatfield Watershed Authority will provide an integrated, holistic water quality management and implementation program to protect or attain established beneficial uses of waters within the Chatfield Sub-Watershed.

Article III. Authority Powers

The Authority shall have the power to:

- a. Amend the bylaws by a majority vote of the membership entities.
- b. Adopt or revise an annual budget and environmental monitoring program for the Authority by majority vote.
- c. Elect a Chair and vice-chair by majority vote from the Authority membership at the first meeting of each year to serve for a term of one-year.
- d. Appoint a secretary and/or treasurer or administrator by majority vote at the first meeting of each year to serve for a term of one-year.
- e. Recognize one vote on each issue from a designated representative or alternate from each membership entity and participant, except when a weighted vote is required. A weighted vote must be declared by the chair or vice-chair prior to calling the vote and the additional weighted votes given to membership entities as show in appendix C shall apply to vote tabulations.
- f. Place all funds under the care of a designated membership entity or to create separate accounts at financial institutions selected by the Authority. All funds shall be subject to annual audit by either the Authority or duly designated representative.
- g. Expend funds in accordance with the annual budget as adopted by the Authority or amended by the Authority. Such expenditures shall be approved by the Authority prior to payment.
- h. Prepare and maintain a file of minutes and meeting summaries of the Authority meetings.
- i. Enter and execute contracts, accept and utilize financial assistance, raise revenues and incur indebtedness by majority vote of the Authority.

Article IV. Authority Meetings

- a. A quorum shall be declared present to hold an official meeting of the Authority.
- b. Meetings shall be held at least once quarterly.
- c. An agenda shall be distributed by a designated administrator of the Authority for all meetings. Special meeting notification can be made by fax with approval of the Authority chair or vice-chair.
- d. The chair or vice-chair shall preside at the Authority meetings.
- e. No absentee or proxy voting shall be allowed.
- f. Public comments will be allowed at the beginning of each meeting with a time limit of five minutes per speaker on topics of concern not included on the agenda.
- g. A list of membership entities and Authority members will be maintained by the secretary of the Authority and made available upon request at Authority meetings.

Appendix A

Membership Entities

1. City of Littleton
2. Town of Castle Rock
3. Town of Larkspur
4. Perry Park Water and Sanitation District
5. Castle Pines Metropolitan District
6. Roxborough Park Metropolitan District
7. Plum Creek Wastewater Authority
8. Lockheed Martin Astronautics
9. Douglas County
10. Jefferson County

Appendix B

Participants

1. U.S. Army Corp of Engineers
2. Colorado Department of Public Health and Environment - Water Quality Control Division
3. Division of Natural Resources - Chatfield State Park
4. Tri-County Health Department
5. Denver Water Department, City and County of Denver

Appendix C

Annual Funding Contributions and Applied Weighted Votes

Entity	Percent Contribution ¹	Annual Contribution	Weighted Vote
Jefferson County	20.28	19,594	2
Douglas County	18.82	18,183	2
Lockheed Martin Astronautics	18.28	17,661	2
Town of Castle Rock	13.82	13,352	2
Plum Creek Wastewater Authority	11.13	10,753	2
Castle Pines	4.53	4,377	1
Roxborough Park	5.10	4,927	1
Perry Park	3.75	3,623	1
Town of Larkspur	0.36	588	1
City of Littleton	Flat Fee	588	1
Denver Water Department	Flat Fee	2,353	0
TOTAL	97.07	\$95,999	15

1/ Percent of Assessed Valuation.

2/ Does not equal 100% due to nonparticipation of other entities in the watershed.