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EDWARDS AQUIFER
A U T H O R I T Y

OPERATIONAL PROCEDURES

OF THE

IMPLEMENTING COMMITTEE

OF THE

EDWARDS AQUIFER HABITAT CONSERVATION PLAN PROGRAM

(adopted and effective on February , 2012)

Implementing Committee Operational Procedures

[11212.03001/DFRO/MISC-7/1139456v.3A](#)[11212.03001/DFRO/MISC-7/1139456v.3A](#)[11212.03001/DFRO/MISC-7/1139456v.3A](#)

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OPERATIONAL PROCEDURES OF THE IMPLEMENTING COMMITTEE

ARTICLE 1. GENERAL PROVISIONS.

Section

- 1.1 Legal Authority
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1.1. Legal Authority.

These Operational Procedures are adopted by the Implementing Committee pursuant to Section 4.1 and Subsection 7.7.2 of the FMA.

1.2. Purpose.

The purpose of these Operational Procedures is to:

(a) ensure that the meetings of the Implementing Committee are conducted in an open manner with advance public notice suitable for the opportunity for participation as appropriate by those interested in the activities of the Implementing Committee;

(b) foster decisionmaking by the Implementing Committee in accordance with the Program Documents; and

(c) ensure that the terms and conditions of the Program Documents are properly implemented.

1.3 Applicability.

These Operational Procedures apply only to the actions of the Implementing Committee.

1.4 Construction.

These Operational Procedures are intended to be consistent with the Program Documents and other applicable law. They are to be construed to be in compliance with such documents and law. In the event of an inconsistency, the inconsistent portion of the Operational Procedures is to be disregarded or, to the extent feasible, interpreted in manner to be consistent with the Program Documents and other applicable law.

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1.5 Amendments.

These Operational Procedures may be amended, supplemented, or superseded by action of the Implementing Committee. Consideration of a proposed change ~~will shall~~ be noticed on the meeting agenda of the Implementing Committee, and a written statement of the proposed change and the reason for the change shall be included in the Committee packet for the meeting at which the amendment or other change will be considered. The approved Operational Procedures shall be attached to the minutes of the Implementing Committee meeting at which adoption of any amendment or other change to the Operational Procedures occurred. Any change to these Operational Procedures will be effective upon the date of its approval by the Implementing Committee, unless the Committee specifies another date for the change to take effect.

Comment [MT1]: The FMA and Implementing Agreement use "will" instead of "shall"; I think we should do the same in these rules.

1.6 Severability.

If any provision of these Operational Procedures is rendered invalid in whole or in part by an order of a court of competent jurisdiction or other law, such provision shall be severed from these Operational Procedures and deemed inapplicable to the extent and during the time it is rendered invalid. All remaining provisions of these Operational Procedures shall continue in effect except to the extent they are rendered unworkable by the severance.

1.7 Posting on the EAA Website.

~~The Program Manager will ensure that a~~ current version of these Operational Procedures ~~shall be~~ posted at all times on the Program portion of the EAA website at: <http://edwardsaquifer.org>.

1.8 Effective Date.

These Operational Procedures are effective upon adoption by the Implementing Committee, and continue in effect thereafter as may be amended.

ARTICLE 2. DEFINITIONS.

Section

2.1 Definitions

2.1 Definitions.

Terms that are capitalized in these Operational Procedures shall have the meanings assigned in them in the FMA. Any terms used as captions of sections or subsections are for convenience only and have no special meaning unless assigned a

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meaning in this section. The following words, when used in these Operational Procedures shall have the following meanings, unless the context clearly indicates otherwise:

“Abstention” means that a Member or Alternate Member affirmatively indicates, in good faith, his or her intention not to vote on a matter.

“Alternate Member” means a person appointed to serve as an alternate to a Member of the Implementing Committee.

“Board of Directors” means the Board of Directors of the EAA.

“Chair” means the member of the Implementing Committee who is elected to serve as chair ~~the meetings~~ of the Committee.

“GBRA” means the Guadalupe-Blanco River Authority.

“General Manager” means the ~~general~~ General manager ~~Manager~~ of the EAA.

“Member” means a person who is appointed by a Party or other entity as a member of the Implementing Committee ~~to serve as the representative of the Party on the Committee~~. When used in these Operational Procedures ~~in a reference to a quorum or a vote of the Implementing Committee~~, the term “Member” ~~does not include~~ includes both any Voting Members and Nonvoting Member Members ~~or any Member whose position has been vacated~~.

Comment [r2]: Shouldn't this definition be more precise and say appointed by a Party to serve as the Party's representative? I know it is clear below.

Comment [MT3]: Does this mean a vacant position? If so, can a decision requiring a unanimous vote of the five Voting Members be made by three or four members if one or two positions are vacant?

“Nonvoting Member” means a person appointed to the Implementing Committee to serve as a Member on the Committee, but without the right to vote.

“Quorum” means the minimum number of Voting Members of the Implementing Committee required to ~~either~~ affirmatively take action on a matter at a meeting of the Committee. ~~The number of Members needed to constitute a Quorum will vary with the types of decisions to be considered at a meeting of the Committee.~~

Comment [SFAU4]: Delete?

“Secretary” means the member of the Implementing Committee who is elected to serve as secretary of the Committee.

“Vacancy” means the resignation, abandonment of office, or otherwise, such that the position of Member of the Implementing Committee is no longer filled and no replacement has yet been appointed by the appropriate Party or other entity.

“Vice Chair” means the member of the Implementing Committee who is elected to serve as Vice Chair of the Committee.

“Voting Member” means a person appointed to the Implementing Committee to serve as a Member on the Committee, and has the right to vote.

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ARTICLE 3. THE IMPLEMENTING COMMITTEE.

Section

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- 3.2 Duties
- 3.3 Composition
- 3.4 Voting Members
- 3.5 Nonvoting Members
- 3.6 Alternative Members
- 3.7 Term of Office
- 3.8 Election of Officers
- 3.9 Duties of Officers
- 3.10 Vacancies

3.1 Purpose.

The purpose of the Implementing Committee is to supervise the implementation of the Program in accordance with the provisions of the FMA. (~~See~~ FMA § 7.7).

Comment [SFAU5]: FMA says "HCP" here.

3.2 Duties.

The Implementing Committee is comprised, operates, and has the duties, rights, and obligations as provided in the FMA. (~~See~~ FMA § 7.7, 7.7.3).

3.3 Composition.

The Implementing Committee is composed of representatives appointed by the EAA, New Braunfels, San Marcos, San Antonio, the University, and GBRA (~~See~~ FMA §§ 1.2.29, 7.7, 7.7.1.a.). Additional Nonvoting Members may be appointed in accordance with Section 3.5.

3.4 Voting Members.

The Implementing Committee will have five Voting Members, each appointed by and representing a Party—the EAA, New Braunfels, San Marcos, San Antonio, and the University. (~~See~~ FMA §§ 1.1.29, 1.1.30, 7.7.1.a.). ~~Each Voting Member will be appointed by and represent the Party making the appointment. (~~See~~ FMA § 7.7.1.a).~~ Each Party will take such actions as it finds appropriate to duly appoint the Member, to authorize the appointed Member to represent the interests of the appointing Party in deliberations, and to authorize the appointed Member to cast votes for on Implementing Committee actions by which the Party agrees to be bound. (~~See~~ FMA § 7.7.1.a.). Within 60 days of the effective date of the Permit, and from time to time thereafter as necessary, each Party will advise the Program Manager in writing of the name and contact

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information of the person it has appointed to represent that Party on the Implementing Committee. (~~See~~FMA § 7.7.1.a.). [A](#)

3.5 Nonvoting Members.

(a) The Implementing Committee will also include as Nonvoting Members a representative appointed by each person or group of persons, other than the Voting Members, who directly contributes to the HCP Program Account, under a written agreement with the EAA, an amount not less than \$400,000 for each year of the Permit Term, as such amount may be adjusted under the terms of the written agreement. (~~See~~ FMA § 7.7.1.b.).

Comment [r6]: Maybe add directly before contributes?

(b) Within 60 days of the effective date of an agreement with the EAA, and from time to time thereafter as necessary, each person or group of persons entitled to nonvoting representation on the Implementing Committee will advise the Program Manager in writing of the name and contact information of the person appointed to represent that person or group as a Nonvoting Member of the Implementing Committee. (~~See~~FMA § 7.7.1.b.).

3.6 Alternate Members.

Each Voting and Nonvoting Member of the Implementing Committee may appoint, by advising the Program Manager in writing, one or more alternates to act as its representative in the absence of its regular representative. (~~See~~FMA § 7.7.1.c.). The Program Manager will request each Member to appoint in writing an Alternate Member. An Alternate Member may act at any time, in a meeting or otherwise, on behalf of the Member, and may not act on any matter at the same time as the Member the Alternate Member is designated to temporarily replace.

3.7 Term of Office of Members.

A Member's term shall begin on the date that the Program Manager receives written confirmation of the appointment of the Member and continues until written confirmation of the appointment of a successor has been received by the Program Manager.

3.8 Election of Officers.

At the initial organizational meeting of the Implementing Committee, or at the next available meeting, the following officers shall be elected from among its Members: Chair, Vice Chair, and Secretary. (~~See~~ FMA § 7.7.2). Officers serve two-year terms commencing on the date of the Implementing Committee meeting at which the election occurred and continue until their successors have been elected. Officers may participate in discussions and decisions of the Implementing Committee and may vote on any such decisions as any other Voting Member. An Alternate Member will not perform the officer duties of a Voting Member for whom the Alternate Member serves as an alternate.

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3.9 Duties of Officers.

(a) The Chair shall have the following duties:

(1) coordinate with the Program Manager the scheduling of Implementing Committee meetings;

(2) coordinate with the Program Manager and Members ~~of the Implementing Committee~~ the development of an agenda for each Committee meeting;

(3) preside over Implementing Committee meetings in a manner that encourages full participation, full and open discussion to allow expression of all points of view, and consideration of alternative proposals for resolving controversial issues;

(4) provide leadership of the Implementing Committee;

(5) perform in a representative capacity for the Implementing Committee as requested by the Committee; and

(6) meet with elected and appointed officials and other persons on matters related to the Program;

(7) assist in the communication of information relevant to the Program, as may be appropriate, to interested persons and the public; and

(8) other duties as requested by the Implementing Committee.

(b) The Vice Chair will perform the duties of the Chair if the Chair becomes incapacitated or is otherwise unable to performed the duties of office, or is absent or unavailable for ~~some~~ any reason. The Vice Chair shall perform such other powers and duties as may from time to time be authorized by action of the Implementing Committee, or as the Chair may from time to time delegate.

(c) The Secretary, ~~or the Assistant to the Secretary,~~ shall attest all documents approved by the Implementing Committee, take and keep the minutes of the meetings of the Implementing Committee, and assist in the coordination of the management of records of the Program, as may be appropriate. The Secretary shall perform such other powers and duties as may from time to time be authorized by action of the Implementing Committee, or as the Chair may from time to time delegate.

(d) The duties of an officers do not automatically transfer to the officer's Alternate Member and require approval by the Implementing Committee..

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3.10 Vacancies, Resignations and Removals in Member Positions.

Comment [MT7]: Given the "term of office" language in 3.7, and the State Constitution holdover provision (Art. 16, Section 17), do Members who have resigned or been removed hold over as Members until their successors are appointed?

(a) The filling of vacancies in Member positions is within the jurisdiction of the Member-Party, person or persons making the appointment. If a Member's position becomes vacant, the Member-Party, person or persons whom the Member represented shall in writing appoint a replacement as early as practicable after the vacancy arises.

(b) If a Member ~~files a notice of intent~~ wishes to resign, he or she must file ~~the a written~~ notice with the Program Manager and the Party, person or persons whom the Member represents. If a Member is removed from his or her position or becomes permanently unavailable for any reason, the Party, person or persons whom the Member represented will give written notice to the Program Manager as soon as practicable after the removal or unavailability ~~become~~ occurs ~~become~~ apparent. ~~The unavailability of both a Member and the Member's Alternate at three consecutive meetings shall be deemed a resignation of the Member from the Member's position. (See FMA 7.8.5) The Program Manager will request the Party to designate in writing a new Member to replace the former Member.~~

Comment [MT8]: Moved this up from (c) below so that all resignations are covered in this subsection.

(c) ~~The unavailability of both a Member and the Member's Alternate at three consecutive meetings shall be deemed a resignation of the Member. The~~ Upon resignation or removal of a Member, the Program Manager will request the Party, person or persons whom the Member represented to designate in writing a new Member to replace the former Member. If the Alternate Member is named to replace the Member, the Program Manager will request the Member to designate in writing a new Alternate Member.

ARTICLE 4. MEETINGS OF THE IMPLEMENTING COMMITTEE.

Section

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- 4.2 Special Meetings
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- 4.5 Open Meetings
- 4.6 Notice of Meetings
- 4.7 Meeting Agendas
- 4.8 Consideration of Items
- 4.9 Quorum
- 4.10 Voting
- 4.11 Action by the Implementing Committee
- 4.12 Conduct of Meetings
- 4.13 Minutes
- 4.14 Video Conferencing
- 4.15 Telephone Conferencing

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4.1 Regular Meetings.

Regular meetings of the Implementing Committee shall be once each calendar quarter. (FMA § 7.7.4). The Implementing Committee may establish a more frequent schedule of regular meetings.

4.2 Special Meetings.

Special meetings of the Implementing Committee may be called at any other time upon: (1) the request of the Program Manager; or (2) by the ~~joint action~~ action request of ~~at least any~~ two ~~other~~ Voting Members. (FMA § 7.7.4). Notice of the calling of special meetings ~~called by joint action of at least two~~ Voting Members must be: (1) be in writing; (2) be filed with the Program Manager; (3) state the name of the Voting Members calling the meeting; (4) be signed by each Voting Member requesting the special meeting; and (5) state the agenda items and a brief description of the ~~item~~ items to be considered at the special meeting.

4.3 Emergency Meetings.

The Chair, the Program Manager, or at least two Voting Members, may call an emergency meeting of the Implementing Committee at any reasonable time and place, or by supplemental notice, may add an item to the agenda of a meeting for which notice has already been posted. An emergency exists only if immediate action is required by the Implementing Committee because of an imminent threat to public health or safety or a reasonably unforeseeable situation. ~~The notice of emergency meeting or supplemental notice shall be posted no less than two hours before the meeting is convened and shall otherwise comply with Section 4.6.~~

4.4 Meeting Location.

Meetings of the Implementing Committee will be conducted at the official offices of the EAA at 1615 N. St. Mary's St., San Antonio, Texas 78215, or at any other location agreed upon by the Implementing Committee. ~~(FMA § 7.7.4).~~

Comment [MT9]: We may want to designate alternate locations here if we anticipate the need to use them in the future.

4.5 Open Meetings.

(a) Meetings of the Implementing Committee are not subject to the Texas Open Meetings Act, Chapter 551 of the Texas Government Code. ~~(See FMA § 7.7.4).~~ However, the Implementing Committee and Program Manager will make reasonable efforts to provide notice of its meetings and conduct them open to the public as though they were subject to the Texas Open Meetings Act. ~~(See FMA § 7.7.4).~~

(b) Although, meetings of the Implementing Committee will be generally open to the public, with good cause, they may be closed to the public at the request of the Program Manager or any two Voting Members. (FMA § 7.7.4).

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(c) This section does not apply to votes on a Routine AMP Decision that are authorized to be made by email or other electronic communication under Subsection 7.11.6 of the FMA.

4.6 Notice of Meetings.

(a) Except as provided in subsection (b), ~~The~~ the Program Manager will provide reasonable advance notice of the meetings to the Members and Stakeholder Committee, and will post notice of any meeting on the EAA website (See FMA § 7.7.4), and at the other locations that the EAA posts its committee meetings. ~~Written~~ The notice of all regular and special meetings of the Implementing Committee will state the place, day and ~~hour~~ time of the meeting, and the agenda, ~~and~~ The Program Manager will make reasonable efforts to ensure that notices are ~~will be~~ transmitted to each Member by email or facsimile, by the Assistant to the Secretary, and are posted on the EAA website (See FMA § 7.7.4), and at the other locations that the EAA posts its committee meetings, no less than 72 hours prior to the meeting by email or facsimile. The Program Manager will make reasonable efforts to transmit and post notices of emergency meeting or supplemental notices no less than two hours before the meeting is convened.

Comment [MT10]: I think it's worth including the "reasonable efforts" language from the FMA here.

Comment [MT11]: Ditto

(b) This section does not apply to votes on a Routine AMP Decision that are authorized to be made by email or other electronic communication under Subsection 7.11.6 of the FMA.

4.7 Meeting Agendas.

(a) Except as provided in subsection (d), ~~Notices~~ notices of Implementing Committee meetings will contain an agenda stating the matters to be considered or acted upon at such meetings, and matters not stated in the agenda or properly added to the agenda shall not be ~~deliberated~~ discussed or acted upon, except to schedule the matters for discussion at a future meeting.

(b) The agenda will be set by the Chair in consultation with the Program Manager, and other Members, as appropriate. An item shall be added to the agenda upon the written request of at least two Voting Members if the request is received by the Secretary or the Assistant to the Secretary ~~within seven~~ at least three ~~seven~~ days prior to posting of the meeting notice.

(c) Items determined by the Chair in consultation with the Program Manager that require action by the Implementing Committee, but which do not normally require briefing by the Program Manager or public discussion, may be placed on a "consent agenda."

(1) Any Member shall have the right to remove an item from the consent agenda prior to or during consideration of the consent agenda.

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(2) All items removed from the consent agenda shall be considered individually in the order in which they were removed, immediately following consideration of the consent agenda.

(3) The consent agenda shall be introduced by a motion to approve the consent agenda.

(4) Approval of a motion to approve the consent agenda shall be equivalent to approving each item as if it had been acted on individually.

(d) This section does not apply to votes on a Routine AMP Decision that are authorized to be made by email or other electronic communication under Subsection 7.11.6 of the FMA.

4.8 Consideration of Items.

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(a) Except as provided in Subsection (b), The~~the~~ Chair will introduce each item for consideration at the meeting in the order of the agenda unless the Implementing Committee, by majority vote, approves a different order or approves postponing consideration of an item to a subsequent meeting. If, at a meeting, a Member inquires about an item not on the agenda, any discussion about such an item must be limited to a proposal to place the subject on a future agenda, a statement of factual information, or a recitation of existing policy.

(b) This section does not apply to votes on a Routine AMP Decision that are authorized to be made by email or other electronic communication under Subsection 7.11.6 of the FMA.

4.9 Quorum.

(a) Except as provided in Subsection (d), A~~A~~ meeting of the Implementing Committee may convene if a quorum of the ~~Committee is present.~~ Voting Members~~Committee is present.~~ Nonvoting Members will not be considered for determining the presence of a quorum. (See FMA § 7.7.5). Except as provided in Subsection (d), If if the agenda for a meeting of the Committee contains only items that require the unanimous approval of all five Voting Members, all five Voting Members must be present in order for the meeting to be convened. If the agenda for a meeting of the Committee contains an item that can be approved by fewer than the five Voting Members, the number of Voting Members needed to approve that item will be used to determine the presence of a quorum.

Comment [MT12]: Moved from (c) below

(b) In determining the presence of a quorum at a meeting, any Alternate Member temporarily replacing a Voting Member shall be included in all calculations. Any position that has been vacated as described in Section 3.10 shall ~~not~~ be included in calculating the number required for achieving a quorum or for approving an action.

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Similarly, any Voting Member position that is temporarily ~~unfilled-vacant~~ because both the Member and any Alternate Member have resigned or been removed, but for which the conditions for replacing-filling the vacancy have not yet been met, shall ~~not~~ be included in calculating the number required for achieving a quorum or for approving an action. Except as provided in (d), and Sections 4.14 and 4.15, a Voting Member must be physically present to be counted in determining the presence of a quorum.

Comment [MT13]: This appears to conflict with FMA 7.7.5, which requires "unanimous vote of the five voting members" unless otherwise specified. This language may be unnecessary if we agree that Members hold over in office until their successors are appointed.

(c) If a quorum of the Implementing Committee is not present at a meeting, the Members present may postpone or recess the meeting for a reasonable time until a quorum is present. At the reconvened meeting when a quorum is present, any business may be transacted which may have been transacted had a quorum been present at the initial convening of the meeting. ~~Nonvoting members of the Implementing Committee will not be considered as members of the Committee for determining quorum. (See FMA § 7.7.5).~~

(d) This section does not apply to votes on a Routine AMP Decision that are authorized to be made by email or other electronic communication under Subsection 7.11.6 of the FMA.

4.10 Voting; Effect of Abstentions.

(a) Except as provided in subsections (b) and (c) for resolution of specific issues, a decision of the Implementing Committee will be made only by unanimous vote of the five Voting Members ~~of the Committee~~. (See FMA §§ 7.7.5, 7.12.4.b., 7.14.4.a.) Any vote less than unanimous will result in disapproval of the proposed decision. (See FMA § 7.7.5).

~~(b)~~ Routine AMP ~~decisionmaking~~decisionsmaking under Subsection ~~7.11.3~~123 of the FMA wherein the affected Member-Party and the Program Manager cannot reach agreement, ~~but on a decision that~~ does not otherwise require Implementing Committee approval, will be made by a majority vote of the Voting ~~members~~Members of the Implementing Committee. (See FMA § 7.11.3).

(c) As part of the Nonroutine AMP decisionmaking under Subsection 7.11.4 of the FMA, a Phase I Conservation Measure may be discontinued during the Permit Term by an affirmative vote of at least three Voting Members ~~of the Implementing Committee~~ if the measure is not needed to achieve any Biological Goal or Biological Objective. (See FMA § 7.12.4.f).

(d) Nonvoting ~~members~~Members of the Implementing Committee will not be considered as members of the Implementing Committee for decisions involving ~~consensus or~~ voting. (See FMA § 7.7.5). Thus, a Nonvoting Member may not vote on any matter before the Implementing Committee. However, Nonvoting Members may participate in and comment on any matter before the Implementing Committee in the same manner as a Voting Member.

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(e) For any action that requires a vote, the Implementing Committee will vote by show of hands of the Voting Members. Except as provided in Sections 4.14 and 4.15, a Voting Member must be physically present to vote. The number of ayes and nays for each vote at a meeting will be noted in the minutes for the meeting. Upon request by any Member, a roll call of votes shall be taken and the results of the roll call shall be noted in the minutes for the meeting. ~~[NOTE: Members may vote on a Routine AMP Decision by email or other electronic communication. (See FMA § 7.11.6).] THIS IS INCONSISTENT.~~ This subsection does not apply to votes on a Routine AMP Decision that are authorized to be made by email or other electronic communication under Subsection 7.11.6 of the FMA.

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Comment [MT14]: Need to decide whether an email decision constitutes a meeting for which Open Meetings guidance applies

(f) There shall be no voting by proxy. A vote by an Alternate Voting Member shall not be considered a vote by proxy.

Comment [r15]: Isn't this inconsistent with provisions above for alternate or does this not include alternates?

(g) The abstention of any Member does not constitute a vote, and is neither an affirmative ~~or~~ a negative vote. However, because an abstention does not constitute a vote at all, it cannot be considered an affirmative vote for purposes of a decision that requires a unanimous vote of ~~all the five Voting Members of the Implementing Committee~~. For votes not requiring a unanimous vote, the number of affirmative votes needed for approval of an item shall be determined based on the entire membership of the Implementing Committee, including any abstaining Member.

4.11 Action by the Implementing Committee.

(a) Except as provided in Subsection (b), The Implementing Committee may act by motion or by resolution adopted by the Committee.

(b) This section does not apply to votes on a Routine AMP Decision that are authorized to be made by email or other electronic communication under Subsection 7.11.6 of the FMA.

4.12 Conduct of Meetings.

(a) Meetings of the Implementing Committee shall be presided over by the Chair.

(b) Business may be considered in accordance with the Parliamentary Rules of Conduct of the Implementing Committee. To the extent not inconsistent with these Parliamentary Rules, the Implementing Committee may consult the current version of ~~Robert's~~ Roberts Rules of Order, from time to time, for the conduct of its meetings. The rules of order may be temporarily suspended at any time by vote of a majority of the Implementing Committee upon determining that suspension will facilitate discussion, deliberation, and consensus by the Members. Failure to follow the rules of order shall not constitute grounds to invalidate an action of the Implementing Committee. The Chair may request the Program Manager, or his delegate, to provide guidance on the interpretation of any rule of order.

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(c) The Program Manager, or his delegee, shall be the Parliamentarian and shall decide issues of parliamentary procedure, but may be overruled by majority vote of the Implementing Committee.

(c) This section does not apply to votes on a Routine AMP Decision that are authorized to be made by email or other electronic communication under Subsection 7.11.6 of the FMA.

4.13 Minutes.

(a) Actions taken in meetings of the Implementing Committee will be incorporated in written minutes taken by the Secretary or Assistant to the Secretary and signed by the Secretary or the Chair. A copy of the minutes will be sent with the agenda and submitted for approval to the Members at the next regular or special meeting of the Implementing Committee. The Secretary, or Assistant to the Secretary, is responsible for the preparation and keeping of meeting minutes.

(b) This section does not apply to votes on a Routine AMP Decision that are authorized to be made by email or other electronic communication under Subsection 7.11.6 of the FMA.

4.14 Video Conferencing.

Member attendance at an Implementing Committee meeting via video conferencing is allowed. A Member must inform the Program Manager of his or her intent to participate via videoconference ~~no later than the Wednesday~~ Wednesday at least two days before the Committee meeting and must provide the Program Manager with the location from which ~~they wish~~ he or she wishes to participate. Any location used by a Member to participate via videoconference must be open to the public.

4.15 Telephone Conferencing.

Telephone conferencing is allowed only if an emergency or public necessity exists as defined in Section 4.3 and convening at one location is difficult or impossible. Each part of the telephone conference call meeting that is part of the open meeting shall be audible to the public at the location specified in the meeting notice and shall be tape-recorded as part of the meeting. The location designated in the meeting notice shall provide two-way communication during the entire telephone conference call meeting and the identification of each party shall be clearly stated prior to speaking.

ARTICLE 5. PROGRAM MANAGEMENT.

Section

- 5.1 Official Program Offices
- 5.2 Program Manager

- 5.3 Assistant to the Secretary
- ~~5.4 Legal Counsel~~
- ~~5.5 Legislative Consultants~~
- ~~5.6 Auditor Consultants~~
- ~~5.7.5.4 Other Consultants~~
- ~~5.8.5.5 No Bond Required~~
- ~~5.9.5.6 No Attendance at EAA Staff Meetings~~
- ~~5.10.5.7 No Fees of Office~~
- ~~5.11.5.8 No Reimbursement of Expenses~~
- ~~5.12.5.9 No Contracting or Procurement~~
- ~~5.13.5.10 No Interference in EAA Personnel Matters~~
- ~~5.14.5.11 Compliance with the Texas Public Information Act~~
- 5.12 AMP Decisions

5.1 Official Program Offices.

The location of the official offices of the Program are the official offices of the EAA at 1615 N. St. Mary's St., San Antonio, Texas 78215 (210) 222-2204, and shall be listed on the Program website at: <http://edwardsaquifer.org>.

5.2 Program Manager.

(a) The EAA will employ a Program Manager whose job responsibility will be to direct, under the supervision of the General Manager of the EAA, the management of the Program consistent with the Program Documents. (~~See~~ FMA § 2.3). The Program Manager will be employed, and the Program Manager's job performance will be reviewed, as provided in Subsections 2.3.1 of the FMA. Generally, the ~~Program Manager~~EAA will cooperate with, coordinate, and generally provide necessary staff support the activities and decisionmaking processes of the Implementing Committee. (*See* FMA § 2.3.2.b., 7.2.1.a.). Additionally, the Program Manager will have the specific duties and responsibilities as provided in Subsection 2.3.2 of the FMA, including the EAA's job description for the position. (*See* FMA § 2.3.2).

(b) The Program Manager shall perform any procurement by the EAA related to the Program in compliance with the applicable EAA budgeting, procurement, and disbursement policies and procedures. (~~See~~ FMA § 7.2.2).

(c) The General Manager may from time to time designate a qualified member of the EAA staff to serve as the Acting Program Manager for temporary periods which may occur either pending the hiring of the initial or any successor Program Manager, or in the event of the Program Manager's unavailability or incapacity. Any duties or acts assigned to the Program Manager will be undertaken during the temporary period by the acting person thus appointed. (~~See~~ FMA § 2.3.3).

5.3 Assistant to the Secretary.

The Assistant to the Secretary of the Implementing Committee shall be an employee of the EAA appointed to this position by the General Manager. The Assistant to the Secretary ~~of the Implementing Committee~~ shall keep the minutes of all meetings of the Board. The Assistant to the Secretary ~~of the Implementing Committee~~ may also perform ~~the~~ functions ~~of delegated by~~ the Secretary of the Implementing Committee as provided in Section 3.03.039(c).

~~5.4 — Legal Counsel.~~

~~———— (a) ——— The Implementing Committee may not engage separate and independent legal counsel. However, if funding is provided for in the Annual Program Budget approved by the Board of Directors under Section 4.5 of the FMA, or the Members otherwise unanimously agree to share the legal costs on a subsequently to be agreed upon, specified basis, the Member may, as separate political subdivisions, jointly engage legal counsel.~~

~~———— (b) ——— By unanimous consent, on a case by case basis, the Implementing Committee may assign a matter to a Member in order for that Member to obtain legal advice from its counsel regarding the matter. In such an event, the Member shall oversee any work done relating to the matter by its legal counsel. That Member is expected thereafter to share with the Implementing Committee the advice it receives from its counsel regarding the matter. In such an event, the counsel for the Member shall not be providing legal representation or advice to the Implementing Committee or to the other Members of the Implementing Committee. The other Members of the Implementing Committee may obtain advice from their own counsel regarding the matter if they so desire.~~

~~———— (c) ——— A Member's counsel may directly communicate with another Member's counsel with respect to the Program. However, unless authorized by the Member, no other Member may directly contact the Member's legal counsel with respect to the Program. A Member may contact the Program Manager to direct to or receive from another Member's counsel a communication for informational purposes only. In such an event, the Program Manager shall contact the other Members to inform them of the communication.~~

~~———— (d) ——— Unless funding is provided for in the Annual Program Budget approved by the Board of Directors under Section 4.5 of the FMA, Program Aquifer Management Fees may not be used to pay for legal services performed at the request of the Implementing Committee. Unless funding is provided for in the approved Annual Program Budget, all invoices for legal services performed for a Member at the request of the Implementing Committee shall be forwarded to and paid by the Member for whom the attorney performing the legal services is counsel. If funding is provided for in the approved Annual Program Budget, invoices for legal services performed for a Member at the request of the Implementing Committee shall be forwarded to and paid by the EAA, consistent with the terms of the FMA.~~

Comment [MT16]: I understand that 5.3 through 5.7 will be replaced with a general provision to the effect that the Implementing Committee may budget for consultants in the Program Budget process, and may, through the EAA, engage consultants in accordance with EAA procurement policies. The fact that the Parties may individually or collectively engage independent consultants does not need to be a part of these rules.

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~~——(e)—— If invoices for legal services performed at the request of the Implementing Committee are submitted to the EAA for payment, the invoice shall be detailed and submitted under separate cover to the Program Manager for presentation to the Finance/Administrative Committee of the EAA for review and discussion with the Program Manager and the General Manager. The Finance/Administrative Committee's action and recommendation will be submitted to the Board for final action. Detailed invoices will not be provided to the entire Board, although a director may request to see the invoice at his or her discretion.~~

~~——(f)—— Any legal invoice for legal services performed at the request of the Implementing Committee presented to the EAA for payment will be the final billing and is subject to negotiation. Additionally, the invoice must be submitted to the EAA by the tenth day of the month and will be paid in full within 30 days unless questioned by EAA staff, the Finance/Administrative Committee, or the Board.~~

5.5 — Legislative Consultants.

~~—— The Implementing Committee may not engage legislative consultants. However, the Implementing Committee may recommend that a Member engage a legislative consultant, including recommendations as to the proposed terms of the engagement. If a legislative consultant is engaged by a Member based on a recommendation of the Implementing Committee, the Member engaging the legislative consultant, in consultation with the Program Manager, will manage and oversee any matters assigned to the legislative consultant. All invoices for legislative consultant services shall be forwarded to and paid by the Member engaging the legislative consultant.~~

5.6 — Auditors.

~~—— The Implementing Committee may not engage auditor consultants. However, the Implementing Committee may recommend that a Member engage an auditor consultant, including recommendations as to the proposed terms of the engagement. If an auditor consultant is engaged by a Member based on a recommendation of the Implementing Committee, the Member engaging the auditor consultant, in consultation with the Program Manager, will manage and oversee any matters assigned to the auditor consultant. All invoices for auditor consultant services shall be forwarded to and paid by the Member engaging the auditor consultant.~~

5.75.4 Other Consultants.

The Implementing Committee may not engage ~~other~~ consultants. However, if the Annual Program Budget provides funding for consultant services, the Implementing Committee may recommend that a Member the EAA engage ~~an other~~ consultant, including recommendations as to the proposed terms of the engagement. The procurement of a consultant by the EAA under this section shall be in compliance with the applicable EAA budgeting, procurement, and disbursement policies and procedures. (FMA § 7.2.2). The Implementing Committee Board may authorize the Program Manager

~~to oversee the performance of other consulting activities that are being performed on behalf of the Implementing Committee. If an other consultant is engaged by a Member based on a recommendation of the Implementing Committee, the Member engaging the other consultant, in consultation with the Program Manager, will manage and oversee any matters assigned to the other consultant. All invoices for other consultant services shall be forwarded to and paid by the Member engaging the auditor consultant.~~

5.85.5 No Bond Required.

Members of the Implementing Committee will not be required to furnish faithful performance of service bonds, or any other kind of bond.

5.95.6 No Attendance at EAA Staff Meetings.

Members may not ~~to~~ attend EAA staff meetings, unless the EAA staff invites one or more members to a specific staff meeting. For the purpose of this section, the term “staff meetings” includes meetings between and among EAA staff and meetings between EAA staff and outside consultants.

5.105.7 No Fees of Office.

A Member of the Implementing Committee shall not be entitled to receive fees of office.

5.115.8 No Reimbursement of Expenses.

A Member ~~of the Implementing Committee~~ shall not be entitled to receive reimbursement from the EAA of expenses incurred while engaging in activities on behalf of the Implementing Committee or the Program. A Member may receive reimbursement of such expenses from the entity, person or persons the Member represents.

5.125.9 No Contracting and Procurement.

The Implementing Committee is not authorized to enter into contracts, purchase goods, services, or own real or personal property, or otherwise expend or commit to the expenditure of EAA funds. The Implementing Committee may make a recommendation to a ~~Member~~MemberParty(s) that such ~~Member~~MemberParty(s) enter into a contract or make a procurement as recommended.

5.135.10 No Interference in EAA Personnel Matters.

Except as provided by Subsection 2.3.1 of the FMA, neither the Implementing Committee, nor any ~~member~~Member thereof, shall interfere with the General Manager’s authority over personnel matters of the EAA, and in particular shall not instruct the General Manager to appoint to or remove from employment any person. Neither the Implementing Committee, nor any ~~member~~Member thereof, may give

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instructions to any employee or contractor of the EAA, either publicly or privately, inconsistent with these Operational Procedures and other applicable policies and procedures of the EAA.

5.145.11 Compliance with the Texas Public Information Act.

~~Each A Member of the Implementing Committee will comply with~~ who receives a request for information under the Texas Public Information Act, Chapter 552, Texas Government Code, relative to the activities of the Implementing Committee. will refer the request to the Program Manager for a response. Except for those Program records maintained in the possession of a Member other than the EAA, the Program Manager will maintain Program records at the offices of the EAA. The records and information will be available to the public for inspection pursuant to the Texas Public Information Act.

5.12 AMP Decisions

The Implementing Committee shall process and take action on any AMP decisions pursuant to the procedures in Sections 7.11-7.14 of the FMA.

ARTICLE 6. FISCAL MANAGEMENT.

Section

- 6.1 Comprehensive Phase I Work Plan
- 6.2 Comprehensive Phase II Work Plan
- 6.3 Amendments to the Comprehensive Work Plans
- 6.4 Annual Party Work Plans and Cost Estimates
- 6.5 Amendments to the Annual Party Work Plans and Cost Estimates
- 6.6 Annual Program Budget
- 6.7 Amendments to the Annual Program Budget
- 6.8 Routine AMP Decisions Affecting the Annual Program Budget
- 6.9 Nonroutine AMP Decisions Affecting the Annual Program Budget
- 6.10 Monthly Financial Statements
- 6.11 Amendments to the Budgeting Schedule
- 6.12 Amendments to the Fund Balance Cap

Comment [MT17]: I understand this article will be revised to provide a more succinct summary of fiscal provisions.

6.1 Comprehensive Phase I Work Plan.

The Program Manager shall prepare a proposed Comprehensive Phase I Work Plan for consideration by the Implementing Committee. Not later than March 1, 2012, ~~and thereafter by March 1st of each year of Phase I of the Program,~~ the Implementing Committee will develop and approve a Comprehensive Phase I Work Plan for the ~~Program. (See FMA § 4.2). Each Program. Each year thereafter, by March 1st of each year of Phase I of the Program,~~ the Implementing Committee will develop and approve the

Comment [r18]: Not in FMA

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Comprehensive Phase I Work Plan for the program. (See FMA § 4.2). This Work Plan will include descriptions, schedules, and cost estimates for the Phase I Conservation Measures and all ~~other~~ Program activities to be conducted or managed by the Voting Members ~~or and the~~ Program Manager that are to be funded from the HCP Program ~~Account for~~ Account for the period through December 31, 2019. ~~during Phase I of the Program.~~ (See FMA § 4.2).

Comment [SFAU19]: Suggestion to separate out part that was not in FMA.

6.2 Comprehensive Phase II Work Plan.

The Program Manager shall prepare a proposed Comprehensive Phase II Work Plan for consideration by the Implementing Committee. Not later than March 1, 2019, and thereafter by March 1st of each year of Phase II of the Program, the Implementing Committee will develop and approve a Comprehensive Phase II Work Plan for the Program. (See FMA § 4.3). ~~Each year thereafter, by March 1st, the Implementing Committee will develop and approve the Comprehensive Phase II Work Plan.~~ This The ~~This~~ Work Plan will include descriptions, schedules, and cost estimates for ~~the ongoing Phase I Conservation Measures,~~ for the Phase II Conservation Measures, ~~and for Measures,~~ for and all other Program activities to be conducted or managed by the Voting Members ~~or and the~~ Program Manager that are to be funded from the HCP Program ~~Account for~~ Account for the Phase II period from January 1, 2020 until the expiration of the permit. ~~during Phase II of the Program.~~ (See FMA § 4.3).

Comment [r20]: Also not in the FMA

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Comment [SFAU21]: Suggestion to separate out part that was not in FMA.

6.3 Amendments to the Comprehensive Work Plans.

The Comprehensive Phase I and II Work Plans may be amended from time to time after their adoption by and at any meeting of the Implementing Committee to accommodate new information and modifications in Conservation Measures as may be approved and authorized in compliance with the AMP. (See FMA §§ 4.2, 4.3).

6.4 Annual Party Work Plans and Cost Estimates.

(a) Not later than April 15, 2012, and thereafter by April 15th of each year during the Permit Term, each Voting Member will submit to the Program Manager and Implementing Committee for the Implementing Committee's review its Annual Party Work Plan and Cost Estimate for the next subsequent budget year. (See FMA §§ 4.4, 4.6). Each Annual Party Work Plan and Cost Estimate will include descriptions and schedules of the tasks that are reasonable and necessary in order to perform each Voting Member's respective Conservation Measures and other Program-related activities for the succeeding budget year. (See FMA §§ 4.4, 4.6). The Annual Party Work Plan and Cost Estimate of each Voting Member must be consistent with the Comprehensive Phase I or II Work Plan, as may be appropriate.

(b) In addition to the content requirements set out in Subsection (a) of this Section, the EAA's Annual Party Work Plan and Cost Estimate will also include all activities related to the Program to be conducted or managed by the Program Manager for the next subsequent budget year during the Permit Term. (See FMA §§ 4.4, 4.6).

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(c) The Program Manager and Implementing Committee will review and ~~recommend changes, may, if necessary, recommend changes to an each~~ Annual Party Work Plan and Cost Estimate. (See FMA §§ 4.4, 4.5, 4.6). Not later than June 30, 2012, and thereafter by June 30th —of each year during the Permit Term, the Implementing Committee will complete its review and approval of each Annual Party Work Plan and Cost Estimate. (See FMA §§ 4.4, 4.5, 4.6).

6.5 Amendments to the Annual Party Work Plans and Cost Estimates.

To conform to an amendment to the Comprehensive Phase I and II Work Plan, or to the Annual Program Budget, an approved Annual Party Work Plan and Cost Estimate may be amended from time to time by and at any meeting of the Implementing Committee.

6.6 Annual Program Budget.

(a) As soon as practicable after the beginning of a year, the Program Manager will obtain from the EAA an estimate of the funds that the EAA expects to have available for the next subsequent budget year, including any available Fund Balance as provided in Subsection 5.5.4 of the FMA, and provide the estimate to the Implementing Committee.

(b) The Program Manager shall prepare a ~~Proposed-proposed~~ Annual Program Budget for consideration by the Implementing Committee. After approval of each Annual Party Work Plan and Cost Estimate, the Implementing Committee will consolidate them into a Proposed Annual Program Budget for the next subsequent budget year. (See FMA § 4.5). Not later than June 30, 2012, and thereafter by June 30th —of each year during the Permit Term, the Implementing Committee will take action to approve a Proposed Annual Program Budget. (See FMA §§ 4.5, 4.6, 5.2.1). The Implementing Committee will not ~~approve nor~~ submit to the EAA a ~~Proposed-proposed~~ Annual Program Budget, or any amendment thereto, that provides for expenditures greater than the funds that the EAA expects to have available for the budget year for which the proposed budget has been approved, including any available Fund Balance as provided in Subsection 5.5.4 of the FMA. (See FMA § 4.7). Upon approval of the ~~Proposed-proposed~~ Annual Program Budget by the Implementing Committee, the proposed budget will be forwarded to the General Manager. (See FMA § 4.5).

(c) After receipt of the ~~Proposed-proposed~~ Annual Program Budget from the Implementing Committee, the accounting staff of the EAA will review and may, if necessary, recommend to the Implementing Committee changes to the proposed budget. If the EAA, through its staff or its Board of Directors, notifies the Program Manager and Implementing Committee that the EAA is or will be unable to approve the ~~Proposed-proposed~~ Annual Program Budget because funds available to the EAA for the Program are or are likely to be insufficient to fund the proposed budget, the Implementing Committee will collaborate in a timely manner to amend the ~~Proposed-proposed~~ Annual Program ~~Budget for~~ Budget for that year to incorporate less costly measures, activities, or

schedules that will still ensure compliance with the Program Documents. (See FMA § 4.7, 5.2.2).

(d) The General Manager will present the proposed budget to the Board of Directors for action in accordance with the normal budgeting cycle of the EAA. (See FMA § 4.5). Upon ~~the~~ approval by the Board of Directors, the proposed budget, as it may have been adjusted, will ~~become~~ the Annual Program Budget for the applicable budget year and be included as part of the EAA's budget for the EAA's corresponding fiscal year. (See FMA § 4.5, 5.2.1).

(e) After approval of the Annual Program Budget by the Board of Directors, the Implementing Committee recognizes and acknowledges that the General Manager has full authority, without further authorization of the Implementing Committee or the Board of Directors, to expend funds of the EAA in conformity with the budget and with applicable procurement criteria and Program payment requirements, in amounts up to, but not exceeding, the amounts specifically allocated for such purposes in the Annual Program Budget, except as such budget may be amended pursuant to Section 6.7.

6.7 Amendments to the Annual Program Budget.

(a) To conform to an amendment to the Comprehensive Phase I and II Work Plan, or to accommodate new ~~accounting~~ information that has come to the attention of the EAA, after consultation with the Implementing Committee, the Annual Program Budget may be amended from time to time after its adoption by and at any meeting of the Board of Directors.

(b) In the event actual expenditures for an action item are less than the line-item amount for that action in the Annual Program Budget, the funds committed to that action item may be used for other authorized purposes approved in accordance with the Annual Program Budget ~~(. FMA § 6.2.3)~~. The Program Manager will provide a recommendation to the Implementing Committee on whether a transfer of funds between budgeted accounts in the Annual Program Budget is appropriate. After review, the Implementing Committee may at any meeting consider recommending to the EAA a line-item amendment to the Annual Program Budget: ~~to transfer funds between budgeted accounts in the Annual Program Budget.~~

Comment [MT22]: Is a budget amendment needed or not?

(c) In the event actual expenditures for an action item in the Annual Program Budget exceed the line-item amount in the Annual Program Budget, the Party responsible for that action item will provide written notice to the Program Manager of the cost overrun with substantiation for the additional expenses. ~~(FMA § 6.2.3)~~. The Program Manager will review the notice and provide a recommendation to the Implementing Committee. ~~(FMA § 6.2.3)~~. The Implementing Committee will consider recommending to the EAA a line-item amendment to the Annual Program Budget. ~~(FMA § 6.2.3)~~. The Implementing Committee may recommend an amendment to the Annual Program Budget only if adequate funds are available in the Program Account and only with the approval of the Implementing Committee and the EAA. ~~(See FMA § 6.2.3)~~.

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6.8 Routine AMP Decisions Affecting the Annual Program Budget.

(a) Routine AMP Decisions that do not involve an adjustment to the Annual Program Budget in excess of \$50,000, and that do not primarily affect an individual Party, -will be made by the Program Manager. (See FMA § 7.11.1). Any actions of the Program Manager taken under this subsection will be made in compliance with the EAA's budgeting, procurement, and disbursement policies and procedures in Articles VIII and X of the EAA's Bylaws, and Section 6.7. (See FMA §§ 7.2.2, 7.11.1, 7.1.4).

Comment [MT23]: Does not address decisions involving an individual Party

(b) If a Routine AMP Decision involves an adjustment to the Annual Program Budget in excess of \$50,000, the decision will be subject to approval by the Implementing Committee. (See FMA § 7.11.~~4~~21). Upon approval, the Implementing Committee will direct the Program Manager to take appropriate actions consistent with the approval of the Committee. Any actions of the Program Manager taken under this subsection will be made in compliance with the EAA's budgeting, procurement, and disbursement policies and procedures in Articles VIII and X of the EAA's Bylaws, and Section 6.7. (See FMA §§ 7.2.2, 7.11.1, 7.1.4).

(c) Routine AMP Decisions involving an increase in the Annual Program Budget will require approval by the Implementing Committee and the EAA Board of Directors. (~~See~~FMA § 7.11.4). Routine AMP Decisions that require amendments, transfers, or adjustments to the Annual Program Budget will be subject to applicable EAA budgeting, procurement, and disbursement policies and procedures. (~~See~~FMA § 7.11.4).

6.9 Nonroutine AMP Decisions Affecting the Annual Program Budget.

Nonroutine AMP Decisions involving an increase in the Annual Program Budget will require approval by the Implementing Committee (after input from the Science Committee and Stakeholder Committee) and the Board of Directors. (~~See~~FMA § 7.12.4.d.). A Nonroutine AMP Decision that ~~requires~~require amendments, transfers, or adjustments to the Annual Program Budget will be subject to applicable EAA budgeting, procurement, and disbursement policies and procedures. (~~See~~FMA § 7.12.4.d.).

6.10 Monthly Financial Statements.

The Program Manager shall submit monthly financial statements to the Implementing Committee showing the status of revenues and expenditures relative to the Annual Program Budget.

6.11 Amendments to the Budgeting Schedule.

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The schedule for the development, submittal and approval of the Annual Party Work Plans and Cost Estimates, and the Annual Program Budget may be amended by the Implementing Committee, with the approval of the Board of Directors. (See FMA § 4.6).

6.12 Amendments to the Fund Balance Cap.

The Fund Balance Cap may be amended from ~~time to time at any meeting of by of by of~~ the Implementing Committee. (See FMA § 5.5.4). The Program Manager will provide a recommendation to the Implementing Committee on whether to amend the Fund Balance Cap. ~~After review, the Implementing Committee may at any meeting consider recommending to the EAA an amendment to the Cap. The Fund Balance Cap. The Program Manager will forward the recommendation to the EAA for its consideration and action.~~

ARTICLE 7. ADAPTIVE MANAGEMENT DECISIONMAKING.

Section

- 7.1 — Categories of AMP Decisionmaking
- 7.2 — Procedures for Routine AMP Decisions
- 7.3 — Procedures for Nonroutine AMP Decisions
- 7.4 — Procedures for Supplementation of the Scientific Records and Actions Thereon
- 7.5 — Procedures for Strategic AMP Decisions

Comment [MT24]: I understand that this article will be revised to provide a more succinct summary of adaptive management provisions.

7.1 — Categories of AMP Decisionmaking.

— The Implementing Committee may make three categories of AMP decisions: (1) routine; (2) nonroutine; and (3) strategic. (See FMA §§ 7.11, 7.12, 7.14).

7.2 — Procedures for Routine AMP Decisions.

— (a) — Applicability. This section applies to Routine AMP Decisions. (See FMA § 7.11).

— (b) — Program Manager Approval Authority. Routine AMP Decisions that do not involve an adjustment to the Annual Program Budget in excess of \$50,000.00, and that do not primarily affect an individual Party, will be made by the Program Manager. (See FMA § 7.11.1). In making any budget adjustments, the Program Manager will follow the requirements of Section 6.8(b).

— (c) — Decisions Involving Substantial Budget Adjustments. If a Routine AMP Decision involves an adjustment to the Annual Program Budget in excess of \$50,000, the decision will be subject to approval by the Implementing Committee. (See FMA § 7.11.2). In making any budget adjustments, the Program Manager will follow the requirements of Section 6.8(c).

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~~(d) Decisions Affecting an Individual Party. If a Routine AMP Decision will primarily affect an individual MemberPartyMember, the Program Manager will consult with that the Member representing that Party. (See FMA § 7.11.3). Such a decision will not require the approval of the Implementing Committee unless it involves an adjustment to the Annual Program Budget in excess of \$50,000, or an increase in the Annual Program Budget. (See FMA § 7.11.3). If the Party and the Program Manager agree that such a decision does require Implementing Committee approval, they will report it to the Implementing Committee for action. If the decision is approved, then the General Manager will proceed under Subsection (b). If the Member and the Program Manager agree that such a decision does not require Implementing Committee approval, they will report it to the Implementing Committee. (See FMA § 7.11.3). If the affected Member and the Program Manager cannot reach agreement on a decision that does not otherwise require Implementing Committee approval, the decision will be made by a majority vote of the Voting Members of the Implementing Committee. (FMA § 7.11.3)~~

Comment [SFAU25]: Using Party makes this consistent with FMA and 6.8(a).

Comment [SFAU26]: Not in FMA.

~~(d) Use of Science in Decisions. The Program Manager, individual Members, and, if applicable, the Implementing Committee, will make Routine AMP Decisions:~~

- ~~(1) on the basis of the best scientific and commercial data available;~~
- ~~(2) after consulting with the Science Committee on any such decision that has significant potential to affect the overall well being of a Covered Species for input prior to making the decision or, if prior consultation is not possible, as soon as possible after making the decision;~~
- ~~(3) with appropriate adjustments in the decisions if the Science Committee input so advises; and~~
- ~~(4) after consulting with the Service, as appropriate. (See FMA § 7.11.5).~~

7.3 Procedures for Nonroutine AMP Decisions.

- ~~(a) Applicability. This section applies to NonrRoutineRoutine AMP Decisions. (See FMA § 7.12).~~
- ~~(b) Submission of Proposals. A draft proposal for a Nonroutine AMP Decision may be brought by the Program Manager, any Party, the Implementing Committee, or any three members of the Stakeholder Committee, forwardedforward to the Program Manager, and processed as provided in Subsection 7.12.1 of the FMA.~~
- ~~(c) Science Committee Review. After Upon receipt by the Program Manager of a draft proposal for a Nonroutine AMP Decision, the Program Manager will convene a meeting of the Science Committee as soon as practicable to the Science Committee will~~

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~~discuss, review, and make recommendations on the draft proposal as provided in Subsection 7.12.2 of the FMA.~~

~~(d) Stakeholder Committee Review. After Within 14 days of receipt of a draft proposal for a Nonroutine AMP Decision by the Program Manager, the Program Manager will convene a meeting of the Stakeholder Committee receipt by the Program Manager of a draft proposal for a Nonroutine AMP Decision, the Stakeholder Committee willto will discuss, review, and make recommendations on the draft proposal as provided in Subsection 7.12.3 of the FMA.~~

~~(e) Implementing Committee Decision. After Within 14 days of receipt by the Program Manager of the Stakeholder Committee's report on a proposal for a Nonroutine AMP Decision, the Program Manager will call a meeting of the Implementing Committee will to discuss, review, and take action on the report as provided in Subsection 7.12.4 of the FMA.~~

~~7.4 Procedures for Supplementation of the Scientific Records and Actions Thereon.~~

~~The Implementing Committee will ensure that the Program Manager continues to supplement the the supplementation of the Scientific Record and take actions thereon as provided in Subsection 7.13. of the FMA.~~

~~7.5 Procedures for Strategic AMP Decisions.~~

~~(a) Applicability. This section applies to Strategic AMP Decisions. (See FMA § 7.14).~~

~~(b) Submission of Proposals. If directed by the Implementing Committee pursuant to Subsection 7.13 of the FMA to initiate the procedures for Strategic AMP Decisions, AaA draft proposal for a Strategic AMP Decision may be brought forward to the Program Manager by the Program Manager, the Implementing Committee, or any three members of the Stakeholder Committee and and processed as provided in Subsection 7.14.1 of the FMA. (See FMA § 7.14.1)~~

~~(c) Science Committee Review. After receipt by the Program Manager of a draft proposal for a Strategic AMP Decision, the Science Committee will discuss, review, and make recommendations on the draft proposal as provided in Subsection 7.14.2 of the FMA. (See FMA § 7.14.2).~~

~~(d) Stakeholder Committee Review. After receipt by the Program Manager of a draft proposal for a Strategic AMP Decision, the Stakeholder Committee will discuss, review, and make recommendations on the draft proposal as provided in Subsection 7.14.3 of the FMA. (See FMA § 7.14.3).~~

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~~(e) — Implementing Committee Decision. After receipt by the Program Manager of the Stakeholder Committee’s report on a proposal for a Strategic AMP Decision, the Implementing Committee will discuss, review, and take action on the report as provided in Subsection 7.14.4 of the FMA. (See FMA § 7.14.4).~~

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