



ORGANIZATIONAL STRUCTURE and OPERATING PROTOCOLS

February 8, 2023

ADOPTED June 12, 2002; Revisions ADOPTED in 2004, 2007, 2019, 2020, 2021

INTRODUCTION: The Upper San Pedro Partnership (“USPP” or “Partnership”) was formed in 2002 to create a partnership to facilitate and implement sound water resource management and conservation strategies in the Sierra Vista Sub-watershed. It is a consortium of agencies and organizations that are land or water stakeholders in the Sierra Vista Sub-watershed of the Upper San Pedro River Basin or provide resources to help the Partnership accomplish its purpose.

The Partnership was formed through a Memorandum of Understanding signed by each member. The purpose of the Partnership is to “coordinate and cooperate in the identification, development and utilization of science and technical information to assist in meeting water needs in the Sierra Vista Subwatershed of the Upper San Pedro River Basin”.

The Upper San Pedro Partnership has established its goal of “**ensuring an adequate long-term groundwater supply is available to meet the reasonable needs of both the area’s residents and property owners (current and future) and the San Pedro Riparian National Conservation Area (SPRNCA)**”. The Partnership hopes to develop a consensus among its members to adopt and implement annual plans to support the purpose and goal. The Partnership will then actively support its members in seeking funds and taking action to implement the Upper San Pedro annual plans adopted by the members.

A Partnership Advisory Commission (PAC or Advisory Commission) is established to lead the Upper San Pedro Partnership toward reaching its goals. Operational committees are formed to carry out the purposes of the Partnership under the direction of the Partnership Advisory Commission. The Administrative Committee includes appointed representatives from each member that is funding the Partnership and one member elected at-large by the Commission. Its purpose is to manage and direct the expenditure of Partnership funds used in the preparation of planning studies or monitoring for the Partnership; to provide administrative advice to the Advisory Commission. The Technical Committee provides science and technical reviews and advice to the Partnership and assists in making technically correct information available to the public. This document outlines the purpose and duties of the Partnership Advisory Commission and the Partnership’s committees, how they function, and other pertinent information regarding the Partnership’s organizational structure.

USPP MEMBERSHIP REQUIREMENTS: It is the intent of the Partnership to encourage participation by a broad range of agencies and organizations that will provide significant resources to help the Partnership accomplish its purpose without becoming so large as to inhibit its ability to function. **Members** are defined as: “**agencies and organizations that (1) own land, and/or (2) control land or water, and/or (3) make policy with regard to land or water use in the Sierra Vista Sub-watershed of the Upper San Pedro River Basin, and will provide significant resources to help the Partnership accomplish its purpose; or agencies and organizations that will provide significant technical or financial resources to help the Partnership accomplish its purpose**”. All members must sign the Memorandum of Understanding (MOU). No membership will be recognized unless, and until, the Partnership Advisory Commission approves membership, and an authorized officer of the member agency or organization executes the MOU.

The Administrative Committee will review applications for membership in the USPP to determine if the applicant meets the qualifications for membership and the application is complete. If the application is complete, then it will be forwarded to the Partnership Advisory Commission. The Advisory Commission will vote at a regular meeting to accept or reject applicants who request membership.

Applicants for membership in the Upper San Pedro Partnership must apply in writing to the Chairperson of the Upper San Pedro Partnership Advisory Commission. They must also provide an e-mail copy of the application in MS Word for distribution to appropriate Partnership members. The application must include the following:

1. Name and description of the agency or organization, contact person, address, phone number, fax number, and e-mail address.
2. Description of how the applicant meets the membership criteria.
3. Plan or description of how the applicant will provide significant resources to help the Partnership accomplish its purpose and what they may add to the Partnership.
4. Who the primary and alternate representatives will be to the Advisory Commission and committees in which the applicant plans to participate, and a description of their expertise and qualifications.

UPPER SAN PEDRO PARTNERSHIP CURRENT MEMBERS:

LOCAL AGENCIES

Bisbee

Cochise County

Huachuca City

Sierra Vista

Tombstone

Hereford Natural Resource Conservation District

STATE AGENCIES

Dept. of Environmental Quality

State Land Department

FEDERAL AGENCIES

Bureau of Land Management
 Bureau of Reclamation
 Forest Service
 Fort Huachuca

National Park Service
 USDA Agricultural Research Service
 US Geological Survey

OTHER ORGANIZATIONS

Audubon Southwest (Audubon Research Ranch)
 Castle & Cooke Arizona
 Friends of the San Pedro River

The Nature Conservancy
 West and Southeast Realtors of the Valley

PARTNERSHIP ADVISORY COMMISSION (PAC)

PURPOSE: The Partnership Advisory Commission is established by the Upper San Pedro Partnership to provide leadership and direction to the Partnership's committees, to ensure the public, legislative leaders and USPP members are well informed on the activities of the Partnership, to assist the Partnership with legislative issues, and to ensure an Upper San Pedro annual plan ultimately recommended receives widespread public acceptance and support.

DUTIES: The Partnership Advisory Commission will be responsible for providing leadership and direction, informing the public and their legislative leaders, and providing feedback from them to the Partnership's member agencies and other committees, by performing the following:

1. Approve any changes to the adopted Partnership organizational structure. Meet at least semi-annually to review, discuss and understand the activities being performed by each of the Partnership committees. Two annual meetings could consist of an annual USPP summit, and a follow-up PAC meeting to identify annual USPP priorities, funding needs, etc., in response to the information discussed at the USPP summit.
2. Assist the Partnership, and its members, in ensuring local, state, and federal legislators are well informed on the activities of the USPP and understand what resources and/or legislative actions are needed to support the goals of the USPP, and/or its annual plans. (It is understood that the state and federal agency members of the Partnership may be prohibited from taking an active role in this duty.)
3. Meet at least semi-annually, together with member agency leaders and Partnership committee members, to review the planning and implementation process and progress and offer advice and guidance on program improvements to enhance public involvement and acceptance.
4. Review, and endorse when appropriate, water and land conservation activities undertaken by member agencies within the Sierra Vista Sub-watershed of the Upper San Pedro River Basin.
5. Review programs developed by the USPP committees and offer advice and direction on how the programs might be improved.

6. Review new information that may be developed on water issues and potential solutions and assist the Partnership in annual plan updates.
7. Provide input and direction to the Technical Committee on the science and technical needs to inform the annual plan.

ORGANIZATION AND MEETINGS: The Partnership Advisory Commission will elect a Chair and Vice-Chair to conduct its meetings and may establish and elect such other officers as may be necessary to conduct its business. The methodology for electing officers will be consistent with the procedure under Election of USPP Officers and At-Large Representative to Administrative Committee on page 10.

A quorum shall consist of 50% + 1 of PAC members for the purpose of conducting business. PAC will seek to achieve a consensus in conducting official actions, including adopting annual plans. In the event that a consensus cannot be achieved, a two-thirds vote of the quorum shall be required. It is acknowledged that there will be some issues considered by PAC on which federal agencies will not be able to cast a vote. On those issues, a two-thirds vote of the nonfederal representatives remaining in the quorum will be required. The Partnership Advisory Commission recognizes that annual plans provide recommendations only and that no such recommendations are to be construed as mandatory actions by member agencies or organizations.

Meetings will be held in Sierra Vista and will be open to the public in accordance with the open meeting laws of the state of Arizona for public agencies. Frequency of meetings will be determined by the Chair and confirmed by a majority of the Commission, but in any event will be held no less than semi-annually.

The Administrative support for the Partnership Advisory Commission will be designated by the USPP fiscal agent, currently the City of Sierra Vista, for purposes of providing general Committee support, such as emailing meeting agendas, draft minutes and support materials to the USPP membership, and posting approved meeting notes and presentations to website.

MEMBERSHIP, APPOINTMENT, RESPONSIBILITIES: The Partnership Advisory Commission members should be selected to represent a broad spectrum of public opinion. The local government appointees (Members at Large) may be elected officials or other community leaders. The Commission may appoint such other non-voting ex-officio participants or Committees/Subcommittees as the Commission may determine necessary to facilitate the performance of its duties.

Agency appointed representative(s) must not miss more than 3 consecutive PAC meetings. Should a member agency miss 2 consecutive meetings, they will be contacted to determine if extenuating circumstances exist. At that time, the member will also be reminded of partnership membership requirements. The absent member should be contacted shortly after the second missed meeting to allow the member agency sufficient time to address the agency attendance issue before the next scheduled PAC meeting.

If three consecutive meetings are missed, the agency's membership will be terminated, and the organization will have to re-apply for membership to be an active participant.

The Partnership Advisory Commission will initially include voting members, and their alternates, that will be appointed as follows:

1. Member at Large - appointed by the Bisbee
2. Member at Large- appointed by the County Board of Supervisors
3. Member at Large- appointed by the County Board of Supervisors
4. Member at Large- appointed by the County Board of Supervisors
5. Member at Large - appointed by the Huachuca City Town Council
6. Member at Large - appointed by the Sierra Vista City Council
7. Member at Large - appointed by the Sierra Vista City Council
8. Member at Large - appointed by the Sierra Vista City Council
9. Member at Large - appointed by the Tombstone Town Council
10. Hereford Natural Resource Conservation District Representative – Appointed by the Executive Director or his/her designated representative
11. Arizona Department of Environmental Quality Representative - Department Director or his/her designated representative
12. Arizona State Land Department Representative - The Land Commissioner or his/her designated representative
13. Bureau of Land Management Representative - State Director or his/her designated representative
14. Bureau of Reclamation Representative – State Director or his/her designated representative
15. Forest Service Representative - Regional Director or his/her designated representative
16. Fort Huachuca Representative- Installation Commander or his/her designated representative.
17. National Park Service Representative - Regional Director or his/her designated representative
18. USDA Agricultural Research Service Representative- Regional Director or his/her designated representative
19. U.S. Geological Survey Representative - Regional Director or his/her designated representative
20. Audubon Research Ranch Representative – Appointed by The National -Audubon Society
21. Castle & Cooke Arizona – Appointed by the Senior Vice President of Castle & Cooke Arizona
22. Friends of the San Pedro River – Appointed by the President of the Friends of the San Pedro River
23. The Nature Conservancy – Appointed by State Director and/or his/her designated representative
24. West and Southeast Realtors of the Valley - Appointed by President of the West and Southeast Realtors of the Valley

TECHNICAL COMMITTEE (TECH COMM)

PURPOSE: The purpose of the Committee is to coordinate and cooperate with the Partnership Advisory Commission in the identification, development and utilization of science and technical information to assist in meeting water needs in the Sierra Vista Subwatershed of the Upper San Pedro River Basin.

DUTIES: The Technical Committee will be responsible for the following:

1. Oversee updates and uses of the hydrologic models for the Upper San Pedro Basin.
2. Conduct annual review and reporting of sustainability indicators.
3. Provide science support for member agency needs for research, monitoring or projects
4. Make science-based information available for decision-makers and public outreach.
5. Integrate our work with and receive input from other partners on key technical issues.
6. Conduct annual Technical Committee planning activities.

MEMBERSHIP: Technical Committee members shall include Science/Technical Advisors (“Advisors”) as well as other Regular Members who are designated by PAC member agencies. Advisors are responsible for making specific technical or scientific recommendations when requested. Member agencies or organizations may designate more than one Advisor. As many member representatives are encouraged to participate at each meeting as possible.

APPOINTMENT: All USPP member agencies or organizations can designate Regular Members to the Technical Committee. Some of those members will be designated Advisors per the following process:

1. Each member agency or organization will submit a list of their Primary and Alternate representatives to the Technical Committee Chair by Quarter 1 of each year if there are new representatives or a need to update their listed representatives. The submittal should indicate which are proposed Advisors and/or Regular Members. There may be more than one Advisor per member agency/organization, or none. Those not submitted as Advisors will be assumed to be Regular Members.

A biography (not to exceed 150 words) will be submitted for each proposed Advisor at the time of designation by their respective member agencies. Technical Committee will review and accept the designations. The biographies will subsequently be posted on the USPP website, and should include both academic and professional experience in the following disciplines:

- Hydrology, in areas of Groundwater, Surface water, Ecohydrology
- Geomorphology
- Vegetation/Riparian habitat management
- Water quality
- Hydrological and Geomorphological modeling
- Engineering related to water infrastructure

- Spatial analysis
- Evapotranspiration & Climate
- Monitoring program design
- Other areas that are deemed relevant by Technical Committee in the future

2. Advisor biographies will be posted on the USPP website.

DECISION MAKING: The Technical Committee will seek to achieve a consensus of the Advisors in developing technical information or recommendations. Should consensus not be reached, dissenting concerns will be noted in the minutes. A majority of Advisors must be present for discussions where consensus on a recommendation is sought. No more than one advisor from each member agency will participate in the consensus process for specific recommendations.

ORGANIZATION AND MEETINGS: The Chair and Vice Chair terms will be for a one-year period coinciding with the calendar year. Chair and Vice Chair responsibilities will rotate among the Advisors with the Chair role being filled by the first member agency on the following list and the Vice Chair being filled by the next agency. At the end of the calendar year, the Vice Chair will move into the Chair role and the next agency on the list shall assume the Vice Chair position. In the event an agency has more than one Advisor, the agency shall designate one person to fill the rotation. If a member agency has a Technical Committee representative who has been on the Committee for less than one year, the representative is not required to serve as the Vice Chair or Chair and the rotation will move to the next agency on the list. Other extenuating circumstances may also be considered by the Advisors, who can agree by consensus to allow an agency to skip their place in the rotation and move to the next agency on the list. The order of rotation for the Vice Chair and Chair shall be: City of Sierra Vista, Audubon Southwest, USDA-ARS, The Nature Conservancy, BLM, and Cochise County. Fort Huachuca and USGS are unable to serve in the rotation on the advice of their respective legal counsel due to a potential conflict of interest.

The duties of the Chair and Vice Chair include: setting the agenda to meet the Duties of the committee, establishing meeting dates & times; forwarding the agenda to the Committee Administrative Support for distribution to the Committee at least five days prior to the meeting; reviewing annual membership (including tallying the annual number of Advisors for purposes of Decision Making); facilitation of the Committee meetings; editing and/or sending the final approved meeting notes to Administrative Support staff for posting on the USPP website; and representing the Committee at USPP authorized venues as necessary. The Chair may also establish and designate such other officers and subcommittees as may be necessary to conduct its business.

The Chair will select a Scribe each year, who can be any Member of the Committee. The Scribe shall be selected in the first quarter of even numbered years with unlimited terms. His/her duties shall include capturing action items and agreements using a template developed by the Chair and sending draft meeting notes to Administrative Support for distribution to the Committee for review at least five days prior to a meeting.

The Administrative support for the Technical Committee will be designated by the USPP fiscal agent, currently the City of Sierra Vista, for purposes of providing general Committee support, such as emailing meeting agendas, draft minutes and support materials to the USPP membership, and posting approved meeting notes and presentations to website.

Frequency of meetings will be as determined by the Chair but will be held no less than quarterly. Access to remote meeting attendance will be made available.

ADMINISTRATIVE COMMITTEE (ADMIN)

PURPOSE: The Administrative Committee is established by the Upper San Pedro Partnership (USPP) to perform the duties listed below that will be required to support the objectives of the USPP Partnership Advisory Commission and Technical Committee.

DUTIES: The Administrative Committee will perform the following duties:

1. Identify, secure, and manage funding for the USPP and its initiatives. When establishing contracts or giving grants the USPP shall not pay overhead fees.
2. Coordinate with the USPP committees to meet approved PAC goals and plans.
3. Develop financial plans to support implementation of the USPP initiatives.
4. Prepare and approve contracts, work plans and related work documents for consultant contracts in support of the USPP initiatives.
5. Provide oversight of contracts and budgets managed by the fiscal agent in accordance with fiscal partner agreements.
6. Advise PAC on administrative matters that are impediments and/or beneficial to meeting Partnership goals.
7. Assist PAC or member agencies to secure funding for PAC approved initiatives.
8. Other duties as assigned by PAC

ORGANIZATION AND MEETINGS: The Committee will elect a Chair and vice Chair to conduct its meetings and may establish and elect such other officers as may be necessary to conduct its business. The Chair and Vice Chair shall be elected in the first quarter of even numbered years with unlimited terms. The Committee will seek to achieve a consensus but, in the event, that a consensus cannot be achieved in the adoptions of official actions, a majority vote of the members present, provided a quorum is present, will be required. All matters financial will be determined by formal vote and the recording of same. Such action is final as it pertains to the fiscal agent. The presence of 4 of the 6 officially designated representatives or their designated alternate(s) from the voting members will constitute a quorum for the purposes of conducting business. At any time that a vote is called, each member agency of the committee shall have one vote, regardless of the number of representatives attending the session. To vote, member agencies must have one of their designated members present or provide a written statement of vote presented to the committee chair or another agency representative in advance of the vote.

Meetings will be open to the public and all PAC representatives, meeting agendas will be distributed to PAC representatives in a timely manner in advance of meetings. The frequency of meetings will be determined by the Chair and confirmed by a majority of the Committee. Meetings will include a call to the public and a call to other Committee Chairs for input. Following an opening call to the public/other membership, only member representatives, alternates and invited speakers, may address the committee. During the call to the membership/public, each speaker may address the committee for up to three minutes.

The Administrative support for the Administrative Committee will be designated by the USPP fiscal agent, currently the City of Sierra Vista, for purposes of providing general Committee support, such as emailing meeting agendas, draft minutes and support materials to the USPP membership, and posting approved meeting notes and presentations to website.

MEMBERSHIP AND APPOINTMENT: The Committee will consist of six member agencies with a single representative from each of the five funding member agencies and one at large member agency. The Administrative Committee will include as expert (non-voting) participants, the U.S. Geological Survey and the Agricultural Research Service representatives. The Committee may appoint such other non-voting ex-officio participants or Subcommittees as the Committee may determine necessary to facilitate the performance of its duties. Chairs of other committees or work groups will be encouraged to attend all meetings but will not be voting members.

The Committee voting members, and their alternates, that will be appointed as follows:

1. Bureau of Land Management
2. City of Sierra Vista
3. Cochise County
4. Fort Huachuca
5. The Nature Conservancy
6. Member at large- appointed by PAC

The at-large member of the committee will be elected by PAC to serve on the Committee for a two-year term and must be a member agency that does not already serve on the Committee. The at-large member may be reelected by PAC for an unlimited number of terms. All agencies on the Committee will select their own primary and alternate representatives to serve on the Committee. Representatives serving on the Committee will be expected to devote considerable time to implementing the projects and policies approved by PAC.

ELECTION OF USPP OFFICERS and AT-LARGE REPRESENTATIVE TO ADMINISTRATIVE COMMITTEE

ELECTION OF OFFICERS:

The Partnership Advisory Commission shall elect a Chairperson to conduct its meetings and a Vice Chairperson to conduct meetings in the absence of the Chairperson. Nominations for officers will be accepted in the last regularly scheduled meeting of odd-numbered calendar years and the election will be conducted at the first regularly scheduled meeting in the following calendar year. In the event an officer cannot continue to serve in his/her elected capacity, the

remaining officer shall request nominations from PAC members and hold an election for the unexpired term at the following meeting of PAC.

The Administrative and Technical Committees will also hold elections for the positions of Chairperson and Vice Chairperson at their first regularly scheduled meeting in even numbered years. Unlike PAC elections, the Administrative and Technical Committees will accept nominations and elect officers in the same meeting.

ELECTION OF PAC AT-LARGE REPRESENTATIVE TO ADMIN:

PAC shall accept nominations and elect one-at-large representative to the Administrative Committee from its membership *at the same meeting*. This should occur at the same meeting PAC accepts nominations for Chairperson and Vice Chairperson. The purpose of this timing is to ensure that the newly elected PAC At-Large representative will be a member of Admin when Admin nominates and elects its officers.

OPERATIONAL PROTOCOLS: PAC MEETING AGENDAS & MINUTES

PURPOSE: These protocols are intended to ensure the principles of: Timely discussion of issues that bear on meeting the goal of the USPP; and the ability of all stakeholders to be aware of the discussions, decisions, and outcomes.

AGENDA FORMAT: The agenda for all regular meetings of the Advisory Commission outside of the annual USPP summit shall follow the format outlined below:

1. Determination of a quorum
2. Approval of prior meeting minutes
3. List of report documents sent to each member under separate cover with an opportunity to ask questions. The reports will consist of the following:
 - a. Each standing committee chair report on all actions taken since their last meeting. These include minutes of those meetings.
 - b. Each Agency (city, county, state, federal, NGO) report on any actions they have taken that affects the USPP goal.
 - c. Report from chair of PAC on the status of any items suggested and supported for inclusion on a future agenda.
4. Listing of items for discussion and/or determination at the specific meeting. These would include any items carried over from a prior meeting.
5. General public input

Note: The following procedure outlines the opportunity for each member to request an item for a future agenda of PAC or for consideration by one or more of the standing committees (form follows):

Requests by individual members will be done in writing on a form prepared for that purpose and submitted to the Administrative support staff for the PAC (as designated by the USPP fiscal agent) who will distribute the request via email to determine support for staffing and an eventual

consideration of the item on a PAC agenda. Committee requests for issues to be placed on PAC agenda will be accomplished through the Chair of the specific committee(s) and the PAC Chair.

AGENDA PREPARATION: The agenda shall be set and distributed no later than close-of-business on the Thursday prior to the Wednesday PAC meeting. It should be noted that events can supersede this protocol under certain conditions.

1. The agenda and all accompanying reports and information will be sent via email to all member agencies and the ‘interested party’ list as developed over time.
2. Members are expected to bring with them to the meeting all of the documents in item #1.
3. A certain number of copies of the agenda and documents will be made available at the meeting, primarily for public members who may not currently be on the ‘interested party’ list.
4. In addition to the agenda items that have come through the process outlined in this document (see Agenda Format Note), items requested through the several Committees and their Chairs shall be included.
5. The timing of when an item reaches a specific meeting agenda can be negotiated through the PAC Chair, any appropriate Committee Chair(s).

MINUTE FORMAT: Minutes shall utilize the same format as the agenda, noting the reports that were submitted prior to the meeting.

1. Questions raised for further clarification not obtained during the meeting shall be noted and assigned to a specific Committee or agency for further work. These questions will be part of that Committee or Agency report at the following meeting.
2. Agenda items for discussion and action will be summarized, with the resolution duly noted. Any member wishing their position to be specifically stated in the minutes may do so.
3. Items with requisite support for either placement on a future PAC agenda or assignment to a specific Committee will be listed with specific assignment to Committee or other party noted.

NOTICE: To ensure transparency within and without of PAC, all meetings will be noticed to the public; all meetings will be open to the public; and all meeting records will be available to the public.

UPPER SAN PEDRO PARTNERSHIP ADVISORY COMMISSION

REQUEST FOR AGENDA CONSIDERATION

Process:

- 1) **Submit to Administrative support staff, as designated by the USPP fiscal agent, by email or mail.**
- 2) **Administrative support staff, as designated by the USPP fiscal agent, will distribute request via email to PAC membership to determine support for staffing and eventual consideration on PAC agenda.**

Date of Request: _____

Person Making Request: _____

Contact Numbers: _____

Title of Agenda Item to be Considered: _____

Description of Item Including how the item benefits the goals of the USPP purpose statement-
To coordinate and cooperate in the identification, development and utilization of science and technical information to assist in meeting water needs in the Sierra Vista Subwatershed of the Upper San Pedro River Basin:

Reason for Request:

Has item been vetted through a USPP Committee? Yes ___ **No** ___

If yes, which committee and what was the outcome?

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(Administrative staff Use Only)

Date Received: _____ Date Sent to PAC Members: _____

Process Status: _____

Date Assigned for PAC Agenda: _____