

THIS IS A DRAFT PROPOSED BY THE BALLONA WETLANDS LAND TRUST  
AND IS **NOT AN OFFICIAL DOCUMENT** OF THE SANTA MONICA BAY  
RESTORATION COMMISSION

OCTOBER 14, 2019 STAFF DRAFT

Proposed Amendment to the  
Santa Monica Bay Restoration Commission  
**Memorandum of Understanding**  
As Amended [*adoption date of the MOU*] by  
Governing Board Resolution *19-XX*

## I. INTRODUCTION

The Santa Monica Bay Restoration Commission (Commission) was established by an act of the California Legislature (Senate Bill 1381, Kuehl) in 2002 to monitor, assess, coordinate, and advise the activities of state programs and oversee funding that affects the beneficial uses, restoration and enhancement of Santa Monica Bay and its watersheds. The Commission is a non-regulatory, locally based state entity whose functions, governance and membership are set forth in this Memorandum of Understanding (MOU). It is the intent of the Legislature that the Commission shall independently execute its duties and that the Commission's membership shall include federal, state, and local public agency officials, and employees and representatives of other stakeholder interests.

The purpose of this MOU is to set forth the agreement among the Secretary for the California Environmental Protection Agency (CalEPA), the Secretary of the California Natural Resources Agency, and the Chairperson of the Commission, pursuant to the provisions of California Public Resources Code section 30988.2(b)(1), to establish and implement an effective and efficient governance structure to ensure the success of the Santa Monica Bay National Estuary Program (NEP). Since the formation of the Santa Monica Bay NEP in 1988, the Santa Monica Bay Restoration Project, followed by the Commission, have used an iterative process to establish and meet the goals and objectives of the Santa Monica Bay NEP. A clear, efficient, and effective governance structure is a key element of a successful NEP. Pursuant to the requirement of California Public Resources Code (sections 30988-30988.3), the original MOU was adopted and signed in 2003 by the Secretary for Environmental Protection, the Secretary for Natural Resources, and the Santa Monica Bay Watershed Council Chair. This MOU outlines the Commission's: mission and goal statements, authorities, functions, organizational structure and governance, reporting, and conflict of interest and disclosure policy; how the Santa Monica Bay governance structure is aligned with the NEP governance structure; and the agreement among the Secretary for Environmental Protection, the Secretary for Natural Resources, and the Chairperson of the Commission.

## **II. MISSION, GOAL, OBJECTIVES, AUTHORITIES, AND FUNCTIONS**

### **Mission Statement**

The Commission's mission is to restore and enhance the Santa Monica Bay through actions and partnerships that improve water quality, conserve and rehabilitate natural resources, mitigate the effects of climate change and sea level rise, and protect Santa Monica Bay's benefits and values.

### **Goal**

The goal of the Commission is to accelerate the pace, extent, and effectiveness of Santa Monica Bay restoration through implementation and financing of actions that improve water quality, conserve and rehabilitate natural resources, mitigate impacts of climate change and sea level rise, and protect the health of Santa Monica Bay's recreational users and wildlife.

### **Objectives**

The Commission will achieve its goal by prioritizing in its educational, monitoring, and bond proceeds expenditure decisions, proposals, or projects designed to achieve Bay restoration objectives that include, but are not limited to, the following:

1. The reduction or elimination of pollution from stormwater (including urban runoff) and point and nonpoint (including on-site wastewater disposal) sources.
2. The reduction or prevention of the threat of oil and sewage spills and leaks.
3. The reduction and prevention of beach erosion.
4. The reduction and prevention of threats to public health from pollution.
5. The prevention of and protection against loss of wetlands, coastal and riparian habitats, and Santa Monica Bay's natural and living resources, and restoration of these resources where they have already been degraded.
6. Effective enforcement of applicable environmental laws.
7. Public education and warnings of any dangers related to consuming contaminated seafood.
8. Increased public education concerning the Santa Monica Bay in collaboration with universities and grades K-12 schools.
9. Assuring that ocean resources are accessible to all Californians regardless of socioeconomic status and are preserved and enhanced for future generations.

The Commission may establish additional goals and objectives and priorities for expenditures, proposals, or projects through an amendment to this MOU. These goals and objectives shall be consistent with the objective statement in statute and the Santa Monica Bay NEP's Conservation and Management Plan (CCMP).

### **Authorities of the Commission**

Public Resources Code sections 30988 through 30988.3 pertain to the Santa Monica Bay Restoration Commission. Pursuant to Public Resources Code section 30988.2, subdivision (c), the Commission may do all of the following:

1. Request and receive federal, state, local, and private funds from any source and expend those moneys for the restoration and enhancement of Santa Monica Bay and its watershed.
2. Award and administer grants for the benefit and enhancement of Santa Monica Bay and its watershed.
3. Enter into contracts and joint powers authority agreements, as necessary, to carry out the purposes of the Commission.
4. Monitor, assess, and coordinate activities among federal, state, and local agencies, and where appropriate, private firms, to restore and enhance Santa Monica Bay and its watershed.

### **Functions of the Commission**

The Commission shall carry out any or all of the following functions within its authority in order to achieve its mission, goal, and objectives:

1. Serve as the Management Conference of the Santa Monica Bay National Estuary Program defined under Section 320 of the Clean Water Act (Attachment A).
2. Oversee effective implementation of the Santa Monica Bay CCMP.
3. Promote participation by local governments, special districts, community groups, and members of the public who are essential to implementation of Santa Monica Bay watershed protection efforts.
4. Promote collaboration and partnerships among stakeholders.
5. Provide technical and financial support for the implementation of Santa Monica Bay restoration projects.
6. Provide an open and neutral forum for inter-agency and inter-organizational discussion and consensus building.
7. Promote sound science that advances the implementation of the Santa Monica Bay CCMP.
8. Serve as an information clearinghouse for Santa Monica Bay issues that affect the beneficial uses, restoration, and enhancement of Santa Monica Bay and its watershed.
9. Negotiate and oversee agreements, grants, and contracts. This includes - negotiating agreements with -recipients of the Section 320 grant funds, and providing oversight and direction to - those grant recipients to ensure effective implementation of the Santa Monica Bay CCMP.
10. Consult with and advise state programs, policies, or funding that affect the beneficial uses, restoration, and enhancement of the Santa Monica Bay and its watershed.
11. Facilitate inter-agency and inter-organizational efforts to improve the Santa Monica Bay's water quality, mitigation of the impacts of climate

- change and sea level rise, and restoration of its natural and living resources, including opportunities to leverage funding.
12. Provide information to policymakers and the general public on issues involving Santa Monica Bay through public outreach and involvement programs.
  13. Assist member organizations individually and collectively by providing coordination, advice, public education, and leadership in the management and protection of the Santa Monica Bay and its resources.
  14. Use and promote an integrated, multi-disciplinary approach to Santa Monica Bay management.
  15. Coordinate and host periodic conferences, workshops, or seminars related to the state and management of Santa Monica Bay and its resources.
  16. Promote awareness of the Commission and its activities via press releases, public newsletters, social media, and other communications strategies.

### **III. ORGANIZATION AND STRUCTURE**

The Commission is a non-regulatory, locally-based state organization whose functions and governance are prescribed in this MOU. The structure of the Commission is composed of the Governing Board, Executive Committee, Technical Advisory Committee, and Stakeholder Advisory Council, which together serve as the Management Conference of the Santa Monica Bay -NEP. The administrative functions of the Commission are supported by the State Water Resources Control Board -("State Water Board").

-Because the primary purpose of creating the Commission was for the Commission to serve as the Management Conference for the National Estuary Program established for Santa Monica Bay (a function previously carried out by the Commission's predecessor, the Santa Monica Bay Restoration Project), it is the intent of this MOU to align the Commission's structure, to the extent possible, with the applicable federal regulations and US EPA guidance for NEP management.

Representation within the Management Conference may include: (1) elected and appointed policymaking officials from all governmental levels; (2) environmental managers from federal, state, regional, and local agencies; (3) local scientific and academic communities; (4) private citizens; and (5) representatives from public and user interest groups—business, industry, community, and environmental. The Commission's membership - is consistent with these categories. Additionally, it is the - intent of this MOU to provide - opportunities for the - stakeholders of the Commission's work to engage in the Commission's activities -order to promote collaborative decision-making and - to share stakeholder perspectives and concerns. -

As the decision-making body of the NEP Management Conference, pursuant to federal regulations, the Commission's Governing Board may award some or all of the annual grant funds, disbursed by US EPA pursuant to Section 320 of the federal Clean Water Act, to one or more third parties, in order to further implementation of the Commission's CCMP.

The components of the Management Conference for the Santa Monica Bay NEP are described in detail below:

## **A. Governing Board**

The Governing Board is comprised of federal, state, and local public agency officials, staff, and representatives of other stakeholder interests that collectively make up a non-regulatory board that is the key decision-making authority of the Commission. The Governing Board serves as the -Management Committee within the Management Conference for the Santa Monica Bay NEP.

**Governing Board NEP Parallel:** - Management Committee.

**Governing Board Members.** The Governing Board consists of thirty-six (36) members- twenty-seven (27) voting members and nine (9) non-voting members. Governing Board Members are ex-officio, appointed, or elected as indicated in Attachment B. Each Governing Board member may designate up to two (2) alternates to serve in his or her absence.

For appointed Governing Board Members, the appropriate governing bodies or appointment authorities of Boards, Commissions, and municipalities in the watershed shall appoint representatives in accordance with their rules and standard procedures. The Governing Board shall nominate and elect seven (7) additional entities from the following categories to serve on the Governing Board:

- Two (2) representatives of environmental/public interest organizations that operate entirely or partially within the Santa Monica Bay watershed that are in good standing pursuant to Internal Revenue Code section 501 (c)(3);
- Two representatives of the business community/economic interests in the watershed, one of which participates in the coastal tourism industry, that operate entirely or partially within the Santa Monica Bay watershed; and
- Three (3) at-large representatives who meet one of the following criteria:
  - A federal, state, or local agency active in the Santa Monica Bay watershed;
  - An incorporated city entirely or partially within the Santa Monica

- Bay watershed;
- A county entirely or partially within the Santa Monica Bay watershed;
  - A for-profit business that operates entirely or partially within the Santa Monica Bay watershed that is in good standing pursuant to Internal Revenue Code section 501(c)(3).

No person or entity may serve in more than one position. Membership on the Governing Board will not diminish the regulatory responsibilities or authority of any participating agency or organization.

The voting Governing Board members shall elect a Chairperson from among the voting Governing Board members, who will preside over all Commission Board meetings and work closely with the staff of the Commission to convene Board meetings and prepare Board agendas and reports. The voting Governing Board members shall also elect no more than eight Vice-chairpersons and other officers, as necessary, from among the voting Governing Board members. The Vice-chairs may act as chair in his or her absence.

**Governing Board Member Terms.** The term for elected Governing Board members shall be two (2) years. Elected Governing Board members may serve consecutive terms upon re-election. Governing Board members can nominate entities for election to the Governing Board during a nomination period that will be established prior to the date of election. The election of the Governing Board members shall be held during a regular Governing Board meeting by roll-call vote of voting members and the member term shall be effective immediately after election. In the event of a mid-term vacancy, the Governing Board shall elect a replacement to serve the remainder of the term.

The term for appointed or *ex-officio* Governing Board Members is ongoing. No person shall continue as a member of the board if he or she ceases to hold the office or ceases to be employed by the organization that qualifies that person to be appointed as a member of the board. Any vacancy should be filled expeditiously by the appointing body.

Governing Board members - may nominate Chairs and Vice-chairs from existing Governing Board members during a nomination period that will be established prior to the date of election. The election of the Chair and Vice-chairs shall be held during a regular Governing Board meeting by roll-call vote of voting members and the member term shall be effective immediately after election. In the event of a mid-term vacancy of the chair or Vice-chair, the Governing Board shall elect a replacement to serve the remainder of the term.

**Governing Board Roles and Functions.** The Governing Board is - the key decision-making - authority of the Commission - and is responsible for creating a long-term vision for the local National Estuary Program, setting program

priorities, and providing oversight and direction to the Executive Committee and Commission staff- to assist in implementing these objectives. The Governing Board is also responsible for soliciting input and considering recommendations from Commission staff, the Executive Committee, - Technical Advisory Committee, and - Stakeholder Advisory Council.

To support the successful implementation of the mission, goals, and objectives in this MOU and the CCMP, the Governing Board - may perform the following roles and functions including, but not limited to:

1. Guide, review, and evaluate the program;
2. Oversee development of and approve the CCMP, CCMP revisions or updates, -annual work plans of the Commission, and any other plans, products, or resolutions of the Commission;
3. Approve program and funding priorities, resource and funding allocations, budgets, expenditures, and the use of funds appropriated to, or received directly or indirectly by the Commission for NEP activities or projects;
4. Authorize Commission staff to enter into legal agreements on behalf of the Commission, as necessary;
5. Monitor, assess, coordinate, and advise all state programs that affect the beneficial uses, restoration, and enhancement of Santa Monica Bay and its watershed<sup>1</sup>;
6. Adopt policy resolutions and/or authorize Commission correspondence to other agencies and entities to convey the Commission's recommendations on projects, programs and issues affecting Santa Monica Bay and its watershed;
7. Select and -partner entities that receive Section 320 grant funds to further implementation of the CCMP and annual work plans, and provide oversight and direction to - those entities;
8. Encourage a cooperative approach in addressing issues of regional and watershed significance;
9. Inform the - Stakeholder Advisory Council about all Commission activities and provide opportunities for meaningful public involvement;
10. Encourage participation in Commission activities by the general public, to encourage membership of eligible organizations in the Stakeholder Advisory Council;
11. Upon receiving advice from legal counsel, make legal decisions affecting the Commission, such as determining the Commission's response to litigation, approving settlement agreements, or determining to litigate against a -;third party to further the Commission's public mission;
12. Amend the MOU, as necessary, by a two-thirds majority of a quorum of voting members -and ratification of the Secretary of Natural Resources and

---

<sup>1</sup> This includes state programs for which the Commission is not a lead agency, such as the Ballona Wetland Restoration Project and the Malibu Lagoon monitoring program.

the Secretary of Environmental Protection; and  
13. Adopt a Conflict of Interest Code.

**Governing Board Meetings.** The Governing Board shall - meet at least four times a year. The meetings will be held in accordance with the Bagley-Keene Open Meetings Act (commencing with Government Code Section 11120).

**Governing Board Quorum.** A quorum shall consist of a majority of the voting members of the Governing Board. An action is taken by the Governing Board if it is taken by a majority of a quorum of voting members.

## **B. Executive Committee**

The Executive Committee consists of nine members and is a subset of members of the Governing Board. The Executive Committee is charged with overseeing the work activities of the Commission such as regular communication with staff of the Commission and developing agendas for the Commission's regular Governing Board meetings.

**Executive Committee NEP Parallel:** Facilitates efficient operation of the Management Committee

**Executive Committee Members.** Membership of the Executive Committee shall consist of the Chair and Vice-chairs of the Governing Board. The Executive Committee shall represent the signatory agencies of this MOU and reflect the diverse stakeholder interests represented on the Governing Board. The Chair of the Governing Board shall be the Chair of the Executive Committee.

**Executive Committee Member Terms.** The term of Executive Committee members shall be two (2) years. Executive Committee members may serve consecutive terms. The terms of the Chair and Vice-chairs of the Executive Committee shall take effect immediately upon their election by the Governing Board.

**Executive Committee Roles and Functions.** T-The Executive Committee was originally established in 2005 by a resolution of the Governing Board to oversee the work activities of the Commission, including, but not limited to, regular communication with the Executive Director and/or staff of the Commission and developing agendas for the Commission's regular Governing Board (GB) meetings.

- It is the intent of this MOU to formalize the role of the Executive Committee within the Commission's organizational structure. The Executive Committee does not make final decisions on behalf of the Commission, but rather helps to inform the decisions of the Governing Board by soliciting input and considering recommendations from Commission staff, the Technical Advisory Committee,

and the Stakeholders Advisory Council, and making its own recommendations to the Governing Board based on that information. Consistent with policies and direction established by the Governing Board, the Executive Committee may provide direction to Commission staff to further the goals and objectives of the Commission.

The Executive Committee is responsible for the following roles and functions including, but not limited to:

1. Act as a liaison to the Governing Board and facilitate clear communication with the other components of the Management Conference (e.g., - Commission staff, Governing Board, Technical Advisory Committee and - Stakeholder Advisory Council) to convey the Governing Board's direction;
2. Prepare agendas for the Commission's Governing Board meetings;
3. Provide oversight and direction to the -Commission staff, -pursuant to policies adopted by the Governing Board, to develop and make recommendations to the Governing Board regarding:
  - a. The development of the CCMP, CCMP revisions or updates, Santa Monica Bay NEP annual work plans, and any other plans, products, or resolutions of the Commission;
  - b. Program and funding priorities, resource and funding allocations, budgets, expenditures, and the use of funds appropriated to, or received directly by the Commission for activities or projects;
  - c. Monitoring, assessing, coordinating with, and advising state programs that affect the beneficial uses, restoration, and enhancement of Santa Monica Bay and its watershed;
  - d. Development of legal agreements on behalf of the Commission;
4. -Identify the need for special committees, establishing special committees, and appointing members to these committees to address issues that may include, but are not limited to fundraising, habitat-specific restoration planning, and outreach; and
5. Inform the - Stakeholder Advisory Council about all Commission activities and provide opportunities for meaningful public involvement.

**Executive Committee Meetings.** The Executive Committee shall - meet at least four times a year, typically meeting the month prior to a scheduled Governing Board meeting. The Executive Committee meetings will be held in accordance with the Bagley-Keene Open Meetings Act (commencing with Government Code Section 11120 ), -). The Executive Committee shall also - hold additional meetings as directed by the Governing Board, -or at the request of the Chair of the Executive Committee or by three or more of its other members.

**Executive Committee Quorum.** A quorum of the Executive Committee shall consist of a majority of its members. Any action of the Executive Committee shall be taken by a majority vote of the Executive Committee members.

### C. Technical Advisory Committee (TAC)

The Technical Advisory Committee - provides the Commission with scientific expertise - and - with objective, science-based recommendations. The TAC is comprised of scientific experts who are knowledgeable about the state of the science in a variety of technical areas related to the Commission's mission, goals, and objectives in Santa Monica Bay and its watershed.

**TAC NEP Parallel.** Scientific and Technical Advisory Committee.

**TAC Members.** The TAC consists of experts in coastal and watershed science who provide scientific information and recommendations on a broad range of subject areas to inform the Governing Board, Executive Committee and - Stakeholders Advisory Council on scientific issues related to the Santa Monica Bay. TAC members contribute the latest technical input on issues, i.e. they have a working knowledge of the current scientific literature in their field and preferably are actively publishing. TAC members represent a range of scientific specialties, for example intertidal ecology, fisheries, physical oceanography, plankton, sea birds, sediments, wetlands, sandy shores, rocky reefs, pelagic ecology, freshwater and riparian systems, etc. They are drawn from a variety of sectors, e.g. academia, nonprofits, municipalities, or government agencies, but they function as non-biased, non-partisan scientific experts, not as representatives of their sectors.

The members of the TAC will appoint a Chair, for a two-year term, who has a broad understanding of scientific issues in Santa Monica Bay and can provide strong leadership and direction to the group. The members of the TAC will also appoint a Vice-chair to serve in the Chair's absence.

**TAC Member Terms.** TAC membership is for a two-year term. Members may serve consecutive terms upon reappointment. TAC members will work with the Chief Administrative Director to nominate existing members for reappointment, and to identify new TAC members, or to fill vacancies. The nominations for reappointment and new TAC members must be approved by a majority vote of the Governing Board.

**TAC Roles and Responsibilities.** The role of the TAC is to function as an unbiased, non-partisan scientific panel that provides technical expertise to support the mission, goals, and objectives of the Commission. The TAC members must work collaboratively to provide scientific information and recommendations on technical issues to present to the Governing Board. In the event the TAC members are not in consensus on an issue or recommendation, the TAC may provide the Governing Board a brief report with all of the TAC members' recommendations and justifications for the recommendations for the Governing Board to consider.

The responsibilities of the TAC are to:

1. Develop and adopt a State of the Bay report every five years and guide - Commission staff in coordinating the State of the Bay conference;
2. Identify the highest priority research and projects to achieve the Commission's goals and mission and make project recommendations to the Governing Board for funding as opportunities arise;
3. Report to the Governing Board -and Executive Committee on technical issues, as requested by Governing Board and Executive Committee members, and develop white papers where appropriate;
4. Convene *ad hoc* committees, with members drawn from both within and outside the TAC, to provide guidance on specific issues;
5. Review select project proposals that are technical in nature or have a strong technical component and provide recommendations to the Governing Board;
6. Review technical components of policies or policy issues identified by the Governing Board-, Executive Committee or Commission staff and make scientific recommendations to the Governing Board based on their assessment of the technical issues; and
7. Solicit input from and - interactively communicate with the Stakeholder Advisory Council about scientific issues related to restoration of the Santa Monica Bay - and its watershed, and provide opportunities for meaningful public involvement.

**TAC Meetings.** The TAC shall meet at least once each year and more often as directed by the Governing Board or Executive Committee-. TAC Meetings shall be held in accordance with the Bagley-Keene Open Meetings Act (Government Code Section 11120, et seq.).

**No TAC Quorum.** A quorum does not apply to the TAC as it is not a decision-making body, but rather a governance component that provides scientific information and recommendations. Recommendations from the TAC to the Governing Board or Executive Committee shall describe the manner by which those recommendations were determined, including TAC members that participated in making the determination.

-

#### **D. Stakeholder Advisory Council (SAC)**

The - Stakeholder Advisory Council is the broad stakeholder body of the Commission that functions as a mechanism for interested parties to provide information, recommendations, and input to the Commission. -

- **SAC NEP Parallel.** Citizens Advisory Committee

**SAC Members.** The membership of the Stakeholder Advisory Council shall include all entities that meet the eligibility criteria below.

- A federal, state, or local agency active within the Santa Monica Bay watershed
- An incorporated city entirely or partially within the Santa Monica Bay - watershed
- A county entirely or partially within the Santa Monica Bay -watershed
- A for-profit business that operates entirely or partially within the Santa Monica Bay watershed
- A nonprofit organization - that operates entirely or partially within the Santa Monica Bay - watershed that is in good standing pursuant to Internal Revenue Code section 501 (c)(3)

The Commission shall encourage participation in the SAC by a broad spectrum of stakeholders in the watershed including, but not limited to: fishing interests, recreational users, environmental organizations, citizen councils, business and industry, or other interest groups that operate at least partially within the Santa Monica Bay watershed, -

- All Governing Board members shall have the opportunity to participate in Stakeholder Advisory Council meetings and activities.

Additional entities that would like to become a member of the Stakeholder Advisory Council and that meet the eligibility criteria shall forward a letter of interest to the Governing Board with a resolution from the interested entity's governing body (board of directors, etc.) authorizing the entity to seek membership and designating the entity's representative to the Stakeholder Advisory Council. The Governing Board may, by majority vote at its next regularly-scheduled meeting, consider election of the requesting entity to the Stakeholder Advisory Council.

Each Stakeholder Advisory Council member may designate up to two (2) alternates to serve in his or her absence.

**SAC Member Terms.** There is no term limit for participating -SAC members and members are encouraged to participate on an ongoing basis.

**-SAC Meetings.** The Stakeholder Advisory Council shall meet at least once each year, but will meet more frequently at the direction of the Governing Board, Executive Committee, or pursuant to a written request to the Chair of at least five (5) members. SAC meetings will be held in accordance with the Bagley-Keene Open Meetings Act (commencing with Government Code Section 11120).

Stakeholder Advisory Council members shall also be provided the opportunity to participate in other workshops organized by the Commission in order to further carry out the provisions of the CCMP.

The Chair of the Governing Board shall be the Chair of the Stakeholder Advisory Council. Meetings shall be publicly noticed and chaired by the Governing Board

Chair or Vice-Chair.

**SAC Roles and Responsibilities.** The Stakeholder Advisory Council will support the functions of the Commission. The primary responsibility of the Stakeholder Advisory Council is to advise the Governing Board on Bay restoration priorities for funding, planning, project implementation, monitoring and further research, as well as advising the - Governing Board on updates to, and implementation of, the CCMP and - on the priorities of the Commission- The Stakeholder Advisory Council is responsible for working with the Technical Advisory Committee to ensure that priorities are based on the best available science and are agreed upon, to the extent feasible, by the scientific, resource management, and water quality agencies. Additional purposes shall be to:

- 1) Promote participation by local governments, special districts, and community groups who are essential to implementation of watershed protection efforts.
- 2) -Promote collaboration and partnerships among stakeholders, including potential funding opportunities.
- 3) Provide - the Governing Board with information, input and consensus recommendations regarding Commission policies, funding allocations, work products, priorities or other actions and decisions.
- 4) Provide an open and neutral forum for inter-agency/inter-organizational and public discussion and consensus building.
- 5) Organize Work Groups to focus on priority issues of concern, and to achieve the objectives listed below.

Work Groups will serve as the primary means for members of the Stakeholder Advisory Council to collaborate on issues of importance. Work Groups will be designed to:

- Provide a structured forum for the exchange, coordination, and implementation of information, ideas, and projects.
- Encourage a cooperative approach in addressing issues of regional/watershed significance.
- Develop recommendations for policies/action plans for adoption by the Governing Board (e.g. updates to the Restoration Plan).

Work groups may be proposed by any member in good standing of the Stakeholder Advisory Council and will be organized in response to consensus support of the SAC. Work Groups shall be chaired by a Stakeholder Advisory Council member. Commission staff may also be directed to support the activities of the Work Group by the Commission Chair.

6) -

Santa Monica Bay Stakeholders are encouraged to engage and provide recommendations at all stages of the Commission's decision-making process, including implementation of the goals and objectives in this MOU and the CCMP.

**No Stakeholder Advisory Council Quorum.** A quorum of Stakeholder Advisory Council does not apply - SAC is not a decision-making body under the management conference, but rather - an advisory body designed to help inform the Commission's decision-making - processes.

-

#### **IV. ADMINISTRATION AND OPERATION**

Pursuant to Public Resources Code 30988.2, the Commission shall independently execute its duties and authorities as authorized with administrative services provided by the State Water Resources Control Board. Within the State Treasury, the Santa Monica Bay Restoration Account - has been recreated for the Commission to receive money from any source which may be expended, - to support the activities of the Commission. At such time that funds are deposited in this account, semi-annual financial reports will be presented to the Governing Board at a Governing Board meeting.

Effective administration and operation of the Commission relies on assistance from outside entities which provide staff, office space, and other logistical support. These support functions are described below.

##### **A. State Water Resources Control Board**

Public Resources Code 30988.2 requires that the State Water Resources Control Board provide administrative services to the Commission. Administrative services provided by the State Water Board include staff, office space and office supplies, and various other administrative support functions. The Commission Governing Board, based on input provided by Commission staff and by the Commission's executive and advisory commissions, and in consultation with the State Water Board and US EPA to assess available resources, shall determine the staff needs of the Commission.

The State Water Board is responsible for recruiting and determining the terms of the employment in accordance with the applicable state civil service rules and regulations. The State Water Board may also recruit additional staff, provide legal counsel, and accept the loan of employees from other state agencies.

##### **B. Section 320 Grant Recipients**

The Commission serves as the Management Conference of the Santa Monica Bay NEP and is charged with overseeing the implementation of the CCMP.

To ensure effective implementation of the CCMP, and pursuant to federal regulations, the Commission has the authority to allocate all or a portion of the Section 320 NEP grant funds to one or more eligible entities\*, including to the Commission itself, in order to conduct the activities and tasks approved in the Commission's annual work plans. These activities may include research projects, monitoring projects, restoration projects, education and outreach efforts, and any other activity determined by the Commission's Governing Board to further the goals and objectives of the CCMP.

The Commission may also allocate Section 320 funds to an eligible entity\* for the purpose of obtaining additional administrative services, including staff services, for the Commission that complement the administrative services provided by the State Water Board. Non-federal matching funds to the Section 320 grant may also be used for these purposes.

\* Pursuant to 2 CFR Parts 200, and 1500, and 40 CFR 35.9000 et seq.

It is the intent of the Commission in adopting this MOU that recipients of the Section 320 grant funds, as well as other NEP funds (i.e. funds designated as non-federal matching funds to the Section 320 grant funds, public bond funds for which the Commission is designated as a decision-making agency, or any funds solicited and received on behalf of the NEP) will conduct all NEP related business with the same level of transparency that is required by statute of the Commission. The Commission will make reasonable, good-faith efforts to reflect this NEP transparency policy in any agreements with entities that are allocated funds at the direction of the Commission or that solicit and receive funds on behalf of the NEP.

The Governing Board maintains the authority to assess the performance of any recipient of the Section 320 grant funds on an ongoing basis. The Governing Board may choose to terminate, or to not renew, such funding agreements as it deems appropriate, and may re-allocate funds to other entities, or to itself. For example, the Governing Board could determine that a recipient of the Section 320 grant funds is not adhering to the Commission's policy of conducting all NEP business in an open, public manner or that staff provided to the Commission by a Section 310 grant recipient are not properly seeking and/or following the guidance of the Governing Board regarding actions that affect the NEP. In such a circumstance, the Governing Board has the authority to initiate a process to identify a new recipient of the funds in question to carry out the agreed upon tasks.

Entities that receive Section 320 grant funds do not become components of the NEP Management Conference and have no discretionary authority over the NEP. While the Commission may lawfully delegate administrative functions to these entities, the Commission maintains ultimate authority over the NEP in its role as the NEP Management Conference.

### **C. NEP Staff**

The State of California established the Santa Monica Bay Restoration Project, a state entity, as the local NEP Management Conference in 1988. In 2002, the California Legislature formalized the Project as a state agency and renamed it as the Santa Monica Bay Restoration Commission. As a matter of state legislative intent, the Commission is the Santa Monica Bay National Estuary Program, and there is no aspect of the SMBNEP that is outside the scope of the Commission.

As noted above, however, the support of various partner entities is essential to the success of the NEP, and these partner entities may contribute staff to the NEP that are not employees of the State Water Board. Pursuant to the intent of the California Legislature and pursuant to US EPA guidelines, all NEP staff are accountable to the NEP Management Conference (i.e. the Commission) and are subject to the same level of transparency whether they are employees of the State of California or employees of a partner entity.

#### **Executive Director**

The Commission may request that the State Water Board provide the Commission with an Executive Director contingent upon the available resources of the State Water Board and the Commission's other staffing needs. Alternatively, upon concurrence and approval by the Governing Board, the Commission may enter into an agreement with a partner entity to provide an Executive Director to the Commission. Whether the Executive Director is a state employee or is employed by a partner entity, she or he works at the direction of the Commission's Governing Board and is fully accountable to the Commission. Pursuant to US EPA guidelines and state legislative intent, the Executive Director should not be perceived as representing any interests other than the public interests of the Commission. Thus, while the Executive Director may be employed by a partner entity, she or he will represent the interests of the Commission, not those of the partner entity.

The primary roles and functions of the Executive Director include but are not limited to:

1. Oversee the day-to-day operations of the Commission;
2. Oversee coordination and execution of the meetings and workshops of the Commission;
3. Serve as a point of contact and liaison among the various components of the Management Conference;
4. On behalf of, and under the direction of, the NEP Management Conference (i.e. the Commission), oversee development of the Commission's annual work plans and report to the Governing Board on

- progress of work plan implementation;
5. Serve as principal staff spokesperson and representative for SMBRC;
  6. Provide policy and technical guidance to SMBRC staff in their work assignments including supervising staff activities;
  7. Carry out other duties as required by the Governing Board (GB) or Executive Committee (TAC);
  8. Provide policy recommendations to the GB based on input from the TAC and SAC;
  9. Develop and implement programs and projects that restore and enhance the ecological values of Santa Monica Bay and its watersheds in support of the Commission's;
  10. Interact with State, Federal, and other funding authorities to ensure regulations and funding requirements are met.

### **Other NEP Staff**

The Commission may request that the State Water Board or other partner entities provide additional staff to work under the direction of the Executive Director. Such staff functions may include administrative functions, scientific functions, education and outreach functions, financial development functions, or any other functions that the Governing Board determines will further the Commission's restoration mission.

1. Assist the Commission in developing and implementing the Commission's annual work plans;
2. Assist the Commission with developing revisions and updates to the CCMP;
3. Administer Section 320 grant funds and other NEP funds;
4. Solicit and receive sources of grant funding for CCMP implementation, and expend those funds at the direction of the Commission;
5. Provide support to the Commission as requested;
6. Publish press releases, newsletters, web site and social media announcements, and other communications of the Commission to promote public awareness of the Commission and its activities.

## **V. PROGRESS REPORTS**

To ensure accountability and to allow for periodic evaluation of progress, the Commission will prepare Annual Reports that summarize the accomplishments of the Commission and its Governing Board, Executive Committee, - Technical Advisory Committee, and Stakeholder Advisory Council in meeting its objectives and implementing the CCMP. These reports will be made public and given widespread distribution and will feature the Commission's name and logo to promote public awareness of the Commission and its work.

## **VI. CONFLICT OF INTEREST AND DISCLOSURE POLICY**

All members of the Governing Board are obliged to avoid any conflict of interest and must disclose to the Board any real or potential conflict of interest in any transaction or project under consideration by the Commission. In addition, members of the Governing Board are subject to the Political Reform Act (commencing with Government Code section 81000). The Governing Board shall maintain a conflict of interest code consistent with the Political Reform Act and designate appropriate positions that shall be subject to economic interest disclosures. Nothing in this section shall reduce the Commission or its members' obligations under federal or California law.

A conflict of interest may exist whenever a member of the Board (including a spouse, sibling, parent or child of a Board member) has a personal, material financial interest in a transaction or project under consideration by the Board.

If the Governing Board determines that a transaction or project involves a conflict of interest, whether real or apparent, by a member of the Board, the Board shall, at a minimum, require the Board member to abstain from voting on any such issue.

The Governing Board may approve of such a project or transaction if the Board makes specific findings that the transaction or project is (1) fair and benefits the objectives of the Commission; and (2) approved with the full knowledge of the economic benefit to the Board member involved in the conflict of interest.

## **VII. AGREEMENT**

- 1) The signatories to this Memorandum of Understanding will support the goals and objectives of the MOU upon signing of this MOU and the election and appointment of at least a quorum of members of the Governing Board.
- 2) The members of the Governing Board and all other participants of the Commission shall work together in a cooperative and collaborative manner. In cases of disputes over Commission projects, members shall engage in a good faith effort to resolve disagreements. (See Attachment D)
- 3) Amendments to the MOU may be proposed to the Chairperson of the Governing Board at any time and shall become effective upon approval by a two-thirds majority of the voting members of the Governing Board.

This is a true and correct copy of the Memorandum of Understanding approved by the Governing Board of the Santa Monica Bay Restoration Commission on [*date proposed amendment to the MOU is approved*], pursuant to Resolution 19-XX.

Signed:

\_\_\_\_\_ Date: \_\_\_\_\_  
Secretary, California Environmental Protection Agency

\_\_\_\_\_ Date: \_\_\_\_\_  
Secretary, California Natural Resources Agency

\_\_\_\_\_ Date: \_\_\_\_\_  
Chair, Santa Monica Bay Restoration Commission Governing Board

[Approved by the Bay Watershed Council 5/7/03, including amendments from 7/31/03 and 12/15/05 based on revisions as recommended by review by Office of Chief Counsel 10/12/03, and Governing Board amendments made 12/15/05, 10/18/07, 4/16/09, 10/20/11, 12/15/11, 4/19/12, 2/21/13, 2/20/14, and 6/19/14]

- ATTACHMENT A. -Governing Board Members
- ATTACHMENT B. - Stakeholder Advisory Council
- ATTACHMENT C. - Dispute Resolution Procedures

**ATTACHMENT B**  
**Santa Monica Bay Restoration Commission Governing Board Members**

Governing Board Seat	Ex-officio, Appointed, or Elected
<b>Voting Members</b>	
Secretary for Environmental Protection	<i>Ex-officio</i>
Secretary of the Resources Agency	<i>Ex-officio</i>
Member, California Regional Water Quality Control Board – Los Angeles	Appointed by the Governor
Member, California Coastal Commission	Appointed by the either by the Governor and California Legislature
Member, California State Coastal Conservancy	Appointed by the Governor and California Legislature
Supervisor, County of Los Angeles (Districts 3 or 4)	Appointed by the Board of Supervisors
Mayor or Councilmember, City of Los Angeles (SM Bay watershed district)	Appointed by the Mayor, with approval of the City Council
Councilmember for District 11, City of Los Angeles	<i>Ex-officio</i>
Mayor or Councilmember, South Bay cities	Appointed by the Appropriate COG from the following eligible members of the Santa Monica Bay Stakeholders: El Segundo, Manhattan Beach, Hermosa Beach, Inglewood, Redondo Beach, Palos Verdes Estates, Rancho Palos Verdes, Rolling Hills Estates, Rolling Hills, Torrance
Mayor or Councilmember, Malibu Creek watershed cities	Appointed by the Appropriate COG from the following eligible members of the Santa Monica Bay Stakeholders: Agoura Hills, Calabasas, Malibu, Hidden Hills, Westlake Village
Mayor or Councilmember, Ballona Creek watershed cities	Appointed by the Appropriate COG from the following eligible members of the Santa Monica Bay Stakeholders: Beverly Hills, Culver City, Santa Monica, West Hollywood
Public member, environmental/public interest	Elected by the Governing Board from among members of the Santa Monica Bay Stakeholders pursuant to the criteria in Section III. A. representing environmental/public interest organizations

Public member, environmental/public interest	Elected by the Governing Board from among members of the Santa Monica Bay Stakeholders pursuant to the criteria in Section III. A. representing environmental/public interest organizations
Public member, business/economic interest	Elected by the Governing Board from among members of the Santa Monica Bay Stakeholders pursuant to the criteria in Section III. A. representing business/economic interests
Public member, coastal tourism industry	Elected by the Governing Board from among members of the Santa Monica Bay Stakeholders representing business/economic interests, pursuant to the criteria in Section III. A. Member must participate in coastal tourism industry.
General Manager, Los Angeles County Sanitation Districts	<i>Ex-officio</i>
Director, Public Works Department, City of LA	<i>Ex-officio</i>
Director, County of Los Angeles, Department of Public Works	<i>Ex-officio</i>
At-large Member	Elected by the Governing Board from among members of Santa Monica Bay Stakeholders pursuant to the criteria in Section III. A.
At-large Member	Elected by the Governing Board from among members of Santa Monica Bay Stakeholders pursuant to the criteria in Section III. A.
At-large Member	Elected by the Governing Board from among members of Santa Monica Bay Stakeholders pursuant to the criteria in Section III. A.
Director, CA Department of Fish and Wildlife	<i>Ex-officio</i>
Director, CA Department of Parks and Recreation	<i>Ex-officio</i>
Director, Santa Monica Mountains Conservancy	<i>Ex-officio</i>
Director, Los Angeles County Dept. of Beaches and Harbors	<i>Ex-officio</i>
Officer, Las Virgenes Municipal Water District	<i>Ex-officio</i>

Chief, Los Angeles County Fire Department, LifeGuard Division	<i>Ex-officio</i>
<b>Non-voting Members</b>	
Regional Administrator, US EPA Region 9	<i>Ex-officio</i>
Director, NOAA-NMFS Southwest Division	<i>Ex-officio</i>
State Senator, 26th District	<i>Ex-officio</i>
State Senator, 27th District	<i>Ex-officio</i>
State Assemblymember, 50th District	<i>Ex-officio</i>
State Assemblymember, 62nd District	<i>Ex-officio</i>
State Assemblymember, 66th District	<i>Ex-officio</i>
Chair, Technical Advisory Committee	<i>Ex-officio</i>
President, Santa Monica Bay Restoration Foundation Board	<i>Ex-officio</i>

**ATTACHMENT C**  
**- Stakeholder Advisory Council Members**

Below is a list of - current members of the -Stakeholder Advisory Council (\* also Governing Board - member).

**Local Municipalities**

City of Agoura Hills  
City of Beverly Hills  
City of Calabasas  
City of Culver City  
City of El Segundo  
City of Hermosa Beach  
City of Inglewood  
City of Los Angeles\*  
City of Malibu\*  
City of Manhattan Beach  
City of Palos Verdes Estates\*  
City of Rancho Palos Verdes  
City of Redondo Beach  
City of Rolling Hills  
City of Rolling Hills Estates  
City of Santa Monica\*  
City of Thousand Oaks  
City of Torrance  
City of West Hollywood  
City of Westlake Village  
LA County Supervisor, District 3\*  
LA County Supervisor, District 4

**Federal, State and Local Agencies (water quality, resource management, public health) -**

US EPA Region 9\*  
NOAA-NMFS Southwest Division\* US Army Corps of Engineers National Park Service,  
State Water Resources Control Board\*  
CA Regional Water Quality Control Board - Los Angeles Region\*  
CA Coastal Commission\*  
CA State Coastal Conservancy\* CA Dept. of Fish and Wildlife\*  
CA Dept. of Parks and Recreation\* Santa Monica Mountains Conservancy\*  
Resource Conservation District of SM Mtns.\* LA County Fire Department - Lifeguard Division\*

LA County Department of Public Health Services  
LA County Dept. of Beaches and Harbors\*

### **Stormwater and Municipal Wastewater Management Agencies**

CalTrans, District 7  
County Sanitation Districts of LA County\*  
Las Virgenes Municipal Water District\*  
City of Los Angeles, Bureau of Sanitation\*  
City of Los Angeles, Bureau of Engineering  
County of Los Angeles, Dept. of Public Works\*  
West Basin Municipal Water District\*

### **Utilities/Industry/Business**

#### **Brash Industries**

Chevron Products Company\*  
City of Los Angeles, Dept. of Water and Power  
**NRG - El Segundo Operations, Inc.**

### **Environmental Organizations/User Groups**

#### **Ballona Lagoon Marine Preserve**

Ballona Creek Renaissance  
Ballona Ecosystem Education Project  
-Ballona Wetlands Land Trust  
Friends of Ballona Wetlands  
Heal the Bay\*  
League for Coastal Protection  
Los Angeles Rod and Reel  
Los Angeles Waterkeeper\*  
Malibu Surfing Association  
Marina Del Rey Anglers\*  
Natural Resources Defense Council  
Ocean Conservation Society  
Santa Monica Bay Audubon Society  
Sierra Club - Angeles Chapter  
Surfrider Foundation, South Bay Chapter

### **Legislative Representatives**

Senior US Senator  
Junior US Senator  
US Representative, 30<sup>th</sup> District\*  
US Representative, 36<sup>th</sup> District\*  
State Senators, 26<sup>th</sup> & 27<sup>th</sup> Districts\*\*  
State Assemblymembers, 50<sup>th</sup>, 62<sup>nd</sup>, 66<sup>th</sup> Districts\*\*\*

**Other Members**

Chair, Technical Advisory Committee\*

Chair, Malibu Creek Watershed Advisory  
Council

## **ATTACHMENT D**

### **Dispute Resolution Procedures**

In the event that consensus cannot be reached in the normal course of Commission proceedings, the disputing parties agree to use the following dispute resolution process:

1. Commission staff meets with the - disputing parties and attempts to resolve the issue(s). If a resolution is found, it will be brought before the - Governing Board for review and possible approval. If no resolution is reached, then Level Two discussions are initiated.
2. The Governing Board Chairperson meets with the disputing parties and makes a recommendation for resolving the issues. This recommendation is brought before the Governing Board for approval/disapproval. If agreement is not achieved, then Level Three is initiated.
3. Commission staff arrange for mediation. If an agreement is reached, it will be brought before the Governing Board for its consideration and possible approval. If agreement is not achieved, then Level -Four is initiated.
4. Commission staff, in consultation with the Governing Board, shall arrange for arbitration.

“Disputing parties” as referenced above may be any entities represented on the Commission’s various bodies.