

MINUTES OF THE AQUATIC SCIENCE CENTER BOARD OF DIRECTORS
NOVEMBER 2, 2007
FAIRFIELD-SUISUN SEWER DISTRICT CONFERENCE ROOM
1010 Chadbourne Road
Fairfield, CA 94534-9700
9:30am

BOARD MEMBERS PRESENT

Pamela Creedon, Central Valley Regional Water Quality Control Board
Michele Pla, Bay Area Clean Water Agencies
Darrin Polhemus, State Water Resources Control Board
Alexis Strauss, U.S. Environmental Protection Agency, Region 9
Dave Tucker, Bay Area Clean Water Agencies
Chuck Weir, Bay Area Clean Water Agencies
Bruce Wolfe, San Francisco Bay Regional Water Quality Control Board

STAFF PRESENT

Mike Connor, San Francisco Estuary Institute
Rainer Hoenicke, San Francisco Estuary Institute

OTHERS PRESENT

Dyan Whyte, San Francisco Bay Regional Water Quality Control Board
Andrew Lloyd, Duane Morris, Legal Counsel

1. Call to Order

In the absence of a Board Chair, prior to approving the Bylaws and electing Officers, Dyan Whyte served as meeting convener and called the meeting to order at 9:35am.

2. Public Comments

No members of the public attended the meeting

3. Brief review of Joint Powers Agreement between State Water Resources Control Board and Bay Area Clean Water Agencies

Dyan Whyte provided a brief overview of the Joint Powers Agreement signed by the Water Board and Bay Area Clean Water Agencies.

4. Adoption of draft Bylaws

Both attorneys from the two signatory agencies have reviewed the draft bylaws and provided comments. Andrew Lloyd highlighted the modifications he had made to the draft document based on attorney feedback. Board Members posed a few questions to clarify sections in the bylaws, such as who sets the meeting agendas, and whether the duties of the Secretary and Vice Chair could be combined.

It was determined that the language in the draft bylaws provides sufficient guidance on these two items. The Board decided to add clarifying language to Article 7.2. *Directors and Alternates*, which now shall read: "Each Member shall appoint three of its members, employees, or other representatives as a Director and, for each directorship, shall appoint up to two Alternate Directors, any or all of whom may be elected officials. If two Alternate Directors are appointed by any Member, the Alternate Directors shall be designated as a first and second alternate. *The designation of Directors and Alternate Directors shall be made in writing to the Executive Director.*

The first sentence of Article 18.1 *Maintenance of Aquatic Science Center Records* was modified to read: *"The Aquatic Science Center will keep at the Aquatic Science Center's principal office..."*

Action: Dave Tucker moved to adopt the bylaws as amended. Darrin Polhemus seconded the motion. The motion passed unanimously.

The Board decided to defer discussing a schedule and structure for future meetings later in the agenda and to switch agenda items 5 and 6.

5. Election of Officers

Darrin Polhemus recommended that Chair and Vice-Chair be represented by the signatory agencies, and officers be elected for a two-year term. Agreement was reached to have one of the three Members from the State Water Resources Control Board serve as the first Chair, and a Member from the Bay Area Clean Water Agencies serve for the combined office of Vice-Chair and Secretary.

Action: Chuck Weir nominated Bruce Wolfe as Chair, Pamela Creedon seconded. Bruce Wolfe was elected unanimously as Board Chair. Dave Tucker was duly nominated by a member of the Board as Vice-Chair/Secretary and elected unanimously. Michele Pla was elected unanimously as Treasurer.

Election of the Executive Director was deferred until the Service Agreement between the Aquatic Science Center and the San Francisco Estuary Institute was approved.

6. Adoption of draft Service Agreement between San Francisco Estuary Institute and Aquatic Science Center

The Board reviewed the Administrative Services Agreement and determined to make the following modifications:

- (a) The first sentence requires a reference to what is later called "the parties" to the agreement (Aquatic Science Center and San Francisco Estuary Institute). Add in parentheses (*the parties*) at the end of the first sentence.
- (b) Under Compensation and Reimbursement, the sentence shall read: SFEI shall bill Aquatic Science Center for reasonable overhead for administrative services based on an indirect cost rate equal to its most current negotiated federal rate.
- (c) Under Term and Termination, 4.2 shall read: *The Agreement shall terminate upon one year's written notice of either Party, or for such time as is necessary to dispose of all claims, and perform other functions necessary to conclude the obligations spelled out in this Agreement, whichever comes sooner.*
- (d) Under 5.3 Notices, "Notices under this Agreement shall be made in writing to..." insert Darrin Polhemus' name in the Attn: line for the State Water Resources Control Board.

Action: Bruce moved to approve the Administrative Service Agreement, Dave Tucker seconded the motion. The motion passed unanimously.

At this time, the Board took up election of the Executive Director for the Aquatic Science Center.

Action: Chuck Weir nominated Mike Connor, Dave Tucker seconded the motion, and it passed unanimously.

7. Adoption of Program Plan for Aquatic Science Center

The Board reviewed the draft Program Plan and requested that it not be restricted to Fiscal Year 2007/08 and that an eighth project category be added to reflect Delta Monitoring and Special Studies between \$50,000 and \$200,000. Language shall be added to the Plan that the Executive Director will report as part of a standing agenda item for future Board Meetings on signed contracts and the status of individual contracts, as applicable. The Program Plan also shall contain language concerning contract selection criteria. Mike Connor will incorporate these requests into the final Program Plan.

Action: Pamela Creedon moved to approve the Program Plan as amended, Chuck Weir seconded her motion, and the motion was unanimously approved.

8. Resolution Authorizing the Executive Director to Negotiate and Execute all Grants or Contract Agreements Consistent with the Program Plan

Action: Pamela Creedon moved to approve the Resolution, Dave Tucker seconded it, and it passed unanimously.

The Board set as its next meeting date February 29, 2007, at the San Francisco Bay Regional Water Board from 10:30am till 1pm. The Board preferred to use meetings as a forum to discuss topics of interest and structure them similarly to the SCCWRP Board Meetings. Quarterly meetings are planned for the near future. The Board set additional meeting dates for May 30th from 9:30 till noon in Fairfield and for August 29th at 10:30am till 1pm in Oakland (tentative).

The meeting was adjourned at 12:15pm.

Respectfully submitted



Dave Tucker, Board Secretary