



Memorandum

To: Yahara WINS Pilot Project Municipal Participants

From: Dave Taylor

Date: January 21, 2016

Subject: Intergovernmental Agreement

A December 17, 2015 memorandum to municipal participants in the Yahara WINS Pilot Project included the Intergovernmental Agreement (IGA) for the full scale adaptive management project. We received some suggested revisions to the IGA, which prompted us to make one last call for suggested revisions, with comments due by January 12th.

Most of the comments received were either minor editorial or clarifying comments and we have done our best to accommodate them in the attached revised final version of the IGA. There are a few revisions that I want to specifically call your attention to:

- **Section 3 (Authority Of Members To Participate):** This section has been revised to give municipalities options for how they may authorize participation in the IGA. Previous language required authorization by resolution. Revised language allows authorization by resolution or other binding action by the governing body or person authorized to act for a municipality. A copy of the document authorizing participation shall be sent to and be maintained on file with the Executive Committee formed under the IGA.
- **Section 6: (Executive Committee):** This section has been revised to provide additional clarity that Member representatives for the cities and villages participating in this agreement will vote to select their representative to the Executive Committee, and Member representatives for the towns participating in this agreement will vote to select their representative to the Executive Committee, and the Member representatives of the group as a whole will vote to select the at large representative.

This section has also been revised to eliminate staggered terms of the Executive Committee and text has been added to indicate members of the Executive Committee can be re-elected and serve more than one term.

- **Section 7: (Officers):** The language stating that an officer can be removed without cause has been eliminated.
- **Section 11 (Liability of the Executive Committee and/or Group):** In 11(a) the language regarding cost allocation with respect to administrative or legal proceedings where liability is not directly attributable to the conduct of a specific member has been clarified. Those costs will be allocated among all Members proportional to the phosphorus reduction associated with each Member as determined consistent with this Agreement.

In 11(b), the term “binding mediation” has been replaced with the term “mediation”. Also, this section is clarified to state that the cost of mediation shall be borne equally by each member to the mediation.
- **Section 12 (Term of Agreement and Withdrawal):** Section 12(b) has been revised to clarify that the Agreement can be terminated at a duly noticed meeting of the Group (as opposed to a duly noticed meeting of the Executive Committee) upon a two thirds vote by Member Representatives of the Group to terminate the Agreement at least 270 days prior to the end of a WPDES permit term for which the Adaptive Management Plan is a permit condition. In no event shall termination become effective prior to the end of a WPDES permit term.
- **Section 13 (Adaptive Management Administration):** Language has been added that briefly describes the purpose of the Adaptive Management Plan.

The signature page has also been slightly revised.

We continue to ask communities that will participate in the full scale project to take the necessary steps to execute the IGA by March 31, 2016.

As always, I am available to attend a board or council meeting to answer any questions you might have as you take action on executing the IGA. I can be reached by email (davet@madsewer.org) or by phone (608-222-1201, ext. 276).