

WASHOE COUNTY

RESOLUTION

A RESOLUTION APPROVING A CHANGE TO THE VOTING STRUCTURE OF THE BOARD OF DIRECTORS OF THE TRUCKEE RIVER FLOOD MANAGEMENT AUTHORITY, AND URGING THE AUTHORITY TO EXPEND FUNDS AND TAKE ACTIONS TO ASSURE THAT AN ENVIRONMENTAL IMPACT STATEMENT FOR THE TRUCKEE RIVER FLOOD MANAGEMENT PROJECT IS COMPLETED AND OTHER MATTERS PROPERLY RELATED THERETO

WHEREAS, in 2011 Washoe County, the City of Sparks and the City of Reno created a joint powers authority through an interlocal cooperative agreement and thereby formed the Truckee Meadows Flood Management Authority to continue the Truckee River Flood Project (the "Project") which was started by Washoe County;

WHEREAS, the Project will prevent the loss of life and property; prevent the disruption of commerce, transportation, communication and essential services which have adverse economic impacts; prevent the waste of water resulting from floods; provide for the conservation, development, use and disposal of water and improved quality of water; provide for ecosystem restoration and enhanced recreational facilities; provide for the safeguarding of the public health; and create jobs for citizens of the region;

WHEREAS, the Truckee River Flood Management Authority ("Authority") is governed by the Truckee River Flood Management Authority Board of Directors ("Authority Board") which is comprised of 2 directors from each of the 3 governing boards for a total of 6 directors ;

WHEREAS, the interlocal cooperative agreement provides that Authority Board must act by unanimous approval of the directors present on all matters including entering into agreements, adoption of plans and appointing officers;

WHEREAS, the executive director of the Authority is to be appointed by and serves at the pleasure of the Authority Board and is to be given powers and responsibilities by the Authority Board to act on behalf of the joint powers authority to administer the Project,

WHEREAS, for many years Washoe county and other local governments and most recently the Authority have been working to obtain approvals of U.S. Army Corps of Engineers

(the "Corps") that are necessary to obtain permits to perform work within the Truckee River and to partner with the federal government in the job of funding, designing, approving, permitting and commencing the Project and those permits and approvals include an Environmental Impact Statement ("EIS") being prepared in connection with the General Reevaluation Report and a draft Chief's Report;

WHEREAS, the principal historical source of funds used in furtherance of the Project is the authority given to Washoe County Board of County Commissioners by Chapter 377B of NRS to enact a tax of not more than one-eighth of one percent on retail sales ("377B Tax") for the acquisition, establishment, construction or expansion of projects for the management of floodplains or the prevention of floods and facilities related to public safety;

WHEREAS, an ordinance imposing the 377B Tax was adopted by Washoe County in 1998, 377B Tax revenues have been collected and Washoe County has a non-delegable, statutory duty to ensure that the 377B Tax is collected and spent in the manner required by NRS 377B.160 et.seq.;

WHEREAS, since its formation in early 2011 the Authority board has failed to obtain unanimous approval of directors and therefore effectively failed to act on several important matters including: selection of a chairman of the Authority Board, appointment of an executive director, the approval of contracts with consultants to assist in federal approvals and funding, and other matters;

WHEREAS, in the absence of an executive director authorized to act for the Authority, in the absence of a chief financial officer or treasurer of the Authority authorized to spend money on behalf of the Authority, in the absence of a properly approved budget, in the absence of a properly approved capital improvement plan, and given the inability to implement governmentally sound internal controls and oversight of expenditure of public funds, Washoe County is effectively prevented by its statutory and fiduciary duties from transferring the 377B Tax and other assets to the Authority;

WHEREAS, the absence of a director and the inability of the Authority Board to act are impediments to coordination of efforts with the Corps and is jeopardizing progress on the obtaining of permits including the EIS and critical federal funding;

WHEREAS, the unanimous voting requirement of the Authority board may have been envisioned to force consensus and compromise on the board of directors but has become an insurmountable obstacle to the Authority Board's ability to make decisions to manage the Project and an impairment to the credibility of the Authority with federal partners and funding providers; and

WHEREAS, eliminating the unanimous voting requirement of the Authority board will position the Authority Board's to make decisions in a manner consistent with many other local and regional governing boards and still allow for representation by all the member agencies;

NOW THEREFORE be it hereby resolved by the Washoe County Board of County Commissioners as follows:

1. Washoe County's approval is hereby given to an amendment to the 2011 interlocal agreement cooperative agreement establishing the Authority to change the voting structure of the board of directors of the Authority to read substantially as set forth in Attachment A hereto.
2. That the City of Sparks and City of Reno are respectfully requested and urged to act to change the voting structure of the Board of Directors of the Authority to read substantially as set forth in Attachment A hereto.
3. That the Board of Directors of the Truckee River Flood Management Authority is urged in its discretion to take all necessary actions to cause the completion of the Environmental Impact Statement being prepared in connection with the General Reevaluation Report and draft

Chief's Report being prepared by the United States Army Corps of Engineers in connection with the Truckee River Flood Management Project.

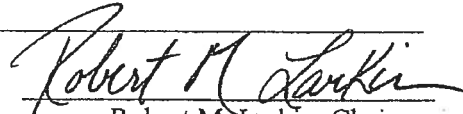
ADOPTED this 13th day of March, 2012 by the following vote:

AYES: Larkin, Weber, Humke, Bretornitz, Gung

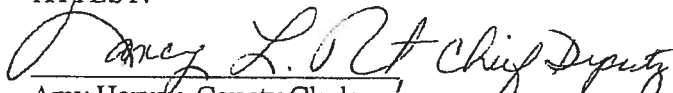
NAYS: _____

ABSENT: _____

ABSTAIN: _____


Robert M. Larkin, Chairman

ATTEST:


Amy Harvey, County Clerk


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Sparks City Council Meeting 03/26/2012

General Business: 6.5

Title: Consideration and possible approval of a Resolution approving a change to the voting structure of the Board of Directors of the Truckee River Flood Management Authority, and urging the Authority to expend funds and take actions to assure that an environmental impact statement for the Truckee River Flood Management Project is completed and other matter properly related thereto; and if approved, authorize the Mayor to execute the First Amendment to Interlocal Cooperative Agreement (Truckee River Flood Management Project) between the City of Sparks, Washoe County and the City of Reno.

Petitioner/Presenter: Neil C. Krutz, P.E., Deputy City Manager for Community Services/Neil C. Krutz, P.E., Deputy City Manager for Community Services

Recommendation: Staff recommends that the Resolution and Amendment to the ICA be approved.

Financial Impact: There is no financial impact to the City of Sparks.

Budget Plan:

Account: Program: Cost: None

Business Impact (Per NRS 237):

A Business Impact Statement is not required because this is not a rule.

Agenda Item Brief: Approval of the Resolution would provide three things: 1. Approval of an amendment to the 2011 ICA establishing the authority to change the voting structure of the Board of Directors of the Authority to remove the unanimous approval requirement. 2. Urge the City of Reno to approve the ICA amendment, having acknowledged that the Washoe County Commission has already approved it. 3. Urge the TRFMA Board of Directors to take all necessary actions to cause completion of the Environmental Impact Statement being prepared in connection with the General Reevaluation Report and draft Chief's Report being prepared by the Corps of Engineers in conjunction with the Truckee River Flood Management Project. A copy of the Resolution is attached for review.

Background: The City of Sparks, Washoe County, the City of Reno, and the Truckee River Flood Management Authority entered into an Interlocal Cooperative Agreement (Truckee River



Departments



Flood Management Project) as of March 11, 2011. The ICA calls for a unanimous affirmative vote by all members present at a meeting to approve any action taken by the Board of Directors. Since its formation, the Authority Board has failed to obtain unanimous approval of directors and therefore effectively failed to act on several important matters including selection of a chairman of the Authority Board, appointment of an Executive Director and approval of contracts with consultants to assist in federal approvals and funding.

Analysis: The ICA Amendment calls for various levels of agreement depending upon the business at hand. A copy of the proposed amendment is also attached for review. The proposed change would remove the TRFMA Board from the decision loop for ICA amendments, withdrawal of members, dissolution of the Authority and mergers. Those types of actions would have to be approved by the member agencies (i.e. The City Councils of Sparks and Reno and Washoe County Board of County Commissioners). The idea at hand is that since the three governments created the Authority and gave it all of its powers, they should be the ones who decide such fundamental issues.

It would also set a supermajority requirement (i.e. affirmative vote of more than 75% of all Directors, otherwise stated five out of six) for Master Plan actions, regulatory actions and financing approvals so that two of the member agencies can not bind the third member against its will. Finally, it changes the approval requirements for all remaining Authority business to a simple majority.

Alternatives: 1. Council could reject the proposed Resolution and ICA Amendment and continue to work under the current unanimous affirmative vote process.
2. Council could direct provide further direction to the City Manager.

Recommended Motion: "I move to approve the Resolution as outlined by staff, and authorize the Mayor to execute the First Amendment to Interlocal Cooperative Agreement for the Truckee River Flood Management Authority."

Attached Files:

- FMA Voting Resolution - Sparks.docx
- TRFMA ICA First Amm.pdf
- FMA Voting Resolution - Sparks.pdf

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CITY OF SPARKS

RESOLUTION

A RESOLUTION APPROVING A CHANGE TO THE VOTING STRUCTURE OF THE BOARD OF DIRECTORS OF THE TRUCKEE RIVER FLOOD MANAGEMENT AUTHORITY, AND URGING THE AUTHORITY TO EXPEND FUNDS AND TAKE ACTIONS TO ASSURE THAT AN ENVIRONMENTAL IMPACT STATEMENT FOR THE TRUCKEE RIVER FLOOD MANAGEMENT PROJECT IS COMPLETED AND OTHER MATTERS PROPERLY RELATED THERETO

WHEREAS, in 2011 the City of Sparks, Washoe County, and the City of Reno created a joint powers authority through an Interlocal cooperative agreement and thereby formed the Truckee Meadows Flood Management Authority to continue the Truckee River Flood Project (the "Project");

WHEREAS, the Project will prevent the loss of life and property; prevent the disruption of commerce, transportation, communication and essential services which have adverse economic impacts; prevent the waste of water resulting from floods; provide for the conservation, development, use and disposal of water and improved quality of water; provide for ecosystem restoration and enhanced recreational facilities; provide for the safeguarding of the public health; and create jobs for citizens of the region;

WHEREAS, the Truckee River Flood Management Authority ("Authority") is governed by the Truckee River Flood Management Authority Board of Directors ("Authority Board") which is comprised of 2 directors from each of the 3 governing boards for a total of 6 directors ;

WHEREAS, the interlocal cooperative agreement provides that Authority Board must act by unanimous approval of the directors present on all matters including entering into agreements, adoption of plans and appointing officers;

WHEREAS, the executive director of the Authority is to be appointed by and serves at the pleasure of the Authority Board and is to be given powers and responsibilities by the Authority Board to act on behalf of the joint powers authority to administer the Project,

WHEREAS, for many years the City of Sparks and other local governments and most recently the Authority have been working to obtain approvals of U.S. Army Corps of Engineers

(the “Corps”) that are necessary to obtain permits to perform work within the Truckee River and to partner with the federal government in the job of funding, designing, approving, permitting and commencing the Project and those permits and approvals include an Environmental Impact Statement (“EIS”) being prepared in connection with the General Reevaluation Report and a draft Chief’s Report;

WHEREAS, since its formation in early 2011 the Authority board has failed to obtain unanimous approval of directors and therefore effectively failed to act on several important matters including: selection of a chairman of the Authority Board, appointment of an executive director, the approval of contracts with consultants to assist in federal approvals and funding, and other matters;

WHEREAS, in the absence of an executive director authorized to act for the Authority, in the absence of a chief financial officer or treasurer of the Authority authorized to spend money on behalf of the Authority, in the absence of a properly approved budget, in the absence of a properly approved capital improvement plan, and given the inability to implement governmentally sound internal controls and oversight of expenditure of public funds, Washoe County is effectively prevented by its statutory and fiduciary duties from transferring the 377B Tax and other assets to the Authority;

WHEREAS, the absence of a director and the inability of the Authority Board to act are impediments to coordination of efforts with the Corps and is jeopardizing progress on the obtaining of permits including the EIS and critical federal funding;

WHEREAS, the unanimous voting requirement of the Authority board may have been envisioned to force consensus and compromise on the board of directors but has become an insurmountable obstacle to the Authority Board’s ability to make decisions to manage the Project and an impairment to the credibility of the Authority with federal partners and funding providers; and

WHEREAS, eliminating the unanimous voting requirement of the Authority board will

position the Authority Board' s to make decisions in a manner consistent with many other local and regional governing boards and still allow for representation by all the member agencies;

NOW THEREFORE be it hereby resolved by the City of Sparks City Council as follows:

1. The City of Sparks' approval is hereby given to an amendment to the 2011 Interlocal cooperative agreement establishing the Authority to change the voting structure of the board of directors of the Authority to read substantially as set forth in Attachment A hereto.

2. That the City of Reno is respectfully requested and urged to act to change the voting structure of the Board of Directors of the Authority to read substantially as set forth in Attachment A hereto (with the Washoe County Board of County Commissioners having already considered and passed the amendment).

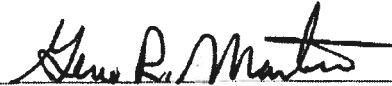
3. That the Board of Directors of the Truckee River Flood Management Authority is urged in its discretion to take all necessary actions to cause the completion of the Environmental Impact Statement being prepared in connection with the General Reevaluation Report and draft Chief's Report being prepared by the United States Army Corps of Engineers in connection with the Truckee River Flood Management Project.

PASSED and ADOPTED on the 26th day of March, 2012, by the following vote of the Sparks City Council:

AYES:	<u>Ratti, Lawson, Smith</u>
NAYS:	<u>Schmitt</u>
ABSENT:	<u>Carrigan</u>
ABSTAIN:	<u>None</u>

PASSED and ADOPTED on the 26th day of March, 2012.

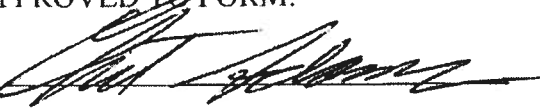
APPROVED this 26th day of March, 2012.


Geno R. Martini, Mayor

ATTESTED:

APPROVED TO FORM:

By: 

By: 

Linda K. Patterson, City Clerk

 CITY ATTORNEY

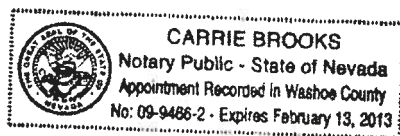
STATE OF NEVADA)

§ Acknowledgement in representative capacity

COUNTY OF WASHOE)

(NRS 240.1665)

This instrument was acknowledged before me on March 26, 2012 by
Geno Martini as Mayor and Linda K. Patterson as City Clerk of the City of Sparks, Nevada





Notary Public

CITY OF RENO

STAFF REPORT

To: Mayor and City Council

Agenda Item: J.8
Date: 3-28-2012

Thru: Andrew Clinger, City Manager

J.8

Subject : Staff Report (For Possible Action): Discussion and potential direction to staff regarding the proposed First Amendment to the Interlocal Cooperative Agreement (Truckee River Flood Management Project) as it relates to the voting structure of the Board of Directors of the Flood Management Authority and possible approval thereof.

**From: Bill Thomas, Assistant City Manager
John Flansberg, Director of Public Works**

Summary: On March 13, 2012 the Board of Washoe County Commissioners (BCC) approved a Resolution to initiate a change to the voting structure of the Board of Directors of the Truckee River Flood Management Authority (FMA). The FMA was created in 2011 through an interlocal cooperative agreement (ICA) to establish a joint powers authority. The FMA is governed by a board of six directors comprised of two directors from each of the three governing bodies (Reno, Sparks, and Washoe County). The ICA requires that the board of directors act by unanimous approval of the directors present on all matters. The Amended Interlocal Agreement as Proposed by Washoe County includes for either majority or super-majority approval of proposed actions taken by the FMA. Approval of the Amended Interlocal Agreement to affect the voting structure of the FMA will require the affirmative vote of the three governing bodies and the unanimous vote of the FMA.

Previous Council Action: February 9, 2011: Council approved the Interlocal Cooperative Agreement establishing the Truckee River Flood Management Authority.

January 26, 2011: City Council continued discussion and possible approval of an Interlocal Agreement establishing the Truckee River Flood Management Authority.

November 17, 2010: City Council directed staff to identify potential options to an Authority to take full advantage of existing government staffs, resources and capabilities, and present the option to the FPCC.

February 1, 2010: (Joint Meeting of the Cities of Reno, Sparks and Washoe County) The Commissioners and Council members reviewed and provided input on the DRAFT Summary of Key Provisions for the Joint Powers Authority Agreement (Truckee River Flood Management Project).

December 16, 2009: Staff updated Council on the policy issues related to forming a Joint Powers Authority for the Truckee River Flood Management Project.

February 9, 2009 (Joint Meeting of the Cities of Reno, Sparks, and Washoe County): The Commissioners and Council members agreed to pursue a Joint Powers Authority as the governance structure to replace the Flood Project Coordinating Committee (FPCC).

January 14, 2009: Council reviewed various potential governance models and directed that a Joint Powers Authority be pursued to complete the Project.

Discussion: Recently, the FMA board has been unable to reach agreement on selection of a chairman of the FMA, appointment of an executive director and approval of employment contract, and approval of federal lobbying consultants. The Washoe County BCC has initiated a change to the voting structure to remove the unanimous approval provision and allow for either a majority vote or supermajority vote on all matters as specifically defined in proposed amended language to the Interlocal Agreement (Attachment “A”). The corresponding section of the existing Interlocal Cooperative Agreement is also attached (Attachment “B”). A blended table of existing ICA language and proposed agreement language is provided to facilitate comparison of existing language and proposed changes (Attachment “C”). As noted from the Attachments, the proposed amendment, in addition to changes to the voting requirement, also revises the left side of the column titled “Proposed action.” The City of Sparks is bringing forward the amendment for consideration at the Sparks City Council on March 26, 2012.

Financial Implications: The Amendment to the Interlocal Agreement to change voting structure does not have financial implications.

Recommendation: Staff recommends that if Council is supportive of a change from unanimous approval to majority vote, that they consider an additional provision requiring each entity to have one affirmative vote.

Proposed Motion: I move to approve the staff recommendation.

Attachment "A"

(Existing Interlocal Cooperative Agreement 2-9-11)

§3.05 Quorum and Voting Requirements for Board Actions.

¶3.05.A Quorum. A majority of all Directors must be present in order to conduct business at a meeting. A vacancy in the Board does not reduce the number of Directors required for a quorum or with respect to approval of actions.

¶3.05.B Approval of Actions. The following actions must be approved as follows.

Proposed action		must be approved by See Note [1] below:
1a	Any amendment, modification, partial or complete termination of this Agreement.	<ul style="list-style-type: none"> Affirmative vote of all of the Directors present at the meeting where action is considered and the governing bodies of all Members.
1b	The withdrawal or addition of any Member. [See §3.09]	
1c	Merger or combination of the Authority with another entity	
1d	Dissolution of the Authority	
2a	Proposed amendments or regulatory measures for inclusion in Local Development Codes under §4.02.B of this Agreement.	<ul style="list-style-type: none"> Affirmative vote of all of the Directors present at the meeting where the action is considered and the governing body of each Affected Member.
3a	Charge and impose, revise, adjust, waive or compromise of fees, rates and charges under §6.01	Affirmative vote of all of the Directors present at the meeting where the action is considered.
3b	Enter into or amend financing agreements or issue Debt Instruments. See Note [2]	
3c	The adoption and all amendments to the Living River Plan; and the adoption or amendment of the Infrastructure Tax Plan under ¶6.02.C.	
3d	The adoption and amendment of all capital improvement plans, but before the Board may take final action on any capital improvement plan, it must first make a presentation to the governing bodies of all Members.	
3e	Adopt and amend by-laws of the Authority; and regulations, or resolutions or policy statements.	

3f	Approve budgets and amendments; approve and amend establishment of accounts, funds, coverage ratios and reserves per §6.06.	
4	All other actions, including, but not limited to approval and amendment of: <ul style="list-style-type: none"> • Facilities Plans which are consistent with the Living River Plan; • Other regulatory matters under Article 4; • Obtaining federal funding and entering into federal agreements. 	Affirmative vote of all of the Directors present at the meeting where the action is considered.

Note [1] The provisions of NRS 241.0355 regarding abstentions shall apply to the Board.

Note [2] However, the Board may provide in a Debt Instrument (as authorized in NRS 350.165) or a financing agreement that certain amendments and matters may be approved by the Executive Director.

¶3.05.C Respecting the legislative discretion and responsibilities of the governing bodies of the Members and other organizations, it is understood that a vote by a Director on a matter before the Board neither creates or implies any obligation for the Director or any Member or any other person to advocate or vote in a similar fashion when the matter or a similar matter is considered by other public bodies.

**First Amendment to
INTERLOCAL COOPERATIVE AGREEMENT
(Truckee River Flood Management Project)**

dated as of _____

Summary: Amends and restates §3.05 of the ICA to change the required number of votes for the Board of Directors of the Truckee River Flood Management Authority to approve matters from a unanimous affirmative vote by all members present at a meeting to an affirmative vote of at least 75% of all Directors for certain matters and a majority of all of the Directors for other matters, and reserving approval of some matters to the governing bodies of the Members.

¶ 1 Recitals

A. WHEREAS Washoe County, the City of Reno, the City of Sparks, and the Truckee River Flood Management Authority entered into an Interlocal Cooperative Agreement (Truckee River Flood Management Project) as of March 11, 2011, which agreement was recorded on March 14, 2011 as Document Number 3982600 in Official Records of the Washoe County, and filed with the Nevada Secretary of State on March 14, 2011 (the "ICA");

B. WHEREAS the parties desire to amend the ICA with respect to voting requirements for the Board of Directors of the Truckee River Flood Management Authority;

NOW THEREFORE, in exchange for mutual benefits that each party derives from amending the Agreement, the Parties agree as follows:

¶2 Amendment.

A. §3.05 of the ICA is hereby replaced and amended to read in its entirety as follows:

-----Revised Text -----

§3.05 Quorum and Voting Requirements for Board Actions.

¶3.05.A Quorum. A majority of all Directors must be present in order to conduct business at a meeting. A vacancy in the Board does not reduce the number of Directors required for a Quorum or with respect to approval of actions.

¶3.05.B The following actions must be approved as follows.

Proposed action		must be approved by [1]:
1a	Any amendment, modification, partial or complete termination of this Agreement.	• the governing bodies of all Members.
1b	The withdrawal or addition of any Member [§3.09]	

1c	Merger or combination of the Authority with another entity	
1d	Dissolution of the Authority	
2a	Master Plans and regulatory measures for inclusion in Member Development Codes under §4.05	<ul style="list-style-type: none">• Affirmative vote of more than 75% of all Directors.and• the governing body of each Affected Member
3a	Impose, revise, adjust, waive or compromise of fees, rates and charges under §6.01	Affirmative vote of more than 75% of all Directors.
3b	Enter into or amend financing agreements or Debt Instruments per §6.03. See Note [2]	
3c	The adoption and all amendments to the Living River Plan.	
3d	Adopt and amend by-laws of the Authority; and regulations, or resolutions or policy statements involving internal operating procedures of the Authority, or the management of facilities or floodplains owned by the Authority [See ¶3.02.D]	
4a	The adoption, augmentation and amendment of all budgets (as provided in NRS 354.598 and 354.598005) and capital improvement plans must be done by favorable votes of a majority of all members of the Board However, before the Board may take final action on any budget or capital improvement plan, it must first make a presentation to the governing bodies of all Members.	Affirmative vote of a majority of all Directors.
4b	All other actions, including, but not limited to approval and amendment of: Facilities Plans which are consistent with the Living River Plan; <ul style="list-style-type: none">• Other regulatory matters under Article 4;• Obtaining federal funding and entering	Affirmative vote of a majority of all Directors.

	into federal agreements;	
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Note [1] The provisions of NRS 241.0355 regarding abstentions shall apply to the Board. An abstention for any other reason does not change the number of affirmative votes required to approve a matter.

Note [2] However, the Board may provide in a Debt Instrument or financing agreement that certain amendments and matters may be approved by the Executive Director.

¶3.05.C Respecting the legislative discretion and responsibilities of the governing bodies of the Members and organizations, it is understood that a vote by a Director on a matter before the Board neither creates or implies any obligation for the Director or any Member or any other person to advocate or vote in a similar fashion when the matter or a similar matter is considered by other public bodies.

-----**End of Revised Text**-----

B. The ICA is hereby amended and modified in all relevant places as necessary to be consistent with the voting requirements in §3.05 as amended herein.

C. All other provisions in the ICA remain in full force and effect as of the original effective date. This amendment does not express or imply any ratification of any actions, or waiver of any obligations, defaults or remedies based on conduct which occurred before the effective date of this amendment.

¶3 Counterparts; recording.

A. This Agreement may be executed in counterparts and is binding only when all counterpart signatures have been assembled and attached to this Amendment.

B. As required by NRS 277.140, this Amendment shall be recorded in the Official Records of Washoe County, and a copy shall be filed with the Secretary of State.

/////////////////////////////////Nothing follows on this page/////////////////////////////////

****Counterparts Agreement Pages by the three governing bodies has been removed.****

Attachment "C"

Existing Interlocal Agreement blended with proposed (by Washoe County) Amended Interlocal Agreement language

Proposed new language proposed is underlined, proposed deleted language is in [brackets]

Agreement Item Number	Agreement Action	Agreement Approval Requirements
1 a	Any amendment, modification, partial or complete termination of this Agreement.	[Affirmative vote of all of the Directors present at the meeting where action is considered And] The governing bodies of all Members.
1 b	The withdrawal or addition of any Member. (See §3.09)	
1 c	Merger or combination of the Authority with another entity	
1 d	Dissolution of the Authority	
2a	[Proposed amendments or regulatory measures for inclusion in Local Development Codes under §4.02.B of this Agreement.] <u>Master Plans and regulatory measures for inclusion in Member Development Codes under §4.05</u>	Affirmative vote of <u>more than 75% of all</u> [all of the] Directors present at the meeting where the action is considered And The governing body of each Affected Member.
3a	[Charge and] impose, revise, adjust, waive or compromise of fees, rates and charges under §6.01	Affirmative vote of [all of the] <u>more than 75% of all</u> Directors [present at the meeting where the action is considered].
3b	Enter into or amend financing agreements or issue Debt Instruments per §6.03 . See Note (2)	
3c	The adoption and all amendments to the Living River Plan.[];and the adoption or amendment of the Infrastructure Tax Plan under ¶6.02.C.]	
3d	[The adoption and amendment of all capital improvement plans, but before the Board may take final action on any capital improvement plan, it must first make a presentation to the governing bodies of all Members.]	

	<u>Adopt and amend by-laws of the Authority; and regulations, or resolutions or policy statements involving internal operating procedures of the Authority, or the management of facilities or floodplains owned by the Authority (See ¶3.02.D)</u>	
[3e]	[Adopt and amend by-laws of the Authority; and regulations, or resolutions or policy statements.]	
[3f]	[Approve budgets and amendments; approve and amend establishment of accounts, funds, coverage ratios and reserves per §6.06.]	
4a	<u>The adoption, augmentation and amendment of all budgets (as provided in NRS 354.598 and 354.598005) and capital improvement plans must be done by favorable votes of a majority of all members of the Board</u> <u>However, before the Board may take final action on any budget or capital improvement plan, it must first make a presentation to the governing bodies of all Members.</u>	<u>Affirmative vote of a majority of all Directors.</u>
4b	All other actions, including, but not limited to approval and amendment of: Facilities Plans which are consistent with the Living River Plan; Other regulatory matters under Article 4; Obtaining federal funding and entering into federal agreements.	Affirmative vote of a majority of all [of the] Directors present at the meeting where the action is considered.

Note (1) The provisions of NRS 241.0355 regarding abstentions shall apply to the Board. An abstention for any other reason does not change the number of affirmative votes required to approve a matter.

Note (2) However, the Board may provide in a Debt Instrument or financing agreement that certain amendments and matters may be approved by the Executive Director.