

PLATTE RIVER RECOVERY IMPLEMENTATION PROGRAM

ATTACHMENT 6

**ORGANIZATIONAL STRUCTURE
FOR THE PLATTE RIVER RECOVERY IMPLEMENTATION PROGRAM**

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PLATTE RIVER RECOVERY IMPLEMENTATION PROGRAM
Attachment 6

Organizational Structure
for the Platte River Recovery Implementation Program

December 7, 2005

I. PURPOSES

This document describes an organizational structure (Figure 1) for making decisions and carrying out activities related to the Platte River Recovery Implementation Program (Program), implemented pursuant to the Platte River Recovery Implementation Program Cooperative Agreement (Program Agreement). This document also identifies the responsibilities and authorities of each component of that structure.

The Signatories (Colorado, Nebraska, Wyoming and the Department of the Interior (DOI)) have agreed to carry out financial and contracting responsibilities in coordination with the Governance Committee as described below. Otherwise, Program decision-making lies with the Governance Committee, which is made up of Signatory and non-Signatory members. The Governance Committee is described first below, followed by a discussion of the Signatories and the Oversight Committee. Notwithstanding the cooperative nature of the Program, the Signatories have statutory responsibilities that cannot be delegated. This document is not intended to abrogate any Signatory's non-delegable statutory responsibilities.

II. GOVERNANCE COMMITTEE

The Governance Committee will make Program decisions and implement the Program.

A. The membership of the Governance Committee is as follows:

1. One (1) representative from the State of Wyoming.
2. One (1) representative from the State of Colorado.
3. One (1) representative from the State of Nebraska.
4. One (1) representative from the United States Fish and Wildlife Service (FWS).
5. One (1) representative from the United States Bureau of Reclamation (BOR).
6. Environmental entities in the three states shall have three (3) representatives (2 votes).
7. The water users in the Upper Platte River basin in Wyoming, and those water users in the North Platte River basin in Nebraska located above Lake McConaughy who have storage contracts for water in the federal reservoirs in Wyoming (Upper Platte Water Users), shall have one (1) representative.

8. The water users on the South Platte River above the Western Canal diversion and those water users on the North Platte River in Colorado (Colorado Water Users) shall have one (1) representative.
9. The water users downstream of Lake McConaughy and the Western Canal, and those water users upstream of Lake McConaughy who do not have federal storage contracts (Downstream Water Users), shall have one (1) representative.

The Governors of Colorado, Nebraska and Wyoming will select their respective representatives, and alternates to serve in the representative's absence. The Secretary of the Interior will select the representatives and alternates for the FWS and BOR. Representatives to fill the other seats, and alternates to serve in their absence, will be selected using the processes described in Appendix A (Environmental Entities), Appendix B (Upper Platte Water Users), Appendix C (Colorado Water Users), and Appendix D (Downstream Water Users). More than one alternate may be designated as long as the order among them is clear for serving in the absent representative's place.

B. Within 15 days of execution of the Program Agreement, DOI will identify the initial FWS and BOR representatives to the Governance Committee. The FWS representative promptly will request that the states, environmental entities and water users, through contacts designated in the attached selection processes, identify their representatives and alternates and notify FWS in writing within 30 days. If an initial representative has not been identified during that time period, or in the event of a vacancy, that seat shall be considered vacant.

C. At any time after initial representatives are identified, the Secretary of the Interior or Governors, or the environmental entities, or water users using their respective selection processes, may select replacement representatives or alternates.

D. The Governance Committee's responsibilities include, but are not necessarily limited to, the following:

1. Meet as needed but no less than on a quarterly basis for the first year of the Program and twice a year thereafter.
2. Elect a chair and vice chair annually.
3. Adopt rules for carrying out its responsibilities.
4. Select an Executive Director, a land interest holding entity, a financial management entity, and other contractors as it deems appropriate.
5. Establish committees as needed, including but not necessarily limited to those described in Sections VI and VII below, and modify the committee charters as needed.

6. Approve budgets and request funds or financing from the Signatories for Program purposes, which would be provided pursuant to applicable federal and state procedures and subject to the availability of appropriated funds.
 7. Approve Program activities and criteria (such as land and water acquisition and management criteria, management actions, and revisions to milestones or land and water plans or the Adaptive Management Plan), after considering recommendations from the Executive Director and committees.
 8. Review accomplishments annually, including consideration of the schedules, operations of the initial Program water projects, and other Water Plan projects and Land Plan projects.
 9. Evaluate Program management activities, as described in the Adaptive Management Plan, and take action as appropriate using the procedures described in the Plan.
 10. Annually compare accomplishments with the milestones, and implement measures to correct shortfalls, if needed, and as necessary revise milestones so long as such revisions are consistent with the Program's long-term and First Increment goals and objectives.
 11. Review implementation of the States' and Federal government's Depletions Plans; approve modifications to plans; and, provide a forum for resolution of any issues related to implementation and modification of the plans.
 12. Assess the need to extend the term of a Program increment to assure transition to any subsequent Program increment. The Governance Committee may extend the term of a Program increment if the extension does not require the commitment of additional funds by the signatories.
 13. Develop milestones and recommend to the Signatories the duration, goals, and objectives for future increments as appropriate, to ensure that the Program can continue to provide ESA compliance for certain new and existing water related activities.
- E. The chair shall provide reasonable notice of all Governance Committee meetings and a proposed agenda to all members through their representatives and alternates. Meetings may be held in person or via conference calls, videoconferences or other long-distance communication systems. The Governance Committee will attempt to operate by informal consensus. Votes will be taken when appropriate. For the purpose of voting on any issue, a quorum shall consist of the representative or alternate appointed by each Governor, the

representatives or alternates of the FWS and BOR and two (2) other representatives or their alternates. Nine (9) of the ten (10) representatives to the Governance Committee, including the representative or alternate appointed by each Governor and the representatives or alternates for the FWS and BOR, must vote in the affirmative for the Governance Committee to act. For votes related to financial matters, the affirmative vote by a Governance Committee representative of a Signatory constitutes authorization to use that Signatory's funds. If a representative and alternate of a water user or environmental member are absent from a meeting, abstain from voting or the seat is vacant, the voting requirements will be reduced accordingly.

III. SIGNATORIES

The Signatories have agreed to undertake the following responsibilities:

- A. Each state and DOI will provide representatives, without compensation from any other Signatory, to the Governance Committee, Oversight Committee, and to any committees established by the Governance Committee.
- B. Each state and DOI will carry out contracting and financial responsibilities on behalf of, and at the request of, the Governance Committee (as described in Section II.D. above).
- C. The States and the Federal government each will operate its own Depletions Plan and will coordinate the implementation of its Plan with the Governance Committee and, as appropriate, with the Executive Director.
- D. One or more states may choose to serve as a Project Sponsor for components of the Program's Water Plan and/or the Land Plan.

IV. OVERSIGHT COMMITTEE

The Oversight Committee is to be convened to address potential modification of the Program as described in Section III.B.1 of the Program Document or to address potential dissolution issues as described in Section IV of the Program Document and Section II.E, of the Program Agreement. The Committee is made up of the Secretary of the Interior and the Governors of the States of Colorado, Nebraska and Wyoming.

V. EXECUTIVE DIRECTOR

The Governance Committee will select an Executive Director to serve at the pleasure of the Governance Committee. The Executive Director's responsibilities include, but are not necessarily limited to, the following:

- A. Carry out the directions of the Governance Committee.

- B. Facilitate day-to-day communication among Program participants.
- C. Coordinate Program activities with the Governance Committee's advisory committees by regularly collaborating with the committees on activities for which they have advisory responsibilities.
- D. Provide staff support for the Program and committees.
- E. Communicate with local governments, the public, the media, and federal and state agencies.
- F. Prepare budgets for review by the Finance Committee and approval by the Governance Committee.
- G. Prepare contractor selection procedures for review by the Finance Committee and approval by the Governance Committee.
- H. Prepare and provide outreach/public education activities for the Program.
- I. Prepare agreements/contracts and amendments.
- J. Review invoices for accuracy and consistency with work accomplishments and compliance with contracts and amendments. Submit the approved invoices for payment.
- K. Prepare quarterly expenditure reports and submit them to the Finance Committee and Governance Committee.
- L. Maintain a Program office and manage Program staff.
- M. Provide recommendations and advice to the Governance Committee.
- N. Provide a review of Program tasks and periodically report on the status and progress of each task to the Governance Committee.
- O. Perform such other functions as requested by the Governance Committee.

VI. FINANCE COMMITTEE

Policy decisions regarding financial aspects of the Program are the responsibility of the Governance Committee. The Governance Committee will establish a Finance Committee to monitor the agreement with the financial management entity (FME) and to assist the Governance Committee and Signatories with financial matters. The Finance Committee will operate in accordance with its charter (Appendix E), which may be amended by the Governance Committee. The Finance Committee representatives and alternates for the States and DOI will have the necessary authority to carry out the administrative functions

described in that charter. The Finance Committee is an advisory committee that also provides a forum for the Signatory representatives on the committee to coordinate their administrative and contractual functions.

VII. ADVISORY COMMITTEES

As described in Section II.D.5 above, the Governance Committee will establish committees.

A. Standing Advisory Committees

The Governance Committee will establish the following standing Advisory Committees to provide advice on Program activities:

1. Land Advisory Committee.
2. Technical Advisory Committee.
3. Water Advisory Committee.
4. Independent Scientific Advisory Committee

Each committee shall carry out the responsibilities assigned in its charter (Appendices F-I), as may be amended by the Governance Committee. Any committee can raise an issue to the Governance Committee for its consideration and for potential action.

B. Ad Hoc Advisory Committees

The Governance Committee may, from time to time, establish ad hoc committees to deal with individual or time specific issues. Ad hoc committees will provide advice to and receive direction from the Governance Committee. The Governance Committee may direct any ad hoc committee to work directly with the Executive Director for specific tasks if the Governance Committee also instructs the Executive Director to manage or participate in such tasks.

VIII. RELATIONSHIP OF PROGRAM TO OTHER ENTITIES AND PARTICIPANTS

The Governance Committee may enter into agreements with other entities to facilitate the completion of Program activities.

A. Financial Management Entity

The Governance Committee through the Signatories will enter into an agreement with a financial management entity (FME) to provide financial management services. The FME will hold funds contributed by the Signatories and any other contributors. The FME will make payments to contractors and distribute the charges according to cost sharing agreements established by the Signatories and operating rules established by the Governance Committee and monitored by the Finance Committee. The FME will submit reports to the Governance Committee, Finance Committee and Executive Director

describing the status of all funds and will carry out all transactions consistent with federal and state laws and regulations.

B. Land Interest Holding Entity

The Governance Committee through the Signatories will enter into an agreement with a Land Interest Holding Entity to hold title to Program lands, or to enter into leases, easements, and other contractual arrangements for Program lands. All purchases, leases, easements, and other land-holding transactions will be made at the direction of the Governance Committee.

C. Water Project Sponsors.

Sponsors of Program water projects are: (1) entities or individuals who construct, modify or make operational changes in water projects to yield water for the Program, while retaining ownership of the water project itself; or, (2) entities that have entered into water supply contracts or management agreements with water users or water rights holders to obtain water for the Program. A Signatory may sponsor Program water projects. To do so, it must identify the responsible operating agency and provide operating rules or plans which give appropriate assurances of management consistent with the Program's goals and objectives. A non-Signatory entity may also sponsor Program water projects. To do so, it must enter into arrangements that provide appropriate assurances of management consistent with the Program's goals and objectives.

A sponsored water project may be included in the Program only if approved by the Governance Committee consistent with the Water Plan. All sponsorship arrangements between the Program and a sponsor will be developed on a case-by-case basis considering the Program's investment in the project. The Water Plan describes provisions to be addressed in sponsorship arrangements, including coordination with the Environmental Account Manager and other Program water projects. Sponsors of water projects include The Central Nebraska Public Power and Irrigation District (Environmental Account in Lake McConaughy), the State of Colorado (Tamarack I) and the State of Wyoming, as contractor with the BOR (Pathfinder Modification Project).

D. Sponsors of Program Lands

Sponsors of Program lands are entities or individuals who dedicate the use of such lands to the Program, but retain ownership of the property rights that allow Program use of the lands. Sponsored lands must be protected by other federal, state or local programs, managed under regulatory oversight as habitat, or protected by non-profit conservation groups or government agencies. A Signatory may sponsor Program lands. To do so, it must identify a responsible agency and provide plans for land management, Program access and/or Program coordination to provide appropriate assurances of management consistent with the Program's goals and objectives. A non-Signatory may also sponsor Program lands. To do so, it must enter into arrangements such as management and/or access agreements with the Land Interest Holding Entity, a Program Signatory or

Signatories or a conservation organization, or must have a management plan in place that is required by a regulatory agency. Any agreements, management plans or other arrangements must be satisfactory to the Governance Committee and assure Program access and management consistent with the Program's goals and objectives

Program lands owned by Sponsors include the Nebraska Public Power District's (NPPD's) Cottonwood Ranch Property (2,650 acres), lands acquired by Wyoming (470 acres), and any lands acquired in the associated habitats utilizing funds that were contributed prior to the Program as a result of ESA consultations and held in the Platte River Trust II Account held by the National Fish and Wildlife Foundation. NPPD's tern and plover islands and sandpits may also be sponsored. Examples of lands which might be considered for inclusion in the Program in future sponsorship arrangements include those owned, leased or under easements held by the Nebraska Game and Parks Commission, the Platte River Whooping Crane Maintenance Trust, the National Audubon Society, The Nature Conservancy, and The Central Nebraska Public Power and Irrigation District (CNPPID). Lands managed by these entities prior to July 1, 1997 for the benefit of endangered and threatened species, and CNPPID's Jeffrey Island Habitat Area may be credited to the Program's long-term objective, but not toward the First Increment objectives of the Program without prior approval of the Governance Committee and the Sponsor. Other lands acquired by these entities after July 1, 1997 could contribute toward First Increment objectives, and are more likely to come into the Program under sponsorship arrangements during the First Increment. Other federal, state and local programs could also provide lands to the extent consistent with the law and policy governing such programs.

A parcel of sponsored land may be included in the Program only if approved by the Governance Committee consistent with the Land Plan. All sponsorship arrangements will be developed on a case-by-case basis considering the Program's investment in the project. The Land Plan describes provisions to be addressed in sponsorship arrangements.

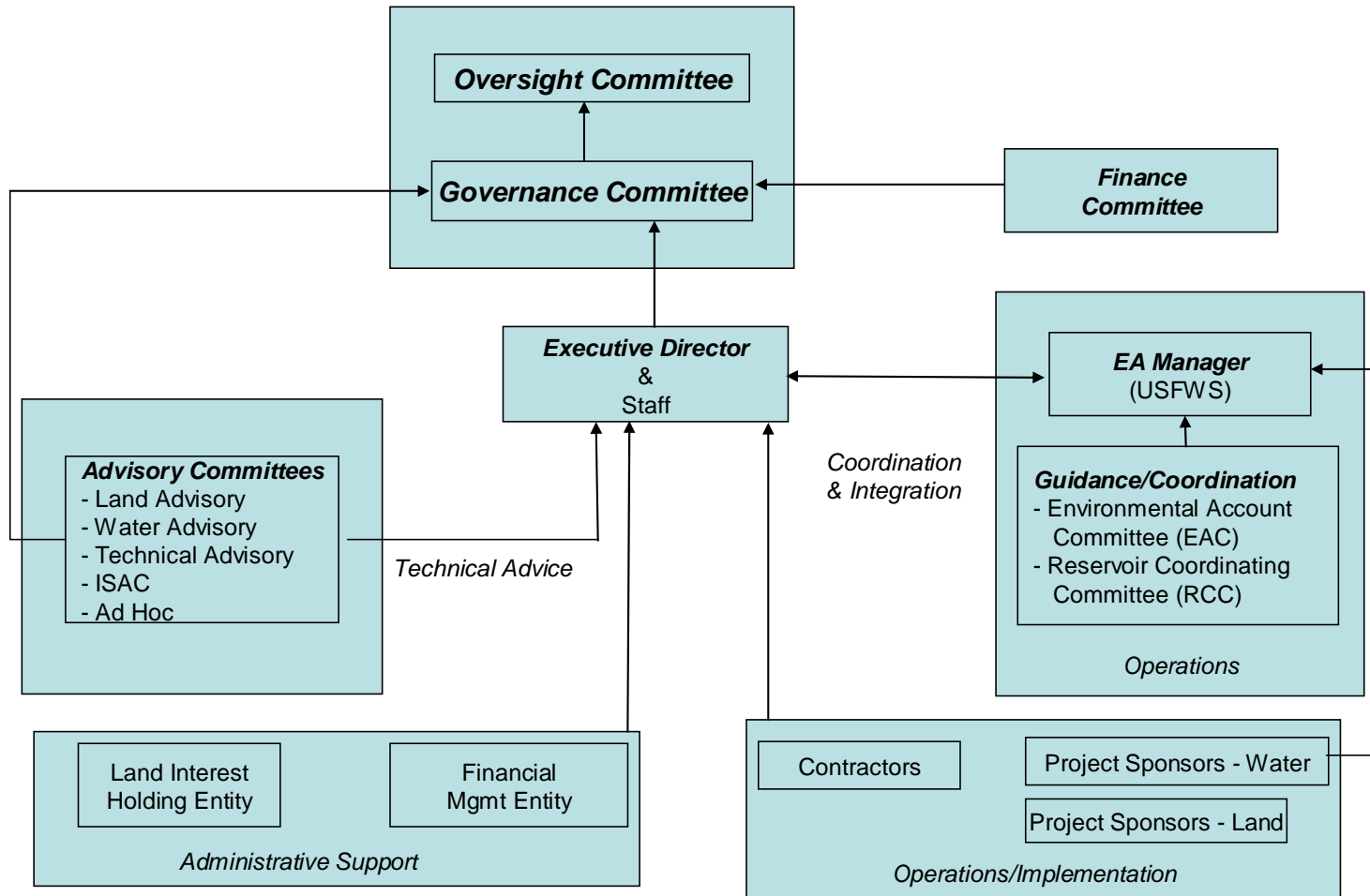


Figure 1. Organizational Structure for the Platte River Recovery Implementation Program.

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Appendix A

Process for Selection of the Environmental Entities
Representatives to the Governance Committee
December 7, 2005

1) After the Final EIS and Record of Decision are issued, the conservation organizations that are currently involved in the July 1997 Cooperative Agreement (Audubon, Platte River Trust, Nebraska Wildlife Federation, American Rivers, and the National Wildlife Federation) will develop a list of non-profit conservation organizations with a potential interest in the Program, including:

- wildlife, conservation, and environmental groups.
- national, state-wide, and local groups from all three states.
- Consulting with representatives of the three states and the DOI on the list of non-profit conservation organizations.

Conservation organizations currently involved in the July 1997 Cooperative Agreement will make a decision on the invitation list but the intent is to be inclusive.

2) Once the Program Agreement is signed, the 5 conservation organizations currently active in the July 1997 Cooperative Agreement will convene a meeting inviting the conservation organizations identified above to:

- Explain the program and representative responsibilities.
- Establish rules for the meeting, operating by consensus wherever possible.
- Select representatives, alternates, and their terms of appointment subject to the approval of the 5 conservation organizations currently involved in the July 1997 Cooperative Agreement.
- Determine a process for filling vacancies, and future representation upon term expiration subject to the approval of the 5 conservation organizations currently involved in the July 1997 Cooperative Agreement.
 - Note: The 5 conservation organizations currently involved in the July 1997 Cooperative Agreement are interested in developing a consensus process that provides that at least one of the two program representatives be actively involved in conservation issues on the central Platte River in Nebraska, and that allows for integration of new conservation interests into the program.

3) Decisions on representatives and alternates will be communicated to the Program Governance Committee.

4) Current Governance Committee representatives will continue to serve as the Program representatives until replaced. We intend that the selection process would be completed within 60 days of the signing of the Program Agreement.

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Process for Selection of the Upper Platte Water Users
Representative to the Governance Committee
December 7, 2005

The Upper Platte Water Users are the water users in the Platte River basin in Wyoming and those water users in the North Platte River basin in Nebraska located above Lake McConaughy who have storage contracts for water in the federal reservoirs in Wyoming. The standing Governance Committee representative and alternate representative shall cause a meeting of the Upper Platte Water Users prior to the implementation of the Platte River Recovery Implementation Program and no longer than every four (4) years thereafter for the purpose of electing or re-electing the Governance Committee representative and alternate representative.

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**Process for Selection of the Colorado Water Users
Representative to the Governance Committee**

December 7, 2005

The Colorado Water Users representative and alternate to the Governance Committee will be designated in writing by South Platte Water Related Activities Program, Inc. (SPWRAP).

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Appendix D

**Identification of the Downstream Water Users
Representatives to the Governance Committee**

December 7, 2005

Downstream Water Users

The Downstream Water Users are those Nebraska surface water and groundwater users in the Platte River basin downstream of Lake McConaughy and the Western Canal headgate, and those water users upstream of Lake McConaughy who do not have federal storage contracts.

Considerations

Nebraska Public Power District (NPPD) and The Central Nebraska Public Power District (Central) are providing a significant portion of Nebraska's share of the First Increment commitments through the Environmental Account and Cottonwood Ranch and have FERC licenses and the associated ESA consultations dependent on the program.

The Natural Resource Districts along the Platte Rivers above Columbus are responsible for administration of groundwater in Nebraska and are responsible for implementing portions of the Nebraska Depletions Plan related to groundwater uses.

All representatives must consider the needs and impacts to all Nebraska Water Users when making recommendations and casting votes for decisions on program activities.

Representatives

The Downstream Water Users will have 4 representatives (Representatives) to the Governance Committee with one vote to be cast. The Downstream Water Users will have no designated alternatives with representation to consist of those representatives in attendance at a Governance Committee meeting.

The Representatives will include one from Central, one from NPPD and two from the Platte Basin NRD's. The Platte Basin NRD's consist of the South Platte NRD, The North Platte NRD, the Twin Platte NRD, the TriBasin NRD, and the Central Platte NRD.

The Representatives will be appointed by the respective organizations and serve until a new representative is designated by the organizations. Replacement Representatives must be appointed within 60 days of a vacancy occurring.

Representatives will be designated within 60 days of the signature of the Program documents and will be identified in a communication to the Executive Director. The pre-Program Downstream Water User representative and alternate will continue to serve on the Governance Committee until the Representatives are identified.

The NRD Representatives will not participate in Governance Committee discussions and decisions related to the operation of the Central and NPPD facilities (storage of water, release of water, delivery of water to customers); activities that affect hydropower generation of NPPD or Central; operations of the Environmental Account; Central's or NPPD's FERC Licenses; activities related to ESA compliance of Central and NPPD (habitat development; sediment, monitoring, etc.); activities involving the use of Central's or NPPD's property and/or facilities.

Advisory Committee

An Advisory Committee will be established to provide input from the Downstream Water Users to their Representatives and a forum in which the Representatives can communicate with the Downstream Water Users regarding the Program.

The Advisory Committee will consist of one representative from each of the following groups 1) farm and agricultural groups; 2) water user groups (surface water and groundwater groups); (3) municipalities and 4) surface water irrigation districts.

The Governance Committee Representatives will hold at least two meetings per year with the Advisory Committee and can hold meetings or conference calls with the Advisory Committee more frequently as needed.

Notes and e-mails of the Governance Committee will be distributed to the Advisory Committee and it is the responsibility of the Advisory Committee representatives to distribute the information to the rest of their constituency.

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Finance Committee Charter
December 7, 2005

I. BACKGROUND

The Governance Committee is responsible for making all policy decisions and providing oversight regarding financial aspects of the Platte River Recovery Implementation Program (Program). The Governance Committee, in its present form, has no legal authority to enter into contracts, collect and retain funds, or incur debt. This charter assumes that the Signatories will perform these Program functions through an agreement with a financial management entity (FME), on behalf of, and as authorized by the Governance Committee. If the Governance Committee acquires such authorities in the future, this charter will be revised accordingly.

The Finance Committee (FC) established by the Governance Committee is to administer the agreement with the FME and to provide assistance and advice on financial matters as herein described and as further directed by the Governance Committee.

II. COMMITTEE STRUCTURE

A. The shall have seven (7) members:

1. One representative and one alternate from the State of Colorado;
2. One representative and one alternate from the State of Nebraska;
3. One representative and one alternate from the State of Wyoming;
4. One representative and one alternate from the U.S. Bureau of Reclamation;
5. One representative and one alternate from the U.S. Fish and Wildlife Service;
6. One representative and one alternate from the Governance Committee's environmental representatives; and
7. One representative and one alternate from the Governance Committee's water user representatives.

The Governance Committee members representing the states, the Department of the Interior (DOI), the environmental groups, and the water users will appoint their respective representatives and alternates to the FC (e.g., State of Colorado Governance Committee member will appoint Colorado's member and alternate). The FC representatives will serve at the pleasure of their respective appointing Governance Committee member or members. The FC representatives and alternates for the states and DOI will have the necessary authority to carry out the administrative functions of the FC described in Section III.A below.

B. The FC shall annually select a Chairperson and Vice-Chairperson. The Chairperson

will chair meetings of the FC and report to the Governance Committee. The Vice-Chairperson will assume these duties when the Chairperson is absent. Such selections will be noted in the official minutes of the meetings during which the elections are held.

C. The Executive Director will provide staff assistance to the FC.

D. The FC may seek technical assistance from other Program participants. However, non-committee members will have no vote in consensus determinations.

III. COMMITTEE PURPOSES

A. Administrative Functions

1. The Governance Committee, through the Signatories, will enter into an agreement with an FME. The FME will hold funds contributed by the Signatories and any other contributors. The FME will make payments to vendors and distribute the charges according to cost sharing agreements established by the Signatories and internal procedures established by the Governance Committee. The FME will be closely monitored by the FC.

2. The Governance Committee will approve all Program budgets and statements/scopes of work for contracts and amendments. An affirmative vote by a Signatory's Governance Committee representative shall constitute the authorization necessary for the use of that Signatory's funds to the extent such funds have been or are later made available to the Program. The FC will implement a procedure with the FME for authorization of day-to-day contract expenditures that comply with budgets and contracts authorized by the Governance Committee and enacted by the Signatories. The FC, working through the Signatories, will ensure that Program funds are used for Program purposes only; that such funds are used pursuant to decisions of the Governance Committee; and that all expenditures comply with the applicable federal and state laws, regulations, and procedures. All financial commitments are subject to the availability of appropriated funds.

B. Advisory Functions

The FC will provide assistance and advice on financial matters as directed by the Governance Committee. The following are examples of some of the tasks that the Governance Committee may assign the FC:

1. Assist in the selection of the FME;
2. Recommend FME agreement language for concurrence by the Governance Committee and approval of the Signatories in a manner consistent with Governance Committee direction and federal and state laws, rules and regulations;
3. Recommend a procedure and schedule for contributions to the Program by Signatories and other contributors and review reports prepared by the Executive

Director and FME documenting the contributions made;

4. Review all contracts language prepared by the Executive Director to determine whether it conforms to the authorized Governance Committee budget and other applicable actions and recommend Governance Committee concurrence or rejection;
5. Review requests for credit against Program cash and cash equivalent commitments for contributions made by the states and the federal government based on Governance Committee or Program policy and provide recommendations to the Governance Committee regarding those requests;
6. Review the proposed annual budgets and any adjustments proposed by the Executive Director and recommend action to the Governance Committee and Executive Director as to availability of funds to meet anticipated expenditures;
7. Review the proposed contractor selection procedures to be developed by the Executive Director and provide recommendations and propose amendments that may be required to comply with state and federal law and procedures needed to secure funding;
8. Review quarterly reports prepared by the Executive Director that describe the actual expenditures as compared to the annual budgets and that describe the payments of invoices against contracts approved by the Governance Committee and report review results to the Governance Committee;
9. Arrange and review financial audits;
10. Participate in the activities of ad hoc committees to provide guidance regarding funding of particular elements of the Program;
11. Review financial matters associated with implementation of the exit strategies in the event of Program failure or discontinuation and make recommendations for Governance Committee action, if appropriate;
12. From time to time, review conformance with “fair share” responsibilities developed by the Governance Committee and make recommendations for Governance Committee action, if appropriate;
13. Meet with the Executive Director to discuss major funding decisions and initiatives, short and long-term funding needs, significant budget issues and their status and outcome and any other budget issues relating to Land and Water Plans, monitoring and research, and Program milestones, and make recommendations for Governance Committee action, if appropriate.

IV. COMMITTEE PROCEDURES

1. The FC will meet as needed to accomplish its purposes outlined in Section III of this Charter.
2. FC meetings will be open to other interested parties and Program participants, except when discussing confidential legal and personnel matters. Any meetings attended by members of the public will include an open comment period.
3. Agendas, meeting minutes, reports, and other information will be furnished by the Executive Director to FC members prior to scheduled meetings and to other interested parties upon request. Information related to confidential financial matters will be made available to FC representatives only.
4. A quorum shall be required for the FC to conduct business. A quorum requires attendance by the representative or alternate for each state, the BOR and the FWS.
5. The decisions of the Finance Committee regarding the administrative functions described in Section III.A above will be made only if approved by the representatives for the states and the DOI during a meeting in which there is a quorum.
6. The decisions of the FC regarding the advisory functions described in Section III.B above, including any recommendations to the Governance Committee, will be made only by consensus during a meeting in which there is a quorum. Any issue that cannot be resolved by consensus agreement shall be elevated to the Governance Committee for decision. The FC will present all viewpoints on such unresolved issues to the Governance Committee without identifying majority or minority views. However, no FC member or alternate shall be prevented from providing the Governance Committee with their views on an unresolved issue.
7. FC meetings may be held in person or via conference calls, videoconferences or other long-distance communication systems.

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Land Advisory Committee Charter
December 7, 2005

I. PURPOSE

Section VII.A of the *Organizational Structure for the Platte River Recovery Implementation Program* (Program) calls for the Governance Committee to establish a standing Land Advisory Committee (LAC) to provide advice on Program activities to accomplish the purposes specified in this charter, as it may be amended by the Governance Committee.

Ultimate responsibility for implementing the Program's Land Plan lies with the Governance Committee, including approval of all acquisitions, management plans, budgets and expenditures. A number of activities will be carried out by the LAC to assist in the Land Plan's implementation (as described in Section IV below), generally coordinated or in collaboration with the Program's Executive Director (as described in Section III below). The LAC will also provide meaningful local input into decisions about operations of the land component, including making recommendations to the Governance Committee about how the Program can both be a "good neighbor" and effectively further the purposes of the Program.

II. COMMITTEE STRUCTURE

A. The representation to the LAC is as follows:

1. One (1) representative of the State of Colorado
2. One (1) representative of the State of Nebraska
3. One (1) representative of the State of Wyoming
4. One (1) representative of the U.S. Bureau of Reclamation
5. One (1) representative of the U.S. Fish and Wildlife Service
6. One (1) representative of the environmental Governance Committee representatives.
7. One (1) representative of the Central Nebraska Public Power and Irrigation District and the Nebraska Public Power District (the Districts).
8. Three (3) representatives of local Nebraskans.

B. For the representatives identified in items 1-6 above, Governance Committee representatives will appoint their respective representatives to the LAC and alternates to serve in the representative's absence (e.g., State of Colorado Governance Committee member will appoint Colorado's LAC member and alternate). At any time after the initial representatives

are selected, the Governance Committee representatives may appoint replacement representatives or alternates.

- C. For the representative identified in item 7 above, both Districts together will choose one representative and alternate, and may subsequently appoint a replacement representative or alternate at any time.
- D. For the representatives identified in item 8 above, the three local Nebraska representatives, and alternates to serve in each respective representative's absence, will be selected by the local Natural Resource Districts (NRDs) with one representative and alternate chosen by the Central Platte NRD, one representative and alternate chosen by the Tri-Basin NRD, and one representative and alternate chosen by both NRD's to represent an area not already represented. Local Nebraska representatives will serve three-year terms that rotate so only one member is either renewed or replaced each year. Initial appointments will be for one, two, or three years to insure proper rotation, with the initial terms of appointment to be worked out by the two NRDs. The appropriate NRD or NRDs may appoint a replacement or alternate as needed to complete the term of a local representative or alternate who is unable or unwilling to do so.
- E. The LAC shall select a Chairperson, Vice Chairperson, and Recording Secretary during the first meeting following the creation of the committee and each year thereafter.
- F. The Program's Executive Director shall maintain an official membership list and record the Chairperson, Vice Chairperson, and Recording Secretary designations.
- G. Non-committee members may be requested by the LAC to serve on subgroups, workgroups, etc. However, non-committee members will not be included in final determination of consensus.

III. COORDINATION WITH THE GOVERNANCE COMMITTEE AND EXECUTIVE DIRECTOR

In addition to carrying out assigned tasks, the LAC can raise an issue to the Governance Committee for its consideration and for potential action.

The Governance Committee will assign a Governance Committee representative to sponsor the LAC. This sponsorship will serve to provide the coordination, advice, and input from the LAC to the Governance Committee in an efficient and effective manner.

As described in the Organizational Structure document, the LAC is not supervised or directed by the Program's Executive Director, nor does the LAC supervise or give direction to the Executive Director. As a practical matter, the two entities must closely

cooperate and coordinate their activities because the Program's Executive Director will implement many aspects of the Land Plan that the LAC is to review to offer comments and advice. In carrying out its responsibilities, the LAC may work with the Executive Director as follows:

- A. The LAC may request the Executive Director to arrange facilities, maintain documentation of LAC meetings and agendas, and provide other administrative assistance.
- B. The LAC may work directly with the Executive Director to provide advice on land evaluations or draft plans or budgets early in the development process, to assure meaningful and timely opportunities for the Executive Director to make adjustments. This cooperation is in addition to the LAC's recommendations and/or comments to the Governance Committee at a later stage.
- C. Because the Executive Director also provides administrative support to the Governance Committee, when the LAC prepares advice, recommendations and comments for the Governance Committee, the LAC will work with the Executive Director on meeting the Governance Committee's schedule, coordinating with other committees, scheduling time on the agenda, arranging for distribution of materials, etc.
- D. The LAC may request the Executive Director to facilitate the development of consensus.
- E. The LAC may request Program staff assistance for specific tasks from the Executive Director, who may provide such assistance or refer the request to the Governance Committee.
- F. When the Governance Committee assigns a task to the LAC, the LAC should anticipate that the Executive Director will provide information about the task and schedule to the LAC. This may include providing LAC assistance in a task assigned to the Executive Director.

IV. COMMITTEE RESPONSIBILITIES

Specific LAC functions and responsibilities are:

- A. Working through the Executive Director using the evaluation process and Worksheet in the Land Plan, evaluating potential acquisitions and providing recommendations and advice to the Governance Committee regarding whether to pursue an acquisition;
- B. If approached by landowners regarding a potential acquisition, passing the information on to the Executive Director for evaluation, and, if requested

by the Executive Director, working with the Executive Director in any further discussions with the landowner;

- C. If requested by the Governance Committee and/or Executive Director, working with the Executive Director in approaching a landowner and/or assisting in negotiating a potential acquisition the Governance Committee has decided to pursue;
- D. Reviewing negotiated potential acquisitions and recommending acquisition actions to the Governance Committee for approval;
- E. Reviewing and providing advice to the Executive Director during the Executive Director's development of parcel-specific land management plans and identification of monitoring, research and data collection needs related to those parcels of land;
- F. Providing comments and/or recommendations to the Governance Committee regarding adoption of each parcel-specific management plan, including management plans provided by Program sponsors;
- G. If requested by the Governance Committee, providing advice to the Executive Director regarding any issues arising during implementation of the Program's land management plans;
- H. Reviewing and providing comments and/or recommendations on periodic progress and status reports by land management contractors or Sponsors for consideration by the Governance Committee along with the progress and status reports;
- I. Reviewing the results of management and monitoring of Program lands, peer review and other activities related to the Land Plan, and, if warranted, providing comments and/or recommendations (potentially in coordination with the Technical Advisory Committee, U.S. Fish and Wildlife Service, or other committees as appropriate) regarding Governance Committee revisions to management plans consistent with the Adaptive Management Plan;
- J. Providing advice to the Executive Director in the development of budgets for Land Plan activities, and subsequently providing comments and/or recommendations to the Governance Committee regarding the adoption of proposed land-related budgets;
- K. Reviewing and providing comments to the Executive Director and/or the Governance Committee on the Executive Director's records and status reports regarding land-related Program milestones;

- L. Participating in Program outreach efforts to neighbors, stakeholders and the community regarding the Program's plans and practices on Program lands;
- M. Providing an opportunity for local input and questions as recommendations are being formulated, as approved plans are implemented, or as local concerns arise, and raising issues to the Governance Committee as appropriate;
- N. If the Program is terminated in a way that the Governance Committee and LAC remain active, monitoring implementation of Governance Committee approved "exit" activities if requested to do so by the Governance Committee.

V. COMMITTEE PROCEDURES

- A. The LAC will meet as needed to accomplish the responsibilities outlined in Section IV of this charter and the Program.
- B. LAC meetings will be open to the public except when discussing confidential matters, as the LAC deems necessary. Meetings attended by interested members of the public will include an open comment period.
- C. Agendas, meeting minutes, reports, and other information will be furnished to LAC members prior to scheduled meetings and to participating nonmembers and the public upon request. Agendas, meeting minutes, reports, and other information related to confidential land acquisition or personnel or contract matters will be made available to only LAC representatives and their designated alternates.
- D. A quorum shall be required for the LAC to conduct business. A quorum shall be present if the meeting is attended by the representatives of each of the three states, a representative of the U.S. Fish and Wildlife Service, and by three other members or alternates, at least one of which shall be a local Nebraska representative.
- E. The decisions of the committee, including those regarding recommendations to the Governance Committee, must be by consensus during a meeting in which a quorum is present. Any issue that cannot be resolved with consensus agreement shall be elevated to the Governance Committee. The LAC will present all viewpoints on such unresolved issues to the Governance Committee without identifying majority or minority views.
- F. The LAC may elect to use subcommittees to carry out some of its tasks under the Land Plan.

- G. LAC may rotate the location of meetings among the three states and may use teleconferencing or other alternatives to attending meetings.
- H. Local Nebraska representatives to the LAC who do not have a duty to participate in LAC activities as part of their employment or under a contract with an NRD may request reimbursement of actual expenses and per diem associated with attending LAC meetings or other activities as directed by the LAC or Governance Committee. The Finance Committee will develop the procedure for payment of reimbursement requests.

PLATTE RIVER RECOVERY IMPLEMENTATION PROGRAM
Attachment 6
Appendix G

Technical Advisory Committee Charter
December 7, 2005

I. BACKGROUND

The Platte River Recovery Implementation Program (Program) establishes a Technical Advisory Committee (TAC) to accomplish the purposes specified in this charter. The TAC will provide assistance and advice to the Governance Committee on issues related to biological response monitoring and research provided for in the Adaptive Management Plan, peer review, and other tasks as requested.

II. COMMITTEE STRUCTURE

1. Each member of the Governance Committee may appoint a member and alternate to the TAC. The Governance Committee may appoint additional members, as it deems appropriate. The TAC Chairperson will maintain a current list of the TAC members and alternates.
2. The TAC shall select a Chairperson annually, with such selection being noted in the official minutes of the meeting where elections are held.
3. The Executive Director will provide staff support to the TAC.
4. Non-committee members with appropriate technical expertise are encouraged to serve on subgroups, workgroups, etc. However, non-committee members will not be included in final determination of consensus.
5. The TAC may seek technical assistance from other Program participants.

III. COMMITTEE PURPOSES

The TAC will provide assistance and advice on monitoring, research, peer review, and adaptive management matters as directed by the Governance Committee. Potential TAC tasks include but are not limited to the following:

1. Advise the Governance Committee on implementation of the Integrated Monitoring and Research Plan (First Increment Milestone 6), and associated subtasks.
2. Review and advise the Governance Committee on monitoring and research reports.
3. Advise the Governance Committee on adaptive management issues.

4. Review and advise the Governance Committee on research and monitoring protocols developed by Program staff or contractors.
5. Review and advise the Governance Committee on land and water management plans as they relate to monitoring and research activities.
6. Advise the Governance Committee, other committees, and staff on implementation of the Peer Review Guidelines for protocols, models, reports, and other documents being peer reviewed, including advice on those reviews.
7. Provide consultation and advice to the Executive Director.
8. Complete other tasks as directed by the Governance Committee.

IV. COMMITTEE PROCEDURES

1. The TAC will meet as needed to accomplish its purposes outlined in Section III of this charter.
2. TAC meetings will be open to other interested parties except when discussing confidential matters. Meetings in which interested parties from the public attend will include an open comment period.
3. Agendas, meeting minutes, reports, and other information will be maintained by the Executive Director and will be furnished to TAC members prior to scheduled meetings and to other interested parties upon request. Information will also be posted on the Platte River web site.
4. The decisions of the committee, including those regarding recommendations to the Governance Committee, must be by consensus of TAC members. Consensus is the unanimous consent of the members at the meeting when the action or determination is made. Any issue that cannot be resolved with consensus agreement shall be elevated to the Governance Committee. The TAC will present all viewpoints on such unresolved issues to the Governance Committee without identifying majority or minority views.
5. TAC meetings will be held at locations convenient to effective completion of agendas and, when possible will rotate among the three states. Meetings may be held in person, via conference calls, videoconferencing, or other long-distance communication systems.
6. The TAC may form subgroups to accomplish assignments from the Governance Committee. The TAC Chair will appoint the subgroups and will appoint a person from the subgroup to chair the effort. The subgroup chair will be responsible for the recommendations produced by the subgroup. The recommendations produced by the subgroup will be reviewed and approved by the TAC.

7. Draft and final documents related to TAC recommendations, including those offered by subgroups, will be sent to the Chair for compilation and distribution, unless otherwise directed. Final TAC recommendations will be provided to the Governance Committee, which will distribute those products as it deems appropriate.
8. TAC members not otherwise reimbursed by agencies or institutions may request reimbursement of actual expenses and per diem associated with attending TAC meetings or other activities as directed by the TAC or Governance Committee. The Governance Committee will work with the four government entities to develop the procedure for reimbursement requests.

PLATTE RIVER RECOVERY IMPLEMENTATION PROGRAM
Attachment 6
Appendix H

Water Advisory Committee Charter
December 7, 2005

I. BACKGROUND

The Platte River Recovery Implementation Program (Program) establishes a Water Advisory Committee (WAC) to accomplish the purposes specified in this charter. The WAC will provide assistance and advice on water related matters, as directed, to the Governance Committee.

II. COMMITTEE STRUCTURE

1. Each member of the Governance Committee may appoint a member and an alternate to the WAC. The Governance Committee may appoint additional members, as it deems appropriate. The Chairperson of the WAC will maintain a current listing of the WAC members and alternates.
2. The WAC shall select a Chairperson annually, with such selection being noted in the official minutes of the meeting when elections are held.
3. The Executive Director will provide staff support to the WAC.
4. The WAC may seek technical assistance from other Program participants.

III. COMMITTEE PURPOSES

The WAC will provide assistance and advice on water related matters as directed by the Governance Committee. The following are examples of some of the tasks that the Governance Committee may assign the WAC:

1. Review and comment on the annual operating plans (AOP) for individual Program water supplies, the Program annual operating plan, and the Environmental Account Manager's year-end report.
2. Review and comment on the state's tracking, accounting, regulating and protecting of Program water.
3. Review and comment on matters relating to any component of the Program Water Plan.
4. Review and comment on the reconnaissance and feasibility studies and implementation plans for new Program water conservation/supply projects.

5. Advise on the need for peer reviews and review and comment on those reviews.
6. Review and comment on water related monitoring and research activities.
7. Provide consultation and assistance to the Executive Director.
8. Complete other tasks as directed by the Governance Committee.

IV. COMMITTEE PROCEDURES

1. The WAC will meet as needed to accomplish its purposes outlined in Section III of this charter.
2. WAC meetings will be open to other interested parties. Meetings in which interested parties from the public attend will include an open comment period.
3. Agendas, meeting minutes, reports, and other information will be maintained by the Executive Director and will be furnished to WAC members prior to scheduled meetings and to other interested parties upon request. Agendas and minutes will also be posted on the Platte River Web Site.
4. The decisions of the committee, including those regarding recommendations to the Governance Committee, must be by consensus of the WAC members. Any issue that cannot be resolved with consensus agreement shall be elevated to the Governance Committee. The WAC will present all viewpoints on such unresolved issues to the Governance Committee without identifying which views are held by the majority or the minority of the committee members.
5. WAC meetings may be held in person or via conference calls, videoconferences or other long-distance communication systems.
6. The WAC may form subgroups to accomplish assignments from the Governance Committee. The Chairperson of the WAC will appoint the subgroups and will appoint a person from the subgroup to be chair. The Chair of the subgroup will be responsible for the recommendations produced by the subgroup. The recommendations produced by the subgroup will be reviewed and approved by the WAC.
7. Comments provided on draft WAC recommendations, including those offered by subgroups, will be sent to the Chairperson for compilation and distribution, unless otherwise directed.
8. Final WAC recommendations will be provided to the Governance Committee, which will distribute those work products as it deems appropriate.

PLATTE RIVER RECOVERY IMPLEMENTATION PROGRAM
Attachment 6
Appendix I

Independent Scientific Advisory Committee Charter
December 7, 2005

I. BACKGROUND

The Platte River Recovery Implementation Program (Program) establishes an Independent Scientific Advisory Committee (ISAC) to accomplish the purposes specified in this charter. The ISAC will provide independent scientific advice to the Executive Director (ED) and to the Governance Committee (GC), as requested, on scientific issues during the First Increment of the Program. The ISAC will be composed of approximately five independent scientists knowledgeable in technical areas critical to the implementation of the Adaptive Management Plan (AMP) (Program Attachment 3).

II. MEMBERSHIP

Members of the ISAC should be experienced scientists with demonstrated achievement and high standing in their field. They will be chosen to fill specific areas of expertise that are needed by the Program. There should be a balance between scientists with specific knowledge of the Platte River basin and those with more broad and diverse experience. Members will be expected to provide objective scientific advice in a timely and professional manner, and work effectively in multi-disciplinary setting. ISAC membership will be open to individuals employed by all agencies, institutions, and organizations, with the exception that members may not be salaried employees of members of the GC or organizations with specific mandated representation on the Land Advisory Committee, Water Advisory Committee, or Technical Advisory Committee.

1. Appointment Procedures

Members of the ISAC will be appointed by the GC. The GC will base their appointments on candidates submitted by a Selection Panel selected by the GC and convened by the ED. The Panel will review nominees and make recommendations to the GC. Nominations to the ISAC shall be solicited from the GC, sponsoring entities, as well as other agencies, groups, professional societies, the National Research Council, and the public. While nominations to the ISAC may come from any of a variety of sources, members of the ISAC are independent scientists and do not represent the interests of the nominating entity or any other entity. The Selection Panel will pay careful attention to suggestions by advisory committees and the GC regarding membership and needed expertise. A selection panel will be convened when vacancies arise on the ISAC.

2. Length of Appointments

The initial appointment to the ISAC will be for one to three years. Appointments can be renewed as requested by the GC.

3. Membership Considerations

Considerations will include, but not be limited to, the following when members are selected:

- a. High achievement in a relevant scientific discipline which may include biology, ecology, fisheries, hydrology, river geomorphology, statistics, wildlife ecology, and other relevant disciplines.
- b. A strong record of scientific accomplishment documented by contribution to the peer-reviewed literature or other evidence of creative scientific accomplishment.
- c. High standards of scientific integrity, independence and objectivity.
- d. Ability to forge creative solutions to complex problems.
- e. Interest in and ability to work effectively in an interdisciplinary setting.

III. COMMITTEE PURPOSES

The ISAC is to foster a scientific approach to adaptive management, monitoring and research in meeting the goals and objectives of the Program by providing advice to the GC and the ED. The ISAC must retain as much independence from the adaptive management program as possible. This independence requires that their role focus on reviewing products produced by the Program.

The tasks to be undertaken by ISAC will be identified in a scope of work prepared by the ED and approved by the GC. The tasks may include, but are not necessarily limited to, the following:

1. Advise the ED and GC on implementation of the AMP in two primary areas:
 - a. The ISAC should provide an independent opinion on the design of the adaptive management program and associated monitoring and research, most likely after completion of the final AMP and first year work plan in October 2006 and in subsequent years. The focus of this opinion should be on the scientific rigor of the proposed management activities and associated monitoring and research.
 - b. The ISAC should be asked to review the scientific information collected and to provide their opinion of these results in terms of the response (or lack of response) to management interventions.
2. Respond to specific questions of scientific nature from the GC and ED. Questions for consideration by the ISAC should be submitted through the ED.
3. Advise the GC and the ED on the need for additional peer review.

IV. COMMITTEE PROCEDURES

1. The ISAC shall select a Chairperson and Vice Chair annually, with such selection being noted in the official minutes of the meeting where elections are held.
2. The Chair, and Vice Chair in his/her absence, is the executive officer of the ISAC. The Chair conducts the meetings; seeing that business is conducted in a timely and efficient manner and that each member has the opportunity to be heard.
3. The ED will provide administrative oversight and staff support to the ISAC.

4. The ED will act as the point of contact for requests to the ISAC. The ED will ensure that these communications are conveyed to the ISAC.
5. ISAC will receive a stipend to be determined by the GC. Members not otherwise reimbursed by agencies or institutions may request reimbursement of actual expenses and per diem associated with attending ISAC meetings or other activities as directed by the ED or GC. The ED will work with the appropriate entities to develop the procedure for reimbursement requests.