

**TRANSITION OF THE
ECORSE CREEK WATERSHED INTER-MUNICIPALITY
COMMITTEE (ECIC), COMBINED DOWNRIVER WATERSHED INTER-
MUNICIPALITY COMMITTEE (CDWIC), AND LOWER HURON RIVER
WATERSHED INTER-MUNICIPALITY COMMITTEE (LHRWIC)
TO THE ALLIANCE OF DOWNRIVER WATERSHEDS (ADW)**

PREAMBLE

The Ecorse Creek, Combined Downriver, and Lower Huron River watersheds are located in southeast Michigan and consist of some of the most urban land area in the state. The Ecorse Creek watershed encompasses 27,791 acres or 43.4 square miles within Wayne County and includes 11 communities as well as the Wayne County Airport Authority (located within Romulus). In 2000, there were 161,067 people living within its boundaries, or 3,711 people per square mile. The Combined Downriver Watershed drains an area within Wayne County approximately 85.9 square miles in size. The Combined Downriver Watershed includes 11 communities as well as the Woodhaven-Brownstown School District, Wayne County, and the Wayne County Airport Authority. In 2000, there were 244,259 people living within its boundaries, or 2,844 people per square mile. The Lower Huron River Watershed covers 74-square miles of the 908-square-mile Huron River basin. The lower Huron River begins downstream of the French Landing Dam that creates Belleville Lake in Van Buren Charter Township, and flows into Lake Erie. The vast majority of the lower Huron River Watershed lies within Wayne County and comprises all or portions of 14 municipalities, with 48,110 individuals living in the watershed during the 2000 U.S. Census. The Ecorse Creek, Combined Downriver, and Lower Huron River watersheds all discharge to the Detroit River.

This preamble describes the history of efforts by communities and other stakeholders in the Ecorse Creek, Combined Downriver, and Lower Huron River watersheds to manage the area's water resources on a watershed basis, and to comply with federal regulations regarding the discharge of storm water.

Federal Regulations

The 1972 Amendments to the Federal Water Pollution Control Act (commonly known as the Clean Water Act or CWA) prohibit the discharge of any pollutant to waters of the United States from a point source unless the discharge is authorized by a National Pollutant Discharge Elimination System (NPDES) permit. The NPDES permitting program is designed to track point sources, monitor the discharge of pollutants from specific sources to surface waters, and require the implementation of the controls necessary to minimize the discharge of pollutants. In 1987, the CWA was again amended by Congress to require implementation of a comprehensive national program for addressing problematic non-agricultural sources of storm water discharges. As required by the amended CWA, the NPDES Storm Water Program is being implemented in two phases:

- Phase I, which requires NPDES permits for storm water discharges from "Medium" and "large" municipal separate storm sewer systems (MS4s) generally serving, or located in incorporated places or counties with, populations of 100,000 or more people; and eleven categories of industrial activity, one of which is construction activity that disturbs five acres or greater of land.
- Phase II, effective December 8, 1999, which requires NPDES permit coverage - mostly under general permits - for storm water discharges from certain regulated small MS4s (primarily all those located in urbanized areas) and construction activity disturbing between 1 and 5 acres of land.

Under Phase II of the program, approximately 170 public agencies in southeast Michigan are required to obtain an NPDES permit to cover their storm water discharges. Public agencies that own, operate or control separate storm water drainage systems within urbanized areas were required to apply for a permit by March 10, 2003 to maintain authorization to discharge storm water to Michigan's surface waters. Entities required to obtain these permits include cities, villages, townships, county agencies (e.g., roads, drains, parks), public schools (e.g., K-12, colleges, universities) and state/federal agencies (e.g., MDOT, prisons).

In 1995, a group of local agencies and communities within the Rouge River watershed in southeast Michigan proposed a watershed-based approach to the control of pollution sources related to storm water discharges to comply with the pending U.S. EPA storm water regulations. In July of 1997, the MDEQ adopted this unique watershed approach developed by local agencies and issued General Permit No. MIG610000 to allow voluntary coverage for public agencies to discharge storm water under the Phase II regulations. This approach was endorsed by the United States Environmental Protection Agency (U.S. EPA) as meeting Phase II federal storm water discharge regulation requirements that became mandatory for urbanized communities in 2003. Michigan now has two permit options for municipal separate storm water drainage systems as follows:

- Traditional storm water general permit (Permit No. MIS040000). This permit was issued on February 25, 2003. The traditional general permit contains prescriptive storm water control measures that are required within the jurisdiction of the permittee. These include requirements for public education and public involvement, illicit discharge elimination, construction and post construction storm water controls, and good housekeeping and pollution prevention practices for municipal operations.
- Watershed-based storm water general permit (Permit No. MIG619000). This permit was first issued in July 1997 and was reissued as General Permit No. MIG619000 in December 2003. Although the watershed-based permit addresses the same basic requirements as the traditional general permit, it offers communities the opportunity to establish their own priorities, propose their own schedules, and integrate storm water management practices through a series of iterative steps. This cooperative approach is designed to accomplish storm water quality improvements watershed-wide, and provides an added benefit of cost sharing for some storm water controls.

Approximately 75% of the storm water permit applications received statewide by MDEQ in March 2003 were for coverage under the watershed-based general permit.

Ecorse Creek Watershed

The Ecorse Creek Pollution Abatement Drain is a Wayne County drain located in or tributary to the following Municipalities and/or political subdivisions: Charter County of Wayne, Wayne County Metropolitan Airport Authority (“Authority”), City of Allen Park, City of Dearborn Heights, City of Ecorse, City of Inkster, City of Lincoln Park, City of Melvindale, City of Romulus, City of Southgate, City of Taylor, City of Westland, City of Wyandotte. The Authority, the Cities, and the Charter County of Wayne formed the Ecorse Creek Watershed Advisory Group (“ECWAG”) in August 1999 whose mission was to provide:

“An Ecorse Creek Watershed and riverine corridor system that is aesthetically pleasant, clean, healthy and safe so that watershed residents and visitors can enjoy an improved quality of life, with reduced risk of flooding and better coordination of stormwater management throughout the region.”

In furtherance of the mission, among other activities, the Authority, the Cities, and the Charter County of Wayne individually filed applications with the MDEQ under the watershed-based permit option to comply with the NPDES Phase II Stormwater requirements. In December 2003, Certificates of Coverage (COCs) were issued to each applicant, requiring them to, among other activities, jointly study, develop, prepare and file by November 1, 2005, an Ecorse Creek Watershed Management Plan.

The 11 cities, Wayne County and the Wayne County Airport Authority within the Ecorse Creek watershed signed a Memorandum of Agreement (herein after, MOA) to form the Ecorse Creek Watershed Inter-Municipality Committee (ECIC), effective September 9, 2003 and amended January 28, 2005. The ECIC was formed pursuant to the Inter-Municipality Committees Act, PA 1957, No. 200 (MCL 123.631, et seq.) for the purpose of coordinating and facilitating the study, development, preparation and timely filing with the Michigan Department of Environmental Quality (“MDEQ”) of an Ecorse Creek Watershed Management Plan as part of the required NPDES Phase II stormwater compliance. The Ecorse Creek Watershed Management Plan was developed by the ECIC and partners including the Allen Park School District, Friends of Detroit River/Detroit Riverkeeper, Lincoln Park School District, MDEQ, Southgate Community Schools, and Taylor School District. The completed Ecorse Creek Watershed Management Plan was filed with the MDEQ prior to the November 1, 2005 deadline. In March of 2006, MDEQ provided written comments on the WMP. Revisions to the WMP were made in response to MDEQ comments, and the ECIC approved the revisions on April 27, 2006. A revised WMP for the Ecorse Creek Watershed was submitted to the MDEQ by the May 15, 2006 deadline. The MOA for the ECIC expires when the Ecorse Creek Watershed Management Plan is approved by the MDEQ.

Combined Downriver Watershed

The Combined Downriver Watershed is located in or tributary to the following municipalities and/or political subdivisions: Brownstown Township, Grosse Ile Township, Huron Township, City of Gibraltar, City of Riverview, City of Romulus, City of Southgate, City of Taylor, City of Trenton, City of Woodhaven, City of Wyandotte, Woodhaven-Brownstown School District, Charter County of Wayne, and Wayne County Metropolitan Airport Authority (“Authority”). In April 2003, these entities (with the exception of the City of Trenton) formed the Combined Downriver Watershed Advisory Group (“CDRWAG”) whose mission is to provide:

“A Combined Downriver Watershed and riverine corridor system that is aesthetically pleasant, clean, healthy and safe so that watershed residents and visitors can enjoy an improved quality of life, with reduced risk of flooding and better coordination of stormwater management throughout the region.”

In furtherance of the mission, among other activities, the Authority, the communities, Wayne County, and the Woodhaven-Brownstown School District individually filed applications with the MDEQ under the watershed-based permit option to comply with the NPDES Phase II Stormwater requirements. In December 2003, Certificates of Coverage (COCs) were issued to each applicant, requiring them to, among other activities, jointly study, develop, prepare and file by November 1, 2005, a Combined Downriver Watershed Management Plan.

The 10 communities, Wayne County, the Authority, and the school district within the Combined Downriver watershed signed a Memorandum of Agreement (herein after, MOA) to form the Combined Downriver Watershed Inter-Municipality Committee (CDWIC), effective March 30, 2004 and amended July 16, 2004. The CDWIC was formed pursuant to the Inter-Municipality Committees Act, PA 1957, No. 200 (MCL 123.631, et seq.) for the purpose of coordinating and facilitating the study, development, preparation and timely filing with the Michigan Department of Environmental Quality (“MDEQ”) of a Combined Downriver Watershed Management Plan as part of the required NPDES Phase II stormwater compliance. The Combined Downriver Watershed Management Plan was developed by the CDWIC and partners including the Friends of Detroit River/Detroit Riverkeeper, MDEQ, Southgate Community Schools, and Taylor School District. The Combined Downriver Watershed Management Plan was filed with the MDEQ prior to the November 1, 2005 deadline. In March of 2006, MDEQ provided written comments on the WMP. Revisions to the WMP were made in response to MDEQ comments, and the CDWIC approved the revisions on April 27, 2006. A revised WMP for the Combined Downriver Watershed was submitted to the MDEQ by the May 15, 2006 deadline. The MOA for the CDWIC expires when the Combined Downriver Watershed Management Plan is approved by the MDEQ and Storm Water Pollution Prevention Initiatives have been developed by each member for submittal to the MDEQ.

Lower Huron River Watershed

The Lower Huron River watershed is located in or tributary to the following Municipalities and/or political subdivisions: Ash Township, City of Belleville, Berlin Township, Brownstown Township, Huron Township, Sumpter Township, Van Buren Township, City of Flat Rock, City of Gibraltar, City of Rockwood, City of Romulus, City of Woodhaven, Village of South Rockwood, Woodhaven-Brownstown School District, and Charter County of Wayne. With the exceptions of Ash Township, Ypsilanti Township, and the City of Belleville, the County, Cities, Villages, Townships, and the School District formed the Lower Huron River Watershed Advisory Group (“LHRWAG”) in June 2003 whose mission is to provide:

“A Lower Huron River Watershed and riverine corridor system that is aesthetically pleasant, clean, healthy and safe so that watershed residents and visitors can enjoy an improved quality of life, with reduced risk of flooding and better coordination of stormwater management throughout the region.”

In furtherance of the mission, among other activities, the communities, Wayne County, and the Woodhaven-Brownstown School District individually filed applications with the MDEQ under the watershed-based permit option to comply with the NPDES Phase II Stormwater requirements. In December 2003, Certificates of Coverage (COCs) were issued to each applicant, requiring them to, among other activities, jointly study, develop, prepare and file by November 1, 2005, a Lower Huron River Watershed Management Plan.

The 11 participating communities, Wayne County, and the School District within the Lower Huron River watershed signed a Memorandum of Agreement (herein after, MOA), to form the Lower Huron River Watershed Inter-Municipality Committee (LHRWIC), effective April 27, 2004. The LHRWIC was formed pursuant to the Inter-Municipality Committees Act, PA 1957, No. 200 (MCL 123.631, et seq.) for the purpose of coordinating and facilitating the study, development, preparation and timely filing with the Michigan Department of Environmental Quality (“MDEQ”) of a Lower Huron River Watershed Management Plan as part of the required NPDES Phase II stormwater compliance. The Lower Huron River Watershed Management Plan was developed by the LHRWIC and partners including the Friends of Detroit River/Detroit Riverkeeper, MDEQ, Huron-Clinton Metropolitan Authority, Michigan Department of Transportation, Monroe County Drain Commissioner, and Huron River Watershed Council. The Lower Huron River Watershed Management Plan was filed with the MDEQ prior to the November 1, 2005 deadline. In March of 2006, MDEQ provided written comments on the WMP. Revisions to the WMP were made in response to MDEQ comments, and a revised WMP for the Lower Huron River Watershed was submitted to the MDEQ by the May 15, 2006 deadline. The MOA for the LHRWIC expires when the Lower Huron River Watershed Management Plan is approved by the MDEQ and Storm Water Pollution Prevention Initiatives have been developed by each member for submittal to the MDEQ.

Transition from Inter-Municipality Committees to ADW

The Inter-Municipality Committees for the Ecorse Creek Watershed, Combined Downriver Watershed, and Lower Huron River Watershed have been successfully operating for over two years under the Memoranda of Agreement establishing the Committees. The respective MOAs for the three Inter-Municipality Committees remain in effect until approximately the third quarter of 2006. At the October 18, 2005 joint meeting of the ECIC and CDWIC, options for institutional arrangements for continuing collaboration on storm water permit compliance and watershed management issues and activities were presented and discussed. A similar presentation and discussion was held by the LHRWIC at their meeting on January 19, 2006. The Inter-Municipality Committees Act, PA 1957, No. 200 (MCL 123.631, et seq.) under which the existing IMCs were formed, does not provide for implementing some of the required activities under the watershed management plans. There was broad interest in forming a permanent watershed organization under the new Watershed Alliance legislation. The watershed organization will provide services, to its members and to the existing Advisory Group for each watershed, to facilitate implementation of the watershed management plans for each watershed.

Public Act 517 of the Public Laws of 2004, (herein after Watershed Alliance legislation), was signed by the governor on January 3, 2005 with immediate effect. This new law is Part 312 of the Michigan Natural Resources and Environmental Protection Act as amended by as Act No. 517, Public Acts of 2004.

A subcommittee composed of members of the ECIC, CDWIC, and LHRWIC was formed to draft bylaws to form new watershed organizations for the 3 downriver watersheds as required under the new statute. The subcommittee was also charged with examining the issue of forming one or more watershed alliance organizations for managing the Ecorse Creek, Combined Downriver, and Lower Huron River watersheds into the future, and presenting a recommendation on this issue to the respective Inter-Municipality Committees for each watershed. The subcommittee prepared draft bylaws, which were subsequently reviewed by each Inter-Municipality Committee.

At their June 8, 2006, meeting, the ECIC formally recommended that the Bylaws as presented at the meeting be presented to the respective governing bodies for adoption. All members present and voting at the meeting approved the Bylaws. The ECIC approved utilizing one watershed alliance organization to provide services for implementation of the respective watershed management plans for the Ecorse Creek, Combined Downriver, and Lower Huron River watersheds under the approved Bylaws, subject to the approval of the other IMCs.

The CDWIC formally recommended that the Bylaws as presented at the June 8, 2006, meeting of the CDWIC be presented to the respective governing bodies for adoption. All members present and voting at the meeting approved the Bylaws. The CDWIC approved utilizing one watershed alliance organization to provide services for implementation of the respective watershed management plans for the Ecorse Creek,

Combined Downriver, and Lower Huron River watersheds under the approved Bylaws, subject to the approval of the other IMCs.

The LHRWIC formally recommended that the Bylaws as presented at the May 25, 2006, meeting of the LHRWIC be presented to the respective governing bodies for adoption. All members present and voting at the meeting approved the Bylaws with one member disapproving. The LHRWIC approved utilizing one watershed alliance organization to provide services for implementation of the respective watershed management plans for the Ecorse Creek, Combined Downriver, and Lower Huron River watersheds under the approved Bylaws, subject to the approval of the other IMCs.

Establishing Alliance of Downriver Watersheds (ADW)

The formal Alliance of Downriver Watersheds (hereinafter ADW) shall be established following the adoption of the attached Bylaws by the governing bodies of at least fifty-one (51%) of the eligible cities, villages, townships, counties, school districts, public colleges or universities, or other local or regional public agencies eligible for membership in the watershed alliance.

A certified resolution of the governing body of the prospective member approving membership under the Bylaws, or the payment of the 2006 assessment will be used to establish those communities with voting privileges for actions taken by the ADW prior to August 30, 2006. After August 30, 2006, a certified resolution accepting membership by the appropriate governing body, designation of a voting representative and alternate representative, and payment of any assessment shall be required for continuing membership and the exercise of voting privileges.

The ECIC, CDWIC and LHRWIC have each timely submitted to the MDEQ an individual Watershed Management Plan ("WMP"). Each WMP recognizes the need to create a follow on formal watershed organization to facilitate continuity in planning and implementation of the WMP recommendations and to comply with Phase II permit requirements. To assist in the transition of separate inter-municipality committees to the ADW, each of the ECIC, CDWIC and LHRWIC do hereby assign and transfer to the ADW as their successor in interest, all of their rights and interests in and to their respective WMPs for purposes of 2004 Public Act 517. The ADW hereby accepts and approves each of the WMPs.

BYLAWS
ALLIANCE OF DOWNRIVER WATERSHEDS

*Adopted pursuant to
Part 312, Watershed Alliances,
Michigan Natural Resources and Environmental Protection Act
as amended by Public Act 517 of 2004*

ARTICLE I. PURPOSE

It is the purpose of these Bylaws to set forth the composition, duties, and responsibilities of the Alliance of Downriver Watersheds (hereinafter ADW) formed under the provisions of Part 312 Watershed Alliances, Natural Resources and Environmental Protection Act as amended by Public Act 517, 2004. Local public agencies and communities within the Ecorse Creek, Combined Downriver, and Lower Huron River watersheds believe there are substantial benefits that can be derived under this Watershed Alliance through cooperative management of the rivers, lakes, and streams within the watersheds and in providing mutual assistance in meeting state water discharge permit requirements of the members. The Appendices attached and referred to in these Bylaws are provided for informational purposes only and are not a part of the Bylaws. The Appendices will be periodically updated to reflect the actual boundaries of the ADW based upon number of eligible public entities who formally accept membership, as well as the annual budget, allocation of assessments, and voting shares in subsequent years. The Preamble (pages 1-7) is fully incorporated into these Bylaws by reference.

ARTICLE II. Description, Structure, Decision Making and Operations of ADW

A. Geographic Boundaries

The proposed geographic boundary encompasses the land area within the Ecorse Creek, Combined Downriver, and Lower Huron River watersheds located in portions of Wayne and Monroe counties in southeastern Michigan shown in the informational map attached as Appendix A to these Bylaws. Under state law the boundaries of the ADW are limited to the jurisdictional boundaries of its members. Appendix A will be updated periodically to show the jurisdictional boundaries of those cities, townships, villages, counties (or county agencies), public school districts, public colleges or universities, or any other local or regional public agencies that have adopted the Bylaws and formally accepted membership. In the event that some eligible watershed communities (cities, townships, or villages) do not become members, county members may: 1) include all of their county political boundary within the Ecorse Creek, Combined Downriver, and/or Lower Huron River watersheds where they intend to exercise their independent water management responsibilities; or 2) include only that portion of the county within the Ecorse Creek, Combined Downriver, and/or

Lower Huron River watersheds where communities have accepted membership in the ADW.

B. Membership of the ADW

1. Membership

The Members of the ADW shall consist of a representative, or designated alternate of each township, city, village, county (or county agency), public school district, public college or university, or any other local or regional public agency that:

- has been issued a state permit for a water discharge into waterways within the watersheds of Ecorse Creek, Combined Downriver and Lower Huron River,
- whose legal jurisdiction incorporates areas wholly or partially within geographic boundaries identified in Appendix A, AND
- whose governing body by resolution, voluntarily adopts these Bylaws.

An initial listing of eligible public agencies is presented in Appendix B.

2. Cooperating Partners

The ADW encourages the involvement of non-profit organizations, other public agencies or entities, businesses, and residents who share a common interest in protection and restoration of the waterways in the Downriver area. Those who provide their time, services, expertise or other resources toward the common goal of protection and restoration of the river will be recognized as non-voting, *Cooperating Partners*.

C. Structure of the ADW

1. Election of Officers

The ADW shall elect for a two-year term, from among its Members, a Chair, Vice-Chair, Secretary and Treasurer. The four ADW officers shall be limited to an elected or appointed official, or employee of a Member of the ADW as defined in these Bylaws. Officers shall be elected to two year terms at a regularly scheduled ADW meeting through a formal action as described under Article II.D of these Bylaws. The Chair, Vice Chair, Secretary and Treasurer of the ADW shall serve until replaced by a majority vote of the Members. The elected Vice Chair, or the elected Secretary or Treasurer in the event the Vice Chair is unavailable, shall assume the duties of the Chair if the Chair is unavailable. Newly elected officers will assume their duties at the conclusion of business of the meeting at which those officers were elected.

2. Meetings

The ADW shall meet at least twice each calendar year at a designated time and location established by the officers. Agendas for ADW meetings will be distributed and circulated to all Members and Cooperating Partners by the Secretary at least two weeks in advance of all meetings. All official actions of the ADW including the election of officers, adoption of budgets, assessment

of costs to Members, and all other matters not otherwise specifically delegated to the elected officers or committees shall be by the full ADW at a regular meeting consistent with the voting procedures in Article II.D of these Bylaws. All meetings of the ADW, standing committees or special committees established under the ADW shall operate under the Robert's Rules of Order unless modified by a majority vote of the ADW Members. The meetings of the ADW shall be rotated to locations throughout the watersheds allowing any Member to host a meeting.

D. ADW Decision Making

The ADW shall take all formal actions, by a simple majority vote of all eligible *Members* at a meeting at which a quorum is present. A quorum shall consist of one more than fifty percent (50%) of all Members, eligible to vote and present. Voting shall be limited to Members or their designated alternates who are physically present at an ADW meeting. Eligible Members are those appointed by an appropriate governing authority that has adopted these Bylaws by resolution and that has paid its assessment. The elected officers may not vote on any issue before the ADW unless they are also serving as the designated ADW representative of their respective public agency.

Each Member shall have one vote on each matter voted upon by the ADW, provided however that Members shall use their best efforts to arrive at a consensus on all matters submitted to the ADW.

Cooperating Partners shall not have voting privileges, but shall be invited to participate in meetings of all standing committees and special committees, and shall be noticed of all meetings of the ADW.

E. ADW Duties

1. Budget and Assessments

After the first year, the ADW shall adopt an annual, fiscal year budget for the period from January 1 through December 31 on or before December 15, of each year for the following calendar year. In the first year, the 2006 fiscal year budget of the ADW is attached as Appendix C along with the assessment to Members as Appendix B to these Bylaws. Assessments for Members will be set at the time each budget is adopted. Modifications to the budget may be adopted at any regularly scheduled ADW meeting, provided however, that assessments, once established for any Member, shall not be increased during the calendar year for which they were established. Notwithstanding this provision restricting mid-year changes in assessments, Members may voluntarily agree to increase their payments for special services provided by the ADW.

2. *Standing Committees*

The ADW shall establish and outline a purpose for standing committees as follows:

- Finance Committee, for financial management.
 - The Treasurer shall chair the Finance Committee.
 - The Finance Committee shall provide fiduciary services for the ADW including preparation of financial reports required by state law.
 - The Finance Committee shall prepare an annual budget for consideration by the ADW.

- Ecorse Creek Watershed Advisory Group (ECWAG), who shall
 - Oversee implementation of the Ecorse Creek Watershed Management Plan
 - Address other matters of importance to the watershed or as assigned by the ADW

- Combined Downriver Watershed Advisory Group (CDWAG), who shall
 - Oversee implementation of the Combined Downriver Watershed Management Plan
 - Address other matters of importance to the watershed or as assigned by the ADW

- Lower Huron River Watershed Advisory Group (LHRWAG), who shall
 - Oversee implementation of the Lower Huron River Watershed Management Plan
 - Address other matters of importance to the watershed or as assigned by the ADW

Standing committee chairs may appoint co-chairs of the committee provided such co-chairs represent Members. Any Member, designated alternate or other representative of a Member may serve on any standing committee. Cooperating partners, or other members of the public may be invited to participate in a standing committee, but all official actions of a standing committee shall be limited to participation by those on the committee representing ADW members.

The ADW may establish other standing committees at any time as appropriate.

3. *Special Committees*

From time to time, the ADW may choose to establish special committees to consider specific issues or questions. The Chair or Co-Chairs of any special committee established shall be appointed by the ADW, or, by delegation of

the ADW, by the Chair. The special committee Chair(s) and Co-Chair(s) appointed shall be representatives of Members of the ADW.

4. *Other Duties*

The ADW shall:

- Take actions required, including delegation of responsibilities to the elected Officers, to carry out the purposes and conduct the business of the ADW including, but not limited to:
 - directing the activities of any committees established under the Bylaws.
 - assisting the standing committees and any other special committees of the ADW in meeting their respective responsibilities.
 - With the advice of the standing and applicable special committees, provide oversight of the expenditure of ADW monies consistent with the approved annual budget by reviewing quarterly financial status reports prepared by the Finance Committee.
 - Make provisions for support services consistent with the annual budget.
- Encourage and promote public involvement in actions and activities of the ADW and of committees established by the ADW, and assure compliance with Open Meetings and Freedom of Information state statutory requirements.
- Provide a forum for discussion and, if appropriate, make recommendations to resolve issues related to the management of the ADW brought to its attention by any Member of the ADW.
- Prepare an annual report on the goals and accomplishments of the ADW together with a comprehensive audit report on the expenditures and revenues.
- Develop policies and procedures related to official actions of the ADW, including but not limited to contracting for services, disbursement of funds, and related fiduciary responsibilities.
- Maintain official written record of meetings that includes attendance, issues discussed, and official actions taken.
- Recommend to Members any subsequent changes needed to these Bylaws.
- Take any other actions as may be permitted or required by Public Act 517 of the Public Laws of 2004.

ARTICLE III. ASSESSMENT OF COSTS TO MEMBERS

A. Members

1. City, Village and Township Members

The assessments to cities, villages and townships will be determined by subtracting the amount of dollar contributions from the approved budget to be

provided by counties and other Members, and from grants, money gifts, and other income including any balances from prior year ADW budgets. The amount remaining after subtracting these other sources of revenue will be prorated and assessed to each city, village and township Members based upon equal weight to the population of the unit of government within the watershed according to the most recent United States census, and the land area within the watershed as shown as a part of Appendix B.

2. *County Members*

Based upon the in-kind contributions currently provided by Wayne County (including fiduciary services described in Article VI), Wayne County will not be assessed to support the budget of the ADW for fiscal year 2006. Before December 1 of each year, the ADW will determine whether or not assessments will be made to Wayne County taking into consideration the level of contribution of in-kind services for ADW related activities it will provide during the next fiscal year.

3. *Other Members*

The ADW shall assess Members other than cities, villages, townships, and counties at the time they become a Member based upon a dollar amount approved by the ADW and agreed upon by the Member. The assessment shall reflect the ADW membership benefits provided each Member, and any other contributions made to the ADW. The annual assessment to Members other than cities, villages, townships, and counties shall not be less than the lowest amount assessed any other Member nor more than the highest amount assessed any other Member.

4. A Member may receive a credit toward its required contribution to the ADW based upon its providing services of personnel, use of equipment and office space, and other services. The amount of the credit shall be subject to approval of the Members.

B. Adjustment of Assessments

Once adopted as part of a given fiscal year budget, the annual assessments to Members shall not be lowered based upon the addition of new Members or any other additions to income not considered as part of the approved annual budget for that year. Members joining after the adoption of the fiscal year budget shall be assessed as if they were Members for the entire fiscal year using the same formula as was applied to other Members.

ARTICLE IV. RESOLUTION

The eligible Members adopting these Bylaws shall do so by the passage of a formal resolution an example of which is attached as Appendix D, and exercise of existing authority that includes the ability to commit to the annual payment of assessments for support of ADW as identified in the annual ADW budget. Once a resolution is passed

and a certified copy forwarded to the ADW, the public entity will remain a Member so long as its assessments are paid in a timely manner. A Member may terminate its membership at any time. Provided, however, there shall be no refund of any assessment already paid to the ADW. Services provided through the ADW shall be, to the extent practical, limited to Members that have adopted the Bylaws and met their respective assessed financial obligations established consistent with the Bylaws.

ARTICLE V. INDEMNIFICATION

To the extent permitted by law, the ADW may hold any officer, committee chair, agent, representative, or employee and their respective designees harmless from personal liability for claims made or civil actions commenced against the officer, committee chair, agent, representative, employee or designee; when acting in good faith within the scope of his/her authority; while discharging his/her official duties on behalf of the ADW; for acts in or not opposed to the best interest of the ADW; or on account of liability of the ADW; only if their actions do not amount to gross negligence and are not contrary to the law. The ADW, pursuant to bylaw or resolution of its board, may obligate itself in advance to defend and hold harmless persons.

The ADW may purchase and maintain insurance on behalf of any officer, committee chair, agent, representative, or employee and their designees against any liability asserted against the person and incurred by the person in any capacity or arising out of the status of the person as an officer, committee chair, agent, representative, or employee of the ADW.

The amount of fees and costs which the ADW shall pay for on behalf of the any officer, committee chair, agent, representative, employee or designee's defense shall be limited to and shall not exceed insurance limits of the policy, if any, covering the claim or action.

The decision to defend and represent any individual, officer, committee chair, agent, employee or designee will be made in the sole discretion of the ADW; acting on advice from its legal counsel as to whether said individual, officer, committee chair, agent, employee or designee was acting while in the scope of his/her authority, was discharging his/her official duties on behalf of the ADW and if the acts were in or not opposed to the best interest of the ADW.

ARTICLE VI. FIDUCIARY SERVICES

The Treasurer and Finance Committee oversee fiduciary matters for the ADW.

A. Interim Fiduciary Agreement

The Wayne County Department of Environment (hereinafter WCDOE) has agreed to provide fiduciary services for the collection and expenditure of Member assessments paid for fiscal year 2006. Under the Fiduciary Agreement with

Wayne County, the Member assessments paid shall be used only for the services identified in the 2006 Budget attached as Appendix C.

B. Expenditure Controls and Auditing

WCDOE has agreed to provide the ADW full and complete access to records concerning the use of the funds collected from the Members so that all expenditures of monies collected through assessments to Members can be audited through a process determined to be appropriate by the Finance Committee. WCDOE has further agreed to provide a financial accounting of all funds collected and expended to the Finance Committee by December 1, 2006. The Finance Committee will provide oversight of all expenditures of Member assessments and report the status of income and expenditures at each meeting of the ADW.

C. Long Term Fiduciary Services

Before December 1 of each year, the ADW will determine how fiduciary responsibilities will be managed beginning on January 1 of the following year.

ARTICLE VII. DISSOLUTION OF THE ADW

In the event that its Members dissolve the ADW, any unused balances of membership assessments at the time of dissolution not needed to meet ADW obligations shall be redistributed back to the ADW Members prorated on the basis of the total ADW assessment paid by each Member during the immediately preceding fiscal year. Similarly, uncommitted balances from other sources of revenue (e.g. grants, gifts, contributions, etc) remaining at the time of dissolution of the ADW shall be returned to the original provider or, if directed by the provider, transferred to a 501c3 organization or public agency that is willing and able to expend the funds for the originally intended purposes.

ARTICLE VIII. AMENDMENTS TO BYLAWS

Any amendments proposed to these Bylaws shall be reviewed by the ADW who shall not take an action to formally recommend any changes to the Bylaws except at its annual meeting at which the budget for the next fiscal year is presented for approval. To be formally recommended any amendment(s) to the Bylaws shall be: 1) formally noticed to all Members at least 30 days prior to the ADW meeting at which they are to be voted upon; and, 2) approved by a simple majority of all Members. Any amendments formally recommended by the ADW shall be sent to all Members along with their annual ADW assessment for review and approval by the Member's respective governing bodies as the basis for continuing membership. The Members shall have five (5) months following the date of the ADW action formally recommending Bylaw amendment(s) to approve the amendment(s). The amended Bylaws shall become effective when at least half of the governing bodies of Members approve the amended Bylaws within the specified time limitation.

INFORMATIONAL APPENDICES TO THE BYLAWS

Appendix A Geographic Boundaries of the Watersheds Included in the Alliance of Downriver Watersheds including the identification of the political boundaries of eligible Members

Appendix B Allocation of Costs that includes: a list of eligible Members that are currently members of either the *Ecorse Creek Watershed Inter-Municipality Committee*, the *Combined Downriver Watershed Inter-Municipality Committee*, or the *Lower Huron River Watershed Inter-Municipality Committee*; their respective land area and 2000-census population within the watersheds, their proportional allocation of costs for support of the 2006 ADW budget based upon equal weight given to land area and population within the watershed for community members or an agreed upon allocation for non-community members. Eligible Members that did not participate in the previous MOAs are listed separately since they have not yet agreed to membership and were not considered in allocating the assessments and voting shares for 2006.

Appendix C 2006 ADW Budget that includes a list of storm water management services and costs, and sources of funding for calendar year 2006.

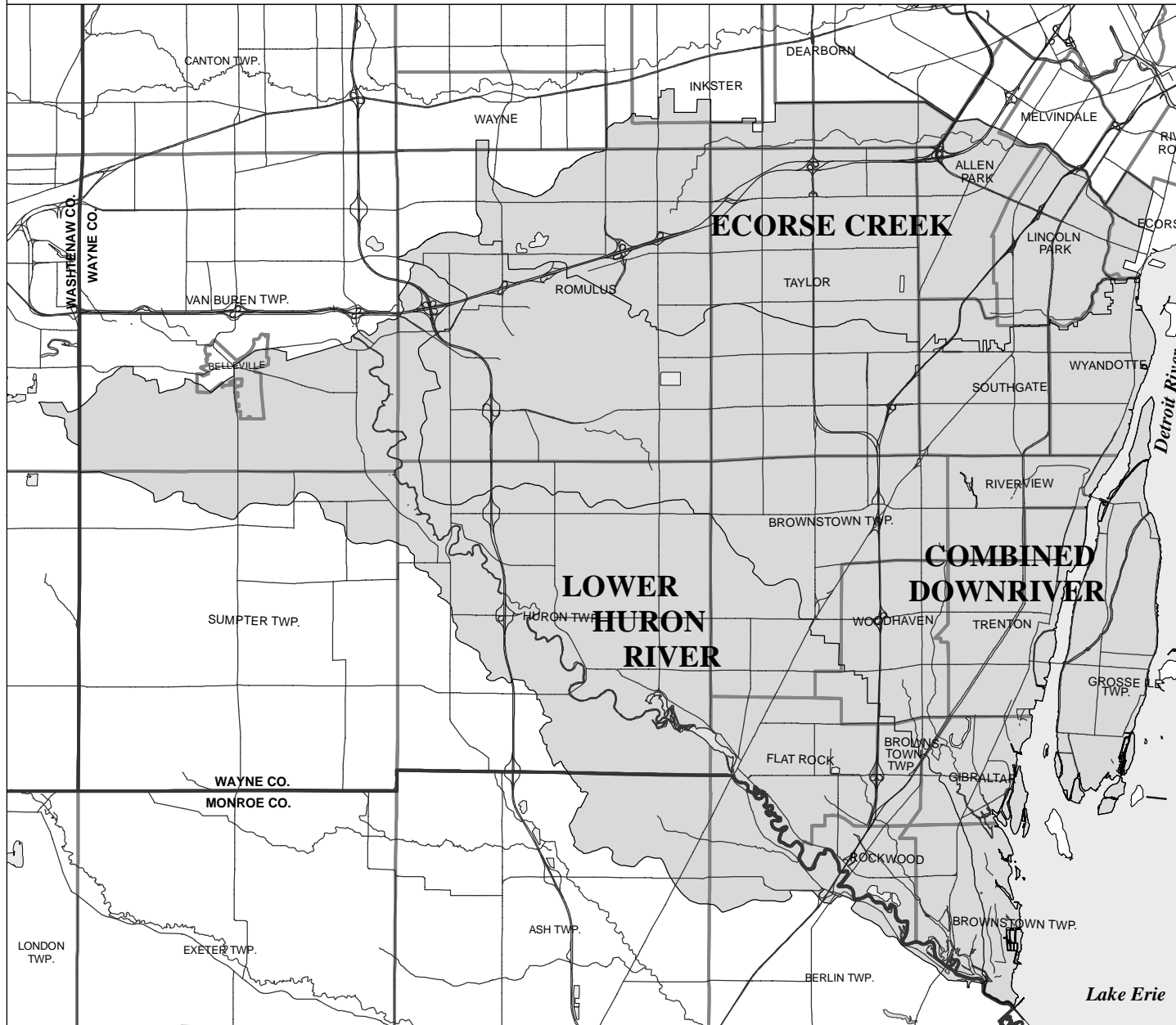
Appendix D Model Resolution adopting the Bylaws, accepting membership, and committing to payment of 2006 assessment.

APPENDIX A
Geographic Boundaries of the
Watersheds Included in the Alliance of
Downriver Watersheds







Appendix A: Geographic Boundaries for Alliance of Downriver Watersheds

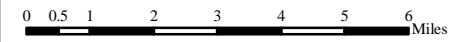
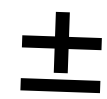


WAYNE COUNTY Downriver Watersheds



LEGEND

-  Downriver watersheds
-  Rivers / streams
-  Lakes
-  Roads
-  County boundary
-  Community boundary



WAYNE COUNTY
DEPT. OF ENVIRONMENT
Watershed Management Division
415 Clifford
Detroit, Michigan 48226

File: \gis\map\mxd\asize\wayne\WC DR wsheds.mxd
 Date: April 11, 2006

APPENDIX B

Allocation of Costs

Appendix includes:

- List of eligible Members that are currently members of either the *Ecorse Creek Watershed Inter-Municipality Committee*, the *Combined Downriver Watershed Inter-Municipality Committee*, or the *Lower Huron River Watershed Inter-Municipality Committee*;
- The respective land area and 2000-census population of each current member within the watersheds
- The proportional allocation of costs for support of the 2006 ADW budget based upon:
 - Community Members: population-weighted area according to the most recent US census.
 - Other Members: negotiated amount.

Eligible Members that did not participate in the previous MOAs are listed separately since they have not yet agreed to membership and were not considered in allocating the assessments and voting shares for 2006.

**APPENDIX B: ALLOCATION OF COSTS
ALLIANCE OF DOWNRIVER WATERSHEDS
FINAL: 16 JUNE 06***

B.1: Current Members (6/16/06) of Ecorse Creek InterMunicipality Committee, Combined Downriver Watershed Inter-Municipality Committee, and Lower Huron River Watershed Inter-Municipality Committee

Agency Name	Total Area (acres) in all 3 Watersheds	Total Population in all 3 Watersheds	Cost Allocation by Community				
			Ecorse Creek Watershed	Combined Downriver Watershed	Lower Huron River Watershed	TOTAL	Percent of Total
Allen Park	3,596	26,364	\$18,757	NA	NA	\$18,757	5.7%
Berlin Twp	1,959	1,105	NA	NA	\$3,071	\$3,071	0.9%
Brownstown Twp	12,899	22,939	NA	\$16,903	\$16,091	\$32,994	10.0%
Dearborn Heights	2,151	20,270	\$13,029	NA	NA	\$13,029	3.9%
Ecorse	670	7,087	\$4,370	NA	NA	\$4,370	1.3%
Flat Rock	4,216	8,488	NA	NA	\$12,337	\$12,337	3.7%
Gibraltar	2,334	4,264	NA	\$5,207	\$399	\$5,606	1.7%
Grosse Ile Twp	5,665	10,894	NA	\$14,164	NA	\$14,164	4.3%
Huron Twp	14,334	9,890	NA	\$3,889	\$20,629	\$24,518	7.4%
Inkster	265	2,408	\$1,569	NA	NA	\$1,569	0.5%
Lincoln Park	3,758	40,008	\$24,612	NA	NA	\$24,612	7.4%
Melvindale	123	1,204	\$763	NA	NA	\$763	0.2%
Riverview	2,796	13,272	NA	\$11,888	NA	\$11,888	3.6%
Rockwood	1,698	3,442	NA	NA	\$4,991	\$4,991	1.5%
Romulus	13,677	19,185	\$16,701	\$14,943	\$2,977	\$34,621	10.5%
Southgate	1,783	11,418	\$3,416	\$5,875	NA	\$9,291	2.8%
South Rockwood	985	1,070	NA	NA	\$2,026	\$2,026	0.6%
Sumpter Twp	2,468	2,145	NA	NA	\$4,574	\$4,574	1.4%
Taylor	15,001	65,868	\$37,505	\$21,092	NA	\$58,597	17.7%
Van Buren Twp	6,654	5,237	NA	NA	\$11,822	\$11,822	3.6%
Westland	671	3,407	\$2,892	NA	NA	\$2,892	0.9%
Woodhaven	4,034	12,530	NA	\$12,027	\$1,013	\$13,040	3.9%
Wyandotte	219	2,760	\$1,386	\$255	NA	\$1,641	0.5%
W-B School District	227	NA	NA	\$253	\$278	\$531	0.2%
Wayne County	2,525	NA	\$1,798	\$3,569	\$1,674	\$7,041	2.1%
Wayne County Airport Authority	6,700	NA	\$3,810	\$7,822	NA	\$11,632	3.5%
TOTAL	111,408	295,255	\$130,608	\$117,887	\$81,882	\$330,376	100.0%

*The version originally distributed on June 26, 2006 had a math error in the allocation of costs by watershed (only); the "Total Cost" and "Percent of Total Cost" figures shown for each community were (and remain) correct

**APPENDIX B: ALLOCATION OF COSTS
ALLIANCE OF DOWNRIVER WATERSHEDS
FINAL: 16 JUNE 06**

B.2 Eligible Members of Proposed Alliance of Downriver Watersheds

Agency Name	Area (acres) in all 3 Watersheds	Total Population in all 3 Watersheds	Cost Allocation by Community				
			Ecorse Creek Watershed	Combined Downriver Watershed	Lower Huron River Watershed	TOTAL (Percent of total * \$330,376)	Percent of Total
Belleville	421	2,238	NA	NA	\$1,865	\$1,865	0.6%
Trenton	4,676	19,584	NA	\$16,929	NA	\$16,929	5.1%
TOTAL ELIGIBLE MEMBERS	5,097	21,822	NA	\$16,929	\$1,865	\$18,794	
POTENTIAL TOTAL ALL MEMBERS	116,505	317,077	\$130,608	\$134,816	\$83,747	\$349,170	

APPENDIX C

2006 Budget Alliance of Downriver Watersheds

APPENDIX C: 2006 ADW BUDGET
ALLIANCE OF DOWNRIVER WATERSHEDS
FINAL: 16 JUNE 06

SWPPI Activity	Total Compliance Value	Grant (3) Funds	Wayne County In-Kind Services	Alliance Cost
IDEP				
IDEP 1: Staff Training	\$ 5,800	\$ -	\$ -	\$ 5,800
IDEP 2: County-Based Complaint Response (2)	WC permit compliance	\$ -	WC permit compliance	\$ -
IDEP 3: Problem Area Identification (2)	\$ -	\$ -	\$ -	\$ -
IDEP 4: Advanced Investigations (2)	\$ -	\$ -	\$ -	\$ -
IDEP 5: Onsite Sewage Disposal System	WC permit compliance	\$ -	WC permit compliance	\$ -
Activity Category Subtotals		\$ -	\$ -	\$ 5,800
PEP				
PEP 1: Distribute pollution prevention literature	\$ 9,796	\$ -	\$ -	\$ 9,796
PEP 2: Displays - Events & Static	WC permit compliance	\$ -	WC permit compliance	\$ -
PEP 3: Environmental Hotline Promotion	WC permit compliance	\$ -	WC permit compliance	See Advertising
PEP 4: Advertisements	\$ 32,200	\$ 25,000	\$ -	\$ 7,200
PEP 5: Fertilizer Point of Sale	WC permit compliance	\$ -	WC permit compliance	\$ -
PEP 6: Workshops & Demonstration Projects	WC permit compliance	\$ -	WC permit compliance	\$ -
PEP 7: Technical Advisory Committees	WC permit compliance	\$ -	WC permit compliance	\$ -
PEP 8: River Day	WC permit compliance	\$ -	WC permit compliance	\$ -
PEP 9: Volunteer Monitoring	\$ -	See Monit 2	WC permit compliance	\$ -
PEP 10: System Labelling/Signage	\$ 1,600	\$ -	WC permit compliance	\$ 1,600
PEP 11: SE Michigan Partners Coordination	WC permit compliance	\$ -	WC permit compliance	\$ -
Activity Category Subtotals		\$ 25,000	\$ -	\$ 18,596
Progress Evaluation Monitoring				
Monit 1: Physical (1)	\$ 98,663		IKS	\$ 98,663
Monit 2: Biological	\$ 24,029		IKS	\$ 24,029
Monit 3: Water Chemistry	\$ 54,000		IKS	\$ 54,000
Monit 4: Social Survey	Not in 1st year		\$ -	\$ -
Monit 5: Data Handling & Analysis	\$ 23,200		IKS	\$ 23,200
Monit 6: Monitoring Planning	\$ 21,600		IKS	\$ 21,600
Activity Category Subtotals		\$ -	\$ -	\$ 221,492
Planning & Reporting (Watershed Facilitation)				
WF 1: General Facilitation	\$ 29,800			\$ 29,800
WF 2: Website maintenance	\$ 1,310			\$ 1,310
WF 3: Watershed Data maintenance	\$ -		IKS	\$ -
WF 4: Annual Report Sections	\$ 5,180			\$ 5,180
WF 5: Grant Application Writing	\$ 18,180			\$ 18,180
Activity Category Subtotals		\$ -	\$ -	\$ 54,470
Pollution Prevention/Watershed Management Activities				
Funds for Watershed-specific activities	\$ 30,000			\$ 30,000
Post Construction SW Mgt - New and Redevelopment	WC permit compliance	\$ -	WC permit compliance	\$ -
Soil Erosion Sedimentation Control	WC permit compliance	\$ -	WC permit compliance	\$ -
Activity Category Subtotals				\$ 30,000
Grand Total	\$ 1,005,358	\$ 25,000	\$ 650,000	\$ 330,358

- (1) Includes installation of 3 new flow monitoring sites (\$45k); these one time costs would NOT be repeated in succeeding years
(2) Wayne County has a grant in hand to complete IDEP work in the downriver area and has been working with individual communities (6 of 24) to conduct IDEP services for their SWPPI. There are still funds unallocated which could be used watershed-wide OR within individual communities.
(3) Existing grant in Rouge watershed

APPENDIX D (Page 1 of 3)

(The following is a model resolution – the essential elements are contained in the “Resolved” paragraphs which adopt the bylaws and designates the representative and alternate)

Acceptance of Membership and Adoption of Bylaws

ALLIANCE OF DOWNRIVER WATERSHEDS

WHEREAS the Charter County of Wayne, Wayne County Metropolitan Airport Authority (“Authority”), City of Allen Park, City of Dearborn Heights, City of Ecorse, City of Inkster, City of Lincoln Park, City of Melvindale, City of Romulus, City of Southgate, City of Taylor, City of Westland, City of Wyandotte within the Ecorse Creek watershed signed a Memorandum of Agreement (herein after, MOA) to form the Ecorse Creek Watershed Inter-Municipality Committee (ECIC), effective September 9, 2003 and amended January 28, 2005, to establish a permanent mechanism for communities in the Ecorse Creek watershed to cooperatively meet state storm water discharge permit requirements and encourage protection and restoration of river benefits for residents of the watershed;

WHEREAS Brownstown Township, Grosse Ile Township, Huron Township, City of Gibraltar, City of Riverview, City of Romulus, City of Southgate, City of Taylor, City of Woodhaven, City of Wyandotte, Woodhaven-Brownstown School District, Charter County of Wayne, and Wayne County Metropolitan Airport Authority within the Combined Downriver watershed signed a Memorandum of Agreement to form the Combined Downriver Watershed Inter-Municipality Committee (CDWIC), effective March 30, 2004 and amended July 16, 2004 to cooperatively meet state storm water discharge permit requirements and encourage protection and restoration of river benefits for residents of the watershed;

WHEREAS Berlin Township, Brownstown Township, Huron Township, Sumpter Township, Van Buren Township, City of Flat Rock, City of Gibraltar, City of Rockwood, City of Romulus, City of Woodhaven, Village of South Rockwood, Woodhaven-Brownstown School District, and Charter County of Wayne signed a Memorandum of Agreement to form the Lower Huron River Watershed Inter-Municipality Committee (LHRWIC), effective April 27, 2004 to cooperatively meet state storm water discharge permit requirements and encourage protection and restoration of river benefits for residents of the watershed;

WHEREAS after over two years of successful operation of all three watershed Inter-Municipality Committees, the watershed management plans must now be implemented and the Inter-Municipality Committees Act, PA 1957, No. 200 (MCL 123.631, et seq.)

under which the existing IMCs were formed does not provide for implementing some of the required activities under the watershed management plans;

WHEREAS Watershed Alliance legislation passed the Michigan House of Representatives and the Michigan Senate and was signed into law by the Governor on January 3, 2005, as Act No. 517, Public Acts of 2004;

WHEREAS a subcommittee formed of members of the ECIC, CDWIC, and LHRWIC completed drafting of the attached Alliance of Downriver Watersheds bylaws, and the ECIC, CDWIC, and LHRWIC recommended adoption by the appropriate governing bodies of those public agencies within the three watersheds eligible for membership;

WHEREAS the formation of the Alliance of Downriver Watersheds under this new state law will provide the public agencies within the watersheds the authority to directly seek grants, enter into contracts, and manage its own resources;

THEREFORE BE IT RESOLVED that the *(Insert Name of Public Entity's Governing Body or, if appropriate, elected public official)* formally adopts bylaws for, and accepts membership in the Alliance of Downriver Watersheds.

FURTHER BE IT RESOLVED that consistent with the terms of the Alliance of Downriver Watershed bylaws, the *(insert the name of the public entity's governing body or, if appropriate, elected public official)* formally authorizes *(Insert title of person with authority to appoint)* to designate a representative and an alternate representative to the Alliance of Downriver Watersheds, and additional persons to represent the *(Insert Public Entity's Name)*, if needed, as an alternate to assure voting representation.

FINALLY, BE IT RESOLVED that *(insert name of public entity)* continuing membership will be evidenced by payment of its voluntary assessment on an annual basis to the Alliance of Downriver Watersheds.

Adopted (Date), 2006

(Certifying Official and Title)

To report the results of your agency's official action on the bylaws, please email
Kelly Cave, Wayne County Department of Environment
kcave@co.wayne.mi.us

To formally confirm adoption of the bylaws and membership in the Alliance of Downriver Watersheds, please send a signed, official copy of the resolution to:

Kelly Cave, P.E.
Director, Watershed Management Division
Wayne County Department of Environment
415 Clifford
Detroit, Michigan 48226