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Community Renewable Energy Association Annual Meeting

Tuesday, November 13, 2018; 9:30 am to 1:00 pm

Hilton Convention Center, Eugene, OR

Wilder Room

1. **Call to Order** – Don Coats, Chair 9:30 - 9:45
 - Welcome and introductions of members and invited participants
 - Additions /deletions from agenda
2. **CREA Business Meeting** – Don Coats, Chair/ Rob Bovett, Counsel 9:45 - 10:30
 - Review/Approval of Minutes from Oct. Meeting/Accept Financial Report, Oct.
 - Review and possible approval of proposed amendments to the CREA Bylaws
 - Review and possible approval of proposed amendments to the CREA IGA
 - Election of Executive Board (Committee) Members
3. **Overview of CREA and its Activities in 2018** – Brian Skeahan, Director 10:30 - 10:45
4. **Evergreen Economics Study on Benefits of Instate Renewable Development** – Ted Helvoigt 10:45 - 11:05
5. **Lewis & Clark Green Energy Institute Study on Public Revenues from Renewable Development** – Lev Blumenstein 11:05 - 11:30
6. **Community Choice Aggregation** – Alan Hickenbottom, LEAN Energy 11:30 - 11:55
7. **Lunch** 11:55 - 12:20
8. **Opportunity Zones** – David Brown, Obsidian Opportunity Funds 12:20 - 12:45
9. **Q & A for CREA Board and Guest Presenters** 12:45
10. **Wrap Up** – Brian Skeahan, Don Coats 12:50
11. **Adjourn**

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MEMO



DATE: NOVEMBER 13, 2018

TO: CREA MEMBERSHIP

FROM: ROB BOVETT, CREA LEGAL COUNSEL

SUBJECT: PROPOSED AMENDMENTS TO CREA BYLAWS

ISSUE: Whether the CREA Bylaws should be updated and amended as provided in the attached proposal referred to the CREA Membership by the CREA Executive Board.

BACKGROUND: The CREA Bylaws are in need of a number of updates and clarifications to conform the Bylaws to the manner in which CREA actually operates, as well as making additional changes to clarify CREA processes and authorities. CREA Legal Counsel and the CREA Executive Director presented the CREA Executive Board with first draft proposed revisions to the CREA Bylaws, which were extensively discussed by the CREA Executive Board at its meeting on Friday, October 12, 2018. The CREA Executive Board recommended some changes to the draft, which have been incorporated into the updated draft attached to this Memo.

ATTACHMENT: Proposed amendments to the CREA Bylaws are attached. NOTE: Language in **boldfaced type** in an amended section is new; language *[italic and bracketed]* is existing language to be omitted. New sections are in **boldfaced type**.

BYLAWS
of the
COMMUNITY RENEWABLE ENERGY ASSOCIATION (CREA)

ARTICLE I

PURPOSE

The primary purpose of COMMUNITY RENEWABLE ENERGY ASSOCIATION shall be:

a. To support creating business and economic opportunities through renewable energy development in a competitive environment. We support use of free enterprise principles to create economically and environmentally responsible electric generation within the State of Oregon.

[a] **b. To promote, foster and advance, through cooperative action, [of community based] the renewable energy industry of the State served by the Association, the economic application and public understanding of [community based] renewable energy.**

[b] **c. To provide cooperation and liaison with other persons, organizations and institutions having an interest in community based renewable energy.**

[c] **d. To cooperate in and contribute towards the enhancement of widespread understanding of the various applications of community renewable energy through public and professional activities.**

[d] **e. To engage in any lawful activity that will enhance the efficient and economic progress of community based renewable energy industry and inform the public of its scope and character, such as, but not limited to, collecting and disseminating market and trade statistics and other useful information; to carry on and assist in research investigations and experiments; to conduct conferences and produce publications, and to conduct trade promotion activities.**

[e] **f. To voluntarily extend aid or assistance, financial or otherwise, and to cooperate with such private or governmental bodies, corporations, associations, institutions, societies, agencies or persons as are now or may hereafter be engaged in whole or in part in furtherance of the objectives and purposes herein named.**

[f] **g. To act as intervener spokesperson and lobbyist at PUC and legislative hearings and other public forums.**

[g] h. To provide technical support for member communities engaged in activities with commercial renewable energy projects in the form of tax incentive assistance, siting support, assistance with transmission issues, and other support for members as appropriate.

ARTICLE II

MEMBERSHIP

Section 1. Regular Members. The eligible membership of CREA shall be any unit of local government as defined in ORS Chapter 190, including counties, cities, districts, or other public corporations, commissions, authority, or entities organized and existing under statute, city or county charter. It is anticipated that the initial agreement, signed by two counties, creating CREA will be signed by other local governmental units, which shall join from time-to-time and be included by approval of the then existing members.

Section 2. Ex Officio Members. In addition to the membership made up of units of local government, CREA invites non-government organizations and private businesses to join as ex officio members. Although such entities would not have a vote as **Board of Directors** members, they are welcome to attend meetings, belong to committees, participate in programs which further the mission of CREA, and work towards accomplishment of common goals of both organizations. All ex officio members must be approved by the Executive *[Board]* **Committee** of CREA at the time application for membership is submitted.

[Section 3. Sponsorship Members. In recognition of special sponsorship participation in CREA, the Executive Board may create special Sponsorship Ex Officio Membership positions on CREA's Board of Directors.]

[Section 4. Resource Members. In addition to membership of local government and Ex Officio Members, a third category of CREA membership is created to allow participation by government and non-government members who by organization or belief are in support of the goals of CREA however are not in a position to support CREA efforts as intervener spokesperson and lobbyist at PUC and legislative hearings and other public forums. Resource Members shall not participate in CREA activities in PUC intervention activities or Local, State or Federal energy policy activities.]

ARTICLE III

BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

Section 1. Powers. The powers of CREA shall be vested in its Board of Directors, which shall consist of one (1) **Board of Directors** Member appointed from each of the participating Member units of local government.

Section 2. Term. The term of office of the Directors shall be two (2) years, commencing on January 1st of each calendar year or as soon thereafter as practicable. Any past Director shall be eligible for reappointment by the Member which he or she represents.

Section 3. Executive [Board] Committee. The Board of Directors shall, at each annual meeting vote for an Executive [Board] Committee, which shall consist of seven (7) [Board] members, four (4) of whom must be elected from amongst the Board of Directors and three (3) of whom may be elected from the Ex Officio Members. **The Board of Directors may also elect alternates for each of the Executive Committee positions. Alternates may serve on the Executive Committee at any meeting of the Executive Committee in which the person primarily appointed is unable to attend. The Board of Directors may also delegate to the Executive Committee the duty of filling one or more alternate positions on the Executive Committee.** The Executive [Board] Committee shall be responsible for *[all]* policy decisions *[and the day-to-day operation of the association]* delegated to them by the Board of Directors. In order to have staggered terms, on the first election two (2) Executive [Board] Committee Members elected from amongst the Board of Directors shall serve for two year terms and two (2) Members shall serve for one year terms. Likewise, on the first election, one (1) Executive [Board] Committee Member who may be elected from the Ex Officio Members shall be elected for a one year term and two (2) members shall be elected for two year terms. Thereafter, all Executive Committee elections shall be for two year terms. **The Executive Committee shall select, from among their own members, a Chair, Vice-Chair, and Treasurer. The Chair of the Executive Committee shall also serve as the Chair of the Board of Directors**^[BS1].

Section 4. [Officers] Staff. The Executive Committee shall be responsible for *[electing the officers of the association, which shall consist of a Chair/Executive Director, a Vice Chair/Assistant Director, and a Secretary-Treasurer. It shall not be a requirement that officers be elected exclusively from members of the Board of Directors or the Executive Committee, but may be elected based upon their particular credentials, acumen, and expertise]* appointing staff of CREA, which may include an Executive Director, Legal Counsel, and fiscal and other support services. Staff may be hired as employees of CREA, or by way of contract for services or intergovernmental agreement for services.

Section 5. Removal for Cause. A member of the Executive [Board] Committee may be removed for missing three (3) consecutive regular board meetings, without prior excuse. A [Board] Committee member may be removed for fraud, dishonesty, embezzlement, or other good cause upon the vote of a majority of the other members present at a regular or special meeting. The meeting shall be held not less than ten (10) days after a notice setting forth the intended action, a statement of the reasons therefore, and the date of the meeting when the matter will be acted upon, has been sent by certified mail to the member being considered for removal. The member being considered for removal may appear and be heard at such meeting before a vote is taken.

ARTICLE IV

MEETINGS

Section 1. Meetings of Board of Directors. The Board of Directors shall meet annually and at such other times as necessary or required, at a time and place set by the Executive Director **or the Chair of the Board.**

Section 2. Meetings of Executive [Board] Committee. The Executive [Board] Committee shall meet quarterly or more often if required, at a time and place set by the Executive Director **or the Chair of the Board.**

Section 3. Notification of Meetings. Notification of regular meetings shall be *[made in writing to the members and to the general public by way of the media, prior to the date of the meeting]* provided to members and others in accordance with Oregon public meetings law.

Section 4. Special Meetings. Special meetings may be called by the Executive Director, **the Chair**, or by representatives of a simple majority of the Executive [Board] Committee. *[Special meetings shall be announced to all members in writing and/or by telephone at least twenty-four (24) hours before the meeting occurs, and public notice shall be given as required by Oregon law.]* Notification of special meetings shall be provided to members and others in accordance with Oregon public meetings law.

Section 5. Annual Meetings. Each Calendar Year the Executive Director **or the Chair** shall call an annual meeting of the Board of Directors for election of the Executive [Board] Committee *[and the Executive Board's election of the officers].*

ARTICLE V

PROCEDURES AND VOTING

Section 1. Quorum. A simple majority of the total representation of the Board of Directors, or the Executive [Board] Committee, or any committee thereof, respectively, must be physically present or electronically on line to constitute a quorum for the transaction of business by either, except when a committee of the Board is composed of three members or less, in which case all members must be physically present to conduct business.

Section 2. Votes. Each Board member shall have one (1) vote on matters before the Board of Directors, the Executive [Board] Committee, or any committee thereof.

Section 3. Proxy Votes. Proxy votes will not be recognized in any circumstances. *[Votes of CREA members may be taken by electronic means at the time and place of the meeting during the published hour of the meeting.]*

Section 4. Vote Required for Action by the Board of Directors. A quorum being present, whether in person or by electronic means, a vote for action shall require affirmative votes of a majority of the Board **of Directors** members present.

Section 5. **Vote Required for Action by the Executive [Board] Committee.** A quorum being present, whether in person or by electronic means, a vote for action shall require at least four (4) affirmative votes or a majority of the Executive [Board] Committee, whichever is greater.

ARTICLE VI

[OFFICERS] VACANCIES

[Section 1. Officers. The officers of CREA shall consist of a Chair/Executive Director, a Vice Chair/Assistant Director, a Secretary-Treasurer, and such other officers as it may desire.]

[Section 2. Chair/Executive Director. The Chair/Executive Director shall be elected by the Executive Committee and shall serve for a one (1) year term. The Chair/Executive Director may be re-elected. The Chair shall preside at all meetings at which he or she is present and shall appoint committees and the administrator to execute the work and directives of CREA. The Chair/Executive Director may be removed from office by a simple majority vote of the total Board of Directors, expiration of his or her elected term, or the voters by way of recall.]

[Section 3. Vice Chair/Assistant Director. The Vice Chair/Assistant Director shall be elected in the same manner, have the same term of office and be eligible for the same consecutive terms of office as the Chair/Executive Director. The Vice Chair/Executive Director shall assume the duties of the Chair/Executive Director, in the absence of the Chair/Executive Director. The Vice Chair/Assistant Director may be removed from office in the same manner as the Chair/Executive Director.]

[Section 4. Secretary-Treasurer. The Secretary-Treasurer shall be elected in the same manner, have the same term of office and be eligible for the same consecutive terms of office as the Chair/Executive Director. The Secretary-Treasurer shall have general responsibility for insuring that the funds of CREA are properly received, deposited and accounted for according to standard municipal accounting practices; that accurate, legally sufficient financial books and records are maintained and on file in the office for review by the auditor, the public, member governing bodies, and Directors of CREA. The Secretary-Treasurer may be removed from office in the same manner as the Chair/Executive Director.]

Section [5] 1. Vacancies [in Office]. *[An office of CREA shall be deemed vacant at such time as the occupant cannot meet the required qualifications of the position, or any condition described in Article III. Vacancies shall be filled as follows:] In the event of a vacancy in a position on the CREA Board of Directors, the Member whose position is vacant may fill the vacancy at any time by notifying the Executive Director and Board Chair in writing. In the event of a vacancy in a position on the Executive Committee, the Executive Committee shall appoint a person to fill the vacancy from among the members of the Board of Directors_{BS2]} and Ex Officio Members and in accordance with Article III, Section 3, of these Bylaws.*

[a. Chair/Executive Director. A vacancy in the office of Chair/ Executive Director shall be filled by the Vice Chair/Assistant Director for the remainder of the unexpired term. In such event, a new Vice Chair/Assistant Director shall be elected by a majority of the remaining Executive Board, as provided in these Bylaws, at the next regular meeting of the Executive Board, for the balance of the term.]

[b. Vice Chair/Assistant Director and Secretary-Treasurer. The offices of Vice Chair/Assistant Director or Secretary-Treasurer, if vacant, shall be filled by election, as provided in these Bylaws at the next regular or a special meeting of the Executive Board.]

ARTICLE VII

COMMITTEES

Section 1. Establishment. The **Board of Directors or the Executive [Board] Committee** may establish any committee, including standing committees or temporary committees, by a resolution of the Board **or Executive Committee**. Such resolutions must name the committee and the purpose of the committee, must state whether it is a “Board” committee or a “Non-Board” committee, and must state what powers, authority and duties have been delegated to the committee, how the chair of the committee and how the members of the committee will be appointed or elected, and may state what procedures, if any, the committee will use in carrying out its work. **The Board of Directors and Executive [Board] Committee** must always have the power to amend, alter, or repeal the decisions of its committees, subject to limitations on the unilateral amending of contracts, interference with third-party rights, and other legal limitations.

Section 2. Board Committees. The **Board of Directors or Executive [Board] Committee** may establish “Board” committees to which are delegated part of the power of the whole **Board or Executive [Board] Committee** to authorize expenditures, adopt budgets, set policy, establish programs or make other decisions for CREA. **If established by the Executive Committee**, such committees are established by resolution by all Executive **[Board] Committee** members then in office. Board committees must consist of two or more directors and must not have any members who are not members of the Executive **[Board] Committee** or the Board of Directors.

Section 3. Non-Board Committees. The **Board of Directors or Executive [Board] Committee** may establish “Non-Board” committees, including working committees or advisory committees, which do not have the power to authorize expenditures, adopt budgets, set policy, establish programs, or make decisions for CREA. Such committees are established by resolution by the **Board or Executive [Board] Committee** members present at a properly called meeting. Any person may be a member of such a committee, whether or not that person is a member of the Executive **[Board] Committee** or the Board of Directors.

Section 4. Committee Members. The **Board of Directors or Executive [Board] Committee** will appoint the members of every Board committee. The Executive **[Board] Committee, [Chair/Executive Director] Chair, Executive Director**, or the Chair of Non-Board committees may appoint the members of Non-Board committees. The term of office of a member

of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns, or is removed from the committee, or the member ceased to qualify as a member of the committee.

Section 5. Committee Chair. One member of each committee must be selected or appointed Committee Chair by the **Board of Directors or Executive [Board] Committee**, or if the **Board of Directors or Executive [Board] Committee** wishes, it may delegate that power to the Executive Director or the members of the committee, subject to later confirmation by the **Executive [Board] Committee**.

Section 6. Committee Procedures. Unless otherwise specified, Board Committee meetings will operate with the same quorum and voting requirements as the Executive *[Board] Committee* and as far as possible will operate according to the procedures of the Board as stated in these Bylaws. If any formal decisions or resolutions are voted on at a committee meeting, then the votes and the resolutions so adopted must be recorded in the form of minutes and filed with the *[Secretary-Treasurer]* **Executive Director or Chair of the Board of Directors**.

Section 7. Limitation on Powers. No committee may:

- a. Amend, *[or]* alter, **or repeal** the *[Articles of Incorporation]* **the Intergovernmental Agreement creating CREA, or these Bylaws**;
- b. Elect, appoint or remove any officer, member of the Board of Directors, the Executive *[Board] Committee*, or member of a Board committee;
- c. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the association;
- d. Authorize the dissolution of the association or revoke proceedings therefore;
- e. Amend, alter, or repeal *[the Intergovernmental Agreement creating CREA, the Bylaws, or]* any resolution of the Board of Directors or the Executive *[Board] Committee*; or
- f. Authorize the payment of a dividend or any part of the income or profit of the association to its directors or officers.

ARTICLE VIII

MISCELLANEOUS

Section 1. Rights and Liabilities of Directors. Individual members of the Board of Directors, the Executive *[Board] Committee*, and officers of this association shall be exempt for liability for debts of the association and shall not be liable or responsible for liabilities incurred by

the association, and shall be defended and indemnified in the event they are named as defendants in any litigation resulting from the actions of the association.

Section 2. Amendments. Amendments to these Bylaws may be proposed at any regular meeting of the Executive *[Board]* Committee and shall take effect when the amendment receives the concurring vote of a majority of the Board of Directors of the association. Proper written notice must be given in advance, including a written copy or summary of the proposed amendment.

MEMO



DATE: NOVEMBER 13, 2018

TO: CREA MEMBERSHIP

FROM: ROB BOVETT, CREA LEGAL COUNSEL

SUBJECT: PROPOSED AMENDMENTS TO CREA INTERGOVERNMENTAL AGREEMENT

ISSUE: Whether the CREA Intergovernmental Agreement (IGA) should be updated and amended as provided in the attached proposal referred to the CREA Membership by CREA Legal Counsel.

BACKGROUND: In conjunction with updating the CREA Bylaws, the CREA Executive Director also asked CREA Legal Counsel to review and make recommended changes to CREA's IGA. CREA Legal Counsel has provided the CREA Executive Director and CREA Membership with the attached proposed amendments to the CREA IGA, which harmonize with the proposed CREA Bylaw amendments, as well as making additional updates and improvements. NOTE: It appears that various forms of the CREA IGA were adopted by various members at the time of joining CREA. That needs to be cleaned up. The attached draft amendments utilize the original CREA IGA entered into by the first two founding member, namely Hood River and Sherman Counties, as the base upon which to make amendments. If the Membership approves of proposed changes to the CREA IGA, CREA Legal Counsel strongly recommends that each CREA local government member that has formally adopted the CREA IGA adopt the same precise amendment recommended by the CREA Membership, whatever that might be, such that everyone is operating from the same IGA.

ATTACHMENT: Proposed amendments to the CREA IGA are attached. NOTE: Language in **boldfaced type** in an amended section is new; language *[italic and bracketed]* is existing language to be omitted. New sections are in **boldfaced type**.

COMMUNITY RENEWABLE ENERGY ASSOCIATION (CREA)

AN INTERGOVERNMENTAL AGREEMENT CREATING AN
ASSOCIATION TO PROMOTE, FOSTER, AND ADVANCE THE
ECONOMIC APPLICATION AND PUBLIC UNDERSTANDING
OF COMMUNITY BASED RENEWABLE ENERGY

THIS AGREEMENT, made this 6th day of November,
2006, **as amended in 2018**, by and between Oregon units of local government and initially by
the two Oregon Counties, which are political subdivisions of the State of Oregon, Hood River
County and Sherman County, hereinafter referred to as "Members,"

R E C I T A L S :

1. ORS Chapter 190 authorizes "units of local government," including Counties, to establish, by agreement, an intergovernmental entity or association, which has the authority to act on behalf of the units of local government forming the entity.
2. It is acknowledged that Oregon has vast amounts of untapped energy in many forms, including direct solar radiation, wind, biomass growth, natural hydro potential, geothermal, ocean temperature, gradients, and wave movement, and it is the desire of the Members to promote community based development of these forms of renewable energy.
3. To further this end, an association created by Member units of local government, working with private industry, will focus on promoting, fostering, educating the public, and advancing community based renewable energy.
4. It is recognized that by consolidating the efforts of its Members and in cooperation and liaison with other entities, organizations, and including private persons, having an interest in community based renewable energy, development and enhancement of efficient and economic renewable energy can be accomplished.

A G R E E M E N T :

In consideration of the mutual covenants of the Members, each to the other giving, the parties do hereby agree as follows:

Section 1. The Members hereby establish an intergovernmental entity for the purpose of operating and administering community renewable energy programs and services. To accomplish these purposes, the intergovernmental entity shall have all the powers to the fullest extent now or hereafter granted or allowed by the laws of the State of Oregon.

Section 2. The intergovernmental entity hereby created shall be known as COMMUNITY RENEWABLE ENERGY ASSOCIATION (CREA) and its principal office shall be as determined by its Board of Directors.

Section 3. The primary purpose of CREA shall be:

a. To support creating business and economic opportunities through renewable energy development in a competitive environment. We support use of free enterprise principles to create economically and environmentally responsible electric generation within the State of Oregon.

[a] b. To promote, foster and advance, through cooperative action, *[of community based]* renewable energy industry of the State served by the Association, the economic application and public understanding of *[community based]* renewable energy.

[b] c. To provide cooperation and liaison with other persons, organizations and institutions having an interest in community based renewable energy.

[c] d. To cooperate in and contribute towards the enhancement of widespread understanding of the various applications of community renewable energy through public and professional activities.

[d] e. To engage in any lawful activity that will enhance the efficient and economic progress of community based renewable energy industry and inform the public of its scope and character, such as, but not limited to, collecting and disseminating market and trade statistics and other useful information; to carry on and assist in research investigations and experiments; to conduct conferences and produce publications, and to conduct trade promotion activities.

[e] f. To voluntarily extend aid or assistance, financial or otherwise, and to cooperate with such private or governmental bodies, corporations, associations, institutions, societies, agencies or persons as are now or may hereafter be engaged in whole or in part in furtherance of the objectives and purposes herein named.

[f] g. **To act as intervenor spokesperson and lobbyist at PUC and legislative hearings and other public forums.**

h. To provide technical support for member communities engaged in activities with commercial renewable energy projects in the form of tax incentive assistance, siting support, assistance with transmission issues, and other support for members as appropriate.

Section 4. The powers of CREA shall be vested in its Board of Directors, which shall consist of one (1) Board Member appointed from each of the participating Members made up from units of local government. Although this agreement is originally executed by two counties, it is anticipated that other local governmental units shall join from time-to-time and may be included as part of CREA by receiving the approval of the then existing Members and executing this agreement. All rules concerning establishment of a quorum and voting shall be set forth in the Bylaws adopted by the Board of Directors.

Section 5. *[Upon formation of CREA and appointment of its first Board of Directors,] The Board of Directors shall elect [its officers to serve until its first annual December meeting. Thereafter, at the annual December meeting, the Board shall elect its officers to serve one (1) year terms. The officers shall consist of a Chair, Vice-Chair, and Secretary-Treasurer] an Executive Committee in accordance with the Bylaws adopted by the Board of Directors.* The **officers** Executive Committee shall perform the duties and have the powers and responsibilities as set forth in the Bylaws adopted by the Board of Directors.

Section 6. The Board of Directors shall adopt Bylaws for CREA, which shall set forth the rules by which the association shall be run and the Bylaws may be amended from time-to-time by the Board of Directors. **The Bylaws may also provide and allow for ex officio members of the Board of Directors, who may also serve on the Executive Committee in accordance with the Bylaws.**

Section 7. This agreement may be terminated only by unanimous vote of all of its Members and subject to any covenants made with any bond holders or other financing parties. Notwithstanding this requirement for termination, any Member may withdraw from CREA by giving sixty (60) days advance written notice to all of the other Members of its intent to do so.

Withdrawal of a Member shall not relieve it from any and all obligations assumed by the Member or its taxpayers prior to withdrawal and such obligations shall continue to be binding until they are satisfied.

In the event this agreement is terminated as to all of its Members, the remaining assets shall be distributed pro-rata to the Members who were Members at the time of termination, based upon the formula of how each Member contributed to such assets, and all liabilities, if any, shall be distributed and born by each of the Members in the same manner and based upon the same formula used for the distribution of assets.

Section 8. In carrying out its functions, CREA may:

- a. Employ staff, retain consultants, or obtain the personal services of employees of Members under agreement with the Members involved;
- b. Appoint advisory committees consisting of elective or appointive officials and employees of any governmental agency within the boundaries of the Members or of private citizens;
- c. Enter into contracts with the United States, the State of Oregon, unit of local government, or private firms or individuals for the conduct of studies or of other work;
- d. Adopt rules to provide procedures for the conduct of CREA's business.

Section 9. *[Apportionment of Expenses and Revenue. The expenses of the Association shall be apportioned among the parties to the agreement equally, as shall the revenue or fees derived from any functions or activities of the Association.]* The Association

shall establish a budget on an annual basis, which budget shall be approved by the Members of the Association. The Association shall [*generally*] follow the budget **and finance laws [for cities and counties in the State of Oregon,]** **applicable to ORS chapter 190 entities**, as set forth in Oregon law.

Section 10. Amendments to this agreement may be proposed at any regular meeting of Members and shall take effect when the amendment receives the affirmative vote of three-fourths ($\frac{3}{4}$) of its Member units of local government.

THIS AGREEMENT IS APPROVED AND ACCEPTED by the following units of local government and shall be binding on such units of local government on the date set forth as accepted.

HOOD RIVER COUNTY

By _____
Charles W. Thomsen, Chair
Board of Commissioners

Date Accepted: 11/6/06

SHERMAN COUNTY

By _____
Gary Thompson, County Judge

Date Accepted: 10/18/06