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**UTILITIES POLICY
ADVISORY COMMITTEE
BYLAWS**

Revised and Approved by the Utilities Board Effective November 19, 2014

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**COLORADO SPRINGS UTILITIES
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BYLAWS**

**RULE 1. - COMMITTEE
AUTHORITY AND PURPOSE**

(a) The Utilities Policy Advisory Committee (“UPAC” or “Committee”) was recognized by Ordinance No. 03-204.

(b) The Utilities Policy Advisory Committee is authorized to provide recommendations to the Utilities Board regarding the various overall strategic operating and financial policies for Utilities. The Utilities Policy Advisory Committee may receive information about operational activities, but does not have review or approval authority over activities carried out in furtherance of established policies. The Chief Executive Officer of Utilities is solely responsible for the definition and implementation of activities and subsidiary policies as needed to carry out policy direction adopted by the Utilities Board. Questions as to whether those activities are consistent with established policies will be determined by the Utilities Board.

(c) The Utilities Board will direct the Utilities Policy Advisory Committee to study specific issues or policies and provide recommendations to the Utilities Board, as appropriate.

**RULE 2. - COMMITTEE
COMPOSITION AND CONDUCT**

(a) The Committee is composed of seven regular members appointed by the Utilities Board for staggered terms. All members are limited to a maximum of three consecutive three year terms. Two Committee members may reside outside of the corporate limits of the City of Colorado Springs, but must reside within the service areas of the Colorado Springs Utilities.

(b) Vacancies will be filled by Utilities Board appointment for the unexpired term only, and retiring members shall serve until they have been replaced.

(c) To the extent practicable, three (3) members will be selected for their skills and experience in the financial/business professions; one (1) will be selected from the engineering profession; one (1) member will be selected to represent large industrial customers and two (2) members will be selected from the community at large.

(d) Members of the Committee serve without compensation for their services but may be reimbursed for actual expenses, in accordance with Colorado Springs Utilities policies and procedures.

(e) Committee members are subject to the provisions of the City of Colorado Springs Code of Ethics (City Code §§ 1.3.101 et. seq.), and should employ independent objective judgement in providing policy advice and recommendations to the Utilities Board. Without limitation of the foregoing, the Rules of Conduct shall apply to Committee members:

(1) If a Committee member chooses to seek employment with Utilities, that member shall notify the Chief Executive Officer and the Utilities Board of the application, and the member applying for employment shall be excused from attending Committee meetings and participating in Committee deliberations while the employment application is pending. The Board may authorize an alternate Committee member to serve in place of the member who is applying for employment with Utilities. If the Committee member is not selected for employment with Utilities, that member shall be reinstated to full Committee participation. If the Committee member accepts employment with Utilities, the Committee member promptly shall resign from the Committee.

(2) Committee members are not precluded from offering or providing products and services to Utilities under Utilities' applicable procurement procedures or from offering or supplying products or services to contractors providing products or services to Utilities. However, Committee members should not offer or contract to supply products or services to Utilities or Utilities' contractors that conflict with the Committee member's responsibilities as a member of UPAC. Committee members shall not use their position on UPAC to influence Utilities or Utilities' contractor's procurement decisions. In the event any

Committee members desires to provide products or services to Utilities or a contractor for Utilities, that Committee member shall notify the Chief Executive Officer of the proposed offering. The Chief Executive Officer shall consult with the Chair of the Utilities Board concerning the proposed offering. Provided that the Chief Executive Officer, after consultation with the Chair of the Utilities Board, determines that the proposed products or services offering does not conflict with the Committee member's responsibilities, the Committee member may proceed with offering the products or services and may contract to provide such products or services to Utilities if selected under Utilities' applicable procurement procedures or to a contractor for Utilities. If the Chief Executive Officer, after consultation with the Chair of the Utilities Board, determines that the proposed products or services offering does conflict with the Committee member's responsibilities, the Committee member may choose to resign from the Committee and to continue to pursue the offering or the Committee member may choose to refrain from pursuing the offering, in which case the Committee member may continue participation on the Committee. This restriction shall apply to Committee members and any company or organization employing the Committee member.

(3) In the event any Committee member has questions or concerns

under The City of Colorado Springs Code of Ethics about the propriety of any action the Committee member is contemplating, the Committee member shall contact the Utilities Assistant General Counsel or the City Attorney/General Counsel for guidance.

(f) Regular attendance of Committee members is expected in order for the Committee to function effectively.

(g) Upon recommendation by the Committee, the Utilities Board may remove any members of the Committee who fail to attend three or more regular meetings each year.

(h) Upon request of the Chair or the Chief Executive Officer, the Utilities Board may remove any member who violates ethical or confidentiality requirements.

(i) Upon removal of any Committee member, the Utilities Board will appoint an eligible replacement member to fill the remaining term of the member removed.

(j) The Utilities Board may appoint alternate members of the Committee to gain experience and observe the Committee's deliberations and actions. Alternates may participate in the discussion of the Committee; shall not participate in Executive Sessions; shall not vote in any matter as an alternate; and shall not substitute for a regular Committee member except when authorized by the Utilities Board under the provisions of Rule 2 (e). Alternate members will be eligible for

appointment by the Utilities Board to the Committee as a regular member whenever a vacancy occurs for which the alternate member is qualified.

RULE 3. - COMMITTEE OFFICERS

(a) The officers of the Committee are the Chair, Vice-Chair and Secretary. The Chair shall be the Committee member with the most seniority who is willing to serve as Chair. The Vice-Chair shall normally be the Committee member next in line for the position of Chair. Committee members shall not serve more than two consecutive years as Chair and not more than two consecutive years as Vice-Chair. The Committee shall designate the Chair and Vice-Chair for the next calendar year at the Committee's December meeting of the previous year. In the event that one or more Committee members desire to serve as Chair or Vice-Chair and each has equal seniority, the Committee will select the person to serve in each office by majority vote.

(b) The Chair shall chair all meetings of the Committee and shall be the spokesperson for the Committee in communicating any recommendations to the Utilities Board. The Vice-Chair shall serve as the Chair when the Chair is absent or unavailable. If both the Chair and Vice-Chair are absent from a regular or special meeting, the Committee shall designate its most senior member present who is willing to serve to chair that meeting, or in case there are more than one member present with equal seniority willing to serve, the Committee shall designate a Chair by majority vote of members present.

(c) The Chief Executive Officer shall serve as Secretary to the Committee, and the Committee by resolution may appoint assistant secretaries to assist or act in place of the Secretary.

RULE 4. - SUB-COMMITTEES

The Chair will appoint Committee members to such sub-committees as are established from time to time by the Committee to assist in carrying out its responsibilities.

RULE 5. - MEETINGS

(a) The Committee shall designate the times and expected duration of regular meetings by motion or resolution as necessary from time to time.

(b) The place of the regular meetings of the Committee shall be specified in the meeting notice and the agenda.

(c) Special meetings of the Committee may be held at such time and place as stated in the notice of the meeting. The Chair may, or, upon the request of three Committee members, shall call special meetings of the Committee by notice to each of the Committee members in writing, which notice shall state the purpose for which the meeting is called. The notice shall be served at least 24 hours prior to the time of such meeting. The notice shall be served personally by leaving the same at the usual place of residence of each Committee member, or by fax or electronic mail at the number or address shown on the Secretary's records.

(d) A majority of the regular members of the Committee shall constitute a quorum.

(e) The Committee by majority vote of members present may recess a regular or special meeting to a time specified in the motion therefore.

(f) Public notice of all regular and special meetings of the Committee shall at all times meet governing legal requirements. In addition, the Utilities Chief Executive Officer will mail copies of the agenda without attachments to persons listed on the mailing list of interested persons maintained in the Chief Executive Officer's Office. Copies of the agenda with attachments will also be provided to the City Clerk's Office and to the media.

(g) The format of the agenda, order of business, designation of agenda topics therein and the Committee's annual planning calendar shall be determined by the Committee.

(h) The Chief Executive Officer shall be responsible for preparation of a draft agenda for each regular Committee meeting. The draft agenda shall be reviewed by the Chair who shall have final authority as to the items included on the monthly agenda in addition to the items required by the Committee's annual planning calendar.

(i) Copies of the agendas with attachments for regular meetings will be mailed or distributed to Committee members by 5:00 p.m. on Wednesday of the week preceding each regular meeting.

(j) Committee members may request agenda items by contacting the Chief Executive Officer's Office. The cut-off time for requesting additional agenda items for regular meetings shall be 5:00 p.m. on Tuesday of the week preceding the regular meeting. For good cause, the Chair may authorize additional action or executive session items to be placed on the agenda for an upcoming meeting provided that public notice of such additional action or executive session items is given in accordance with legal requirements and provided notice thereof is given to Committee members in the same manner as required for a notice of special meeting under Rule 5 (c).

(k) At all regular and special meetings, the Chair or Chief Executive Officer shall announce agenda items prior to Committee consideration of each item.

(l) Any Committee members desiring to speak or to make a motion shall address the Chair as "Mr. (or "Madam") Chair," and the Chair shall thereupon pronounce the name of the Committee member entitled to the floor. Committee members addressing the Committee shall confine themselves to the issues being discussed.

RULE 6. - CUSTOMER AND PUBLIC COMMENT

(a) Committee meetings are generally expected to involve discussion between the Committee and Utilities staff.

(b) At the discretion of the Chair, or the majority of the Committee members present, customers and members of the

public will be allowed to comment or ask questions concerning items discussed at regular meetings or concerning matters discussed at special meetings. Comments or questions by individuals will be limited to five minutes each, and all customer or public comments will not exceed twenty minutes on any agenda item unless time is extended by the Chair or majority of the Committee members present.

RULE 7. - COMMITTEE ACTIONS

(a) The Committee may take formal action only by resolution or motion.

(b) Resolutions or motions shall be approved by the majority vote of the quorum, except that the affirmative votes of four members of the Committee are required for adoption or revision of Committee recommendations to the Utilities Board including adoption or revision of the Bylaws. If the Committee does not unanimously agree to a recommendation supported by at least four members of the Committee, dissenting members shall have the right to communicate their views to the Utilities Board as an addendum to the recommendation of the Committee.

(c) A voice vote will be used for all Committee actions items requiring a vote, with any dissenting votes or abstentions recorded in the minutes of the Committee meeting at the request of any Committee member.

(d) Committee resolutions shall be signed by the Chair and the Secretary or an Assistant Secretary to the Committee.

RULE 8. - MOTIONS PROCEDURES

(a) When a motion is made and seconded, it will be restated by the Chair or by the Chief Executive Officer before a debate and again before the final vote.

(b) Roberts Rules of Order shall govern the consideration of motions and transaction of business by the Committee.

RULE 9. - MINUTES AND RECORDINGS

(a) The Chief Executive Officer will be responsible for keeping minutes of all Committee meetings. Minutes of the previous regular meeting and any special meetings occurring in the previous month shall be included in each Committee member's agenda packets for distribution prior to each regular meeting and the Committee will review and approve the minutes as part of its regular meeting agenda.

(b) Copies of the minutes shall also be provided to members of the Utilities Board.

(c) All regular and special Committee meetings will be recorded, and the audio recordings will be archived.

RULE 10. - EXECUTIVE SESSION PROCEDURES

(a) The Chief Executive Officer and the Utilities Assistant General Counsel shall prepare the agenda for the Executive Session of the Committee meeting. The agenda shall include those items that may be discussed in closed session.

(b) In compliance with the Colorado Open Meetings Act, prior to convening an Executive Session, the Chair shall announce the general topics of the Closed Executive Session as set forth below. If two thirds of the Committee members present agree to an Executive Session, the item may be discussed in Executive Session. If two thirds of Committee members do not agree to an Executive Session, the items may be discussed in open session or the Chief Executive Officer may withdraw the item from consideration.

(c) No adoption of any proposed Committee action, recommendation or policy advice to the Utilities Board shall occur in Executive Session which is not open to the public. However, Committee members may receive information for consideration as provided by law in the following areas as they affect the responsibilities of the Committee:

(1) Purchase, acquisition, lease, transfer, or sale of any real, personal or other property interests.

(2) Conferences with the Utilities Assistant General Counsel, the City Attorney/General Counsel or other attorneys for Utilities, for the purposes of receiving legal advice on specific legal questions, issues or matters.

(3) Matters required to be confidential by federal or state law or rules and regulations.

(4) Specialized details of security arrangements or investigations.

(5) Determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and instructing negotiators.

(6) Consideration of any documents protected by mandatory nondisclosure provisions of the Colorado Open Records Act or other information which is considered confidential or proprietary and, thus, would not be subject to disclosure requirements of the Colorado Open Records Act.

(d) All discussions and documents provided in Executive Session are confidential and proprietary information, and Committee members shall not use such confidential information for purposes other than their responsibilities as a Committee member. Further, Committee members shall not release any confidential or proprietary information to any third party without the express consent of the Chief Executive Officer.

(e) Executive sessions will be recorded, and the audio recordings will be archived. All such recordings shall be confidential records.

(f) The Utilities Assistant General Counsel shall prepare a succinct summary of matters discussed in Executive Session and any direction given by the Committee.

(g) Nothing herein shall restrict the Committee from deciding to hold an Executive Session regarding any other agenda item provided such decision

meets the criteria set forth in subparagraph 10 (c) above.

RULE 11. - EXPENSE REIMBURSEMENT

(a) Committee members and alternates are expected to participate in a variety of educational and training programs in order to make them more experienced in matters involving the utility industry and to gain insight to developing trends in the industry. Generally, Committee members and alternates should attend educational and training programs pertinent to their area of expertise or customer segment. At least once per year, the Committee shall review available educational and training opportunities to determine which activities would assist Committee members and alternates in participating in the work of the Committee. Each year the Committee and the Chief Executive Officer shall establish agreed upon expectations as to the participation of Committee members and alternates in such activities during the year.

(b) Expenses incurred by Committee members and alternates for educational and training programs relating to their duties as Committee members and alternates can be reimbursed. Such reimbursements shall be in accordance with guidelines established in the current Utilities Policies and Procedures and these Bylaws.

(c) The Chief Executive Officer's Office will coordinate necessary travel arrangements and will approve reimbursement requests.

**RULE 12. - ADOPTION AND
MODIFICATION OF BYLAWS**

(a) Adoption or modification of Committee Bylaws requires approval of the Utilities Board.

(b) Committee members or the Chief Executive Officer can suggest modifications to Bylaws by placing the matter as an agenda item at a regular Committee meeting.