

Exhibit B

Clark County Desert Conservation Program Community Advisory Committee

CHARTER

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Mission, Purpose and Term

The Desert Conservation Program (DCP) Community Advisory Committee (Advisory Committee) is an advisory group appointed by the Clark County Board of County Commissioners (BCC) in its capacity as the Multiple Species Habitat Conservation Plan (MSHCP) Administrator. The Advisory Committee broadly represents the diverse interests and needs of the communities and government agencies in Clark County as they relate to the implementation and/or amendment of the MSHCP and associated incidental take permit under the federal Endangered Species Act.

More specifically, the Advisory Committee will provide recommendations to the BCC and other permittee governing bodies regarding amendment of the MSHCP. Topics may include covered species, mitigation scenarios, funding recommendations and implementation strategies. The goal of the Advisory Committee is to develop consensus advice and recommendations regarding amendment and implementation of the MSHCP. Neutral facilitation services will be used to ensure that meetings remain focused and productive.

The Advisory Committee will be supported by the Clark County Desert Conservation Program staff, staff from the permittees, and other outside consultants and technical experts, as needed.

The Advisory Committee will assist the broader public in becoming more informed and meaningfully involved in species conservation in Clark County through open public meetings, advice on MSHCP amendment and implementation, and the ongoing responsibilities of Advisory Committee members to communicate with their respective constituencies.

The Advisory Committee and its responsibilities will end, and this Charter will terminate, once the BCC has approved an amendment of the MSHCP.

Membership

The DCP Advisory Committee is comprised of 21 BCC-appointed members who represent a balance of stakeholder interests in the following interests/perspectives:

- Environmental/Conservation (2)
- Developer/Homebuilder (2)
- Education (2)
- Nevada Taxpayers Association (1)
- Gaming (1)
- Off-Highway Vehicle (1)
- Banking/Finance (1)
- Business/Small Business (2)
- Rural community (1)
- Senior (1)
- Tribal representative (1)
- Union (1)
- Southern Nevada residents at-large (5)

The municipalities of Boulder City, Henderson, Las Vegas, Mesquite and North Las Vegas will coordinate with the MSHCP Plan Administrator to suggest representatives for the five seats allocated for southern Nevada residents. Individuals appointed to these five seats are not expected to represent their city governments on the Advisory Committee. Rather, they will provide a geographic, public-at-large balance of representation for the Community Advisory Committee.

Roles, Accountability and Mutual Responsibilities

1. Individuals and Agencies

Members will abide by the following norms that will guide the operation of the Advisory Committee:

- Members will acknowledge the group's diversity and value different points of view. They will respect each other's opinions and will operate in consistently constructive ways, even if other members are less constructive. They will avoid personal attacks.

- Members will make every effort to attend meetings, to participate actively, to read and be prepared to discuss information and issues, and to be available for work between formal meetings. They will represent information, especially information contained in draft documents, accurately and appropriately.
- Members will listen carefully to each other and not interrupt. They will keep an open mind and come to meetings with interests, not entrenched positions. They will identify their interests and objectives to everyone. They will also openly explain and discuss the reasons behind their statements, questions and actions.
- Members will be responsible for representing the interests and concerns of the constituencies they represent at the table. They will consult with their constituencies on a regular basis concerning the discussions and recommendations of the Advisory Committee.
- Where applicable, members are expected to represent the interest/perspective associated with their single seat. Members are responsible for keeping each other informed and briefed on the issues pertaining to Advisory Committee activities and of the interests that they represent. Meeting agendas will not include time for recapping past discussions and decisions for the purposes of updating members who have missed past meetings.
- In striving to reach consensus and agreement, members will listen carefully to the views expressed by others, avoid interruptions, and seek ways to reconcile others' views with their own. They will focus on constructive problem solving and providing input into key issues that can become the basis for consensus recommendations.
- Members will adhere to the group's ground rules and respect the procedural guidance of the Plan Administrator and Advisory Committee Facilitator.

2. The Advisory Committee as a Group

The following norms will guide the work of the Advisory Committee:

Compliance with State and County mandates

- Advisory Committee meetings and activities will fully comply with State of Nevada and Clark County laws, statutes, regulations, and policies concerning ethics, conflict of interest, and open meetings.
- All Advisory Committee meetings, including any subcommittee or working group meetings, shall be open to the public.
- Advisory Committee discussions and deliberations shall be open, transparent, and in compliance with the state statutes governing serial communications.

Balanced representation of interests

- Each committee member will have a single seat at the table. Members are responsible for ensuring that their constituency is represented by a single voice at each meeting.
- The Advisory Committee is expected to be a well-informed group focused on problem solving and providing constructive input on MSHCP revision and implementation

Use of time

- All members and agency staff will respect time by being on time. Meetings will begin and end on time unless otherwise agreed to by the Committee.
- When making comments, members and other meeting participants will consider the time needed for others to share their perspectives.

External communications

- All members and agency staff will avoid characterizing the views or opinions of other Advisory Committee members outside of any Committee meeting or activity.
- All members and agency staff will accurately describe the level of consensus or agreement that has been achieved for every adopted Advisory Committee recommendation that is conveyed to any agency or outside party.

Committee Records, including Advice and Recommendations

- The Committee will maintain a written record that will accurately summarize the content of any recommendations made by the Committee at Committee meetings. This written summary will be prepared in draft form and all Committee members will be provided an opportunity to suggest revisions to a draft meeting summary if they do not believe it accurately portrays the content of the Committee's deliberations.
- All Advisory Committee advice and recommendations shall be documented in writing in meeting summaries. A final report will be prepared to document the process and recommendations of the Advisory Committee. The Advisory Committee will forward the Final Report to the BCC for its consideration.
- All Advisory Committee and working group meetings will be recorded in accordance with Nevada Open Meeting Law.

Development of Committee Advice and Recommendations

- The initial impetus for the research and consideration of an issue upon which Advisory Committee advice or recommendations may be needed may come from a request of a Permittee, the Plan Administrator, an individual Advisory Committee member, a chartered working group or the Advisory Committee as a whole.

- If draft advice or recommendations are under development and deliberation by a working group, they may not be presented to the Advisory Committee without the agreement of the working group. Once a working group has come to agreement upon the draft advice to be presented to the full Committee, members cannot re-open working group agreements or change their support for the draft advice unless significant new information has come to light after the working group reached agreement. In the event that a working group can not reach agreement on the advice within a reasonable amount of time or the time allotted within its charter, the working group will defer the issue back to the Advisory Committee for action.

Working Groups

- The Advisory Committee may create special working groups to address specific issues directly related to the Committee's mission and purpose. Prior to commencing work, each of these working groups will have a short, written charter that outlines purpose and mission; scope and authority; deliverables and work products; membership roles and responsibilities; and the specific timeframe associated with the group's work.

Evaluation and reflection

- At the end of the year, or at other times as necessary, the Committee will evaluate the effectiveness of the Advisory Committee and its working groups in accomplishing their missions.

Public comment during meetings

- The public will be given the opportunity for at least one formal comment period during the course of each Advisory Committee or working group meeting.
- Those wishing to provide public comment will be strongly encouraged to direct their comments towards the issues and topics of focus on the agenda of individual meetings.
- All Committee members are strongly discouraged from making statements as individuals during public comment periods.
- Members of the audience and other observers are asked to refrain from making statements except during public comment periods.

Decision Making

1. Consensus

The Advisory Committee will operate by consensus to the extent practicable. All members agree to work to minimize and avoid the use of formal voting whenever possible.

Consensus will represent substantial agreement that the Committee agrees it can move forward. The Committee recognizes that there are several levels of consensus that may be possible. The first is unanimous agreement among all Committee members. The second is a consensus that can be characterized as all Committee members being willing to “live with” a recommendation. The third is one or more Committee members registering dissent but not wishing to block the Committee from providing advice that might otherwise be characterized as a consensus of the Committee but for their dissent. At this level, the Committee can acknowledge disagreement and document the reasons. This will be termed broad support for a particular recommendation, meaning that most of Committee members support a particular recommendation, but there are specific and identifiable areas of disagreement by a few members.

In conveying recommendations, it is incumbent upon the Committee to accurately describe the level of consensus that has been achieved. If consensus cannot be reached, and the Committee still wishes to convey advice on an issue, the views of Committee members may be expressed through majority and minority reports. The Facilitators are responsible for seeking and probing for consensus.

In addition to expressing consent or dissent regarding Committee recommendations, Committee members are free to abstain from a determination of consensus if they have a conflict of interest that would prevent them from offering such advice, if it is not part of the mission or role of their organization or constituents to participate in discussions on the topic of the recommendations, or for whatever other reasons they may choose. It is the responsibility of each Committee member to affirmatively state their desire to abstain from participating in a determination of consensus if they so choose.

It is understood that a Committee member’s absence from a meeting does not imply consent to any recommendation. In addition, a member’s absence is not sufficient to compel the re-opening of a discussion or an adopted recommendation for reconsideration. In no instance shall the Advisory Committee convey consensus recommendations or characterize its advice as being a consensus of the Committee unless there exists a quorum of at least half of the BCC-appointed members in attendance at the meeting at which consensus was determined.

2. Voting

For most Advisory Committee issues and recommendations, only after exhausting attempts to resolve conflicts and agree on a mutually acceptable recommendation will the Committee be asked to vote. A simple majority of the BCC-appointed seats in attendance will allow such recommendations to move forward, provided that a quorum is present at the time. If a vote of a quorum of the BCC-appointed seats in attendance results in a tie, the vote will be recorded as a failure to pass and is insufficient to take action. If a subsequent motion and vote does not result in a simple majority, it will be recorded as a failure to pass and will result in no recommendations being made by the Advisory Committee. The areas of disagreement and the levels of agreement and disagreement will be documented fully and represented faithfully to those outside the Advisory Committee, including their communication and transmission along with recommendations or the lack thereof.

3. Facilitation Team

The Plan Administrator has the discretion to engage professional facilitators to support the Advisory Committee. The facilitation team will be charged with the following responsibilities:

- Helping the Advisory Committee accomplish its mission in a neutral, balanced, and fair manner;
- Collaboratively developing meeting agendas and meeting designs;
- Keeping Advisory Committee discussions focused and on track;
- Consulting with the Plan Administrator, and others, as appropriate, regarding process management and the resolution of issues of concern; and
- Developing draft and final meeting summaries.