

**TRI-DAM PROJECT  
MINUTES OF THE JOINT BOARD  
OF DIRECTORS REGULAR MEETING**

February 17, 2022  
Manteca, California

The Joint Boards of Directors of the Oakdale Irrigation District and the South San Joaquin Irrigation District met in joint session at the office of South San Joaquin Irrigation District in Manteca, California, on the above date for the purpose of conducting business of the Tri-Dam Project, pursuant to the resolution adopted by each of the respective Districts on July 29, 1955.

President Holmes called the meeting to order at 9:00 a.m.

**OID DIRECTORS**

**SSJID DIRECTORS**

***DIRECTORS PRESENT:***

TOM ORVIS  
ED TOBIAS  
LINDA SANTOS  
BRAD DeBOER

BOB HOLMES  
GLENN SPYKSMA  
MIKE WESTSTEYN  
DAVE KAMPER  
JOHN HOLBROOK

***DIRECTORS ABSENT:***  
HERMAN DOORNENBAL

***Also, Present:***

Jarom Zimmerman, General Manager, Tri-Dam Project; Brian Jaruszewski, Admin. & Finance Manager, Tri-Dam Project; Genna Modrell, Admin. & Finance Asst., Tri-Dam Project; Susan Larson, Compliance Coordinator, Tri-Dam Project; Peter Rietkerk, General Manager, SSJID; Steve Knell, General Manager, OID; Mia Brown, General Counsel, SSJID; Tim Wasiewski, Counsel; Tim O’Laughlin, Counsel

***PUBLIC COMMENT***

None.

***CONSENT CALENDAR***

***ITEM #1 Approve the regular board meeting minutes of January 20, 2022.***

***ITEM #2 Approve January financial statements and statement of obligations.***

Director Orvis moved to approve the consent calendar as presented. Director Weststeyn seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Holmes, Kamper, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

## **ACTION CALENDAR**

### ***ITEM #3 Discuss and consider adoption of Resolution TDP 2022-03 to implement teleconferencing requirements during a proclaimed state of emergency.***

Director Santos moved to approve as presented. Director Holbrook seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Holmes, Kamper, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

TRI-DAM PROJECT  
RESOLUTION No. TDP 2022-03  
RESOLUTION TO IMPLEMENT TELECONFERENCING REQUIREMENTS  
DURING A PROCLAIMED STATE OF EMERGENCY

WHEREAS, the Ralph M. Brown Act requires that all meetings of a legislative body of a local agency be open and public and that any person may attend and participate in such meetings;

WHEREAS, the Brown Act allows for legislative bodies to hold meetings by teleconference, but imposes specific requirements for doing so;

WHEREAS, on March 17, 2020, in order to address the need for public meetings during the present public health emergency, Governor Newsom issued Executive Order No. N-29-20, suspending the Act's teleconferencing requirements; and

WHEREAS, on June 11, 2021, Governor Newsom issued Executive Order No. N-8-21, continuing the suspension of the Brown Act's teleconferencing requirements through September 30, 2021; and

WHEREAS, these Executive Orders allowed legislative bodies to meet virtually as long as certain notice and accessibility requirements were met; and

WHEREAS, the State Legislature amended the Brown Act through Assembly Bill No. 361 (AB 361) on September 16, 2021; and

WHEREAS, AB 361 amended the Brown Act so that a local agency may use teleconferencing without complying with the regular teleconferencing requirements of the Act, where the legislative body holds a meeting during a proclaimed state of emergency and makes certain findings; and

WHEREAS, Government Code section 54953 requires that the legislative body make additional findings every 30 days in order to continue such teleconferencing.

NOW THEREFORE, the Board of Directors of the Tri-Dam Project hereby finds, determines, declares, orders, and resolves as follows:

1. That the foregoing recitals are true and correct and incorporates them by this reference.
2. The Board of Directors (“Board”) of the Tri-Dam Project (“TDP”) finds, by a majority vote, the following:
  - a. That there exists a proclaimed state of emergency; and
  - b. State or local officials have imposed or recommended measures to promote social distancing.
3. TDP staff is authorized to take all steps and perform all actions necessary to execute and implement this Resolution in compliance with Government Code section 54953.
4. That this Resolution shall take effect immediately and shall remain in effect for thirty (30) days thereafter, provided the conditions set forth in Section 2 remain.

***ITEM #4 Discussion and possible action to approve Resolution 2022-04 Re-establishing Tri-Dam Reserves and Semi-Annual Distributions.***

Brian Jaruszewski proposed an amended strategy, and corresponding resolution, for determining the appropriate level of reserves for Tri-Dam, and responded to Director questions. The Maintenance Reserve was previously set at \$15 million and the Operating Reserve was set at \$6 million. Brian presented a plan to consolidate both accounts into one account titled “Reserves”, to be fully funded at \$15 million. Repayment to the Reserve account will remain the same as the previous Maintenance Reserve, at \$750,000 semiannually.

Director Kamper moved to approve as presented. Director Santos seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Holmes, Kamper, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

TRI-DAM PROJECT  
RESOLUTION No. TDP 2022-04  
RESOLUTION RE-ESTABLISHING TRI-DAM RESERVES AND  
SEMI-ANNUAL DISTRIBUTIONS

BE IT RESOLVED, that the Board of Directors of the Oakdale Irrigation District and the South San Joaquin Irrigation District (“Joint Boards” and “Districts”) meeting as the Joint Boards of Directors of the Tri-Dam Project (Project) adopt this Resolution.

WHEREAS, the Joint Boards have adopted Tri-Dam Project Resolution 2005-03, dated August 18, 2005, and amended by Resolution 2008-02 on February 26, 2008 “Resolution Establishing Reserves Funds & Semi Annual Distributions for Tri-Dam Project,” and Tri-Dam Project Resolution 2009-05, dated May 22, 2009 “Resolution Authorizing Reserve Funds for the Financing of Tulloch 3<sup>rd</sup> Generating Unit,” and Tri-Dam Project Resolution 2013-01, dated

January 17, 2013 “Resolution Re-Establishing Tri-Dam Reserves and Semi-Annual Distributions” and

WHEREAS, the Joint Boards find that Reserves should be established at a level consistent with the risk of substantial failure, obsolescence of major infrastructure assets, maintaining sufficient operating cash, and stabilization of distributions to the Districts;

NOW THEREFORE, the Joint Boards of Directors hereby finds, determines, declares, orders, and resolves as follows:

1. That the foregoing recitals are true and correct and incorporates them by this reference.
2. Tri-Dam Project Resolutions 2005-03, 2008-02, 2009-05, and 2013-01 are hereby rescinded / superseded;
3. Tri-Dam Reserves shall be established at a level of \$15.0 million;
4. The repayment plan for the Reserves shall be established at \$1.5 million per year, with \$750,000 repaid to the Reserves each January and July;
5. District distributions each January and July shall be made from Available Funds. Available Funds are defined as all cash and investments held by Tri-Dam, less Total Reserves plus day-to-day operating cash requirements of \$2.0 million; and
6. Beginning in July 2022, Available Funds shall first be used to replenish the Reserves in an amount equal to the lesser of: \$750,000, or that amount which will bring total Reserves to \$15 million. All remaining Available Funds shall be distributed in equal shares to the Districts.

***ITEM #5 Discussion and possible action to approve fiscal year 2022 budget amendments.***

Brian Jaruszewski presented amendments to the fiscal year 2022 budget, and responded to Director questions.

Director Tobias moved to approve as presented. Director Spyksma seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Holmes, Kamper, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

***ITEM #6 Review and authorize updates to the permitting process for vegetation management facilities, application requirements and fee for Tulloch Reservoir.***

Susan Larson presented an updated Permitting process, developed in conjunction with CDFW. This process would be used for landowners at Tulloch Reservoir within coves or other potentially impacted areas to have an appropriate management option to reduce the proliferation of invasive species in limited areas only, while preserving the environment and habitat of the reservoir.

Staff recommended that the application fee be set at \$300.00, and that posting a performance deposit would not be required, due to the protections noted in the staff report for this item.

Director Tobias moved to approve as presented. Director Holbrook seconded the motion.

The motion passed by the following roll call vote:

AYES: Orvis, Santos, Tobias, Holbrook, Holmes, Kamper, Weststeyn

NOES: DeBoer, Spyksma

ABSTAINING: None

ABSENT: Doornenbal

***ITEM #7 Discussion and possible action on Tuolumne County Alliance for Resources and Environment (TuCARE) Annual Dinner and Auction.***

Jarom Zimmerman presented the benefits to the community provided by TuCARE, and recommended that Tri-Dam fund the cost of the event for staff and Board members only, in the amount of \$1,000.

Director DeBoer moved to approve as presented. Director Holbrook seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Holmes, Kamper, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

***ITEM #8 Discussion and possible action to change the time and/or date of the March regular Tri-Dam board meeting due to a scheduling conflict with the Oakdale Annual Ag Scholarship Luncheon.***

Director Holmes proposed moving the March Board meeting start time to 8:00am in order to allow time for Oakdale Directors to attend the annual luncheon.

Director Holbrook moved to approve as presented. Director Santos seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Holmes, Kamper, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

***ITEM #9 Discussion and possible action to approve dam safety consultant fee schedule – Wayne Edwards.***

Jarom Zimmerman presented the upcoming projects and the fee structure for each, totaling \$19,900.00.

Director DeBoer moved to approve as presented. Director Weststeyn seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Holmes, Kamper, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

***ITEM #10 Discussion and possible action to approve the purchase of Accusonic 8510 Flow Meters.***

Jarom Zimmerman presented the quote to replace the flow meters at Donnells, Beardsley and Tulloch Powerhouses totaling \$127,125 and explained that multiple quotes / vendors were not sought due to the necessity to integrate with the existing infrastructure.

Director Orvis moved to approve as presented. Director Kamper seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Holmes, Kamper, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

***COMMUNICATIONS***

***ITEM #11 Staff Reports***

Jarom Zimmerman presented the staff reports and responded to Director questions. Susan Larson added that the Tri-Dam Emergency Action Plan has been approved; and, the water line at the Tulloch Recreation site for CCWD will be relocated.

***ITEM #12 Generation Report***

No discussion.

***ITEM #13 Fisheries Studies on the Lower Stanislaus River***

GM Knell advised that it's looking like a full water year from SWRCB.

***ITEM #14 Directors Comments***

The Directors thanked staff for their diligence and another great report.

## ***Recess to Tri-Dam Power Authority***

President Holmes recessed to the Tri-Dam Power Authority Board of Commissioners meeting at 10:27 a.m.

The Tri-Dam Project meeting resumed at 10:32 a.m. after the Tri-Dam Power Authority meeting adjourned.

*President Holmes announced before closed session that the following items would be discussed. The Board took a brief recess at 10:32 a.m. and convened to Closed Session at 10:44 a.m.*

### ***ITEM #15 Closed Session***

- a. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION  
Government Code § 54956.9(d)(1)
  1. *Tri-Dam v. Scott Frazier*  
Eastern District of California No: 1:20-cv-00408-SKO
  2. *Tri-Dam v. MWH Americas, Inc., et al.*  
Tuolumne County Superior, Case No. CV61638
- b. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION  
Possible Initiation of Litigation  
Government Code § 54956.9(d)(4)  
Three (3) cases
- c. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION  
Significant Exposure to Litigation  
Government Code § 54956.9(d)(2)  
Two (2) cases
- d. PUBLIC EMPLOYMENT  
Government Code § 54957(b)(1)  
Legal Counsel
- e. CONFERENCE WITH REAL PROPERTY NEGOTIATOR  
Government Code § 54956.8  
Negotiating: Oakdale Irrigation District, South San Joaquin Irrigation  
District, and Chicken Ranch Rancheria Band of Mi-Wuks  
Property: Water  
Agency Negotiators: OID & SSJID General Manager and Water Counsel  
Under Negotiations: Price and Terms of payment of sale

At the hour of 11:43 a.m., the Board reconvened to open session.

Disclosure of reportable actions taken in Closed Session, pursuant to Government Code Section 54957.1: There were no reportable actions taken in closed session.

***ADJOURNMENT***

President Holmes adjourned the meeting at 11:44 a.m.

The next regular board meeting is scheduled for March 17, 2022, at the offices of Oakdale Irrigation District, Oakdale, California beginning at 8:00 a.m.

ATTEST:

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Jarom Zimmerman  
Secretary, Tri-Dam Project