

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

March 26, 2020
Oakdale, 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 Oakdale Irrigation District located in Oakdale, 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 Orvis called the meeting to order at 9:00 a.m.

OID DIRECTORS

SSJID DIRECTORS

DIRECTORS PRESENT:

TOM ORVIS
HERMAN DOORNENBAL
GAIL ALTIERI
BRAD DeBOER
LINDA SANTOS

DAVE KAMPER
RALPH ROOS
JOHN HOLBROOK
MIKE WESTSTEYN
BOB HOLMES

DIRECTORS ABSENT:

Also, Present:

Jarom Zimmerman, General Manager, Tri-Dam Project; Rick Dodge, Finance Manager, Tri-Dam Project; Genna Modrell, Finance Assistant, Tri-Dam Project; Susan Larson, License Compliance, Tri-Dam Project; Troy Hammerbeck, Maintenance Supervisor, Tri-Dam Project; Daniel Hogue, Lead Technician, Tri-Dam Project; Mia Brown, Counsel, SSJID; Steve Knell, General Manager, OID; Peter Rietkerk, General Manager, SSJID; Michael O'Leary, IT Manager, SSJID; Matt Weber, Downey Brand, Tim Wasiewski, O' Laughlin & Paris; Julia Jenness, Boutin Jones; three members of the public attended the meeting at the remote site at the Rama Inn

Director Altieri disclosed she may have accidentally violated the Brown Act by sending an email to the Directors regarding item #11.

President Orvis stated item #10 has been pulled from the agenda.

PUBLIC COMMENT

GM Knell read a written statement provided by Robert Frobose.

CONSENT CALENDAR

ITEM #1 Approve the regular board meeting minutes of February 20, 2020.

ITEM #2 Approve the February 2020 financial statements and statement of obligations including the investment portfolio.

Director DeBoer moved to approve the Consent Calendar items #1 and #2 as presented. Director Holbrook seconded the motion.

The motion passed by the following roll call vote:

AYES: Altieri, DeBoer, Doornenbal, Orvis, Santos (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: None

ABSTAINING: None

ABSENT: None

ACTION CALENDAR

ITEM #3 Discussion and possible action to approve annual fee for use of Federal Lands for operations of the Tri-Dam Project.

GM Zimmerman advised the Federal Energy Regulatory Commission distributed its FY 2020 Statement of Annual Charges Assessment for U.S. Federal Lands. These are annual dues required by FERC for the lands used by the Tri-Dam Project's equipment and structures.

Director Holmes moved to approve the fees as presented. Director Doornenbal seconded the motion.

The motion passed by the following roll call vote:

AYES: Altieri, DeBoer, Doornenbal, Orvis, Santos (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #4 Discussion and possible action to authorize the General Manager to sign the Professional Services Agreement with Gannett Fleming, Inc. for the preparation of the dam breach analysis and updated inundation mapping for Beardsley, Donnells, Tulloch and Goodwin Projects, including a budget adjustment for Account #59690.

Susan Larson reminded the Board on June 20, 2019, the Board authorized Gannett Fleming to assist with preparation of the EAP update, including conducting the required Functional Exercise (done in October 2019). This approval was also to include completion of the EAP re-write and mapping analysis. Unfortunately, the inundation maps commissioned under the current Gannett Fleming contract will not satisfy requirements of DSOD, and in turn FERC. Responsibility for proceeding with mapping that could not be accepted rests with both TDP and the Consultant; therefore, this proposal has been reduced from \$105,100 to \$84,370 to provide an offset for the duplicative work that will not meet DSOD and FERC requirements.

In addition, evaluation of the Beardsley Afterbay has been eliminated as the hazard classification has been reduced; however, inclusion of Goodwin is required as it remains at "high" classification.

Susan will assume the lead on the project with GM Zimmerman. Staff awaits a response from Gannett Fleming in light of COVID-19 regarding contract language.

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

The motion passed by the following roll call vote:

AYES: Altieri, DeBoer, Doornenbal, Orvis, Santos (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #5 Discussion and possible action to authorize the General Manager to enter into Contract with Condor Earth for the Beardsley Afterbay Maintenance Repair Project – Phase II work plan, including design and pre-construction services, including sub-consultant Monk & Associates.

Susan Larson advised the Board that the project team, including Condor, Tri-Dam, SSJID and OID staff have collaborated on the Phase II work plan, to develop a plan that incorporates knowledge gained from the crib investigation and work program performed in Phase I.

Condor will finalize the work plan and project plans for submittal to DSOD and FERC by Tri-Dam. Monk & Associates and Tri-Dam will concurrently submit the revised Streambed Alteration Agreement to the California Department of Fish & Wildlife. Thereafter, bid preparation will occur, followed by contractor selection. Staff will continue to work collaboratively with OID/SSJID, while direct project management for Phase II is done by Tri-Dam.

Director Doornenbal moved to authorize the General Manager to enter into Contract with Condor Earth as presented. Director Weststeyn seconded the motion.

The motion passed by the following roll call vote:

AYES: Altieri, DeBoer, Doornenbal, Orvis, Santos (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #6 Discuss and consider JPIA Tri-Dam Member and Alternate designations.

The Authority (ACWA/JPIA) shall be governed by the Board of Directors which is composed of one representative from each Member, who shall be a member director selected by the governing board of that Member. Each Member, in addition to appointing its member of the Board, shall appoint at least one Alternate who shall be an officer, member of the governing board, or employee of that Member. The Directors and Alternates serve until a successor is appointed and at the pleasure of the Member by which he or she has been appointed. Each Director representing a Member, or his or her Alternate, shall have one vote.

Director Kamper nominated Director Holbrook as the Member Representative and GM Zimmerman as the Alternate. Director Doornenbal seconded the nomination.

The motion passed by the following roll call vote:

AYES: Altieri, DeBoer, Doornenbal, Orvis, Santos (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #7 Discuss and designate member or alternate to attend JPIA meeting on behalf of Tri-Dam.

At the consent of the Board, item 6 and 7 is complete.

ITEM #8 Discussion and possible action to approve the purchase of one (1) ½ ton Roving Operator Truck.

GM Zimmerman answered Directors' questions and recommended purchasing the Chevy ½ ton pickup from American Chevrolet.

Director DeBoer moved to purchase the vehicle as presented. Director Holbrook seconded the motion.

The motion passed by the following roll call vote:

AYES: Altieri, DeBoer, Doornenbal, Orvis, Santos (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #9 Discuss and consider converting the Tulloch house into office space.

GM Zimmerman reminded the Board that the Operations Supervisor has elected to move out of the house at Tulloch, which now remains vacant. Currently, the FERC License Compliance Coordinator has been working from her personal property due to limited office space at the Tri-Dam office in Strawberry, and the work location requirements of her position. This will be a safer and more secure office location due to 24/7 surveillance.

Director Holbrook moved to approve converting the Tulloch house into office space as presented. Director Altieri seconded the motion.

The motion passed by the following roll call vote:

AYES: Altieri, DeBoer, Doornenbal, Orvis, Santos (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #10 Discussion and possible action to approve replacement of the security operating system and DVR's.

This item was pulled from the agenda.

ITEM #11 was taken up after closed session

ITEM #12 Discussion and possible action to purchase 300kW generator for Beardsley Powerhouse.

Maintenance Supervisor Troy Hammerbeck presented the quotes for the generator and answered Director questions.

Director Doornenbal questioned whether or not a 300 kW generator was necessary, given the existing generator is a 130 kW. GM Zimmerman, Troy Hammerbeck, and Daniel Hogue explained that the existing generator is undersized for the plant loads, and requires load shedding of necessary equipment to ensure the continuity of power to critical loads. They further explained that the additional sizing was also to support powering the machine shop located on site as well.

Director Roos moved to approve the 300kW generator as presented. Director Santos seconded the motion.

The motion passed by the following roll call vote:

AYES: Altieri, Orvis, Santos (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: DeBoer, Doornenbal (OID)

ABSTAINING: None

ABSENT: None

ITEM #13 Discussion and possible action to purchase 30 4V DC batteries and rack for Donnell's Powerhouse.

Daniel Hogue presented the quotes to purchase thirty (30) 4V DC batteries and one (1) rack for Donnell's Powerhouse protection relays and all critical functions.

Director Holbrook moved to approve purchasing the batteries and rack as presented. Director DeBoer seconded the motion.

The motion passed by the following roll call vote:

AYES: Altieri, DeBoer, Doornenbal, Orvis, Santos (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #14 Discussion and update on Washington Advocacy and Public Relations.

Jason Larrabee provided updates on activities and news such as meetings and events, Budget Outlook, EPA Updates PFAS Work, Net Zero Ag Emissions Bill and advised of continued efforts to engage with the Bureau of Reclamation on settlement agreements and the water quality control plan.

ITEM #15 Update on Stanislaus River Basin Plan.

No discussion.

ITEM #16 Staff Reports

In addition to the other written staff reports, GM Zimmerman provided a brief overview of each item discussed in his report, provided an update on the average rainfall and answered Directors' questions.

ITEM #17 Generation Report

No discussion.

ITEM #18 Fisheries Studies on the Lower Stanislaus River

GM Rietkerk advised the Non-Native Fish Plan has been put on hold due to COVID-19.

ITEM #19 Directors Comments

Directors Holbrook, Holmes, Doornenbal and Orvis thanked staff for their efforts in these trying times.

Director Altieri liked joining from home on her landline.

Directors Weststeyn and DeBoer thanked OID, but preferred to meet in person.

Directors Kamper and Roos – no comment.

Director Santos was glad to be able to participate from home.

Director Santos made a statement prior to closed session regarding various matters, including her disappointment in having a meeting while current health orders are in place, remarking about her proposed censure in Agenda Item #11 by a Resolution yet to be made publicly available, and commented on her public records request made of Tri-Dam. Director Santos made further comments regarding OID matters unrelated to Tri-Dam business, and voiced her opinions relating to a recent Tri-Dam investigation into allegations of Director Santos' misconduct as a director and related alleged violations of the Brown Act.

ITEM #20 Closed Session

President Orvis announced before closed session that the following items would be discussed:

- a. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION
Significant Exposure to Potential Litigation
Government Code § 54956.9(d)(2)
One (1) case
- b. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION
Possible Initiation of Litigation
Government Code § 54956.9(d)(4)
Three (3) case
- c. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION
Government Code § 54956.9(d)(1)
Genna Modrell, Susan Larson v. Oakdale Mutual Water Company LLC, South San Joaquin Irrigation District, Tri-Dam Project
(19-CIV-07604) San Mateo Superior Court

Directors Altieri and Santos made a request to the Board to participate in closed session from their residences.

Attorney Jenness advised the Board that protocols have been put in place to allow for full Board participation as well as preserve confidentiality of closed session, and those protocols do not allow for participation from an unsecured location.

Mr. Frobose commented about the Brown Act and calling from a secure line.

Attorney Brown advised the Board that preserving confidentiality of closed-session discussions was paramount, and that the Brown Act does not require accommodation of a request to participate in closed-session from an unsecured location.

Director Kamper moved to deny the request to allow Directors Altieri and Santos to participate in closed session telephonically from an unsecured location. Director DeBoer seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Doornenbal, Orvis (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: Altieri, Santos (OID)

ABSTAINING: None

ABSENT: None

Directors Altieri and Santos exited the meeting at 11:30 a.m.

The Board then convened in closed session at 11:32 a.m.

At the hour of 1:12 p.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.

Director Santos made a motion to add an item to the agenda.

Attorney Brown informed Director Santos and the Board that due to this being a special meeting, Government Code section 54956(a) precluded the adding an item of business for discussion after the posting of the agenda.

No further action was taken by the Board.

ITEM #11 Discussion and possible action to approve adoption of Resolution TDP 2020-02 to censure Director Linda Santos (this item may be considered after closed session.)

President Orvis read aloud Resolution TDP 2020-02 in its entirety.

GM Knell read a written statement from Robert Frobose during public comment.

Director Kamper moved to approve Resolution TDP 2020-02 and noted date changes. Director Doornenbal seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Doornenbal, Orvis (OID); Kamper, Holbrook, Holmes, Roos, Weststeyn (SSJID)

NOES: None
ABSTAINING: Altieri, Santos
ABSENT: None

ADJOURNMENT

President Orvis adjourned the meeting at 1:38 p.m.

The next regular board meeting is scheduled for April 16, 2020, at South San Joaquin Irrigation District in Manteca, California beginning at 9:00 a.m.

ATTEST:

Jarom Zimmerman
Secretary, Tri-Dam Project