

**TRI-DAM POWER AUTHORITY
MINUTES OF THE JOINT BOARD
OF COMMISSIONERS REGULAR MEETING**

February 16, 2023
Manteca, California

The Commissioners of the Tri-Dam Power Authority met at the office of the South San Joaquin Irrigation District in Manteca, California, on the above date for the purpose of conducting business of the Tri-Dam Power Authority, pursuant to the resolution adopted by each of the respective Districts on October 14, 1984.

President Spyksma called the meeting to order at 10:33 a.m.

OID COMMISSIONERS

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COMMISSIONERS PRESENT:

ED TOBIAS
HERMAN DOORNENBAL
TOM ORVIS
BRAD DeBOER
LINDA SANTOS

DAVE KAMPER
MIKE WESTSTEYN
GLENN SPYKSMA
DAVID ROOS
JOHN HOLBROOK

Also, Present:

Summer Nicotero, General Manager, Tri-Dam Project; Scot A. Moody, General Manager, Oakdale Irrigation District; Peter Rietkerk, General Manager, South San Joaquin Irrigation District; Sharon Cisneros, Chief Financial Officer, Oakdale Irrigation District; Susan Larson, License Compliance Coordinator, Tri-Dam Project; Genna Modrell, Finance Asst., Tri-Dam Project; Chris Tuggle, Operations and Maintenance Manager, Tri-Dam Project; Mia Brown, Counsel, SSJID; Tim O'Laughlin, Counsel.

PUBLIC COMMENT

No public comment.

CONSENT CALENDAR

ITEM #1 Approve the regular board meeting minutes of January 19, 2023.

ITEM #2 Approve the January statement of obligations.

Commissioner Santos moved to approve items one and two on the consent calendar. Commissioner Holbrook seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Doornenbal, Orvis, Santos, Tobias, Holbrook, Kamper, Roos, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: None

ACTION ITEMS

ITEM #3 Review and possible action to approve 2023 Investment Policy.

Sharon Cisneros presented the investment policy. Director Holbrook requested the word “to” be corrected to “the” in the first paragraph on page 5.

Commissioner Orvis moved to approve with edits. Commissioner Doornenbal seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Doornenbal, Orvis, Santos, Tobias, Holbrook, Kamper, Roos, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #4 Consider adoption of Resolution TDPA 2023-03 Amending Reserves and Annual Distributions.

Sharon Cisneros and Summer Nicotero explained the calculation changes for reserves and operating cash.

Commissioner Doornenbal moved to approve as presented. Commissioner Santos seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Doornenbal, Orvis, Santos, Tobias, Holbrook, Kamper, Roos, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: None

TRI-DAM POWER AUTHORITY
RESOLUTION NO. TDPA 2023-03
RESOLUTION AMENDING RESERVES AND ANNUAL
DISTRIBUTIONS

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

WHEREAS, Commissions have adopted Authority Resolution 2010-04, dated October 21, 2010 “Resolution Establishing Reserve Funds and Annual Distributions for Tri-Dam Power Authority” and

WHEREAS, the Commissioners 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 Board of Commissioners of the Tri-Dam Power Authority 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 Power Authority Resolution 2010-04 is hereby rescinded/superseded:
3. Authority Reserves shall be established at an amount of \$1,000,000 as an Maintenance Reserve;
4. The repayment for the Maintenance Reserve shall be established at a rate of \$50,000 annually should the reserve account drop below \$1,000,000;

District distributions each January shall be made from Available Funds. Available Funds are defined as all cash and investments held by Authority, less the Maintenance Reserve plus operating cash requirements of \$1,000,000.

PASSED AND ADOPTED by the Board of Commissioners of the Tri-Dam Power Authority this 16th day of FEBRUARY 2023 by the following vote:

ITEM #5 Consider adoption of Resolution TDPA 2023-04 Distribution of Funds.

Sharon Cisneros presented the distribution worksheet and reserve funds available for distribution.

Commissioner Doornenbal moved to approve a total distribution of \$4.4million, resulting in \$2.2 million to each District as presented. Commissioner Weststeyn seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Doornenbal, Orvis, Santos, Tobias, Holbrook, Kamper, Roos, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: None

TRI-DAM POWER AUTHORITY
RESOLUTION NO. TDPA 2023-04

RESOLUTION AUTHORIZING ANNUAL
FUND DISTRIBUTION TO DISTRICTS

BE IT RESOLVED, that the Board of Commissioners of the Tri-Dam Power Authority (“Board”) adopt this Resolution.

WHEREAS, the Board has received and reviewed written information pertaining to the amount of current financial reserves of Tri-Dam Power Authority; and,

WHEREAS, there are excess and available funds remaining on December 31, 2022 after all expenses and obligations of the Authority, and after all requirements for the funding of reserve accounts have been met; and,

WHEREAS, the Board finds that funds are being held by Tri-Dam Power Authority that are in excess of the Authority’s current and near-term business needs; and,

WHEREAS, the Board finds that such excess funds may be more beneficially applied to the Irrigation Districts’ needs and requirements.

NOW THEREFORE BE IT RESOLVED that the Board of Commissioners

1. Determines that funds in the total amount of \$4,400,000 are available for distribution to the Districts;
2. Directs that such distribution shall be made no later than February 28, 2023.
3. Directs the Tri-Dam Power Authority General Manager and Interim Finance Manager to make such distribution, one-half to each District, in a time and manner as is reasonably practical pursuant to the terms of this Resolution.

PASSED AND ADOPTED by the Board of Commissioners of the TRI-DAM POWER AUTHORITY this 16th day of February 16, 2023 by the following vote:

ITEM #6 Review and possible action to approve a capital budget adjustment for Siemens RTU replacement.

Chris Tuggle presented a history of this project which was originally approved in 2022 and explained the remaining budget is a carryover from 2022. Commissioner Orvis moved to approve a budget adjustment of \$35,000 as presented. Commissioner Weststeyn seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Doornenbal, Orvis, Santos, Tobias, Holbrook, Kamper, Roos, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #7 Discussion and/or possible action to change the time and/or date of the March regular meeting due to a scheduling conflict with the Oakdale Ag Scholarship Luncheon.

Summer Nicotero stated the Authority meeting would begin directly after the Project meeting which will begin at 8:00 am.

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

The motion passed by the following roll call vote:

AYES: DeBoer, Doornenbal, Orvis, Santos, Tobias, Holbrook, Kamper, Roos, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: None

ITEM #8 Discussion and/or possible action regarding future Zoom meeting protocols given Proclaimed State of Emergency expires February 28, 2023.

Mia Brown explained that Members of the Board wishing to participate in future meetings remotely must either follow the “regular” teleconferencing requirements under the Brown Act (posting of teleconference location on agenda, location must be accessible to the public, a quorum must be present within jurisdictional boundaries of entity, etc.) or follow “new” procedures recently introduced by AB 2449, which allows teleconferencing for “just cause” or under “emergency circumstances.”

Commissioner DeBoer moved to keep the current Zoom protocols in place for the next six months. Commissioner Santos seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Doornenbal, Orvis, Santos, Tobias, Holbrook, Kamper, Roos, Spyksma, Weststeyn

NOES: None

ABSTAINING: None

ABSENT: None

COMMUNICATIONS

ITEM #9 Commissioner Comments

None.

ADJOURNMENT

President Spyksma adjourned the meeting at 10:52 a.m.

The next Board of Commissioners meeting is scheduled for March 16, 2023, at the offices of Oakdale Irrigation District immediately following the Tri-Dam Project meeting, which commences at 8:00 a.m.

ATTEST:

Summer Nicotero, Secretary
Tri-Dam Power Authority

DRAFT