

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

January 21, 2021
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 9:07 a.m.

OID DIRECTORS

SSJID DIRECTORS

DIRECTORS PRESENT:

TOM ORVIS
ED TOBIAS
LINDA SANTOS
BRAD DeBOER

BOB HOLMES
RALPH ROOS
JOHN HOLBROOK
MIKE WESTSTEYN
DAVE KAMPER

DIRECTORS ABSENT:
HERMAN DOORNENBAL

Also, Present:

Jarom Zimmerman, General Manager, Tri-Dam Project; Brian Jaruszewski, Finance and Administrative Manager, Tri-Dam Project; Genna Modrell, Admin. and Finance Assistant, Tri-Dam Project; Susan Larson, Compliance Coordinator, Tri-Dam Project; Steve Knell, General Manager, OID; Sharon Cisneros, CFO, OID; Mia Brown, General Counsel, SSJID; Matt Weber, Counsel, Downey Brand; Tim Wasiewski, Counsel; Tim O’Laughlin, Counsel.

PUBLIC COMMENT

None.

CONSENT CALENDAR

ITEM #1 Approve the regular board meeting minutes of December 17, 2020.

Director DeBoer moved to approve the consent calendar. Director Weststeyn seconded the motion.

The motion passed by the following roll call vote:

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

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

ACTION CALENDAR

ITEM #2 Discussion and possible action to approve 4th quarter 2020 financial statements and December 2020 statement of obligations.

Brian Jaruszewski presented the 4th quarter financial statements and December statement of obligations and responded to director questions.

Director Kamper moved to accept the 4th quarter financial statements and the December 2020 statement of obligations. Director Santos seconded the motion.

The motion passed by the following roll call vote:

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

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

ITEM #3 Discussion and possible action to approve 2021 Investment Policy.

Brian Jaruszewski presented Tri-Dam Project's draft investment policy for 2021 with recommended changes to the policy.

Director Roos moved to approve the policy as presented. Director Tobias seconded the motion.

The motion passed by the following roll call vote:

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

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

ITEM #4 Discussion and possible action to approve Resolution TDP 2021.01 District Distribution.

Brian Jaruszewski presented the funds available for distribution as of December 31, 2020, in accordance with TDP Resolution 2013-01. Funds available to be distributed totaled \$5.5 million.

Director Holmes moved to approve Resolution TDP 2021.01 and the distribution of \$5.5 million. Director Santos seconded the motion.

The motion passed by the following roll call vote:

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

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

ITEM #5 Discussion and possible action to approve the Personal Protective Equipment (PPE) Purchasing Policy.

Jarom Zimmerman presented the draft personal protective equipment purchasing policy and responded to Director questions.

Director Holmes moved to as presented. Director Tobias seconded the motion.

The motion passed by the following roll call vote:

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

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

ITEM #6 Discuss and possible action to approve Rocky Mountain Power Services to perform 5-year WECC dynamic modeling.

Jarom Zimmerman presented the Rocky Mountain Power Services proposal and responded to Director questions.

Director Kamper moved to approve Rocky Mountain Power Services proposal and Director DeBoer seconded the motion.

The motion passed by the following roll call vote:

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

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

ITEM #7 Discussion and possible action to retain special legal counsel services of Tim O'Laughlin, PLC.

Mia Brown shared that Tim O'Laughlin has started his own separate law practice and requested the Board accept the general terms.

Director Kamper moved to approve to retain Tim O'Laughlin as special legal counsel and Director DeBoer seconded the motion.

The motion passed by the following roll call vote:

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

NOES: Santos

ABSTAINING: None

ABSENT: Doornenbal

ITEM #8 Discussion and possible action to approve the General Manager to begin the process of consolidating Tri-Dam Project and the Tri-Dam Power Authority, with an effective changeover date of January 1, 2022.

Jarom Zimmerman presented the case for combining the Project and Authority into one single entity on the basis that it would reduce costs, clean up bookkeeping, and increase efficiency of Tri-Dam operations. Tri-Dam staff, SSJID General Counsel, and O’Laughlin & Paris have been in discussion on the steps that would need to be taken in order to effect this change and identified some areas that would need to be addressed.

Director Holmes moved to authorize the General Manager to begin the process of consolidating Project and Authority and Director Tobias seconded the motion.

The motion passed by the following roll call vote:

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

NOES: None

ABSTAINING: None

ABSENT: Doornenbal

ITEM #9 Staff Reports

In addition to the other written staff reports, GM Zimmerman responded to Director questions.

ITEM #10 Generation Report

No discussion.

ITEM #11 Fisheries Studies on the Lower Stanislaus River

No discussion.

Recess to Tri-Dam Power Authority

President Orvis recessed to the Tri-Dam Power Authority Board of Commissioners meeting at 10:17 a.m.

The Tri-Dam Project meeting resumed at 10:25 a.m. after the Tri-Dam Power Authority meeting adjourned.

ITEM #12 Directors Comments

Director Santos clarified her vote on item #7 by stating she preferred to see the agreement before voting.

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

ITEM #13 Closed Session

- a. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION
Potential Initiation of Litigation
Government Code § 54956.9(d)(4)
Two (2) cases

- b. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION
Government Code § 54956.9(d)(1)

Tri-Dam v. Resort at Lake Tulloch, LLC
Eastern District of California Case No. 19-cv-01536-DAD-EPG

Tri-Dam v. All Saints Rehab Properties
Eastern District of California Case No. 20-CV-00702-DAD-SKO

Tri-Dam v. MWH Americas, Inc., et al.
Tuolumne County Superior Court, Case No. CV61638

SJTA v. State Water Resources Control Board
Judicial Council Coordination Proceeding 5013

At the hour of 11:30 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 Orvis adjourned the meeting at 11:31 a.m.

The next regular board meeting is scheduled for February 18, 2021, at the offices of South San Joaquin Irrigation District, Manteca, California beginning at 9:00 a.m.

ATTEST:

Jarom Zimmerman
Secretary, Tri-Dam Project