

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

July 16, 2024
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 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:

ED TOBIAS
TOM ORVIS
BRAD DEBOER
LINDA SANTOS

DAVID ROOS
DAVE KAMPER
JOHN HOLBROOK

Also Present:

Summer Nicotero, General Manager, Tri-Dam Project; Genna Modrell, Executive Asst., Tri-Dam Project; Scot Moody, General Manager, OID; Sharon Cisneros, CFO, OID; Gary Wagner, Alliant Insurance Services; Aidan Heisey, Alliant Insurance Services; Rob Posey, Alliant Insurance Services; Chris Brown, C.J. Brown & Co.; Matt Weber, Counsel, Downey Brand; Joe Salazar, Counsel, Lewis Bribois; Tim O’Laughlin, Counsel

PUBLIC COMMENT

None.

CONSENT CALENDAR

- ITEM #1 Approve the regular board meeting minutes of June 20, 2024.**
- ITEM #2 Approve the Financial Statements for the five months ending May 31, 2024**
- ITEM #3 Approve the Treasurer’s Report as of June 30, 2024**
- ITEM #4 Approve the June statement of obligations**

Director Santos moved to approve items one through four as presented. Director Roos seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Kamper, Roos

NOES: None

ABSTAINING: None

ABSENT: Doornenbal, Spyksma, Weststeyn

ACTION CALENDAR

- ITEM #5 Consider Approval of 2024/2025 Insurance Policy Renewal – Presentation by Alliant**

Summer Nicotero and Gary Wagner, Alliant Insurance Services, presented the renewal results and advised the premiums quoted represent an overall increase of 2.88% for property and 8.2% for terrorism. The increase in premium represents an increase in our replacement value as a result of our increased revenue projections related to the new power purchase agreement.

Director DeBoer moved to approve the 2024/2025 insurance policy renewals as presented. Director Holbrook seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Kamper, Roos

NOES: None

ABSTAINING: None

ABSENT: Doornenbal, Spyksma, Weststeyn

ITEM #6 Consider Adoption of Resolution TDP 2024-05 approving the Semi-Annual Distribution to Oakdale Irrigation District and South San Joaquin Irrigation District

TRI-DAM PROJECT
RESOLUTION NO. TDP 2024-05
RESOLUTION AUTHORIZING SEMI-ANNUAL
FUND 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 2022-04, dated February 17, 2022 rescinding and superseding all previous resolutions and,

WHEREAS, the Joint Boards have received and reviewed written information pertaining to the amount of current financial reserves of Tri-Dam Project and,

WHEREAS, the Joint Boards finds that the requirements of Resolution 2022-04 have been met and,

WHEREAS, the Joint Boards finds that funds are being held by Tri-Dam Project that are in excess of the Project’s current and near-term business needs and,

WHEREAS, the Joint Boards finds that such excess funds may be more beneficially applied to District needs and requirements.

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. Determines that funds in the total amount of \$11,116,705 are available for distribution to the Districts;
3. Directs that such distribution shall be made no later than July 31, 2024.
4. Directs the Tri-Dam Project General Manager to make such distribution, one-half (\$5,558,000) to each District, in a time and manner as is reasonably practical pursuant to the terms of this Resolution.

Director Kamper moved to adopt resolution TDP 2024-05 as presented. Director DeBoer seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Kamper, Roos

NOES: None

ABSTAINING: None

ABSENT: Doornenbal, Spyksma, Weststeyn

ITEM #7 Consider Approval of CalPERS Unfunded Accrued Liability Payment and Approve Making Payment Annually Without Returning to the Board of Directors for Approval

Director Holbrook moved to approve the lump sum payment of CalPERS unfunded accrued liability for FY 2024/2025 and approve making the payment annually without returning to the Board of Directors for approval providing the Board be notified if there is a notable change in trend and an end of period report showing budget vs. paid. Director Santos seconded the motion.

The motion passed by the following roll call vote:

AYES: Orvis, Santos, Tobias, Holbrook, Kamper, Roos

NOES: DeBoer

ABSTAINING: None

ABSENT: Doornenbal, Spyksma, Weststeyn

ITEM #8 Consider Approval of 2024 Annual FERC Administrative Fees

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

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Kamper, Roos

NOES: None

ABSTAINING: None

ABSENT: Doornenbal, Spyksma, Weststeyn

ITEM #9 Consider Approval to Reclassify the Finance Manager position to an Accounting Supervisor and Subsequent Salary Schedule Adjustment

Director Santos moved to approve the proposed reclassification of the Finance Manager position to an Accounting Supervisor, and approve the job description and compensation as presented. Director Roos seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Kamper, Roos

NOES: None

ABSTAINING: None

ABSENT: Doornenbal, Spyksma, Weststeyn

ITEM #10 Consider Approval of Rocky Mountain Power Services to Re-verify Equipment and Provide an Updated Arc Flash Hazard Program

Summer Nicotero provided background and explained the need to update and implement an Arc Flash Hazard Program which will ensure compliance with safety regulations, but also improves workplace safety by effectively identifying and mitigating arc flash hazards.

Director Santos 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, Kamper, Roos

NOES: None

ABSTAINING: None

ABSENT: Doornenbal, Spyksma, Weststeyn

ITEM #11 Consider Approval of 2023 Audited Financial Statements for year ending 12/31/23

Approval of Tri-Dam Project's 2023 audited financials were based upon the presentation by Sharon Cisneros and Chris Brown from C.J. Brown & Company. Sharon advised the Project's accounting records are clean.

Director Holbrook moved to accept the 2023 audited financials as presented. Director Santos seconded the motion.

The motion passed by the following roll call vote:

AYES: DeBoer, Orvis, Santos, Tobias, Holbrook, Kamper, Roos

NOES: None

ABSTAINING: None

ABSENT: Doornenbal, Spyksma, Weststeyn

COMMUNICATIONS

ITEM #12 Staff Reports:

A. General Manager, Summer Nicotero

- In addition to her report, Summer added there is a second candidate for the Operations & Maintenance Manager which she will be interviewing tomorrow.

B. Operations Report, Brett Gordon

- No discussion.

C. Maintenance Report, Daniel Hogue

- No discussion.

D. Compliance Report, Tracey McKnight

- No discussion.

ITEM #13 Generation Report

Summer Nicotero advised the report has been modified further and would appreciate any feedback.

ITEM #14 Fisheries Studies on the Lower Stanislaus River

No discussion.

ITEM #15 Directors Comments

Director Holbrook thanked staff, Sharon and OID for completing the audit. Also, maintenance seems to be solidified, please thank them.

Director Roos thanked Summer Nicotero and staff. He also thanked Daniel Hogue for the tours of the Peeled Onion rockslide, Hells Half Acre bypass road and Donnell's Powerhouse is looking good. Excellent job on the drainage work.

Director Tobias thanked staff and Summer Nicotero and stated things are looking good.

Director Santos agreed with all the comments and thanked Summer Nicotero and stated it you was a good choice to bring you on. Tri-Dam is running like a well-oiled machine and solidified.

Director DeBoer agreed with all the comments and advised to keep everyone safe.

Director Orvis agreed with all comments, enjoyed the June meeting interacting with staff and employees show pride in ownership.

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

President Orvis recessed to the Tri-Dam Power Authority Board of Commissioners meeting at 9:59 a.m.

The Tri-Dam Project meeting resumed at 10:05 a.m. after the Tri-Dam Power Authority meeting adjourned.

Peter Rietkerk, General Manager and Mia Brown, Counsel, SSJID, arrived for closed session.

The Board took a brief recess at 10:05 a.m. and convened to Closed Session at 10:20 a.m.

ITEM #13 Closed Session

13. a. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION
Government Code § 54956.9(d)(1)
 1. *Lee Tyler et al. v. Oakdale Irrigation; et al.*
Calaveras Superior Court Case No. 17CV42319
 2. *Vera Whittenburg v. Tri-Dam Project, Oakdale Irrigation District, South San Joaquin Irrigation District*
County of San Joaquin Superior Court
Case No. STK-CV-UWT-2023-0013574
- b. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION
Significant Exposure to Litigation
Government Code §54956.9(d)(2)
One (1) case
- c. CONFERENCE WITH REAL PROPERTY NEGOTIATOR
Government Code §54656.8
Property: Canyon Tunnel
Agency Negotiator: SSJID General Manager
Negotiating Parties: Mangante, Rancheria Del Rio Estanislus, LLC
Under Negotiation: Price and Terms of Payment of Sale

At the hour of 11:14 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 11:15 a.m.

The next regular board meeting is scheduled for August 15, 2024, at the offices of South San Joaquin Irrigation District beginning at 9:00 a.m.

ATTEST:

Summer Nicotero, Secretary
Tri-Dam Project