

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

November 15, 2018
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 Kuil called the meeting to order at 9:11 a.m.

OID DIRECTORS

SSJID DIRECTORS

DIRECTORS PRESENT:

HERMAN DOORNENBAL
LINDA SANTOS
TOM ORVIS
BRAD DE BOER

BOB HOLMES
RALPH ROOS
DALE KUIL (*left at 11:30am*)
DAVE KAMPER

DIRECTORS ABSENT:

GAIL ALTIERI, JOHN HOLBROOK

Also, Present:

Ron Berry, General Manager and Secretary, Tri-Dam Project; Rick Dodge, Finance Manager, Tri-Dam Project; Genna Modrell, Finance Asst., Tri-Dam Project; Susan Larson, License Compliance Coordinator, Tri-Dam Project; Steve Knell, General Manager, OID; Sharon Cisneros, CFO, OID; Mia Brown, Counsel, SSJID; Peter Rietkerk, General Manager, SSJID; Bere Lindley, Assist. General Manager, SSJID; Doug Demko and Andrea Fuller, FishBio

PUBLIC COMMENT

None.

President Orvis request item (4) FishBio presentation be taken out of order before item (3) Draft 2019 Budget.

ITEM #1 Review and approve the minutes from the September 20, 2018 Regular Meeting

President Kuil presented the September 20, 2018 minutes of the Regular Board meeting. Director Holmes advised that the meeting location was SSJID's offices in Manteca. Director Roos moved to approve the October 18, 2018 minutes of the Regular Board meeting with the noted correction. Director Santos seconded the motion. The motion passed OID 4-0, SSJID 4-0.

ITEM #2 Financial Matters

a) Review and Approve the Financial Statements

Finance Manager Dodge reviewed the October 2018 financial statements, noting net revenue of \$1.5 million for the month.

b) Review Investment Portfolio and Reserve Fund Status

Finance Manager Dodge presented the monthly activity and securities held in each of the Project's reserve funds. Director Holmes questioned why funds have not been transferred from the operating reserve to the Project's bank account to reimburse the \$3.0 million pay down of the Project's unfunded pension liability in September. FM Dodge advised that the funds are being left in the operating fund temporarily since it earns a greater yield than what the Project's bank pays, but will be transferred out before the end of the year to be available for distribution in January.

c) Review and Approve the Statement of Obligations

Finance Manager Dodge reviewed the monthly statement of obligations and responded to questions.

Director Kuil moved to approve the financial statements and statement of obligations as presented. Director Doornenbal seconded the motion. The motion passed OID 4-0, SSJID 4-0.

ITEM #4 Review and consider approval of 2019 budget

Mr. Dodge presented the draft 2019 budget, and reviewed various revenue and expense accounts and the related underlying assumptions used. Discussion will continue at the Advisory Committee meeting on December 3, and will be brought back to the Board on December 20 for final vote.

Director Kuil left the meeting at 11:30 a.m.

ITEM #3 FishBio presentation, review, and consider approval of 2019 budget proposal

Doug Demko and Andrea Fuller from FishBio gave a presentation to update the Board on 2018 accomplishments and potential 2019 activities. Mr. Demko noted that FishBio's studies conclude that the vast majority of fish returning to the river are hatchery fish, and predation continues as a significant cause of mortality.

Mr. Demko also discussed FishBio's proposed 2019 budget, recommending a total budget of \$1.75 million.

Director Kamper moved to approve the FishBio budget as presented. Director DeBoer seconded the motion. The motion passed OID 4-0, SSJID 4-0.

ITEM #5 Review and consider approval of Conflict Interest Code amendments and initiation of public comment period

FM Dodge presented a revised Conflict of Interest policy, explained the amendments, and explained a Board vote initiates the 45-day public comment period. The Board recommended the Project boundaries be defined as from within two miles of any facilities or land owned by Tri-Dam.

Director Roos moved to approve with the added language. Director Doornenbal seconded the motion. The motion passed with a roll call vote: OID 4-0; SSJID 3-0

ITEM #6 Review and consider approval of amendments to the Tri-Dam Project employee handbook

FM Dodge presented proposed amendments to the Tri-Dam employee handbook, and advised that the majority of the changes were updates for legal compliance, and that all revisions have been reviewed by counsel.

Two areas were unresolved and will need to be brought back to the Board at the December 2018 meeting: 1) Director DeBoer suggested employee contact for dispute resolution or reporting various violations be the General Managers of OID and SSJID instead of the Board Presidents. OID GM Knell advised OID policy states the Board President first or any Director, and 2) GM Knell questioned the change of paying double time to unrepresented non-exempt staff simply for the reason of being consistent with represented employees. GM Knell stated that he believed the proposed overtime change for unrepresented employees should go through the meet and confer process. The Directors also agreed the end of the first sentence of item 8.3 regarding cell phone use should include "for business purposes."

It was agreed that the revisions are to be brought back before the Board at the December meeting.

ITEM #7 Presentation and consider approval of Resolution TDP 2018.07 Tulloch Planned Development Application

GM Berry presented the staff memo and Resolution TDP 2018.07 Tulloch Planned Development Application.

Susan Larson answered questions and explained that Calaveras County requested this resolution. Mia Brown recommended conforming to the county's request and modifying the language in number 1. as follows:

The Joint Board of Directors of the Oakdale Irrigation District and South San Joaquin Irrigation District, conducting business of the Tri-Dam Project hereby authorizes and directs General Manager Ron Berry to sign the County's Planned Development Application and authorizes and directs Ron Berry and Susan Larson to complete all related documents and do all things necessary and proper to complete the application process.

Director Doornenbal moved to approve Resolution TDP 2018.07 with the modified language. Director Roos seconded the motion. The motion passed with a roll call vote: OID 4-0, SSJID 3-0.

ITEM #8 Purchase Authorizations

- a. 2018.11.01 Snow Plow Quote – Pape Machinery

GM Berry explained staff recommends purchasing only the Henke blade for \$15,782 plus tax.

Director Roos moved to approve PA 2018.11.01 in the amount \$15,782 plus tax. Director Doornenbal seconded the motion. The motion passed OID 4-0, SSJID 3-0.

ITEM #9 Discussion and update on the Stanislaus River Basin Plan

GM Rietkerk stated there is no significant update at this time. The consultant continues to analyze the data provided.

ITEM #10 Staff Reports

In addition to the written reports, GM Berry advised the Tri-Dam Advisory meeting will be December 3 at SSJID in Manteca, and inquired if any Directors will be attending the ACWA Fall Conference in San Diego.

ITEM #11 Generation Report

GM Berry advised the Board that annual maintenance at Beardsley is complete and the plant is back online. Sandbar annual maintenance should be complete and back online by November 16.

ITEM #12 Fisheries Studies on the Lower Stanislaus River

No discussion.

ITEM #13 Directors Comments

None.

Recess to Tri-Dam Power Authority

President Orvis recessed to the Tri-Dam Power Authority Board of Commissioners meeting at 12:27 p.m.

The Tri-Dam Project meeting resumed at 12:31 p.m. after the Tri-Dam Power Authority meeting adjourned.

ITEM #14 Closed Session

GM Berry announced before closed session that the following items would be discussed:

- a. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION
Potential Initiation of Litigation
Government Code § 54956.9(d)(4)
Three (3) Cases
- b. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION
Significant Exposure to Potential Litigation
Government Code § 54956.9(d)(2)
One (1) Case
- c. PUBLIC EMPLOYEE DISCIPLINE/DISMISSAL/RELEASE
Government Code section 54957(b)

President Orvis announced out of closed session no reportable action taken.

ADJOURNMENT

President Orvis adjourned the meeting at 12:52 p.m.

The next regular board meeting is scheduled for December 20, 2018, at South San Joaquin Irrigation District in Manteca, California beginning at 9:00 a.m.

ATTEST:

Ron Berry
Secretary, Tri-Dam Project