

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

October 17, 2019  
Manteca, 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 South San Joaquin Irrigation District located in Manteca, 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 Kamper called the meeting to order at 9:00 a.m.

**OID DIRECTORS**

**SSJID DIRECTORS**

***DIRECTORS PRESENT:***

BRAD DeBOER  
HERMAN DOORNENBAL  
GAIL ALTIERI  
LINDA SANTOS

DAVE KAMPER  
RALPH ROOS  
JOHN HOLBROOK  
MIKE WESTSTEYN

***DIRECTORS ABSENT:***  
TOM ORVIS; BOB HOLMES

***Also, Present:***

Jeff Shields, Interim General Manager, Tri-Dam Project; Rick Dodge, Finance Manager, Tri-Dam Project; Genna Modrell, Finance Assistant, Tri-Dam Project; Brian Belitz, Operations Supervisor, Tri-Dam Project; Susan Larson, License Compliance, Tri-Dam Project; Mia Brown, Counsel, SSJID; Steve Knell, General Manager, OID; Peter Rietkerk, General Manager, SSJID; Jason Jones, Support Services Manager, OID

***PUBLIC COMMENT***

None.

***CONSENT CALENDAR***

ITEM #1 Approve the amended regular board meeting minutes of August 15, 2019.

ITEM #2 Approve the regular board meeting minutes of September 19, 2019.

ITEM #3 Approve the special board meeting minutes of October 3, 2019.

Director Holbrook moved to approve the Consent Calendar items #1, 2, and 3 as presented. Director DeBoer seconded the motion. The motion passed OID 4-0, SSJID 4-0.

## **ACTION CALENDAR**

### ***ITEM #4 Quarterly presentation of monthly and year-to-date financial statements and September statement of obligations***

Finance Manager Dodge reviewed the September 2019 financial statements, noting net revenue of \$2.27 million for the month, presented the quarterly activity and securities held in each of the Project's reserve funds, and reviewed the September statement of obligations and responded to questions.

Director DeBoer moved to file the financial statements and statement of obligations as presented. Director Roos seconded the motion. The motion passed OID 4-0, SSJID 4-0.

### ***ITEM #5 Discussion and possible action to approve amendments to records retention policy and Resolution TDP 2019-08a, as well as discussion and possible action to approve destruction of selected records***

Finance Manager Dodge presented an amended resolution and policy authorizing Department Heads and the General Manager to approve the destruction of records as well as approve a list of specific records to destroy.

Director Holbrook moved to table the resolution and policy amendments and authorize destruction of the selected records as presented. Director Doornenbal seconded the motion. The motion passed OID 4-0, SSJID 4-0.

### ***ITEM #6 Discussion and possible action to approve MTR3000 Repeater and Duplexer with Battery Backup for Mt. Elizabeth***

Interim GM Shields presented the quotes for the repeater and duplexer and answered Director questions.

Director Roos moved to approve the repeater and duplexer as presented. Director Altieri seconded the motion. The motion passed OID 4-0, SSJID 4-0.

### ***ITEM #7 Discussion and possible action to approve new lighting for Beardsley Service Center***

Interim GM Shields presented the quotes for new lighting at the Beardsley Service Center and answered Director questions.

Director Santos moved to approve the new lighting as presented. Director Weststeyn seconded the motion. The motion passed OID 3-1, SSJID 4-0. Director Doornenbal voted no.

### ***ITEM #8 Review and authorize the permitting process for vegetation management facilities, application requirements and fee***

Susan Larson presented the updated plan, using information gathered from stakeholders at Tulloch, and resources agencies. The plan notes that private landowners are responsible for their privately owned facilities; however, Tri-Dam must approve any activity that occurs within the FERC boundary (515' contour elevation and below). An application form, including description of facilities and method of treatment would be required.

Director Santos moved to approve a vegetation management application fee of \$500 to cover the administrative costs, and include a performance deposit of \$1,000 to cover the cost of potential removal by Tri-Dam if required. Director Holbrook seconded the motion. The motion passed OID 4-0, SSJID 4-0.

***ITEM #9 Discussion and possible action to approve Preliminary Seepage Mitigation Recommendations Tulloch Dam Spillway Engineering and Design Services***

Jason Jones, OID Support Services Manager, presented preliminary seepage mitigation recommendations and the related pre-construction and construction services proposal from Condor Earth Technologies, and answered Director questions.

Director Holbrook moved to authorize OID General Manager to execute Amendment No. 1 to Work Release No. 020 to Condor Earth Technologies not to exceed \$30,426, and to enter into an Agreement with the contractor selected through the RFP process not to exceed \$225,000. Director Doornenbal seconded the motion. The motion passed OID 4-0, SSJID 4-0.

***ITEM #10 Discussion and update on the Stanislaus River Basin Plan***

No discussion.

***ITEM #11 Discussion and announcement regarding acceptance of Donnells Thrust Bearing insurance claim settlement***

FM Dodge announced the acceptance of a settlement agreement and receipt of \$950,000 pertaining to the Donnells Thrust Bearing claim.

***ITEM #12 Staff Reports***

In addition to the written reports, Jeff Shields reminded the Board and staff that Tulloch Reservoir is not a lake and all documents and signage should reflect Tulloch Reservoir.

***ITEM #13 Generation Report***

No discussion.

***ITEM #14 Fisheries Studies on the Lower Stanislaus River***

No discussion.

***ITEM #15 Directors Comments***

Director DeBoer thanked Susan Larson and all staff that participated on the Shoreline Management Conference.

Director Santos added staff did an outstanding job and was glad she attended.

Director Roos advised the next SJTA meeting is November 18 in Turlock.

### ***Recess to Tri-Dam Power Authority***

President Kamper recessed to the Tri-Dam Power Authority Board of Commissioners meeting at 10:35 a.m.

The Tri-Dam Project meeting resumed at 10:40 a.m. after the Tri-Dam Power Authority meeting adjourned.

President Kamper announced that closed session item 16d should move to open session. Director DeBoer moved to change the agenda as presented. Director Holbrook seconded the motion. The motion passed OID 4-0, SSJID 4-0.

### ***ITEM #16 Closed Session***

President Kamper 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)  
Four (4) cases
- b. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION  
Consideration of Initiation of Litigation  
Government Code § 54956.9(d)(4)  
One (1) case

At the hour of 10:54 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.

### ***ITEM 16(d) PUBLIC EMPLOYMENT – General Manager***

Labor negotiator, Tri-Dam Interim General Manager Jeff Shields, relayed to the Board items negotiated with selected General Manager Candidate Jarom Zimmerman.

**\*\*Director Roos excused himself at 11:25 a.m. due to another commitment\*\***

A motion was made by Director Holbrook, seconded by Director Doornenbal to make the following offer regarding compensation and fringe benefits:

\$190,000 base salary, with no housing stipend.

457 Deferred Compensation Plan – Employer will match up to \$3,500.00 annually.

Sick Leave is useable as accrued; there shall be no “probationary” or “waiting period.”

Initial Vacation shall be 120 hours, accrued per Employer’s existing policy and shall be useable as accrued, with no “probationary” or “waiting period.”

Administrative Time shall be 40 hours, vesting on a pro-rated quarterly basis until December 31 (10 hours), then fully vesting thereafter (40 hours annually on January 1).

Employer shall pay reasonable relocation and moving expenses for one (1) move, relocating Employee from current state of residence to California. Relocation and moving expenses shall include, but are not limited to the following:

- a) Breakage fees/penalties associated with Employee's current residential lease (Employer to receive copy of existing lease and to make payments directly to Landlord);
- b) Moving expenses, including moving company charges in packing, transporting, and unpacking Employee's household;
- c) Transportation costs in moving Employee and family to California.

Employee shall be required as a job-related requirement, to use Employer-provided housing at Tri-Dam headquarters in Strawberry for a period no less than the first six months of employment.

The Board Presidents of OID and SSJID are given the authority to approve minor, non-substantive adjustments to the offer of employment as necessary.

The motion passed. OID 4-0, SSJID 3-0. Directors Orvis, Holmes and Roos were absent.

SSJID General Counsel presented a draft of the proposed General Manager Employment Contract.

A motion was made by Director Weststeyn, seconded by Director Santos to approve the form of contract to incorporate the terms of employment decided by the Board, and with the following amendments:

- a) Include a provision requiring an employee performance review after the first six (6) months of employment, at one (1) year of employment, and then at least annually thereafter;
- b) Incorporate a flat-severance payment equal to six (6) months' salary; and
- c) Amend Arbitration provision to comply with recently enacted AB 51 regarding inapplicability of mandatory arbitration provisions to Labor Code and FEHA claims after January 1, 2020.

The motion passed. OID 4-0, SSJID 3-0. Directors Orvis, Holmes and Roos were absent.

## ***ADJOURNMENT***

President Kamper adjourned the meeting at 11:52 a.m.

The next regular board meeting is scheduled for November 21, 2019, at Oakdale Irrigation District in Oakdale, California beginning at 9:00 a.m.

ATTEST:

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Jeff Shields  
Interim Secretary, Tri-Dam Project