

MINUTES OF THE SPECIAL COMMISSION OF THE SAN JOAQUIN TRIBUTARIES AUTHORITY

The Commission of the San Joaquin Tributaries Authority met in special session on the 7th day of August, 2023 at 10:05 a.m., conducted in-person and via Zoom Webinar from Turlock, California.

Attending were the following representatives of the member agencies:

Michael Frantz – Turlock Irrigation District (Chair)
Mike Weststeyn – South San Joaquin Irrigation District (Vice-Chair)
Robert Frobose – Modesto Irrigation District
Newsha Ajami – City and County of San Francisco (via Zoom)

PUBLIC COMMENT

There were no comments from the public.

MOTION APPROVING COMMISSION MEETING MINUTES

Moved by Commissioner Frobose, seconded by Commissioner Weststeyn, that the special meeting minutes of May 8, 2023 be approved as presented.

All voted in favor with none opposed. The Chair declared the motion carried.

DISCUSSION REGARDING APPOINTMENT OF DEPUTY SECRETARY

Chair Michael Frantz stated that current Commission Secretary, Tami Wallenburg, would be retiring from TID at the beginning of the year and there is a need to appoint a Deputy Secretary to the commission for succession planning purposes. Hearing no objections, the Commission took the following action:

MOTION APPOINTING DEPUTY SECRETARY

Moved by Commissioner Frobose, seconded by Commissioner Ajami, that Jennifer Land is hereby appointed as Deputy Secretary to the San Joaquin Tributaries Authority, effective August 7, 2023.

All voted in favor with none opposed. The Chair declared the motion carried.

PRESENTATION OF TREASURER'S REPORT

Treasurer Michael Clipper presented the Statement of Cash Receipts and Disbursements, Revenue and Expenditures Budget Report and Member Cash Call through the end of July 2023.

As of July 1, the San Joaquin Tributaries Authority had funds available in the amount of \$885,405.37. Mr. Clipper reported no disbursements for the month of July leaving cash on hand in the amount of \$885,405.37. Mr. Clipper then reviewed upcoming disbursements for August with Commissioner Frantz commenting on interest rate changes and perhaps looking into the possibility of a different type of account for a better return with Commissioner Weststeyn concurring. Mr. Clipper stated he would look into the matter. Hearing no further comments, the Commission took the following action:

MOTION APPROVING TREASURER'S REPORT

Moved by Commissioner Weststeyn, seconded by Commissioner Frobose, that the Treasurer's Report through July 31, 2023, be approved as presented.

All voted in favor with none opposed. The Chair declared the motion carried.

DISCUSSION REGARDING PROPOSED SETTLEMENT AGREEMENT

General Counsel Art Godwin reviewed the proposed settlement agreement between the SJTA and Oakdale Irrigation District (OID) with several commissioners commenting on the need to revise the wording within the bylaws when a member chooses to leave when there are ongoing costs related to pending lawsuits. Commissioner Ajami stated there needs to be more thought and a consensus among members with Commissioner Frantz agreeing there needs to be a provision for off roads to exit that are fair to each member. Commissioner Frobose agreed stating there are conflicting statements within the bylaws that need to be clarified and suggested revising the period in which a member can depart after submitting notification due to financial legal obligations. Commissioner Frantz expressed hope OID would return in the future with Oakdale citizen Linda Santos appreciating his comment and agreeing "we are better together as a united front."

RESOLUTION NO. 2023 - 3

RESOLUTION APPROVING THE SETTLEMENT AGREEMENT AND MUTUAL GENERAL RELEASE BETWEEN THE SAN JOAQUIN TRIBUTARIES AUTHORITY AND OAKDALE IRRIGATION DISTRICT

WHEREAS, on May 22, 2022, Oakdale Irrigation District ('OID') provided written notice to the Secretary of the San Joaquin Tributaries Authority ('SJTA') that OID intended to withdraw from the SJTA; and

WHEREAS, on May 8, 2023, the SJTA Commission authorized Commissioners Weststeyn and Frantz to meet with OID to settle OID's Claim and Complaint with SJTA; and

WHEREAS, on May 17, 2023, OID filed a claim against the SJTA and sent a draft complaint alleging breach of contract and declaratory relief against SJTA; and

WHEREAS, on July 11, 2023, the Board authorized OID's General Manager and General Counsel to settle the Claim and Complaint with SJTA; and

WHEREAS, the Parties agree that it is in the best interests of all Parties to resolve and settle any and all claims which may now exist or which may hereafter accrue to or against a party to this Agreement.

NOW, THEREFORE, BE IT RESOLVED by the Commission of the San Joaquin Tributaries Authority that the attached Settlement Agreement and Mutual General Release is hereby approved, and the President of the SJTA is authorized to execute on behalf of the SJTA.

Moved by Commissioner Frobose, seconded by Commissioner Ajami, that the foregoing resolution be adopted.

Upon roll call the following vote was had:

Ayes:	Commissioners Weststeyn, Frobose, Ajami, Frantz
Noes:	Commissioners - None
Absent:	Commissioners - None

The Chair declared the resolution adopted.

STRATEGIC PLAN IMPLEMENTATION – ADMINISTRATIVE STRUCTURE

Consultant Jennifer Persike reviewed Phase II of the Strategic Plan implementation. She reviewed numerous goals and priorities described in the Plan including the internal goal of One Voice which would elevate the identity and effectiveness of the SJTA by developing a unified voice. The strategy to achieve this goal would be to develop a plan to create a sustainable administrative structure, including program management, staff supported committees, budgeting and contracting capacities. The proposed action to develop the strategy would be to retain an Administrator to stand up the new structure, modify governing documents, refreshing the SJTA website/branding, and build the job description for a longer-term executive director position. Ms. Persike then reviewed a budget estimate for the proposed administrator based on 40 hours per month at \$350.00/hr., totaling \$70k for the remainder of 2023. She recommended the Commission authorize the various general managers to move forward to identify and retain an Administrator (independent consultant) within the approved 2023 budget for Strategic Plan implementation. Commissioners discussed at length and agreed upon the need to hire an Administrator to assist not only in the creation of a job description for a proposed Executive Director position at some point but to also develop a possible tiered type of membership in the future as well as a restructuring of the bylaws and refreshing the website among other duties.

Several of the general managers spoke regarding their desire to have Ms. Persike fulfill the role of Administrator noting they have worked with her extensively over the past year in creating the current Strategic Plan and citing her vast experience in working with other joint power authorities across the state. Further discussion by the commissioners included positive comments regarding Ms. Persike's experience in the industry with each concurring her expertise makes her the right choice for the commission at this time. Ms. Persike thanked them for their support stating she is "invested in their success."

She noted she will focus on a January 2024 timeline for possible recruitment of an Executive Director with Commissioner Ajami desiring the conversations among general managers begin sooner than later on creating the model for the position.

MOTION ADJOURNING TO CLOSED SESSION

Moved by Commissioner Weststeyn, seconded by Commissioner Frobose, that the Commission adjourn to closed session:

A. Conference with Legal Counsel – Existing Litigation

California Government Code Section 54956.9

San Joaquin Tributaries Authority, et al vs. California State Water Resources Control Board

Tuolumne County Superior Court - Case Number CV62094

Judicial Council Coordinated Proceeding No.5013

- Valerie Kincaid, Legal Counsel

B. Conference with Legal Counsel – Existing Litigation

California Government Code Section 54956.9

San Joaquin Tributaries Authority vs. California State Water Resources Control Board

Fresno County Superior Court - Case Number 21CECG02632

- Valerie Kincaid, Legal Counsel

C. Conference with Legal Counsel – Existing Litigation

California Government Code Section 54956.9

San Joaquin Tributaries Authority, et al vs. California State Water Resources Control Board

Court of Appeals 6th District – Case No. H047270

- Valerie Kincaid, Legal Counsel

D. Conference with Legal Counsel – Anticipated Litigation

California Government Code Section 54956.9(d)(4)

Anticipated Litigation – one potential case

State Water Board Consideration of Adopting Biological Goals

- Valerie Kincaid, Legal Counsel

E. Conference with Legal Counsel – Anticipated Litigation

California Government Code Section 54956.9(d)(2)-(3)

Anticipated Litigation – two potential cases

Potential future State Water Board Action

- Valerie Kincaid, Legal Counsel

All voted in favor with none opposed. The Chair declared the motion carried.

RECONVENE – OPEN SESSION

The commission meeting was reconvened at 12:08 p.m. in open session with all officers present as per the previous session.

REPORT OF ANY ACTION TAKEN IN CLOSED SESSION

The Chair announced no reportable action was taken in closed session.

MATTERS TOO LATE FOR THE AGENDA

There were none.

FUTURE MEETING

The next regular meeting is scheduled for 10:00 a.m. on November 13, 2023.

ADJOURNMENT

There being no further business, moved by Commissioner Frobose, seconded by Commissioner Ajami, that the meeting be adjourned at 12:09 p.m.

All voted in favor with none opposed. The motion was carried.

Tami Wallenburg
Secretary to the Commission