

SPECIAL JOINT MEETING

MINUTES October 27, 2020

ATTENDANCE

JAMES IRRIGATION DISTRICT

DIRECTORS PRESENT: (5)

Robert Motte, President
Micah Combs, Vice-President
Robert Barcellos
Riley Chaney
Jeremy Hughes

EXCUSED: NONE

ABSENT: NONE

RECLAMATION DISTRICT NO. 1606

TRUSTEES PRESENT: (3)

Gerald W. Kinnunen, President
Wm. Cory Carvalho, Vice-President
Jeff Yribarren

EXCUSED:

None

ABSENT:

None

STAFF PRESENT: (3)

Emanuele Amorelli, Business Manager
Donna Hanneman, Executive Assistant
Kenneth Mancini, Superintendent

LANDOWNERS / GROWERS: NONE

PUBLIC / CONSULTANTS: (6)

YOUNG WOOLDRIDGE, LLP

Alan F. Doud, Esq. (telephone: 2:01-3:42 pm)
Jerry Pearson, Esq. (telephone: 2:20-3:00 p.m.)

BARTKIEWICZ KRONICK & SHANAHAN

Ryan S. Bezerra, Esq. (telephone: 3:00-3:38 p.m.)

McCORMICK BARSTOW, LLP

Ben Nicholson, Esq. (telephone: 3:00-3:38 p.m.)

STRADLING YOCCA CARLSON & RAUTH

Douglas S. Brown, Esq. (telephone: 2:01-2:30 p.m.)

ALLIANCE COMPANIES USA

Aditya Kajaria, CFA (telephone: 2:01-2:30 p.m.)

I. CALL TO ORDER

A Special Joint Meeting of the Board of Directors of JAMES IRRIGATION DISTRICT and the Board of Trustees of RECLAMATION DISTRICT NO. 1606 was held Tuesday, October 27, 2020, at 8749 9th Street, San Joaquin, California. The meeting was called to order at 2:01 p.m., by JAMES IRRIGATION DISTRICT President, Robert Motte. Each Board was represented by a full quorum that was at all times present and acting.

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II. OTHER BUSINESS / PUBLIC COMMENTS

A. PUBLIC COMMENTS

None

B. ADDITIONS / CORRECTIONS TO THE AGENDA

There were no corrections/additions to the Agenda.

C. POTENTIAL CONFLICTS OF INTEREST [FPPC §87105]

Directors and Trustees were given an opportunity to identify potential conflicts-of-interest with items appearing on the Agenda; none were reported.

III. ACTION ITEMS

JAMES IRRIGATION DISTRICT

A. RESOLUTION 2020-12 CORPORATE AUTHORIZATION RESOLUTION ^(10/27/2020) (Att.1)

M/S/C (R.CHANEY / M.COMBS) to UNANIMOUSLY APPROVE CORPORATE AUTHORIZATION RESOLUTION AUTHORIZING THE FOLLOWING AS SIGNATORIES ON JAMES IRRIGATION DISTRICT BANK/INVESTMENT ACCOUNTS:

1. Robert Motte
2. Micah Combs
3. Jeremy Hughes
4. Riley Chaney
5. Robert Barcellos
6. Emanuele Amorelli

AYES: 5 (R.Chaney, M.Combs, R.Barcellos, J.Hughes, R.Motte)

B. SECRETARY-TREASURER / ASSESSOR-COLLECTOR ^(10/27/2020)

M/S/C (M.COMBS / R.BARCELLOS) to UNANIMOUSLY APPOINT the following officers:

Secretary-Treasurer: Jeremy Hughes (Replacing Steven P. Stadler)
Assessor-Collector Riley Chaney (Replacing Steven P. Stadler)

AYES: 5 (M.Combs, R.Barcellos, R.Chaney, J.Hughes, R.Motte)

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C. CONTRACT FINANCING (10/13/2020)

Alliance Funding is set to close the CVP repayment financing loan on Thursday, October 29th. Counsel, Doug Brown reported all documents have been fully negotiated. The next milestone will occur when the validation action is approved by the Court a few months from now. A final draft of the Installment Purchase Agreement Between James Irrigation District and Alliance Funding Solutions, Inc., was distributed for review. (Att.?) Aditya "Adi" Kajaria reported the initial taxable loan rate will be 2.9% but will adjust down to the 2.4% tax-exempt rate when contract has been converted.

RECLAMATION DISTRICT NO. 1606

A. RESOLUTION 2020-04, CORPORATE AUTHORIZATION RESOLUTION (10/27/2020) (Att.3)

M/S/C (J.YRIBARREN / W.CARVALHO) to UNANIMOUSLY APPROVE CORPORATE AUTHORIZATION RESOLUTION AUTHORIZING THE FOLLOWING AS SIGNATORIES ON RECLAMATION DISTRICT NO. 1606 BANK/INVESTMENT ACCOUNTS:

1. Gerald W. Kinnunen
2. Wm. Cory Carvalho
3. Emanuele Amorelli

AYES: 3 (J.Yribarren, W.Carvalho, G.Kinnunen)

**The James Irrigation District and Reclamation District No. 1606 Boards adjourned to a
Joint Closed Session at 2:20 p.m.**

Attending:

James Irrigation District:
Robert Motte, President
Micah Combs, Vice-President
Robert Barcellos, Director
Riley Chaney, Director
Jeremy Hughes, Director

Staff:

Emanuele Amorelli

Consultants:

Young Wooldridge, LLP
Alan F. Doud, Esq. (telephone)
Jerry Pearson, Esq. (telephone)

Reclamation District No. 1606:
Gerald W. Kinnunen, President
Wm. Cory Carvalho, Vice-President

IV. CLOSED SESSION GOVERNMENT CODE §54957 – PUBLIC EMPLOYEE DISCIPLINE / DISMISSAL / RELEASE

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RECLAMATION DISTRICT NO. 1606

Reported in Open Session as follows:

- ▶ TITLE: MANAGER
M/S/C (G.KINNUNEN / W.CARVALHO) to APPOINT MANNY AMORELLI MANAGER OF
RECLAMATION DISTRICT NO. 1606:
AYES: 3 (G.Kinnunen, W.Carvalho, J.Yribarren)

The Board of Trustees of Reclamation District No. 1606 exited the meeting at 2:43 p.m.

Closed Session continued with the following present.

Attending:

James Irrigation District:
Robert Motte, President
Micah Combs, Vice-President
Robert Barcellos, Director
Riley Chaney, Director
Jeremy Hughes, Director

Staff:

Emanuele Amorelli, Business Manager

Consultants

- Young Wooldridge, LLP
Alan F. Doud, Esq. (telephone)
- Bartkiewicz Kronick & Shanahan
Ryan S. Bezerra, Esq. (telephone)
- McCormick Barstow LLP
Ben Nicholson, Esq. (telephone)

V. CLOSED SESSION: GOVERNMENT CODE §54956.9 – CONFERENCE WITH LEGAL COUNSEL-EXISTING LITIGATION

A. AS DEFENDANT: 3 CASES

1. NATURAL RESOURCES DEFENSE COUNCIL, ET AL., V BERNHARDT, ET AL
U.S. District Court for the Eastern District of California
Case No. 1:5-CV-01207LJO-GSA
2. MCMULLIN AREA GROUNDWATER SUSTAINABILITY AGENCY VS. JAMES IRRIGATION DISTRICT; JAMES GROUNDWATER SUSTAINABILITY AGENCY
Fresno County Superior Court Case No. 20CECG00507

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3. AMY BEZERA VS. JAMES IRRIGATION DISTRICT
Fresno County Superior Case No. 20CECG00572

B. AS PLAINTIFF: 3 CASES

1. KINGS RIVER WATER ASSOCIATION ET AL V. JAMES VERBOON ET AL
Kings County Superior Court Case No. 15 C0304
2. JAMES IRRIGATION DISTRICT VS. KINGS RIVER WATER ASSOCIATION ET AL
Fresno County Superior Court Case No. 19CECG00769
3. JAMES IRRIGATION DISTRICT V. WESTLANDS WATER DISTRICT
Fresno County Superior Court Case No. 20CECG00688

C. AS INTERVENOR: 1 CASE

1. CITY OF FRESNO, ET AL V. UNITED STATES OF AMERICA
United States Court of Federal Claims, Case No. 1:16-CV-01276-MCW

D. AS CLAIMANT: 1 CASE

1. PG&E CORPORATION AND PACIFIC GAS AND ELECTRIC COMPANY (04/14/2020)
United States Bankruptcy Court, Northern District of California
San Francisco Division, Chapter 11 Case No. 19-30088 (DM) (Lead Case)
(Jointly Administered)

VI. CLOSED SESSION: GOVERNMENT CODE §54956.8-CONFERENCE WITH REAL PROPERTY NEGOTIATOR

A. CENTRAL VALLEY PROJECT (CVP) REPAYMENT CONTRACT (06/11/2019)

Negotiating Parties:	<u>James Irrigation District:</u>	Scott K. Kuney, Esq. Alan F. Doud, Esq.
	<u>U.S. Bureau of Reclamation:</u>	Michael Jackson, P.E.
Under Negotiation:	Price, terms and conditions of water supply contract	

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B. CENTRAL VALLEY PROJECT (CVP) REPAYMENT CONTRACT

Negotiating Parties:	<u>Reclamation District No. 1606:</u>	Scott K. Kuney, Esq. Alan F. Doud, Esq.
	<u>U.S. Bureau of Reclamation:</u>	Michael Jackson, P.E.
Under Negotiation:	Price, terms and conditions of water supply contract	

Reconvened in Open Session at 3:38 p.m.

VII. REPORT ON ACTIONS TAKEN DURING CLOSED SESSION

President, Robert Motte, stated no reportable actions were taken during the Closed Session.

VIII. NEW BUSINESS

FUTURE MEETINGS

Given the current circumstances there had been a suggestion proposing the Board meet twice a month. As an alternative, Mr. Doud recommended the Board consider maintaining its current once-a-month schedule with Special Meetings called as the need arises. He indicated, for the time being, he will call in for all Board meetings. The Board concurred with his recommendation.

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IX. **ADJOURN**

There being no further business to come before the Board, the meeting was ADJOURNED at 3:42 p.m.

RECORDED BY:

APPROVED BY:

Donna Y. Hanneman, Executive Assistant
JAMES IRRIGATION DISTRICT

Robert Motte, President
BOARD OF DIRECTORS
JAMES IRRIGATION DISTRICT

Donna Y. Hanneman, Secretary
BOARD OF TRUSTEES
RECLAMATION DISTRICT NO. 1606

Gerald W. Kinnunen, President
BOARD OF TRUSTEES
RECLAMATION DISTRICT NO. 1606

ATTACHMENTS:

- 1 James Irrigation District, Resolution 2020-12 Corporate Authorization Resolution, Adopted October 27, 2020
- 2 Installment Purchase Agreement Between James Irrigation District and Alliance Funding Solutions, Inc. (Final)
- 3 Reclamation District No. 1606, Resolution 2020-04, Corporate Authorization Resolution, Adopted October 27, 2020