MINUTES

CALL TO ORDER:
Chairman Davis called the Reservoir Committee Meeting of March 18, 2021 to order at 1:30 p.m., followed by the Pledge of Allegiance.

ROLL CALL:
Roll of the Reservoir Committee was called (Attachment A), which resulted in 23 eligible representatives. This equated to 92% of the current participation percentage being in attendance, which is greater than the 50% needed to have a quorum of the Reservoir Committee.

INTRODUCTIONS:
The Sites Staff, Consultants and members of the public introduced themselves.

Chairman Davis made time to consider approval of the March 18, 2021 Reservoir Committee Agenda.

Executive Director Brown stated Agenda Item 3.2, as written on the Agenda, is incorrect but is correct as written on the Staff Report attachment.

AGENDA APPROVAL:
It was moved by Kunde, seconded by Traynham to approve the March 18, 2021 Reservoir Committee Agenda, as clarified. Motion carried unanimously.

PERIOD FOR PUBLIC COMMENT:
Chairman Davis called for a period for public comment. Hearing none, he closed the period for public comment.

Chairman Davis made time to consider the Consent Agenda.

Ms. Traynham requested Consent Agenda Item Number 1.6, the Accounts Payable Approval Policy be pulled and considered as a separate item. Chairman Davis so directed.

Chairman Davis spoke to deleting “calendar year” from the elections of the 2021 Governing Body Officers. He also noted that on page 10 under “Recommended
Approach” a typo was made on the MAF and that be corrected from 10.045 MAF to 1.045 MAF.

1. **Consent Agenda:** It was moved by Tincher, seconded by Marks to approve Consent Agenda Items numbers 1.1 through 1.5, except for 1.6 as follows:

1.1 Approve the February 19, 2021 Joint Authority Board & Reservoir Committee Meeting Minutes, as corrected. *(Attachments A & B)*

1.2 Accept the Sites Project Authority Treasurer’s Report. *(Attachment A)*

1.3 Approve the Payment of Claims. *(Attachments A, B & C)*

1.4 Approve a recommendation to the Authority Board to approve a consulting agreement amendment with ICF Jones and Stokes, Inc related to Planning and Analysis (ICF-E) task order for additional scope of work in the amount of $249,998 bringing the not to exceed total contract amount to $3,260,757 for the period of September 1, 2020 through December 31, 2021.

1.5 Approve a recommendation to the Authority Board to approve a consulting agreement amendment with Katz and Associates related to the Communications task order for additional scope of work in the amount of $224,999 bringing the not to exceed total contract amount to $624,999 for the period of September 1, 2020 through December 31, 2021.

1.6 Approve a recommendation to the Authority Board to approve a new Accounts Payable Approval Policy to ensure timely and efficient payment of vendor and service providers’ invoices. This new Policy consolidates sections of the Advance Check Approval Policy into to the new Policy so that the Advance Check Approval Policy will be eliminated. *(Attachment A)*

Motion carried unanimously.

Chairman Davis made time to consider Consent Agenda Item Number 1.6, as follows:

1.6 Approve a new Accounts Payable Approval Policy to ensure timely and efficient payment of vendor and service providers’ invoices. This new Policy consolidates sections of the Advance Check Approval Policy into to the new Policy so that the Advance Check Approval Policy will be eliminated. *(Attachment A)*

Motion carried unanimously.
Ms. Traynham expressed concern regarding language in the new Accounts Payable Approval Policy under Section 2 “Policy: Rolling Invoice processing” and Section 3 “Process” regarding required signatures. Discussion followed.

**Action:** It was moved by Leitterman, seconded by Vanderwaal to approve Consent Agenda Item 1.6 as follows:

1.6 Approve a recommendation to the Authority Board, as clarified, to approve a new Accounts Payable Approval Policy to ensure timely and efficient payment of vendor and service providers’ invoices. This new Policy consolidates sections of the Advance Check Approval Policy into the new Policy so that the Advance Check Approval Policy will be eliminated. Motion carried unanimously.

2. **Action Items:**

None.

3. **Discussion and Information Items:**

3.1 Review and comment on changes to the Sites Water Storage Policy. *(Attachment A & B)*

Ms. Forsythe provided an update on the changes to the Sites Water Storage Policy and spoke to the following:

**Efforts Since Last Meeting:**

- Revised Storage Policy presented to Reservoir Committee and Authority Board.
  - Requested comments by March 18, 2021.
- Meeting to discuss revision with participants’ Legal Counsel on March 4
- Comments received from:
  - 6 members (and their Legal Counsel).
  - Authority’s Counsel.

**Key Changes Since February Version:**

- Changes made in response to members comments, including their Legal Counsel:
  - Clarified that Storage Partners can sell water held in their Storage Allocation.
  - Clarified that dead pool is not allocated to any Storage Partner.
  - Clarified accounting for losses due to emergency releases.
o Simplified language on conflicts between placing water into storage from other sources and release of water at the same time.
o Continued to remove some detail from the Policy.

• Changes made in response to Authority’s Legal Counsel Comments:
o Clarified that Storage Partners are treated equitable based on Storage Allocation, versus completely equal treatment.

Next Steps:
• Additional comments from MWD.
o Structure and level of detail.
o Possibly calling something other than “Policy.”
o Consistent with overall goals of revisions but re-work of document.
• Continue to work with MWD and Small Group on changes.
• Final revised Storage Policy in April.
• No Project schedule impact, as long as changes stay structural rather than content.

Feedback:
• Any feedback/comments on the version attached to staff report?
• Any concerns with where things are going?

Discussion followed, with no action taken.

3.2 Approve Review and comment on the allocation of storage space in the reservoir to each Storage Partner based on Amendment 2 participation using the final proposed formulaic approach of 1 acre-foot capacity share to 6.234 acre-feet of storage space. Authorize use of storage space for future allocation of Project cost share to each local agency. (Attachment A)

Executive Director Brown provided an update on the allocation of storage space in the reservoir to each Storage Partner based on Amendment 2 participation using the final proposed formulaic approach of 1 acre-foot capacity share to 6.234 acre-feet of storage space.

Discussion followed regarding the 6.234 acre-feet of storage space and how that was determined, rebalancing, methodology and dead pool with no action taken.

3.3 Review and comment on staff’s proposed approach for Reservoir Committee and Authority Board review and approval of the Revised Draft Environmental Impact Report for release to the public.
Ms. Forsythe provided an update on the staff’s proposed approach for Reservoir Committee and Authority review and approval of the Revised Draft Environmental Impact Report for release to the public and spoke to the following:

- Preparing Revised Draft EIR/Supplemental Draft EIS.
- Scheduled for public release in late August 2021.

RC and AB Briefing Process for Timely Release:

- April
  - Overview of CEQA process and key sections (Fisheries, Terrestrials, Cultural Resources, Water Quality, Local Impacts).
- May and June
  - Briefings in each month on key sections, impacts, mitigation measures, and significant and unavoidable impacts.
- July
  - Culmination briefings, public review process and request for approval to release in August.
- August
  - Staff releases complete document (projected to be August 26).

Input Needed:

- Any concerns from AB/RC with this approach?
- Simultaneously briefings will occur with other interested parties (NGOs, Water Users, State and Federal Regulatory Agencies, etc)

Discussion followed regarding impacts to local communities, mitigation, and tribal issues, with no action taken.

Chairman Davis made time to consider Agenda Item Numbers 3.4 and 3.5.

Executive Director Brown stated the two items would be combined for discussion purposes.

3.4 Review and comment on the development of the Sites Project Proforma 2.0, an updated project financial modeling tool for use by participants to evaluate long-term Project costs and benefits.

3.5 Review and comment on the Financing Action Plan February workshop summary, schedule including upcoming workshops, and action item follow-up. (Attachment A & B)

Mr. Robinette provided an update on the development of the Sites Project Proforma 2.0 and on the Financing Action Plan February workshop summary and spoke to the following:
Outline:

- Proforma 2.0 – Confirm the Outputs Meet Participant Needs.
- Principles and Assumptions Workshop Follow Up.
- Financing the Amendment 3 Cash Call.

Proforma 2.0

What is a proforma?

A tool for investors to...

- Analyze long-term project benefits and costs based on a set of scenarios and how investors plan to use their assets (storage space and water).
- Evaluate alternative financing approaches.
- Evaluate different levels of investment.
- Understand the impact of new information throughout project development.

How is this different than prior financial modeling efforts?:

Proforma 2.0 will build on prior financial modeling from value planning by...

- Allowing participants to select how they use their storage and water based on scenarios.
- Evaluating stored water, deliveries, debt service and revenues over ten years of hydrology for each participant.
- Presenting a range of cost of capital.

Are there other inputs or outputs needed?:

<table>
<thead>
<tr>
<th>Inputs</th>
<th>Outputs</th>
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<tbody>
<tr>
<td>Alternative operating decisions (drives benefits)</td>
<td>10-year stored water, revenue and cost model by participant grouping (ex: downstream)</td>
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<tr>
<td>Storage account size</td>
<td>Deliveries</td>
</tr>
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<td>Participant water user type (ex: North-of-Delta Ag)</td>
<td>Range of annual debt service</td>
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<tr>
<td>Revenue from sales of Sites Water Losses</td>
<td>Annual OM&amp;R costs (fixed and variable)</td>
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<td>Others?</td>
<td>Others?</td>
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What are the building blocks and timeline of a Proforma for Sites?:

February 2021 - Diversions and Deliveries of Sites Water
March 2021 - Storage Space Allocations
April 2021 - Borrowing Cost
May 2021 - Capital Cost Shares and Cost Allocations, Facilities and Operations
June 2021 - OM&R Cost Shares

February Workshop follow up:

- Input deadline was March 15th
  - Open items to be addressed as part of Contract Term Sheet development.

- Ongoing Staff Work:
  - Follow up on specific concerns.
  - Refinement of financing scenarios.
  - Proforma 2.0 development.

- Workshop Dates:
  - April 23, Finance and Governance Alternatives.
  - June 18, Successor Agreement and Governance.
  - July 23, NEW, Affordability Review.
  - September 2, Plan of Finance and Term Sheets.

- Proposed Approach to Term Sheet Development:
  - Focus is on high-level terms important to near-term decision-making.
  - Term sheet will be developed with the Budget and Finance Committee discussing individual terms.
  - Final term sheet will be reviewed by the Reservoir Committee and Authority Board.
  - Escalate key issues to the Reservoir Committee and Authority Board.

Updated Road Map:

- Plan of Finance & Participation Agreements

Cost Allocation Framework for Use of Facilities

Sites Downstream Participants:

State of California
San Bernardino Valley
City of American Canyon
Coachella Valley
Irvine Ranch
Metropolitan WD of

Bureau of Reclamation
Antelope Valley-East Kern
Santa Clara Valley
Desert
Zone 7

Rosedale-Rio Bravo
San Gorgonio Pass
Santa Clarita Valley
Wheeler Ridge-Maricopa
Others?
Southern California

Costs Allocated to Sites Downstream Participants Only:
Sites Downstream Participants pay capital, mitigation and OM&R costs related to:

- Dunnigan Pipeline.
- Improvements (if needed) Related to Partner Facilities:
  - Tehama Colusa Canal.
  - Colusa Basin Drain.
  - Knights Landing Outfall Gates.
  - Wallace Weir.
  - Associated mitigation and monitoring costs.

A wheeling agreement will be developed in Phase 3 for other Sites participants to use Downstream Facilities for transfers.

Joint Budget and Finance Committee Direction:

- Staff to proceed with developing a cost allocation framework to account for which participants use which facilities.

Financing the Amendment 3 Cash Call:

- $59M total cash call covering Amendment 3 work period January 1, 2022 to water right acquisition, target mid-2023

Challenges:

- Borrowing ahead of an asset, such as a water right.
- Current agreement does not include finance provisions.
- Legal mechanics to collect debt payments not in place for some participants.
- Size of borrowing coupled with complex security limits commercial interest.

The JPA does not issue debt prior to making sufficient progress in advancing the project (such as securing a water rights) such that the Reservoir Committee/Authority Board decide that long-term debt issuance is warranted.

Next Steps:

Workshop Dates:

- April 23, Finance and Governance Alternatives.
- June 18, Successor Agreement and Governance.
- July 23, NEW, Affordability Review.
- September 2, Plan of Finance and Term Sheets.
Discussion followed with no action taken.

3.6 Receive report on strategic planning progress and reporting and provide input on the proposed work plan objectives for the next work period. (Attachment A)

Mr. Brown provided a progress update on the Strategic Plan and objectives for the Next Work Plan and spoke to the following:

Affordability:

a. Secure a final funding agreement with California Water Commission for the remainder of the Maximum Conditional Eligibility Determinations (MCED).

b. Execute final operations and benefits agreements with federal and state agencies.

c. Secure federal funding from the WIIN Act and other sources. Receive final federal commitments for project construction and execute Water Storage and Supply Services Contract with Reclamation.

d. Complete loan applications and related activities to immediately initiate bank financing at the start of the next phase.

e. Complete and execute Water Supply and Storage Services Contracts with each Local Agency participating in the Project.

f. Continue to refine affordability analysis based on updated capital and operating cost estimate, cost of capital, cost allocation and benefits analysis.

Permittability:

a. Complete Final EIR/EIS, Authority approves Project, certifies the Final EIR, adopts the MMRP, and issues a Notice of Determination; Reclamation executes the Record of Decision.

b. Complete and obtain all necessary environmental permits and approvals for construction and operations (such as, Biological Opinions, Section 106 Programmatic Agreement, State incidental take permits, Clean Water Act Section 4040 and 401 permits).

c. Receive water right Order and Permit from SWRCB.

d. Develop draft and/or final plans, as appropriate, identified in the EIR/EIS (such as the recreation management plan, traffic management plan, land management plan, operations plan, etc.)

e. Complete and obtain local agency agreements and permits along with any required city or county actions necessary to support the next phase of the Project.

f. Complete and execute benefit contracts with DWR (flood control and recreation benefits) and CDFW (environmental benefits) for public benefits.
g. Develop a mitigation acquisition master plan and approach for mitigating the Project effects. Begin Biological and cultural resources surveys to refine impacts and mitigation obligation on properties where will land access can be obtained.

h. Receive permit to construct from DSOD all jurisdiction dams within the Projects.

Buildability:

a. Complete engineering design to 30% level and provided updated construction and operations cost estimates. Complete further facility designs as needed to get permits and approvals required for WSIP funding.

b. Evaluate alternative project delivery methods, determine risks for project variances and recommend risk management strategies, finalize construction bid packages and determine overall Project schedule.

c. Develop land acquisition master plan, conduct land negotiations and execute land acquisitions with “willing sellers”.

d. Perform geotechnical evaluations of all “willing seller” properties related to long-lead Project facilities.

e. Continue coordination with local community organizations and agencies to address Project effects during construction and operations.

Effectiveness:

a. Develop and define the organizational culture, values and management approaches.

b. Prepare Project controls and processes to ensure continued transparency and efficient operations through detailed design and construction.

c. Determine the organization structure for the remainder of the Project and create the basic infrastructure to effectuate it at the start of the next work period.

Discussion followed with no action taken.

4. **Reports:**

4.1 **Member’s Reports:**

4.1.1 **Chairpersons’ Report:**

This time is set aside to allow the Chair/Co-Chair an opportunity to disclose/discuss items related to the Sites Project.

Chairman Davis stated have a great staff and a great plan to move forward but still have a lot of things to accomplish and need to stay on path.
Vice-Chair Vanderwaal also expressed his appreciation to staff and all the work they are doing.

4.1.2 Workgroup Chairpersons’ Report:

This time is set aside to allow the Workgroup Chairpersons’ an opportunity to disclose/discuss items related to the Sites Project.

Reservoir Operations and Engineering Workgroup

Mr. Kunde stated had a meeting March 15, 2021 and covered four items as follows:
- Storage Policy by Ms. Ali Forsythe
- Storage Allocation Procedure by Ms. Erin Heydinger
- Update on the status of updated Cost Estimate by Mr. Henry Luu
- Brief summary regarding the status of work on the Colusa Basin Drain by Mr. Pete Rude

Environmental and Permitting

Mr. Bettner stated had a meeting on March 15, 2021 which focused on reviewing the Environmental Impact Report and NGO engagement.

Coordination Workgroup

Mr. Bettner provided a brief update on the various activities of the Workgroup.

4.1.3 Reservoir Committee Participant Reports:

This time is set aside to allow Representatives or their Alternates an opportunity to disclose/discuss items related to the Sites Project.

None.

4.2 Executive Director’s Reports:

Executive Director Brown provided an update on the following:
- Monthly status report. *(Attachment A)*
- Work Plan Key Deliverables Report. *(Attachment B)*
- Meetings Action Items Summary. *(Attachment C)*

Executive Director Brown also spoke to the following:
- Cost Estimate preparation in progress
- Update on Reclamation and DWR technical discussions.
Reservoir Committee Meeting

- DWR 2nd meeting re operations coordination, water rights and moving of water through the delta.
- Conducting one on one meetings with AB/RC members regarding any concerns and/or feedback on working being done.
- Deb Haaland First Native American confirmed as Interior Secretary.
- Conducting Legislative Days/Briefings on March 31 and April 2, 2021.
- Will have a publication within the next week on some analysis done and determined in a year like this if had Sites Reservoir would have about 1 MAF of water available for water users.
- Reminded all Form 700 deadline is April 1, 2021.

5. **Recap:**

5.1 **Suggested Future Agenda Items.**

Progress report in April on water rights.

5.2 **Upcoming Meetings:**

Authority Board:
Wednesday, March 24, 2021, 1:30 PM – 4:00 PM
(Virtual Information will be provided prior to the meeting)

Reservoir Committee:
Friday, April 16, 2021, 9:00 AM - 12:00 PM
(Virtual Information will be provided prior to the meeting)

Joint Plan of Finance Workshop – Finance & Governance Alternatives:
Friday, April 23, 2021, 9:30 AM - 12:00 PM
(Virtual Information will be provided prior to the meeting)

Chairman Davis adjourned the Reservoir Committee Meeting at 3:29 p.m.

Jeff Davis, Chairman

Jerry Brown, Executive Director
### Current Voting Committee Participants (23):

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23 Voting members represented at Meeting start ✗

93% Represented participation percentage

Representation has been delegated as follows:

(1) To Jamie Traynham, Davis WD

(‡) Not present after ________
## Current Voting Reservoir Committee Participants (23):

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Page 1 of 3
Reservoir Committee Meeting  

### Participants

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<td>Dept of Water Resources</td>
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### Authority, Non-Signatory (6):

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<td>Tehama-Colusa Canal Authority</td>
<td>Jeff Sutton</td>
<td>Halbert Charter</td>
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### Staff:

<table>
<thead>
<tr>
<th>Name</th>
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<tbody>
<tr>
<td>Jerry Brown</td>
<td>Executive Director</td>
<td>Joe Trapasso</td>
<td>Sites Project Authority</td>
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<tr>
<td>Ali Forsythe</td>
<td>Sites Project Authority</td>
<td>Yolanda Tirado</td>
<td>Board Clerk</td>
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<td>Kevin Spesert</td>
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<td>Marcia Kivett</td>
<td>Admin</td>
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### Consultants:

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<tbody>
<tr>
<td>Jeriann Alexander</td>
<td>Fugro</td>
<td>Jeff Herrin</td>
<td>AECOM</td>
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<tr>
<td>Robert Boling</td>
<td>HDR</td>
<td>Erin Heydinger</td>
<td>HDR</td>
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<tr>
<td>Monique Briard</td>
<td>ICF</td>
<td>Sara Katz</td>
<td>Katz &amp; Associates</td>
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<tr>
<td>Kim Floyd</td>
<td>Floyd</td>
<td>Scott Kuney</td>
<td>Young Wooldridge</td>
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<tr>
<td>Henry Luu</td>
<td>HDR</td>
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<tr>
<td>John Spranza</td>
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<td>Connor McDonald</td>
<td>CMD West</td>
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<tr>
<td>Hailey Traynham</td>
<td>Brown &amp; Caldwell</td>
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<td>JP Robinette</td>
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<td>Laurie Warner Herson</td>
<td>Phenix</td>
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<td>Peter Rude</td>
<td>Ch2m</td>
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**Other Attendees:**

<table>
<thead>
<tr>
<th>Name</th>
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<tbody>
<tr>
<td>Laura Nicholson</td>
<td>Office of Senator Nielson</td>
</tr>
<tr>
<td>Juleah Cordi</td>
<td>Office of Assemblyman James Gallagher</td>
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<tr>
<td>Charles Gardner</td>
<td>Catalyst Group</td>
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<tr>
<td>Elizabeth Foss</td>
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<tr>
<td>Brian Bullock</td>
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<tr>
<td>Chayene Harris</td>
<td>Brown &amp; Caldwell</td>
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