

NORTH SAN JOAQUIN WATER CONSERVATION DISTRICT  
REGULAR MEETING OF THE BOARD OF DIRECTORS

Lodi Library Community Room, 201 West Locust Street, Lodi CA

**Monday February 12, 2018**

**SPECIAL MEETING MINUTES**

1. **Call to Order - Roll Call - Acceptance of Agenda** - The meeting was called to order by Vice President Flinn, at 2:02 pm. A motion for the acceptance of the Agenda for the meeting of February 12, 2018, made by Secretary Simpson, second Director Wilber. Motion passed unanimously. 4/0/1.

President Joe Valente- Area 3  
Vice President Tom Flinn- Area 2  
Secretary David Simpson – Area 1  
Director Charles Starr – Area 4 - Absent  
Director Marden Wilber – Area 5

General Counsel Jennifer Spaletta  
Special Counsel Roger Masuda - Absent  
John Podesta – District Engineer - Absent  
Deputy Secretary Shasta Burns

2. **Correspondence/Announcements-** Announcements regarding the upcoming South System Workshop and efforts that are being made with additional local authorities.
3. **Action Items**
  - A. Discuss outreach regarding the Proposition 218 ballot proceeding for the South System Groundwater Improvement Project – Discussion of Workshop that will be held at the Burgundy Room at the Lodi Grape Festival Grounds on Thursday, February 15, 2018 from 6:00 pm- 7:30 pm.
  - B. Discuss Tracy Lake Base Annual Revenue Review PG & E – No action taken at this time. Discussion of contract, informational item only.
  - C. Review and Consider PG & E Contract (Customer Payment Coupon) for power for Pump Station – If the District has an affirmative ballot proceeding on February 26, 2018, a motion approve the PG & E payment option of 10-year Refundable Advance Option for Gas and Non-Refundable 50 percent Discount Option for Electric in the amount of \$47,989.00, and have an allowance agreed upon by the district engineer and President Valente prior to the next scheduled Board Meeting on February 26, 2018 made by Secretary Simpson, second by Director Wilber. Motion passed 4/0/1
  - D. Review and Consider Articles of Incorporation for Financing Corporation – General Spaletta reviewed the Articles of Incorporation for Financing Corporation attached in the meeting packet. Filing for Articles of Incorporation are necessary for timing purposes of the Ballot Proceeding. If the ballot proceeding does not pass, agreement will then be terminated. The Board of Directors present do not have any objections to move forward at this time.
  - E. Discuss Other Financing Corporation Documents – No action taken discussion only
    1. Bylaws
    2. Corporation Resolution

Above articles were reviewed. Articles were prepared by the Bond Counsel, and necessary changes will be made to the documents by Bond Counsel, Doug Brown.

**F. Discuss Documents Related to Potential Financing Transaction – No action taken at this time.**

1. District Resolution approving the transaction
2. Installment Purchase Agreement
3. Trust Agreement
4. Continuing Disclosure Certificate

Above articles were discussed and the proper proceedings that will take place with these documents if the Ballot Proceeding passes. No action taken at this time.

**G. Discuss and Consider Construction for South Pump Stations with Arnaudo Construction – No action taken at this time. Informational item only. General Counsel Spaletta reviewed Draft Contract and will have Pete Martin review for additional changes.**

#### **4. Director and Staff Reports**

**A. President's Report – Gave thanks for all that helped for putting together the Public Workshop held February 15, 2018.**

**B. General Counsel Spaletta – Additional comments for the Special Meeting that will be held on February 28, 2018.**

**C. District Manager/Engineer John Podesta – n/a**

**D. Committee Reports – no reports at this time**

**E. Other – no other reports at this time**

**4. Public Comment on Items Not on the Agenda – Questions from the public were addressed.**

**5. Closed Session – The Board entered Closed Session at 3:22 PM. President Valente returned the meeting to open session at 3:44 PM. No reportable action was taken.**

**6. Adjournment - Motion to adjourn the Regular Board Meeting by Director Wilber, second by Secretary Simpson, motion passed 4/0/1. Meeting adjourned 2:58 PM.**

**\*\*Next Regular Board Meeting February 26, 2018, 2:00 PM - 4:00 PM at the Lodi Library Community Room\*\***

The above minutes of the North San Joaquin Water Conservation District Board of Directors Special Meeting of February 12, 2018 were duly approved by the Board on February 26, 2018

Respectfully submitted:

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Shasta Burns, Deputy Secretary