STAFF
Jennifer Spaletta - General Counsel
Roger Masuda - Special Counsel
Shasta Burns - Deputy Secretary
John Podesta - District Manager/Engineer

BOARD OF DIRECTORS
President - Joe Valente
Vice President, Treasurer - Tom Flinn
Secretary - David Simpson
Director - Charles Starr III
Director - Marden Wilber

NORTH SAN JOAQUIN WATER CONSERVATION DISTRICT
NOTICE OF SPECIAL BOARD MEETING AND SPECIAL AGENDA OF THE BOARD OF DIRECTORS

Monday, February 12, 2018
2:00 p.m.

Lodi Library Community Room
(This facility is handicap accessible)
201 West Locust Street, Lodi CA

The agenda and all noted documentation may be viewed and downloaded at www.nsjgroundwater.org . Requests to receive the agenda and documentation by e-mail may be submitted in writing to the Secretary of the Board. The NSJWCD printed agendas are posted at the District's location of business at: 498 E. Kettleman Lane, Lodi. The District's mailing address is: PO Box E, Victor CA 95253.

NOTICE: Members of the public may address the Board of Directors concerning any agenda item during the Board's consideration of that item. The public may address non-agenda items at the end of the regular meeting. No action will be taken on those items; however, the Board may agendize items for future consideration.

1. **Call to Order - Roll Call - Acceptance of Agenda**
2. **Correspondence/Announcements**
3. **Action and Discussion Items**

   Any and all of **the following agenda items are subject to action** being taken by the Board of Directors by motion, resolution or ordinance.

   Action items may be added to the agenda upon determination by a majority vote of the Board that an emergency exists, as defined by state law, or by a 2/3 vote of the Board that (1) there is a need to take immediate action; and (2) that the need for action came to the District's attention after the agenda was posted.

   A. Discuss outreach regarding the Proposition 218 ballot proceeding for the South System Groundwater Improvement Project

   B. Discuss Tracy Lake Base Annual Revenue Review PG&E (no action) (attachment 2)

   C. Review and Consider PG&E Contract (Customer Payment Coupon) for Power for Pump Station (attachment 3,4)

   D. Review and Consider Articles of Incorporation for Financing Corporation (attachment 5)

E. Discuss Other Financing Corporation Documents (no action to be taken - discussion only)

1. Bylaws (attachment 6)
2. Corporation Resolution (attachment 7)

F. Discuss Documents Related to Potential Financing Transaction (no action to be taken - discussion only)

1. District resolution approving the transaction (attachment 8)
2. Installment Purchase Agreement (attachment 9)
3. Trust Agreement (attachment 10); and
4. Continuing Disclosure Certificate (attachment 11).

G. Discuss and Consider Construction Contract for South Pump Station with Arnaudo Construction (attachment 12)

4. Director and Staff Reports

A. President's Report

B. General Counsel Spaletta

C. District Manager/Engineer John Podesta

D. Committee Reports

E. Other

5. Public Comment on Items Not on the Agenda

Interested persons in the audience are welcome to introduce any topic within the jurisdiction of the NSJWCD Board. The time allowed for each speaker for comments made by the public is limited to 3 minutes. Matters presented under this agenda item may be discussed, but no action can be taken by the Board at this meeting except as follows:

- Briefly respond to statements made or questions raised.
- Ask a question for clarification.
- Provide a reference to staff or other resources for factual information.
- Request staff to report back at a subsequent meeting.
- An individual Board member or the Board itself may have the matter placed on a future agenda.

6. Closed Session - 1 item

Closed Session pursuant to Section 54956.9(b)
CONFERENCE WITH LEGAL COUNSEL - One Case - *Woodbridge Irrig. District v. East Bay Municipal Utility District*, Case No. STK-CV-UOCT-2018-1055 (attachment 13)

7. Motion to Adjourn

Next Regular Meeting of the Board: Monday, February 26, 2018 at 2:00 p.m.