

**MINUTES OF THE BOARD OF DIRECTORS MEETING OF
KLAMATH RIVER RENEWAL CORPORATION
June 21, 2017**

1. Time and Place. The Board of Directors (“Board”) of Klamath River Renewal Corporation (the “Corporation”) held its Board of Directors meeting on June 21, 2017 in Sacramento, CA at 9 a.m. Pacific time.
2. Attendance. The following Directors of the Corporation were present:

Board Member	Appointing Authority
Michael Carrier	State of Oregon
Lester Snow	State of California
Jim Root	State of Oregon
Michael Barr	State of California
Ricardo Cano	State of California
Laura Rose Day	American Rivers, California Trout, Northern California Council Federation of Fly Fishers, Sustainable Northwest, Trout Unlimited
Wendy George (via phone)	Karuk Tribe
Thomas Jensen (via phone)	Institute for Fisheries Resources and Pacific Coast Federation of Fishermen’s Associations
Theodore Kulongoski	State of Oregon
Leon Szeptycki	State of California
Richard Roos-Collins	American Rivers, California Trout, Northern California Council Federation of Fly Fishers, Sustainable Northwest, Trout Unlimited
Scott Williams	Yurok Tribe

No Directors of the Corporation were absent.

The following guests were also present by invitation of the Board:

Name	Title and Affiliation
Mark Bransom	Executive Director, Klamath River Renewal Corporation
Glen Spain (Board alternate)	Northwest Regional Director, Pacific Coast Federation of Fishermen's Associations and the Institute for Fisheries Resources
Marianna Aue (via phone)	Attorney, California State Water Resources Control Board
Cheryl Barth	Chief Financial Officer, California Environmental Associates
Jennifer Frozena (via phone)	Attorney, U.S. Department of the Interior

Seth Gentzler	Vice President, Hydrology and Hydraulics Practice Manager, AECOM
Thomas Gibson	Undersecretary, California Natural Resources Agency
Terri Reaves Gilmore (via phone)	Special Assistant, Deputy Regional Director's Office, U.S. Bureau of Reclamation
Lloyd Lowy	Partner, Hawkins Delafield & Wood LLP
Olivia Mahony	Associate, California Environmental Associates
Kirk Marckwald	Principal, California Environmental Associates
Michael Mantell	President, Resources Legacy Fund
Brady Moss	Assistant Secretary for Policy, California Natural Resources Agency
Peter Okurowski (via phone)	Director, California Environmental Associates
Kristin Peer	Assistant General Counsel, California Environmental Protection Agency
Eric Petersen	Partner, Hawkins Delafield & Wood LLP
Erin Ragazzi	Water Quality Certification Program Manager, California State Water Resources Control Board
Parker Thaler	Senior Specialist, Water Quality Certification Program, California State Water Resources Control Board
Dustin Till	Senior Counsel, Pacific Power, PacifiCorp
Darcy Wheelles	Director, California Environmental Associates

3. Call to Order. Mr. Carrier called the meeting to order and acted as Chair thereof, and Ms. Mahony acted as Recording Secretary of the meeting. After a roll call of Directors, Mr. Carrier announced that a quorum of the Directors was present and that the meeting, having been duly convened, was ready to proceed with its business. Mr. Carrier then introduced guests of the meeting.
4. Approval of Agenda. Upon motion duly made by Mr. Snow, seconded by Mr. Szeptycki, and unanimously carried, the agenda was approved.
5. Approval of Minutes. Mr. Carrier presented the minutes of the May 4, 2017 Board meeting for approval. Upon motion duly made by Mr. Szeptycki, seconded by Mr. Roos-Collins and unanimously carried, the minutes were approved.
6. Comments from the President. Mr. Carrier welcomed all Directors and guests to the meeting and provided an overview of the status of the work of the Corporation.

9:10 a.m. Mr. Mantell joined the meeting.

7. Agency Introductions. Ms. Frozena provided comments from the Department of the Interior. Mr. Gibson provided comments from the California Natural Resources Agency.

- a. Mr. Mantell provided background about the Resources Legacy Fund and discussed the work of the organization and potential coordinating efforts with the Corporation.

9:19 a.m. Mr. Mantell left the meeting.

8. Presentation by State Water Resources Control Board. Mr. Thaler, Ms. Ragazzi, and Ms. Aue presented on the status of the Clean Water Act Section 401 (“401 Application”). There was discussion of next steps in the 401 Application process.
9. Executive Director Introductory Remarks. Mr. Bransom introduced himself to the Board and guests and provided remarks about his short- and long-term priorities for the Corporation.

9:38 a.m. Glen Spain joined the meeting.

9:45 a.m. Marianna Aue, Erin Ragazzi, and Parker Thaler left the meeting.

10. Review of Accomplishments, Milestones, and FY2017-2018 Budget.
 - a. Accomplishments since Inception. Mr. Root presented on the tasks completed by the Corporation since June 2016. Ms. Barth then presented on the spending of the Corporation to date.
 - b. Summary of Expected Accomplishments in FY2017-2018. Mr Root presented on the summary of expected accomplishments of the Corporation in FY2017-2018. There was discussion of the expected accomplishments, their timing, and the impact on the total project schedule and budget.
 - c. FY2017-2018 Budget. Mr. Root and Ms. Barth presented the proposed FY2017-2018 budget. Upon motion duly made by Mr. Barr, seconded by Mr. Snow, and further discussion of the ongoing review of the budget, the FY2017-2018 budget of \$20,218,000 was unanimously approved.

10:06 a.m. Darcy Wheeles joined the meeting.

11. Audit Committee. Mr. Williams presented the proposed engagement letters to engage DZH Phillips LLP as the Corporation’s audit and tax services firm. Upon motion duly made by Mr. Snow, seconded by Mr. Spain, and further discussion, the Board authorized the President to sign the engagement letters to retain DZH Phillips LLP as the Corporation’s audit and tax services firm pending the final review of the engagement letters by the Corporation’s General Counsel. Mr. Root abstained from the vote.
12. Framing Discussion about Upcoming Election of Officers. Mr. Szeptycki proposed processes for the upcoming election of the Corporation’s officers. It was decided that Board members would comment on and provide feedback to Mr. Szeptycki on their preferred process in order to elect officers at the August 24 Board meeting.

- a. Overview of California Coastal Commission Meeting. Mr. Gibson provided an overview of the June 8, 2017 meeting of the Coastal Commission on issues regarding the Klamath.

11:45 a.m. Thomas Gibson and Kristin Peer left the meeting.

13. Communications and External Relations Update. Mr. Kulongoski and Ms. Wheelles presented on the communications and external affairs work of the Corporation. There was discussion of the next steps and areas of focus for the Corporation's communication strategy. It was decided that setting the dates for the annual public meetings is a priority for the Communications and External Relations subcommittee.
14. Early Action and Mitigation Subcommittee Update. Mr. Barr presented on the work of the Early Action and Mitigation subcommittee and there was discussion of next steps for the subcommittee. It was decided that AECOM and the Corporation's General Counsel would meet with the City of Yreka to draft an Agreement to address the City's water supply line and that this Agreement is a priority for the Corporation.
15. Mission Statement, Contract, and Administrative Documents to Consider and Review.
 - a. Mission Statement. It was decided that the Executive Committee of the Board would propose a suggested Mission Statement to the Board for approval at the August 24 Board meeting. No formal action was made.
 - b. Resolution to Approve DZH Phillips LLP Engagement Letters. See decision in item 11 above.
 - c. Board Member Code of Conduct. There was discussion on the proposed Code of Conduct. It was decided that the Executive Committee and General Counsel would review the proposed Code further and bring the Code to the Board for approval at the August 24 Board meeting. No formal action was made.

12:55 p.m. Cheryl Barth and Richard Roos-Collins left the meeting.

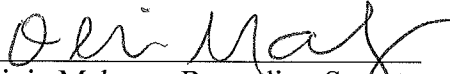
16. Upcoming Meeting Dates and Location. It was decided that the Board will meet on August 24, October 24, and December 13, 2017. The August meeting will be held in Requa, CA, and the October and December meetings will tentatively be held in Sacramento, CA.

1:00 p.m. Seth Gentzler, Olivia Mahony, Brady Moss, Eric Petersen, Dustin Till, and Darcy Wheelles left the meeting.

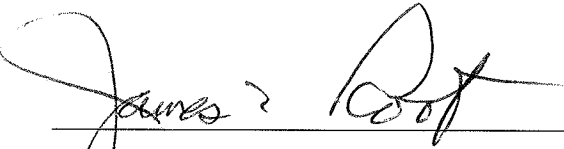
17. Executive Session. The Board then moved into Executive Session to discuss personnel, legal, and risk management information and the implications of these on the overall project budget. It was decided that the Corporation would accelerate conversations with PacifiCorp on the Operations and Maintenance Agreement and Conveyance Agreement.

18. Adjourn. There being no further business to come before the Board, upon motion duly made by Mr. Snow, seconded by Mr. Williams and unanimously carried, the meeting was adjourned at 2:15 p.m. Pacific time.

Respectfully submitted,



Olivia Mahony, Recording Secretary



Jim Root, Secretary of the Corporation