

**MINUTES OF THE BOARD OF DIRECTORS MEETING OF
KLAMATH RIVER RENEWAL CORPORATION
December 13, 2017**

1. Time and Place. The Board of Directors (“Board”) of Klamath River Renewal Corporation (the “Corporation”) held its Board of Directors meeting on December 13, 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
Laura Rose Day (via phone)	American Rivers, California Trout, Northern California Council Federation of Fly Fishers, Sustainable Northwest, Trout Unlimited
Wendy George	Karuk Tribe
Michael Gerel	American Rivers, California Trout, Northern California Council Federation of Fly Fishers, Sustainable Northwest, Trout Unlimited
Thomas Jensen	Institute for Fisheries Resources and Pacific Coast Federation of Fishermen’s Associations
Theodore Kulongoski	State of Oregon
Leon Szeptycki	State of California
Scott Williams	Yurok Tribe
Krystyna Wolniakowski	State of Oregon

The following Director of the Corporation was absent:

Ricardo Cano	State of California
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The following guests were also present by invitation of the Board:

Name	Title and Affiliation
Mark Bransom	Executive Director, Klamath River Renewal Corporation
Brian Johnson (Board alternate)	California Director, Trout Unlimited
Marianna Aue	Attorney, California State Water Resources Control Board
Cheryl Barth	Chief Financial Officer, California Environmental Associates
Michael Belchik	Senior Biologist, Yurok Tribe Fisheries Department

Chuck Bonham	Director, California Department of Fish and Wildlife
Jennifer Frozena (via phone)	General Attorney, Office of the Solicitor, U.S. Department of the Interior
Kristen Gangl	Environmental Scientist, California State Water Resources Control Board
Seth Gentzler (via phone)	Vice President, Hydrology and Hydraulics Practice Manager, AECOM
Terri Reaves Gilmore	Special Assistant, Deputy Regional Director's Office, U.S. Bureau of Reclamation
Janet Holland	Partner, DZH Phillips
Lloyd Lowy (via phone)	Partner, Hawkins Delafield & Wood PC
Olivia Mahony	Associate, California Environmental Associates
Kirk Marckwald (via phone)	Principal, California Environmental Associates
Curt Melcher (via phone)	Director, Oregon Department of Fish and Wildlife
Brady Moss	Assistant Secretary for Policy, California Natural Resources Agency
Peter Okurowski (via phone)	Director, California Environmental Associates
Ryan Ray	Council Member, Requa District, Yurok Tribal Council
Chairman Thomas O'Rourke	Chairman, Yurok Tribal Council
Kristin Peer	Assistant General Counsel, California Environmental Protection Agency
Mark Quehrn	Partner, Perkins Coie PC
Chris Stine (via phone)	Senior Project Engineer, Oregon Department of Environmental Quality
Parker Thaler	Senior Specialist, Water Quality Certification Program, California State Water Resources Control Board
Dustin Till	Senior Counsel, Pacific Power, PacifiCorp
Maia Wikaira	Legal Fellow, Yurok Tribe
Darcy Wheelles (via phone)	Director, California Environmental Associates

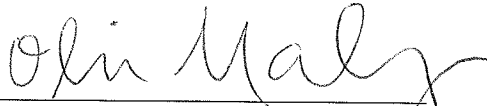
3. Call to Order. Mr. Carrier called the meeting to order and acted as Chair thereof, and Ms. Mahony acted as Recording Secretary of the meeting. After a roll call of Directors, Mr. Carrier announced that a quorum of the Directors was present and that the meeting, having been duly convened, was ready to proceed with its business.
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 October 24, 2017 Board meeting for approval. Upon motion duly made by Mr. Barr, seconded by Mr. Root, and further discussion, the minutes were unanimously approved.
6. Comments from the President and Executive Director. Mr. Carrier welcomed all Directors and guests to the meeting and provided an overview of the status of the work of the Corporation. Mr. Bransom provided further comments on the work of the Corporation and focus of the Executive Director's efforts.
 - a. Mr. Carrier then introduced guests of the meeting. Federal and state agency guests provided introductory comments to the Board.
 - b. Newly-appointed Director Ms. Wolniakowski introduced herself to the Directors and guests.
7. Comments from the California State Water Resources Control Board and Oregon Department of Environmental Quality. Mr. Thaler, Ms. Aue, and Mr. Stine presented on the status of the Corporation's Clean Water Act Section 401 applications ("401 Applications"). There was discussion of the timeline of the 401 Applications.
 - a. The California State Water Resources Board ("SWRCB") presented on the need for the Stillwater Sciences contract amendment to complete work necessary for its California Environmental Quality Act ("CEQA") analysis.
8. Financial Update. Mr. Root and Ms. Barth presented the July to October 2017 financial reports. There was discussion about the financials of the Corporation.
 - a. Upon motion duly made by Ms. George, seconded by Mr. Snow, and further discussion, the Board unanimously authorized the President of the KRRC to sign the California Public Utilities Commission ("CPUC") Funding Agreement per the advice of counsel that the Funding Agreement is in the interest of the KRRC and necessary due diligence has been completed.
9. Independent Audit Report. Ms. Holland presented the findings from the independent annual audit of the Corporation's 2016-2017 fiscal year. There was discussion about the audit.
 - a. Upon motion duly made by Mr. Snow and seconded by Mr. Szeptycki, the Board approved the Audit Committee's recommendation of the 2016-2017 Audit report, pending any updates on the notes in the Subsequent Events section. Mr. Root abstained from the vote.
10. Regulatory Proceedings Update. Mr. Bransom and Mr. Quehrn presented the status of the responses to the Additional Information Requests ("AIRs") from the Federal Energy Regulatory Commission ("FERC") and the request for a Technical Conference with FERC Commissioners. Mr. Gentzler presented on the status of the Independent Board of Consultants. There was discussion about the AIR responses, Definite Plan, and timeline.
11. Communications Update. Mr. Bransom and Mr. Kulongoski presented the communications and external affairs work of the Corporation since the last Board

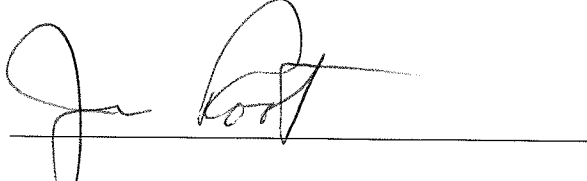
meeting, including the Open House meetings in Klamath Falls, OR; Yreka, CA; and Eureka, CA. There was discussion of areas of focus for the Corporation's communications strategy.

12. Delegated Authorities from the Board to the Executive Director. Upon motion duly made by Mr. Jensen, seconded by Mr. Williams, and further discussion, the Board unanimously approved the adoption of the Allocations of Authorities, and the Executive Director is authorized to carry out the authorities specifically provided for in the policy.
13. Stillwater Sciences Amendment. Upon motion duly made by Mr. Barr, seconded by Mr. Snow, and further discussion, the Board unanimously approved the Stillwater Sciences contract amendment for \$287,774 to complete necessary work for SWRCB's CEQA analysis.
14. Upcoming Meeting Dates and Location. There was discussion of 2018 Board meeting dates and locations. It was decided that the Board will meet on February 22, 2018 in Sacramento, CA.
15. Executive Session. Upon motion duly made by Mr. Snow, seconded by Mr. Szeptycki, and unanimously carried, the Board moved into Executive Session to discuss personnel and legal matters. It was decided to establish an agreement with a public relations firm to conduct a workshop with the Board and develop a scope of proposed services for an engagement. There being no further business in Executive Session, and upon motion duly made by Mr. Barr, seconded by Mr. Szeptycki, and unanimously carried, the Board returned to general session.
16. Adjourn. There being no further business to come before the Board, upon motion duly made by Mr. Williams, seconded by Mr. Root, and unanimously carried, the meeting was adjourned at 3:05 p.m. Pacific time.

Respectfully submitted,



Olivia Mahony, Recording Secretary



Jim Root, Secretary of the Corporation