

**MINUTES OF THE BOARD OF DIRECTORS MEETING OF  
KLAMATH RIVER RENEWAL CORPORATION  
September 26, 2019**

1. Time and Place. The Board of Directors (“Board”) of Klamath River Renewal Corporation (the “Corporation”) held its Board meeting on September 26, 2019 at 12:30 p.m. Pacific Time in Klamath Falls, OR.
2. Attendance. The following Directors of the Corporation were present:

<b>Board Member</b>	<b>Appointing Authority</b>
Lester Snow	State of California
Jim Root	State of Oregon
Leon Szeptycki	State of California
Ricardo Cano (via phone)	State of California
Laura Rose Day (via phone)	American Rivers, California Trout, Northern California Council of Fly Fishers International, Sustainable Northwest, and Trout Unlimited
Wendy George (via phone)	Karuk Tribe
Brian Johnson	American Rivers, California Trout, Northern California Council of Fly Fishers International, Sustainable Northwest, and Trout Unlimited
Theodore Kulongoski (via phone)	State of Oregon
Frankie Joe Myers	Yurok Tribe
Glen Spain	Institute for Fisheries Resources and Pacific Coast Federation of Fishermen’s Associations
Krystyna Wolniakowski	State of Oregon

The following Board members were absent.

<b>Board Member</b>	<b>Appointing Authority</b>
Michael Barr	State of California
Michael Carrier	State of Oregon

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

<b>Name</b>	<b>Title and Affiliation</b>
Mark Bransom	Chief Executive Officer, Klamath River Renewal Corporation
Sam Burley	General Counsel, Resource Environmental Solutions, LLC

Seth Gentzler (via phone)	Vice President, Hydrology and Hydraulics Practice Manager, AECOM
Laura Hazlett	Chief Operating Officer/Chief Financial Officer, Klamath River Renewal Corporation
Dr. Jacob Kann	Principal, Aquatic Ecosystem Sciences
Chrysten Lambert	Oregon Director, Trout Unlimited
Olivia Mahony	Manager, Board & Special Projects, Klamath River Renewal Corporation
Anika Marriott (via phone)	Assistant Attorney General, Oregon Department of Justice
Dave Meurer	Community Liaison, Klamath River Renewal Corporation
Jeff Petersen	Senior Vice President, Kiewit Infrastructure Co.
Araxi Polony (via phone)	Administrative Assistant, Klamath River Renewal Corporation
Richard Roos-Collins	Principal, Water and Power Law Group PC
Kevin Takei (via phone)	Staff Counsel, California Department of Fish and Wildlife
Dustin Till	Senior Counsel, Pacific Power, PacifiCorp


3. Call to Order. Mr. Snow 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. Snow 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 Consent Agenda. Upon motion duly made by Mr. Root and seconded by Ms. Wolniakowski, the agenda of the September 26, 2019 meeting, minutes of the June 12, 2019 Board meeting, and fiscal year 2019-2020 Executive Committee and Audit Committee members were approved:
  - a. Executive Committee:
    - i. Lester Snow
    - ii. Jim Root
    - iii. Leon Szyeptycki
    - iv. Wendy George
    - v. Brian Johnson
  - b. Audit Committee:
    - i. Scott Williams, Chair
    - ii. Wendy George
    - iii. Glen Spain
5. Report from the CEO. Mr. Bransom provided an overview of work, accomplishments, and priorities of the Corporation since the June 12, 2019 Board meeting.

6. Comments from Guests. Mr. Snow introduced guests of the meeting. Mr. Till provided comments on behalf of PacifiCorp to the Board.
7. Consideration of Bylaw Amendment Regarding Board Alternates. Upon motion duly made by Mr. Spain and seconded by Mr. Johnson, Section 1.2(b) of the Bylaws of the Corporation was unanimously amended to include the following language:
  - a. An appointing authority may also appoint up to two alternate directors, each of whom shall have the same rights as the director, except that an alternate director (i) may be counted for the purpose of quorum, and may vote, in a meeting of the Board or of a committee on which the director serves as a member, only in the absence of the director; and (ii) may not serve as a member, or vote in the meetings, of the Executive Committee. Under item (i), only one alternate may vote at a meeting attended by both alternates, such alternate to be confirmed by the chair at the start of the meeting.
8. Risk Management Plan Update. Ms. Hazlett provided an update on the Corporation's risk management plan and work related to the Local Impact Mitigation Fund (Fund). Mr. Burley presented an overview of the Fund as an element of the Corporation's risk management strategy. There was discussion about the Fund approach, elements of the Fund, and timing.
  - a. Upon motion duly made by Mr. Spain, seconded by Ms. Wolniakowski, and after further discussion, the Board unanimously approved the Local Impact Mitigation Fund as a critical element of the Corporation's full risk management strategy, understanding that further details regarding the Fund will continue to be advanced.
9. Dam Removal Contractor Introduction and Update. Ms. Hazlett introduced Mr. Petersen of Kiewit Infrastructure West Co., the Corporation's Project Company. Mr. Petersen presented the status of Kiewit's work and upcoming milestones, including their design and guaranteed maximum price (GMP) submittal. There was discussion about the work of the Project Company and timeline to get to the GMP and to begin drawdown.
10. Reports from the Board Committees. Committee chairs provided updates on the work of Committees since the June 12, 2019 Board meeting.
  - a. Executive Committee. Mr. Snow and Mr. Johnson presented priorities of the Corporation.
  - b. Audit Committee. Ms. Hazlett, on behalf of Mr. Williams, presented the status of the fiscal year 2018-2019 audit. The final audit report will be brought before the Board for consideration during the December 2019 meeting.
  - c. External Affairs Committee. Governor Kulongoski presented the current role of the External Affairs Committee and work of staff on outreach.
  - d. Funding Strategy Committee. Mr. Johnson provided an update on unrestricted funds raised to support Committee and Board-approved efforts, including grant-writing and other work.

11. Finance Committee Update. Mr. Szeptycki presented the work of the Finance Committee. Ms. Hazlett presented the final fiscal year 2018-2019 financials of the Corporation, which included a discussion about work of the Corporation in the previous fiscal year and current fiscal year.
12. Regulatory Proceedings. Mr. Roos-Collins presented updates on regulatory proceedings of the Corporation, including the Federal Energy Regulatory Commission proceedings, draft Clean Water Act Section 404 application, National Historic Preservation Act Section 106 Consultation, California draft Environmental Impact Report, and California Department of Fish and Wildlife Memorandum of Understanding. There was discussion about the federal, state, and local proceedings and timelines.
13. 2019-2020 Board Meetings. Mr. Bransom presented the list of upcoming Board meetings through December 2020 and potential discussion topics at each meeting.
14. Guest Science Panel on Klamath Basin Water Quality. Mr. Root introduced Dr. Kann and Ms. Lambert. Dr. Kann presented on longitudinal water quality and algal dynamics in the Klamath Basin. Ms. Lambert presented on agricultural water pollution in the Klamath Basin. There was discussion about impacts to water quality in the Klamath Basin and effects of dam removal, as it relates to the broader water quality improvements.
15. Adjourn. There being no further business to come before the Board, the meeting was adjourned at 3:30 p.m. Pacific time.

Respectfully submitted,

  
Olivia Mahony, Recording Secretary

  
Leon Szeptycki, Secretary of the Corporation