

**MINUTES OF THE BOARD OF DIRECTORS MEETING OF
KLAMATH RIVER RENEWAL CORPORATION
December 3, 2019**

1. Time and Place. The Board of Directors (“Board”) of Klamath River Renewal Corporation (the “Corporation”) held its Board meeting on December 3, 2019 at 11:30 a.m. Pacific Time via telephone.
2. Attendance. The following Directors of the Corporation were present:

Board Member	Appointing Authority
Lester Snow	State of California
Jim Root	State of Oregon
Leon Szeptycki	State of California
Natalie Arroyo	State of California
Michael Barr	State of California
Michael Carrier	State of Oregon
Laura Rose Day	American Rivers, California Trout, Northern California Council of Fly Fishers International, Sustainable Northwest, and Trout Unlimited
Wendy George	Karuk Tribe
Brian Johnson	American Rivers, California Trout, Northern California Council of Fly Fishers International, Sustainable Northwest, and Trout Unlimited
Theodore Kulongoski	State of Oregon
Glen Spain	Institute for Fisheries Resources and Pacific Coast Federation of Fishermen’s Associations
Amy Cordalis (Alternate)	Yurok Tribe
Steve Rothert (Alternate)	American Rivers, California Trout, Northern California Council of Fly Fishers International, Sustainable Northwest, and Trout Unlimited
Scott Williams (Alternate)	Yurok Tribe

The following Board members were absent.

Board Member	Appointing Authority
Ricardo Cano	State of California
Frankie Joe Myers	Yurok Tribe
Krystyna Wolniakowski	State of Oregon

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

Name	Title and Affiliation
Mark Bransom	Chief Executive Officer, Klamath River Renewal Corporation

Chuck Bonham	Director, California Department of Fish and Wildlife
Peter Brucker	Program Director, Salmon River Restoration Council
Matt Cox	Director of Communications, Klamath River Renewal Corporation
Joe Croteau	Environmental Program Manager, California Department of Fish and Wildlife
Chip Dale	Former Klamath and Malheur Watershed District Manager, Oregon Department of Fish and Wildlife
Nick Drury	Sponsor, Kiewit Infrastructure West Co.
Nina Elrich-Williams	Principal, Public Good PR
Jennifer Frozena	General Attorney, Office of the Solicitor, U.S. Department of the Interior
Laura Hazlett	Chief Operating Officer/Chief Financial Officer, Klamath River Renewal Corporation
Stacie Kowalczyk	Partner, Armanino LLP
Steve Madrone	5 th District Supervisor, Humboldt County
Olivia Mahony	Manager, Board & Special Projects, Klamath River Renewal Corporation
Anika Marriott	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	Administrative Assistant, Klamath River Renewal Corporation
Hank Seemann	Deputy Director – Environmental Services, Humboldt County
Trevor Watson	Klamath and Malheur Watershed District Manager, Oregon Department of Fish and Wildlife
Shari Whitmore	Fisheries Biologist, National Oceanic and Atmospheric Administration
Lee Rahr	Energy Program Director, Sustainable Northwest
Richard Roos-Collins	Principal, Water and Power Law Group PC
Dustin Till	Senior Counsel, Pacific Power, PacifiCorp
Craig Tucker	Natural Resources Policy Consultant, Karuk Tribe

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. Carrier and seconded by Mr. Root and further discussion, the agenda of the December 3, 2019 meeting and minutes of the September 26, 2019 Board meeting were unanimously approved.
5. Introduction of Natalie Arroyo, Governor Newsom Appointee to the KRRC Board of Directors. Mr. Snow introduced Natalie Arroyo, new appointment to the Board of Directors by Governor Newsom. Ms. Arroyo provided introductory remarks.
6. Reports from the Board Committees. Committee chairs provided updates on the work of Committees since the September 26, 2019 Board meeting.
 - a. Executive Committee. Mr. Snow presented current priorities of the Corporation.
 - b. External Affairs Committee. Governor Kulongoski provided an overview of the Corporation's communications priorities and staff's work on outreach.
 - c. Funding Strategy Committee. Mr. Johnson provided an update on unrestricted fundraising to support Committee and Board-approved efforts, including grant-writing and other work.
 - d. Procurement Advisory Committee. Mr. Root provided an update that the Corporation issued a Request for Proposals (RFP) for Owner's Representative services on November 12, 2019. Proposals are due on December 5, 2019, after which the Corporation could hold optional interviews with top firm(s) on December 9, 2019 and then will award an Agreement for Owner's Representative services by December 17, 2019.
7. Audit Committee Update. Mr. Williams introduced the Corporation's independent auditor, Stacie Kowalczyk, from Armanino. Ms. Kowalczyk presented the independent auditor's fiscal year 2018-2019 report, which found no material findings or deficiencies. There was discussion about the audit and internal controls.
 - a. Upon motion duly made by Mr. Barr and seconded by Mr. Szeptycki, the independent fiscal year 2018-2019 audit report was unanimously approved. Ms. Hazlett then provided an update that the final 2018 annual Oregon Public Utilities Commission (OPUC) did not find any material findings or deficiencies.
8. Finance Committee Update. Mr. Szeptycki presented the work of the Finance Committee. Ms. Hazlett presented the Q1 fiscal year 2020 financials of the Corporation, included a discussion about work of the Corporation and current areas of focus. Ms. Hazlett provided an update the Corporation intends to submit its semi-annual disbursement requests to the funding agencies, per the funding agreements, in December 2019.
9. Major Project Updates. Mr. Bransom, Ms. Hazlett, and Mr. Roos-Collins provided updates on major project works of the Corporation.
 - a. Regulatory Updates. Mr. Bransom and Mr. Roos-Collins provided 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, draft California Clean Water Action Section 401 application and 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.

- b. Project Company Update. Mr. Petersen presented the status of Kiewit's work and upcoming milestones, including the 60% design and guaranteed maximum price (GMP) submittal. There was discussion about the work of the Project Company and timeline to get to the GMP.
 - c. LTC/Local Impact Mitigation Fund. Ms. Hazlett provided an update on the status of and schedule for the Liability Transfer Corporation (LTC) indemnity agreement.
 - d. Parcel B Lands Transfer Process. Ms. Hazlett provided an update on the status of the negotiations between the Corporation and PacifiCorp on the Parcel B lands transfer process, and corresponding coordination with California and Oregon, and required schedule to ensure reservoir drawdown may commence by January 2022.
 - e. Hatchery Management Plan. Ms. Hazlett provided an update on the Hatchery Management Plan and required schedule to ensure reservoir drawdown may commence by January 2022.
 - f. Recreation Plan. Ms. Hazlett provided an update on the status of the Recreation Plan.
 - g. Fire Management Plan. Ms. Hazlett provide an update on the status of the Fire Management Plan.
 - h. There was discussion about project elements and priorities.
10. 2020 Board Meetings. Mr. Bransom presented the list of 2020 Board meetings, locations, and potential discussion topics at each meeting. It was decided that the locations of the June and September meetings would be switched.
11. Adjourn. There being no further business to come before the Board, the meeting was adjourned at 1:20 p.m. Pacific time.

Respectfully submitted,



Olivia Mahony, Recording Secretary



Leon Szeptycki, Secretary of the Corporation