

**MINUTES OF THE BOARD OF DIRECTORS MEETING OF  
KLAMATH RIVER RENEWAL CORPORATION  
November 22, 2022**

1. Time and Place. The Board of Directors (Board) of Klamath River Renewal Corporation (the Corporation) held a meeting of the Board on November 22, 2022 at 11:30 a.m. Pacific Time via Zoom.
2. Attendance. The following Directors of the Corporation were present:

<b>Board Member</b>	<b>Appointing Authority</b>
Brian Johnson	State of California
Krystyna Wolniakowski	State of Oregon
Ricardo Cano	State of California
Wendy Ferris-George	Karuk Tribe
Natalie Arroyo	State of California
Michael Carrier	State of Oregon
Amy Cordalis	Yurok Tribe
Laura Rose Day	American Rivers, California Trout, Northern California Council of Fly Fishers International, Sustainable Northwest, and Trout Unlimited
Theodore Kulongoski	State of Oregon
Kristin Peer	State of California
Jim Root	State of Oregon
Lester Snow	State of California
Glen Spain	Institute for Fisheries Resources and Pacific Coast Federation of Fishermen's Associations
Leon Szeptycki	American Rivers, California Trout, Northern California Council of Fly Fishers International, Sustainable Northwest, and Trout Unlimited
Brian Graber (Alternate)	American Rivers, California Trout, Northern California Council of Fly Fishers International, Sustainable Northwest, and Trout Unlimited
Curtis Knight (Alternate)	American Rivers, California Trout, Northern California Council of Fly Fishers International, Sustainable Northwest, and Trout Unlimited
Scott Williams (Alternate)	Yurok Tribe

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

<b>Name</b>	<b>Title and Affiliation</b>
Russell Attebery	Chairman, Karuk Tribal Council
Dawn Baum	Council Member, Yurok Tribal Council
Scott Bolton	Senior Vice President, External Affairs and Customer Solutions, PacifiCorp

Chuck Bonham	Director, California Department of Fish and Wildlife
Mark Bransom	Chief Executive Officer, Klamath River Renewal Corporation
Laura Hazlett	Chief Operations and Financial Officer, Klamath River Renewal Corporation
Tim Hemstreet	Managing Director, Renewable Energy Development, PacifiCorp Renewable Resources
Arron Hockaday	Council Member, Karuk Tribal Council
Taralyn Ipiná	Chief Operating Officer, Yurok Tribe
Joe James	Chairman, Yurok Tribal Council
Olivia Mahony	Senior Project Manager, Board and Special Projects, Klamath River Renewal Corporation
Anika Marriott	Assistant Attorney General, Oregon Department of Justice
Lana McCovey	Council Member, Yurok Tribal Council
Anthony Meyers	Principal Operating Officer, State Water Project, California Department of Water Resources
Philip Milburn	Klamath and Malheur Watershed District Manager, Oregon Department of Fish and Wildlife
Jason Miner	Natural Resources Policy Director, Officer of the Governor, State of Oregon
Frankie Myers	Vice-Chairman, Yurok Tribal Council
Mindy Natt	Council Member, Yurok Tribal Council
Sherri Provolt	Council Member, Yurok Tribal Council
Ryan Ray	Council Member, Yurok Tribal Council
Richard Roos-Collins	Principal, Water Power Law Group
Joshua Saxon	Executive Director, Karuk Tribe
Kristin Silva	Controller, Klamath River Renewal Corporation
Jim Simondet	Branch Chief, West Coast Regional Office Klamath Branch, National Oceanic and Atmospheric Administration
Renee Stauffer	Council Member, Karuk Tribal Council
Anna Storey	Assistant Project Manager, Klamath River Renewal Corporation
Robert Super	Vice-Chairman, Karuk Tribal Council
Kevin Takei	Staff Counsel, California Department of Fish and Wildlife
Dustin Till	Assistant General Counsel, Pacific Power, PacifiCorp
Tobi Vanlandingham	Council Member, Yurok Tribal Council
Nancy Vogel	Director, Governor's Water Portfolio Program, California Natural Resources Agency
Phillip Williams	Council Member, Yurok Tribal Council
Ted Wise	East Region Hydropower Program Coordinator, Oregon Department of Fish & Wildlife

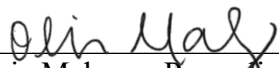
3. Call to Order. Mr. Johnson called the meeting to order and acted as Chair thereof, and Ms. Mahony acted as Recording Secretary of the meeting. After a roll call of Directors, Mr. Johnson announced that a quorum of the Directors was present and that the meeting, having been duly convened, was ready to proceed with its business. Mr. Johnson provided the update that the meeting would be recorded.
4. Approval of Consent Agenda. Upon motion duly made by Ms. Wolniakowski and seconded by Mr. Spain, the agenda of the meeting and the minutes of the June 22, 2022 Board meeting were unanimously approved.
5. Opening Comments.
  - a. Mr. Johnson began by providing introductory comments and an overview of the meeting topics, noting the Board will be asked to vote on a series of important actions, including a resolution to accept license transfer and all related actions. Mr. Johnson noted the meeting will focus on providing information that the Board needs to make these important votes and the Finance and Project Administration Advisory Committees will present their recommendations related to the acceptance of license transfer.
  - b. Mr. Johnson then provided an overview of the items the Board will be asked to approve:
    - i. The draft fiscal year 2022 Audit Report
    - ii. An adjustment to the fiscal year 2023 Budget
    - iii. Minor amendments to the Corporation's Bylaws and Articles of Incorporation
    - iv. Approval of License Transfer, fee title, and other associated actions.
  - c. Mr. Bransom then made brief introductory comments and introduced guests of the meeting. Karuk Tribe, Yurok Tribe, PacifiCorp, state agency, and federal agency guests provided comments and updates to the Board about the importance of the Board's acceptance of License Transfer and this moment in the project.
6. Key Regulatory Updates. Mr. Bransom provided a brief overview of the recent regulatory accomplishments of the Corporation, including the Federal Energy Regulatory Commission's License Surrender Order and the final Clean Water Act Section 404 Permit issued by the Army Corps of Engineers.
  - a. Mr. Roos-Collins then provided an overview of License Surrender Order and associated requirements. There was discussion about the remaining required regulatory approvals.
7. Audit Committee Update. Mr. Williams presented the Audit Committee's recommendation to approve the fiscal year 2021-2022 audit report, which is a clean report with no required adjustments.
  - a. Upon motion duly made by Mr. Root and seconded by Mr. Carrier, the independent fiscal year 2021-2022 audit report was unanimously approved.
8. Finance Committee Update. Mr. Cano provided an overview of the Corporation's financials, noting the Committee has reviewed the full project budget and recommends the approval of License Transfer.

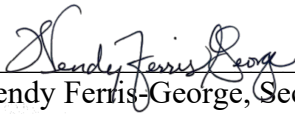
- a. Mr. Cano noted Committee recommends approval of the proposed adjustment to the fiscal year 2023 Budget to allow the Corporation to move forward with pre-construction activities. This adjustment does not increase the full project budget, rather accounts for a change in anticipated project timing given the License Surrender Order issuance.
  - b. Mr. Cano also provided the update that, due to lack of support at Mechanics Bank, the Corporation moved all Oregon Public Utility Commission funds to City National Bank. Mr. Cano noted this move consolidated the Corporation's funds and will provide staff more support and access to bank staff.
  - c. Ms. Hazlett then presented the full project budget, and the year-to-date fiscal year 2023 financials of the Corporation. There was a brief discussion about the financials and project budget, and status of work by the contractor and consultant teams.
  - d. Ms. Hazlett then presented the proposed fiscal year 2023 budget adjustment of \$10,000,000 to allow the Corporation to start construction activities during Quarter 1 of the fiscal year with sufficient contingency funding.
  - e. Upon motion duly made by Mr. Cano, and seconded by Mr. Spain, the fiscal year 2023 budget adjustment of \$10,000,000 was unanimously approved.
9. Project Administration Advisory Committee Update on Contracts and KHSA Section 7.1.4/MOA Implementation Agreements. Ms. Day presented an overview of the Project Administration Advisory Committee's recent meeting to review the status of contracts and implementation agreements in preparation for acceptance of License Transfer.
- a. Ms. Day then noted the Committee recommends the Board approves License Transfer and related actions.
  - b. Mr. Roos-Collins then provided an overview of the Klamath Hydroelectric Settlement Agreement (KHSA) Section 7.1.4/Memorandum of Agreement (MOA) Implementation Agreements, with a focus on key policy terms and conditions.
10. Board Actions on Policy Matters.
- a. Upon motion duly made by Mr. Carrier, and seconded by Ms. Wolniakowski, the amendments to the Bylaws of the Corporation and the Articles of Incorporation were unanimously approved.
  - b. Ms. Cordalis made a motion for Board approval of the acceptance of License Transfer, acceptance of Parcel B Lands fee title, and to authorize staff to execute final contract amendments and implementation agreements. Ms. Cordalis provided comments on the importance of this vote and acknowledged the tremendous work to reach today's decision. Ms. Ferris-George seconded the motion and provided comments on behalf of the Karuk Tribal Council on the importance of this moment and vote.
  - c. Mr. Johnson then called for a roll call vote:
    - i. Brian Johnson – Aye
    - ii. Krystyna Wolniakowski – Aye
    - iii. Ricardo Cano – Aye
    - iv. Wendy Ferris-George – Aye

- v. Natalie Arroyo – Aye
  - vi. Michael Carrier – Aye
  - vii. Amy Cordalis – Aye
  - viii. Laura Rose Day – Aye
  - ix. Theodore Kulongoski – Aye
  - x. Kristin Peer – Aye
  - xi. Jim Root – Aye
  - xii. Lester Snow – Aye
  - xiii. Glen Spain – Aye
  - xiv. Leon Szeptycki – Aye
- d. The Resolution to accept License Transfer, accept Parcel B Lands fee title, and to authorize staff to execute final contract amendments and implementation agreements was unanimously approved.

11. Adjourn. There being no further business to come before the Board, and upon motion duly made by Mr. Szeptycki and seconded by Ms. Wolniakowski, the meeting was adjourned at 12:55 p.m. Pacific Time.

Respectfully submitted,

  
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Olivia Mahony, Recording Secretary

  
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Wendy Ferris-George, Secretary of the Corporation