

MINUTES  
SPECIAL MEETING  
BOARD OF DIRECTORS  
PARADISE IRRIGATION DISTRICT  
JUNE 6, 2019

The special meeting of the Board of Directors of the Paradise Irrigation District was called to order at 9:00 a.m. by President Marc Sulik.

OPENING

BOARD MEMBERS PRESENT: Directors Dan Hansen, Shelby Boston, President Marc Sulik, Vice-President Bob Prevot, and Bill Kellogg

ROLL CALL

BOARD MEMBERS ABSENT: None

STAFF PRESENT: District Manager Kevin Phillips, Finance & Accounting Manager Ross Gilb, and Board Secretary Georgeanna Borrayo

ALSO PRESENT: Attorney Dustin Cooper and members of the public

There were no public comments.

PUBLIC  
PARTICIPATION  
(Item 2.)

Manager Kevin Phillips reported the District desires to engage a firm with experience in the entire scope of post disaster recovery management, including experience with insurance claims, the Cal OES/FEMA public assistance program, and the state and federal legislative process. On April 10, 2019, the District issued a Request for Proposal (RFP) to twelve firms known to provide related services, as well as posting on a national RFP website. Proposals were submitted by two firms, Aptim Environmental & Infrastructure, LLC (APTIM), and Ernst & Young LLP.

NEW BUSINESS:

PUBLIC  
ASSISTANCE &  
DISASTER  
RECOVERY  
MANAGEMENT  
SERVICES  
(Item 3.a.)

Attorney Dustin Cooper indicated the recommended form of motion includes review of Legal Counsel. The changes to the Agreement requested by APTIM are significant to the point where he cannot recommend approval of the Agreement. If the Board desires to move forward with this item, the motion should include review by Legal Counsel and their firm will work with APTIM to discuss bridging the gap in the contract language.

It was moved by Director Kellogg to table this item and bring back to the Board for consideration after the Agreement has been satisfied by Legal Counsel. **Motion dies for lack of a second.**

Upon further discussion, it was moved by Director Prevot and seconded by Director Boston to authorize the District Manager, with review of Legal Counsel and with adequate funding through state backfill, to execute an agreement with APTIM Environmental & Infrastructure LLC for Public Assistance and Disaster Recovery Management Services for a not to exceed amount of \$738,663.00.

AYES: Directors Hansen, Boston, Prevot, Kellogg, and Sulik

NOES: None

ABSENT: None

**Motion passes 5-0**

RESOLUTION NO.  
2019-02 ADOPTED  
AUTHORIZING FIRST  
AMENDMENT TO  
2016 LOAN  
AGREEMENT WITH  
CAPITAL ONE  
PUBLIC FUNDING,  
LLC  
(Item 3.b.)

Manager Phillips reported the District and Capital One Public Funding, LLC entered into a Loan Agreement as of August 31, 2016 for refinancing of debt borrowed through a private placement borrowing to finance improvements to the Water System (the "2008 Installment Sale Agreement"). The First Amendment to Loan Agreement provides for deferral of principal payments of long-term debt until November 1, 2028. If funds are received from the State of California for bridge financing, the deferred principal payment will be due upon receipt of funds.

Attorney Dustin Cooper added the Board Resolution includes authorization to execute the Agreement in substantially similar form with any changes deemed advisable by the District Manager, so it provides an opportunity for him to work with Manager Phillips to loosen up the language relating to the state backfill. The District certainly has a hope for the state backfill, but does not have a guaranty, so he wants to make sure the lenders understand this is not necessarily a guaranty and there is not some kind of commitment in the event backfill funding falls through.

It was moved by Director Shelby and seconded by Director Prevot to adopt Resolution No. 2019-02 authorizing amendments to 2016 Loan Agreement. Directors' votes were polled as follows by roll call vote:

AYES: Directors Hansen, Boston, Prevot, Kellogg, and Sulik  
NOES: None  
ABSENT: None

**Motion passes 5-0**

CLOSED SESSION  
(Items 4.a. & 4.b.)

President Sulik announced closed session items 4.a. and 4.b. As there were no public comments, the Board adjourned to closed session at 10:20 a.m. regarding the following:

4.a. CONFERENCE WITH REAL PROPERTY NEGOTIATORS. District Manager and Minasian, Meith, Soares, Sexton & Cooper, LLP regarding terms and conditions of a potential 2019 water transfer (Government Code section 54956.8).

*Closed Session Announcement: Direction has been given to Legal Counsel.*

4.b. CONFERENCE WITH LABOR NEGOTIATORS (Government Code section 54957.6)

Employee organization: IBEW, Local 1245

PID designated representative: Emily LaMoe

*Closed Session Announcement: Direction has been given to the PID designated representative.*


CLOSED SESSION  
ANNOUNCEMENT

President Sulik reconvened the special meeting at 10:40 a.m. and provided closed session announcement information regarding agenda items 4.a. and 4.b. as listed above in italicized print.

ADJOURNMENT

It was moved by President Sulik to adjourn the meeting. The special meeting was adjourned at 10:42 a.m.

  
Georganna Borrayo, Secretary

  
Marc Sulik, President

PARADISE IRRIGATION DISTRICT

RESOLUTION NO. 2019-02

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE  
PARADISE IRRIGATION DISTRICT  
AUTHORIZING AMENDMENTS TO 2016 LOAN AGREEMENT,  
AUTHORIZING EXECUTION AND DELIVERY OF DOCUMENTS,  
AND APPROVING RELATED ACTIONS

WHEREAS, the Paradise Irrigation District (the "District") and Capital One Public Funding, LLC (the "Lender"), entered into a Loan Agreement dated for convenience as of August 31, 2016 (the "Loan Agreement");

WHEREAS, the District has requested that the Lender allow the District to defer the principal component of the loan repayment that was due on May 1, 2019, to November 1, 2028, with the understanding that the District will agree to prepay the deferred amount upon receipt of funds from the State of California;

WHEREAS, the Lender has consented to the District's request and has further agreed to make the resulting amendments to the Loan Agreement effective retroactively as of May 1, 2019;

WHEREAS, the deferral of principal will increase the amount of interest payable by the District on the loan until the deferred principal is repaid;

WHEREAS, the First Amendment to Loan Agreement (the "First Amendment"), which revises the schedule of principal and interest payments and includes the District's agreement to prepay the deferred principal amount upon receipt of funds from the State of California, has been presented to the Board of Directors for its review and approval;

WHEREAS, the execution and delivery of the First Amendment is desirable and in the best interests of the District;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Paradise Irrigation District as follows:

Section 1. Approval of First Amendment. The Board of Directors hereby approves the First Amendment in substantially the form on file with the Board Secretary and authorizes and directs the District Manager and any other officer designated by the District Manager (the "Designated Officers"), and each of them individually, for and in the name of and on behalf of the District, to execute and deliver the First Amendment in such form with any changes therein or additions thereto deemed advisable by the District Manager, and the execution thereof by Designated Officer is conclusive evidence of such approval;

Section 2. General Authorization. The Board of Directors hereby authorizes and directs the officers of the District, and each of them, for and in the name of and on behalf of the District, to do any and all things and to execute and deliver any and all documents that they may deem necessary or advisable in order to complete the delivery of the First Amendment and otherwise to

carry out, give effect to, and comply with the terms and intent of this resolution. All actions heretofore taken by such officers and agents that are in conformity with the purposes and intent of this resolution are hereby ratified, confirmed and approved in all respects.

PASSED AND ADOPTED this 6th day of June 2019 by the following vote at a special meeting of the Board of Directors:

AYES: Directors Dan Hansen, Shelby Boston, Bob Prevot, Bill Kellogg, and Marc Sulik  
NOES: None  
ABSENT: None  
ABSTAIN: None

PARADISE IRRIGATION DISTRICT



Marc Sulik, President

ATTEST:



Georgeanna Borrayo, Secretary





# PARADISE IRRIGATION DISTRICT

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## AGENDA

### SPECIAL MEETING PARADISE IRRIGATION DISTRICT BOARD OF DIRECTORS 6332 CLARK ROAD, PARADISE, CA 95969

THURSDAY, JUNE 6, 2019 – 9:00 AM

1. OPENING

- a. Call to Order
- b. Public & Board Members; please silence your cell phones
- c. Roll Call

2. PUBLIC PARTICIPATION:

Individuals will be given an opportunity to address the Board regarding matters not scheduled on the agenda, although the Board cannot take action on any matter not on the agenda. Comments will be limited to 5 minutes per speaker. Opportunity for public comment on agenda items will be provided at the time they are discussed by the Board with comments limited to 5 minutes per agenda item.

3. NEW BUSINESS:

- a. Public Assistance and Disaster Recovery Management Services (Manager Phillips). Authorize the District Manager, with review of Legal Counsel, to execute an Agreement with APTIM Environmental and Infrastructure, LLC for Public Assistance and Disaster Recovery Management Services for a not to exceed amount of \$738,663.00. *Action may be taken.*
- b. First Amendment to Loan Agreement with Capital One Public Funding, LLC (Manager Phillips). Adopt PID Resolution No. 2019-03 authorizing amendments to the 2016 Loan Agreement with Capital One Public Funding, LLC to defer the principal component of the loan repayment to November 1, 2028. *Action may be taken. (Roll Call Vote)*

4. CLOSED SESSION:

- a. CONFERENCE WITH REAL PROPERTY NEGOTIATORS. District Manager and Minasian, Meith, Soares, Sexton & Cooper, LLP regarding terms and conditions of a potential 2019 water transfer (Government Code § 54956.8).
- b. CONFERENCE WITH LABOR NEGOTIATORS (Government Code section 54957.6)  
Employee organization: IBEW, Local 1245  
PID designated representative: Emily LaMoe

5. ANNOUNCEMENT FROM CLOSED SESSION

6. ADJOURNMENT