



THREE RIVERS LEVEE IMPROVEMENT AUTHORITY
Yuba County Government Center, Board Chambers
915 Eighth Street, Suite 109A
Marysville, California

SEPTEMBER 15, 2015 – 2:00 P.M.

CALL TO ORDER: Welcome to the Three Rivers Levee Improvement Authority (TRLIA) meeting. As a courtesy to others, please turn off cell phones, pagers, or other electronic devices which might disrupt the meeting. Thank you.

I **ROLL CALL** – Directors Atwal, Brown, Crippen, Griego, Nicoletti

II **PUBLIC COMMUNICATIONS:** Any person may speak about any subject of concern within the jurisdiction of TRLIA which is not on today's agenda. The total amount of time allotted shall be limited to a total of 15 minutes and each individual or group will be limited to no more than 5 minutes. Prior to this time, speakers are requested to fill out a "Request to Speak" card and submit it to the secretary.

III **CONSENT AGENDA:** Matters listed are considered to be routine and can be enacted by one motion.

A. Approve minutes of the meetings of July 14 and August 4, 2015.

IV **ACTION ITEMS**

A. Public Hearing - Hold public hearing and adopt resolution certifying the Final Environmental Impact Report for the Yuba Goldfields 200-year Flood Protection Project and directing staff to file Notice of Determination pursuant to California Environmental Quality Act; and adopt resolution adopting findings, approving mitigation monitoring and reporting plan, and approving Yuba Goldfields 200-year Flood Protection Project.

V **BOARD AND STAFF MEMBER REPORTS**

VI **ADJOURN**

The complete agenda is available at the Yuba County Government Center, 915 8th Street, Suite 109 Marysville, and www.trlia.org. Any disclosable public record related to an open session item on the agenda and distributed to all or a majority of the Board less than 72 hours prior to the meeting is available at Suite 109 during normal business hours. In compliance with the Americans with Disabilities Act, the meeting room is wheelchair accessible and disabled parking is available. If you have a disability and need disability-related modifications or accommodations to participate in this meeting, please contact the Clerk of the Board's office at (530) 749-7510 or (530) 749-7353 (fax). Requests must be made one full business day before the start of the meeting.



THREE RIVERS LEVEE IMPROVEMENT AUTHORITY

JULY 14, 2015 SPECIAL MEETING

MINUTES

A meeting of the Board of Directors of the Three Rivers Levee Improvement Authority (TRLIA) was held on the above date, commencing at 2:01 p.m., within the Government Center, Marysville, California, with a quorum being present as follows: Directors Rick Brown, Mary Jane Griego, and John Nicoletti. Directors Sarbdeep Atwal and Jerry Crippen were absent. Also present were Executive Director Paul Brunner, Counsel Andrea Clark, and Secretary/Clerk of the Board of Supervisors Donna Stottlemeyer. Chair Griego presided.

I ROLL CALL – Directors Atwal, Brown, Crippen, Griego, Nicoletti – Directors Atwal and Crippen absent.

II CONSENT AGENDA: Matters listed are considered to be routine and can be enacted by one motion.

MOTION: Move to approve MOVED: John Nicoletti SECOND: Rick Brown

AYES: Rick Brown, Mary Jane Griego, John Nicoletti

NOES: None ABSTAIN: None ABSENT: Sarbdeep Atwal, Jerry Crippen

A. Approve minutes of the meeting of June 16, 2015. Approved.

III ACTION ITEMS

A. Approve Amendment No. 9 with AECOM Technical Services not to exceed \$22,800 for additional CEDQA documentation for the Goldfields 100 Year Interim project and authorize the Executive Director to negotiate and execute the final amendment upon review by General Counsel Executive. Director Paul Brunner recapped services required.

MOTION: Move to approve MOVED: John Nicoletti SECOND: Rick Brown

AYES: Rick Brown, Mary Jane Griego, John Nicoletti

NOES: None ABSTAIN: None ABSENT: Sarbdeep Atwal, Jerry Crippen

B. Approve addendum for Crossing 21 to the Goldfields' 100 Year Flood Protection project Final Initial Study/Mitigate Negative Declaration and authorize the Executive Director to execute and file attached Notice of Determination in compliance with California Environmental Quality Act. Director Paul Brunner recapped the study.

MOTION: Move to approve MOVED: John Nicoletti SECOND: Rick Brown

AYES: Rick Brown, Mary Jane Griego, John Nicoletti

NOES: None ABSTAIN: None ABSENT: Sarbdeep Atwal, Jerry Crippen

IV BOARD AND STAFF MEMBER REPORTS

Executive Director Paul Brunner:

- Joint Powers Authority amendment
- Goldfields project update
- 200 year protection update

- Public Review Documents – WPIC 200 year EIR; Feather River Setback Mitigation Project; 1986 Break Construction
- Next meeting July 21, 2015 at 2:00 p.m.
- Feather River Regional Flood Plan June meeting

V ADJOURN: 2:26 p.m.

Chair

ATTEST: DONNA STOTTLEMEYER
CLERK OF THE BOARD OF SUPERVISORS
AND SECRETARY OF THE PUBLIC AUTHORITY

Approved: _____



THREE RIVERS LEVEE IMPROVEMENT AUTHORITY

AUGUST 4, 2015

MINUTES

A meeting of the Board of Directors of the Three Rivers Levee Improvement Authority (TRLIA) was held on the above date, commencing at 3:42 p.m., within the Government Center, Marysville, California, with a quorum being present as follows: Directors Sarbdeep Atwal, Rick Brown, and John Nicoletti. Directors Jerry Crippen and Mary Jane Griego. Also present were Executive Director Paul Brunner, Counsel Andrea Clark, and Secretary/Clerk of the Board of Supervisors Donna Stottlemeyer. Vice-Chair Brown presided.

- I ROLL CALL – Directors Atwal, Brown, Crippen, Griego, Nicoletti - Director Griego and Crippen absent.
- II PUBLIC COMMUNICATIONS: None.
- III CONSENT AGENDA CONSENT AGENDA: Matters listed are considered to be routine and can be enacted by one motion.

MOTION: Move to approve MOVED: Sarbdeep Atwal SECOND: John Nicoletti
AYES: Sarbdeep Atwal, Rick Brown, John Nicoletti
NOES: None ABSTAIN: None ABSENT: Jerry Crippen, Mary Jane Griego

A. Approve minutes of the meeting of July 21, 2015. Approved.

IV ACTION ITEMS

- A. Authorize proposed agreements with Western Aggregates and Cal Sierra and authorize Executive Director to execute contract upon review and approval of Counsel.

Executive Director Paul Brunner recapped the agreements and terms regarding construction and maintenance for the Goldfields Interim 100-year Flood Protection Project, and responded to Board inquiries. Counsel Andrea Clark recapped mutual release between mining companies and responded to Board inquiries.

MOTION: Move to approve MOVED: Sardeep Atwal SECOND: John Nicoletti
AYES: Sarbdeep Atwal, Rick Brown, John Nicoletti
NOES: None ABSTAIN: None ABSENT: Jerry Crippen, Mary Jane Griego

- B. Award contract to responsive bidder, R&R Horn, Inc., in the amount of \$225,990; authorize Executive Director to execute contract, issue Notice to Proceed for construction of Yuba South Levee Station 2154+00 Remediation upon review and approval of Counsel.

Construction Manager Doug Handen recapped bids, award of contract, and project.

MOTION: Move to approve MOVED: John Nicoletti SECOND: Sarbdeep Atwal
AYES: Sarbdeep Atwal, Rick Brown, John Nicoletti
NOES: None ABSTAIN: None ABSENT: Jerry Crippen, Mary Jane Griego

C. Approve Amendment No. 7 in the amount of \$38,000 with MHM Inc. for engineering services, and authorize Executive Director to execute contract upon review and approval of Counsel.

MOTION: Move to approve MOVED: John Nicoletti SECOND: Sarbdeep Atwal
AYES: Sarbdeep Atwal, Rick Brown, John Nicoletti
NOES: None ABSTAIN: None ABSENT: Jerry Crippen, Mary Jane Griego

D. Approve Change No. 5 in the amount of \$238,209 with River Partners for three additional years of maintenance and monitoring for Feather River Setback Mitigation Planting an Elderberry Transplant and authorize Executive Director to execute contract upon review and approval of Counsel. Executive Director Paul Brunner advised poison oak would not be planted and responded to inquiries.

MOTION: Move to approve MOVED: John Nicoletti SECOND: Sarbdeep Atwal
AYES: Sarbdeep Atwal, Rick Brown, John Nicoletti
NOES: None ABSTAIN: None ABSENT: Jerry Crippen, Mary Jane Griego

V BOARD AND STAFF MEMBER REPORTS

Executive Director Paul Brunner:

- o Joint Powers Authority Amendment approval
- o August 18, 2015 meeting cancelled/Next Meeting 2:00 p.m. August 25, 2015

VI CLOSED SESSION: The Board retired into closed session at 4:22 p.m. and returned at 5:03 p.m.

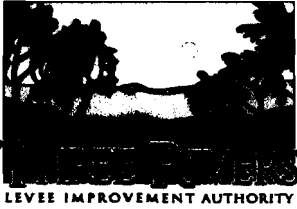
A. Conference with legal counsel pursuant to Government Code §54956.9(d)(2) – Anticipated litigation – One Case No report

VII ADJOURN: 5:04 p.m.

Chair

ATTEST: DONNA STOTTLEMEYER
CLERK OF THE BOARD OF SUPERVISORS
AND SECRETARY OF THE PUBLIC AUTHORITY

Approved: _____



THREE RIVERS LEVEE IMPROVEMENT AUTHORITY

1114 Yuba Street, Suite 218
Marysville, CA 95901
Office (530) 749-7841 Fax (530) 749-6990

September 15, 2015

TO: Board of Directors

FROM: Paul Brunner, Executive Director *PBB/blw*
Andrea Clark, General Counsel

SUBJECT: Certification of EIR, Adoption of Findings and Mitigation Monitoring and Reporting Plan, and Approval of Alternative 4 of the Yuba Goldfields 200-Year Flood Protection Project

Recommendation:

Staff recommends that the Three Rivers Levee Improvement Authority Board of Directors approve: (i) a resolution certifying the Environmental Impact Report for the Yuba Goldfields 200-Year Flood Protection Project as having been prepared in compliance with the California Environmental Quality Act (CEQA) and (ii) a resolution adopting findings, adopting a mitigation monitoring and reporting plan, approving Alternative 4 of the Yuba Goldfields 200-Year Flood Protection Project ("Project") for implementation, and directing staff to file a Notice of Determination pursuant to CEQA.

Background:

TRLIA is proposing the Project to provide a 200-year flood risk reduction solution that will prevent flood waters from flowing through the Goldfields and flanking the State Plan of Flood Control ("SPFC").

TRLIA has analyzed the residual flood risk associated with the Goldfields and identified a risk of flooding from the Goldfields for floods more frequent than the 100-year flood. TRLIA's analysis revealed that the Yuba River is actively eroding the south bank tailings mound. The analysis also shows that landform changes within the Goldfields created through historic gold dredge mining operations have affected flow paths within the Goldfields and made it easier for flood water to slow through the Goldfields and exit into the RD 784 service area. As a result, areas that were thought to have 200-year protection are still at risk, and it is possible that flood waters will flow through the Goldfields and flank SPFC facilities.

Accordingly, the Project is being advanced by TRLIA to expeditiously reduce flood risk by constructing an embankment just south of the Goldfields that would prevent Yuba River flood flows during a 200-year flood event from flowing through the Goldfields and flanking the SPFC.

Public Review Process:

TRLIA conducted a thorough public information program during the environmental review process. The initial decision to prepare an EIR for the Project was made following completion of an Initial Study. A Notice of Preparation (NOP), including the Initial Study, was distributed to the California State Clearinghouse and other potentially interested parties on June 12, 2014. The release of the NOP initiated a 30-day public scoping period that ended on July 14, 2014. During the public scoping period, two public scoping meetings were held in Marysville on June 23, 2014, to receive agency and public comments regarding the scope of the environmental analysis for the EIR. During the public scoping period, comments on the NOP and Initial Study were received from state agencies, regional and local governmental agencies, regional authorities, and other non-governmental organizations. TRLIA considered the comments received in refining the scope of analysis for the EIR.

The Draft EIR was subsequently released in March 2015, and comments were accepted on the Draft EIR over a 45-day review period pursuant to CEQA Guidelines §15105. The review period closed on April 24, 2015. TRLIA received a number of comments on the Draft EIR; responses to those comments form part of the Final EIR.

Comments from United Auburn Indian Community

TRLIA received a comment letter from the United Auburn Indian Community (“UAIC”) in response to the NOP, requesting GIS files, future environmental documents, and to participate in a field survey. TRLIA’s consultant suggested a meeting take place after release of the Draft EIR. UAIC reengaged with TRLIA after the close of the public comment period for the Draft EIR, and a meeting was held between TRLIA staff/consultants and UAIC on August 6, 2015. UAIC submitted a formal comment letter on August 14, 2015. TRLIA responded in writing to UAIC’s comments on September 3, 2015.

Due to uncertainty regarding whether UAIC wanted its comment letter to remain confidential, out of an abundance of caution, TRLIA has not included UAIC’s comment letter or TRLIA’s response in the Final EIR. UAIC requested that TRLIA perform additional survey work prior to certification of the Final EIR in order to determine more precisely the nature of any resources in the Project area. TRLIA lacks access to the property associated with Alternative 4, and confirmed since UAIC’s request that the property owner will not grant access for this purpose. Thus TRLIA will not be able to perform that work until TRLIA is in possession or ownership of the property.

TRLIA revised and expanded Mitigation Measures 3.6-2a and 3.6-2b to require a pedestrian archaeological survey, a geo-archaeological analysis, additional Native American coordination and field review, and other measures once TRLIA has possession of the property. The revised mitigation measures minimize any impacts on cultural resources to a less-than-significant level if cultural sites are encountered.

Final EIR Certification

Under CEQA, prior to approving a project, the lead agency must certify that the EIR was completed in compliance with CEQA and that the agency reviewed and considered the information in the Final EIR. The Final EIR reflects the agency’s independent judgment and analysis.

In addition, when a project may have significant impacts on the environment, the lead agency must make written findings for each significant effect of the project. The findings must state that mitigation measures will avoid or substantially lessen the significant effect, or that specific economic, legal,

social, technological, or other considerations make infeasible the mitigation measures or project alternatives identified in the Final EIR. If the benefits of a project outweigh unavoidable adverse impacts, the adverse environmental impacts may be considered acceptable. This determination is made in a statement of overriding considerations, which is part of the findings document. Agencies must also adopt a mitigation monitoring and reporting plan that describes the mitigation measures required as part of a project. Proposed findings and a mitigation monitoring and reporting plan for the Project are attached to Resolution ___ as exhibits.

As detailed in the Final EIR and the Findings document, the Project will have significant, unavoidable impacts in the resource areas of aesthetics; agriculture and forestry resources; air quality; geology, soils, minerals, and paleontological resources; and noise. The Findings document concludes that the benefits of the Project, including protection of existing populations from flooding; reduction of flood risk from the Goldfields toward a target of 200-year; construction of a project as soon as possible; construction of an economically, environmentally, politically, and socially acceptable project; compatibility with the Central Valley Flood Protection Plan, and compatibility with recreation and restoration goals in the planning area, outweigh these significant and unavoidable adverse impacts on the environment.

Approval of Alternative 4 of the Yuba Goldfields 200-Year Flood Protection Project

Staff recommends approval by the TRLIA Board of Alternative 4 as described and analyzed in the Final EIR. Alternative 4 involves constructing a levee that is set back from the Yuba River just south of the Goldfields, and would intercept flood flows from the Goldfields and redirect them to the Yuba River Floodplain, west of the Goldfields. As described in the Findings document, despite Alternative 4 resulting in the greatest number of significant and unavoidable impacts, Alternative 4 can best meet the most project objectives, as described in the *Goldfields Flood Risk Reduction Feasibility Study Final Report: 200-Year Project Selection* (TRLIA 2015). Alternative 4 is most likely to be implemented by 2025 because the State of California has indicated that it is most likely to fund Alternative 4. Due to its location outside the Goldfields, implementation of Alternative 4 does not require agreements with mining companies or a revocable license from the federal government. Alternative 4 therefore best meets the project objective of being sustainable for the long term. Finally, Alternative 4 preserves more opportunities for environmental restoration and avoidance of erosion because it is set back from the Yuba River. It therefore provides the best opportunity for the Project to indirectly provide environmental benefits to the Yuba River.

Fiscal Impact:

Approval of the two resolutions will complete CEQA compliance for the Yuba Goldfields 200-Year Flood Protection Project and will have little, if any, additional cost. There will be continued, budgeted costs for additional regulatory permitting needed to complete the Project.

Attachments:

- A. Resolution Certifying the Final Environmental Impact Report for the Yuba Goldfields 200-Year Flood Protection Project

Exhibit A: Final EIR

- B. Resolution Adopting Findings and Approving the Mitigation Monitoring and Reporting Plan for the Yuba Goldfields 200-Year Flood Protection Project

Exhibit A: Findings

Exhibit B: Mitigation Monitoring and Reporting Plan

Attachment A

RESOLUTION NO. _____

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE THREE RIVERS LEVEE IMPROVEMENT AUTHORITY CERTIFYING THE FINAL ENVIRONMENTAL IMPACT REPORT FOR THE YUBA GOLDFIELDS 200-YEAR FLOOD PROTECTION PROJECT

WHEREAS, Three Rivers Levee Improvement Authority (“TRLIA”) proposes the Yuba Goldfields 200-Year Flood Protection Project (the “Project”) to reduce flood risk in the Reclamation District No. 784 service area;

WHEREAS, TRLIA is the lead agency for environmental review of the Project under the California Environmental Quality Act (“CEQA”);

WHEREAS, a Notice of Preparation for a Draft Environmental Impact Report (“Draft EIR”) was prepared and released for public comment on June 12, 2014;

WHEREAS, the release of the Notice of Preparation initiated a 30-day public comment period that ended on July 14, 2014;

WHEREAS, During the public review period, two public scoping meetings were held on June 23rd to receive agency and public comments regarding the scope of the environmental analysis for the EIR. Notice of these meetings was given in accordance with Government Code Sections 65355 and 65453;

WHEREAS, a Draft EIR was prepared and circulated for public review and comment between March 11, 2015, and April 24, 2015;

WHEREAS, on April 6, 2015, TRLIA held two public comment meetings during which it received and considered testimony from the public, concerning the Project and the Draft EIR. Notice of these meetings was given in accordance with Government Code Sections 65355 and 65453;

WHEREAS, TRLIA received written comments on the Draft EIR from individuals, organizations and public agencies;

WHEREAS, a Final Environmental Impact Report (“Final EIR”) that incorporated the Draft EIR by reference and provided responses to public comments was prepared and distributed to the commenting agencies on August 14, 2015;

WHEREAS, an updated Final Environmental Impact Report (“Final EIR”) that incorporated the Draft EIR by reference and provided responses to public comments was prepared and made available to the public on September 10, 2015; and

WHEREAS, TRLIA discussed the Final EIR during its meeting on September 15, 2015 and provided the opportunity for the public to give comments on the Final EIR during that meeting;

NOW, THEREFORE, the Board of Directors of the Three Rivers Levee Improvement Authority resolves as follows:

1. The Final EIR is hereby certified as being completed in compliance with the provisions of the California Environmental Quality Act and its implementing regulations.
2. The Final EIR was presented to the Board on September 11, 2015 and the Board discussed the contents of the Final EIR during its meeting on September 15, 2015.
3. The Board has reviewed and considered the information contained in the Final EIR prior to taking any action to approve or disapprove the Project.
4. The Board hereby ratifies and adopts the conclusions of the Final EIR. The Final EIR represents the independent judgment and analysis of the Board.
5. The Board hereby directs staff to file a Notice of Determination pursuant to the requirements of the California Environmental Quality Act.

PASSED AND ADOPTED this ____ day of _____ 2015, by the Board of Directors of Three Rivers Levee Improvement Authority, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Mary Jane Griego, Chair

ATTEST:

Donna Stottlemeyer
Secretary

APPROVED AS TO FORM:

Andrea P. Clark
General Counsel

RESOLUTION NO. _____

**RESOLUTION OF THE THREE RIVERS LEVEE IMPROVEMENT AUTHORITY
ADOPTING FINDINGS, APPROVING THE MITIGATION MONITORING AND
REPORTING PLAN, AND APPROVING THE YUBA GOLDFIELDS 200-YEAR FLOOD
PROTECTION PROJECT**

WHEREAS, the Three Rivers Levee Improvement Authority (“TRLIA”) proposes the Yuba Goldfields 200-Year Flood Protection Project (the “Project”) to reduce flood risk in the Sutter Basin;

WHEREAS, TRLIA is the lead agency for environmental review of the Project under the California Environmental Quality Act (“CEQA”);

WHEREAS, a Notice of Preparation for a Draft Environmental Impact Report (“Draft EIR”) was prepared and released for public comment on June 12, 2014;

WHEREAS, the release of the Notice of Preparation initiated a 30-day public comment period that ended on July 14, 2014;

WHEREAS, during the public review period, two public scoping meetings were held on June 23rd to receive agency and public comments regarding the scope of the environmental analysis for the EIR. Notice of these meetings was given accordance with Government Code Sections 65355 and 65453;

WHEREAS, a Draft EIR was prepared and circulated for public review and comment between March 11, 2015 and April 24, 2015;

WHEREAS, on April 6, 2015, TRLIA held two public comment meetings during which it received and considered testimony from the public, concerning the Project and the Draft EIR. Notice of these meetings was given accordance with Government Code Sections 65355 and 65453;

WHEREAS, TRLIA received written comments on the Draft EIR from individuals, organizations and public agencies;

WHEREAS, a Final Environmental Impact Report (“Final EIR”) that incorporated the Draft EIR by reference and provided responses to public comments was prepared and distributed to the commenting agencies on August 14, 2015;

WHEREAS, an updated Final EIR that incorporated the Draft EIR by reference and provided responses to public comments was made available to the public on September 10, 2015;

WHEREAS, TRLIA discussed the Final EIR during its meeting on September 15, 2015 provided the opportunity for the public to give comments on the Final EIR during that meeting;

WHEREAS, TRLIA has, by means of Resolution No. _____, certified that the EIR has been prepared in full compliance with the terms of the California Environmental Quality Act,

that the Board has reviewed and considered the information contained in the prior to taking any action to approve or disapprove the Project, and that the EIR represents the independent judgment and analysis of the Board;

WHEREAS, pursuant to CEQA the TRLIA Board must make and adopt written findings for each significant effect of the Project, accompanied by a brief explanation of the rationale for each finding. The written findings, attached hereto as Attachment A, state that for each significant impact of the Project, either changes or alterations have been required in, or incorporated into, the Project which avoid or substantially lessen the significant environmental effect as identified in the Final EIR, or specific economic, legal, social, technological, or other considerations, including provision of employment opportunities for highly trained workers, make infeasible the mitigation measures or Project alternatives identified in the Final EIR;

WHEREAS, before TRLIA may consider approval of the Project it must, pursuant to CEQA, adopt a Statement of Overriding Considerations, provided in Attachment A, determining that social, economic, and environmental benefits of the Project outweigh the potential unavoidable significant impacts and render those potential significant impacts acceptable;

WHEREAS, pursuant to CEQA, TRLIA must adopt a Mitigation Monitoring and Reporting Program, attached hereto as Attachment B, regarding the changes which it has either required in the Project or made a condition of approval to avoid or substantially lessen significant environmental effects;

WHEREAS, through this resolution TRLIA wishes to adopt its Findings and the related Mitigation Monitoring and Reporting Plan.

NOW, THEREFORE, THE THREE RIVERS LEVEE IMPROVEMENT AUTHORITY RESOLVES AS FOLLOWS:

1. TRLIA hereby approves and adopts the findings as contained in “*Findings of Fact and Statement of Overriding Considerations by the Three Rivers Levee Improvement Authority Related to the Certification of the Final Environmental Impact Report for the Yuba Goldfields 200-Year Flood Protection Project,*” attached hereto as Attachment A, which are incorporated herein, pursuant to CEQA Guidelines §§ 15091 and 15092.

2. TRLIA hereby approves and adopts the Statement of Overriding Considerations for the Project, as contained in the findings attached hereto as Attachment A, which are incorporated herein, pursuant to CEQA Guidelines § 15093.

3. TRLIA hereby approves and adopts the Mitigation Monitoring and Reporting Plan, which is attached hereto as Attachment B and incorporated herein by reference, pursuant to Public Resources Code section 21081.6.

4. TRLIA hereby approves the Yuba Goldfields 200-Year Flood Protection Project.

PASSED AND ADOPTED this _____ day of _____ 2015, by the Board of Directors of Three Rivers Levee Improvement Authority, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Mary Jane Griego, Chair

ATTEST:

DONNA STOTTLEMEYER
Secretary

APPROVED AS TO FORM:

Andrea P. Clark
General Counsel