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MINUTES OF REGULAR MEETING

Work Session

Tuesday, February 17, 2026

William R. Condit Auditorium
1285 Broadway Avenue
El Centro, CA 92243

Division 1—Alex Cardenas

Division 2—JB Hamby, *Vice Chairman*

Division 3—Gina Dockstader

Division 4—Lewis Pacheco

Division 5—Karin Eugenio, *Chairwoman*

Jamie L. Asbury, *General Manager*

Wayne K. Strumpfer, *General Counsel*

Raquel Najera, *Secretary to the Board*

CALL TO ORDER— 1:00 p.m.

All directors were present in the El Centro Boardroom.

PLEDGE OF ALLEGIANCE

David Arceo, a teacher and the coach of the Imperial High School TigerBotics team, led the Pledge of Allegiance.

APPROVAL OF AGENDA

Moved by Director Dockstader, seconded by Director Pacheco, that the Board approve the agenda as presented, with Consent agenda item No. 5: *Approval of Truist Bank Commercial Paper Letter of Credit Substitution*, moved to Consent Items Added to Action Agenda.

Motion carried, 5-0.

PUBLIC COMMENTS

1. Ned Redway of Bermuda Dunes raised concerns about delays in trimming trees near power lines. Mr. Redway provided his contact information to General Counsel Strumpfer.
2. David Arceo, coach of the Imperial High School TigerBotics Team, presented a sponsorship request on behalf of the team to support ongoing competition and outreach within the Imperial community.
3. Paula Pangle of the Imperial County Farm Bureau stated that she would provide her comments during the discussion of Action Item No. 7: Approval of 2026 DIP Conservation Payment Rate Adjustment.

CONSENT

Moved by Vice Chairman Hamby, seconded by Director Pacheco, that the board approve the consent agenda as presented (items Nos. 1-4), with consent agenda item No. 5 moved to the Consent Items Added to Action Agenda.

Motion carried, 5-0.

1. Approval of the Minutes:
 - January 20, 2026, regular/business session
 - February 3, 2026, regular/business session

2. Approval of Amended and Restated Generator Interconnection Agreement by and between Imperial Irrigation District and Titan Solar II, LLC

Board approval of the Titan Solar II, LLC, amended and restated Generator Interconnection Agreement, IID Contract No. GIA-2022-67, for their 30-megawatt photovoltaic solar facility with storage. The revisions clarify certain terms, update milestone dates for the generating facility, and correct ministerial and typographical errors in the original agreement.

The total estimated cost of the customer-funded Titan Project is \$4,376,505. IID will reimburse the developer by issuing transmission rate credits for network and common network upgrades, based on a true-up to actual costs. The R-line upgrade is estimated at \$60,529,535, with costs to be reconciled to actuals. IID will collect \$9,223,267 from Cluster Participants who trigger the upgrade once a major work authorization is approved.

3. Approval of R-Line 92-kV Phase 1 Project – Major Work Authorization No. 2.00304

Board approval of the R-Line 92-kV Phase 1 Project – Major Work Authorization No. 2.00304, which will be constructed in two sections to accommodate operational needs and project timelines.

 - Phase 1, Section 1 is 24 miles of single-circuit transmission from Anza Substation to Superstition Substation.
 - Phase 1, Section 2 is 10 miles, including 3 miles of single-circuit and 7 miles of double-circuit transmission with underbuilt distribution, from Superstition Substation to Dixieland Substation.

This upgrade, identified under the Generator Interconnection Agreement for Titan Solar II, LLC, includes permitting, rights-of-way, design, procurement, demolition, and rebuilding. The Interconnection Customer is responsible for the environmental studies. Upon completion of these studies, IID will independently review the analysis and present the environmental determination to the IID Board of Directors for consideration. Construction will not commence until the Board completes its California Environmental Quality Act review and formally approves the project. The total estimated cost of the project is \$64,694,303.

4. Adopt Resolution to Call and Request Consolidation of the IID General Election with the Statewide Primary Election
The Board adopted Resolution No. 5-2026, requesting that the Imperial County Board of Supervisors consolidate the IID general district election with the statewide direct primary election scheduled for June 2, 2026, to elect three IID director offices in Divisions 1, 3, and 5.
5. Approval of Truist Bank Commercial Paper Letter of Credit Substitution
At the request of Director Dockstader, this item was moved to Consent Items Added to Action Agenda.

CONSENT ITEMS ADDED TO ACTION AGENDA

5. Approval of Truist Bank Commercial Paper Letter of Credit Substitution
Chief Financial Officer Belen Valenzuela reported and presented documents regarding the substitution of the Letter of Credit provider. The proposed letter of credit from Truist Bank has a four-year term and provides an irrevocable, direct-pay letter of credit to support the District's Revenue Commercial Paper Warrants, Series A (Tax-Exempt) and Revenue Commercial Paper Warrants, Series B (Taxable), in an amount not to exceed \$109 million. The Commercial Paper (CP) Program provides the District with interim funds for capital expenditures in Energy and Water.

Moved by Vice Chairman Hamby, seconded by Director Dockstader, that the Board adopt and approve the following documents.

- Adopt Resolution No. 6-2026 authorizing the substitution of an irrevocable direct-pay letter of credit with Truist Bank;
- Approve and authorize the execution of the Reimbursement Agreement and Fee Letter with Truist Bank in substantially the forms submitted with the resolution;
- Approve the Offering Memorandum reflecting Truist Bank as the letter of credit provider in substantially the form submitted with the resolution; and
- Authorize officers of the District to execute agreements and take other actions as needed to substitute the SMBC letter of credit with the new Truist Bank letter of Credit.

Motion carried, 5-0.

ACTION

6. Change board meeting of May 19, 2026
Moved by Director Pacheco, seconded by Vice Chairman Hamby, that the Board approve rescheduling the May 19 meeting to Friday, May 15, 2026, at 8:30 a.m., to allow certain board members and management to attend a Colorado River conference.

Motion carried, 5-0.

7. Approval of 2026 DIP Conservation Payment Rate Adjustment

Water Manager Tina Shields presented to the Board for consideration a request to adjust the 2026 DIP conservation payment by \$34 to a total of \$334 acre-feet, reflecting an annual increase of about 5.5 percent, since the original 2024.

Director Cardenas thanked Ms. Paula Pangle for bringing this matter to his attention. He acknowledged the challenges of the current situation and hoped this matter would provide some relief. He noted ongoing efforts to improve IID's policy review processes and looked forward to General Manager Asbury having the discretion to engage in discussions and to make recommendations to the board.

Public Comment

Paula Pangle, on behalf of the Imperial County Farm Bureau, thanked the Board for listening to their concerns and for IID's collaboration and dedication. She also thanked Water Manager Shields for her work on the Colorado River.

Moved by Director Cardenas, seconded by Director Dockstader, that the Board approve the 2026 DIP conservation payment rate adjustment to \$334 per acre-foot.

Motion carried, 5-0.

POLICY MONITORING

8. BL-14: Delegation to the General Manager with Respect to Real and Personal Property

General Services Manager Jennifer Goodsell and Supervisor of Real Property Laura Cervantes presented the monitoring report on Board Policy BL-14: Delegation to the General Manager with Respect to Real and Personal Property.

Jennifer Goodsell reviewed the policy's guiding principles and three major areas of normal business operations, including personal property, public auctions, and scrap disposal. Laura Cervantes focused on real property, examining IID-owned properties in Imperial and Riverside Counties and leases managed by the IID. She also reviewed easements, rights-of-way, and licenses related to the Power and Water departments, as well as encroachment permits and applications.

In response to a question from Director Cardenas, General Manager Asbury addressed real property and mineral interests. The discussion then shifted to Vice Chairman Hamby's inquiry about the market value of Western Farmland, which Assistant General Manager Sergio Quiroz answered. Directors Dockstader and Pacheco also raised general questions regarding vehicle auctions and geothermal leases.

Moved by Vice Chairman Hamby, seconded by Director Pacheco, that the board accept the policy monitoring report and find that the District is substantially in

compliance with Board Policy BL-14: Delegation to the General Manager with Respect to Real and Personal Property.

Motion carried, 5-0.

9. BL-16 Delegation to the General Counsel with Respect to Settlement of Claims and Litigation

General Counsel Wayne Strumpfer presented the monitoring report on Board Policy BL-16: Delegation to the General Counsel with Respect to Settlement of Claims and Litigation. He provided an overview of tort claims from February 12, 2025, to February 4, 2026, noting the number settled, denied, and pending, as well as the total amount of settled claims. He also reviewed tort litigation and reported 23 workers' compensation settlements from February 2025 to the present.

Directors Cardenas and Pacheco provided brief comments.

Moved by Director Cardenas, seconded by Vice Chairman Hamby, that the board accept the policy monitoring report and find that the District is substantially in compliance with Board Policy BL-16: Delegation to the General Counsel with Respect to Settlement of Claims and Litigation.

Motion carried, 5-0.

REPORTS

10. Board of Directors

Board of Directors Committee Reports:

Chairwoman Eugenio reviewed the list of external and Local Agency Two-on-Two appointments, and the directors provided brief reports on current activities related to the following appointments.

External Appointments	Appointees
American Public Power Association Policy Makers Council	Cardenas
Association of California Water Agencies	Pacheco/Dockstader
California Farm Water Coalition	Dockstader
Coachella Valley Association of Governments — Energy and Sustainability	Eugenio/Hamby
Coalition of Labor, Agriculture, and Business	Pacheco
Colorado River Board of California	Hamby/Dockstader
Family Farm Alliance	Dockstader
Imperial County's Binational Relations	Eugenio/Pacheco
Imperial County Transportation Commission	Eugenio
Salton Sea Authority	Dockstader/Cardenas
Local Agency Two-On-Two	Appointees
Heber Public Utilities District	Hamby/Pacheco

- Director Cardenas reported on several matters:
He thanked the following members:
 - Assistant General Manager Sergio Quiroz and General Services Manager Jennifer Goodsell for coordinating the Vendor Orientation Workshop schedule.
 - Water Department Managers Tina Shields and Mike Pacheco, along with Jessica Humes, supervisor of Environmental Compliance, for arranging a tour of the On-Farm Conservation office and for their efforts in habitat restoration and preservation.
 - The Public Affairs Department for the significant volume of content produced and shared on IID's Facebook page, including Spanish-language messages.

- Director Pacheco attended and reported on the following events:
 - Tour of the On-Farm Conservation office on February 6, 2026.
 - Participated in a tree-planting event at Nosotros Park in the City of Calexico.
 - Completed a tour of the Calexico Port.
 - Attended the 2026 Carrot Festival in Holtville.

- Director Dockstader attended and reported on the following meetings:
 - Farmers' Water Roundtable, Imperial County Farm Bureau, and Water Committee.
 - California Municipal Utilities Association (CMUA) 2026 Capitol Day in Sacramento, and she highlighted some key points from the event.

- Chairwoman Eugenio reported on the following matters:
Meetings and Events Attended:
 - Participated in CMUA 2026 Capitol Day in Sacramento, including several legislative meetings.
 - Joined Director Pacheco for a tree-planting event at Nosotros Park in the City of Calexico. Also, a tour of the Port of Calexico.
 - Attended the 2026 Carrot Festival in Holtville with Vice Chairman Hamby. Later that day, she attended the Imperial Carnival.
 - She is scheduled to attend the 2026 American Public Power Association Legislative Rally in Washington, DC, February 22-25, 2026.
 - She thanked General Services Manager Jennifer Goodsell for organizing the Vendor Orientation Workshop.
 - The 2026 California Mid-Winter Fair will begin on Friday, February 27.

- Vice Chairman Hamby attended the Tamale Festival in Heber and the Carrot Festival in Holtville.

Director Cardenas mentioned IID's Facebook post about the power outage during the Super Bowl game. He believes it was a good move to put this message out, as it was well-received and prompted positive comments.

RECESS— 1:55 p.m.

WORK SESSION— 2:14 p.m.

11. Review Work Session Calendar for the Month of February 2026
During the discussion of the three listed items under the February 2026 work session calendar, Assistant General Manager Sergio Quiroz reported on item a), General Manager Jamie Asbury reported on item b), and Fernando Castro-Alvarez provided a summary and updates on item c), with input and comments from the Board.
 - a) Team of the Month
 - b) Storm Season Management Planning
 - c) Strategic Plan Consultation

ANNUAL WORKPLAN REVIEW

12. Review Board of Directors 2026 Annual Work Plan
The 2026 annual work plan was reviewed, and no changes or additions were proposed.

The Board took a break— 2:52 p.m.

CONVENE CLOSED SESSION— 3:01 p.m.

1. CONFERENCE WITH LEGAL COUNSEL — ANTICIPATED LITIGATION
(Cal. Gov. Code sec. 54956.9(d)(2) & (e)(1))
(4 cases)
2. PUBLIC EMPLOYEE PERFORMANCE EVALUATION
(Cal. Gov. Code sec. 54957)
Title: General Counsel

RECONVENE REGULAR SESSION — 5:18 p.m.

REPORT ACTIONS TAKEN IN CLOSED SESSION, IF ANY

None.

ADJOURNMENT— 5:18 p.m.

(The regular meeting was livestreamed and is available for public viewing on the IID website for those wanting to access a full recording of the proceedings. The work session part of the meeting was not livestreamed.)