



651 Commerce Drive
Roseville, CA 95678

phone (916) 781-3636
fax (916) 783-7693
web www.ncpa.com

Committee Minutes

To: NCPA Executive Committee
From: Carrie Pollo – Assistant Secretary
Subject: December 4, 2025 – Executive Committee Meeting Minutes

1. **Call to Order** – Chair James “Bo” Sheppard called the meeting to order at 8:01 am, at 651 Commerce Drive, Roseville, CA 95678.

Executive Committee Members present at the time of roll call were Chair James “Bo” Sheppard, David Hagele, and Pauline Roccucci. Vice Chair Mikey Hothi, Sudhanshu Jain, and Vicki Veenker attended the meeting via teleconference. A quorum of the Committee was established. Also in attendance were General Manager Randy Howard, General Counsel Jane Luckhardt, and Assistant Secretary Carrie Pollo.

2. **Approval of Minutes** – Approve minutes of the October 23, 2025 Regular Executive Committee Meeting, and the October 2, 2025, October 21, 2025, October 28, 2025, and November 12, 2025 Special Executive Committee meetings.

Motion: A motion was made by Pauline Roccucci and seconded by Sudhanshu Jain to approve the minutes of the October 23, 2025 Regular Executive Committee Meeting, and the October 2, 2025, October 21, 2025, October 28, 2025, and November 12, 2025 Special Executive Committee meetings. The motion carried by a majority on a roll call vote of those Members present as follows:

	<u>Vote</u>	<u>Abstain</u>	<u>Absent</u>
James “Bo” Sheppard	<u>Y</u>	<u> </u>	<u> </u>
Mikey Hothi	<u>Y</u>	<u> </u>	<u> </u>
David Hagele	<u>Y</u>	<u> </u>	<u> </u>
Sudhanshu Jain	<u>Y</u>	<u> </u>	<u> </u>
Pauline Roccucci	<u>Y</u>	<u> </u>	<u> </u>
Christina Nagy McKenna	<u> </u>	<u> </u>	<u>X</u>
Vicki Veenker	<u>Y</u>	<u> </u>	<u> </u>

PUBLIC FORUM

Chair Sheppard asked if any members of the public were present who would like to address the Committee on the agenda items. No members of the public wished to address the Committee on any of the agenda items.

OPEN SESSION

INFORMATIONAL ITEMS

3. General Manager Report – update and monthly report

- Randy thanked everyone for their participation in today’s meeting.
- Attended member visits at the cities of Palo Alto and Santa Clare on November 24, 2025. Member visits are scheduled for the Cities of Shasta Lake and Redding on December 8, 2025, and the City of Roseville on December 15, 2025.
- Had a meeting with TDPUD regarding a new Utility Director.
- AI is a big concern regarding cyber-attacks on energy systems. Drones are also considered a threat to physical assets.
- Just returned from a trip to Washington, DC on November 18 – 21, 2025 regarding wildfire mitigation and meetings with FERC, NERC, and the ESCC.
- The Pathways initiative has been signed and moving forward with implementation and a Launch Committee creating Bylaws.
- Would like to schedule another meeting with CCWD in January with the General Manager and Board Members.

4. General Counsel Report – update and monthly report

- An appeal has been dismissed regarding CAISO Enhancements.
- Continuing to research AI benefits, understanding what is discoverable, and working on NCPA procedures regarding the use of AI information.
- Researching data centers regarding FERC jurisdiction and transmission.
- CT2 Repower troubles with non-responsive bidding.
- Tariff issues have been ongoing.

DISCUSSION/ACTION

5. Approval of the 2026 Proposed NCPA Committee Meeting Calendar – staff is seeking Committee approval and a recommendation for Commission approval of the 2026 NCPA Committee Meeting Calendar.

The 2026 Proposed NCPA Committee Meeting Calendar was reviewed with the Committee. The offsite Executive Committee and Commission meetings have been changed from May to April at the City of Shasta Lake. There were no questions or any further discussion regarding any of the other proposed committee meeting dates.

Motion: A motion was made by David Hagele and seconded by Sudhanshu Jain recommending Commission approval of the 2026 NCPA Committee Meeting Calendar. The motion carried by a majority on a roll call vote of those Members present as follows:

	<u>Vote</u>	<u>Abstain</u>	<u>Absent</u>
James “Bo” Sheppard	<u>Y</u>	<u> </u>	<u> </u>
Mikey Hothi	<u>Y</u>	<u> </u>	<u> </u>
David Hagele	<u>Y</u>	<u> </u>	<u> </u>
Sudhanshu Jain	<u>Y</u>	<u> </u>	<u> </u>
Pauline Rocucci	<u>Y</u>	<u> </u>	<u> </u>
Christina Nagy McKenna	<u> </u>	<u> </u>	<u>X</u>
Vicki Veenker	<u>Y</u>	<u> </u>	<u> </u>

CLOSED SESSION

Chair Sheppard asked General Counsel to move the Executive Committee into Closed Session at 8:35 am. General Counsel Jane Luckhardt took the Committee into Closed Session.

6. CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION – Pursuant to Government Code Section 54956.9(d)(1) – Existing Litigation, one (1) case:

Case Name: *City of Santa Clara dba Silicon Valley Power and Northern California Power Agency, Petitioners, v. California Department of Water Resources, Respondent*, Sacramento County Superior Court, Case No. 34-2023-00336449.

7. CONFERENCE WITH LEGAL COUNSEL – Pursuant to Government Code Section 54956.9(d)(2) – Anticipated Litigation, two (2) cases.

8. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION – Initiation of litigation pursuant to paragraph (4) of subdivision (d) of Section 54956.9: one (1) case, and **CONFERENCE WITH REAL PROPERTY NEGOTIATORS** – Pursuant to Government Code section 54956.8 – conference with real property negotiators.

Property: 050-081-005 and 050-081-006

Agency negotiators: Michael DeBortoli and Jeremy Lawson

Negotiating parties: Crystal Want and Donald Want

Under negotiation: instructions regarding price and terms of purchase

- Bryanna Bryant joined the meeting for items 9 – 11. General Manager Randy Howard and General Counsel Jane Luckhardt left the meeting prior to item 9.

9. CONFERENCE WITH LABOR NEGOTIATORS AND PERFORMANCE EVALUATION – a) Labor negotiations pursuant to Government Code Section 54957.6: Agency representatives: NCPA Executive Committee Members and Human Resources Manager Brynna Bryant; Unrepresented Public Employee: General Counsel; and b) Performance evaluation pursuant to Government Code Section 54957(b): Unrepresented Public Employee: One Category: General Counsel.

10. CONFERENCE WITH LABOR NEGOTIATORS AND PERFORMANCE EVALUATION – a) Labor negotiations pursuant to Government Code Section 54957.6: Agency representatives: NCPA Executive Committee Members and Human Resources Manager Brynna Bryant; Unrepresented Public Employee: General Manager; and b) Performance evaluation pursuant to Government Code Section 54957(b): Unrepresented Public Employee: One Category: General Manager

11. CONFERENCE WITH LABOR NEGOTIATORS – Labor negotiations pursuant to Government Code Section 54957.6: Agency representatives: NCPA Executive Committee Members, Human Resources Manager Brynna Bryant, recruiting consultant Korn Ferry. Unrepresented Public Employee: General Manager.

OPEN SESSION

The Committee reconvened to Open Session at 9:45 am.

REPORT FROM CLOSED SESSION

Closed Session Disclosure: Chair Sheppard reported there was no reportable action taken during Closed Session.

12. **Approval of the Fourth Amendment to the Amended Employment Agreement for Randy S. Howard, General Manager** – approval and recommendation for Commission approval of the Fourth Amendment to the Amended Employment Agreement for Randy S. Howard; authorize the Chair of the Commission to execute the Fourth Amendment to the Amended Employment Agreement for Randy S. Howard; and authorize the Chair of the Commission to adjust the annual salary effective as of the first pay period in 2026.

Fiscal Impact: The cost associated with the General Manager's compensation change is covered within the current fiscal year budget. No budget augmentation is required.

Due to the lack of a quorum, no formal action was taken. However, the Members present at the meeting voiced their support of the recommendation for Commission approval of the Fourth Amendment to the Amended Employment Agreement for Randy S. Howard; authorize the Chair of the Commission to execute the Fourth Amendment to the Amended Employment Agreement for Randy S. Howard; and authorize the Chair of the Commission to adjust the annual salary effective as of the first pay period in 2026.

13. **Approval of the Ninth Amendment to Employment Agreement with Jane E. Luckhardt, General Counsel** – approval and recommendation for Commission approval of the Ninth Amendment to the Employment Agreement for Jane E. Luckhardt; authorize the Chair of the Commission to execute the Ninth Amendment to the Employment Agreement; authorize the Chair of the Commission to adjust the annual salary effective as of the first pay period in 2026, and approve the General Counsel's Performance Goals for 2026.

Fiscal Impact: The cost associated with the General Counsel's compensation change is covered within the current fiscal year budget. No budget augmentation is required.

Due to the lack of a quorum, no formal action was taken. However, the Members present at the meeting voiced their support of the recommendation for Commission approval of the Ninth Amendment to the Employment Agreement for Jane E. Luckhardt; authorize the Chair of the Commission to execute the Ninth Amendment to the Employment Agreement; authorize the Chair of the Commission to adjust the annual salary effective as of the first pay period in 2026, and approve the General Counsel's Performance Goals for 2026.

NEW BUSINESS

No new business was discussed.

ADJOURNMENT

Chair Sheppard adjourned the Executive Committee meeting at 9:47 am.

Sincerely,

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CARRIE A POLLO
Assistant Secretary



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Roseville, CA 95678

phone (916) 781-3636
fax (916) 783-7693
web www.ncpa.com

Committee Minutes

To: NCPA Executive Committee
From: Carrie Pollo – Assistant Secretary
Subject: December 22, 2025 Special Executive Committee Meeting Minutes

- 1. Call to Order** – Chair James “Bo” Sheppard called the meeting to order at 9:02 am, at NCPA’s Roseville Office, 651 Commerce Drive, Roseville, California.

Executive Committee Member Pauline Roccucci was present at the meeting during the time of roll call. Chair James “Bo” Sheppard, Vice Chair Mikey Hothi, David Hagele, Sudhanshu Jain, Christina McKenna, and Vicki Veenker attended via teleconference. A quorum of the Committee was established. Also, in attendance were General Manager Randy Howard, Human Resources Manager Brynna Bryant, and Assistant Secretary Carrie Pollo.

PUBLIC FORUM

Chair Sheppard asked if any members of the public were present who would like to address the Committee on the agenda items. No members of the public were present.

The Committee convened to Closed Session at 9:05 am.

CLOSED SESSION

- 2. CONFERENCE WITH LABOR NEGOTIATORS** – Labor negotiations pursuant to Government Code Section 54957.6: Agency representatives: NCPA Executive Committee Members, Human Resources Manager Brynna Bryant, recruiting consultant Korn Ferry. Unrepresented Public Employee: General Manager.

Carrie Pollo left the meeting at 9:07 am.

OPEN SESSION

The Committee reconvened to open session at 9:36 am.

REPORT FROM CLOSED SESSION

Closed Session Disclosure: Chair Sheppard reported there was no reportable action taken in Closed Session.

ADJOURNMENT

Chair Sheppard adjourned the Special Executive Committee meeting at 9:37 am.

Sincerely,

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CARRIE A POLLO
Assistant Secretary

DRAFT