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Committee Minutes

To: NCPA Executive Committee
From: Carrie Pollo – Acting Assistant Secretary
Subject: February 22, 2024 Executive Committee Meeting Minutes

1. **Call to Order** – Chair Jerry Serventi called the meeting to order at 8:04 am, at 651 Commerce Drive, Roseville, CA.

Executive Committee Members present were Chair Jerry Serventi, Vice Chair Jenelle Osborne, James “Bo” Sheppard, and Pauline Roccucci. David Hagele attended via teleconference. A quorum of the Committee was established. Also in attendance were General Manager Randy Howard, General Counsel Jane Luckhardt, CFO Monty Hanks, HR Manager Brynna Bryant, and Acting Assistant Secretary Carrie Pollo.

2. **Approval of Minutes** – Approve minutes of the January 5, 2024 Special Executive Committee Meeting and the January 18, 2024 Executive Committee Meeting.

Motion: A motion was made by James “Bo” Sheppard, and seconded by Jenelle Osborne to approve the minutes of the January 5, 2024 Special Executive Committee Meeting and the January 18, 2024 Executive Committee Meeting. The motion carried by a majority on a roll call vote of those Members present as follows:

	<u>Vote</u>	<u>Abstained</u>	<u>Absent</u>
Chair Jerry Serventi	<u>Y</u>	<u> </u>	<u> </u>
Jenelle Osborne	<u>Y</u>	<u> </u>	<u> </u>
David Hagele	<u>Y</u>	<u> </u>	<u> </u>
Pauline Roccucci	<u>Y</u>	<u> </u>	<u> </u>
Sudhanshu Jain	<u> </u>	<u> </u>	<u>X</u>
Catalina Sanchez	<u> </u>	<u> </u>	<u>X</u>
James “Bo” Sheppard	<u>Y</u>	<u> </u>	<u> </u>

PUBLIC FORUM

Chair Serventi 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.

- Catalina Sanchez joined the meeting after Public Forum

INFORMATIONAL ITEMS

3. General Manager Report – update and monthly report

General Manager Randy Howard reported:

- Thanked everyone for attending today’s meeting.
- The initial FY 2025 Budget has been reviewed by the Facilities Committee and LEC PPC. It was reviewed and approved at the L&R Committee meeting. Next it will be reviewed at the UD Retreat in March and will be an informational review at the Commission meeting in March.
- Continuing to work on wildfire mitigation which is very concerning regarding the liability. Michael Wara, from Stanford Law School, is writing a paper regarding this issue.
- Spoke at the Western Electric Industry Leaders (WEIL) on Wildfire Risk Mitigation at San Diego Gas and Electric on February 2, 2024.
- NCPA Capitol Day was held February 5, 2024 and was very effective.
- NCPA has applied for a couple of grants for the LEC FX Turbine Upgrade Project and the Lodi Energy Center Hydrogen Project.
- NCPA staff is currently working with Plumas-Sierra on their grant.
- Quarterly meetings continue with Arches/Tyson on the new hydrogen generation grant funding.
- Hydro Relicensing is difficult with CCWD. Meeting with the General Manager of CCWD February 23, 2024.

4. General Counsel Report – update and monthly report

General Counsel Jane Luckhardt gave her update during Closed Session

CLOSED SESSION

Chair Serventi asked General Counsel to move the Commission into Closed Session at 8:24 am. General Counsel Jane Luckhardt took the Commission into Closed Session.

5. CONFERENCE WITH LEGAL COUNSEL – pursuant to Government Code Section 54956.9(d)(1) – Existing Litigation regarding the following cases:

FERC Dockets: Rate Cases:

FERC TO18:

- *Pacific Gas and Electric Co.*, Federal Energy Regulatory Commission, Docket No. ER16-2320
- *Pacific Gas and Electric Co.*, Federal Energy Regulatory Commission, Docket No. EL18-108

FERC TO19:

- *Pacific Gas and Electric Co.*, Federal Energy Regulatory Commission, Docket No. ER17-2154
- *California Public Utilities Commission, et al. v. Pacific Gas and Electric Co.*, Federal Energy Regulatory Commission, Docket No. EL17-95

FERC TO20:

- *Pacific Gas and Electric Co.*, Federal Energy Regulatory Commission, Docket No. ER19-13
- *Pacific Gas and Electric Co.*, Federal Energy Regulatory Commission, Docket No. ER19-1816

- *Pacific Gas and Electric Co.*, Federal Energy Regulatory Commission, Docket No. ER20-2265

D.C. Circuit:

- *Pacific Gas and Electric Co. v. Federal Energy Regulatory Commission*, D.C. Circuit Case No. 21-1061 (lead), consolidated with Case Nos. 21-1135, 21-1172, 21-1204, 22-1095, 22-1113.

Sacramento Superior Court:

- Case Name: City of Santa Clara dba Silicon Valley Power and Northern California Power Agency, Plaintiffs, v. California Department of Water Resources, Defendant, Sacramento County Superior Court, Case No. 34-2023-00338449.

6. CONFERENCE WITH LEGAL COUNSEL – pursuant to Government Code Section 54956.9(d)(1) – Anticipated Litigation, two (2) cases.

- Prior to discussion of Closed Session items 7 and 8, General Manager Randy Howard and General Counsel Jane Luckhardt left the meeting.

7. 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: Unrepresented Public Employee: One Category: General Counsel.

8. 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: Unrepresented Employee: One Category: General Manager.

OPEN SESSION

RECONVENED TO OPEN SESSION

General Manager Randy Howard and General Counsel Jane Luckhardt rejoined the meeting.

REPORT FROM CLOSED SESSION

Closed Session Disclosure: General Counsel Jane Luckhardt reported there was no reportable action taken in closed session.

DISCUSSION / ACTION ITEMS

9. Approval of the Second Amendment to the Amended Employment Agreement for Randy S. Howard, General Manager – approve and recommend Commission approval of the Second Amendment to the Amended Employment Agreement for Randy S. Howard; authorize the Chair of the Commission to execute the Second Amendment to the Amended Employment Agreement for Randy S. Howard; authorize the Chair of the Commission to provide a one-time employer contribution to the General Manager’s 401A account effective as soon as administratively possible, and approve the General Manager’s Performance Goals for 2024.

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.

Motion: A motion was made by Jenelle Osborne, and seconded by James “Bo” Sheppard to approve the Second Amendment to the Amended Employment Agreement for Randy S. Howard; authorize the Chair of the Commission to execute the Second Amendment to the Amended Employment Agreement for Randy S. Howard; authorize the Chair of the Commission to provide a one-time employer contribution to the General Manager’s 401A account effective as soon as administratively possible, and approve the General Manager’s Performance Goals for 2024. The motion carried by a majority on a roll call vote of those Members present as follows:

	<u>Vote</u>	<u>Abstained</u>	<u>Absent</u>
Chair Jerry Serventi	<u>Y</u>	<u> </u>	<u> </u>
Jenelle Osborne	<u>Y</u>	<u> </u>	<u> </u>
David Hagele	<u>Y</u>	<u> </u>	<u> </u>
Pauline Roccucci	<u>Y</u>	<u> </u>	<u> </u>
Sudhanshu Jain	<u> </u>	<u> </u>	<u>X</u>
Catalina Sanchez	<u>Y</u>	<u> </u>	<u> </u>
James “Bo” Sheppard	<u>Y</u>	<u> </u>	<u> </u>

10. Approval of the Seventh Amendment to Employment Agreement with Jane E. Luckhardt, General Counsel – approve and recommend Commission approval of the Seventh Amendment to Employment Agreement between NCPA and Jane E. Luckhardt; authorize the Chair of the Commission to execute the Seventh Amendment to the Employment Agreement between NCPA and Jane E. Luckhardt; authorize the Chair of the Commission to execute the Seventh Amendment to the Employment Agreement; authorize the Chair of the Commission to adjust the annual salary effective as of the first pay period in 2024, and approve the General Counsel’s Performance Goals for 2024.

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.

Motion: A motion was made by Jenelle Osborne, and seconded by Pauline Roccucci to approve the Seventh Amendment to Employment Agreement between NCPA and Jane E. Luckhardt; authorize the Chair of the Commission to execute the Seventh Amendment to the Employment Agreement between NCPA and Jane E. Luckhardt; authorize the Chair of the Commission to execute the Seventh Amendment to the Employment Agreement; authorize the Chair of the Commission to adjust the annual salary effective as of the first pay period in 2024, and approve the General Counsel’s Performance Goals for 2024. The motion carried by a majority on a roll call vote of those Members present as follows:

	<u>Vote</u>	<u>Abstained</u>	<u>Absent</u>
Chair Jerry Serventi	<u>Y</u>	<u> </u>	<u> </u>
Jenelle Osborne	<u>Y</u>	<u> </u>	<u> </u>
David Hagele	<u>Y</u>	<u> </u>	<u> </u>
Pauline Roccucci	<u>Y</u>	<u> </u>	<u> </u>
Sudhanshu Jain	<u> </u>	<u> </u>	<u>X</u>
Catalina Sanchez	<u>Y</u>	<u> </u>	<u> </u>
James “Bo” Sheppard	<u>Y</u>	<u> </u>	<u> </u>

NEW BUSINESS

No new business was discussed.

ADJOURNMENT

Chair Serventi adjourned the Executive Committee meeting at 9:32 am.

Sincerely,

CARRIE POLLO
Acting Assistant Secretary

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