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Minutes - **DRAFT**

To: NCPA Executive Committee
From: Cary A. Padgett - Assistant Secretary
Subject: July 26, 2019, Executive Committee Meeting Minutes

1. **Call to Order** – The meeting was called to order by Chair Roger Frith at 7:30 am, at Ironstone Vineyards, 1894 Six Mile Road, Murphys, California.

Executive Committee Members present were Chair Roger Frith, David Hagele, Teresa O'Neill, and Greg Scharff. Mark Chandler was absent. A quorum of the Committee was established.

In attendance were NCPA General Manager Randy Howard, General Counsel Jane Luckhardt and Assistant Secretary Cary Padgett.

Public Forum: Chair Frith 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.

2. **Approval of Minutes** – Approval of the minutes of the May 23, 2019, Regular Executive Committee Meeting. (Motion by Greg Scharff, second by Teresa O'Neill). Motion carried by a unanimous voice vote. Mark Chandler was absent.

INFORMATIONAL ITEMS

3. **General Manager Report** – update and monthly report.

General Manager Randy Howard reported:

- Provided an update on the onboarding processing for the new Assistant General Manager of Generation Services Joel Ledesma. Mr. Ledesma has taken over full responsibility of the position, while retiring AGM Ken Speer will handle a few key special projects until he retires later this year.
- Distributed a letter dated July 1, 2019, from Bureau of Reclamation Commissioner Brenda Burman regarding the Central Valley Project Improvement Act Restoration Fund.
- NCPA is holding its annual State Legislative Staff tour next week. One of the key site visits is Shasta Dam, as well as visits to Plumas-Sierra, Redding and Shasta Lake.
- Speaking at UMPS Annual Conference in August.
- Hometown Connections, Inc., Annual Conference is scheduled for August 25-27. Several vendors will on be site showcasing their services.
- Member visits with the City of Shasta Lake and the City of Redding are scheduled for later this month.

- Briefly discussed the executive management staff issues at Los Angeles Department of Water and Power.

4. **General Counsel Report** – update and monthly report.

General Counsel Jane Luckhardt reported:

- Hired a Legal Student Intern for the summer. Process has been great and hope to keep him through December if his schedule will allow it.
- Continuing to work through several Generation Services agreements and working on an internal contracts tracking/approval process.

DISCUSSION /ACTION ITEMS

5. **Proposed Member Business Travel and Related Expenditures Policy** – approval of the Member Business Travel and Related Expenditures Policy No. 200-85.

The Committee discussed and reviewed the final changes to the Member Business Travel and Related Expenditures Policy. The Committee recommended approval of the Policy. NCPA staff to send the approved policy to the Members and staff.

Motion: A motion was made by Teresa O’Neill and seconded by David Hagele to approve the Member Business Travel and Related Expenditures Policy. The motion carried by a majority on a voice vote of those members present. Mark Chandler was absent.

6. **Election of Officers and Executive Committee Members** – election of a chairman and vice chair of the Commission and five (5) at large representatives to the Executive Committee. The Nominating Committee nominations for FY19-20 Officers and Executive Committee members are:

Chairman	Roger Frith
Vice Chair	Teresa O’Neill
Executive Committee member	John Allard
Executive Committee member	Mark Chandler
Executive Committee member	David Hagele
Executive Committee member	Greg Scharff
Executive Committee member	Jerry Serventi

Chair Roger Frith reported that the NCPA Nominating Committee, appointed by Chair Frith consisted of Roger Frith, Teresa O’Neill and Nico Procos, met and recommended the Executive Committee approve the recommended FY19-20 Slate of Officers and at large representatives as noted above. The Nominating Committee put forward the suggestion to increase the Executive Committee membership from 5 (five) to 7 (seven). Upon approval of the full Commission, officers and at large representatives will take office at the regular scheduled meeting of the Commission in September 2019.

Motion: A motion was made by Greg Scharff and seconded by Teresa O’Neill to approve the Nominating Committee’s nominations of the FY19-20 Slate of Officers and five (5) at large representatives to the Executive Committee and recommended Commission approval. The motion carried by a majority on a voice vote of those members present. Mark Chandler was absent.

7. **Approval of Chair and Vice Chair of the NCPA Legislative and Regulatory Affairs Committee, and Chair of the NCPA Finance Committee** – appointment and approval of the Chair and Vice Chair of the Legislative and Regulatory Affairs Committee, and the Chair of the NCPA Finance Committee.

Chair Frith reported that the Nominating Committee discussed and recommended the appointment of the officers to the Legislative and Regulatory Affairs Committee (L&R Affairs Committee) and recommended appointment of Commissioner Mark Chandler as Chair and Commissioner Kirsten Schreder as Vice Chair.

The Nominating Committee also discussed and recommended the appointment of Commissioner Greg Scharff as Chair of the NCPA Finance Committee.

Officers will take office at the regular scheduled Commission meeting in September 2019.

Motion: A motion was made by Roger Frith and seconded by Teresa O'Neill to approve and appoint the Nominating Committee's nominations of Commissioner Mark Chandler as Chair and Commissioner Kirsten Schreder as Vice Chair of the L&R Affairs Committee, and Commissioner Greg Scharff as Chair of the NCPA Finance Committee. The motion carried by a majority on a voice vote of those members present. Mark Chandler was absent.

CLOSED SESSION

AGM/CFO Monty Hanks joined the Closed Session discussion for item 11. General Counsel Jane Luckhardt and Assistant Secretary Cary Padgett were excused from the meeting for item 11.

General Counsel Jane Luckhardt took the Committee into Closed Session.

8. **Conference with Legal Counsel** – Existing litigation pursuant to Government Code Section 54956.9(d)(1): Name of case: *Northern California Power Agency, City of Redding, City of Roseville, and City of Santa Clara v. the United States*, Court of Federal Claims No. 14-817C.
9. **Conference with Legal Counsel** – Existing litigation pursuant to Government Code Section 54956.9(d)(1): Name of case: *In Re PG&E Corporation and Pacific Gas and Electric Company, Debtors; United States Bankruptcy Court, Northern District of California*, Case Nos. 19-30088 (Lead Case) and 19-30089 DM.
10. **Conference with Legal Counsel** – Exposure to Litigation pursuant to Government Code Section 54956.9(d)(2) – three (3) cases.
11. **Conference with Labor Negotiators** – Pursuant to Government Code section 54957 (b)(1): Unrepresented Public Employee Appointment: Discussion regarding General Manager Amended Employment Agreement. Agency representatives: NCPA Executive Committee Members and Assistant General Manager/CFO Monty Hanks.

RECONVENED TO OPEN SESSION

Jane Luckhardt took the Committee out of Closed Session.

REPORT FROM CLOSED SESSION

Closed Session Disclosure: Upon return to open session, General Counsel Jane Luckhardt reported there was no reportable action take on the Closed Session items.

ADJOURNMENT

The Executive Committee adjourned at 9:00 am.

Sincerely,

CARY A. PADGETT
Assistant Secretary