



651 Commerce Drive  
Roseville, CA 95678

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

# Minutes - **DRAFT**

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**To:** NCPA Executive Committee  
**From:** Cary A. Padgett - Assistant Secretary  
**Subject:** August 29, 2019, Executive Committee Meeting Minutes

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1. **Call to Order** – The meeting was called to order by Chair Roger Frith at 8:12 am, at NCPA, 651 Commerce Drive, Roseville, California.

Executive Committee Members present were Chair Roger Frith, Mark Chandler and Teresa O’Neil. David Hagele and Greg Scharff were 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 July 26, 2019, Regular Executive Committee Meeting. (Motion by Teresa O’Neill, second by Mark Chandler) Motion carried by a majority voice vote. David Hagele and Greg Scharff were absent.

## **INFORMATIONAL ITEMS**

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

General Manager Randy Howard reported:

- Provided mentioned that Assistant General Manager of Generation Services Ken Speer and Geothermal Plant Manager Marty Lebrecht planned retirement date is September 20. Gave an update on vacant positions within the departments of Information Services and Dispatch. Human Resources staff is working on the salary survey, but have had some trouble acquiring data from other entities.
- Showcased NCPA’s employee health and wellness programs. Handed out and gave a brief overview of the “30-day Walk About” Challenge and the “Healthy Cook Book” comprised of employee’s healthy recipes.
- CVP Corp Update: TID signed the Exhibit C Agreement, which allows TID to participate in the Western Displacement Program.
- Meeting with Truckee Donner and Plumas Sierra the beginning of September as part of the yearly member visits, as well as met with Shasta Lake and Redding.

- UAMPS Annual Meeting: Spoke to the group on California’s wildfire mitigation plan and other related issues. Several of their members are looking to include the same plan within their communities.
- Hometown Connections, Inc. (HCI) Annual Meeting Update: HCI held their annual meeting this month, including a meeting of the Board of Directors. HCI continues to build on the vendor services pool. The cyber security services are ready for members use, and will be set up similar to the AIM services.
- Merced Irrigation District has expressed an interest in NCPA membership. Will continue to keep an open discussion with Merced on membership.
- Nevada Irrigation District notified NCPA that they selected NCPA to provide their Power Management services for one of their hydro generation units.
- Gave an update on the status of Pioneer Clean Energy Services Agreement.
- Provided a brief overview of NCPA’s upcoming Annual Conference Program.

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

General Counsel Jane Luckhardt reported:

- The Legal Committee met on August 22 and discussed the Clean Fuel Reward Program Governance Agreement and discussed holding standing Committee meetings in the future. At the September Committee meeting, attendees will hear presentations on the PG&E Bankruptcy case from Special Bankruptcy Counsel Mark Gorton and Michael Colantuono on inverse condemnation and electric utilities.
- Speaking at the California Lawyers Association Environmental Law Conference in Yosemite in October.
- Gave an overview of the Legislative and Regulatory departments Low Carbon Fuel Agreement. This item will likely go to the Commission for approval in October.
- Gave an overview of ongoing agreement amendments and other general Agency legal matters.

**DISCUSSION /ACTION ITEMS**

5. **Approval of an Amendment to NCPA’s Personnel Policies and Procedures Manual and Policy 401 General Definitions and Policy 411 Employee Retention: Severance Benefits for Involuntary Separation** – approve and recommend Commission approval of an amendment to NCPA’s Personnel Policies and Procedures Manual language by revising Policy 401, General Definitions and Policy 411, Employee Retention: Severance Benefits for Involuntary Separation to stabilize the Agency’s workforce. This is due to conditions of uncertainty within the electric industry and is meant to recruit and retain employees whom are needed to carry out NCPA’s future mission and strategic plan.

**Fiscal Impact:** The fiscal impact of approving this Policy change is difficult to quantify due to unknown timing, frequency, or the number of employees that could be included. In the last five years, no “At Will” employee has been terminated without cause.

General Manager Randy Howard provided a brief background on the retention policy. At-Will employees are not covered under the current Policy, and most At-Will positions are senior managers and other managerial staff. Having the Policy in place will assist as a recruiting tool for Assistant General Manager levels in the future. The Committee discussed and agreed with staff’s recommendation.

Motion: A motion was made by Mark Chandler and seconded by Teresa O'Neill to recommend Commission approval of an amendment to NCPA's Personnel Policies and Procedures Manual language by revising Policy 401, General Definitions and Policy 411, Employee Retention: Severance Benefits for Involuntary Separation to stabilize the Agency's workforce. Motion carried by a majority on a voice vote of those Committee Members present. David Hagele and Greg Scharff were absent.

6. **Approval of the Amended Employment Agreement by and between NCPA and Randy S. Howard** – approve and recommend Commission approval of the Amended Employment Agreement by and between NCPA and Randy S. Howard beginning on August 29, 2019; and approve and recommend Commission approval of the Amended Employment Agreement by and between NCPA and Randy S. Howard as its General Manager in substantially the form presented at this meeting and direct the Chair of the Commission to execute it on behalf of the Agency. **Fiscal Impact**: There is no fiscal impact to the Executive Services Salaries and Benefits account, and the cost associated the General Manager's compensation change is covered within the current fiscal year budget.

Item 6 was pulled from the Agenda. The Committee will hold a special meeting to discuss item 6 prior to the September 27 Commission meeting.

### **CLOSED SESSION**

General Counsel Jane Luckhardt took the Committee into Closed Session.

Randy Howard, Jane Luckhardt and Cary Padgett were excused from the meeting for item 9 discussion. Assistant General Manager/CFO Monty Hanks attended the meeting for Item 9 discussion only.

7. **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.
8. **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.
9.
  - a. **Conference with Labor Negotiators** – Pursuant to Government Code section 54957.6: Agency representatives: NCPA Executive Committee Members and Assistant General Manager/CFO Monty Hanks: Public Employee: General Manager.
  - b. **Continue Prior Appointment of Public Employee** – Pursuant to Government Code Section 54957(b)(1): Public Employee: General Manager.

## **RECONVENED TO OPEN SESSION**

Randy Howard, Jane Luckhardt and Cary Padgett rejoined the meeting.

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 9:38 am.

Sincerely,

CARY A. PADGETT  
Assistant Secretary