



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:** November 29, 2018, Executive Committee Meeting Minutes

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1. **Call to Order** – The meeting was called to order by Chair Roger Frith at 8:03 am, at NCPA, 651 Commerce Drive, Roseville, California.

Executive Committee Members present were Chair Roger Frith, Mark Chandler, David Hagele, Bob Lingl, Teresa O’Neil, and Greg Scharff. 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 October 25, 2018, Regular Executive Committee Meeting, and the November 5, 2018, Special Committee Meeting were approved (Motion by Mark Chandler, second by Greg Scharff). Motion carried by a unanimous voice vote.

## **INFORMATIONAL ITEMS**

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

General Manager Randy Howard reported:

- NCPA co-hosted a luncheon with Southern California Public Power Authority (SCPPA) and California Municipal Utilities Association (CMUA) to thank the lobbying and legislative staff for their efforts during the last legislative session.
- Working with SCPPA on a joint a \$1 Billion Broad Energy Efficiency investment. Staff has deferred this item the January 17, 2019, Commission meeting.
- Mailing Holiday cards this year. The cover represent the December 50<sup>th</sup> Anniversary Pin.

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

- Gave an update on the FERC proceedings. NCPA has provided FERC with the required documents regarding the outages that occurred at the hydro facility Collierville Powerhouse – Working with NCPA’s Power Management team on how to buy replacement power if such an outage occurs in the future.

- NCPA's contracted assistant general counsel announced her retirement at the end of the year.

### **CLOSED SESSION**

General Counsel Jane Luckhardt took the Committee into Closed Session.

Assistant General Manager/CFO Monty Hanks joined the meeting for items 6, 7, and 8 discussion.

Randy Howard, Jane Luckhardt and Cary Padgett were excused from the meeting for item 6 discussion.

Assistant General Manager Ken Speer joined the meeting for items 7 and 8 discussion.

5. **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.
6. **Conference with Labor Negotiators and Performance Evaluation** – pursuant to Government Code section 54957.6: Agency representatives: Assistant General Manager/CFO Monty Hanks and Human Resources Manager Vicki Cichocki; and Government Code section 54957: Performance Evaluation: Unrepresented Public Employee: Two (2) categories: General Manager and General Counsel.
7. **Conference with Labor Negotiators** – pursuant to Government Code Section 54957.6: Agency representatives: General Manager Randy S. Howard, Assistant General Manager Ken Speer, Assistant General Manager Monty Hanks, and Human Resources Manager Vicki Cichocki. Employee organization: IBEW 1245 (Geothermal and Combustion Turbines).
8. **Conference with Labor Negotiators** – pursuant to Government Code Section 54957.6: Agency representatives: General Manager Randy S. Howard, Assistant General Manager Ken Speer, Assistant General Manager Monty Hanks, and Human Resources Manager Vicki Cichocki. Employee organization: Hydroelectric Employees Association (HEA).

### **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 Closed Session Items 5, 6, 7, and 8.

## **DISCUSSION / ACTION ITEMS**

9. ***Approval of Third Amendment to Employment Agreement with Randy S. Howard General Manager*** – approve the Third Amendment to the Employment Agreement with the General Manager and the General Manager’s Performance Goals for 2019.

Motion: A motion was made by Greg Scharff and seconded by Mark Chandler recommending Commission approve the Third Amendment to the Employment Agreement between NCPA and Randy S. Howard which provides a 4% salary increase effective on December 23, 2018; authorize the Chair of the Commission to execute the Third Amendment to the Employment Agreement; and approve the General Manager’s Performance Goals for 2019. Motion carried by majority on a roll call vote of those Committee Members present.

10. ***Approval of Second Amendment to Employment Agreement with Jane E. Luckhardt General Counsel*** – approve the Second Amendment to the Employment Agreement between NCPA and Jane E. Luckhardt and the General Counsel’s Performance Goals for 2019.

Motion: A motion was made by Mark Chandler and seconded by Teresa O’Neill recommending Commission approve the Second Amendment to the Employment Agreement between NCPA and Jane E. Luckhardt which provides a 3.5% salary increase effective on December 23, 2018; authorize the Chair of the Commission to execute the Second Amendment to the Employment Agreement; and approve the General Counsel’s Performance Goals for 2019. Motion carried by majority on a roll call vote of those Committee Members present.

11. ***Approval of the IBEW Local 1245 Memorandum of Understanding*** – staff is seeking a recommendation for Commission approval of the proposed labor package for IBEW Local 1245 employees for the period of December 23, 2018 through December 22, 2021, which was bargained in good faith based on the direction provided to management’s negotiating representatives, and authorize the General Manager to make the required modifications in the Memorandum of Understanding (MOU) to implement the economic and non-economic agreed terms and conditions.

Motion: A motion was made by Bob Lingl and seconded by Mark Chandler recommending Commission approve the proposed labor package for IBEW Local 1245 employees for the period of December 23, 2018 through December 22, 2021, which was bargained in good faith based on the direction provided to management’s negotiating representatives. In addition, management requests authorization for the General Manager to make the required modifications in the Memorandum of Understanding (MOU) to implement the economic and non-economic agreed terms and conditions. Motion carried by majority on a roll call vote of those Committee Members present.

12. ***Approval of the Hydroelectric Employees Association Memorandum of Understanding*** – staff is seeking a recommendation for Commission approval the proposed labor package for the Hydroelectric Employees Association (HEA) employees for the period of December 23, 2018 through December 22, 2021, which was bargained in good faith based on the direction provided to management’s negotiating representatives, and authorize the General Manager to make the required modifications in the Memorandum of Understanding (MOU) to implement the economic and non-economic agreed terms and conditions.

Motion: A motion was made by Greg Scharff and seconded by Mark Chandler recommending Commission approve the proposed labor package for the Hydroelectric Employees Association (HEA) employees for the period of December 23, 2018 through December 22, 2021, which was bargained in good faith based on the direction provided to management's negotiating representatives. In addition, management requests authorization for the General Manager to make the required modifications in the Memorandum of Understanding (MOU) to implement the economic and non-economic agreed terms and conditions. Motion carried by majority on a roll call vote of those Committee Members present.

## **ADJOURNMENT**

The Executive Committee adjourned at 9:23 am.

Sincerely,

CARY A. PADGETT  
Assistant Secretary