



651 Commerce Drive  
Roseville, CA 95678

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

# Minutes - **DRAFT**

---

**To:** NCPA Executive Committee  
**From:** Cary A. Padgett - Assistant Secretary  
**Subject:** December 14, 2017, Executive Committee Meeting / Teleconference Minutes

---

1. **Call to Order** – The meeting / teleconference was called to order by Chair Bob Lingl at 8:30 am, at NCPA’s Roseville Office, 651 Commerce Drive, Roseville, California.

Executive Committee Members present via teleconference were Chair Bob Lingl, Roger Frith, Teresa O’Neill, and Greg Scharff. Mark Chandler was absent.

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

2. **Approval of Minutes** – approval of the minutes from the November 30, 2017, Regular Executive Committee and the December 8, 2017, Special meeting minutes were approved. (Motion by Greg Scharff and second by Teresa O’Neill). Motion passed by majority on a voice vote. Mark Chandler was absent.

**Public Forum:** There were no comments from any members of the public.

## **INFORMATIONAL ITEMS**

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

General Counsel Jane Luckhardt Assistant General Manager Monty Hanks and Assistant Secretary Cary Padgett were excused for the General Manager Report discussion on management labor issues only. Mr. Howard mentioned that the NCPA management team met offsite to discuss updating NCPA’s Strategic Plan. Staff is working on the revised Plan and will also discuss the Plan with the Utility Director’s at their annual Utility Director’s Retreat in March. Staff will provide the Committee with an update on the Plan at the March Committee meeting.

## **CLOSED SESSION**

4. ***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.

General Manager Randy Howard was excused from the meeting for item 5 discussion.

5. ***Conference with Labor Negotiators and Performance Evaluation*** – Pursuant to Government Code section 54957.6: Agency representatives: NCPA Executive Committee Members, Assistant General Manager/CFO Monty Hanks and Human Resources Manager Vicki Cichocki, and Government Code section 54957: Performance Evaluation: Unrepresented Public Employee: General Manager.

## **RECONVENED TO OPEN SESSION**

General Manager Randy Howard rejoined the meeting.

## **REPORT FROM CLOSED SESSION**

*Closed Session Disclosure:* Upon return to open session, General Counsel Jane Luckhardt reported there was no reportable action taken on the closed session items 5 and 6.

## **DISCUSSION / ACTION ITEMS**

6. ***Approval of the Second Amendment to Employment Agreement between NCPA and General Manager Randy S. Howard*** – approval of the Second Amendment to the Employment Agreement with the General Manager and the General Manager's Performance Goals for 2018.

Chair Lingl reported that the Committee discussed under closed session the General Manager's Performance goals and a Second Amendment to the General Manager's Employment Agreement. The Committee discussed and recommended seeking Commission approval of a new annual salary of \$380,000.00 for the General Manager, effective on December 24, 2017, and the General Manager's Performance Goals for 2018. The Committee also discussed and asked staff to conduct a further compensation review of General Manager's salary grade and overall compensation packages to ensure the Agency remains competitive. In addition, the Committee asked staff to conduct a survey on performance bonus structures and retention bonuses. Staff to report findings on the General Manager compensation review and the performance/retention bonus structures to the Committee at the March 2018 meeting.

**Motion:** A motion was made by Greg Scharff and seconded by Teresa O'Neill recommending Commission approval of the Second Amendment to the Employment Agreement with the General Manager specifying an annual salary of \$380,000.00 for the General Manager, effective on December 24, 2017. The new salary is roughly equivalent to annual increases of 5% per year since his hire date. The Committee has also asked Agency staff to conduct a further compensation review of the General Manager's salary grade and overall compensation package to be sure they remain competitive. The Committee also recommended the Commission authorize the Chair of the Commission to execute the Second Amendment to the

Employment Agreement with the General Manager and approve the General Manager's Performance Goals for 2018. Motion carried on by majority on a roll call vote of those Committee Members present. Mark Chandler was absent.

**ADJOURNMENT**

The Executive Committee adjourned at 8:58 am.

Respectfully submitted,

//

CARY A. PADGETT

Assistant Secretary