



651 Commerce Drive
Roseville, CA 95678

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

Agenda – Legal Committee Regular Meeting

Notice Date: August 28, 2020
Meeting Date: September 3, 2020 Legal Committee Regular Meeting
Meeting Time: 8:30 a.m. PT
Location: Teleconference Meeting

This meeting is being held in accordance with the Brown Act as currently in effect under the State Emergency Act, Governor Gavin Newsom’s Emergency Declaration related to COVID-19, and Governor Newsom’s Executive Order N-29-20 issued March 17, 2020 that allows attendance by NCPA Legal Committee Members, staff, and the public to participant and conduct the meeting by teleconference.

**Dial: 1-669-900-6833
Meeting ID: 919 8203 1585**

Persons requiring accommodations in accordance with the Americans with Disabilities Act in order to participate in this meeting are requested to contact the NCPA Secretary at 916.781.3636 in advance of the meeting to arrange for such accommodations.

- **Review Safety Procedures**
- 1. CALL MEETING TO ORDER AND ROLL CALL**
- 2. PUBLIC COMMENT**

Any member of the public who desires to address the NCPA Legal Committee on any item considered by the Legal Committee at this meeting, before or during the Committee’s consideration of that item, shall so advise the Chair and shall thereupon be given an opportunity to do so. Any member of the public who desires to address the NCPA Legal Committee on any item within the jurisdiction of the Legal Committee and not listed on the Agenda may do so at this time.

- 3. APPROVAL OF MEETING MINUTES** - Seeking approval of June 4, 2020 Special Meeting minutes, the July 6, 2020 Regular Meeting minutes, and the August 19, 2020 Special Meeting minutes.

CLOSED SESSION

4. **CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION** – Discussion pursuant to Government Code Section 54956.9(d)(1) – two (2) cases.
 - a. Case Name: *Northern California Power Agency, City of Redding, City of Roseville, and City of Santa Clara v. the United States, United States Court of Appeals for the Federal Circuit - Appeal from the United States Court of Claims No. 14-817-TCW.*
 - b. Case Name: *Voluntary Petitions for Filing of Chapter 11 Bankruptcy, PG&E Corporation, Debtor, and Pacific Gas and Electric Company, Debtor, United States Bankruptcy Court, Northern District of California, San Francisco Division, jointly administered under No. 19-30088*

OPEN SESSION

5. REPORT FROM CLOSED SESSION

6. NCPA Strategic Plan – Discussion of Strategy and Goal: Protect; prepare, utilize and build on the strengths and unique aspects and aggregation of JPA structure to benefit NCPA's members
 - a. Discuss organizational structure options (JPA, Corp, etc.) for acquisition, ownership or construction of generation and transmission assets. What are the options and what are the benefits of the options?
 - b. Discuss NCPA's authorized activities. What additional services can NCPA perform?
 - c. Discuss associate membership in NCPA. What are the rights and responsibilities of associate members?
7. **GENERAL COUNSEL UPDATES** - NCPA's General Counsel will update the Committee on miscellaneous business matters of interest.

8. ADJOURNMENT

Note - The Committee may take action on any of the items listed on this Agenda regardless of whether an item is described as an Action Item, a Report or an Informational Item. This agenda may be supplemented by Staff Reports which are available to the public upon request. Pursuant to California Government Code Section 54957.5, the following is the location at which the public can view Agendas and other public writings: NCPA Offices, 651 Commerce Drive, Roseville, California, or www.ncpa.com.



651 Commerce Drive
Roseville, CA 95678

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

Minutes – Special Legal Committee Meeting

To: NCPA Legal Committee
From: Linda Stone
Subject: June 4, 2020 NCPA Special Legal Committee Meeting Minutes

1. Call Meeting to Order and Roll Call

The special meeting was called to order at 8:33 a.m. by Chair Barry DeWalt. At roll call the following members were present by telephone:

Alameda-Alan Cohen, BART-Marco Gomez, Biggs-Gregory Einhorn, Lompoc-Joe Pannone, Palo Alto-Amy Bartell, Plumas-Sierra- Michael Vergara, Port of Oakland-Catrina Fobian, Redding-Barry DeWalt, Roseville-Joe Mandell, and Ukiah-David Rapport. A quorum was present. Subsequent to roll call, Gridley-Anthony Galyean and Santa Clara-Brian Doyle joined the meeting.

Also participating in the meeting NCPA General Counsel Jane Luckhardt, NCPA General Manager Randy Howard, NCPA Legislative and Regulatory Assistant General Manager Jane Cirrincione, and NCPA administrative support Linda Stone.

2. Public Comment

The Chair read the notification regarding Public Comment and asked if any member of the public would like to address the Committee. There was no public comment.

3. Approval of Meeting Minutes

The meeting minutes from the May 7, 2020 regular meeting were presented for approval. Alan Cohen (Alameda) moved approval of the minutes as presented; second by Greg Einhorn (Biggs). A roll call vote was taken, as follows. The motion passed.

Vote Summary on Motion	
Participant	Vote
Alameda Municipal Power	Yes
BART	Yes
Biggs	Yes
Gridley	Yes
Healdsburg	Absent
Lodi	Absent
Lompoc	Yes
Palo Alto	Yes
Plumas-Sierra	Yes
Port of Oakland	Yes
Redding	Yes
Roseville	Yes
Santa Clara	Yes
Shasta Lake	Absent
Truckee Donner PUD	Absent
Ukiah	Yes
Vote Summary	
Total Yes	12
Total Noes	0
Total Abstain	0
Total Absent	4
Result:	Pass

4. Closed Session

At 8:40 a.m. the Committee convened to closed session. The Legal Committee returned to open session at 8:55 a.m.

5. Report from Closed Session

General Counsel Jane Luckhardt reported that no reportable action was taken during closed session.

6. Discussion Regarding Procurement

Jane Luckhardt discussed with the Committee the development of a Power Purchase Agreement (PPA) with South Feather Water and Power Agency. She said the agreement is patterned after the PPA for the Antelope Solar project. She noted NCPA has previously worked with South Feather Water and Power. Through the agreement, NCPA would purchase certain energy, capacity rights and other attributes from four existing hydroelectric generating plants. NCPA views this as a great opportunity as it would be able to operate similar to how we operate Collierville and be able to shape the energy. Santa Clara commented that it is definitely interested in the project and will take all or part of the project depending on the interest of others. Jane Luckhardt inquired whether the entire

Committee would like to review the contract going forward, or review by a smaller group. Tony Galyean will ask about his client's interest, but would be willing to participate in a deeper review of the contract. Amy Bartell also offered her assistance. Barry DeWalt said he is happy to work on review of the agreement. NCPA's Tony Zimmer has already started working with Santa Clara. The draft sent to the Committee for review does not include the confidential pricing information. NCPA has sent a term sheet South Feather Water and Power, and expects a response soon. Jane Luckhardt will send the term sheet information to the Committee via a confidential communication when it becomes available.

7. General Counsel Updates

A new General Manager was just named by Truckee Donner, Rem Scherzinger who formerly was at the Nevada Irrigation District. Jane Luckhardt said she is watching for further changes to the Brown Act coming from Executive Orders. Brian Doyle commented he would love to see some of the changes become permanent; many indicated agreement with that sentiment. Janice Magdich asked about the status of NCPA's facilities in Lodi. Jane said the new turbine at LEC was installed and the unit was available June 30, so all Resource Adequacy is available. The STIG is also now back in operation and available. The work environment for both projects was great throughout the COVID-19 issues and all staff and contractors remained healthy.

Randy Howard commented that the Geothermal facility is also back in operation. He told the group about a new project led by CTs plant manager Mike DeBortoli. Mike has started looking at hydrogen as a supplemental fuel source for the LEC plant to reduce emissions. There will be more information to come about this project.

Randy also reported NCPA experienced its first wildfire concern last week within a few miles of Collierville. The fire was extinguished very soon. He said it is unusual for a fire in that vicinity, and especially so early in the year. He said the Hydro facility has undertaken a project starting in July to replace all insulators on the Collierville – Bellota 230 kV line. They will deenergize and complete the work on one side at a time. It is a great opportunity to double and triple check those lines.

8. Adjournment

The meeting was adjourned at 9:14 a.m.



651 Commerce Drive
Roseville, CA 95678

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

Minutes – Legal Committee Meeting

To: NCPA Legal Committee
From: Linda Stone
Subject: July 2, 2020 NCPA Legal Committee Meeting Minutes; and Continued to July 6, 2020

1. Call Meeting to Order and Roll Call

The meeting was called to order at 8:35 a.m. by Chair Barry DeWalt. At roll call the following members were present by telephone:

Alameda-Alan Cohen, BART-Marco Gomez, Biggs-Gregory Einhorn, Lodi-Janice Magdich, Lompoc-Joe Pannone, Plumas-Sierra- Michael Vergara, Port of Oakland-Catrina Fobian, Redding-Barry DeWalt, Roseville-Joe Mandell, and Santa Clara-Brian Doyle. A quorum was present. Subsequent to roll call, Gridley-Anthony Galyean, Palo Alto-Amy Bartell, and Ukiah-David Rapport joined the meeting.

Also participating in the meeting NCPA General Counsel Jane Luckhardt, NCPA General Manager Randy Howard, NCPA Legislative and Regulatory Assistant General Manager Jane Cirrincione, and NCPA administrative support Linda Stone.

2. Public Comment

The Chair read the notification regarding Public Comment and asked if any member of the public would like to address the Committee. There was no public comment.

3. Closed Session

At 8:40 a.m. the Committee convened to closed session. While not complete, due to time constraints, the Committee returned to open session at 9:32 a.m. with the expressed request to continue the meeting for further discussion.

4. Report from Closed Session

General Counsel Jane Luckhardt reported that no reportable action was taken during closed session.

5. General Counsel Updates

Jane Luckhardt reported that as a result of COVID-19, the August 6, 2020 regular Legal Committee meeting is cancelled. Also, the Annual Legal Committee meeting, scheduled for September 23, 2020, during NCPA's Annual Conference, is rescheduled to September 3, 2020, and will be held as a teleconference meeting only.

Alan Cohen made a motion to continue the meeting to July 6, 2020, starting at 12:30 p.m.; second by Amy Bartell. A roll call vote was taken, as follows. The motion passed.

Vote Summary on Motion	
Participant	Vote
Alameda Municipal Power	Yes
BART	Yes
Biggs	Yes
Gridley	Yes
Healdsburg	Absent
Lodi	Yes
Lompoc	Yes
Palo Alto	Yes
Plumas-Sierra	Yes
Port of Oakland	Yes
Redding	Yes
Roseville	Yes
Santa Clara	Yes
Shasta Lake	Absent
Truckee Donner PUD	Absent
Ukiah	Yes
Vote Summary	
Total Yes	13
Total Noes	0
Total Abstain	0
Total Absent	3
Result:	Pass

At 9:36 a.m. the meeting was recessed.

Meeting Reconvened July 6, 2020

The meeting was reconvened on July 6, 2020, at 12:30 p.m. by Chair Barry DeWalt. A quorum was present. In addition, various designated essential staff were present and special counsel.

At 12:35 a.m. the Committee convened to closed session. The Committee returned to open session at 1:27 p.m.

Report from Further Closed Session

General Counsel Jane Luckhardt reported that no reportable action was taken during closed session.

6. Adjournment

The meeting was adjourned at 1:28 p.m.



651 Commerce Drive
Roseville, CA 95678

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

Minutes – Special Legal Committee Meeting

To: NCPA Legal Committee
From: Cary Padgett
Subject: August 19, 2020, NCPA Special Legal Committee Meeting Minutes

1. Call Meeting to Order and Roll Call

The meeting was called to order at 12:35 pm by Chair Barry DeWalt. At roll call the following members were present by telephone:

Biggs-Gregory Einhorn, Gridley-Tony Galyean, Healdsburg-Samantha Zutler, Lodi-Janice Magdich, Palo Alto-Molly Stump and Lena Perkins, Plumas-Sierra- Michael Vergara, Redding-Barry DeWalt, Roseville-Joe Mandell, and Santa Clara-Brian Doyle. A quorum was present.

Also participating in the meeting NCPA General Counsel Jane Luckhardt, NCPA General Manager Randy Howard, NCPA Legislative and Regulatory Assistant General Manager Jane Cirrincione, Palo Alto Commissioner Greg Scharf, Shasta Lake Utility Director James Takehara, NCPA Special Counsel Lisa Dowden, Consultant Jerry Toenyas, and NCPA administrative support Cary Padgett.

2. Public Comment

The Chair read the notification regarding Public Comment and asked if any member of the public would like to address the Committee. There was no public comment.

Non-essential Members and NCPA staff left the meeting for closed session discussion. The Committee members and essential staff called into closed session using a separate call-in line.

CLOSED SESSION

3. **CONFERENCE WITH LEGAL COUNSEL – EXISTING LITIGATION** – Discussion pursuant to Government Code Section 54956.9(d)(1) – one (1) case.

Case Name: *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.*

RECONVENED TO OPEN SESSION

All meeting attendees rejoined the public meeting.

REPORT FROM CLOSED SESSION

General Counsel Jane Luckhardt reported that no reportable action was taken during closed session.

4. Adjournment

The meeting was adjourned at 1:16 pm.



Strategic Plan

Powering the Future 2021-2026

Jane Luckhardt
September 2020

Background

- NCPA staff now working to update the Agency’s Strategic Plan for the period of CY 2021 – CY 2026
- Strategic plan identifies the current and future needs of the Agency and Members
- Helps the Members and Agency prioritize staffing and resources to support Agency goals
- Strategic plan will include several strategic initiatives and supporting goals; acts as a roadmap but will be updated over time



Strategic Plan *Strategies and Goals*

■ Mission

- To provide our members cost effective wholesale power, delivery support, energy-related services, and advocacy on behalf of public power consumers through joint action

■ Vision

- To be the premier provider of energy services to public entities

■ Goals

- Should describe the desired outcome of NCPA's plans to support its mission and vision
- Should be specific, measurable, accountable, realistic and timely
- Can be short-term & long-term depending on underlying strategies

Legal Committee Review

- Our charge is to review the goals to be sure we are addressing issues of legal risk and liability
- We are not asking for the solutions here, but to evaluate the issues that need to be addressed
- Is there something else we are missing that is of concern to you?
- Provide Legal Committee thoughts into the overall strategic planning process

Strategic Initiatives

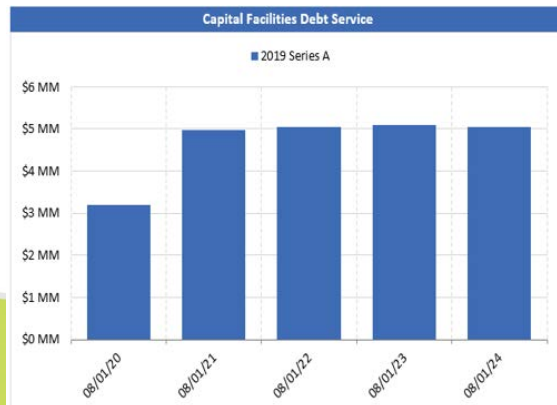
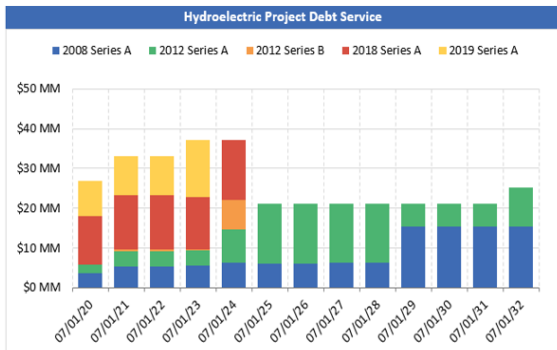
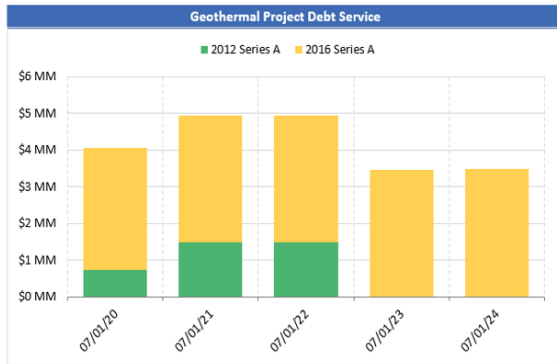
- Attract; develop and retain professional, diverse, high quality staff and governance
- Advocate; maintain position as a credible, solution-oriented coalition builder and leader in state and federal legislative and regulatory policy areas
- Prepare; develop and maintain diverse generation resource portfolio in accordance with or exceeding renewable portfolio standard and capacity obligations
- **Protect; prepare, use and build on the strengths and unique aspects and aggregation of JPA structure to benefit NCPA's members**
- Value; develop and enhance strategies to control costs and minimize risks while optimizing the value of assets
- Strength; maintain financial strength, grow new revenue and/or reduce member costs by exploring new members/participants and expansion of current services
- Communicate; articulate and promote the value of NCPA and public power utilities to member communities and others

Protect; prepare, use and build on the strengths and unique aspects and aggregation of JPA structure to benefit NCPA's members

- Develop a strategy for NCPA's organizational structure for holding, developing or acquiring joint assets

- Should NCPA develop a Transmission JPA?
- Should NCPA create separate corporations, JPAs or public benefit entities to hold each separate project?
- Should NCPA create a form JPA for joint projects with nonmembers?

Project Debt Rolling Off



- Geo
 - Final maturity on 7/1/2024
 - Consider changes to the structure prior to adding technology such as battery storage

- Hydro
 - 2024 three series of Hydro bonds are paid off
 - 2032 remaining bonds paid off
 - Original plan was to finance relicensing with bond reduction from 2025 to 2032

- STIG
 - Final maturity on 8/1/2024
 - Discussion with project participants planned on the next life of the project

- *LEC has debt through 2032

Protect; prepare, use and build on the strengths and unique aspects and aggregation of JPA structure to benefit NCPA's members

- Create the opportunity for additional services allowed by NCPA's JPA and requested by Members

- What can NCPA do within the scope of the JPA?
- Within those bounds, what other services can NCPA provide to NCPA Members?
- What services would be useful to Members?

NCPA JPA Powers – Article 1 Purpose

- Establish NCPA “for and with the purpose of:
 - Acquiring and disposing of ownership and use of revenue producing facilities, including electric generating and transmitting facilities, and
 - making more efficient use of the common powers of individual parties composing NCPA to acquire, purchase, generate, transmit, distribute, sell, interchange, and pool electric energy and capacity, and

NCPA JPA Powers Article 1 Purpose (cont.)

- with the further purpose to develop all other reasonably necessary or appropriate powers to provide greater individual and group efficiency through the coordination indicated in this Agreement to the extent permitted by the laws and regulations governing such operations.

NCPA JPA Article III Powers and Functions

- . . . Generally do any and all things necessary or convenient to provide adequate supplies of firm and reliable power to its members.
 - Acquire and dispose of property
 - Issue bonds
 - Obtain permits, licenses, opinions and rulings
 - Form and administer nonprofit corporations
 - Perform its duties in the same manner as a general law city
 - NCPA holds all of the debts, liabilities and duties

Protect; prepare, use and build on the strengths and unique aspects and aggregation of JPA structure to benefit NCPA's members

- Review and update associate membership (AM) policy, guidelines and criteria for AMs as a step to membership

- What does the JPA allow?
- Should NCPA reinitiate recruiting associate members?
- If so, what types of members would strengthen NCPA and support current member goals?
- What types of members would increase NCPA's ability to influence CAISO, and NCPA's ability to influence policies, laws and regulations?

JPA Associate Member Rights & Limitations

- AMs – can have non-voting representative on the Commission (A.II¶7)
- NCPA Projects or Programs allow for AM and participant voting privileges (A.II¶8.b)
- Receive assignments of WAPA energy (A.III¶1.v)
- Members – any preference power purchaser or potential preference power purchaser of WAPA energy and public agency (A.IV¶1, Gov. Code 6500)
- AM pay costs of NCPA's operations as established in the AM agreement including costs (A.IV¶7)

Associate Members, Participants and Customers

- Plumas-Sierra REC is an AM and an active participant in many NCPA projects
- LEC structure includes nonmember participants
- NCPA customers such as MeID and SJCE currently take Power Management services from NCPA but have no other participation within NCPA
- Traditionally, NCPA used the AM slot to give potential new members a chance to fully understand NCPA (abused in the past)
- Are there entities in conflict with your clients?

Comments
Questions
Things to Consider