



California Public Utilities Commission **Public Discussion on Pacific Gas and Electric** Forums on Governance, Management, and Safety Culture

April 26, 2019 | 9:00 a.m. – 1:15 p.m.

California Public Utilities Commission
Auditorium, 505 Van Ness Avenue
San Francisco, CA

Also available via call-in number: 800-857-1917; Passcode: 92105
and webcast: www.adminmonitor.com/ca/cpuc

The California Public Utilities Commission is hosting a series of forums to explore whether changes to Pacific Gas and Electric Company and Pacific Gas and Electric Corporation's (PG&E collectively) corporate governance, management, structure, and ownership are needed to ensure the safe provision of electric and gas service to Northern Californians. The first two forums are on April 15 and April 26, 2019.

On December 21, 2018, CPUC President Michael Picker posed a series of questions addressing these areas of concern in CPUC proceeding I.15-08-019. In early 2019, Parties submitted statements addressing the future of PG&E. The CPUC will host Forums to discuss the relevant merits of concepts and proposals. As part of the public discussion on PG&E's safety culture in I.15-08-019, these Forums will examine the thesis that changes to PG&E's governance and management are necessary for the safe operation of PG&E. Speakers and panelists will address corporate safety culture, PG&E's safety culture, corporate governance models impact on safety, accountability, and alternative governance models.

The Commission is mindful of the broad spectrum of issues raised in parties' comments and is considering additional forums to discuss those issues.

April 26, 2019

Part II: Forum on Governance, Management, and Safety Culture

9:00 – 9:15 a.m. Safety Announcement & Welcome from Commissioners

9:15 – 10:30 a.m. Panel on Aligning Corporate Governance with Ratepayer and Public Interests

Moderator: Catherine Sandoval, Associate Professor, Santa Clara University School of Law, and former Commissioner, California Public Utilities Commission

Panelists

David J. Hayes, Executive Director, State Energy & Environmental Impact Center at NYU School of Law
Scott Hempling, regulatory advisor and adjunct professor, Georgetown University Law Center
Stacey Geis, Managing Attorney, CA Regional Office, Earthjustice
Travis Kavulla, Director of Energy Policy, R Street

10:30 – 10:50 a.m. Questions from Public

10:50 – 11:00 a.m. Break

11:00 – 12:25 p.m. Panel on Corporate Structure & Ownership Alternatives

Moderator: Suz Mac Cormac, Morrison & Foerster

Panelists

John Di Stasio, President of the Large Public Power Council
Bere Lindley, Assistant General Manager, South San Joaquin Irrigation District
Donald Simon, Wendel, Rosen, Black & Dean LLP
Suz Mac Cormac, Morrison & Foerster
Sam Weaver, Mayor Pro Tem, Boulder, Colorado (*by phone*)

12:25 – 12:45 p.m. Questions from Public

12:45 – 1:05 p.m. Public Comment

1:05 – 1:15 p.m. Commissioner Closing Remarks

Speaker Bios

Listed Alphabetically

John Di Stasio joined the Large Public Power Council (LPPC) in January 2015. The LPPC represents the twenty-seven of the largest Consumer-owned utilities in the United States. Di Stasio serves as the Association's President, based in Washington DC, representing the policy interests of the member organizations. Di Stasio was formerly the General Manager and CEO of the Sacramento Municipal Utility District (SMUD) from 2008 through 2014. Di Stasio has worked in public power for over 35 years and has served as past president of both the Northwest Public Power Association and the California Municipal Utility Association and vice chair of the Large Public Power Council. He was also a board member of the Business Council for Sustainable Energy and the American Public Power Association. He was a member of the North American Electric Reliability Corporation's Members Representative Committee. Di Stasio was also a gubernatorial appointee to the California Workforce Investment Board. He was the Electric Light and Power Large Utility CEO of the Year in 2013. Di Stasio continues to be active on a variety of industry boards and commissions. Di Stasio has testified before the United States Congress and Federal Energy Regulatory Commission of topics including cyber security, transmission, infrastructure, reliability and environmental regulations. He is a graduate of the University of San Francisco and a Senior Fellow of the American Leadership Forum. Di Stasio is a native Californian and fourth generation farmer.

Stacey Geis is currently the Managing Attorney of Earthjustice's California Regional Office, which includes offices in San Francisco, Los Angeles, and Sacramento. Prior to joining Earthjustice, Stacey spent over 15 years prosecuting corporate crimes, including prosecutions of Fortune 500 companies such as Walmart, Maersk Shipping Company, Benefit Cosmetics, PG&E, and the shipping company and bar pilot who caused the 2007 Cosco Busan oil spill in the San Francisco Bay. For her work, she has been named California Lawyer Attorney of the Year, Top 100 lawyer in California, and received the Attorney General's Distinguished Service Award. She also is an adjunct professor at U.C. Hastings School of Law where she teaches a law school course on the subject of corporate compliance, liability, and enforcement. She has also been working the past several years with the American Law Institute to publish a set of national principles on corporate governance, compliance, risk management and enforcement.

David Hayes is the Executive Director of the State Energy & Environmental Impact Center at NYU School of Law. The State Impact Center is dedicated to helping state attorneys general fight against regulatory rollbacks and advocate for clean energy, climate change and environmental values and protections. Hayes teaches energy and environmental law at the NYU School of Law and is a former lecturer at Stanford Law School. He previously served as the Deputy Secretary and Chief Operating Officer at the Department of the Interior for Presidents Barack Obama (2009-2013) and Bill Clinton (1999-2001). Hayes is a former partner and global chair of the Environment, Land & Resources department at Latham & Watkins. He is a graduate of the University of Notre Dame and Stanford Law School.

Scott Hempling has appeared before or advised dozens of regulatory agencies and taught regulatory law to a generation of United States practitioners. He has appeared frequently before U.S. congressional committees, state commissions and state legislative committees. He has addressed audiences throughout the United States and in Canada, Central America, Germany, India, Italy, Jamaica, Mexico, New Zealand, Nigeria and Peru. His legal book, *Regulating Public Utility Performance: The Law of Market Structure, Pricing and Jurisdiction*, published by the

American Bar Association, has been described as “a joy ... for the veteran, essential reading for the newcomer.” His book, *Preside or Lead? The Attributes and Actions of Effective Regulators* has been described as “matchless” and “timeless.” An adjunct professor at Georgetown Law, Hempling is a former Executive Director of the U.S. National Regulatory Research Institute. He received a B.A. *cum laude* from Yale University in (1) Economics and Political Science and (2) Music, and J.D. *magna cum laude* from Georgetown University Law Center.

Travis Kavulla is the director of energy and environmental policy at the R Street Institute, a Washington, D.C. based think tank that specializes in providing solutions to highly complex topics in administrative regulation. Prior to his role at R Street, Mr. Kavulla served for eight years as a commissioner on the Montana Public Service Commission, a position to which he was first elected in 2010 and re-elected in 2014. In that role, he served at various times as chairman (2011-2012) and vice chairman (2015-2019). In addition to his role on Montana PSC, Commissioner Kavulla took a leading role in regional and national initiatives. He was president of the National Association of Regulatory Utility Commissioners (NARUC) from 2015-2016. He also represented NARUC on the Advisory Council of the Electric Power Research Institute (EPRI). Commissioner Kavulla actively promoted regional cooperation between utilities and states in the American West. He led West-wide discussions of energy policy, wholesale electric markets, and the reliability of the grid while co-chairman of the Committee on Regional Electric Power Cooperation (CREPC), from 2016-2018. Prior to his service as a Montana regulator, Mr. Kavulla worked as a journalist, writing on political economy, culture, and development. Mr. Kavulla received his bachelor’s in History at Harvard University, and holds a graduate degree from the University of Cambridge, England, where he was a Gates Scholar. He is a fourth-generation Montanan.

Bere Lindley is the Assistant General Manager of South San Joaquin Irrigation District (SSJID). He has served SSJID for over nine years, serving as Treasurer and Manager of Finance and Administration. Mr. Lindley has nearly 30 years of finance and management experience working with and for private companies and government based entities, both as a manager and a consultant, including 10 years as Financial Controller for Emerald People’s Utility District, a publicly owned electric utility in Eugene, Oregon. He is a Certified Management Accountant and Certified Public Accountant. South San Joaquin Irrigation District (SSJID) is a California irrigation district that distributes irrigation water to 56,000 acres and treated drinking water to 193,000 residents in southern San Joaquin County. SSJID, in conjunction with its partner-agency Oakdale Irrigation District, own the Tri-Dam Project and Tri-Dam Power Authority, which generate zero-carbon hydroelectric power in the Stanislaus River watershed for wholesale distribution in California. SSJID has continually worked to become the retail electric service provider to customers and communities within its service area since 2004.

Susan “Suz” Mac Cormac is a Corporate Partner at Morrison & Foerster in San Francisco and Chairs the Firm’s Energy and Impact/Social Enterprise practices. Her practice focuses on late stage financings, secondaries and other corporate transactions for investors such as SoftBank and Temasek and on investments for some of the top investors dedicated to impact, from “impact first” foundations to family offices to private equity funds. She co-lead the drafting group for the first of the new corporate forms (the Social Purpose Corporation in California), has created hybrid/ tandem corporate structures and crafted debt and equity instruments that blend impact with traditional financial terms, and has used corporate law to develop creative capital market solutions to pressing environmental problems. She also advises the boards of public and private companies on corporate governance and fiduciary duties as applied to sustainability and climate change. She was named a California Lawyer of the Year in 2012 and 2016 and the Most Innovative Lawyer in North America in 2015 by the Financial Times. She is an adjunct professor at Berkeley Law School, teaching a course on social enterprise, specifically the intersection of corporate law, governance and sustainability. She also has taught at the Stanford Director’s College on fiduciary duties, disclosure and ESG, focusing on climate change. She is on the Board of

Business for Social Responsibility; President's Council of CERES and was a former Board member SASB. She is a graduate of Duke Law School (JD/LLM) and Williams College. She lives in the Presidio National Park with her husband and three boys.

Catherine J.K. Sandoval is a tenured Law Professor at Santa Clara University where since 2004 she has taught energy, communications, antitrust, and contract law. Her scholarship analyzes infrastructure access, reliability, and safety including the water-energy-communications nexus. She served a six year term as a Commissioner of the California Public Utilities Commission, appointed by Governor Brown. The first Latinx CPUC Commissioner, first Latina Rhodes Scholar, and first in her family to earn a Bachelor's degree, she earned a B.A. from Yale University, a Master of Letters from Oxford University, and a J.D. from Stanford Law School.

Her book chapter "*Energy Access is Energy Justice; The Yurok Tribe's Trailblazing Leadership to Close the Native American Reservation Electricity Gaps,*" published in 2018 in the book, *Energy Access, U.S. and International Perspectives*, explores the drivers and solutions to address electricity, communications, and water infrastructure gaps on Native American reservations. Her article, "*Net Neutrality Powers Energy and Forestalls Climate Change,*" published in 2018 by the *San Diego Journal of Energy and Climate Law*, explores the energy ecosystem's interdependence with the open Internet. As Co-leader for the Emerging Technology Working Group for the California Emerging Technology Fund, she seeks to improve communications and Internet access to enhance public safety, infrastructure reliability and safety, reduce flood and fire risks, and increase economic, educational, health, and civic opportunities.

Donald Simon is a partner at the Oakland law firm of Wendel Rosen Black & Dean, where his practice focuses on distributed renewable energy, green building, and corporate governance related to environmental and social responsibility. Donald co-chaired the effort to write and pass California legislation that created the Benefit Corporation, an alternative structure for responsible corporate governance that has since been adopted in 34 states. He has restructured and organized dozens of Benefit Corporations and has broad experience representing public and private clients on a multitude of business, environmental, public policy, and litigation issues.

Sam Weaver is the Mayor Pro Tem of Boulder, Colorado. He is President, CEO and a co-founder of Cool Energy, Inc., a power conversion equipment company located in Boulder. Cool Energy is committed to sustainable practices, and is a certified benefit corporation (B-corp). The main applications of Cool Energy's products are waste heat recovery and biomass power, and the scale of the equipment is designed for on-site and remote power generation. Sam also sits on the Board of Directors of Proton Power, Inc, a biomass power and fuels company. He is a member of Boulder City Council and until late 2013 served on the City of Boulder Planning Board, the City of Boulder-Xcel Working Group and the Board of Clean Energy Action. Sam is actively involved in the Colorado technology and business communities, having previously co-founded one other Colorado-based company, Colorado Photonics. Prior to his time as an entrepreneur and involvement in startup businesses, Sam was employed for 10 years as a professional researcher in the electrical engineering department at the University of Colorado Boulder. Sam has previously served his community as a volunteer firefighter for 15 years, including one term as chief, and has been active in Boulder County Democratic Party get-out-the-vote efforts since 1994. He holds a B.S. from the California Institute of Technology, and is an inventor named on seventeen issued U.S. patents. Sam has previously served on the Boards of the Colorado Solar Energy Industries Association and the Colorado Clean Energy Development Authority. Sam has held prior professional positions with the University of Colorado at Boulder, Network Photonics, In Phase Technologies and dBm Optics.