

**ORANGE COUNTY POWER AUTHORITY
BOARD OF DIRECTORS**
City of Irvine Civic Center
Conference and Training Center
1 Civic Center Plaza
Irvine, CA 92606

MINUTES

January 12, 2020

This meeting was conducted utilizing teleconferencing and electronic means consistent with State of California Executive Order N-29-20 dated March 17, 2020, regarding the COVID-19 pandemic.

The Board minutes are prepared and ordered to correspond to the Board Agenda. Agenda Items can be taken out of order during the meeting.

The Agenda Items were considered in the order presented.

CALL TO ORDER

Chair Carroll called the OCPA Board of Directors meeting to order at 10:10 a.m.

PLEDGE OF ALLEGIANCE

Boardmember Posey led the Pledge of Allegiance.

ROLL CALL

PRESENT: 7 Boardmember Sonne (Buena Park)

Vice Chair Jung (Fullerton)

Boardmember Posey, Huntington Beach (Present 10:10-10:54 a.m.)

Alternate Boardmember Kalmick, Huntington Beach (Present 10:54-11:25 a.m.)

Boardmember Khan (Irvine)

Chair Carroll (Irvine)

Boardmember Voigts (Lake Forest)

*Also Present: Ryan Baron, General Counsel (Best Best and Krieger LLP)
Mark Steuer, Director of Public Works and Transportation (Irvine)
Sona Coffee, Environmental Programs Administrator (Irvine)*

ITEMS TO BE ADDED, WITHDRAWN OR REORDERED ON THE AGENDA

None.

CLOSED SESSION

- 1. PUBLIC EMPLOYMENT**
- 2. CONFERENCE WITH LABOR NEGOTIATORS**

There was no public comment.

REPORT FROM CLOSED SESSION

General Counsel, Ryan Baron, reported on Item one.

ACTION: Motioned by Boardmember Posey, seconded by Boardmember Khan to appoint Brian Probolsky as Chief Executive Officer (CEO) and Antonia Castro-Graham as Chief Operating Officer (COO).

REGULAR CALENDAR

- 1. APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND CHIEF OPERATING OFFICER AND APPROVAL OF EMPLOYMENT AGREEMENTS**

General Counsel, Ryan Baron, described the work experience of Brian Probolsky, CEO, and Antonia Castro-Graham, COO, and provided a description of their employee agreements.

Public Comment

- Kathleen Treseder congratulated Brian Probolsky, CEO, and Antonia Castro-Graham, COO, and requested to schedule a Zoom call with Brian.
- Jose Trinidad Castaneda congratulated Brian Probolsky, CEO, and Antonia Castro-Graham, COO.

ACTION: Motioned by Boardmember Posey, seconded by Boardmember Khan to 1) appoint Chief Executive Officer and Chief Operating Officer and 2) to approve employment agreements for Chief Executive Officer and Chief Operating Officer and delegate authority to executive agreements to Chair and/or Vice Chair.

Vote: 6-0

Yes: Boardmember Sonne, Vice Chair Jung, Boardmember Posey,
Boardmember Khan, Chair Carroll, and Boardmember Voigts

No: None

Abstained: None

Absent: None

2. MINUTES FOR DECEMBER 22, 2020 BOARD OF DIRECTOR’S SPECIAL MEETING

Boardmember Posey (Huntington Beach) left the meeting at 10:54 am; Alternate Boardmember Kalmick (Huntington Beach) was in attendance.

General Counsel, Ryan Baron, announced a correction would be made to the minutes to reflect December 14 as the correct meeting date for the month of December 2021.

There was no discussion or public comment received on the item.

ACTION: Motioned by Boardmember Voigts, seconded by Boardmember Khan to approve the minutes.

Vote: 5-0-1-0

Yes: Boardmember Sonne, Vice Chair Jung, Boardmember Khan, Chair Carroll, and Boardmember Voigts
No: None
Abstained: Alternate Boardmember Kalmick
Absent: None

3. CHIEF EXECUTIVE OFFICER AND CHIEF OPERATING OFFICER JOB DESCRIPTIONS AND INTERIM ORGANIZATIONAL CHART

General Counsel, Ryan Baron, recommends approval of job description for CEO and COO. A brief overview of both jobs was provided.

There was no public comment on this item.

ACTION: Motioned by Vice Chair Jung, seconded by Boardmember Sonne to 1) approve Chief Executive Officer and Chief Operating Officer job descriptions and 2) approve interim Authority organizational chart subject to changes proposed by the Chief Executive Officer and approved by the Board of Directions.

Vote: 6-0

Yes: Boardmember Sonne, Vice Chair Jung, Alternate Boardmember Kalmick, Boardmember Khan, Chair Carroll, and Boardmember Voigts
No: None
Abstained: None
Absent: None

4. ADMINISTRATIVE POLICIES OVERVIEW

Barbara Spoonhour, GDS Associates, presented the item. An overview of administrative policies was provided, including a tentative timeline for policy development.

There was no public comment.

ACTION: Receive and file.

5. IMPLEMENTATION TIMELINE OVERVIEW

Gary Saleba, EES Consulting, highlighted upcoming action items from the implementation plan.

There was no public comment.

ACTION: Receive and file.

6. COOPERATION AND ADMINISTRATIVE SERVICES AGREEMENT WITH CITY OF IRVINE

General Counsel, Ryan Baron, briefly described the Cooperation and Administrative Services Agreement with the City of Irvine.

There was no public comment on this item.

ACTION: Motioned by Alternate Boardmember Kalmick, seconded by Boardmember Voigts to approve Cooperation and Administrative Services Agreement with City of Irvine for City reimbursement of Authority staffing costs.

Vote: 6-0

- Yes: Boardmembers Sonne, Vice Chair Jung, Alternate Boardmember Kalmick, Boardmember Khan, Chair Carroll, and Boardmember Voigts
- No: None
- Abstained: None
- Absent: None

PUBLIC COMMENTS

None.

DIRECTOR COMMENTS

Chair Carroll thanked the staff of the City of Irvine for their support as the Board now moves forward as their own entity. He expressed thanks to the City of Irvine Director of Public Works and Transportation, Mark Steuer, for all his efforts in bringing this

together. He also extended congratulations to Brian Probolsky, CEO, and Antonia Castro-Graham, COO.

REPORT BY ACTING GENERAL COUNSEL

None.

ADJOURNMENT

Chair Carroll adjourned the meeting at 11:25 a.m.



Brian Probolsky, Secretary