

**ORANGE COUNTY POWER AUTHORITY
BOARD OF DIRECTORS**

MINUTES

January 26, 2021

This meeting was conducted utilizing teleconference and electronic means consistent with public health orders and guidelines in California and in accordance with the Governor's Executive Orders N-25-20 and N-29-20. There was no location for in-person attendance. Due to the nature of the teleconference, all votes were cast via roll call.

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

The Agenda Items were considered in the order presented.

CALL TO ORDER

Chair Carroll called the Orange County Power Authority ("OCPA") Board of Directors meeting to order at 10:02 a.m.

PLEDGE OF ALLEGIANCE

Chair Carroll led the Pledge of Allegiance.

ROLL CALL

Present: 6 Members

Alternate Board Member Kalmick (Huntington Beach)
Board Member Khan (Irvine)
Board Member Sonne (Buena Park)
Board Member Voigts (Lake Forest)
Vice Chair Jung (Fullerton)
Chair Carroll (Irvine)

Also present: Ryan Baron, General Counsel (Best, Best and Krieger, LLP)

CONSENT CALENDAR

ACTION: Motioned by Board Member Voigts, seconded by Board Member Khan, to approve the Consent Calendar as submitted. MOTION CARRIED BY THE FOLLOWING VOTE:

Ayes: Alternate Board Member Kalmick, Board Member Khan, Board Member Sonne, Board Member Voigts, Vice Chair Jung, Chair Carroll.

Noes: None

Abstained: None

Absent: None

A. MINUTES FOR JANUARY 12, 2021 BOARD OF DIRECTORS' SPECIAL MEETING

Action: Approved as submitted.

B. AUTHORIZATION OF THE CHIEF EXECUTIVE OFFICER TO SECURE COMMERCIAL GENERAL LIABILITY / ERRORS AND OMISSIONS INSURANCE, AND OTHER INSURANCE, AS NEEDED

Action: Authorized the Chief Executive Officer to enter into an insurance policy for commercial general liability / errors and omissions, and other insurance, as needed.

C. DESIGNATE AUTHORIZED REPRESENTATIVES TO SIGN CHECKS AND OTHER DISBURSEMENTS

Action: Adopted Resolution 2021-01 entitled: A Resolution of the Board of Directors of the Orange County Power Authority designating authorized representatives to sign checks and other disbursements.

D. ADOPT RESOLUTION APPROVING CHIEF EXECUTIVE OFFICER, OR DESIGNEE, CONTRACT / EXPENSE AUTHORIZATION LIMIT

Action: 1. Delegated authority to Chief Executive Officer, or designee, to execute contracts up to \$25,000 until an Authority Fiscal Year 2020-2021 Budget is adopted, at which time the Board's Procurement and Contract Authority Policies shall apply; 2. Adopted Resolution 2020-02 entitled: A Resolution of the Board of Directors of Orange County Power Authority authorizing the Chief Executive Officer, or designee, to execute agreements.

REGULAR CALENDAR

The following items called for discussion or action by the Board of Directors. The Board may discuss and/or take action on any item listed below if the Board is so inclined. Staff presentations for the Regular Calendar were made sequentially before a single roll call vote was taken.

A. CITIZEN'S ADVISORY COMMITTEE OVERVIEW

CEO Probolsky presented the overview, indicating the agency will be conducting a community forum, designed to be as inclusive as possible, in the upcoming months. He stated he would bring back proposed plans for the forum over the next few meetings.

The following members of the public offered comment:

Susan Walker, no city of residence indicated, requested the Board of Directors appoint the advisory committee as soon as possible.

Jose Castenada, Fullerton, stated the importance of being as inclusive as possible.

ACTION: Motioned by Board Member Voigts, seconded by Chair Carroll, the Board of Directors received and filed the presentation. MOTION CARRIED BY THE FOLLOWING VOTE:

Ayes: Alternate Board Member Kalmick, Board Member Khan, Board Member Sonne, Board Member Voigts, Vice Chair Jung, Chair Carroll.

Noes: None

Abstained: None

Absent: None

B. ADDITION OF NEW MEMBERS TO THE ORANGE COUNTY POWER AUTHORITY

CEO Probolsky presented the staff report, stating staff will return with a presentation to the Board in March, and that a formal invitation to interested cities will be issued in early summer.

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

ACTION: Motioned by Board Member Voigts, seconded by Chair Carroll, the Board of Directors received and filed the presentation. MOTION CARRIED BY THE FOLLOWING VOTE:

Ayes: Alternate Board Member Kalmick, Board Member Khan, Board Member Sonne, Board Member Voigts, Vice Chair Jung, Chair Carroll.

Noes: None

Abstained: None

Absent: None

C. ADOPTION OF ADMINISTRATIVE POLICIES

CEO Probolsky presented the staff report, noting the Procurement Policy included a local preference clause.

Board Member discussion ensued.

General Counsel Baron stated the policy addressed local preference for the contractor. It did not include other sub-classifications. He stated that the Board could re-visit the policy in the future.

There was no public comment received on this item.

ACTION: Motioned by Board Member Voigts, seconded by Chair Carroll, the Board of Directors: 1. Adopted Orange County Power Authority Policy Number 001: Procurement Policy; 2. Adopted Orange County Power Authority Policy Number 002: Delegated Contract Authority Policy. MOTION CARRIED BY THE FOLLOWING VOTE:

Ayes: Alternate Board Member Kalmick, Board Member Khan, Board Member Sonne, Board Member Voigts, Vice Chair Jung, Chair Carroll.

Noes: None

Abstained: None

Absent: None

D. PROGRAM UPDATE AND TIMELINE

Gary Saleba, EES Consulting, highlighted the status of the Request for Proposal for Power Management and Data Management, and the preparation of the operating budget.

Board Member discussion ensued.

Responding to Board Member inquiry, CEO Probolsky reviewed the timeline for opt-out notices, and stated service for commercial customers would begin in April and service for residential customers would begin in October.

There was no public comment received on this item.

ACTION: Motioned by Board Member Voigts, seconded by Chair Carroll, the Board of Directors received and filed the presentation. MOTION CARRIED BY THE FOLLOWING VOTE:

Ayes: Alternate Board Member Kalmick, Board Member Khan, Board Member Sonne, Board Member Voigts, Vice Chair Jung, Chair Carroll.

Noes: None

Abstained: None

Absent: None

PUBLIC COMMENTS

There were no Public Comments.

DIRECTOR COMMENTS

Chair Carroll thanked everyone for their attendance. He requested staff schedule a presentation on the basic operation, structure, and policies of the Authority.

Alternate Board Member Kalmick requested a contact and resource allocation list so that Board Members could contact the appropriate staff person if they had specific inquiries.

Board Members Sonne and Voigts expressed support for the presentation requested by Chair Carroll.

REPORT BY CHIEF EXECUTIVE OFFICER

CEO Probolsky thanked the Board and member cities for the opportunity to serve the Authority. He reported receiving the first operating capital from the City of Irvine, acquiring a domain name, and establishing an initial website. He also reported speaking engagements at a community forum hosted by the City of Huntington Beach that evening, and the January 27, 2021 meeting of the Association of California Cities – Orange County, noting that registration for meeting attendance was required. Responding to Board Member comments, CEO Probolsky stated a study session workshop on the Authority's operation would be scheduled once Chief Operating Officer Antonia Castro-Graham was fully on board. He anticipated a mid-spring timeline for the workshop.

REPORT BY GENERAL COUNSEL

Mr. Baron had nothing to report.

ADJOURNMENT

Chair Carroll adjourned the meeting at 10:46 a.m.

A handwritten signature in blue ink, appearing to read "Brian Probolsky", written in a cursive style.

Brian Probolsky, Secretary