

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

MINUTES

December 22, 2020

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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 Orange County Power Authority Board of Directors meeting to order at 10:10 a.m.

**PLEDGE OF ALLEGIANCE**

Board member Khan led the Pledge of Allegiance.

**ROLL CALL**

PRESENT: 6      Boardmember Susan Sonne (Buena Park)  
                         Vice Chair Fred Jung (Fullerton)  
                         Boardmember Mike Posey (Huntington Beach)  
                         Boardmember Farrah Khan (Irvine)  
                         Chair Mike Carroll (Irvine)  
                         Boardmember Scott Voigts (Lake Forest)

*Also Present:*      *Ryan Baron, 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**ITEMS TO BE ADDED, WITHDRAWN OR REORDERED ON THE AGENDA**  
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Boardmember Posey requested clarification on the swearing in of alternate Boardmembers. Ryan Baron, General Counsel, confirmed that alternates may be sworn in by any Notary Public and those arrangements will be made outside of the regular meeting.

**REGULAR CALENDAR**

**1. APPROVAL OF THE MEETING MINUTES FOR DECEMBER 16, 2020 BOARD OF DIRECTORS MEETING**

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

ACTION: Motioned by Boardmember Posey, seconded by Boardmember Sonne to approve the minutes.

Vote: 5-0-1

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

**2. ADOPT RESOLUTION ESTABLISHING REGULAR MEETING SCHEDULE FOR 2021**

Ryan Baron, General Counsel, explained the resolution will be updated to reflect the regular meeting schedule for the second and fourth Tuesday through February 2021, and once a month thereafter including the following dates in 2021: March 23, April 13, May 11, June 22, July 13, August 10, September 14, October 12, November 9, and December 4. He also noted the board can cancel due to lack of business as needed.

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

ACTION: Motioned by Boardmember Posey, seconded by Boardmember Sonne to adopt a resolution establishing regular meeting schedule of the Orange County Power Authority Board of Directors for the 2021 calendar year.

Vote: 5-0-1

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

**3. APPROVE AGREEMENT WITH MAHER CPA FOR TREASURER SERVICES AND DIRECT STAFF TO OPEN A DEPOSITORY**

Ryan Baron, General Counsel, explained the Joint Powers Authority (JPA) and state law contemplates the board appointing a treasurer from one of the member agencies or a third party. Maher CPA is being recommended by staff because of their experience with Community Choice Aggregation (CCA). Funds from Irvine, in the amount of \$2.5 million, will need to be transferred to a depository on or around January 1. Maher CPA can perform this function as well as basic accounting services. This practice is consistent with other CCAs.

Mr. Maher explained that Maher CPA is familiar with CCAs throughout California and financial accounting requirements unique to government entities and CCAs. They have assisted other CCAs from pre-launch through launch.

There was no public comment on this item.

ACTION: Motioned by Boardmember Posey, seconded by Boardmember Sonne to 1) Approve Professional Services Agreement with Maher CPA for Orange County Power Authority treasurer functions and delegate authority to the Chair to execute agreement; and 2) Direct staff to open a depository for Orange County Power Authority funds and delegate authority to the Chair to execute all related bank agreements.

Vote: 5-0-1

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

Boardmember Voigts joined the meeting via Zoom.

**4. APPROVE AGREEMENT WITH PUBLIC FINANCIAL MANAGEMENT, INC. FOR FINANCIAL ADVISORY SERVICES**

Ryan Baron, General Counsel, explained the services with Public Financial Management, Inc. (PFM) includes drafting the banking and credit services request for  
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proposals which will be sent to potential banks and lenders to fund the remaining money, which EES has estimated between \$8 to \$20 million. This is a short-term contract to manage the lending process and bring a recommendation to staff and the Authority. Mike Berwanger was available from PFM for any questions.

Mike Berwanger explained PFM has worked with other CCAs, one recently achieved an “A” investment grade credit rating. The shortest amount of time an agency can achieve that would be two to three years.

ACTION: Motioned by Boardmember Posey, seconded by Vice Chair Jung to approve Professional Services Agreement with Public Financial Management, Inc., for energy financial services not to exceed \$25,000.

Public Comment

- Jose Trinidad Castaneda spoke in support of the Authority’s forward thinking.
- Doug Mangione, IBEW, shared some recommendations regarding inclusion of a skilled workforce and not buying renewable energy credits from out-of-state.
- Ayn Craciun expressed appreciation for the oversight of the Authority on the financial responsibilities.

Vote: 6-0

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

**5. CONDUCT PUBLIC HEARING AND ADOPT RESOLUTION APPROVING IMPLEMENTATION PLAN AND STATEMENT OF INTENT**

Mark Steuer, City of Irvine Director of Public Works and Transportation, introduced Gary Saleba from EES, now GDS Associates. Barbara Spoonhour, and Howard Choi were also introduced as consultants for GDS on the implementation plan.

Gary Saleba presented, joined by Amber Nyquist who is the primary author of the implementation plan. The board packet includes the implementation plan which is a business plan that includes goals and general direction for the Authority. This plan will be filed with the Public Utility Commission (PUC) by December 31, 2020. Filing by this date allows for Orange County Power Authority (OCPA) to be a load serving entity by January 1, 2022.

The following are components of the framework: 1) customer rates mirroring Southern California Edison (SCE) with a discount applied equally across customer classes/jurisdiction; 2) the JPA agreement; and 3) for the financial plan a phased

approach is recommended including a non-residential launch in April 2022 and a residential launch in October 2022.

Public Comment

- Jose Trinidad Castaneda requested clarification on the load forecast and resource plan. Gary Saleba clarified this forecast is for the total CCA, the source of the power will be a function of what is brought back from the request for offers.
- Maria Minney spoke in support of the Authority, mentioned she has difficulty hearing members present on-site for the meetings but can hear those calling in with ease, and thanks the Authority for continuing to communicate the progress in a digestible way for the community at large.
- Dr. Kathleen Treseder asks that a Community Advisory Committee be formed and is advocating for the 100% renewable energy option be the default option for Irvine.
- Andrea Alexander asks if the PUC confirmed SCE's rate increase. Gary Saleba confirmed there is a new generation rate and Power Charge Indifference Adjustment for 2021, but the retail rate increase is not final, possibly around 14%. Ms. Alexander asked for clarification regarding paying the Authority for the commodity, and paying SCE. Gary clarified that customers will continue to pay SCE who maintains control over the wiring, and the CCA will receive payment for procurement of the energy product. She also commented on the audio challenges from the meeting.

General Counsel Baron requested permission for staff to make any necessary changes to the Implementation Plan prior to filing. The Boardmembers agreed.

ACTION: Motioned by Boardmember Posey, seconded by Boardmember Khan to adopt a resolution approving the Community Choice Aggregation Implementation Plan and Statement of Intent, including any minor changes by staff, as required by California Public Utilities Code Section 366.2.

Vote: 6-0

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

**6. UPDATE REGARDING MEMBER WITHDRAWAL FROM ORANGE COUNTY POWER AUTHORITY PRIOR TO MARCH 1, 2021**

Ryan Baron explains two options regarding the withdrawal date. One option is to not enforce the date. The second option is to bring back a formal amendment to the Authority which would require a 30-day notice documenting the change, and then the Board can take action by a super majority (two-thirds) vote.

Board questions and comments ensued. There was no public comment on this item.

ACTION: Motioned by Boardmember Sonne, seconded by Boardmember Posey to direct staff to agendize the Joint Power Agreement amendment to change member withdrawal date from March 1 to April 1, and provide 30 days' notice to Founding Members.

Boardmember Voigts unavailable for vote on Item 6.

Vote: 5-0-1

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

No: None

Abstained: None

Absent: Boardmember Voigts

**DIRECTOR COMMENTS**

Boardmember Posey will provide a report to City of Huntington Beach City Council after every OCPA Board meeting. Boardmember Sonne proposes to agendize the consideration of joining Cal CCA and forming a Community Advisory Committee. Boardmember Posey requests staff to provide options for the formation of a Community Advisory Committee.

Chair Carroll commented there will be a lot of interest from stakeholders in serving on committees, and the Authority should leverage the experience from other CCAs. Boardmember Khan asked about the process for other cities to join the Authority in 2021, and whether or not these cities could serve on the Board even though their cities won't be receiving service for another year.

General Counsel Baron explained that the Board can set the timeframe to allow new Boardmembers to join, and that typically occurs between July-October. The Board will also need to decide if there will be a membership fee, or if the Authority will take on the costs of setting up the new cities.

**PUBLIC COMMENTS**

None.

**REPORT BY ACTING GENERAL COUNSEL**

None.

**CLOSED SESSION**

Ryan Baron, General Counsel, announced the Closed Session Items.

**7. PUBLIC EMPLOYMENT**

**8. CONFERENCE WITH LABOR NEGOTIATORS**

There were no public comments.

**REPORT FROM CLOSED SESSION**

Ryan Baron, General Counsel, reports all Boardmembers unanimously approved to direct General Counsel to negotiate employment agreements with two unnamed individuals for the Chief Executive Officer and Chief Operating Officer positions. Motion by Vice Chair Jung and second by Boardmember Sonne.

**ADJOURNMENT**

Chair Carroll adjourned the meeting at 2:01 p.m.



Brian Probolsky, Secretary