



**MINUTES
REGULAR MEETING
BOARD OF DIRECTORS
ORANGE COUNTY POWER AUTHORITY**

December 14, 2021

1. CALL TO ORDER

Chair Carroll called to order the regular meeting of the Orange County Power Authority Board of Directors at 10:06 a.m. on Tuesday, December 14, 2021.

The 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. There was no location for in-person attendance. Due to the nature of the teleconference, all votes were cast via roll call. In an effort to protect public health, members of the public were able to provide live comments on agenda items using Zoom. The order of the agenda was changed by the Chair.

2. PLEDGE OF ALLEGIANCE

Director Posey led the Pledge of Allegiance

3. ROLL CALL

Present:	Director Farrah N. Khan	City of Irvine
	Director Mike Posey	City of Huntington Beach
	Director Susan Sonne	City of Buena Park
	Vice Chair Fred Jung	City of Fullerton
	Chair Mike Carroll	City of Irvine

Also Present:	Brian Probolsky	Chief Executive Officer
	Tiffany Law	Chief Financial Officer
	Ryan Baron	General Counsel, Best Best and Krieger

4. CLOSED SESSION

4.1. CONFERENCE WITH LEGAL COUNSEL - ANTICIPATED LITIGATION

Significant Exposure to Litigation (Government Code section 54956.9(d)(2)) One (1) potential case

Recess to Closed Session

The OCPA Board recessed into closed session at 10:10 a.m.

Reconvene Meeting

The Regular Meeting of the OCPA Board of Directors reconvened at 11:30 a.m.

General Counsel Baron stated there was no reportable action from the closed session.

5. CONSENT CALENDAR

The following items were listed on the Consent Calendar

5.1. MINUTES FOR THE REGULAR BOARD MEETING OF NOVEMBER 9, 2021

Recommended Action:

Approve as submitted.

5.2. MINUTES FOR THE SPECIAL BOARD MEETING OF NOVEMBER 23, 2021

Recommended Action:

Approve as submitted.

5.3. APPROVE AMENDMENT NO. 2 TO PROFESSIONAL SERVICES AGREEMENT WITH MAHER ACCOUNTANCY

Recommended Action:

Approve Amendment No. 2 to the Professional Services Agreement (“Second Amendment”) between OCPA and Maher Accountancy to renew the accounting and annual audit assistance services from January 1 through December 31, 2022.

5.4. RESOLUTION APPROVING THE COUNTY OF ORANGE MEMBERSHIP IN THE ORANGE COUNTY POWER AUTHORITY

Recommended Action:

Adopt Resolution No. 2021-08 of the Board of Directors of the Orange County Power Authority Approving the County of Orange Membership in the Orange County Power Authority.

5.5. ADOPT RESOLUTION ESTABLISHING REGULAR MEETING SCHEDULE FOR 2022

Recommended Action:

Adopt resolution establishing the regular meeting schedule of the Orange County Power Authority Board of Directors for the 2022 calendar year.

[Public Comments on Consent Calendar Items](#)

Kathleen Treseder requested edits to the minutes of November 9, 2021.

Kevin Corrigan spoke separation of duties between accounting services and the firm that performs the annual audit.

Ayn Craciun, Climate Action Campaign, welcomed Supervisors Don Wagner and Andrew Do of Orange County to the OCPA Board, and spoke about Board voting rights.

Director Sonne pulled Item 5.5 from the Consent Calendar.

Director Posey pulled Item 5.3 from Consent Calendar.

Director Khan pulled Item 5.4 from Consent Calendar.

ACTION on 5.1 and 5.2 - Minutes

Director Sonne made a motion, seconded by Director Posey, and unanimously carried:

to approve Consent Calendar items 5.1 and 5.2. as submitted.

Item: 5.3. Brian Probolsky clarified that a separate audit firm, Presenti and Brinker, LLP, will be performing the independent audit, but that Maher Accountancy must provide the information that Presenti and Brinker will review to prepare the audit.

ACTION on 5.3 – Maher Accountancy

Director Sonne made a motion, seconded by Director Posey, and unanimously carried,

to approve Amendment No. 2 to the Professional Services Agreement (“Second Amendment”) between OCPA and Maher Accountancy to renew the accounting and annual audit assistance services from January 1 through December 31, 2022.

Item 5.4: Ryan Baron, General Counsel, clarified legal questions regarding the JPA Agreement.

Chair Carroll asked Mr. Baron to put the JPA amendment process in writing and send it to the Board.

ACTION on 5.4 – Orange County

Director Posey made a motion, seconded by Director Khan, and unanimously carried:

to approve Orange County as a voting member of the Orange County Power Authority.

Item 5.5: Director Sonne requested that Board meetings take place at a time that is more convenient for the public.

Board members discussed the proposed dates of the 2022 Board meetings and the difficulty in finding a time that is optimal for all.

CFO Law requested that the first meeting in January be held on January 11, rather than January 4, to give her more time to prepare rate setting recommendations.

ACTION on 5.5 – 2022 Meeting Dates

Chair Carroll made a motion, seconded by Director Khan:

to approve the 2022 meeting calendar as proposed with the exception of January 11 at 12:00 p.m. in lieu of January 4.

Director Posey seconded the motion, and it carried by the following vote:

Ayes: Khan, Posey, Carroll

Nays: Sonne, Jung

Absent: None

6. REGULAR CALENDAR

In order to accommodate a speaker, Chair Carroll changed the order of the regular agenda, calling item 6.2, first

6.2. UPDATE REGARDING PRODUCT NAME SELECTION

Brenda Springer gave a presentation on the research and analysis performed by her firm, Reveille, on name selection for the three product offerings decided on November 23, 2021. She presented a list of names used by other CCA's, and the four product line concepts that Reveille will take to the Board's Outreach Subcommittee for final selection.

Shanin Zeimer, CAC member, appreciated the marketing program, spoke about default product offerings and input on product names..

No vote was taken. This item was for receive and file.

6.1. ADOPT PERSONNEL POLICIES MANUAL AND AUTHORIZE ORANGE COUNTY POWER AUTHORITY'S EMPLOYEE BENEFITS PROGRAM

Ashley Garcia, Senior Management Analyst, spoke about Management Partners and their role in assisting local governments. Ashley gave a summary of the work performed on the OCPA Personnel Policy Manual.

Ashley Garcia stated that Management Partners also benchmarked employee benefits against six CCA's and gave a slide presentation on benefits.

Doug Elliott spoke about benefits relation to recruitment and employee protections.

Ayn Craciun, Climate Action Campaign, asked for data the cost of the benefits.

ACTION:

Director Posey made a motion, seconded by Director Sonne:

to table this item until the next full meeting where there is room on the agenda, maybe January 11, 2022, to allow each Board member time go through the Policy Manual and benefits proposals and propose changes; and direct staff to return with an organization chart and the true costs once OCPA is fully staffed so that we know what the financial impact is.

The motion carried as follows:

Ayes: Posey, Sonne, Khan, Jung

Nays: Carroll

Absent: None

7. DIRECTOR COMMENTS

There were none.

8. STAFF REPORTS

Tiffany Law spoke about her experience with community choice energy and her goal to replicate the same successful operations for OCPA. She said the independent audit is substantially complete. The auditors will issue the final audit report in early January. There were no deficiencies.

Ms. Law also said that staff and New Gen Strategies and Solutions are working closely with Pacific Energy Advisors to set up the fiscal year 2022-23 and ten-year per forma financial models, including a cost-of-service model for rate strategy development.

CEO Probolsky introduced Rob Howard with Zodiac, who has been coordinating the outreach efforts.

Mr. Howard spoke about the development of the website and creating capacity for growth and transparency. He also spoke about working with Reveille and other consultants on the creation of a rate comparison tool and preparing the required notices to customers.

9. PUBLIC COMMENTS

Michelle Ellison from Ojai, spoke about the 100% renewable default product .

Shanin Zeimer, CAC member, asked OCPA to give the CAC a standing place on the OCPA agendas, and compared OCPA product levels to those of SCE.

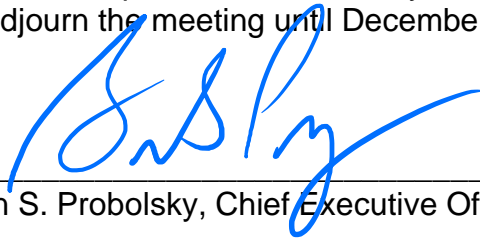
Danny Gray spoke about his employer reducing its carbon footprint and hopes that community choice energy will help. He spoke about outreach and hiring of staff.

Craig Preston thanked the Board for the professionalism of OCPA staff and its consultants, and spoke benefits, the JPA, outreach, and hiring of staff.

Linda Kraemer spoke about Board and staff attendance at the CalCCA event, hiring of staff, and participation rates at Clean Power Alliance.

10. ADJOURNMENT

At 12:39 p.m., Director Posey made a motion, seconded by Director Khan to adjourn the meeting until December 21, 2021, at 9:00 a.m. for a Special Meeting.



Brian S. Probolsky, Chief Executive Officer