



**MINUTES
REGULAR MEETING
BOARD OF DIRECTORS
ORANGE COUNTY POWER AUTHORITY
Tuesday, September 6, 2022**

1. CALL TO ORDER

Chair Carroll called to order the Regular Meeting of the Orange County Power Authority Board of Directors at 10:04 a.m. on Tuesday, September 6, 2022.

The meeting was conducted using 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.

2. ROLL CALL

Present	Director Wagner	Orange County Board of Supervisors
	Director Susan Sonne	City of Buena Park
	Director Farrah N. Khan	City of Irvine
	Director Dan Kalmick	City of Huntington Beach
	Vice Chair Fred Jung	City of Fullerton
	Chair Mike Carroll	City of Irvine
Absent:		None

3. PLEDGE OF ALLEGIANCE

Vice Chair Jung led the Pledge of Allegiance.

4. PUBLIC COMMENTS ON AGENDA ITEMS

The following people spoke in Public Comments on items on the agenda:

Doug Elliot, Ayn Craciun, Louis Wong, and Dee Fox

5. PUBLIC COMMENTS ON NON-AGENDA ITEMS

The following speakers commented on non-agenda items:

Dee Fox, Walter Nobrega, and Linda Kraemer

6. DIRECTOR ANNOUNCEMENTS

Directors Khan and Wagner spoke.

7. STAFF REPORT

CEO Brian Probolsky reported.

8. CONSENT CALENDAR

Director Khan pulled Item 8.4: Treasurer's report.

ACTION

Director Khan made a motion, seconded by Vice Chair Jung, and unanimously carried to approve Consent Calendar Items 8.1, 8.2, 8.3, and 8.5.

1. FINDINGS NECESSARY FOR REMOTE PARTICIPATION IN PUBLIC MEETINGS

Recommended Action:

Declare that the findings made in Resolution No. 2022-02, "Resolution of the Orange County Board of Directors Making Findings Necessary for Remote Participation in Public Meetings" remain valid and applicable, so as to allow remote participation in public meetings for the next 30 days.

2. MINUTES FOR THE REGULAR BOARD MEETING OF JULY 12, 2022

Recommended Action:

Approve as submitted.

3. MINUTES FOR THE SPECIAL BOARD MEETING OF JULY 26, 2022

Recommended Action:

Approve as submitted.

5. BIENNIAL CONFLICT OF INTEREST CODE REVIEW

Recommended Action:

1. Adopt a resolution updating the Orange County Power Authority ("OCPA") Conflict of Interest Code to account for the addition, deletion, and modification of positions listed as "designated filers" entitled: a Resolution of the Board of Directors of Orange County Power Authority adopting a revised Conflict of Interest Code pursuant to the Political Reform Act of 1974.
2. Authorize staff to execute the appropriate documents and submit the adopted Code to the Board of Supervisors of Orange County as OCPA's code-reviewing body and request approval of the Code pursuant to Government Code Section 87303.

4. TREASURER'S REPORT

Director Khan made a motion, seconded by Director Kalmick, and unanimously carried to approve and file the Treasurer's Report.

9. REGULAR CALENDAR

1. COMMUNITY ADVISORY COMMITTEE UPDATE

Jose Trinidad Castaneda gave the report.

No action was taken.

2. MASTER PURCHASE AND SALE AGREEMENT CONFIRMATION LETTER WITH SOUTHERN CALIFORNIA EDISON

ACTION

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

1. Approve the Master Purchase and Sale Agreement Confirmation Letter with Southern California Edison for Modified Cost Allocation Mechanism (MCAM) procurement obligations.
2. Authorize the Chief Executive Officer to execute the Confirmation Letter in substantially similar form with approval as to form by the General Counsel.

3. LONG-TERM AGREEMENT FOR PURCHASE OF PORTFOLIO CONTENT CATEGORY 1 RENEWABLE ENERGY AND MULTI-YEAR AGREEMENT FOR RESOURCE ADEQUACY CAPACITY WITH SHELL ENERGY NORTH AMERICA, L.P.

ACTION

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

1. Approve a long-term renewable energy purchase agreement and a multi-year resource adequacy capacity purchase agreement with Shell Energy North America, L.P. ("SENA"), and
2. Authorize the Chief Executive Officer to enter into the agreements with SENA.

4. PROPOSED RESPONSE TO THE FISCAL YEAR 2021-22 GRAND JURY REPORT

ACTION

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

1. Approve the proposed response to the Fiscal Year 2021-22 Grand Jury Report, and
2. Direct the Chief Executive Officer to forward the staff report with attachments to the Presiding Judge of the Superior Court

5. PROPOSED RESPONSE TO COUNTY OF ORANGE REQUEST FOR AUDIT

ACTION

Director Wagner made a motion, seconded by Vice Chair Jung, and unanimously carried to:

1. Direct the Chief Executive Officer to draft and forward a response to the County of Orange with respect to certain actions that the County has requested OCPA to take consistent with the recommended responses set forth herein, and send the response no later than September 9, 2022,
2. Take such steps as are necessary to implement such actions, including the hiring of a consultant for a performance audit. The consultant will be chosen by mutual agreement but hired by OCPA in order to enable the review of confidential agreements

3. Create an Ad Hoc Committee with Chair Carroll, Director Wagner, and Director Kalmick

**6. POLICY NO. 009: NEW CUSTOMER COMMUNITIES POLICY
(Consideration of a Request by Director Khan)**

ACTION

Director Khan made a motion, seconded by Director Sonne, and unanimously carried, to adopt Policy No. 009: New Customer Communities Policy, replacing former Policy 009: New Member Policy.

**7. CONSIDER SECOND AMENDMENT TO OCPA JOINT POWERS AGREEMENT
(Consideration of a Request by Director Khan)**

ACTION

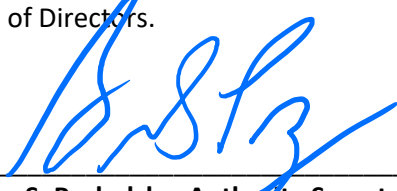
Director Khan made a motion, seconded by Director Khan and unanimously carried to direct OCPA Counsel to add the following provisions to the proposed Second Amendment to the joint powers agreement, to notify the OCPA member agencies of the Second Amendment, and to place the Second Amendment on a future OCPA agenda for consideration and approval.

Additional provisions to the Second Amendment of the Joint Powers Agreement

1. The Board will appoint the Chair and Vice Chair annually at the beginning of the calendar year with no term limits.
2. Directors will be appointed by their member agency for two-year terms and may be removed by the member agency at any time, with or without cause.
3. In the temporary absence of a Director all privileges of the Director including voting rights will be conferred on the Alternate Director.
4. The member agency will fill vacant Director or Alternate Director seats within 45 days of the vacancy.
5. Directors must be elected officials of their respective jurisdictions or the seat will be vacated.

10. ADJOURNMENT

At 11:44 a.m. Chair Carroll adjourned the September 6, 2022, Regular Meeting of the OCPA Board of Directors.



Brian S. Probolsky, Authority Secretary