



**MINUTES
SPECIAL MEETING
BOARD OF DIRECTORS
ORANGE COUNTY POWER AUTHORITY
Friday, February 10, 2023**

1. CALL TO ORDER

Chair Jung called to order the Special Meeting of the Orange County Power Authority Board of Directors at 9:05 a.m. on Friday, February 10, 2023.

The meeting was conducted using teleconference and electronic means in accordance with Government Code Section 54953(e). 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 Jose T. Castañeda	City of Buena Park
	Director Tammy Kim	City of Irvine
	Director Casey McKeon	City of Huntington Beach
	Director Donald P. Wagner	County of Orange
	Vice Chair Kathleen Treseder	City of Irvine
	Chair Fred Jung	City of Fullerton

3. PLEDGE OF ALLEGIANCE

Vice Chair Treseder led the Pledge of Allegiance.

4. PUBLIC COMMENTS ON AGENDA ITEMS ONLY

The following spoke in Public Comments on items on the agenda: Walter Norbrega.

5. BOARD MEMBER INITIATED ITEMS

1. UPDATE THE ANNUAL ENERGY USE AND RESULTING VOTING SHARES EXHIBITS TO THE ORANGE COUNTY POWER AUTHORITY JOINT POWERS AGREEMENT (Vice Chair Treseder)

Action Taken:

As authorized by Section 3.9.3 of the Orange County Power Authority Joint Powers Agreement (JPA Agreement), (1) approve an adjustment to Exhibit B of the JPA Agreement to show the “Annual Energy Use” defined as the annual electricity usage, expressed in kWh, of accounts within the jurisdiction of each party to the JPA Agreement that are served by the Authority, and (2) approve an adjustment to Exhibit C of the JPA Agreement to show the current voting shares of each party to the JPA Agreement.

Vice Chair Treseder requested an update in accordance with the JPA agreement.

The item discussion was paused and then taken out of order to allow for staff to provide the information that Vice Chair Treseder requested.

ACTION

Director Castañeda made the motion, seconded by Director Wagner to:

Table this item until November 2023, which will give a full year of data.

The motion failed by 3 to 2, 1 abstention vote as follows:

Ayes:	Chair Jung, Director Wagner, Director Castañeda
Noes:	Vice Chair Treseder, Director Kim
Abstain:	Director McKeon
Absent:	None

ACTION

Vice Chair Treseder made the motion, seconded by Director Kim to:

Continue this item to the February 15, 2023, Board Meeting.

The motion passed by 4 to 1, 1 abstention vote as follows:

Ayes:	Chair Jung, Vice Chair Treseder, Director Kim, Director Castañeda
Noes:	Director Wagner
Abstain:	Director McKeon
Absent:	None

2. ENGAGEMENT OF SPECIAL COUNSEL FOR PERSONNEL MATTERS (Vice Chair Treseder)

Vice Chair Treseder made a motion to have an ad hoc committee of two board members to select and hire special counsel that will advise on personnel matters. Director Kim second the motion.

General Counsel Norvell clarified the procurement policy and contract policy for the input that the two board members would have since the contract would be under \$125,000 and would fall under the CEO's authority.

ACTION

Vice Chair Treseder made the motion, seconded by Director Kim to:

Authorize a sub-committee consisting of two Board Members to select and hire a special counsel to evaluate and advise on personnel matters.

Acting General Counsel Norvell clarified the procurement policy on items that in the excess of \$125,000, this contract he assumed would be less and would fall under the authority of the CEO; therefore, the two Board Members would have input in letting the CEO know who they prefer he hired, as per the procurement and contract policies.

Director Wagner stated his concerns with this item and provided the use for a special labor counsel. He does not feel that this is the proper time or need for this item.

Chair Jung stated that the Board would need to agendize an item to provide staff direction if they want to hire additional counsel before they relinquish their right to hire someone. He also does not feel that this is the proper time or need for this item.

ACTION

Director Wagner made an amended motion, seconded by Chair Jung to:

If the item passed, allow the Chair to appoint the two members to the adhoc committee.

The motion failed unanimously by the following vote:

Ayes:	None
Noes:	Chair Jung, Vice Chair Treseder, Director McKeon, Director Kim, Director Castañeda, Director Wagner
Abstain:	None
Absent:	None

ACTION

Vote for the original motion made by Chair Treseder and seconded by Director Kim:

Authorize a sub-committee consisting of two Board Members to select and hire a special counsel to evaluate and advise on personnel matters.

The motion failed by 1 to 5 vote as follows:

Ayes:	Vice Chair Treseder
Noes:	Chair Jung, Director McKeon, Director Kim, Director Castañeda, Director Wagner
Abstain:	None
Absent:	None

3. BOARD APPOINTMENTS (Director Castañeda)

Director Castañeda provided a brief summary of the need for these two committees to further the engagement and education.

Acting General Counsel Norvell requested clarification on standing or ad hoc committees. Standing committees need to follow the Brown Act.

ACTION

Director Castañeda made the motion, seconded by Director Kim:

To create the two standing committees and to defer to the Chair for the appointment of the two Board Members.

The motion carried by the following vote:

Ayes: Chair Jung, Vice Chair Treseder, Director Wagner,
Director Kim, Director Castañeda
Noes: None
Abstain: Director McKeon
Absent: None

4. DISCUSS & PROVIDE DIRECTION ON ISSUING AN REQUEST FOR QUALIFICATIONS (RFQ) FOR GENERAL COUNSEL PROFESSIONAL SERVICES AGREEMENT (Director Castañeda)

Director Castañeda stated that for who would provide the motion, the Board Members need to know: who will be assigned the work to prepare and process the RFP/RFQ, when the RFP/RFQ should be published, when the RFP/RFQ to close, and the judging criteria for the RFP/RFQ should be.

Chair Jung stated that if the Board moved forward with an RFQ there needed to be a concise timeline to comply with best practices. The process should be transparent. The Board would need to provide additional direction on the RFQ to move forward.

ACTION

Director Castañeda made the motion; no second was made; therefore, motion failed due to lack of a second.

Direct the CEO to draft and publish an RFQ for a professional service agreement related to general counsel services to the Board. That the RFQ be published no later than next week and be posted on the website Friday, February 17, 2023, and for the deadline to receive the proposals be Friday, March 10, 2023. The Board will review all proposals at the same time and set the judge them as to the best qualified at the March 15, 2023 Board meeting. For Firms to provide the information for all services they provide.

6. CLOSED SESSION

Recess to Closed Session

At 9:58 a.m., Chair Jung called on Counsel Norvell to recess the Board to closed session. Acting General Counsel Norvell announced the Board was recessing to closed session. The following Board Members were present: Castañeda, Kim, McKeon, Wagner, Treseder, and Jung. Also present was Board Counsel Norvell, CEO Probolsky, CFO Law, Director of Communications & External Affairs Mosca, and Controller Lee.

- 1. AUDIT BY CALIFORNIA STATE AUDITOR'S OFFICE**
Pursuant to Government Code Section § 54956.75
- 2. PUBLIC EMPLOYEE APPOINTMENT**
Pursuant to Government Code Section 54957
Title: Interim General Counsel

Reconvene

At 11:15 a.m., the Special Meeting of the Orange County Power Authority reconvened with the following present: Directors Castañeda, Kim, McKeon, Wagner, Treseder, and Jung.

General Counsel Norvell reported out of Closed Session that for item 6.1 there was no reportable action and for item 6.2 it was deferred to the February 15, 2023 Board Meeting.

Director McKeon wanted to follow up on his request from the prior meeting to obtain the mix of energy sources that have been procured; therefore, the mix of energy resources that have been delivered to customers to be scheduled for the next meeting. He also requested to understand the Board's decision-making process for the payment of the fine last year in lieu of providing the required resource adequacy for discussion at the next scheduled meeting.

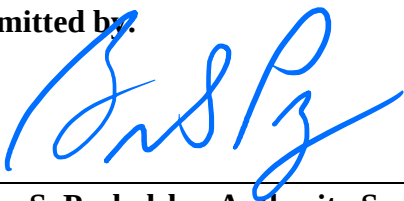
Vice Chair Treseder would also like power procurement information. She was willing to sign an NDA to see that information.

Chair Jung stated that he would be looking forward to a robust CEO report at the February 15, 2023, meeting.

7. ADJOURNMENT

At 11:17 a.m. Chair Jung adjourned the February 10, 2023, Special Meeting of the OCPA Board of Directors.

Submitted by:



Brian S. Probolsky, Authority Secretary