

AGENDA

ORANGE COUNTY POWER AUTHORITY MEETING OF THE BOARD OF DIRECTORS

**Wednesday, February 15, 2023
10:00 a.m.**

This meeting will proceed as a teleconference meeting in compliance with waivers to certain provisions of the Ralph M. Brown Act provided for under California Government Code section 54953(e)(1)(A) in relation to the Covid-19 state of emergency and recommended social distancing measures. There will be no location for in-person attendance. The Orange County Power Authority is providing alternatives to in-person attendance for viewing and participating in the meeting. Further details are below.

Note: Any member of the public may provide comments to the Orange County Power Authority Board of Directors on any open session agenda items by requesting to speak during Item 4, or on any matter not appearing on the agenda but within the jurisdiction of the Board by requesting to speak during Item 5. When providing comments to the Board, it is requested that you provide your name and city of residence for the record. Commenters are requested to address their comments to the Board as a whole through the Chair. Comments may be provided in the following manner:

To provide comments during the meeting, join the Zoom meeting by computer, mobile phone, or dial-in number. Before or during Items 4 and 5, the Chair or Clerk will ask members of the public to join the queue to provide public comment. The queue will remain open for a reasonable amount of time to allow members of the public sufficient time to request to speak and inform the Board of the number of speakers. After such time, the queue will be closed and the members of the public who have joined the queue to speak will be recognized at the appropriate time may speak through Zoom video conference or telephonically. To join the queue on Zoom video conference by computer or mobile phone, use the “Raise Hand” feature. If joining the meeting using the Zoom dial-in number, you can raise your hand and join the queue by pressing *9. Members of the public will not be shown on video but will be able to speak when called upon.

Comments shall generally be limited to three minutes when speaking, provided that the Chair may equally reduce each speaker’s time to accommodate a large number of speakers or a large number of agenda items. If you have anything that you wish to be distributed to the Board, please provide it via comments@ocpower.org, who will distribute the information to the Members.

The public may participate using the following remote options:

ZOOM WEBINAR

Please click the link below to join the webinar:

[Launch Meeting - Zoom](#)

Dial-in: 1-669-900-6833

Webinar ID: 857 1939 8617

1. **CALL TO ORDER**

2. **PLEDGE OF ALLEGIANCE**

3. **ROLL CALL**

4. **PUBLIC COMMENTS ON AGENDA ITEMS**

Opportunity for members of the public to address the Board on any items on the agenda.

5. **PUBLIC COMMENTS ON NON-AGENDA ITEMS**

Opportunity for members of the public to address the Board on any items not on the agenda but within the jurisdiction of the Board.

6. **DIRECTOR ANNOUNCEMENTS**

Board Members may briefly provide information to other members of the Board and the public, ask questions of staff, or report on conferences, events, or activities related to Authority business. There is to be no discussion or action taken on comments made by Board Members unless authorized by law.

7. **STAFF REPORT**

Staff may briefly provide information to the Board and the public. The Board may engage in discussion if the specific subject matter of the report is identified, but the Board may not take any action. There is to be no other discussion or action taken unless authorized by law.

8. **CONSENT CALENDAR**

All items listed under the Consent Calendar are considered to be routine and may be enacted by one motion. Prior to the motion to consider any action by the Board of Directors, any public comments on any of the Consent Items will be heard. There will be no separate action unless members of the Board of Directors request specific items be removed from the Consent Calendar.

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 14 days.

2. **IN-PERSON MEETINGS AND TELECONFERENCING OPTIONS UNDER THE BROWN ACT AND AB 2449**

Recommended Action:

1. Recommend to the Board of Directors, when a state-proclaimed State of Emergency is not in place, to hold Board and Committee meetings beginning March 1, 2023 under the Default Teleconferencing Rules.
2. Adopt a Resolution No. 2023-XX, amending the Board's 2023 regular meeting schedule to include in-person meeting locations

3. MINUTES FOR THE REGULAR BOARD MEETING OF JANUARY 17, 2023

Recommended Action:

Approve as submitted.

4. MINUTES FOR THE SPECIAL BOARD MEETING OF JANUARY 20, 2023

Recommended Action:

Approve as submitted.

5. APPROVE OCPA'S FINANCIAL POLICIES

Recommended Action:

Approve the following Orange County Power Authority (OCPA) Financial Policies:

- Policy Number 015: Accounting
- Policy Number 016: Capitalization
- Policy Number 017: Budget

6. UPDATE ON COMMUNITY ADVISORY COMMITTEE

Recommended Action:

To receive and file update on Community Advisory Committee.

9. REGULAR CALENDAR

The following items call 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.

1. AMEND THE ORANGE COUNTY POWER AUTHORITY ORGANIZATIONAL STRUCTURE, JOB DESCRIPTION, SALARY SCHEDULE TO INCLUDE THE CHIEF OPERATING OFFICER POSITION

Recommended Action:

1. Amend organizational structure, and salary schedule to include the Chief Operating Officer.
2. Approve the job description for the Chief Operating Officer.

2. 2022 MARKETING & COMMUNICATIONS RECAP AND 2023 PREVIEW

Recommended Action:

Receive and file 2022 Marketing & Communications Recap and 2023 Preview.

3. DEVELOPMENT OF A BROAD-BASED MARKETING, COMMUNICATIONS, AND PUBLIC OUTREACH PROGRAM

Recommended Action:

Discuss and provide direction on the development of a broad-based Marketing, Communications, and Public Outreach Program.

10. **BOARD MEMBER INITIATED ITEMS**

(Continued from February 10, 2023, Board Special Meeting.)

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

Recommended Action:

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.

2. **CONSIDER DRAFT BYLAWS** (Chair Jung)

Recommended Action:

1. Discuss and provide direction on draft Bylaws.
2. Consider directing staff to provide Member Agencies with a copy of the proposed Bylaws and place the Bylaws on a future agenda for final approval.

3. **OVERVIEW OF POWER SOURCE ACCOUNTING** (Director McKeon)

Recommended Action:

Receive and file.

11. **CLOSED SESSION**

Prior to entering closed session, the Board will provide an opportunity for members of the public to provide public comment regarding the closed session item(s).

1. **PUBLIC EMPLOYEE APPOINTMENT**

Pursuant to Government Code Section 54957

Title: Interim General Counsel

12. **ADJOURNMENT**

Compliance with the Americans with Disabilities Act

Board of Directors meetings comply with the protections and prohibitions of the Americans with Disabilities Act. Individuals with a disability who require a modification or accommodation, including auxiliary aids or services, in order to participate in the public meeting may contact 949-263-2612. Requests for disability-related modifications or accommodations require different lead times and should be provided at least 72-hours in advance of the public meeting.

Availability of Board Documents

Copies of the agenda and agenda packet are available at www.ocpower.org. Late-arriving documents related to a Board meeting item which are distributed to a majority of the Board prior to or during the Board meeting are available for public review as required by law. Late-arriving documents received during the meeting are available for review by making a verbal request to the Board Secretary in the Zoom meeting room.

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 7

To: Orange County Power Authority Board of Directors

From: Brian Probolsky, Chief Executive Officer

Subject: CEO’S REPORT

Date: February 15, 2023

Orange County Power Authority Ongoing Net Energy Metering Enrollments

The next Net Energy Metering Enrollment phase is occurring now during the month of February. This phase includes around 3,500 Net Energy Metering (NEM) customers. NEM customers are being enrolled every other month based on their “true up” date with SCE. This allows these customers to enjoy the full benefit of their NEM program. OCPA will continue to enroll residential NEM customers through August 2023.

OCPA offers many benefits to NEM customers such as a 10% increase in SCE’s Net Surplus Compensation (NSC) rate, a true up month in April, and monthly billing instead of annual. NEM customers are encouraged to visit <http://www.ocpower.org/nem> to learn more about the benefits OCPA offers to NEM customers.

Legislative Update:

Orange County Power Authority is monitoring 16 bills out of the 509 bills that have been introduced in both houses. Most bills are still in spot bill form.

Four bills – AB 50 (Wood), SB 83 (Weiner), AB 241 (Reyes), SB 84 (Gonzalez) are being monitored closely. AB 50, by Assemblymember Wood (D-Healdsburg) and SB 83, by Senator Wiener (D-San Francisco) focus on load interconnection delays. AB 241, by Assemblymember Eloise Reyes (D-Grand Terrace) and SB 84, by Senator Lena Gonzalez (D-Long Beach) would reauthorize the Clean Transportation Program administered by the California Energy Commission. The program is set to expire on January 1, 2024, so an extension would need to be passed by the end of the 2023 legislative year. The Clean Transportation Program provides funds in a number of different categories, however, most important to CCAs is that it provides significant funding for ZEV charging and refueling infrastructure. The bills are authored by two members of the energy committees in each house.

I will be attending the CalCCA legislative lobby day in Sacramento on March 8.

Regulatory Update:

General Order (GO) 156 – Report due March 1, 2023 to CPUC. Staff is currently compiling results from a survey sent out to our suppliers.

Integrated Resource Planning (IRP) – R.20-05-003 - The CPUC issued a [Proposed Decision](#) on January 13, 2023 ordering 4,000 megawatts (MW) in addition to the 11,500 MW ordered in D.21-06-035. This procurement is required for 2026 and 2027. The Proposed Decision also automatically postpones long-lead time procurement ordered in D.21-06-035 to 2028. Finally, the Proposed Decision also recommends the electricity resource portfolios to the CAISO for study in its 2023-2024 Transmission Planning Process (TPP).

Provider of Last Resort (POLR) – R.21-03-011 - On January 6, 2023, the CPUC issued a [Ruling](#) and Energy Division Staff [Proposal](#) for Phase 1 issues. The Staff Proposal addresses continuity of service, POLR service terms, waivers for POLR RA, RPS, and IRP obligations, contract assignability, financial monitoring, overall cost and affordability of the FSR, re-entry fees, and LSE deregistration issues. The Staff Proposal does not address FSR calculation modifications and directs parties to continue to work through those issues in workshops. The Staff Proposal also defers consideration of an insurance pool for POLR liquidity until Phase 2 of the proceeding. The CPUC held a workshop on January 26, 2023 to review the staff proposal.

The CPUC will hold a second workshop on March 7, 2023 to review FSR calculation examples. The IOUs are ordered to present their FSR calculators at the March 7 workshop and other parties are invited to also present their FSR calculation examples. Comments on the workshops are due on March 21, 2023, and Reply Comments are due on April 7, 2023.

Staffing Update:

OCPA continues to have open recruitments for Energy Contracts and Compliance Analyst and Power Resources Director.

OCPA plans to begin recruitments for several additional positions in accordance with the staffing plan approved in December 2022. These positions include but are not limited to an Energy Programs Analyst, Human Resources Analyst, and an IT specialist.

Attachment

Non Power Supply Contracts in Excess of \$50,000 to Under \$125,000

Orange County Power Authority
Non Power Supply Contracts In Excess of \$50,000 to Under \$125,000

Item No	Vendor	Term	Contract Amount	Brief Service Description	Remark
1	Pisenti & Brinker	See Remark	See Remark	Annual Financial Audit from FY21/22 to FY23/24	Amendment to increase the contract amount by \$4,644 for the FY21/22 audit services due to unexpected out-of-scope work in connection to the member agency and state audits. The total NTE has been adjusted from \$79,400 to \$84,044.

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 8.1

To: Orange County Power Authority Board of Directors

From: Nicholaus Norvell, Acting General Counsel

Subject: FINDINGS NECESSARY FOR REMOTE PARTICIPATION IN PUBLIC MEETINGS

Date: February 15, 2023

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 14 days.

BACKGROUND

AB 361 allows public agencies to hold fully or partially virtual meetings under certain circumstances, without being required to follow certain standard Ralph M. Brown Act teleconferencing requirements.

Under AB 361, a legislative body holding virtual meetings pursuant to AB 361 must make certain findings at least every thirty (30) days. Specifically, the legislative body must find that it has reconsidered the circumstances of the state of emergency and either of the following: (1) state or local officials continue to impose or recommend measures to promote social distancing, or (2) as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees.

Based on current COVID-19-related circumstances, the Board can continue to make the required findings. Staff therefore recommends that the Board of Directors declare that the findings made in Resolution 2022-02 remain valid and applicable, so as to allow the Board of Directors and its subordinate legislative bodies to continue to exercise remote participation options under AB 361.

FISCAL IMPACT

There is no fiscal impact.

ATTACHMENT

Resolution No. 2022-02 a Resolution of the Orange County Board of Directors Making Findings Necessary for Remote Participation in Public Meetings.

RESOLUTION NO. 2022-02

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGE COUNTY POWER AUTHORITY MAKING FINDINGS NECESSARY FOR REMOTE PARTICIPATION IN PUBLIC MEETINGS

A. The Ralph M. Brown Act (“Brown Act”) requires, with specified exceptions, that all meetings of the governing body and all subordinate legislative bodies be open and public and that all persons be permitted to attend and participate.

B. The Brown Act contains provisions for remote participation in meetings by members of a legislative body subject to the existence of certain conditions and requirements.

C. Government Code section 54953(e) requirements include, but are not limited to, (1) the existence of a state of emergency declared by the California Governor pursuant to Government Code section 8625, and (2) state or local officials have imposed or recommended measures to promote social distancing.

D. On March 4, 2020, the Governor issued a Proclamation of State of Emergency in response to the COVID-19 pandemic and as of the date of this Resolution, the proclaimed state of emergency remains in effect.

E. On March 17, 2020, the Governor issued Executive Order N-29-20, which suspended and modified the remote participation requirements under the Brown Act to allow local legislative bodies to hold public meetings via teleconference.

F. On June 11, 2021, the Governor issued Executive Order N-08-21, which extended the provisions of N-29-20 concerning the conduct of public meetings through September 30, 2021. The Governor subsequently signed Assembly Bill 361 (Rivas, 2021) revising requirements for remote public meetings (“AB 361”).

G. In order to preserve public health and safety, the State Public Health Officer and Orange County Health Officer have issued various orders and guidance, as they may be amended from time to time, regarding COVID-19 prevention measures, which include references and a statement of support for social distancing recommendations. (*See, e.g., Guidance for Use of Face Coverings*, revised January 5, 2022; *COVID-19 Public Health Recommendations for Fully Vaccinated People*, dated October 28, 2021; *County of Orange Health Officer’s Orders and Strong Recommendations*, revised January 14, 2022).

H. In light of the foregoing, the Board of Directors desires to continue to have the flexibility to meet via remote participation for public meetings, as long as the state of emergency and social distancing recommendations continue, and that it and its legislative bodies shall be permitted to conduct their meetings by remote participation in accordance with Government Code section 54953(e), and that such legislative bodies shall comply with the requirements to provide the public with access to the meetings as prescribed by that section therein.

NOW, THEREFORE, BE IT RESOLVED by the Orange County Power Authority Board of Directors as follows:

Section 1. The above recitals are true and correct and incorporated herein.

Section 2. The Orange County Power Authority Board of Directors finds and declares for itself and each of its subordinate legislative bodies, as follows:

- a. A continued state of emergency, as declared by the State of California, continues to exist.
- b. The Board of Directors has reconsidered the circumstances of the state of emergency.
- c. State and local officials continue to impose or recommend measures to promote social distancing.
- d. The Orange County Power Authority promotes social distancing measures, including, without limitation, promoting and utilizing remote attendance options at Board of Directors meetings.

Section 3. The Board of Directors and any of its legislative bodies are hereby authorized and directed to take all actions necessary to carry out the intent and purpose of this Resolution, including conducting open and public meetings in accordance with Government Code section 54953(e) and other applicable provisions of the Brown Act or executive order, as such may be amended or promulgated from time to time.

Section 4. This resolution shall take effect immediately upon its adoption and apply to all Orange County Power Authority public meetings of its legislative bodies including those held during the state of emergency since the passage of and governed by AB 361.

PASSED AND ADOPTED at a meeting of the Orange County Power Authority Board of Directors held on February 8, 2022.


Secretary

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 8.2

To: Orange County Power Authority Board of Directors

From: Brian Probolsky, Chief Executive Officer

Subject: IN-PERSON MEETINGS AND TELECONFERENCING OPTIONS UNDER
THE BROWN ACT AND AB 2449

Date: February 15, 2023

RECOMMENDED ACTION

1. Recommend to the Board of Directors, when a state-proclaimed State of Emergency is not in place, to hold Board and Committee meetings beginning March 1, 2023 in person and under the Default Teleconferencing Rules.
2. Adopt a Resolution No. 2023-XX, amending the Board’s 2023 regular meeting schedule to include in-person meeting locations.

BACKGROUND

Before the COVID-19 Pandemic, OCPA Board and Committee meetings were held in-person, pursuant to the open and public meeting requirements of the Brown Act¹ and teleconferencing was allowed under the following conditions: (i) the teleconferencing location was noticed on the agenda; (ii) an agenda was posted at the teleconferenced location; (iii) the teleconferencing location was accessible to the public; and (iv) a quorum of members participated from locations within OCPA’s service area (“Default Teleconferencing Rules”). Under these Default Teleconferencing Rules your Board was able to attend Board and/or Committee meetings at the OCPA Office (Irvine) as the Default Teleconferencing Rules were met.

When Governor Gavin Newsom signed Assembly Bill No. 361 (Rivas) (“AB 361”) on September 16, 2021, the Brown Act was amended to allow all local agency members to meet remotely via teleconference, during a state-proclaimed State of Emergency, without meeting the conditions of the Default Teleconferencing Rules.

With the State of Emergency set to end February 28, 2023, teleconferencing under AB 361 will no longer be available and Board and Committee meetings will return to in-person, subject to the Default Teleconferencing Rules, beginning March 1, 2023. As of January 1, 2023, Assembly Bill No. 2449 (Rubio) (“AB 2449”) is in effect which further amends the Brown Act to authorize certain teleconferencing options, different from the Default Teleconferencing Rules, when a

¹ Government Code, §§ 54950 et seq.

Board member can demonstrate a ‘just cause’ or ‘emergency circumstance.’² To use the teleconferencing options of AB 2449, the following conditions must be met:

- A quorum of Board members must participate in-person from a singular, physical location identified on the agenda;
- The reason for needing to attend via teleconference due to ‘just cause’ or ‘emergency circumstance’ must be disclosed to the Board at the earliest opportunity, which may mean disclosing at the beginning of a meeting;
- The Board and/or Committee would have to take action at the start of a meeting to approve any request to attend via teleconference for ‘emergency circumstance’ reasons;
- Board members attending via teleconference must have audio and visual capabilities (calling in by phone is not permitted, and cameras must be on);
- Each Board member would be restricted on the number of times ‘just cause’ and ‘emergency circumstance’ is used for teleconferencing.³

Staff recommends the OCPA Board and Committee meetings that would begin in-person in March 2023, follow the Default Teleconferencing Rules, rather than teleconferencing under AB 2449. This would allow the Board the flexibility of continuing to attend Board and Committee meetings from OCPA regular meeting location (Irvine) or even attend via teleconference from a Board member’s local city/county office and minimize administrative burdens.

Staff also recommends that the Board adopt a resolution amending the Board’s 2023 regular meeting schedule to update the in-person locations at which regular meetings will take place. With the exception of the July meeting, regular meetings are proposed to take place at the Travelers Building, 3333 Michelson Dr., Irvine, CA 92612 in the Palm Room. The July regular meeting will take place at 3349 Michelson Dr., Irvine, CA 92612 in Suite 200, the Hana Coworking Space.

FISCAL IMPACT

None

ATTACHMENT

None

² Government Code, § 54953, subd. (f)(2).

³ No more than two (2) meetings via teleconference per calendar year due to ‘just cause’ and a Board member cannot use a combination of ‘just cause’ and ‘emergency circumstance’ for more than three (3) consecutive months or 20 percent of the regular meetings of the calendar year.

RESOLUTION NO. 2023-XX

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ORANGE COUNTY POWER AUTHORITY ESTABLISHING REGULAR MEETINGS OF THE BOARD OF DIRECTORS FOR 2023

A. Orange County Power Authority (“OCPA”) is a joint powers authority formed pursuant to the Joint Exercise of Powers Act (Cal. Gov. Code § 6500 *et seq.*), California Public Utilities Code § 366.2, and a Joint Powers Agreement effective on November 20, 2020.

B. The Ralph M. Brown Act (Cal. Gov. Code § 54950 *et seq.*) provides that the legislative body of each local agency shall provide, by ordinance, resolution, bylaws, or other rule, the time and place for holding its regular meetings.

C. On January 17, 2023, the Board of Directors adopted Resolution 2023-01 establishing the date, time, and location of regular meetings of the Board of Directors for calendar year 2023.

D. The Board of Directors seeks to update schedule for date, time, and location of regular meetings of the Board of Directors for calendar year 2023.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Orange County Power Authority Power as follows:

Section 1. For calendar year 2023, regular meetings of the Board of Directors shall take place on the dates set forth below and shall begin at 10:00 A.M. With exception of the July meeting, all regular meetings shall take place at the Travelers Building, 3333 Michelson Dr., Irvine, CA 92612 in the Palm Room. The July meeting shall take place at the Orange County Power Authority’s offices, 3349 Michelson Dr., Suite 200, Irvine, CA 92612. Notwithstanding the above, pursuant to AB 361 related to COVID-19 (or any additional Executive Orders issued or statutory changes made after the effective date of this Resolution), OCPA’s meetings may be held fully or partially by videoconference or teleconference as authorized by applicable law and the Board of Directors.

Regular Meeting Dates

Wednesday, March 15, 2023
Wednesday, April 19, 2023
Wednesday, May 17, 2023
Wednesday, June 21, 2023
Wednesday, July 19, 2023

Regular Meeting Dates

August 2023 – No Meeting
Wednesday, September 20, 2023
Wednesday, October 18, 2023
Wednesday, November 15, 2023
Wednesday, December 20, 2023

Section 2. The Board of Directors shall have the power to change the time or location of any regular meetings by amending or replacing this resolution, or cancel such meetings, or call special meetings with proper notice. Special and adjourned meetings of the Board of Directors may be called and held in the manner authorized by the Ralph M. Brown Act (Cal. Gov. Code § 54950 *et seq.*), as may be amended from time to time.

Section 3. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED at a meeting of the Board of Directors of the Orange County Power Authority held on February 15, 2023.

Brian Probolsky
Secretary
Orange County Power Authority



**MINUTES
REGULAR MEETING
BOARD OF DIRECTORS
ORANGE COUNTY POWER AUTHORITY
Tuesday, January 17, 2023**

1. CALL TO ORDER

Chief Executive Officer (CEO) Probolsky called to order the Regular Meeting of the Orange County Power Authority Board of Directors at 10:05 a.m. on Tuesday, January 17, 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. PLEDGE OF ALLEGIANCE

Director Kim led the Pledge of Allegiance.

3. 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

4. PUBLIC COMMENTS ON AGENDA ITEMS

The following spoke in public comments regarding January 17, 2023, agenda items:

Ayn Craciun
Danny Gray

5. PUBLIC COMMENTS ON NON-AGENDA ITEMS

The following commented on non-agenda matters, but within the jurisdiction of the Board:

Doug Elliott
Walter Nobrega
Harvey Liss
Linda Kraemer

6. SPECIAL ORDER OF BUSINESS

1. ADMINISTRATION OF THE OATHS OF OFFICE

The board clerk administered the oaths of office to all the board members.

2. SELECTION OF CHAIR AND VICE CHAIR

Director Treseder requested clarification on the participating and serviced members' ability to vote.

Action:

Director Treseder made a motion to nominate Director Castañeda for Chair; Director Kim made a motion to nominate Director Jung for Chair; no seconds were required.

The motion to make Director Jung the Chair carried by a 4-2 roll call vote as follows:

<u>Director</u>	<u>Voted For</u>
Castañeda:	Castañeda
Treseder	Castañeda
Kim	Jung
McKeon	Jung
Jung	Jung
Wagner	Jung

Action:

Director Kim made a motion to nominate Director Treseder for Vice Chair; Director Castañeda made a motion to nominate himself for Vice Chair; no seconds were required.

Three rounds of roll call votes ensued, the motion to make Director Treseder the Vice Chair carried by a 3-3 vote as follows:

Round 1		Round 2		Round 3	
<u>Director</u>	<u>Voted For</u>	<u>Director</u>	<u>Voted For</u>	<u>Director</u>	<u>Voted For</u>
Castañeda	Castañeda	Castañeda	Castañeda	Castañeda	Treseder
Treseder	Treseder	Treseder	Treseder	Treseder	Treseder
McKeon	Abstained	McKeon	Abstained	McKeon	Abstained
Kim	Treseder	Kim	Treseder	Kim	Treseder
Wagner	Abstained	Wagner	Abstained	Wagner	Abstained
Jung	Castañeda	Jung	Castañeda	Jung	Abstained

7. DIRECTOR ANNOUNCEMENTS

Vice Chair Treseder stated that she was very happy to be on the Board. She wanted to reform OCPA and rebuild public trust.

Director Castañeda congratulated Chair Jung and Vice Chair Treseder. He thanked the members of the public for attending. He stated that misinformation had been weaponized in the past political campaign season to super charge the number of withdrawals from the cities of Irvine and Huntington Beach. The City of Buena Park has made sure that they are proactive by providing information on the city's webpage, and he engages in the social media platforms to provide correct information. He also thanked the CAC members for engaging in these discussions and sharing the correct and factual information. Moving forward he wants to provide factual information not hearsay rhetoric. Board Member Castañeda requested a special meeting to discuss whether to appoint two members to seek and return proposals for interim general counsel with the scope of work to be defined at said special meeting.

8. STAFF REPORT

CEO Brian Probolsky deferred to the written staff report.

9. CONSENT CALENDAR

Vice Chair Treseder removed items 3, 4, and 5 for separate discussion.

ACTION

Director Kim made a motion, seconded by Director Castañeda, and unanimously carried to approve consent calendar items 9.1 and 9.2.

1. FINDINGS NECESSARY FOR REMOTE PARTICIPATION IN PUBLIC MEETINGS

Action Taken:

Declared 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 DECEMBER 13, 2022

Action Taken:

Approved as submitted.

Items 3, 4 and 5 were taken out of order at the end of the Regular Calendar.

3. TREASURER'S REPORT – FISCAL YEAR ENDED NOVEMBER 30, 2022

Action Taken:

Received and filed the Treasurer's Report ending November 30, 2022.

4. COMMUNITY ADVISORY COMMITTEE UPDATE

Action Taken:

Received and filed an update on the Community Advisory Committee.

5. RESIDENTIAL SERVICE LAUNCH UPDATE

Action Taken:

Received and filed residential service launch update.

10. REGULAR CALENDAR

1. RATIFY THE 2023 OCPA RATES EFFECTIVE JANUARY 9, 2023

Director Kim left the meeting at 11:11 p.m.

Action:

Director Castañeda made a motion, seconded by Vice Chair Treseder to:

Ratify the 2023 OCPA rates effective January 9, 2023.

The motion carried by the following vote:

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

2. ADOPTION OF 2023 MEETING SCHEDULE

Director McKeon made a motion, seconded by Chair Jung to:

Adopt Resolution 2023-01 A Resolution of the Board of Directors of Orange County Power Authority Establishing Regular Meetings of the Board of Directors for 2023.

The motion carried by the following vote:

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

3. JOINT POWERS AUTHORITY MEMBER AGENCY STATUS UPDATE AND DISCUSSION

Action Taken:

Discussed and received Board Direction regarding withdrawal by County of Orange, and potential withdrawals of City of Huntington Beach and City of Irvine, and potential changes in rate selection.

Consent Calendar Items 3, 4 and 5 were taken at this time.

11. CLOSED SESSION

Recess to Closed Session

At 11:52 a.m., Chair Jung announced the Board was recessing to closed session. The following Directors were present: Castañeda, McKeon, Wagner, Treseder and Jung. Also present were CEO Probolsky, Director of Communications & External Affairs Mosca, and Board Counsel Baron.

1. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION

Pursuant to Government Code Section 54956.9(d)(2)

Significant exposure to litigation: Two (2) potential cases

Reconvene

At 12:34 p.m., the Regular Meeting of the Orange County Power Authority reconvened with the following present: Directors Castañeda, McKeon, Wagner, Treseder and Jung.

Chair Jung stated that there was no reportable action from Closed Session.

12. ADJOURNMENT

Chair Jung thanked the public for their participation and welcomed the new board members. There being no further business before the board, Chair Jung adjourned the January 17, 2023, Regular Meeting of the OCPA Board of Directors at 12:35 p.m.

Submitted by:

Brian S. Probolsky, Authority Secretary



**MINUTES
SPECIAL MEETING
BOARD OF DIRECTORS
ORANGE COUNTY POWER AUTHORITY
Friday, January 20, 2023**

1. CALL TO ORDER

Chair Jung called to order the Special Meeting of the Orange County Power Authority Board of Directors at 12:08 p.m. on Friday, January 20, 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

Director Kim led the Pledge of Allegiance.

4. PUBLIC COMMENTS ON AGENDA ITEMS ONLY

None.

5. CLOSED SESSION

Recess to Closed Session

At 12:11 p.m. and after learning there were no public comments, Chair Jung called on Counsel Norvell to recess the Board to Closed Session. Board 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.

1. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION
Pursuant to Government Code Section 54956.9(d)(2): Significant exposure to litigation
One (1) potential case

Reconvene

At 12:54 p.m., the Regular Meeting of the Orange County Power Authority reconvened with the following present: Directors Castañeda, Kim, McKeon, Wagner, Treseder, and Jung.

General Counsel Norvell stated that there was no reportable action from Closed Session.

6. ADJOURNMENT

At 12:56 p.m. Chair Jung adjourned the January 20, 2023, Special Meeting of the OCPA Board of Directors.

Submitted by:

Brian S. Probolsky, Authority Secretary

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 8.5

To: Orange County Power Authority Board of Directors

From: Brian Probolsky, Chief Executive Officer
Tiffany Law, Chief Financial Officer

Subject: APPROVE ORANGE COUNTY POWER AUTHORITY’S FINANCIAL POLICIES

Date: February 15, 2023

RECOMMENDED ACTION

Approve the following Orange County Power Authority Financial Policies:

- Policy Number 015: Accounting
- Policy Number 016: Capitalization
- Policy Number 017: Budget

DISCUSSION

Policy Number 015: Accounting

The purpose of this policy is to document Orange County Power Authority’s (OCPA) method of accounting, audit schedule, and standards of internal controls.

- Staff will establish accounting practices that conform to Generally Accepted Accounting Principles (GAAP) for governmental entities.
- The policy defines that an independent firm of Certified Public Accountant (CPAs) shall perform an annual financial audit and an official annual financial report shall be issued no later than 6 months following fiscal year-end.
- Staff will establish internal controls procedures to protect the assets of OCPA and ensure accurate financial reporting.
- Staff will present quarterly financial updates to the Board.

Policy Number 016: Capitalization

The purpose of the policy is to provide guidelines for the proper recording of asset acquisitions greater than \$5,000 with a useful life greater than one year.

Policy Number 017: Budget

The purpose of this policy is to establish guidelines for the compilation, implementing, and monitoring of OCPA’s annual budget.

- Staff will prepare and submit to the Board a proposed budget overview for the following fiscal year two months prior to the end of each fiscal year.
- Staff will prepare and submit to the Board a recommended budget within two months following the proposed budget overview.
- As part of the budget process, staff will prepare a six-year financial forecast.

- Staff is required to present a balanced budget that supports the OCPA JPA goals.
- The Board will engage in a Mid-Year review of the budget to evaluate any unanticipated revenues or expenses.
- A budget-to-actual status update report shall be presented to the Board on a quarterly basis. A forecast-to actual status update report shall be presented to the Board if necessary.

FISCAL IMPACT

There is no fiscal impact associated with adopting these Financial Policies.

ATTACHMENTS

1. Financial Policy Number 015: Accounting
2. Financial Policy Number 016: Capitalization
3. Financial Policy Number 017: Budget

Orange County Power Authority
Policy Number 015: Accounting Policy

Purpose

The purpose of this policy is to document the Orange County Power Authority's (OCPA) method of accounting, audit schedule, and standards of internal controls.

Policy

1. OCPA will establish accounting practices that conform to Generally Accepted Accounting Principles (GAAP) for governmental entities.
2. An independent firm of Certified Public Accountant (CPAs) shall perform an annual financial audit and an official annual financial report shall be issued no later than 6 months following fiscal year-end. Copies of such audit report will be filed with the State Controller and each member agency within 15 days of receipt of said audit by the Board.
3. Quarterly, the OCPA Accounting Statements, including a Statement of Net Position, a Statement of Revenues, Expenses and Changes in Net Position, and a Statement of Cash Flows shall be submitted to the OCPA Board of Directors.
4. Internal control procedures will be developed and routinely updated to ensure accurate financial reporting and an effective internal control structure over the assets of OCPA.
5. A representation letter shall be presented to the OCPA Board of Directors by the independent certified public accounting firm no later than 60 days from issuance of OCPA's audited financial report.

**Orange County Power Authority
Policy Number 016: Capitalization Policy**

Purpose

To capitalize and depreciate OCPA assets with a useful life expectancy of greater than one year and cost greater than \$5,000.

Scope

All acquisitions of capital assets for OCPA.

Definitions

Capitalization is the method chosen to record the purchase of fixed assets on OCPA's accounting books. If an asset is capitalized, then it is not expensed in the same year the asset is purchased. Instead, the asset is generally recorded on the statement of net position. Examples of capital expenditures are purchases of office equipment, furniture, and vehicles. The asset is expensed each year as depreciation.

Policy

- Except for land, all assets with a useful life of greater than one year and costing more than \$5,000 will be capitalized and will be recorded in the depreciation records. Any asset that does not meet the above criteria will be expensed, such as small equipment or repairs and maintenance.
- The cost basis of furniture and equipment assets will include all charges relating to the purchase of the asset including the purchase price, freight charges, and installation, if applicable.
- Leasehold improvements, including painting, are to be capitalized if they relate to the occupancy of a new office or a major renovation of an existing office. Expenditures incurred in connection with maintaining an existing facility in good working order should be expensed as a repair.
- The following lifespan table should be used as a guide for financial reporting and depreciation purposes:

Property	Asset Description
3-year property	Computer software, hardware and office machinery
5-year property	Automobiles
7-year property	Office furniture and fixtures

Orange County Power Authority
Policy Number 017: Budget Adoption and Reporting Policy

Purpose

This budget policy provides clarity about budget authority for Orange County Power Authority's (OCPA) staff and lays out budget adoption and periodic budget reporting requirements. The policy also allows for sufficient flexibility to address changes in the market price of energy.

Policy

Budget Adoption

The OCPA staff shall prepare a proposed budget overview and submit it to the Board for the following fiscal year two months prior to the end of the fiscal year. The proposed budget shall be balanced and in alignment with the OCPA JPA goals. The proposed budget shall reflect all activities, including operating and capital expenditures. A balanced budget is one in which expenditures are equaled to or exceeded by revenues. Any year-end surplus/deficit will be absorbed by the rate stabilization reserves.

The OCPA staff shall submit a recommended budget to the Board for approval within two months following the proposed budget overview. When approved by the Board, the budget shall be considered adopted.

In the event that the Board does not adopt the OCPA Budget before the start of the budget year, the Board may adopt a continuing appropriations resolution until such time as the OCPA Budget is adopted. A continuing appropriations resolution would provide that payments for services performed on behalf of OCPA and authorization of awarded contracts would continue until such time as the OCPA Budget is adopted.

The OCPA staff will prepare a six-year financial forecast as part of the budget process projecting revenues and expenditures for all operating funds and planned capital projects in alignment with the OCPA JPA goals.

The proposed budget will contain the following, at a minimum a schedule showing revenues, expenses, and changes to rate stabilization reserves. The first year of the six-year horizon is the budget to be considered and formally adopted by the Board. The final five years are shown for planning purposes and may be shown at more summary levels.

If needed, the OCPA staff shall submit a recommended Mid-Year Budget to the Board for approval. The Board shall approve an amended appropriations resolution at the Mid-Year review period to authorize the receipt and expenditure of funds unanticipated in the Authority's Budget.

Budget Reporting

A budget-to-actual status update report shall be presented to the Board on a quarterly basis. A forecast-to actual status update report shall be presented to the Board if necessary.

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 8.6

To: Orange County Power Authority Board of Directors

From: Andrea Warner, Business Relationship Manager
Joe Mosca, Director of Communications and External Affairs

Subject: UPDATE ON COMMUNITY ADVISORY COMMITTEE

Date: February 15, 2023

RECOMMENDED ACTION

To receive and file update on Community Advisory Committee

BACKGROUND

As a follow up to the OCPA Board discussion regarding the Community Advisory Committee (CAC) on January 17, 2023, we would like to provide a brief update on the exciting progress made by our team.

A request was sent by our Clerk of the Board to our Board members on January 20th 2023, asking for their selected member appointments.

We are very pleased to report that we have received a number of replies to this request. If you have not yet had a chance to respond, we respectfully ask that your appointments are sent to our Board Clerk by Wednesday February 15, 2023.

There are two at-large positions to fill, and application information was posted on the OCPA website on Friday January 27th. The deadline to apply for these positions is February 27th.

The same call for at-large applications was sent to the City Clerk Offices in Irvine, Buena Park, Fullerton, and Huntington Beach, with a request to have their assistance in advertising for us. Buena Park has responded that they will advertise for us. Should other member agencies be interested, we welcome the opportunity.

The outreach online occurred on January 26th 2023. The social media platforms included Facebook, Twitter, LinkedIn, Instagram. From these postings anyone who is interested in learning more can simply follow the link which leads directly to the CAC application on the OCPA website.

We have utilized local media channels with Press Releases which were sent out on Thursday Jan 26th to

- *The Orange County Register*
- *Daily Pilot*
- *Fullerton Observer*

In addition, Press Releases were sent on Friday, January 27 to

- *Irvine World News*
- *North County News-Tribune* (Buena Park and Fullerton)
- *The Wave* (Huntington Beach)

We were very pleased to see that the Orange County Register published an announcement on January 30th 2023 regarding OCPA's call for CAC applications. This ran in *The Orange County Register's* "Status Update" column and was published both online and print.

We look forward to reviewing the applications and submitting our recommendation to the Board for its approval. We anticipate the first meeting of the OCPA CAC would be March 14th 2023.

FISCAL IMPACT

None

ATTACHMENT

- Community Advisory Committee Application Form
- Press Release
- OC Register column online
- OC Register column print
- Application flyer
- Social Media Flyer 1
- Social Media Flyer 2
- Facebook post
- Twitter Post
- IG Post
- LinkedIn Post

2023 Application for Orange County Power Authority

Community Advisory Committee

Orange County Power Authority (OCPA), the Community Choice Energy program made up of the communities of Buena Park, Fullerton, Huntington Beach, Irvine and the County of Orange, is now seeking applications for membership in its Community Advisory Committee (CAC). Complete applications along with a resume are to be sent via email to clerk@ocpower.org by **February 27, 2023 at 5:00 p.m.** Applications can also be mailed to the following address:

**Orange County Power Authority
P.O. Box 54283, Irvine, CA 92619-4283
Attention: Joe Mosca**

Each Board Member may appoint two members to the CAC, but no member agency can appoint more than two members. In addition to direct appointments, the Board shall appoint two at-large members via an application process.

The role of the CAC members includes, but is not limited to the following:

1. Elect officers (Chair, Vice Chair, and Secretary) and define priorities and duties to ensure the Committee can operate independently and collaboratively, with limited support from Authority staff, but in keeping with the priorities of the Board.
2. From time to time the Board may ask the CAC to work on defined objectives and produce materials or advice that will assist the Board in decision-making.
3. Help the Board to identify issues of concern and opportunities to educate community members about the Authority.
4. Draft reports to the Board with findings and recommendations as may be needed.
5. Represent the views of the Committee constituencies in comments and recommendations.
6. Plan for and engage in community events and special projects, as appropriate.
7. Serve as an information-channel back to their colleagues and communities.
8. Other duties or tasks, as deemed appropriate by the CAC and Board, that meet the purpose of providing a venue for ongoing citizen support and engagement in the strategic direction, goals, and programs of the Authority.

2023 Application for Orange County Power Authority

Community Advisory Committee

Applicant Criteria

Applicants must be residents (property owners and/or renters), business owners, employees, or representatives of a community-based organization, and/or a non-profit organization within one of the member agencies of the OCPA.

Applicants must be committed to serving on the CAC and regularly attending CAC meetings and occasional OCPA Board meetings. CAC meetings, times, and location will be determined once the members are approved by the OCPA Board of Directors. Members will initially serve a one-year term and there is a limit of two terms.

Name:

Address:

Phone & Email:

Member City:

Are you a business owner in one of the four member cities? If so which one?

Are you an employee of a community-based organization or non-profit in one of the four member cities? If so which one?

Please use a separate sheet of paper to explain why you wish to be appointed to the Orange County Power Authority Community Advisory Committee and briefly describe your qualifications including any applicable experience. Please indicate if you are a representative of an organization with expertise in energy issues generally and/or Community Choice Energy specifically. Please attach a resume.

2023 Application for Orange County Power Authority

Community Advisory Committee

As a member of the Orange County Power Authority Community Advisory Committee, you are making a time commitment to actively participate in the planning and development of the Orange County Power Authority (Authority) program. Please sign the statement below indicating you have the time to prepare for and attend meetings:

I have sufficient time to devote to this responsibility and will attend scheduled meetings if appointed. I am also aware that this application is a public document.

Signature

Date



FOR IMMEDIATE RELEASE

**ORANGE COUNTY POWER AUTHORITY NOW ACCEPTING APPLICATIONS FOR
COMMUNITY ADVISORY COMMITTEE**

If you are passionate about addressing climate change and want to be part of a new movement to bring more renewable energy to our community, the Orange County Power Authority (OCPA) Citizens Advisory Committee (CAC) needs you!

As a volunteer CAC member, you'll work alongside neighbors to help shape the future of Orange County's community choice energy program. The CAC advises the Board of Directors on the operation of OCPA and helps educate the community about OCPA.

CAC members must be residents (property owners and/or tenants), business owners, employees or representatives of a community-based organization and/or nonprofit organization located within the OCPA member cities of Buena Park, Fullerton, Huntington Beach and Irvine.

Together, we can create a healthier, more resilient Orange County.

For more information and to apply, visit: ocpower.org/about-us/community-advisory-committee/

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About Orange County Power Authority

The Orange County Power Authority is a not-for-profit public agency that offers clean power at competitive rates, significantly reducing energy-related greenhouse emissions and enabling reinvestment in local energy programs through consumer choice. At full launch, OCPA will be the sixth largest and greenest community choice energy provider in California, with approximately 875 MW in peak load serving over 825,000 residents and businesses in its service area. To learn more, visit www.ocpower.org.

BUSINESS • News

Status Update: Free bicycle and multi-sport helmets at Mission Viejo hospital



Volunteers are needed for the Orange County Power Authority's Citizens Advisory Committee. (Photo by Leonard Ortiz, Orange County Register/SCNG)

OCPA seeks volunteers for citizens' committee

The Orange County Power Authority is seeking applicants for its volunteer Citizens Advisory Committee.

Committee members will help shape the energy program, educate the public and advise the board of directors on the operation of OCPA.

Applicants must be residents, business owners, employees or representatives of a community-based organization or nonprofit within the OCPA cities of Buena Park, Fullerton, Huntington Beach and Irvine.

For more information and to apply, go to ocpower.org/about-us/community-advisory-committee

SOUTHERN CALIFORNIA

Home prices plunge 10% off May peak

Southern California home prices are now 10% off their May 2022 peak.

My trusty spreadsheet reviewed CoreLogic's monthly median home price statistics dating to 1988 for the six Southern California counties.

Some market watchers have hinted that recent price weakness may be more of a seasonal downswing than a true depreciation trend, as homebuying is often thought to cool from spring to winter.

Topline

The 2022 drop in the six-county median selling price from May's record-high \$760,000 to December's \$686,000 is the third-largest percentage drop in this seven-



Jonathan Lansner
Columnist

month period over the past 35 years.

The top drops came in the last bubble-bursting era. The No. 1 price tumble was in 2008 when prices fell 25% in these seven months. No. 2 happened in 2007 when prices fell 16%.

OK, maybe 2022 isn't "2008" ... but it's still very historically ugly!

Details

Price drops in this seven-month period aren't typical. Over 35 years, declines in May-to-December occurred 13 times. Values rose 21 times and were flat in 1995.

In fact, there were double-digit gains four times: in 2009 (up 16%), 2020 (up 12%), 2003

(up 11%) and 1988 (up 11%).

And the 2022 late-year stumble compares to only two price drops in the previous 10 years in the same timeframe: 2014's 0.5% decline and 2018's 3% dip.

It adds up to this: Since 1988, the average May-to-December price change is a 2% gain.

Bottom line

Look, 2022's ugly ending — seven consecutive months of declining prices — is clearly not a seasonal downswing.

Rising mortgage rates combined with overpriced homes created affordability challenges. Toss in some economic uncertainties and it was a recipe that sent Southern California house hunters running away from the market.

May-to-December's 112,209 Southern California home sales in 2022 were the second-slowest for the period since 1988. Only the bubble era's 2007 was slower. And 2022's buying pace was 32% below average.

Locally speaking

How did May-to-December pricing look in the six counties with historical context?

LOS ANGELES » The 10% price drop in 2022 over seven months ranked as the third-worst descent since 1988. L.A.'s average May-to-December over 35 years produced a 1% gain with only 14 declines.

ORANGE » 11% drop, ranking No. 2 since 1988. Average May-to-December is a 1% gain with 14 declines.

RIVERSIDE » 8% drop, ranking No. 3 since 1988. Average May-to-December is a 4% gain with 9 declines.

SAN BERNARDINO » 6% drop, ranking No. 3 since 1988. Average May-to-December is a 4% gain with 11 declines.

SAN DIEGO » 11% drop, ranking No. 3 since 1988. Average May-to-December is a 2% gain with 13 declines.

VENTURA » 7% drop, ranking No. 4 since 1988. Average May-to-December is a 1% gain with 15 declines.

Jonathan Lansner is the business columnist for the Southern California News Group. He can be reached at jlansner@scng.com

STATUS UPDATE



Samantha Gowen has the latest on movers and shakers in Orange County

Send items about business expansion, milestones and promotions to sgowen@scng.com

Hospital will offer free bicycle helmets

Did your child get a new bicycle for the holidays?

Providence Mission Hospital in Mission Viejo has free helmets in its gift shop for kids between the ages of 2 and 17. A multi-sport black helmet also is available at the Mission Viejo campus at no cost for children 17 and younger.

The child must be present, the hospital said, in order to be fitted properly. Each fitting takes about 15 minutes.

The hospital's Helmet Giveaway Program, launched in November 2021, has given away 1,200 helmets to children in the region. It's supported by donors Karen and George Thagard and the Providence Mission Hospital Foundation.

The gift shop is open daily from 10 a.m. to 6 p.m. for walk-ins. The address is Tower 1 lobby at 27700 Medical Center Road in Mission Viejo

JWA reports robust holiday traffic

Holiday traffic took off at John Wayne Airport, increasing 18.7% in November compared with November 2021.

The airport reported its most recent numbers last week, showing that it saw 1,014,095 passengers pass its gates, compared with 854,393 a year prior.

Travel numbers look fully restored when compared with pre-pandemic 2019, when 827,140 passengers used the airport — 22.6% improvement.

The top three airlines based on passenger count were Southwest Airlines (390,871), American Airlines (145,149) and United Airlines (137,453).

Law firm expands to Orange County

The law firm Reed Smith has opened an office in Orange County, its fifth in the state.

The new office in Costa Mesa is opening with seven lawyers who provide both transactional and litigation capabilities. More lawyers are expected to join in the coming months, the firm said.

Partners include John Simonis and Daniel Hagedorn (real estate), Daniel Ahn (regulatory and investigations), Marjorie Norman



ISTOCKPHOTO

Providence Mission Hospital in Mission Viejo has free helmets in its gift shop for kids between the ages of 2 and 17. The program has distributed 1,200 helmets since November 2021.



Hagedorn

(intellectual property) and Julia Zhu-Morelli (transactions and corporate). Joining them are associates Amy Depuy and Michaela Mapes.



Simonis

Reed Smith has 31 offices worldwide, including 18 in the U.S. The Costa Mesa address is

650 Town Center Drive, Suite 1600 and phone number is 714-516-8700.

Geiss MED debuts new name: Senior Doc

Orange-based Geiss MED, a senior health care delivery concept, has rebranded as Senior Doc.

Since its founding in 2014, the company has connected physicians, nurse practitioners and physician assistants to seniors in need of care. Senior Doc will remain under the ownership of its founder, Dr. John Mark Geiss and retain the same team.

For more information about Senior Doc's services, go to seniordoc.com or call 855-434-7763.

OCPA seeks volunteers for citizens' committee

The Orange County Power Authority is seeking applicants for its volunteer Citizens Advisory Committee.

Committee members will help shape the energy program, educate the public and advise the board of directors on the operation of OCPA.

Applicants must be residents, business owners, employees or representatives of a community-based organization or nonprofit within the OCPA cities of Buena



PAUL BERSEBACH — STAFF PHOTOGRAPHER

John Wayne Airport saw 1,014,095 passengers pass through its gates in November 2022, compared with 854,393 a year prior.



LEONARD ORTIZ — STAFF PHOTOGRAPHER

Volunteers are needed for the Orange County Power Authority's Citizens Advisory Committee.



COURTESY OF KEVIN WARN

Be Well OC and Pretend City have a new mini Be Well OC bus on the campus of the children's museum in Irvine.

Park, Fullerton, Huntington Beach and Irvine.

For more information and to apply, go to ocpower.org/about-us/community-advisory-committee.

On the move

Lori J. Butler has been named chief development

and marketing officer at Orange-based Lutheran Social Services of Southern California. Butler will oversee the nonprofit's fundraising, marketing and donor development including a \$38 million-dollar capital and building campaign for a Community Wellness Center



Butler

in San Bernardino. Licensed in six counties, Lutheran Social Services provides programs and case management, a food pantry, housing counseling, peer training programs and assistance to victims of domestic or other forms of violence.

Matt Horwitz has been promoted to senior vice president and chief revenue officer at



Horwitz

Howard's, the appliance retailer based in La Habra. Horwitz previously was VP of merchandising. He is now responsible for

merchandising, sales and training as well as managing and directing the development of strategies.

Good works

Be Well OC and Pretend City have unveiled a kid-sized Be Well mobile van at the children's museum in Irvine.

Mayor Farrah Khan, along with the team at Pretend City, Be Well and community members all turned out for the ribbon cutting.

The mini-mobile unit is part of Pretend City's Mind & Body Studio, which emphasizes the importance of mental health and supporting healthy families. Orange-based Be Well OC is an initiative combining public, private, academic and faith-based organizations to create a system of mental health care and support across the county.

Appointments

Brea resident Marvin Kropke, has been reappointed by Gov. Gavin Newsom to the Occupational Safety and Health Appeals Board, where he has served since 2019. He also has been a member of the State Compensation Insurance Fund board of directors since 2013. Kropke, a disabled veteran from combat in the Vietnam War, served in the 4th Infantry Division. He was business manager and financial secretary for International Brotherhood of Electrical Workers Local 11 from 1997 to 2018. This position requires Senate confirmation; compensation is \$148,822. Kropke is a Democrat.

Status Update is compiled from news releases by contributing writer Karen Levin and edited by Business Editor Samantha Gowen. Submit items and high-resolution photos to sgowen@scng.com. Allow at least one week for publication. Items are edited for length and clarity.



IMPACT YOUR COMMUNITY.

Now accepting
applications for the
Community Advisory
Committee (CAC)

Driving an electric car, installing solar panels and composting are just a few of the things we can do to create a greener Orange County. But if you are truly keen on addressing climate change and want to be part of a new movement to bring more renewable energy to our community, the Orange County Power Authority Community Advisory Committee (CAC) needs you! As a volunteer CAC member, you'll work alongside neighbors and business owners to help shape the future of Orange County's community choice energy program.

ocpower.org    



Scan for more information about
CAC responsibilities and how to apply.

ocpower.org/about-us/community-advisory-committee



IMPACT YOUR COMMUNITY.

Now accepting applications for the
Community Advisory Committee.



IMPACT YOUR COMMUNITY.

Now accepting applications for the
Community Advisory Committee.



Orange County Power Authority

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Be a part of shaping a brighter, greener future for Orange County! Apply for a seat on the Community Advisory Committee today. <https://www.ocpower.org/about-us/community-advisory-committee/>



IMPACT YOUR COMMUNITY.

Now accepting applications for the
Community Advisory Committee.



Orange County Power Authority

@OCPowerAuth



Be a part of shaping a brighter,
greener future for Orange County!
Apply for a seat on the Community
Advisory Committee today.

ocpower.org/about-us/commu...



**IMPACT
YOUR
COMMUNITY.**

Now accepting applications for the
Community Advisory Committee.



IMPACT YOUR COMMUNITY.

Now accepting applications for the
Community Advisory Committee.



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Orange County Power Authority

230 followers

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Be a part of shaping a brighter, greener future for Orange County! Apply for a seat on the Community Advisory Committee today. <https://lnkd.in/gJcETXXh>



IMPACT YOUR COMMUNITY.

Now accepting applications for the
Community Advisory Committee.

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 09.1

To: Orange County Power Authority Board of Directors

From: Brian Probolsky, Chief Executive Officer

Subject: AMEND THE ORANGE COUNTY POWER AUTHORITY
ORGANIZATIONAL STRUCTURE, JOB DESCRIPTION, SALARY
SCHEDULE TO INCLUDE THE CHIEF OPERATING OFFICER POSITION

Date: February 15, 2023

RECOMMENDED ACTION

1. Amend organizational structure, and salary schedule to include the Chief Operating Officer.
2. Approve the job description for the Chief Operating Officer.

BACKGROUND

On December 13, 2022, the Board approved an organizational structure, salary schedule, and job descriptions. These documents did not include a Chief Operating Officer (COO). The Chief Executive Officer (CEO) working in consultation with the Authority Chair has reassessed the organizational needs and therefore proposes the addition of a Chief Operating Officer position.

Section 301.1 of the Personnel Policy provides for the CEO, or their designee, to ascertain and record the duties and responsibilities of all positions and, after consulting with the Board, recommend a classification plan (“plan”) including job descriptions for such positions. The plan and any revisions thereof shall become effective upon approval of the Board.

Upon Board approval, Staff will initiate a public recruitment for the COO position and provide status updates as appropriate.

FISCAL IMPACT

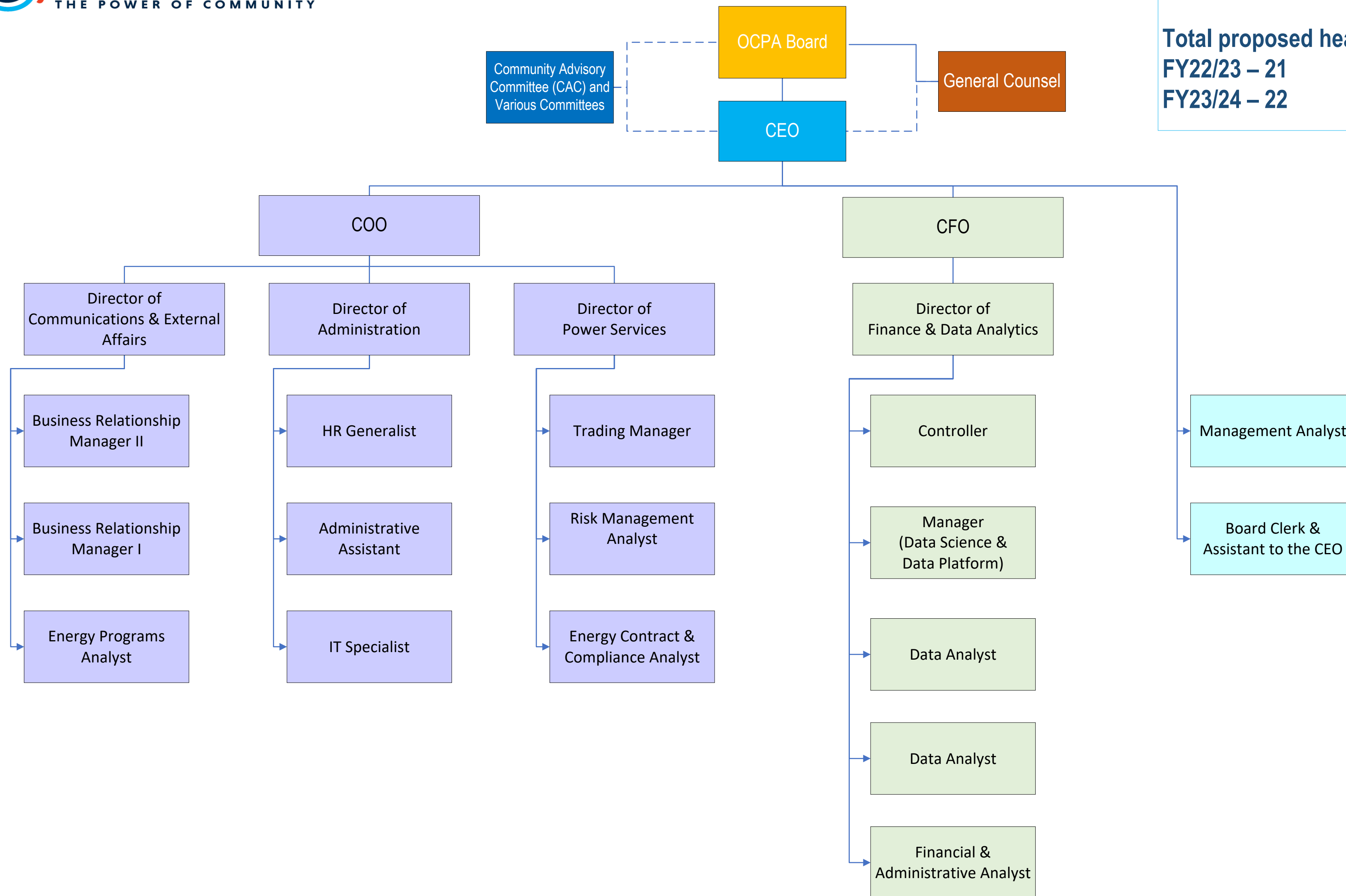
The addition of the COO position is expected to result in no fiscal impact to the Board approved FY2022/23 Budget as savings from the timing of new hires is expected to offset the actual salary and benefits for the COO position in this fiscal period (ending on June 30, 2023).

ATTACHMENTS

1. OCPA Organizational Chart
2. OCPA Salary Schedule
3. Draft Chief Operating Officer Job Description

Organizational Structure (2-Year Plan)

Total proposed headcount:
FY22/23 – 21
FY23/24 – 22



Note: Director of Administration is scheduled to be hired in FY24/25

Orange County Power Authority
Salary Range Comparison

	OCA Position	OCA FY22/23 Salary Range	OCA Salary Range Basis [A]	SDCP Salary Range	SDCP Salary Range Basis [B]	CPA Salary Range	CPA Salary Range Basis [C]
FY2022/23							
1	CEO	\$232,000-\$326,000	116 (Exec)	\$247,000-\$445,000	19 (CEO)	\$307,000-\$521,000	116 (Exec)
2	CFO	\$232,000-\$326,000	116 (Exec)	\$198,000-\$356,000	18 (C-Suite)	\$307,000-\$521,000	116 (Exec)
3	COO	\$232,000-\$326,000	116 (Exec)	\$198,000-\$356,000	18 (C-Suite)	\$307,000-\$521,000	116 (Exec)
4	Director - Communications & External Affairs	\$193,000-\$234,000	114/115 (Director)	\$164,000-\$279,000	17 (Director)	\$223,000-\$365,000	114/115 (Director)
5	Business Relationship Manager II	\$98,000-\$139,000	111 (Professional)	\$95,000-\$161,000	14 (Sr. Analyst/Sr. Associate)	\$130,000-\$187,000	111 (Professional)
6	Business Relationship Manager I	\$98,000-\$139,000	111 (Professional)	\$82,000-\$132,000	13 (Analyst/Associate)	\$130,000-\$187,000	111 (Professional)
7	Analyst - Energy Programs	\$99,000-\$121,000	110 (Professional)	\$82,000-\$132,000	13 (Analyst/Associate)	\$113,000-\$163,000	110 (Professional)
8	Power Resources Director	\$193,000-\$234,000	114/115 (Director)	\$164,000-\$279,000	17 (Director)	\$223,000-\$365,000	114/115 (Director)
9	Manager - Trading (PS Front Office)	\$148,000-\$188,000	113 (Manager)	\$137,000-\$232,000	16 (Manager, Power Team)	\$170,000-\$265,000	113 (Manager)
10	Analyst - Risk Management (PS Middle Office)	\$114,000-\$160,000	112 (Professional)	\$95,000-\$161,000	14 (Sr. Analyst/Sr. Associate)	\$150,000-\$216,000	112 (Professional)
11	Analyst - Contract & Compliance (PS Back Office)	\$114,000-\$160,000	112 (Professional)	\$95,000-\$161,000	14 (Sr. Analyst/Sr. Associate)	\$150,000-\$216,000	112 (Professional)
12	Management Analyst	\$114,000-\$160,000	112 (Professional)	\$95,000-\$161,000	14 (Sr. Analyst/Sr. Associate)	\$150,000-\$216,000	112 (Professional)
13	Board Clerk & Assistant to the CEO	\$99,000-\$121,000	110 (Professional)	\$82,000-\$132,000	13 (Exec Assistant/Board Clerk)	\$113,000-\$163,000	110 (Professional)
14	Specialist - IT	\$76,000-\$91,000	108 (Professional)	\$70,000-\$111,000	12 (Project Coordinator)	\$86,000-\$123,000	108 (Professional)
15	Controller	\$148,000-\$188,000	113 (Manager)	\$137,000-\$232,000	16 (Sr. Manager)	\$170,000-\$265,000	113 (Manager)
16	Financial & Administrative Analyst	\$99,000-\$121,000	110 (Professional)	\$82,000-\$132,000	13 (Analyst/Associate)	\$113,000-\$163,000	110 (Professional)
17	Data Analyst	\$98,000-\$139,000	111 (Professional)	\$95,000-\$161,000	14 (Sr. Analyst/Sr. Associate)	\$130,000-\$187,000	111 (Professional)
18	Data Analyst	\$98,000-\$139,000	111 (Professional)	\$95,000-\$161,000	14 (Sr. Analyst/Sr. Associate)	\$130,000-\$187,000	111 (Professional)
19	Manager - Data Science/Data Platform	\$114,000-\$160,000	112 (Professional)	\$114,000-\$194,000	15 (Manager)	\$150,000-\$216,000	112 (Professional)
20	HR Generalist	\$98,000-\$139,000	111 (Professional)	\$82,000-\$132,000	13 (Analyst/Associate)	\$130,000-\$187,000	111 (Professional)
21	Administrative Assistant - Receptionist/Office Admin	\$49,000-\$60,000	105 (Professional)	\$70,000-\$111,000	12 (Office Manager)	\$65,000-\$93,000	106 (Professional)*
FY2023/24							
22	Director - Finance & Data Analytics	\$193,000-\$234,000	114/115 (Director)	\$164,000-\$279,000	17 (Director)	\$223,000-\$365,000	114/115 (Director)

[A] Orange County Power Authority (OCA) Salary Range is based on min to mid points salary range of CPA's compensation survey for 2021

[B] San Diego Community Power (SDCP) Salary Range is based on min to max points salary range of their compensation survey for 2022

[C] Clean Power Alliance (CPA) Salary Range is based on in to max points salary range of their compensation survey for 2023

* CPA eliminated Grade 105 in their salary range for 2023



DRAFT 1: Job Description
Chief Operating Officer (COO)

SUMMARY

Reporting to the Chief Executive Officer, the Chief Operating Officer (COO) has responsibility for internal coordination to meet the agency's strategic plan, milestones and objectives, and for ensuring efficiency of operations for the agency.

The COO provides oversight and direction for the Communications and External Affairs, Administration, Power Services, and IT teams of Orange County Power Authority.

The position operates with a high level of autonomy, and the COO will regularly report to the Board of Directors or other external entities. The COO position oversees the work of the senior management team at Orange County Power Authority and interfaces directly with the CEO. The COO is expected to exercise critical thinking and detail-oriented oversight in ensuring that OCPA operations are smooth, efficient, and compliant, with responsibility for results including costs, methods, and staffing.

The COO leads operations of the organization to ensure customer satisfaction and to retain competitive advantage.

EXAMPLES OF DUTIES / FUNCTIONS

The COO has specific supervisory and support responsibilities for the Directors of Power Services, Director of Communications & External Affairs, Director of Administration, and IT Specialist. The COO provides regular feedback, conducts performance appraisals, and reviews and approves professional development opportunities.

Some illustrative duties include the following:

- Be responsible for leading the strategic planning process.
- Coordinates and oversees the preparation of periodic and ad-hoc reports as required by Orange County Power Authority's Board of Directors and Committees, regulatory agencies, funding agencies, or other interested partners.
- Ensures that Orange County Power Authority operations activities are consistent with OCPA's mission, vision, values, goals, and policy objectives.
- Ensures that Orange County Power Authority work products are accurate, comprehensive, timely, well documented, and maintain OCPA credibility.
- Develops and maintains documentation for operations, processes, and policies.
- Oversees and completes multiple projects simultaneously, often within stringent time constraints.
- Assists with ensuring that Energy Programs are meeting targets and using appropriate metrics for tracking progress.

ORGANIZATION/TEAM DEVELOPMENT

Orange County Power Authority is a small organization. Maintaining the organization's culture is of utmost importance.

- Coaches and develops the leadership team using a supportive and collaborative approach, assigns accountabilities, sets objectives, establishes priorities, and monitors and evaluates results.
- Provides regular, consistent, direct, fact-based, specific feedback to individuals to instill a strong sense of teamwork and success.
- Experience in negotiating and consensus building.
- Experience in developing new and improving existing work processes.
- Must have strong interpersonal skills with the ability to interact effectively with employees.

EXPERIENCE/EDUCATION

This position requires a bachelor's degree or equivalent in economics, business, engineering, planning, public administration, or a field directly related to the work and at least ten years' experience in utility operations, five of which must have been at the senior management level. Experience in the operational division of an electric utility and/or utility experience that includes energy markets, contracts, rates and tariffs, energy programs, transportation electrification, building electrification, information technology, and customer service is strongly preferred. A master's degree in a related field and previous work in a public agency are desirable as well as any combination of education and experience that provide the knowledge and abilities required to perform the functions of the position including:

Must have demonstrated experience in the following:

- Managing people and leading teams.
- Negotiating and consensus building.
- Developing new and improving existing work processes.
- Ability to collaborate on, test, and implement system and process changes to meet new program requirements and improve existing processes.
- Strong interpersonal skills with ability to interact effectively with employees, stakeholders, regulators, and elected officials.
- Experience with power resources and energy procurement, including high familiarity with renewable energy and energy storage.
- Knowledge and understanding of sustainability issues and greenhouse gas emissions.
- Commitment to decarbonization.
- Knowledge of utility rate making, including cost of service analysis.
- Success in customer service, marketing, PR, and community relations and ability to promote quality practices.

- Working with local and state level elected officials in the State of California and Boards of Directors.
- High familiarity with California State regulatory policy.
- Must have excellent oral and written presentation skills.

PHYSICAL DEMANDS

Must possess mobility to work in a standard office setting and use standard office equipment, including a computer / laptop; to operate a motor vehicle and to visit various meeting sites in Orange County for the conduct of the Authority's business. This is primarily a sedentary office classification, although standing in and walking between work areas may be required. Finger dexterity is needed to access, enter, and retrieve information using a computer keyboard or calculator and to operate standard office equipment. Positions in this classification bend, stoop, kneel, reach, push, and pull drawers open and closed to retrieve and file information. Employees must possess the ability to lift, carry, push, and pull materials and objects up to 25 pounds.

ENVIRONMENTAL ELEMENTS

This is primarily a sedentary classification, and the employee works in an office environment with moderate noise levels, controlled temperature conditions, and no known direct exposure to hazardous physical substances. The employee interfaces with staff, management, other Authority's representatives, and government officials, business representatives, and the general public in explaining the Authority's programs and requesting and providing information.

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 9.2

To: Orange County Power Authority Board of Directors

From: Joe Mosca, Director of Communications and External Affairs

Subject: 2022 MARKETING & COMMUNICATIONS RECAP AND 2023 PREVIEW

Date: February 15, 2023

RECOMMENDED ACTION

Receive and file 2022 Marketing & Communications Recap and 2023 Preview

BACKGROUND

Orange County Power Authority (OCPA) engaged Reville, Inc. as its branding, marketing, and communications agency in June 2021. Reville successfully led OCPA through its branding process in 2021 and was subsequently engaged in 2022 to support OCPA in its marketing and communications leading up to the launch of commercial and residential service.

The past year was a pivotal year preparing for both the commercial and residential service launches in OCPA member cities – Buena Park, Fullerton, Huntington Beach, and Irvine. Both customer marketing and public information were integral to OCPA’s communications effort about the transition from an investor-owned utility to a community choice energy provider in member communities.

OCPA messaging has been focused on providing accurate information about the benefits of CCEs: local control and reinvesting in the community, cleaner energy to address climate change, competitive rates and choice in how much renewable energy customers want to help procure to put onto the grid.

OCPA has also had to invest in communications to counter significant misinformation in the market driven by the political climate. It’s imperative that OCPA stay the course and drive a fact-based narrative and increase efforts to inform customers about energy choice and how OCPA is helping to create a healthier, more resilient community.

Reville partnered with OCPA to create pre- and post-enrollment customer notices, manage media relations including coordination of media interviews and briefings, produce a quarterly e-newsletter, secure booths and create informational materials for community events, produce ads for community publications, create content and ads for social media and produce content for the website and blog, among other activities.

FISCAL IMPACT

None

ATTACHMENT

Attachment A: Customer Marketing and Public Information Recap Presentation (April-December 2022)



CUSTOMER MARKETING & PUBLIC INFORMATION

 **March - December 2022**



OVERVIEW

This has been a pivotal year preparing for both the commercial and residential service launches in OCPA member cities – Buena Park, Fullerton, Huntington Beach and Irvine.

Both customer marketing and public information have been integral to OCPA's communications effort about the transition from an investor-owned utility to a community choice energy provider in member communities. Our messaging has been focused on providing accurate information about the benefits of CCEs: local control and reinvesting in the community, cleaner energy to address climate change, competitive rates and choice in how much renewable energy customers want to use. OCPA has also had to invest in communications to counter significant misinformation in the market driven by the political climate.

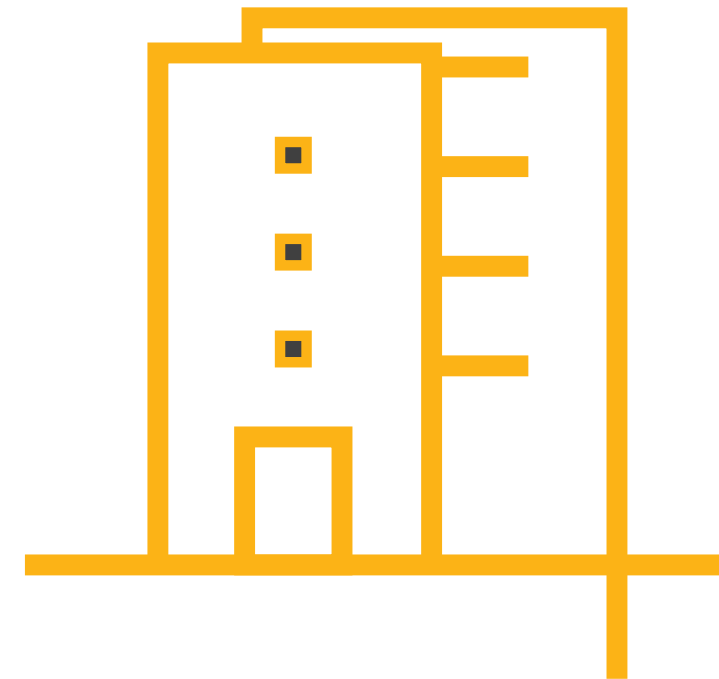
It's imperative that OCPA stay the course and drive a fact-based narrative to continue informing customers about energy choice and how OCPA is helping to create a healthier, more resilient community.

OCPA successfully launched commercial service in April 2022, followed by the residential service launch in October 2022.



EXECUTIVE SUMMARY

Communicated directly with customers in member cities via direct mail ~900,000 pieces of direct mail sent pre- and post-enrollment (since March)



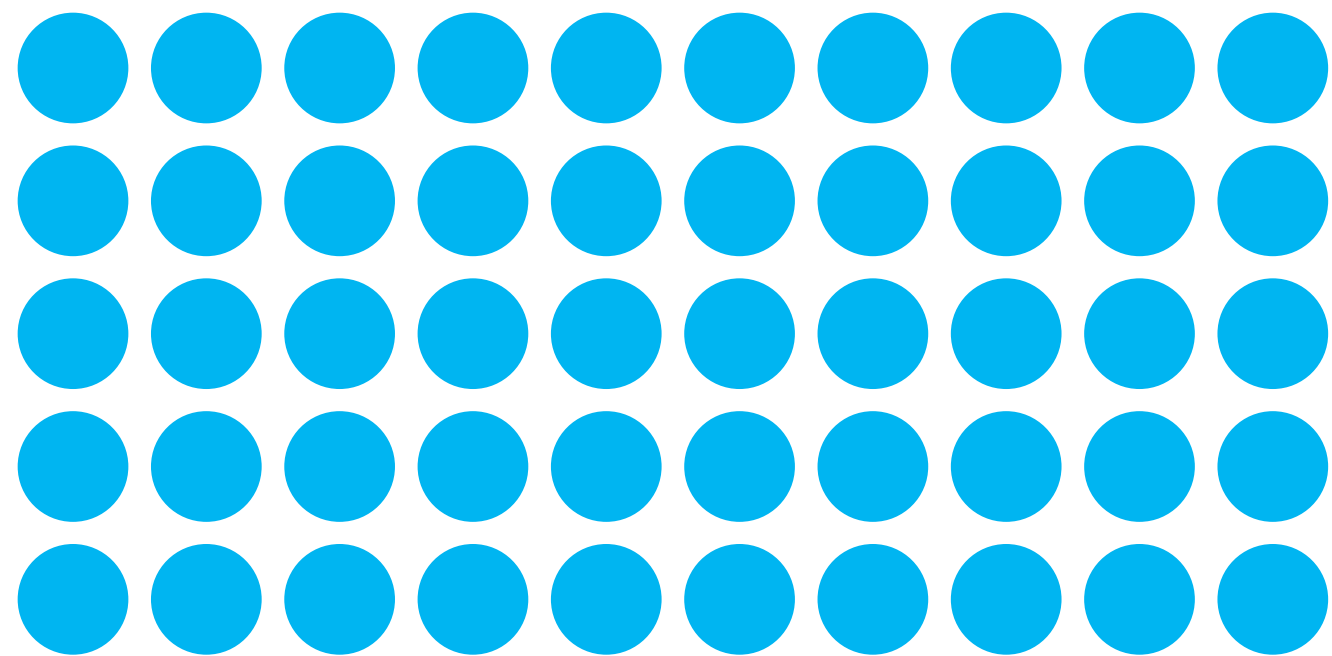
2 pre-enrollment and
2 post-enrollment
commercial notices



2 pre-enrollment and
2 post-enrollment
residential notices



EXECUTIVE SUMMARY (Continued)



200 HOURS
50+ EVENTS

Dedicated more than 200 hours of community outreach through ~50 events and conferences in member communities (since March)

BRAND AWARENESS CAMPAIGN TOTAL REACH	282,000
FOLLOWER CAMPAIGN TOTAL IMPRESSIONS	406,023
GET THE FACTS CAMPAIGN TOTAL REACH	278,968

Utilized paid social media to reach residents in member communities: brand awareness, follower and Get the Facts campaigns



EXECUTIVE SUMMARY (Continued)

Business relationship manager outreach and call center support (since March)



17 Mobile office
hours in member
communities



~600 Customer
contacts through
OCPower.org



~66.5K
Customer calls



EXECUTIVE SUMMARY (Continued)

Leveraged earned media opportunities to tell OCPA's story



15 Media
interviews



1 Multicultural
media briefing
with 12
members of the
media



30 stories



275,000+
media
impressions



EXECUTIVE SUMMARY (Continued)

Distributed four quarterly newsletters to subscribers



- 1,250+ subscribers
(400% increase since March)
- 67% open rate
(national average is 24%)
- 12% click rate
(national average is 2.4%)



EXECUTIVE SUMMARY (Continued)

Added new and fresh content to the website promoting it through direct mail, events and across social media



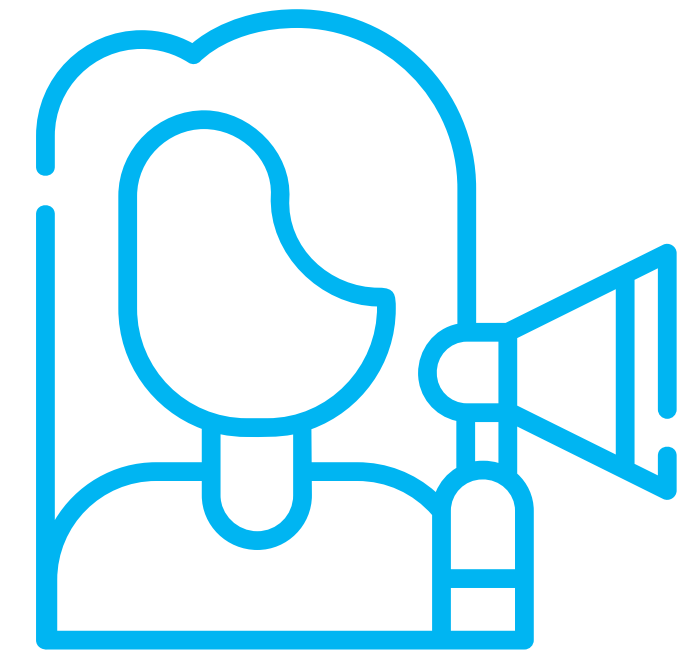
8 blog posts



138,137 unique
page visits to
OCPower.org



Get the Facts
collateral



6 news releases



TABLE OF CONTENTS



- Objectives and Strategies
- Audiences
- Customer Marketing
- Public Information

BUSINESS OBJECTIVES



- Deliver renewable energy to commercial and residential accounts in member communities.

COMMUNICATIONS OBJECTIVE



- Raise awareness among the public and key city officials about the need for and benefits of Orange County Power Authority



STRATEGIES



- **INFORM** municipalities, businesses, and residents about OCPA, Community Choice Energy (CCE) and the benefits of choosing renewable energy.
- **POSITION** OCPA as the preeminent renewable energy provider offering businesses, residents, and municipalities in Orange County choice.

AUDIENCES



**Businesses in
member cities
and potential
member cities**



**Residents in
member cities
and potential
member cities**



**City officials and
leaders**



**Business and
opinion leaders**



Media



CUSTOMER MARKETING



MARKETING TACTICS



- Direct Mail
- Advertising
- Customer Toolkit
- Community Event Participation

RESIDENTIAL NOTICES— DIRECT MAIL



- Translated in seven languages and available on the website
- 900,000 pieces of mail sent pre- and post-enrollment



COMMUNITY ADVERTISING



Placed advertisements in member community publications including parks and recreation guides, chamber of commerce newsletters and event programs.

HUNTINGTON BEACH,
Surf City Break

FULLERTON, *Fullerton Connect*

- Summer issue

IRVINE, *Greater Irvine Chamber of
Business Outlook*

Celebrate Irvine



BUSINESS CUSTOMERS TOOLKIT



As OCPA business managers established relationships with key commercial customers, a digital toolkit was created to share with businesses that are interested in showcasing their commitment to renewable energy. In addition, a Sustainability Champion certificate was produced to recognize these business. The toolkit includes:

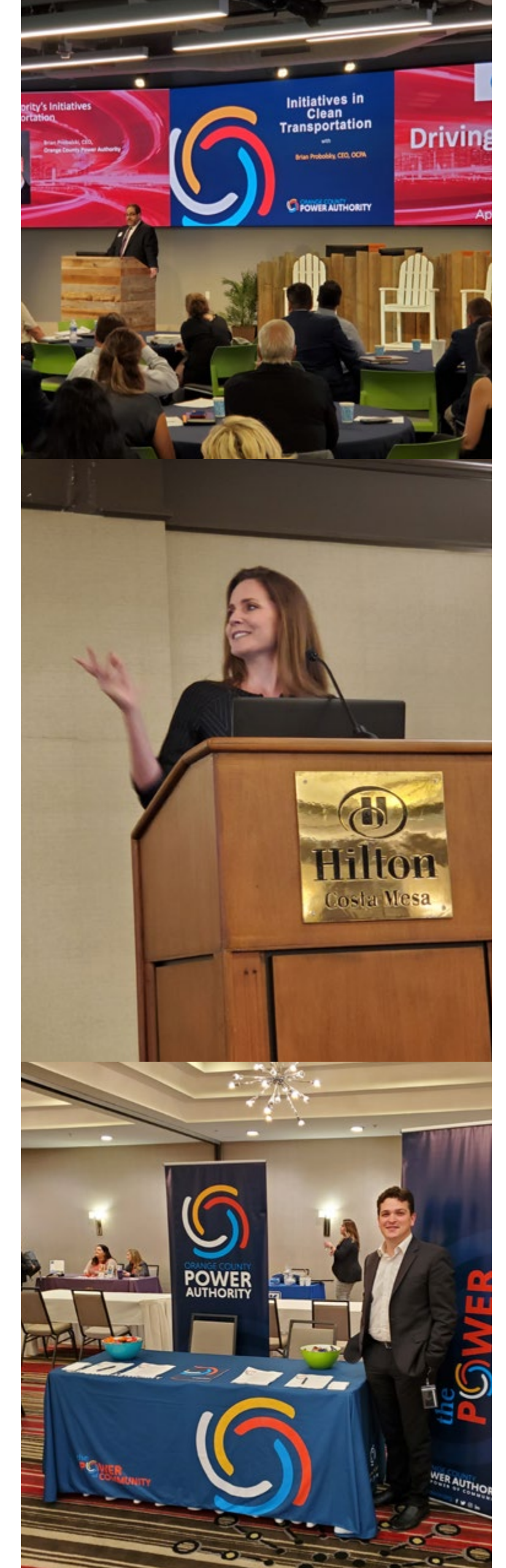
- Digital badge (Sustainability Champion)
- Social graphics with captions
- E-Newsletter banner and content
- Window decal



MEMBER COMMUNITIES EVENT PARTICIPATION & SPONSORSHIPS



- Events were identified in each member community where OCPA could host a booth to engage with residents.
- OCPA also participated in sustainability conferences and expos with opportunities to present and educate attendees about renewable community choice energy.
- OCPA's participation in events was promoted on social media.



**MEMBER
COMMUNITIES
EVENT
PARTICIPATION &
SPONSORSHIPS**
continued



BUENA PARK

- SHE Influences Conference & Business Expo, May 4
- 2022 Buena Park State of the City, May 12
- Love Buena Park, May 14
- Buena Park Summer Concert Series, July 13, 20, 27
- Silverado Days, October 14-16
- City of Buena Park Christmas Tree Lighting, December 2



MEMBER COMMUNITIES EVENT PARTICIPATION & SPONSORSHIPS *continued*



FULLERTON

- 2022 Fullerton Mayor's Prayer Breakfast, May 6
- Fullerton Day of Music, June 21
- City of Fullerton Tree Lighting Ceremony, December 3



**MEMBER
COMMUNITIES
EVENT
PARTICIPATION &
SPONSORSHIPS**
continued



HUNTINGTON BEACH

- Huntington Beach Chamber AM Connect, May 13
- Surf City Nights
May 17, June 7, July 5, August 23
- Surf City Winter Wonderland,
December 21



**MEMBER
COMMUNITIES
EVENT
PARTICIPATION &
SPONSORSHIPS**
continued



IRVINE

- Irvine Korean Cultural Festival, May 14
- Irvine Business Outlook, May 18
- Celebrate Irvine, June 16
- Sustain SoCal Driving Mobility, June 29
- Irvine Global Village Festival, October 8
- City of Irvine Holiday Tree Lighting, December 3

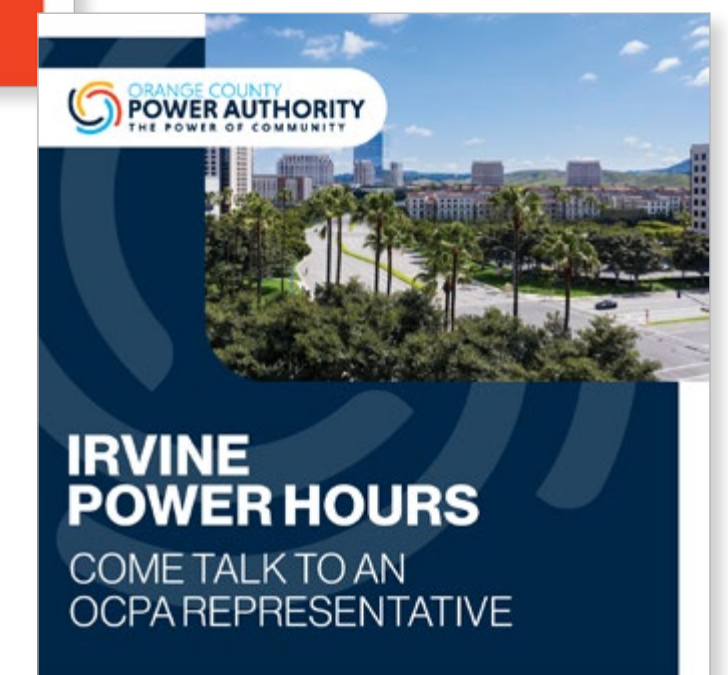
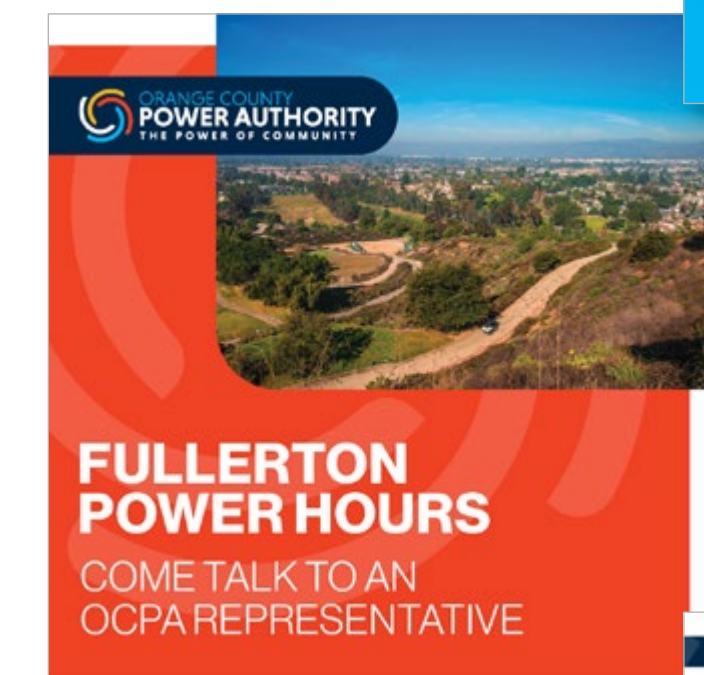


POWER HOURS



In September, OCPA began hosting office hours in each member community to provide easy access for residents to meet with an OCPA representative, ask questions about community choice energy and learn more about OCPA.

- Fullerton Public Library
- Huntington Beach Civic Center |
Huntington Beach Library
- Buena Park City Hall
- Irvine Civic Center



BRANDED EVENT BOOTH



- The OCPA branded booth has been staffed by employees, Board Members and Community Advisory Committee members who spent nearly 200 hours at events in all member communities
- Encouraged e-newsletter sign ups via a QR code display that drives people to the sign up
- Useful branded items are available (e.g., totebag, pen, flashlight)



EVENT ATTENDEES SURVEY



A recent event survey resulted in:

- 370 responses
- 64 newsletter signups
- 49 contact requests
- Average of 8/10 rating that renewable energy is important for powering homes

2. Have you heard of Orange County Power Authority?

[More Details](#)

Yes	234
No	136



3. Where did you hear about OCPA?

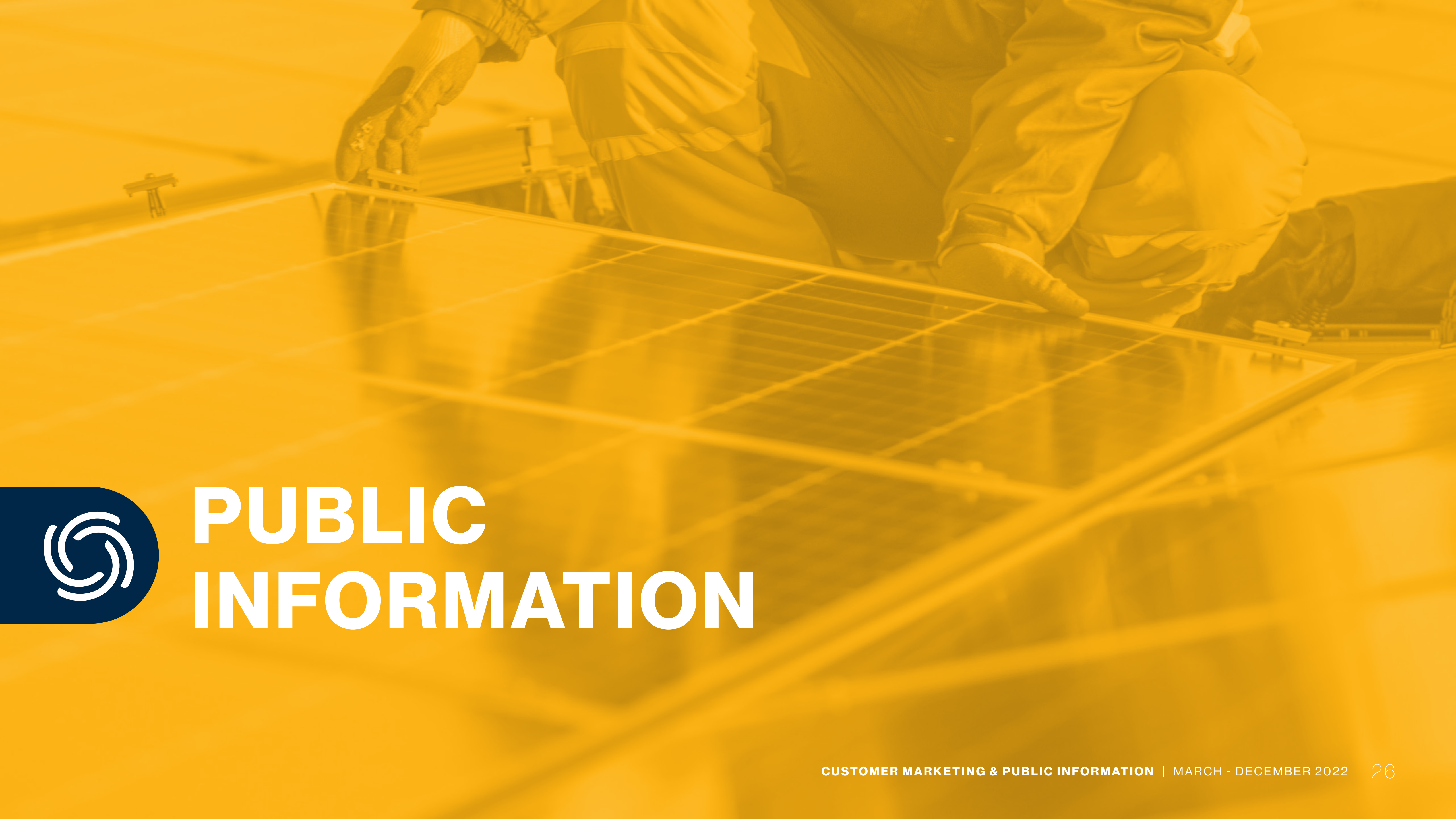
[More Details](#)

OCPA Mailer	63
Social Media	80
Newspaper/Online Blog	24
Community Member/Neighbor	60
Other	7

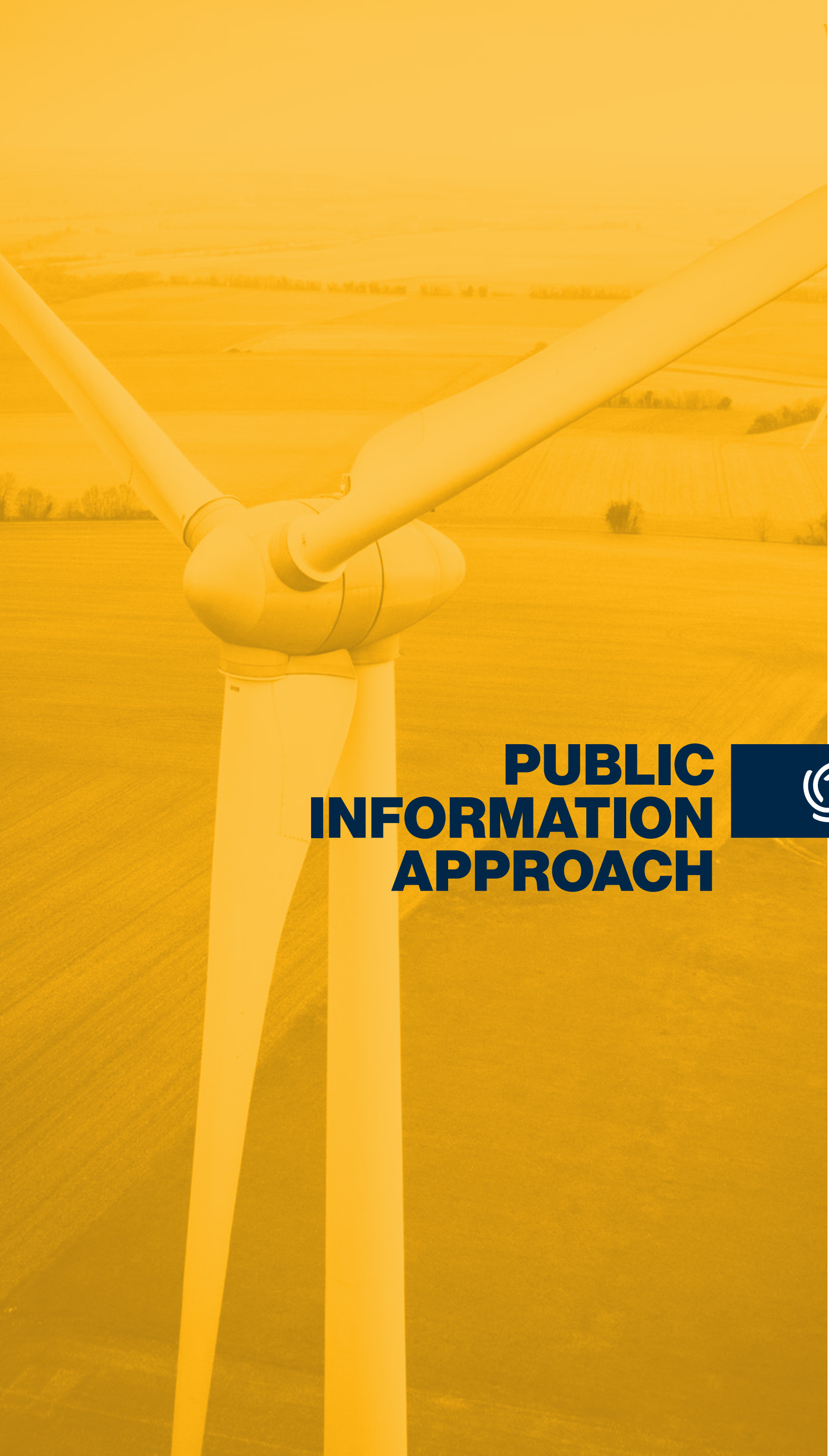


BRANDED GIVEAWAYS





PUBLIC INFORMATION



PUBLIC INFORMATION APPROACH



OCPA's public information approach has three major components:

1. Public Information Collateral
2. Media Relations
3. Digital



PUBLIC INFORMATION COLLATERAL

PUBLIC INFORMATION COLLATERAL



OCPA has informational materials for outreach to commercial and residential customers.

- Branded presentation deck
- Brochure for the business and residential consumer
- Frequently Asked Questions to have at community booths



A MORE RESILIENT FUTURE IS IN SIGHT

JOIN THE ORANGE COUNTY
MEMBER CITIES **ALREADY**
WINNING WITH OCPSA

OCPSA members Irvine, Brea Park, Fullerton, Huntington Beach and the County of Orange (unincorporated areas of the county) know, CCE is a great option for communities that want greater local control over where their power comes from and to provide residents a choice where there was none. C/O to aggregate renewable energy demand and allow communities to negotiate competitive electricity rates.

WELCOME ABOARD

Orange County Power Authority welcomes new cities to join our effort to bring energy choice, competitive rates and power to every community in Orange County.

ocpower.org

OCPSA GOALS

**STABLE AND COMPETITIVE
ELECTRICITY BILLS**
Helping members and residents experience more predictable, stable and competitive rates for electricity consumption.

**REDUCE ENVIRONMENTAL
REGULATORY RISKS**
Locally controlled, renewable electricity generation that the power sector to expedite member cities' efforts to meet environmental goals.

DO YOU KNOW? A paid, not-for-profit entity, OCPSA members are not distributed to shareholders. Instead, they are invested back into the community.

SUPPORT YOUR LOCAL ECONOMY

Get to your city like a stronger future by expanding and increasing its renewable energy projects and energy efficiency programs that create jobs and accelerate the use of renewable energy.

**INTRODUCE CHOICE
AND LOCAL CONTROL**
OCPSA picks energy's choice to its members' hands, and allows your city to invest in the programs and projects that are sustainable, cost-effective and profitable for the community.

**CREATE ENERGY
RESILIENCE**
The choice to achieve energy resilience would allow OCPSA and its member cities to bring electricity flowing from the power coming from the grid to its.

2

THE POWER OF COMMUNITY

HOW COMMUNITY CHOICE ENERGY WORKS

SOURCE

OCPSA picks electricity from traditional and renewable resources.

DELIVERY

SCS delivers the electricity and maintains the grid.

CUSTOMER

Customer chooses how much renewable energy to use - 100% Renewable Choice, Smart Choice or Basic Choice.

ENERGY FOR THE PEOPLE

Orange County Power Authority (OCPSA) is Orange County's first community choice energy (CCE) program. We are an independent, not-for-profit, joint powers authority operating on behalf of the municipalities we serve. OCPSA exists to provide all residents and business owners with access to renewable energy at competitive rates - by introducing choice, local accountability, empowerment and local decision making to member cities. This is far from a concept. In fact, far more than a decade in California, CCE has been a successful model in which communities come together and pool electricity load to buy renewable energy.

FUELING A MORE SUSTAINABLE FUTURE

In all, the true power of renewable energy is a member city of OCPSA's own bright choice by giving people a say in where their energy comes from. OCPSA member cities share from the revenue to develop programs and also specific to their city to drive long-term, local economic benefits.



A **POWERFUL** CHANGE IS HERE

 **ORANGE COUNTY
POWER AUTHORITY**
THE POWER OF COMMUNITY



FREQUENTLY ASKED QUESTIONS

- **What is the Orange County Power Authority?**

Orange County Power Authority is a locally governed, not-for-profit Community Choice Energy (CCE) provider that serves Orange County businesses and residents with cleaner energy, at competitive rates.
- **What are Community Choice Energy providers and how did this come to be?**

In 2002, the California State Legislature allowed for cities and counties to procure electricity for customers within their respective jurisdictions. CCEs are programs that allow local governments to purchase renewable energy on behalf of their communities, while still receiving transmission and distribution service from Southern California Edison (SCE).

There are 24 CCEs operating across California, serving over 11 million customers. By 2025 it is expected that 85% of California will be served by CCEs.
- **How does it work?**

OCPA purchases renewable energy and works with SCE to deliver the electricity using the same power line infrastructure. SCE maintains all transmission, delivery, metering, and billing.
- **Which communities in Orange County are currently participating?**

The current participating cities are Buena Park, Fullerton, Huntington Beach and Irvine. The unincorporated areas of Orange County will begin service in 2023.
- **When will service begin?**

Commercial service for businesses began in April 2022. Enrollment for residential customers will begin in October 2022 on customers' meter read date. Service in the unincorporated areas of Orange County will begin service in 2023.
- **Do customers have a say in this?**

Yes, absolutely! All customers have a choice in how much renewable energy they want to use. All member cities must choose a default rate. However, this is just the default; customers can choose from there. The Buena Park, Huntington Beach and Irvine City Councils have voted to select 100% renewable energy as the default for all customers. Fullerton chose the 69% renewable rate.



www.ocpowerauthority.com
 (949) 441-4000
 10000 Irvine Blvd.
 Irvine, CA 92618-4283

www.ocpowerauthority.com



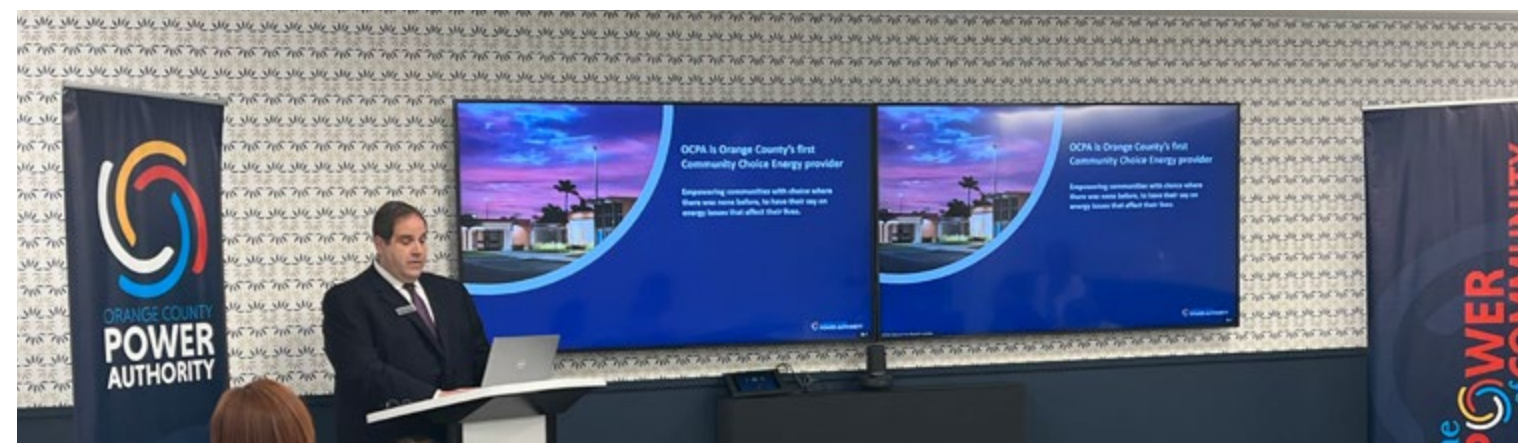



MEDIA RELATIONS

MULTICULTURAL MEDIA BRIEFING & OUTREACH



In preparation for the residential launch, OCPA hosted a multicultural media briefing with a presentation and Q&As with CEO, Brian Probolsky. Twelve members of the media attended.



JOIN US! **MEDIA BREAKFAST**

On behalf of the Orange County Power Authority (OCPA) we are pleased to invite you to meet with **OCPA CEO, Brian Probolsky** to learn about Orange County's first community choice energy provider. OCPA is bringing renewable energy to over 825,000 residents and businesses in its service area, moving communities toward a sustainable future, making Orange County more resilient, independent, and healthy.

WHAT: Media Breakfast with Orange County Power Authority

WHEN: Tuesday, July 19, 10:30 – 11:30 a.m.

WHO: Brian Probolsky, CEO

WHERE: 3349 Michelson Dr., Irvine, 92612

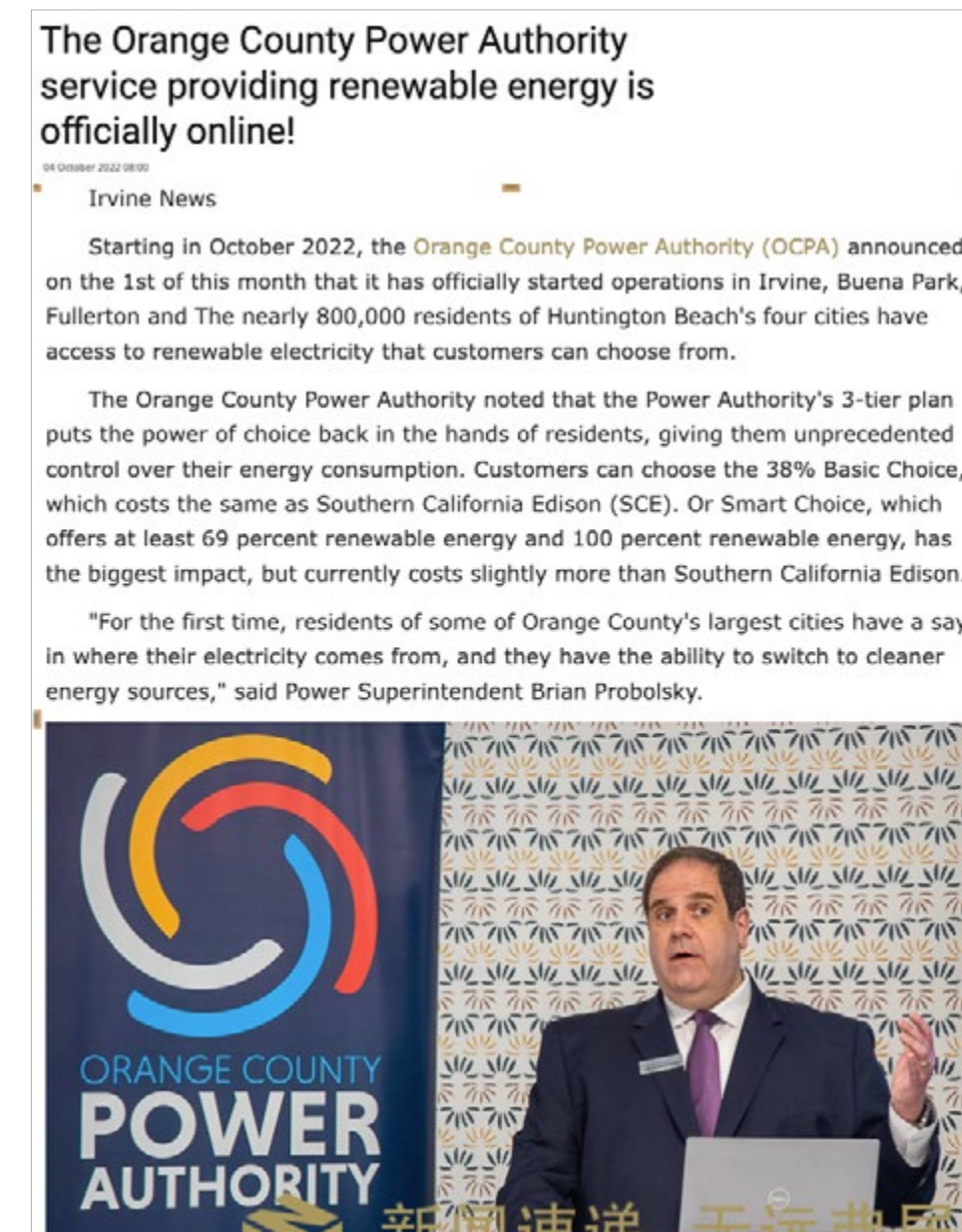
Map and parking instructions will be provided after you RSVP. **Please RSVP by July 12 to Suzanna Choi at (949) 254-8080 or suzanna@tashirochoi.com.**

Visit [OCPower.org](https://ocpower.org) to learn more about Orange County Power Authority.

We look forward to seeing you there!

**A light breakfast will be served.*

MULTICULTURAL MEDIA COVERAGE





MEDIA OUTREACH

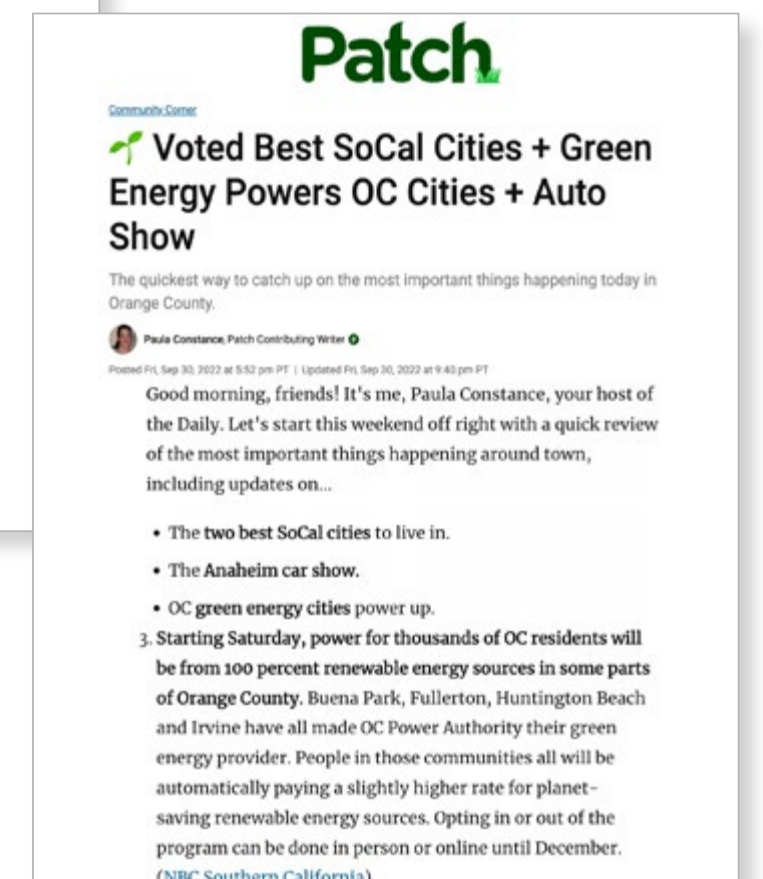
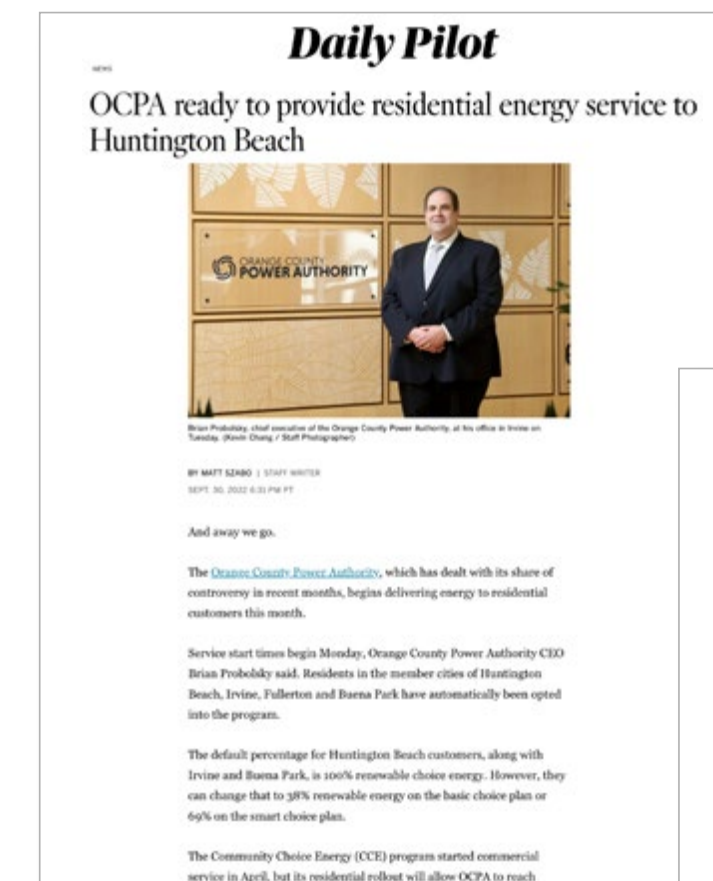
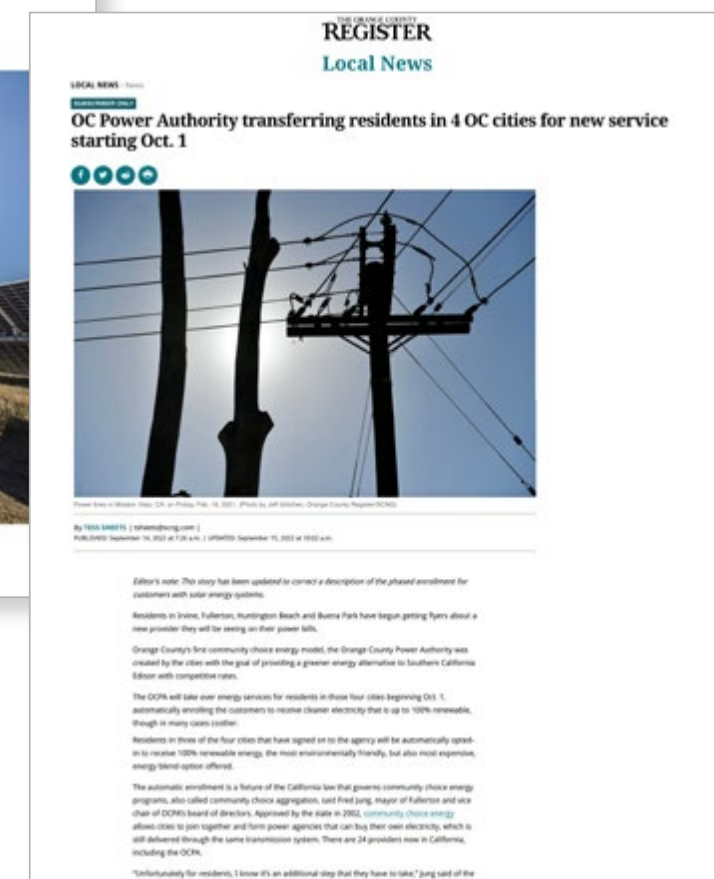
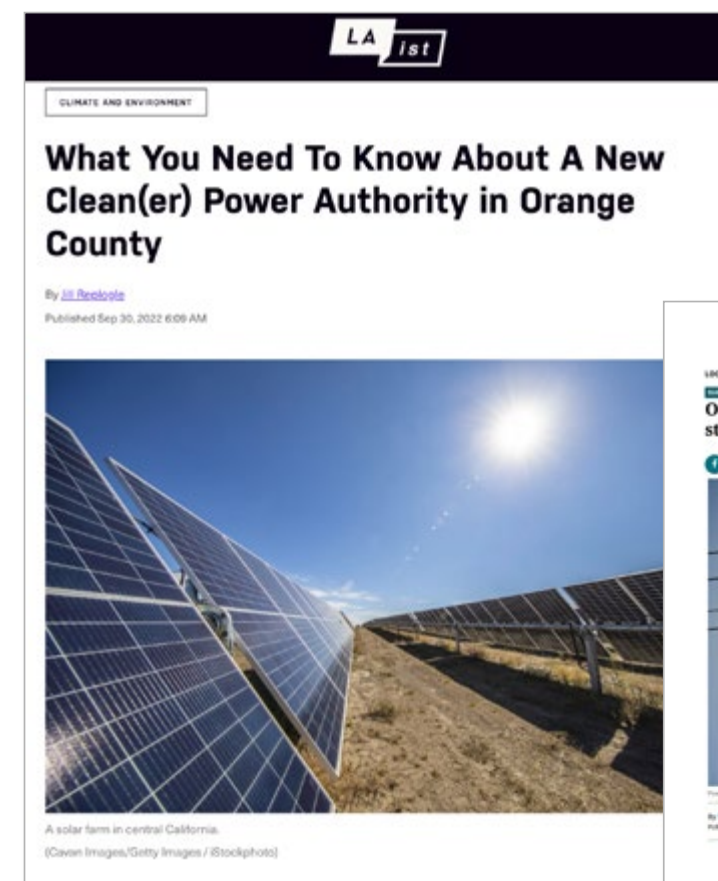


- **Press Releases Distributed**
 - Commercial Service Launch
 - New hires
 - 2022-2023 approval
 - Financially strong, Q1 commercial service launch
 - Residential service launch
 - Hiring of Director of Communications and External Affairs

MEDIA COVERAGE



- Media placements = 30
- Media impressions = 275,000+



A large wind turbine is visible in the background, partially obscured by a semi-transparent orange overlay. The turbine's blades and tower are clearly visible against a lighter sky.

MEDIA COVERAGE



By bringing more renewable energy to our communities, we're working toward a more sustainable future that will benefit our kids and grandkids.”
- Dan Kalmick, OCPA Board Member on KPCC

“Orange County’s first community choice energy model, the Orange County Power Authority was created by the cities [Irvine, Fullerton, Huntington Beach and Buena Park] with the goal of providing a green energy alternative to Southern California Edison with competitive rates.” -
The Orange County Register

“The intrinsic value of being able to switch to 100% renewable energy far outweighs the monetary increase.” - Jenny Kaufman, Sustainability Manager at Chapman University on NBC 4

RESIDENTIAL LAUNCH POWERING UP ANNOUNCEMENT



A large switch was fabricated, coupled with a countdown video to create excitement around the residential launch – staff flipped the ‘ON’ switch for renewable energy. The video was shared on social media on October 1. The switch and the video can be taken to new member cities in the future for photo opportunities.





DIGITAL



DIGITAL



OCPA's digital program includes:

- Social media (organic and paid)
- E-newsletter
- Website
- Blog

SOCIAL MEDIA OVERVIEW



OBJECTIVES

Increase followers, reach and engagement

FOLLOWER GROWTH TACTICS

- **Organic:** Identify community influencers from local government (city and county agencies and related elected officials); civic organizations (chambers of commerce, rotary clubs, exchange clubs); businesses in member cities and follow them on Facebook and Instagram, to encourage follow backs
- **Paid:** Implement a paid Facebook reach and follower campaign

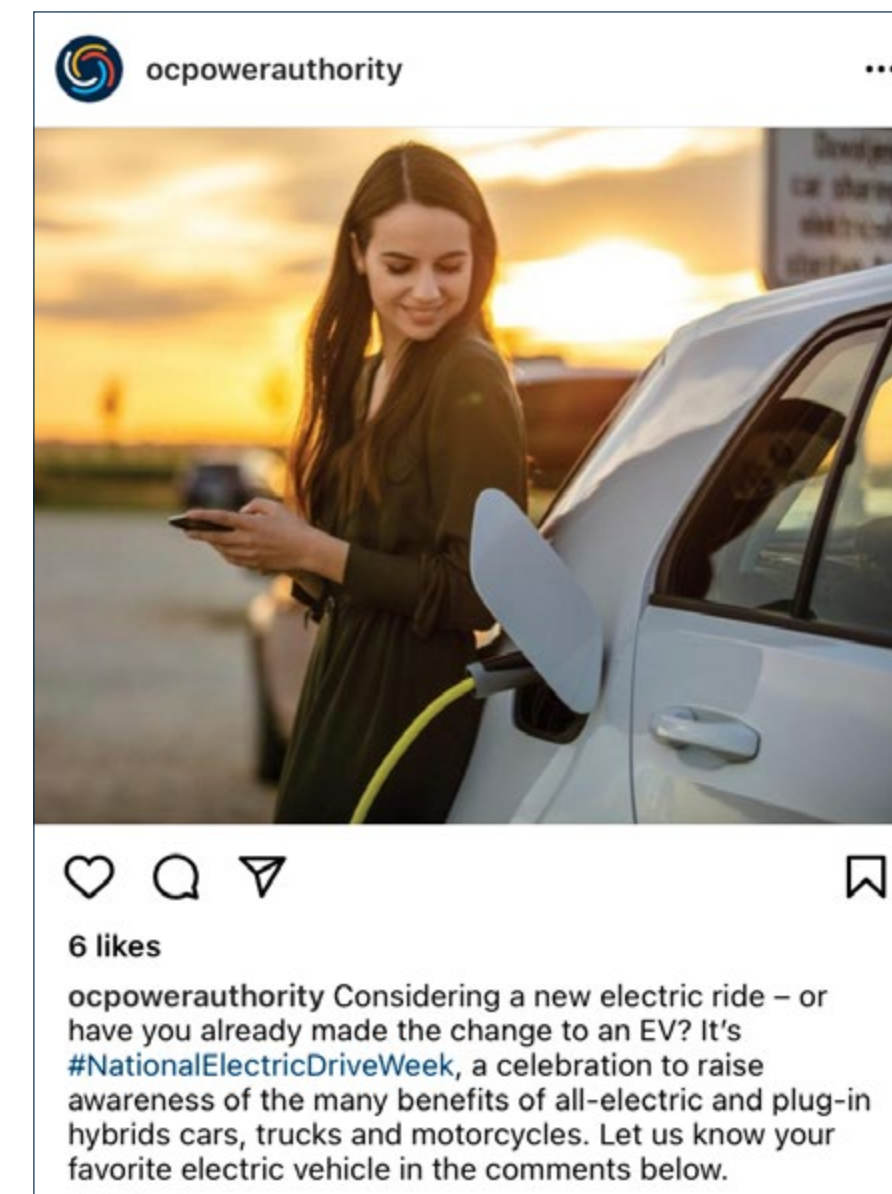
SOCIAL MEDIA MONTHLY CONTENT CALENDAR



SOCIAL MEDIA MONTHLY CONTENT CALENDARS

A content calendar is developed each month with the following content themes in mind:

- Meet the Board Members
- Meet the Community Advisory Committee members
- Meet the staff
- National awareness days
- Customer highlight or testimonial
- Fun facts about renewable energy, sustainability
- News update about CCEs



FOLLOWER AND REACH CAMPAIGN



FOLLOWER AND REACH CAMPAIGN

• **Objective:** Increase awareness in OCPA member communities and encourage visits to the website to learn more or to follow OCPA

• **Results:**
Reach: 493,148
Impressions: 726,358
Facebook page visits: 2,000+
Instagram profile visits: 669



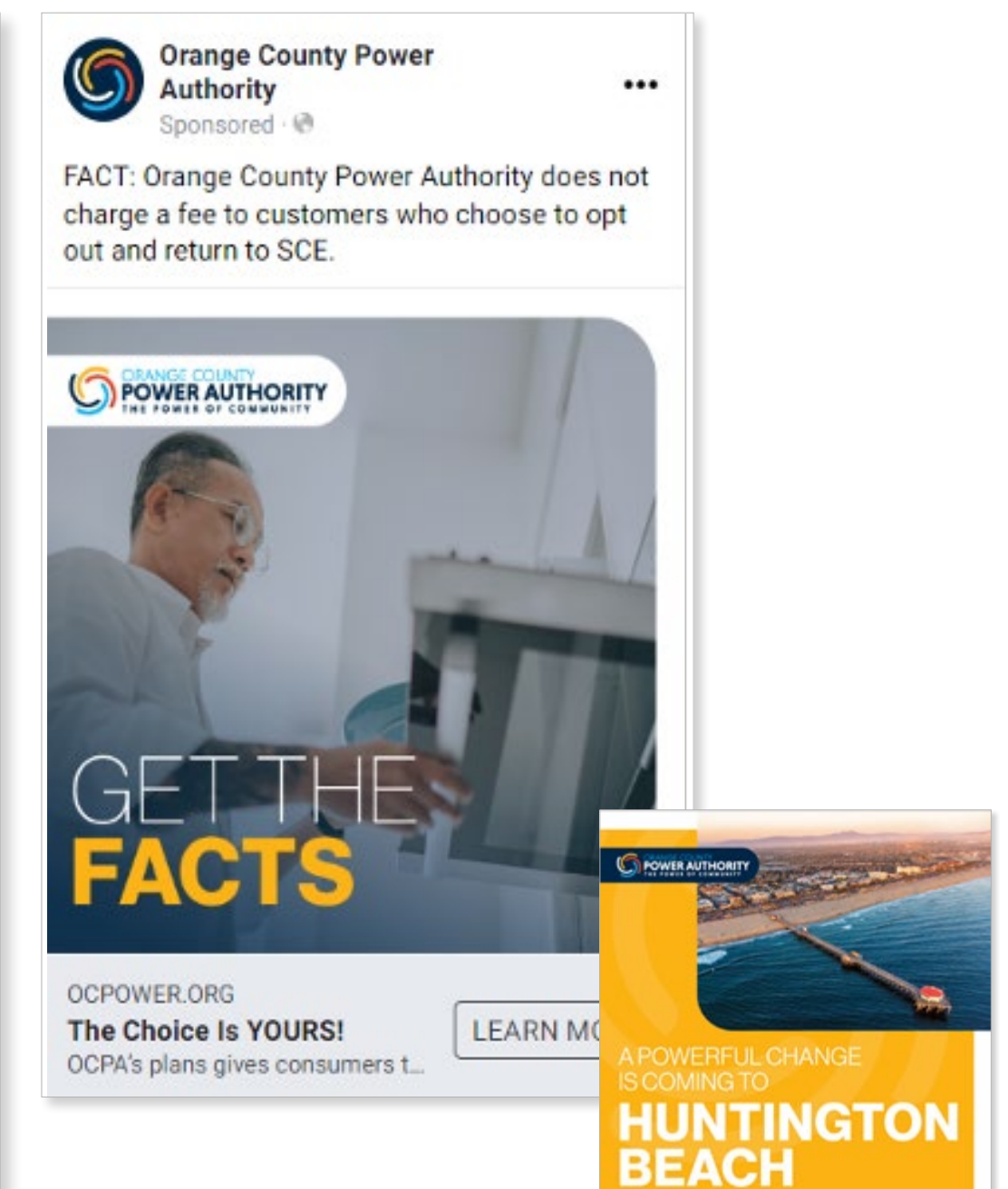
GET THE FACTS CAMPAIGN



GET THE FACTS CAMPAIGN

August 16 - September 19

- **Strategy:** Dispel misinformation about OCPA ahead of residential launch
- **Tactic:** Created eight ads for Facebook and Instagram presenting factual information to counter misinformation
- **Results:**
 - Impressions: 429,754
 - Reach: 278,968



E-NEWSLETTER



OCPA's e-newsletter was distributed in April, August, October and December.

- Current Subscribers 1,250+
(400% increase since March)
- Open Rate: 67%
- Click Rate: 12%



A POWERFUL CHANGE IS HERE

APRIL 28, 2022

Commercial Service Launch update
Monthly Town Hall w/OCPA Chairman

**"We have a climate crisis...
our energy bills are going up.**
Being a part of OCPA is one way to make a difference by reinvesting your dollars back in our community."

JOSE TRINIDAD CASTANEDA III
OCPA Community Advisory Committee Chair
Buena Park Resident

Community Choice Energy Makes History

It's been 20 years since the signing of Assembly Bill 117 – legislation that enabled cities and counties to create community choice energy programs in California. Watch this video about California's evolution into community choice energy.

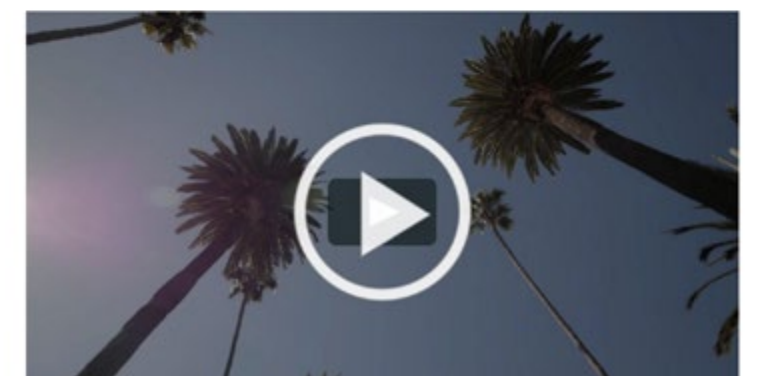


A POWERFUL CHANGE IS HERE

We Flipped the 'On' Switch For Residential Launch

For the first time in Orange County history, energy customers have a choice in how their power is sourced — a big move forward in helping to preserve valuable resources and create a more sustainable future.

[READ MORE](#)

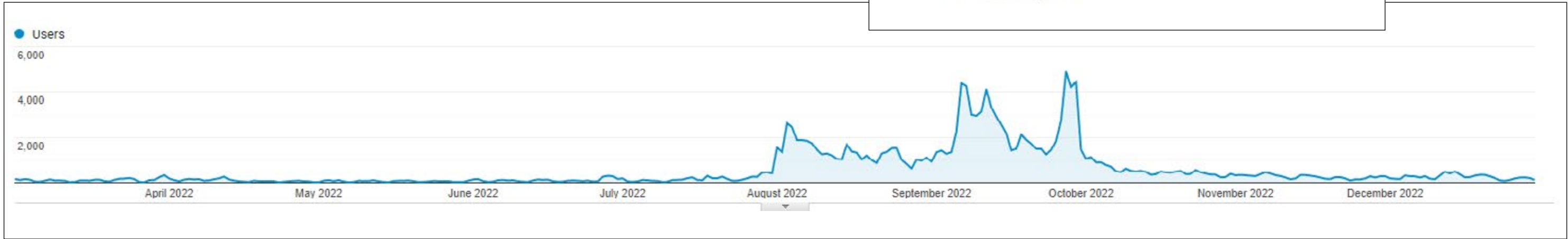
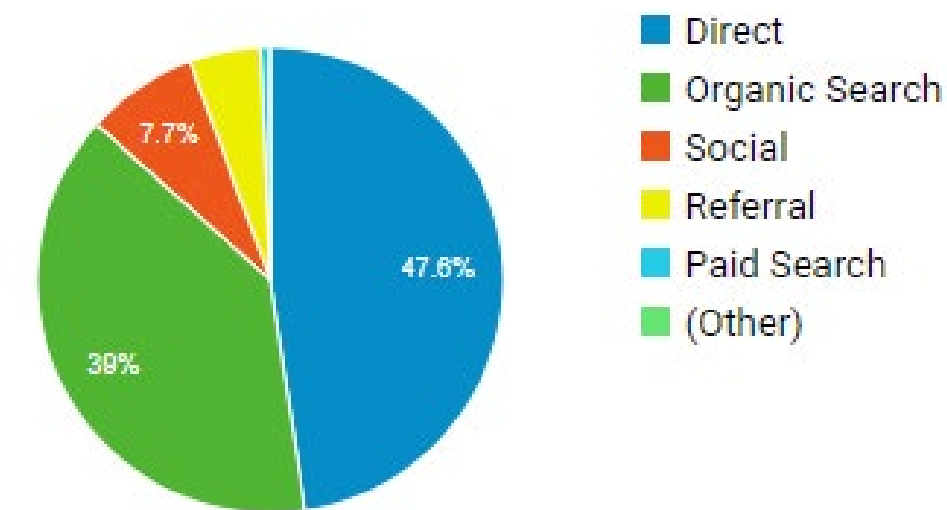




WEBSITE 

More than 138,137 unique visitors to
OCPower.org since March

Top Channels





BLOG



A consistent cadence of new content each month keeps the website fresh and informs social media and newsletter content.

- Producing two blogs per month
- Creating social graphics and imagery to support blog content
- Including links to blog content in e-newsletters

Content themes include:

- Get the Facts
- Energy Awareness Month
- Flipped the Switch 'On' for residential service
- Wind energy
- Media releases



THANK YOU!

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 9.3

To: Orange County Power Authority Board of Directors

From: Joe Mosca, Director of Communications & External Affairs

Subject: DEVELOPMENT OF A BROAD-BASED MARKETING,
COMMUNICATIONS, AND PUBLIC OUTREACH PROGRAM

Date: February 15, 2023

RECOMMENDED ACTION

Discuss and provide direction on the development of a broad-based Marketing, Communications, and Public Outreach Program.

BACKGROUND

In 2021, Orange County Power Authority (“OCPA”) engaged Reveille, Inc, for branding, marketing, and communications services. In April of 2022, OCPA launched its commercial customers and, subsequently, in October of 2022, residential customers were launched.

Throughout 2022, a significant focus for OCPA was on ensuring a smooth transition of its commercial and residential customers in the original member agencies (Buena Park, Fullerton, Huntington Beach, and Irvine) from Southern California Edison (SCE) to OCPA and compliance with regulatory requirements.

OCPA messaging has been focused on providing accurate information about the benefits of CCEs: local control and reinvesting in the community, cleaner energy to address climate change, competitive rates and choice in how much renewable energy customers want to help procure to put onto the grid.

As OCPA moves from a start up community choice energy program to a fully functioning one, it is important to adjust our marketing, communications, and public outreach program to match the challenges and the demands that lie ahead.

ANALYSIS AND DISCUSSION

Orange County Power Authority (“OCPA”) first engaged Reveille, Inc, for marketing and communication services in 2021. The scope of services has expanded slightly from the original very basic scope of services.

OCPA launched commercial customers in its original four member agencies (Buena Park, Fullerton, Huntington Beach, and Irvine) in April of 2022. In October of 2022, OCPA launched

its residential customers. The County of Orange, which joined OCPA after inception, will have its residents and businesses launched at the end of 2023 if it continues as a member of OCPA.

In 2021 and 2022, OCPA was primarily focused on ensuring a smooth transition from Southern California Edison (“SCE”) to OPCA and compliance with all regulatory requirements. Toward the middle to end of 2022, OCPA found itself responding to a myriad of claims ranging from a lack of transparency to mismanagement, which was not previously anticipated.

Looking toward the future, OCPA is no longer a startup, but rather a fully functioning public agency. It is a public agency that must begin, in earnest, raising the awareness of its brand and increasing the trust in that brand. At the same time, OCPA must prioritize proactive communications regarding all issues related to audits and its launch of commercial and residential customers in the unincorporated parts of the County of Orange (a member agency that has customers served by two separate electric utilities, Southern California Edison and San Diego Gas & Electric).

It is critical that OCPA conduct research to support its marketing, communications, and public outreach program. While guidance and inspiration can be gleaned from the experiences of other community choice energy (“CCE”) programs in the state, there is no substitution for data and analysis that is specific to OCPA and its member agencies, especially since the County of Orange is unlike other regions and OCPA’s experience is different than other CCEs.

Moreover, an effective marketing, communications, public outreach program must include advertising in the many sources that customers and stakeholders receive their information. At the very least, OCPA should be advertising in print media and online sources.

Therefore, staff is recommending the adoption of a new, broad-based marketing, communications, and public outreach program that builds on prior efforts and expands it by including research-based strategies and messaging, innovative ways to build brand awareness and trust in the brand, including the use of high quality videos, co-branding with trusted and well respect brands, advertising in print media and online sources, and proactive strategies for communicating across all relevant social media platforms. To accomplish this task, OCPA staff, in the coming weeks, will issue a request for proposal (“RFP”) for marketing, communications, and public outreach services with an expanded scope of services.

FISCAL IMPACT

None

ATTACHMENT

None

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 10.1

To: Orange County Power Authority Board of Directors

From: Brian Probolsky, Chief Executive Officer

Subject: UPDATE ANNUAL ENERGY USE AND VOTING SHARES

Date: February 15, 2023

RECOMMENDED ACTION

Director Treseder has requested an update to the weighted voting exhibits of OCPA's Joint Powers Agreement and that such exhibits be presented for approval at the Special Meeting.

BACKGROUND

Weighted voting allows Directors to vote in accordance with the proportion of electricity use by users within their respective jurisdictions. This type of voting can be invoked by two or more Directors in limited circumstances, such as when there is a tie vote by the Board for Directors or to immediately nullify an action that was passed by an "equal vote" of the Board.

Weighted voting is governed by Section 3.9.3 of the Joint Powers Agreement. This section provides a formula for the first two years following the Effective Date of the Agreement (during which time the JPA is getting up and running and will not be serving load directly) and a separate formula following the second anniversary of the Effective Date (which is based on actual electrical use served by OCPA to accounts within each member jurisdiction). The exhibits for weighted voting are required to be updated each year no later than March 1 based on prior year numbers.

The actual language of Section 3.9.3 is as follows:

3.9.3 Voting Shares Formula. When a Voting Shares Vote is requested by two or more Directors, voting shares of each Director shall be determined by the following formula:

$$(\text{Annual Energy Use} / \text{Total Annual Energy}) \times 100$$

For purposes of this formula (a) "**Annual Energy Use**" means (i) for the first two years following the Effective Date, the annual electricity usage, expressed in kilowatt hours ("**kWh**"), within the jurisdiction of the Party appointing the Director(s) and (ii) following the second anniversary of the Effective Date, the annual electricity usage, expressed in kWh, of accounts within the jurisdiction of the Party appointing the Director(s) that are served by the Authority, and (b) "**Total Annual Energy**" means the sum of all Parties' Annual Energy Use. The initial values for Annual Energy use are designated in Exhibit B and the initial voting shares are designated in Exhibit C. Both Exhibit B and Exhibit C shall be adjusted annually as soon as reasonably practicable after January 1 of each year, but no later

than March 1 of each year, subject to the approval of the Board. Voting shares attributable to Irvine shall be divided equally between the Irvine Directors.

The second anniversary of the Effective Date of the Joint Powers Agreement occurred on November 20, 2022, so OCPA will now be operating under clause (ii) of the formula.

Analysis

There is a practical problem with the Section 3.9.3 formula in that the data reported by SCE has lagged considerably and is incomplete and therefore does not provide an accurate picture of actual electrical annual use. As OCPA launched in 2022, OCPA also does not have complete data of actual use for a full year, so the data for 2022 would have to come from multiple sources. OCPA staff has looked at a number of alternatives and determined that the Board-adopted FY2022/23 budget was the most fair and readily available measure until such time as there is a full year of actual primary data (which will be the case in 2023 for the Founding Members of OCPA). In addition to a calculation based on load assumptions in the current FY2022/23 adopted budget, staff also tested a method of synthesizing projected load with partial year actual load and partial-year forward projected load to adjust for actual customer opt-actions. The result was within a tight margin and did not have a material affect on majorities of member pairs.

Another issue that arises is that the formula following the second anniversary has an adverse impact on the weighted voting of a new member, as it is based on actual electrical use by accounts served by OCPA as opposed to all electrical load within the new member's jurisdiction. As there will be a period during which any new member is not actually being served by OCPA, there arises a situation where a strict reading of Section 3.9.3 results in a new member having a 0% share for weighted votes. This means that under the provisions of the Joint Powers Agreement, a new member would have a vote for regular votes, but would lose that vote if weighted voting is invoked.

There are legitimate questions about whether this was the intent of the Founding Members when the Joint Powers Agreement was adopted or is an unintended consequence. There would also be an immediate consequence on the voting rights of the County of Orange.

Attached to this staff report are exhibits which show the weighted voting of the members using the adopted budget based load data, a scenario where the County of Orange is included and a scenario where the County of Orange is excluded.

Recommended Action by Staff

Given the importance of the right to vote, staff is seeking Board guidance on two issues:

1. Board approval of the source of electrical usage data that will be used for the weighted vote calculation for 2023; and
2. The direction of the Board with respect to the impact of the language of Section 3.9.3 on new members such as the County of Orange.

Staff is soliciting information from other CCAs that have similar weighted voting provisions to see how other CCAs have dealt with this issue and will be ready to present an update on such information during the Special Meeting.

FISCAL IMPACT

There is no fiscal impact.

ATTACHMENT

Alternative Scenarios for Updating Exhibit B (Annual Energy Use by Jurisdiction) and Exhibit C (Party Voting Shares) of the Joint Powers Agreement.

EXHIBIT B
ANNUAL ENERGY USE BY JURISDICTION

Effective: _____, 2023

Jurisdiction	GWh (2022)
City of Buena Park	74
City of Fullerton	126
City of Huntington Beach	187
City of Irvine	369
County of Orange (unincorporated)	0
Total	756

EXHIBIT C
PARTY VOTING SHARES

Effective: _____, 2023

Jurisdiction	Voting Share
City of Buena Park	9.8%
City of Fullerton	16.7%
City of Huntington Beach	24.7%
City of Irvine	48.8%
County of Orange (unincorporated)	0%
Total	100.00%

EXHIBIT B
ANNUAL ENERGY USE BY JURISDICTION

Effective: _____, 2023

Jurisdiction	GWh (2022)
City of Buena Park	297
City of Fullerton	513
City of Huntington Beach	793
City of Irvine	1,470
County of Orange (unincorporated)	0
Total	3,073

EXHIBIT C
PARTY VOTING SHARES

Effective: _____, 2023

Jurisdiction	Voting Share
City of Buena Park	9.7%
City of Fullerton	16.7%
City of Huntington Beach	25.8%
City of Irvine	47.8%
County of Orange (unincorporated)	0%
Total	100.00%

EXHIBIT B
ANNUAL ENERGY USE BY JURISDICTION

Effective: _____, 2023

Jurisdiction	GWh (2022)
City of Buena Park	297
City of Fullerton	513
City of Huntington Beach	793
City of Irvine	1,470
County of Orange (unincorporated)	555
Total	3,628

EXHIBIT C
PARTY VOTING SHARES

Effective: _____, 2023

Jurisdiction	Voting Share
City of Buena Park	8.2%
City of Fullerton	14.1%
City of Huntington Beach	21.9%
City of Irvine	40.5%
County of Orange (unincorporated)	15.3%
Total	100.00%

ORANGE COUNTY POWER AUTHORITY
Staff Report – Item 10.2

To: Orange County Power Authority Board of Directors

From: Nicholaus Norvell, Acting General Counsel

Subject: CONSIDER DRAFT BYLAWS

Date: February 15, 2023

RECOMMENDED ACTION

1. Discuss and provide direction on draft Bylaws
2. Consider directing staff to provide Member Agencies with a copy of the proposed Bylaws and place the Bylaws on a future agenda for final approval

BACKGROUND

Under Section 2.1.13 of OCPA's Joint Powers Agreement (JPA Agreement), the Board of Directors is authorized to adopt rules, regulations, policies, bylaws, and procedures governing the operation of OCPA.

Under Section 3.9.4.1 of the JPA Agreement, final approval of bylaws or bylaw amendments requires approval by two-thirds of the Board. In addition, OCPA must provide Member Agencies with at least 30 days' advance written notice of the adoption or amendment of OCPA's bylaws. The notice must include a copy of all substantive documents necessary to meaningfully deliberate and consider the proposed vote (e.g., a copy of the proposed bylaws). After approval, OCPA must also provide notice to the Member Agencies of the action taken, including the relevant document(s) approved by the Board.

To supplement the JPA Agreement and provide clear procedures for the governance of OCPA, the Acting General Counsel has prepared draft bylaws ("Bylaws") for review and discussion by the Board of Directors. The proposed Bylaws were drafted based on OCPA's JPA Agreement (as amended) and review of the bylaws and similar governing documents used by other large community choice energy JPAs, including Clean Power Alliance, San Diego Community Power, and MCE Clean Energy. The proposed Bylaws are attached as Attachment 1 and contain articles concerning the following:

Article I	General Provisions, including purpose and definitions for Bylaws
Article II	Board of Directors, including provisions on Directors, alternates, resignation, vacancy, and compensation
Article III	Officers, including the Chair, Vice-Chair, Secretary, and Treasurer/Auditor
Article IV	Meetings, including provisions on Brown Act compliance, closed session attendance, preparation of agendas, addition of agenda items by Board

	Members (which if adopted would make changes to and replace existing Policy 12, Board Agenda Policy), agenda order, consent calendar, public comments, meeting rules of order and procedures using Rosenberg's Rules of Order, and basic rules of debate and decorum
Article V	Quorum and Voting, which reflects the requirements of the JPA Agreement
Article VI	Policy Regarding Confidential Information Disclosed During Closed Session, including limited authorization to share certain closed session information with the legal counsel and governing bodies of Member Agencies under specific circumstances
Article VII	Board Committees, including appointment, voting in committees, participation of alternate Directors, removal of committee members, and ad hoc committees
Article VIII	Chief Executive Officer, which reflects the provisions of the JPA Agreement
Article IX	Debts, Liabilities and Obligations, which reflects the provisions of the JPA Agreement
Article X	Amendments, including administrative procedures for notifying Member Agencies and amending the JPA Agreement and Bylaws in compliance with the JPA Agreement

The Bylaws contain a number of provisions that mirror the terms of the JPA Agreement, as amended, and also provide supplemental procedures to assist with clear and efficient governance of OCPA. In the event of any conflict between the JPA Agreement and the Bylaws, the JPA Agreement will prevail.

As mentioned above, the JPA Agreement requires that the Member Agencies be notified at least 30 days before the adoption or amendment of the Bylaws. For that reason, OCPA staff is seeking: (1) Board review and comment on the draft OCPA bylaws; and (2) direction for staff to provide Member Agencies with a copy of the proposed Bylaws and notify them that the Board will consider the Bylaws for final approval at an upcoming Board meeting. In the alternative, the Board can provide direction to bring a revised draft of the Bylaws back to the Board before notifying the Member Agencies of proposed Bylaws.

FISCAL IMPACT

None.

ATTACHMENT

Attachment 1: Draft Bylaws.

BYLAWS FOR ORANGE COUNTY POWER AUTHORITY

PREAMBLE

The Orange County Power Authority (“**Authority**”) was established pursuant to that certain document entitled *Orange County Power Authority Joint Powers Agreement*, dated November 20, 2020, as amended from time to time (“**JPA Agreement**”). All parties that executed the JPA Agreement prior to December 31, 2020 are designated individually as a “**Founding Party**” or collectively as “**Founding Parties**.” All cities, counties or other public agencies added as parties to the JPA Agreement after December 31, 2020 are designated individually as an “**Additional Party**” or collectively as “**Additional Parties**.” The members of the Authority are referred to in these Bylaws individually as a “**Party**,” which includes a Founding Party or Additional Party, or collectively as “**Parties**,” which includes Founding Parties and Additional Parties.

ARTICLE I GENERAL PROVISIONS

Section 1. Authority Purpose.

The Authority is formed to create an independent public agency to exercise powers common to each Member Agency and to implement a community choice aggregation program and exercise all other powers necessary and incidental to accomplishing this purpose. The Authority will provide opportunities by which Member Agencies can work cooperatively to create economies of scale and implement sustainable energy initiatives that reduce energy demand, increase energy efficiency, provide consumer choice and cost savings, and advance the use of clean, efficient, and renewable resources in the region for the benefit of all Member Agencies and their constituents, including, but not limited to, establishing and operating a community choice aggregation program.

Section 2. Purpose of Bylaws.

The JPA Agreement authorizes the Board of Directors to adopt such bylaws, rules and regulations as are necessary or desirable to accomplish the purposes of the JPA Agreement; provided, however, that nothing in such bylaws, rules or regulations shall be inconsistent with the JPA Agreement. By approving these Bylaws, the Board intends to adopt additional procedures concerning the Authority’s basic governance, internal organization, Board committees, and other matters addressed in these Bylaws.

Section 3. Definitions.

Unless specifically defined in these Bylaws, all defined terms shall have the same meaning as ascribed to them in the JPA Agreement.

Section 4. Precedence

In the event of any conflict between these Bylaws and the JPA Agreement, the JPA Agreement shall control and these Bylaws shall be amended or clarified to eliminate such conflict.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Board of Directors.

The Authority shall be governed by a Board of Directors composed of one representative of each of the Member Agencies, except the City of Irvine, which shall appoint two representatives subject to Section 3.1 of the JPA Agreement. The governing body of each Party shall appoint and designate in writing the Director(s) who shall be authorized to act for and on behalf of the Party on matters within the powers of the Authority. The person appointed and designated as the Director shall be a current elected member of the governing body of the Party. A Director shall serve a term of two (2) years. A Director shall serve at the pleasure of the governing body of the Party that the Director represents and may be removed by such governing body at any time, with or without cause.

Section 2. Alternate Directors

The governing body of each Party shall also appoint and designate in writing an alternate Director(s) who may vote on matters when the regular Director is absent from an Authority meeting. The person appointed and designated as the alternate Director shall be a current elected member of the governing body of the Party. An alternate Director shall serve a term of two (2) years. An alternate Director shall serve at the pleasure of the governing body of the Party that the alternate Director represents and may be removed by such governing body at any time, with or without cause. The alternate Director shall have all the rights and responsibilities of the regular Director when serving in his or her absence. When serving in the absence of the regular Director, an alternate Director may vote on matters in committee, chair committees, and fully participate in discussion and debate during Authority meetings.

Section 3. Vacancy

If at any time a vacancy occurs on the Board, a replacement shall be appointed by the governing body to fill the position of the previous Director within forty-five (45) days of the date that such position becomes vacant. A replacement Director shall serve until the scheduled expiration of the term of office the Director they replace.

Section 4. Resignation

A regular or alternate Director may resign at any time by giving written notice to the Board Secretary. The notice of resignation shall specify a date on which the resignation is effective.

Section 5. Compensation

In accordance with Section 3.8 of the JPA Agreement, the Board shall adopt policies establishing compensation attendance at Board and Committee meetings and work performed by each Director on behalf of the Authority as well as policies for the reimbursement of expenses incurred by each Director; provided that in no instance shall the per meeting or per day compensation be less than the compensation provided to directors of the Orange County Sanitation District.

ARTICLE III

OFFICERS

Section 1. Officers

There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer/Auditor.

- A. *Chair.* The Chair of the Authority shall be a Director. Duties of the Chair are to supervise the preparation of the business agenda, preside over Authority meetings, and sign all ordinances, resolutions, contracts and correspondence adopted or authorized by the Board. The Directors shall select among themselves the Chair. Beginning at the first regular Board meeting in December 2022, the term of office of the Chair shall be one year with an election held annually. There shall be no limit on the number of terms held by the Chair. The office of the Chair shall be declared vacant and a new selection shall be made if: (i) the person serving dies, resigns, or becomes legally unable to fulfill his or her duties; or (ii) the Party that appointed the Director serving as Chair withdraws from the Authority pursuant to the provisions of the JPA Agreement. In the event of the expiration of the office or a vacancy, the position shall be filled at the next regular Board meeting held after such expiration or vacancy occurs, or as soon as practicable thereafter.
- B. *Vice-Chair.* The Vice-Chair of the Authority shall be a Director. The Vice-Chair shall perform the duties of the Chair in the absence of such officer. The Directors shall select among themselves the Vice-Chair. Beginning at the first regular Board meeting in December 2022, the term of office of the Vice-Chair shall be one year with an election held annually. There shall be no limit on the number of terms held by the Vice-Chair. The office of the Vice-Chair shall be declared vacant and a new selection shall be made if: (i) the person serving dies, resigns, or becomes legally unable to fulfill his or her duties; or (ii) the Party that appointed the Director serving as Vice-Chair withdraws from the Authority pursuant to the provisions of the JPA Agreement. In the event of the expiration of the office or a vacancy, the position shall be filled at the next regular Board meeting held after such expiration or vacancy occurs, or as soon as practicable thereafter.
- C. *Secretary.* The Chief Executive Officer of the Authority shall be the Secretary of the Board. The Secretary shall be responsible for keeping the minutes of all meetings of the Board and all other official records of the Authority. The Secretary may delegate his or her duties to one or more deputies, who shall be an employee of the Authority.
- D. *Treasurer and Auditor.* In accordance with Government Code section 6505.5, the Board shall appoint a qualified person to act as the Treasurer and a qualified person to act as the Auditor, neither of whom need be members of the Board. The positions of Treasurer and Auditor may be combined into one position. The Treasurer and the Auditor shall possess the powers of, and shall perform those functions required of them by Government Code sections 6505, 6505.5, and 6505.6, and by all other applicable laws and regulations and amendments thereto. The Treasurer shall have custody of all the money of the Authority. The Treasurer shall report directly to the Board and shall comply with the requirements of treasurers of incorporated municipalities. The Board may transfer the responsibilities of the Treasurer and Auditor to any person or entity permitted by law.

ARTICLE IV MEETINGS

Section 1. Regular Meetings

The Board shall provide for its regular meetings, the date, hour and place of which shall be fixed by resolution of the Board.

Section 2. Special Meetings, Emergency Meetings, and Adjourned Meetings

Special meetings and emergency meetings may be called upon the request of a majority of the members of the Board or by the Chair, in accordance with the provisions of Government Code sections 54956 and 54956.5, respectively. The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting pursuant to the provisions of the Ralph M. Brown Act (Government Code § 54950, *et seq.*).

Section 3. Open Meetings

The meetings of the Board, any Executive Committee, and any other legislative bodies established by the Board shall be governed by the provisions of the Ralph M. Brown Act (Government Code § 54950, *et seq.*). Directors may participate in meetings telephonically or remotely, with full voting rights, to the extent permitted by law and in accordance with any policies, rules, resolutions, or motions of the Board relating thereto.

Section 4. Attendance of Alternates in Closed Session

Pursuant to Government Code section 54956.96(a)(2), the Board hereby authorizes an alternate Director who is attending a properly noticed Board meeting in the absence of the regular Director to attend a closed session held during such meeting.

Section 5. Preparation of Agendas

The Chief Executive Officer, or designee, shall prepare the agenda for each Board meeting. Agenda items will be generated by the need to conduct Authority business in a timely manner. The Chief Executive Officer shall review with the Board Chair, or the Vice-Chair in the absence of the Chair, the agenda for Board meetings. The Chief Executive Officer shall cause the agenda for each meeting to be posted in accordance with the Ralph M. Brown Act (Government Code § 54950 *et seq.*).

The below steps shall be followed in finalizing the meeting agenda:

- A. The Chief Executive Officer will cause a draft of the meeting agenda to be created, including any timely received Director Initiated Agenda Items (discussed below).
- B. The Chief Executive Officer will submit the draft agenda to the General Counsel for legal review and verification of the necessary materials/documents. Any revisions will be given to the Chief Executive Officer.
- C. The Chief Executive Officer will revise the drafted agenda, if necessary, for the Board Chair's review.

- D. After approval of the Board Chair, the Chief Executive Officer will post agenda as required.

Section 6. Addition of Agenda Items Before a Meeting

Any Director may add a “Director Initiated Agenda Item” for consideration on an upcoming regular meeting agenda. Director Initiated Agenda Items are prepared by the requesting Director and require no staff time. Director Initiated Agenda Items must be submitted to the Chief Executive Officer at least ten business (10) days prior to the next Board regular meeting. Items submitted less than ten (10) business days before the scheduled regular meeting date may be postponed to a later meeting in order to allow sufficient time for consideration and research of the issue.

In addition, items may be added to a future Board meeting agenda in the following ways:

- A. The Chair provides express oral direction to the Chief Executive Officer during a Board meeting. If a Director disagrees with the Chair’s direction, the Director may make a motion regarding the addition of the agenda item without discussion of the substance of the item.
- B. For agenda items requiring staff time, an agenda item shall be added by motion without discussion of the substance of the item.
- C. Requests from members of the public, after being authorized to speak, may be added to a future Board meeting agenda by a Director as a Director Initiated Agenda Item, as discussed above. If the item requires staff time, the item may be added only by an approved motion without discussion of the substance of the item.

The Chair or a majority of the Board may refer items to a committee for further review.

Section 7. Modification of Agenda Order; Addition of Items During a Meeting

The order of items on a Board meeting agenda may be modified by the Chair if there is no objection, or by a motion and majority vote of the Board. No action or discussion may be undertaken on any item not appearing on the posted agenda, except as allowed by the Ralph M. Brown Act (Government Code § 54950 *et seq.*).

Section 8. Consent Calendar

The consent calendar for a Board meeting shall consist of agenda items that are routine or ministerial in nature on which no Board discussion will be required. These items will be acted upon as one item. Before adopting the consent calendar, the Chair will ask Directors whether anyone desires to remove a matter from the consent calendar. Members of the public may also request that a Director remove a matter from the consent calendar. The Board will then proceed with consideration of the remaining consent calendar. The consent calendar will be acted upon in one motion without discussion. Items pulled from the consent calendar will be considered immediately following adoption of the remaining consent calendar, and oral staff reports will only be given if requested by the Director who pulled them.

Section 9. Public Comments

Agendas of regular Board meetings shall provide an opportunity for members of the public to address the Board on any item within the Authority's jurisdiction that is not on the agenda. Generally, speakers shall be limited to three (3) minutes each. The total time for non-agenda public comments shall not exceed thirty (30) minutes; provided, however, that if the number of speakers is estimated to exceed the 30-minute period, the Chair may, in his or her discretion, reduce the time allotted to each speaker, extend the period for non-agenda public comment, and/or continue the remaining comments to the end of the agenda.

For public comments on agenda items, speakers shall be limited to three (3) minutes each. The Chair may, in his or her discretion, reduce the time allotted to each speaker.

Section 10. Order and Procedure at Meetings

All meetings of the Board shall be conducted in an orderly manner designed to expedite the business of the Board in accordance with applicable law, the JPA Agreement and these Bylaws. Except as otherwise provided therein, Rosenberg's Rules of Order (League of California Cities, Rev. 2011) will be used as a guide to resolve questions of parliamentary procedures. The General Counsel shall serve as the Parliamentarian.

Section 11. Rules of Debate and Decorum

Debate upon all matters pending before the Board shall be under the supervision of the Chair and conducted in such a manner as to expedite the business of the Board. Every Director desiring to speak shall so indicate by using the "request to speak" button, if available, or otherwise address the Chair. Upon recognition by the Chair, the Director shall confine remarks to the item under consideration. A Director, once recognized, shall not be interrupted when speaking unless it is to call the Director to order. If a Director while speaking is called to order, the Director shall cease speaking until the question of order is determined.

ARTICLE V QUORUM & VOTING

Section 1. Quorum

A majority of the Directors of the entire Board shall constitute, and is necessary to constitute, a quorum, except that less than a quorum may adjourn a meeting from time to time in accordance with law. No actions of the Board may be taken without a quorum of the Directors present.

Section 2. Equal Vote

In general, except when a Voting Shares Vote or Special Voting is expressly required by the JPA Agreement, action of the Board on all matters shall require an affirmative vote of a majority of all Directors who are present at the subject meeting ("**Equal Vote**"). Notwithstanding the foregoing, an Equal Vote may be subject to a "Voting Shares Vote."

Section 3. Voting Shares Vote

Immediately after (and during the same Board Meeting as) an affirmative or tie Equal Vote, two or more Directors shall have the right to request and conduct a Voting Shares Vote to reconsider that action approved by the Equal Vote. In the event of a Voting Shares Vote where the City of

Irvine appoints two Directors to the Board and one or more Irvine Directors requests a Voting Shares Vote, a Party other than the City of Irvine must constitute the second Director for purposes of having the right to request and conduct a Voting Shares Vote.

A “yes” vote on the Voting Shares Vote shall be a vote to reverse and reject the Equal Vote; a “no” vote on the Voting Shares Vote shall be a vote to affirm the Equal Vote. For Voting Shares Votes, votes shall be weighted as described in subsection 3.9.3 of the JPA Agreement. A “yes” vote on a Voting Shares Vote shall require (i) for votes requiring a majority under subsection 3.9.1, more than fifty percent (50%) of the voting shares of all Directors voting; (ii) for votes requiring a supermajority of two-thirds under this JPA Agreement, sixty-seven percent (67%) or more of the voting shares of all Directors voting; and (iii) for votes requiring a supermajority of three quarters under this JPA Agreement more than seventy-five percent (75%) of the voting shares of all Directors voting. If a Voting Shares Vote yields a “no” vote, the legal effect is to affirm the Equal Vote with respect to which the Voting Shares Vote was taken. If the Voting Shares Vote succeeds, the legal effect is to nullify the Equal Vote with respect to which the Voting Shares Vote was taken. If the underlying Equal Vote was a tie, the Voting Shares Vote replaces that tie vote. No action may be taken solely by a Voting Shares Vote without first having taken an Equal Vote.

The formula for a Voting Shares Vote shall be determined pursuant to Section 3.9.3 of the JPA Agreement.

Section 4. Special Voting

An affirmative vote of two-thirds of the Directors of the entire Board shall be required to take any action on the following:

- A. Issuing or repayment of bonds or other forms of debt;
- B. Adding or removing Parties on or after January 1, 2021;
- C. Amending or terminating the JPA Agreement or adopting or amending Authority Bylaws;
and
- D. Terminating the CCA program.

An affirmative vote of three-fourths of the Directors of the Board shall be required to initiate any action for eminent domain and no eminent domain action shall be approved within the jurisdiction of a Party without the affirmative vote of such Party’s Director (or both Irvine Directors, if applicable, in the case of eminent domain action within the City of Irvine).

Matters requiring Special Voting may be subject to a Voting Shares Vote.

Matters that require Special Voting shall require at least 30 days advance written notice to each Member Agency. Such notice shall include a copy of all substantive documents necessary to meaningfully deliberate and consider the proposed vote (*e.g.*, any proposed amendment to the JPA Agreement or the Bylaws. The Authority shall also provide prompt written notice to each Member

Agency of the action taken, which shall include any resolution, ordinance, rule, policy, agreement, filing or other operative document (if any) adopted or approved by the Board.

ARTICLE VI
POLICY REGARDING CONFIDENTIAL INFORMATION
DISCLOSED DURING CLOSED SESSIONS

Information obtained during closed sessions of the Board shall be confidential. Notwithstanding, under certain circumstances, it may be necessary and appropriate for Directors to divulge certain confidential information obtained in closed sessions to representatives of their Member Agencies as authorized by law. Therefore, these Bylaws adopt the policy set forth in Government Code section 54956.96, which authorizes the disclosure of confidential closed session information that has direct financial or liability implications for that Member Agency as follows:

- A. A Director or alternate Director who is also a member of the governing body of a Member Agency may disclose information obtained in an Authority closed session that has direct financial or liability implications for that Member Agency to the following individuals:
 - 1. Legal counsel of that Member Agency for purposes of obtaining advice on whether the matter has direct financial or liability implications for that Member Agency; and
 - 2. Other members of the governing body of the Member Agency present in a closed session of that Member Agency.
- B. The governing body of the Member Agency may, upon the advice of its legal counsel, conduct a closed session to receive, discuss and take action concerning information obtained in a closed session of the Authority pursuant to this Article.

ARTICLE VII
BOARD COMMITTEES

Section 1. Committees

The Board may establish committees as the Board deems appropriate to assist the Board in carrying out its functions and implementing the purposes of the JPA Agreement. In accordance with the JPA Agreement, the Board may delegate to any committees that consist solely of Board members any of the powers specified in subsection 2.1 of the JPA Agreement, except for the power to acquire property by eminent domain. Committees that include or consist of non-Board members shall be advisory only. Committees established by the Board shall be either standing committees or temporary ad hoc advisory committees. Each duly established committee may establish any standing or ad hoc committees determined to be appropriate or necessary. The duties and authority of all committees shall be subject to the approval and direction of the Board.

Section 2. Executive Committee

Upon the Authority's membership consisting of nine or more members, the Board shall establish an Executive Committee consisting of a smaller number of Directors. The initial members of the

Executive Committee shall be the Directors of the Founding Members with the Chair of the Board serving as chair of the Executive Committee.

Section 3. Appointment to Standing Committees

For standing committees, the Chair shall nominate committee members, subject to approval by a majority vote of the Board. If the Board fails to approve the Chair's nomination(s) to a standing committee, the Board may entertain a motion for the appointment of committee members.

The Executive Committee, if established, shall also be a Standing Committee. Other committees composed of Board members with continuing subject matter jurisdiction, or having a meeting schedule fixed by resolution or formal action of the Board, shall also be standing committees of the Board.

Section 4. Committee Voting

Action by a committee on all matters shall require an affirmative vote of a majority of the members of the committee who are present at the meeting. A Voting Shares Vote does not apply to committee voting.

Section 5. Alternate Directors in Standing Committees

In the event a member of a standing committee is a regular Director who is unavailable to attend a duly noticed meeting of that committee, the alternate Director representing the same Member Agency as the absent Director may attend and, if applicable, vote in the committee meeting in place of the regular Director. The alternate Director may also chair the committee and fully participate in discussion and debate during meetings. Notwithstanding the foregoing, this section shall not apply to the Executive Committee.

Section 6. Removal of Committee Members

The Board may remove a committee member from a committee, with or without cause, by a majority vote of the Board.

Section 7. Ad Hoc Committees

The Board may establish temporary ad hoc advisory committees that: (a) are composed of less than a quorum of the Board, (b) have no continuing subject matter jurisdiction, and (c) have no meeting schedule fixed by resolution or formal action of the Board. The Chair shall appoint the members of such ad hoc committees.

ARTICLE VIII

CHIEF EXECUTIVE OFFICER

Section 1. Duties.

The Chief Executive Officer shall be the chief administrative officer of the Authority responsible for the day-to-day operation and management of the Authority, and shall be Secretary of the Board. The powers and duties of the Chief Executive Officer shall be those delegated and/or assigned to the Chief Executive Officer by duly adopted action of the Board.

Section 2. Contracts.

The Chief Executive Officer is authorized to contract and execute on behalf of the Authority all contracts in accordance with Authority procurement and risk management policies and other delegations of authority by the Board.

ARTICLE IX
DEBTS, LIABILITIES AND OBLIGATIONS

As provided in Section 5.7 of the JPA Agreement, and subject to the provisions of Section 6.3 of the JPA Agreement, the debts, liabilities and obligations of the Authority shall not be debts, liabilities or obligations of the individual Member Agencies unless the governing board of a Member Agency agrees in writing to assume any of the debts, liabilities, or obligations of the Authority.

ARTICLE X
AMENDMENTS

Section 1. General Requirements

In accordance with Sections 3.9.4.1 and 3.9.4.3 of the JPA Agreement, the Board may adopt amendments to the JPA Agreement and these Bylaws by a two-thirds vote following 30 days' advance written notice to the Member Agencies. This Article provides further procedures concerning the Authority's consideration and approval of amendments to the JPA Agreement and these Bylaws.

Section 2. Initial Consideration; Notice to Member Agencies

The Board shall consider proposed amendments to the JPA Agreement or these Bylaws at an open and public meeting of the Board. Following such consideration, the Board may, by majority vote, direct the Chief Executive Officer to provide written notice of the proposed amendment(s) to the Member Agencies in any manner permitted under the JPA Agreement.

Section 3. Adoption of Amendments

At a Board meeting held at least 30 days after such notices have been provided, the Board may consider adoption of the proposed amendment(s) to the JPA Agreement or these Bylaws, which shall require a two-thirds vote of the Board. The Authority shall provide prompt written notice to all Member Agencies of the action taken and enclose the adopted or modified document(s).