



**MINUTES
REGULAR MEETING
BOARD OF DIRECTORS
ORANGE COUNTY POWER AUTHORITY
Wednesday, February 15, 2023**

1. CALL TO ORDER

Chair Jung called to order the Regular Meeting of the Orange County Power Authority Board of Directors at 10:01 a.m. on Wednesday, February 15, 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
	Vice Chair Kathleen Treseder	City of Irvine
	Chair Fred Jung	City of Fullerton
Absent:	Director Donald P. Wagner	County of Orange

4. PUBLIC COMMENTS ON AGENDA ITEMS

The following spoke in public comments regarding February 15, 2023, agenda items:

Ayn Craciun
Doug Elliott
Linda Kramer

5. PUBLIC COMMENTS ON NON-AGENDA ITEMS – NONE

6. DIRECTOR ANNOUNCEMENTS – NONE

7. STAFF REPORT

CEO Probolsky deferred to the written staff report. He further clarified that the SCE green rate sign-up had been removed from their website. Announced that the recruitment for the Energy Contracts and Compliance Analyst had been posted on the OCPA website.

Chair Treseder requested clarification and the process for the contract from the last CEO report.

CEO Probolsky stated that the contract was sole sourced due to their specialty in audit services.

8. CONSENT CALENDAR

Chair Jung removed item 8.2 for separate discussion.

Director Castañeda removed item 8.6 for staff presentation.

ACTION

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

Approve consent calendar items 8.1, 8.3 through 8.5.

The motion carried by the following vote:

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

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 14 days.

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

ACTION

Chair Jung moved, seconded by Director Kim to:

1. Recommended 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 Adopted Resolution No. 2023-02, amending the Board's 2023 regular meeting schedule to include in-person meeting locations.

3. Allow for Zoom Public Comments.

The motion carried by the following vote:

Ayes: Chair Jung, Vice Chair Treseder, Director McKeon,
Director Kim, Director Castañeda

Noes: None

Absent: Director Wagner

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

Action Taken:

Approved as submitted.

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

Action Taken:

Approved as submitted.

5. APPROVE OCPA'S FINANCIAL POLICIES

Action Taken:

Approved 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

Director of Communications & External Affairs Mosca provided a brief summary of this item.

Director Castañeda asked what kind of announcement was made in the local media.

Director of Communications & External Affairs Mosca stated that a press release was sent out to all media in Orange County that cover us.

Action Taken:

Received and filed update on Community Advisory Committee.

9. REGULAR CALENDAR

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

CEO Probolsky provided a brief summary of this item.

Acting General Counsel Norvell reported the Brown Act requirements for the establishment of salary schedules.

Chair Jung stated his support for this item.

Vice Chair Treseder requested that the dotted line from the legal counsel to the CEO be removed.

Director Castañeda lauded staff for their work and for the provision of the salary ranges of other entities. He stated that communication is vital between all staff members and does not agree to remove the dotted line.

Vice Chair Treseder stated the reasons for the removal.

Director Kim asked if a hiring firm had been acquired for the recruitment of this position.

ACTION

Chair Jung moved, seconded by Director Kim to:

1. Amend organizational structure, and salary schedule to include the Chief Operating Officer.
2. Approve the job description for the Chief Operating Officer.
3. Create the hiring process for this position.

The motion carried by the following vote:

Ayes: Chair Jung, Vice Chair Treseder, Director McKeon,
Director Kim, Director Castañeda

Noes: None

Absent: Director Wagner

2. 2022 MARKETING & COMMUNICATIONS RECAP AND 2023 PREVIEW

Director of Communications & External Affairs Mosca provided a brief summary of this item and introduced consultants, Brenda Springer and Brenda Deeley, from Reveille.

Ms. Springer and Ms. Deeley provided a PowerPoint Presentation with the history and update on marketing and communications they had developed and disseminated.

Chair Jung requested that there be better transparency on the OCPA website. The more information that can be provided through the website, the better informed the public will be.

Vice Chair Treseder thanked Reveille for their work and their weekly director's update.

Director Castañeda also thanked Reveille for their incredible work product.

Director Kim requested additional information on their multi-cultural media and who attended that briefing. She requested the list of their multi-cultural media outlets especially the Korean and Chinese markets.

Action Taken:

Received and filed 2022 Marketing & Communications Recap and 2023 Preview.

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

Director of Communications & External Affairs Mosca provided a brief summary of this item.

Chair Jung stated that it is imperative to have timely and plenty of communication. He asked Director Mosca if a three-member team was enough staff to roll out the communication plan.

Director of Communications & External Affairs Mosca stated that he was in the process of recruiting a new member that would help the team. If after this new member was onboarded, he would be able to assess the need for additional team members.

Director Castañeda stated that he felt that the sponsorships with various stakeholders would only enhance those partnerships. He volunteered to assist in the creation of a robust strategic marketing plan. He also supported additional funding for the creation of a state-of-the-art video for marketing.

Vice Chair Treseder fully supported this item and asked the what the budget was for this item.

Director of Communications & External Affairs Mosca stated that the RFP would establish a fair market value for the scope of services for this item.

Director Kim would like to see in the plan how OCPA partnered with non-profit organizations and trusted partners. Creation of these partnerships was vital for OCPA.

Action Taken:

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)

Vice Chair Treseder stated that the annual energy use schedules needed to be updated per the rules of the JPA. She asked if the projected energy use data would change or hold steady for the entire year.

Director Castañeda stated his disdain for the use of power from the Irvine Board Members to control the OCPA Board of Directors and the Agency.

Chair Jung clarified that the weighted vote was used in other agencies he had served in. The agency was actively recruiting and could potentially send the wrong message if the Board did not allow new entities to have a vote.

Director Kim agreed and supported Chair Jung comments. She would also like to give the Board Members that are going above and beyond credit.

Acting General Counsel Norvell stated the requirements from the JPA, the deadline for the update was March 1st.

Director Castañeda appreciated the comments from Chair Jung and Director Kim on helping the smaller member agencies to feel heard. He stated he could support the item as procedural and requested that it be placed annually on the consent calendar at every February meeting.

Director Castañeda and Chair Treseder discussed with each other the issue of the weighted vote being requested on the agenda items.

ACTION

Vice Chair Treseder moved, seconded by Director Kim to:

As authorized by Section 3.9.3 of the Orange County Power Authority Joint Powers Agreement (JPA Agreement), (1) approve an adjustment to the actual use set of 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, and (3) Staff return at the April meeting an Amendment to the JPA.

The motion carried by the following vote:

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

2. CONSIDER DRAFT BYLAWS (Chair Jung)

ACTION

Director Kim moved, seconded by Director Castaneda to continue this item to the next meeting.

The motion carried by the following vote:

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

3. OVERVIEW OF POWER SOURCE ACCOUNTING (Director McKeon)

Consultant, Kirby Duxel from Pacific Energy Advisors provided a brief PowerPoint on this item.

Action Taken:

Receive and filed.

11. CLOSED SESSION

Recess to Closed Session

At 12:40 p.m., Chair Jung called on Counsel Norvell to recess the Board to closed session. Acting General Counsel Norvell announced the Board was recessing to closed session. The following Board Members were present: Castañeda, Kim, McKeon, Treseder, and Jung; Wagner was absent. Also present was Board Counsel Norvell.

1. PUBLIC EMPLOYEE APPOINTMENT

Pursuant to Government Code Section 54957

Title: Interim General Counsel

Reconvene

At 1:02 p.m., the Special Meeting of the Orange County Power Authority reconvened with the following present: Directors Castañeda, Kim, McKeon, Wagner, Treseder, and Jung.

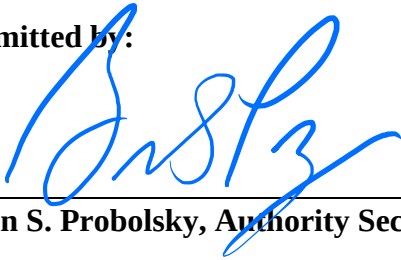
General Counsel Norvell reported out of Closed Session that Director Castaneda made the motion, seconded by Vice Chair Treseder to appoint Nicholas Norvell as interim General Counsel, the motion passed unanimously with Director Wagner absent.

Chair Jung reported that direction as given to staff to issue an RFP for general counsel services and that would be effective within a week.

12. ADJOURNMENT

There being no further business to come before the Board, Chair Jung adjourned the meeting at 1:03 p.m. The next OCPA Board of Directors Regular meeting will on March 15, 2023.

Submitted by:



Brian S. Probolsky, Authority Secretary