



**MINUTES
REGULAR MEETING
BOARD OF DIRECTORS
ORANGE COUNTY POWER AUTHORITY
Wednesday, April 19, 2023**

1. CALL TO ORDER

Chair Jung called to order the Regular Meeting of the Orange County Power Authority Board of Directors at 10:05 a.m. on Wednesday, April 19, 2023.

2. PLEDGE OF ALLEGIANCE

Chair Jung led the Pledge of Allegiance.

3. ROLL CALL

Present:	Director Donald P. Wagner	County of Orange
	Director Jose T. Castañeda	City of Buena Park
	Director Tammy Kim	City of Irvine
	Vice Chair Kathleen Treseder	City of Irvine
	Chair Fred Jung	City of Fullerton
Absent:	Director Casey McKeon	City of Huntington Beach

4. PUBLIC COMMENTS ON AGENDA ITEMS

The following spoke in public comments regarding April 19, 2023, agenda items:

Linda Kraemer
Jeremy Figueroa
Ayn Craciun

Director Wagner refuted the allegation of corruption from Ayn Craciun.

Doug Elliott

5. PUBLIC COMMENTS ON NON-AGENDA ITEMS

The following spoke in public comments regarding April 19, 2023, non-agenda items:

Linda Kraemer

6. DIRECTOR ANNOUNCEMENTS

Director Castañeda announced that on March 16-19 he attended the Civic Well Policymakers Conference for statewide leaders on sustainability and energy. At the March 28 Buena Park Council meeting, a presentation was received from Professor Dr. Mike Moodian on the OC Decathlon and requested that he come to present at a future Board meeting.

Director Castañeda requested the following items:

- Assign to the Community Advisory Committee to provide a recommendation to the Board on the first energy efficiency program.
- To have the Board discuss and identify an alternative energy storage policy or program with a potential partnership with universities such as UCI and Cal State Fullerton.

7. STAFF REPORT

CEO Probolsky submitted a written report to the Board. He further reported that staff had completed an additional five items from the Improvement Plan, which brings the total number completed to over 50%. He introduced Patty Cruz, the new Energy Programs Analyst. CEO Probolsky reported that the new hire for the Power Resources Director rescinded his acceptance of the position due to the criticism from the press on OCPA. He stated that staff would continue to work with this director or continue the search to hire for this position.

8. CLOSED SESSION

Recess to Closed Session

At 10:32 a.m., Chair Jung called on Interim General Counsel Norvell to recess the Board to closed session. Interim General Counsel Norvell announced the Board was recessing to closed session. The following Board Members were present: Castañeda, Kim, Wagner, Treseder, and Jung; McKeon was absent. Also present was Board Counsel Norvell.

1. PUBLIC EMPLOYEE DISCIPLINE/DISMISSAL/RELEASE

Requested by Vice Chair Treseder

Pursuant to Government Code Section §54957(b)(1)

2. PUBLIC EMPLOYEE APPOINTMENT

Requested by Vice Chair Treseder

Pursuant to Government Code Section §54957(b)(1)

Title: Acting Chief Executive Officer

3. PUBLIC EMPLOYEE PERFORMANCE EVALUATION

Requested by Director Castaneda

Pursuant to Government Code Section §54957(b)(1)

Title: Chief Executive Officer

4. PUBLIC EMPLOYEE APPOINTMENT

Pursuant to Government Code Section §54957(b)(1)

Title: General Counsel

Reconvene

At 12:39 p.m., the Regular Meeting of the Orange County Power Authority reconvened with the following present: Directors Castañeda, Kim, Wagner, Treseder, and Jung; McKeon was absent.

Interim General Counsel Norvell reported out of Closed Session that the Board met in Closed Session on Items 8.1 through 8.4 as listed on the agenda, action was taken as follows:

Item 8.1: Vice Chair Treseder made the motion, seconded by Director Castañeda to dismiss without cause Chief Executive Officer Probolsky effective May 30, 2023.

The motion carried by a 3-1-1 vote as follows:

Ayes: Vice Chair Treseder, Director Castañeda, Director Kim
Noes: Director Wagner
Abstain: Chair Jung
Absent: Director McKeon

Item 8.2: Director Castañeda made the motion, seconded by Vice Chair Treseder to appoint an Acting Chief Executive Officer as of June 1, 2023. The Board has identified an internal candidate and will be subject to acceptance by that person.

The motion carried by a 3-1-1 vote as follows:

Ayes: Vice Chair Treseder, Director Castañeda, Director Kim
Noes: Director Wagner
Abstain: Chair Jung
Absent: Director McKeon

Items 8.3 and 8.4: No reportable action taken by the Board.

Chair Jung thanked CEO Probolsky for getting the agency to where it was currently. He stated that Mr. Probolsky deserved much of the credit and further thanked him for stewarding that long. Chair Jung hoped that the action taken was not an exercise of futility.

9. CONSENT CALENDAR

ACTION

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

Approve all consent calendar items.

The motion carried unanimously by the following vote:

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

Noes: None
Absent: Director McKeon

1. MINUTES FOR THE REGULAR BOARD MEETING OF MARCH 15, 2023

Action Taken:

Approved as submitted.

2. LEGISLATIVE AND REGULATORY UPDATE

Action Taken:

Received and Filed.

3. RISK OVERSIGHT COMMITTEE UPDATE

Action Taken:

Received and Filed.

4. APPROVE ORANGE COUNTY POWER AUTHORITY'S POLICIES

Action Taken:

Approved the following Orange County Power Authority Policies:

- Policy Number 018: Investment Policy
- Policy Number 019: Reserve Policy
- Policy Number 020: Bad Debts and Delinquent Accounts Policy
- Policy Number 021: Rate Development Policy
- Policy Number 022: Member Information Sharing Policy

5. APPROVE AMENDMENT NO. 1 WITH ORANGE COUNTY PRINTING COMPANY FOR PRINTING AND MAILING SERVICES

Action Taken:

Approved Amendment No. 1 with Orange County Printing Company for printing and mailing services.

Director Wagner left the meeting at 12:41 p.m.

10. REGULAR CALENDAR

ITEM 10.2 WAS TAKEN OUT OF ORDER

2. RATIFY RATES EFFECTIVE APRIL 1, 2023

Chief Financial Officer (CFO) Law provided the summary for the presentation on this item.

Action Taken:

Director Castañeda made the motion, seconded by Vice Chair Treseder to ratify the rates effective April 1, 2023.

The motion carried unanimously by the following vote:

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

Noes: None

Absent: Director McKeon and Director Wagner

1. DEVELOPMENT OF ANNUAL BOARD OF DIRECTORS GOAL SETTING WORKSHOP

Director of Communications & External Affairs Mosca provided a summary of the presentation on this item.

Director Castañeda volunteered to work with staff and requested to have a location conducive to allow for nature integration.

Action Taken:

By Board consensus, the Board Workshop was set for June 16, 2023. Chair Jung appointed Vice Chair Treseder, Director Castañeda and himself to the ad hoc committee.

3. APPROVE LONG-TERM RENEWABLE POWER PURCHASE AGREEMENT WITH GRACE ORCHARD ENERGY CENTER, LLC

CEO Probolsky introduced Kirby Dusel, consultant from Pacific Energy Acquisitions and Glen Price, attorney from Best, Best & Krieger.

Mr. Dusel provided the summary for the presentation on this item.

Mr. Price also provided additional information on the credit requirements for the financing.

Action Taken:

Director Castañeda made the motion, seconded by Vice Chair Treseder to approve the Long-term Renewable Power Purchase Agreement with Grace Orchard Energy Center, LLC.

The motion carried unanimously by the following vote:

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

Noes: None

Absent: Director McKeon and Director Wagner

ITEM 10.7 WAS TAKEN OUT OF ORDER

7. COMMUNITY ADVISORY COMMITTEE UPDATE

Director of Communications & External Affairs Mosca introduced Community Advisory Committee Chair Neal.

Chair Neal provided the Board with an update on their April 17, 2023, meeting.

Chair Jung thanked Chair Neal for his volunteerism and service in the Community Advisory Committee. He appreciated Mr. Neal and everyone serving on the Committee.

Action Taken:

Received and Filed.

4. FISCAL YEAR 2023/2024 BUDGET FRAMEWORK

Chief Financial Officer Law provided a brief summary of the presentation for this item.

Chair Jung was happy that OCPA would be collaborating with other agencies on a benefit and compensation study. He further requested confirmation on whether the Agency can meet the 32% goal on the portfolio. Chair Jung also asked if the State's RA goal was reasonable. He further asked what the SCE comparable rate was to OCPA's 100% renewable energy.

CFO Law affirmed the attainment of the portfolio goal; the Board's approval of the NextEra Agreement helped this goal. She stated that CalCCA was helping the CCA's negotiate with the CPUC on that State's RA goal. CFO Law stated that SCE no longer offers 100% renewable to new customers; therefore, there is no comparable rate to OCPA currently.

Director Kim asked if there was a total cost for the 22 FTEs and their job descriptions.

CFO Law stated that staff would develop the cost information and the job descriptions and present them at the next budget meeting.

Director Castañeda was very excited about the opportunity to grow the team.

Action Taken:

Received and Filed.

5. CREATION OF BUDGET AD-HOC COMMITTEE FOR DEVELOPMENT OF FY2023/24 BUDGET

CFO Law stated that staff was requesting the creation of a temporary Budget Ad-Hoc committee related to the development of the 2023/2024 budget and 5-year projection.

Action Taken:

By Board consensus, Chair Jung appointed Directors Castañeda and Kim to a temporary ad-hoc advisory committee related to development of FY2023/24 Budget and 5-Year Projection.

6. WEIGHTED VOTING UNDER THE JOINT POWERS AGREEMENT

Interim General Counsel Norvell provided a brief summary, the background, and the requirements to change the current weighted vote on the JPA.

A Board discussion ensued, on the options to keep or to remove the weighted voting from the JPA.

Action Taken:

Director Kim made the motion, seconded by Vice Chair Treseder to remove the weighted voting under the OCPA Joint Powers Agreement.

The motion carried unanimously by the following vote:

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

Interim General Counsel Norvell provided the procedures to make the necessary changes to the JPA.

Director Castañeda requested several items to be come to the Board at future meetings as follows:

- Invite the OC Decathlon to make a presentation to the Board.
- Have the CAC make recommendations to the Board on new energy programs.
- The potential of an alternative energy storage partnership with UCI and Cal State Fullerton.

Director Castañeda thanked Chair Jung for his leadership and CEO Probolsky for his service to the Agency.

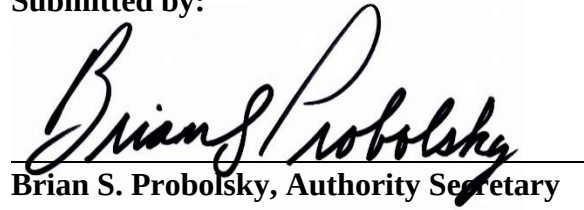
Chair Treseder stated that today's meeting had challenging decisions that were made; she appreciated the Board Members thoughtfulness and praised Chair Jung's leadership throughout his tenure as Chair. She appreciated and thanked Mr. Probolsky for his service and efforts in creating the OCPA. Vice Chair Treseder stated her optimism toward OCPA and was committed to support that the City of Irvine remain with OCPA.

Director Kim thanked Chair Jung for his leadership, and she was committed to stay with OCPA. She thanked CEO Probolsky for his hard work and dedication throughout his challenging tenure at OCPA.

11. ADJOURNMENT

There being no further business to come before the Board, Chair Jung adjourned the meeting at 1:37 p.m. The next OCPA Board of Directors Regular meeting will be on May 17, 2023.

Submitted by:

A handwritten signature in black ink, reading "Brian S. Probolsky", is written over a horizontal line. Below the line, the text "Brian S. Probolsky, Authority Secretary" is printed in a black, sans-serif font.

Brian S. Probolsky, Authority Secretary