



**MINUTES
REGULAR MEETING
BOARD OF DIRECTORS
ORANGE COUNTY POWER AUTHORITY**

Wednesday, May 17, 2023

1. CALL TO ORDER

Chair Jung called to order the Regular Meeting of the Orange County Power Authority Board of Directors at 10:07 a.m. on Wednesday, May 17, 2023.

2. PLEDGE OF ALLEGIANCE

Alt. Director Strickland led the Pledge of Allegiance.

3. ROLL CALL

Present:	Alt. Director Tony Strickland	City of Huntington Beach
	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 Donald P. Wagner	County of Orange

4. PUBLIC COMMENTS ON AGENDA ITEMS

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

Ayn Craciun
Linda Kraemer

5. PUBLIC COMMENTS ON NON-AGENDA ITEMS

The following spoke in public comments regarding May 17, 2023, non-agenda items:

Danny Gray
Kent Morris
Dee Fox
Linda Kraemer

Chair Jung addressed the public comments and referred them to their Council Members.

CEO Probolsky stated that the unredacted power contracts have been shared with the member cities and it is not best practice or not a practice from any CCA to release the unredacted contracts to the public due to the impact on creating an unfair and unbalanced marketplace.

CFO Law restated that Southern California Edison does not have the capacity to offer the green rates to new customers. Edison's recent JRM and website no longer list their green rates.

STAFF REPORT WAS TAKEN OUT OF ORDER

7. STAFF REPORT

CEO Probolsky submitted a written report to the Board. He reminded them of the Board adopted rate change that would take effect on June 1, 2023. He further reported that there are several open recruitments and RFPs and encouraged the public to look on the OCPA website for this information. The open positions are the Chief Operating Officer, Power Resources Director, Energy Contracts & Compliance Analyst, Human Resources Generalist, and IT Specialist.

6. DIRECTOR ANNOUNCEMENTS

Director Castañeda attended the Advanced Clean Transportation Expo, learned of the many opportunities that CCAs had to lead in that field. He stated that Buena Park seemed to be full speed ahead on all things sustainability.

Director Kim thanked the OCPA staff for attending and working in the Irvine Korean Festival. She restated her commitment to OCPA.

Vice Chair Treseder addressed the public comment that the unredacted power agreements have been provided to her and the City of Irvine. The city staff is reviewing the agreements and she can confirm that OCPA is purchasing renewable power.

Alt. Director Strickland reported that at the City of Huntington Beach City Council meeting last night they had voted to withdraw from OCPA and that the notice of withdrawal from the City Manager and City Attorney would follow.

THE CLOSED SESSION ITEM WAS MOVED TO THE END AFTER THE REGULAR CALENDAR.

9. CONSENT CALENDAR

Director Kim removed agenda Item 9.5 for separate discussion.

ACTION

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

Approve consent calendar items 9.1 – 9.4. and 9.6 – 9.7.

The motion carried unanimously by the following 5-0 vote:

Ayes: Chair Jung, Vice Chair Treseder, Director Kim,
Director Castañeda, Alt. Director Strickland
Noes: None
Absent: Director Wagner

1. MINUTES FOR THE REGULAR BOARD MEETING OF APRIL 19, 2023

Action Taken:

Approved as submitted.

2. APPROVE REVISED COMMUNITY ADVISORY COMMITTEE PURPOSE & SCOPE AND MEMBERSHIP CRITERIA

Action Taken:

Approved the revised Committee Purpose & Scope and Membership Criteria.

3. TREASURER'S REPORT – FISCAL YEAR ENDED MARCH 31, 2023 AND Q1 2023 CHECK REGISTER

Action Taken:

Received and filed.

4. APPROVE OCPA POLICIES AND POLICY UPDATES

Action Taken:

1. Approved Amendments to Policy No. 5, Board of Directors' Compensation and Expense Reimbursement Policy
2. Adopted Policy No. 23, Changes to Default Rate Product Policy

5. PUBLIC RECORDS ACT REPORT

General Counsel Norvell provided a brief summary of this item.

Director Kim asked the status of acquiring computer software to assist with the Public Records Act Requests processing.

General Counsel Norvell stated that the PRA item from the State Auditor's report is slated to be completed by the end of year in December.

CEO Probolsky affirmed that staff is currently reviewing available systems that are available for this process to ensure completion by the end of December 2023.

Action Taken:

Received and filed.

6. CALIFORNIA ENERGY COMMISSION LOAD MANAGEMENT STANDARDS COMPLIANCE EXTENSION REQUEST

Action Taken:

Authorized OCPA staff to submit an extension request to the California Energy Commission to meet its Load Management Standards compliance obligations.

7. CONSIDER FOURTH AMENDMENT TO JOINT POWERS AGREEMENT

Action Taken:

1. Reviewed draft Fourth Amendment to Joint Powers Agreement removing weighted voting provisions and related exhibits.
2. Directed staff to provide Member Agencies with a copy of the proposed Fourth Amendment and placed Fourth Amendment on a future agenda for final approval.

10. REGULAR CALENDAR

1. COMMUNITY ADVISORY COMMITTEE UPDATE

Business Relationship Manager Warner provided the Board with an update on the May 8, 2023, Community Advisory Committee meeting.

Chair Jung requested information on any vacancies and the member attendance.

Director of Communications & External Affairs Mosca stated that there was one vacancy from the City of Fullerton and the Committee has been meeting quorum.

Director Castañeda requested on behalf of their representative a provision of reimbursement or stipend for their participation. He requested that this discussion be placed on a future agenda.

Chair Jung stated that he encourages its members to view their service as volunteerism.

Action Taken:

Received and filed.

2. APPOINT INTERIM CEO AND APPROVE EMPLOYMENT AGREEMENT; UPDATE CHECK SIGNATORIES

General Counsel Norvell provided a verbal summary of this item for the record.

Chair Jung asked if the Interim CEO salary was high than the existing CEO.

General Counsel Norvell affirmed a higher salary for the Interim CEO of \$255,000 from the existing CEO of \$239,000.

Director Castañeda stated that the salary was the current market value for the position.

Alt. Director Strickland requested confirmation that the current CEO will be employed until the end of May.

General Counsel Norvell affirmed the last day of the current CEO was the end of May.

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

1. Adopt Resolution No. 2023-03 appointing Joseph Mosca as Interim Chief Executive Officer effective June 1, 2023, and approving execution of an Employment Agreement with Mr. Mosca in substantially the form attached hereto, with non-substantive revisions approved by the Chair and reviewed and approved as to form by the Interim General Counsel.
2. Adopt Resolution No. 2023-04 designating authorized representatives to sign checks and other disbursements.

The motion carried unanimously by the following 5-0 vote:

Ayes:	Chair Jung, Vice Chair Treseder, Director Kim, Director Castañeda, Alt. Director Strickland
Noes:	None
Absent:	Director Wagner

3. APPROVE BYLAWS AND THIRD AMENDMENT TO JOINT POWERS AGREEMENT AND APPOINT A SECRETARY

General Counsel Norvell provided a brief summary of this item.

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

1. Approve Bylaws and Third Amendment to Joint Powers Agreement.

2. Adopt Resolution No. 2023-05 Appointing Pat Jacquez-Nares as OCPA Secretary.

The motion carried unanimously by the following 5-0 vote:

Ayes:	Chair Jung, Vice Chair Treseder, Director Kim, Director Castañeda, Alt. Director Strickland
Noes:	None
Absent:	Director Wagner

4. MARKETING, COMMUNICATIONS, STRATEGY, PUBLIC ENGAGEMENT, DIGITAL AND GRAPHIC DESIGN CONTRACT

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

Chair Jung asked what determined the point scale and did all of the firms have CCA experience. He also inquired about the amount listed on the staff report of 1.7 million and the presentation was 1.5 million.

Director of Communications & External Affairs Mosca stated that the point system was dictated by the RFP, not all firms had CCA experience and that the correct amount on the contract was 1.5 million.

Vice Chair Treseder asked who the raters for the RFP were, what was the difference between the cost for both Reveille and Wicked Bionic. The score for Reveille and Wicked Bionic were very similar and Wicked Bionic cost was lower. Due to the changes that the Board would like to implement, she believed that a fresh start was warranted due to Reveille being part of the issues with the audits and what the Board would like to improve.

Director of Communications & External Affairs Mosca stated the raters were himself and the current CEO, Brian Probolsky. He further stated that Reveille provided the most comprehensive proposal and knows OCPA the best. He fully supported awarding the contract to Reveille.

Management Analyst Halligan confirmed that Reveille was the most expensive, Wicked Bionic came in second and We the Creative came in third.

Director Castañeda stated that Reveille was working with the City of Buena Park and played a key role in a volatile project for them. He supported Reveille's work product and their ability to serve OCPA.

Director Kim asked the rating criteria for rating all the vendors on ethnic media relations and exiting relationships that they already have. What was asked to all of the vendors on ethnic media relations? Director Kim was deeply concerned that

many vendors state they have ethnic media relations when in fact they do not. She requested specific line items that would show true dedication to ethnic media relations, who the contacts are, the translations services used, and the portfolio of what was done.

Brenda Springer, CEO, Reveille, stated that they worked with Susana Choi. She stated that they can provide a list of all the media that was contacted and the language that the information was provided.

Director Kim stated that she knew for a fact that both Chinese and Korean medias had not been reached out to on all matters OCPA by Reveille, because she was doing this outreach herself.

Chair Treseder stated that she has not seen any messaging on OCPA's point of view and the criticisms from the public on the lack of information being provided to the public. What was the reason for not providing this information.

Brenda Springer stated that she would defer to Mr. Mosca and Mr. Probolsky on that; however, as a consultant we only advise and provide best practice recommendations, ultimately the client makes those decisions. Both Mr. Mosca and Mr. Probolsky make the organization's strategic decisions they would like to have implemented. Best practices information was presented to Mr. Probolsky and the previous Board of Directors; however, they chose what was to be implemented. With the hiring of Mr. Mosca, our company could now be used to its full capacity. She stated that now with Mr. Mosca's leadership they would be able to meet their needs.

Vice Chair Treseder requested clarification on what Ms. Springer said, that they provided recommendations and that the OCPA staff and former Board did not follow or allow those recommendations.

Chair Jung stated that on the marketing execution it is fair to bring the onus to Reveille. The marketing plan was the responsibility of the previous Board of which he was the only existing seated member, and he took responsibility for the criticism received on that. He further stated that no one had anticipated the kind of negativity that would be associated with the launching of this organization. Another factor was that OCPA had only two employees for their first year. The Board Members needed to understand as a Board what their priorities were now and who was the best amongst these vendors to implement those priorities.

Vice Chair Treseder was not happy with what Reveille had done, so she could not see their work merited them having an additional contract.

Director Castañeda stated that the marketing focus was not placed on the person paying the bills but on the social media generation.

Chair Jung stated that the Board could invite Wicked Bionic here to present their plan.

Director Kim stated that she would take Chair Jung's offer and join the Marketing Committee.

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

1. Approve a six-month Contract with Reveille for Marketing, Communications, Strategy, Public Engagement, Digital, and Graphic Design not to exceed \$750,000.
2. Authorize the Chief Executive Officer or delegated staff to negotiate, finalize, and execute the contract for Marketing, Communications, Strategy, Public Engagement, Digital, and Graphic Design.

The motion carried by the following 4-0-1 vote:

Ayes:	Chair Jung, Vice Chair Treseder, Director Kim, Director Castañeda
Noes:	None
Abstain:	Alt. Director Strickland
Absent:	Director Wagner

5. ENERGY EFFICIENCY PROGRAM UPDATE

Management Analyst Halligan provided a brief summary of the presentation on this item.

Chair Jung requested clarification on the award and implementation of the EV Chargers with the member cities if one had already withdrawn from the JPA. Requested for the public the definition of disadvantaged communities.

Management Analyst Halligan stated that the locations provided on the applications could be changed. The equitable division of the locations amongst the members cities can be obtained with Board approval. The grant has a lot of flexibility. There are several meanings depending on the funding sources for the grants, state or federal.

Director Kim requested clarification on the methodology for establishing disadvantaged communities.

Management Analyst Halligan stated that Cal Enviro Screen would be used for the disadvantaged communities information.

Director Castañeda has information on disadvantaged communities. Requested to have a presentation from the Sustainability Decathlon representatives at a future Board meeting.

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

1. Receive the program update.
2. Approve Bright Future Grant Program Guidelines and authorize CEO to award and execute grant agreements Bright Future Grants.

The motion carried unanimously by the following 5-0 vote:

Ayes:	Chair Jung, Vice Chair Treseder, Director Kim, Director Castañeda, Alt. Director Strickland
Noes:	None
Absent:	Director Wagner

**6. DISCUSSION OF AN AMENDMENT TO THE JPA REQUIRING THE PUBLISHING OF OCPA'S CHECK REGISTER
Requested by Vice Chair Kathleen Treseder**

Chair Jung stated that this item can be done by the Board giving staff directions.

CFO Law stated that other Agency reports were done on a quarterly basis and requested to add this one that that quarterly cycle.

8. CLOSED SESSION

Recess to Closed Session

At 12:07 p.m., Chair Jung called on General Counsel Norvell to recess the Board to closed session. General Counsel Norvell announced the Board was recessing to closed session. The following Board Members were present: Castañeda, Kim, Strickland, Treseder, and Jung; Wagner was absent. Also present was Board Counsel Norvell.

1. CONFERENCE WITH LEGAL COUNSEL – ANTICIPATED LITIGATION

Significant exposure to litigation pursuant to Government Code § 54956.9(d)(2):
One (1) potential case

Reconvene

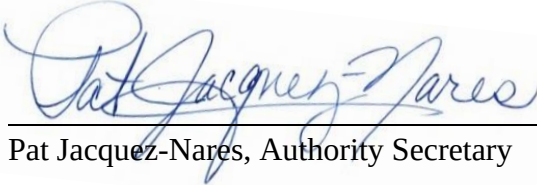
At 12:27 p.m., the Meeting of the Orange County Power Authority reconvened with the following present: Directors Castañeda, Kim, Strickland, Treseder, and Jung.

General Counsel Norvell reported out of Closed Session that the Board met in Closed Session to discuss Item 8.1 as listed on the agenda and there was no reportable action taken.

11. ADJOURNMENT

There being no further business to come before the Board, Chair Jung adjourned the May 17, 2023, Orange County Power Authority Board Regular meeting at 12:27 p.m.

Submitted by:



Pat Jacquez-Nares, Authority Secretary