

**GOLDEN VALLEY ELECTRIC ASSOCIATION, INC.
BOARD OF DIRECTORS'
MEETING MINUTES**

**MAY 26, 2009
Fairbanks, Alaska**

Board Members Present:

Bill Nordmark, Chairman; Dan Osborne, Vice Chairman; Bill Digan, Secretary; Rick Schikora, Treasurer; Ron Bergh; Tom DeLong and John Sloan

Employees, Members and Guests Present:

Brian Newton, President & Chief Executive Officer; Cory Borgeson, Local General Counsel; Tom Hartnell, Vice President Administrative Services; Kate Lamal Vice President Power Supply; Jeff Yauney, Vice President Computing & Network Services; Mike Wright, Vice President Transmission & Distribution; Corinne Bradish, Public Relations Officer; Susan Redlin, Executive Administrative Assistant; Crystal Enkvist, Alaska Power Association; Mary Schonberger, Alaska Power Association; Dave Murrow, Murrow Media, Inc.; Gary Newman, District 4 and Glenn Shaw, District 5.

Call to Order

Chairman Nordmark called the meeting to order at 6:00 p.m. A quorum was present.

Approval of the Agenda and Adoption of the Consent Agenda

Mr. Sloan moved to approve the Agenda and adopt the Consent Agenda. Mr. Digan seconded the motion.

Mr. Schikora moved to amend the Consent Agenda by removing Item 3b, Approve the Safety Director's April 2009 Report. Mr. Digan seconded the motion; motion carried.

The motion as amended carried.

The Consent Agenda approved:

- The April 20, 2009 Regular Board Meeting Minutes
- Letting the record reflect that the Board reviewed the First Quarter 2009 Board/CEO Expenses

Approve the Safety Director's March 2009 Report

Mr. Schikora moved to approve the Safety Director's April 2009 Report. Mr. Bergh seconded the motion. Following comments and questions, the motion carried.

Member Comments

Mr. Newman commented on the proposed Tri-Valley Bylaws and his views regarding GVEA's interests to get HCCP restarted.

Mr. Shaw commented on GVEA's practices of collecting deposits on Between Tenant Agreements and his views on the experimental Prepaid Meter Pilot Project filed with the RCA.

Member Advisory Committee (MAC) Report

Mrs. Mauer was not present, so the item was postponed until later in the meeting.

Approve MAC Recommendations: Appoint Election Judges for Counting Ballots: District 4 and 7 Board of Director Elections

This item was also postponed to later in the meeting.

Appoint Representative to the ARECA Insurance Exchange Board of Trustees

Mr. Osborne moved to appoint Mr. Nordmark to represent GVEA on the ARECA Insurance Exchange Board of Trustees. Mr. Sloan seconded the motion; motion carried.

President's Report

Mr. Newton's report included updates on the 2008 Electric Rate Study Filing with the RCA; the Regional Integrated Resources Plan (RIRP); the 2009 NRECA Legislative Conference; the RCA informational docket on natural gas; the concept of a RUS Blended TIER; legislative and RCA issues; the in-state pipeline; HCCP; GVEA's First Place Award from NWPPA for Systems with 500,000 to 1,000,000 hours without a recordable injury/illness; the new COPA rate of \$.02409 effective June 1, 2009; and the posting of the 2008 Annual Meeting member comments.

Break

Chairman Nordmark called for a break at 7:10 p.m. The meeting resumed at 7:21 p.m.

Budget Adjustment

Mr. Bergh moved to approve the HCCP budget adjustment in the amount of \$100,000. Mr. Digan seconded the motion.

Mr. DeLong moved to postpone the approval of the HCCP budget adjustment item until the June 2009 board meeting. Mr. Sloan seconded the motion.

Following discussion, Mr. DeLong and Mr. Sloan agreed to amend the motion by postponing the budget adjustment item until after Executive Session. The motion passed. The item was postponed until later in the meeting.

Executive Session

At 7:34 p.m., Mr. Bergh moved to convene into Executive Session to discuss legal and financial issues (HCCP and on-going litigation) the immediate knowledge of which could have an adverse impact on the Association. Mr. Osborne seconded the motion; motion carried.

At 9:22 p.m., Mr. Sloan moved to come out of Executive Session. Mr. Osborne seconded the motion; motion carried.

Budget Adjustment

Mr. Bergh moved to approve the proposed HCCP budget adjustment in the amount of \$100,000. Mr. Digan seconded the motion; motion carried. Mr. DeLong requested that his negative vote be recorded into the minutes.

Member Advisory Committee (MAC) Report

There was no MAC representative report.

Approve MAC Recommendations: Appoint Election Judges for Counting Ballots: District 4 and 7 Board of Director Elections

Mr. Bergh moved to approve the Member Advisory Committee recommendations to appoint the following to serve as election judges for counting ballots for District 4 and District 7 board of director elections on June 9: Monica Apfelbeck; Debra DeLong; Anne Mauer; Gary Pedretty; Dan Swift; Paul A. Tritt, Jr.; Ruth Knapman (alternate) and Glenn Shaw (alternate). Mr. Osborne seconded the motion; motion carried. (Chairman Nordmark and Mr. Digan abstained from the vote.)

- Chairman Nordmark appointed Mr. Schikora and Mr. Sloan as board representatives at the ballot counting.

Director/Chair Reports

- **MAC Report:** Mr. Schikora gave a report on the MAC Meeting that was held on May 13, 2009.
- **ARECA Insurance Management Board:** Mr. Schikora gave an update on the ARECA Insurance Management Board Meeting that was held on May 13, 2009.
- **GRETC:** Mr. Schikora and Mr. DeLong gave an update on Greater Railbelt Energy and Transmission Corporation (GRETC) Task Force Meeting that was held on May 12.

Director Comments

Mr. Schikora reported that he was elected president of the North Star Council on Aging.

Mr. DeLong said that he ran to get on the GVEA board of directors to promote board transparency and believes that all individual votes should be recorded.

Mr. Bergh thanked Mr. Hartnell and Mr. Yauney for their dedication and hard work for AlasConnect.

Mr. Osborne expressed his dismay that the Senate Special Committee on Energy hearing was being held on the same night as the GVEA board meeting.

Mr. Sloan said that he is looking forward to October 2009 GVEA board meeting that will be held in Delta.

Chairman Nordmark said that Mr. Schikora, Treasurer of the Board, will be reviewing future board expense statements and quarterly reporting statements. He also requested that the Administrative Committee incorporate this task into policy regarding the treasurer's duties.

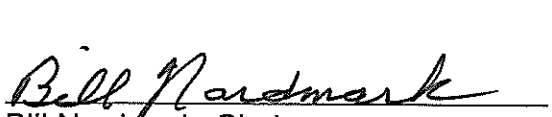
Chairman Nordmark reported on the public meeting that was held in Healy on May 14. He said that Mr. Newton gave an excellent presentation on HCCP and that the meeting was well received.


TRI-VALLEY ELECTRIC COOPERATIVE BOARD MEETING

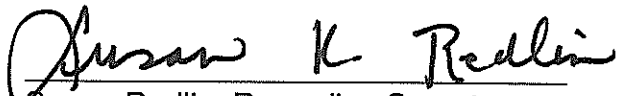
The Tri-Valley Electric Cooperative Board Meeting was not held as there was no pressing business to conduct.

Adjournment

There being no further business to come before the Board, Mr. Bergh moved to adjourn the meeting. Mr. Sloan seconded the motion; motion carried. Chairman Nordmark declared the meeting adjourned at 10 p.m.


Bill Nordmark, Chairman


Secretary, William D. Digan


Susan Redlin, Recording Secretary