

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

**November 23, 2020
Fairbanks, Alaska**

	<p>The Regular Meeting of the Board of Directors of Golden Valley Electric Association, Inc. was held on November 23, 2020 in the Employee/Board Meeting Room located in the Operations Building. Due to COVID-19 and the need for social distancing, the meeting was closed to the public; however, members were invited to attend via web conference. Board members and most staff members participated via web conference.</p>
<p>PRESENT</p>	<p><u>Directors:</u> Tom DeLong, Chairman; John Sloan, Vice Chairman; Dave Messier, Treasurer; Gary Newman, Secretary; Chris Bunch, Rick Solie and Brad Benson.</p> <p><u>Staff:</u> John Burns, President & CEO and Cori Taylor, Administrative Assistant, Executive Office (<i>in-person</i>). Ron Woolf, Vice President Finance & CFO; Monica Grassi, Vice President Member Services; Frank Perkins, Vice President Power Supply; Nathan Minnema, Director of Engineering Services; Josh Davis, Director of Operations; Kathryn Strle, Treasury Manager; Ehren Schachle, Administrative Operations Manager; Melissa Connor, Member Services Manager; Naomi Morton Knight, Environmental Officer; Pete Sarauer, Power Systems Manager and Daniel Heckman, Regulatory Analyst (<i>via web conference</i>).</p> <p><u>Contractors:</u> Shane Callahan, AlasConnect (<i>in-person</i>).</p> <p><u>Members:</u> District 1: Patricia Rivera District 2: Lisa Baraff, Michael Craft and Richard Theilmann District 4: Patrice Lee and James Schwarber District 7: Kirk Martakis</p> <p><u>Guests:</u> Richard Storm, Innovative Combustion Technologies, Inc.</p>
<p>CALL TO ORDER</p>	<p>Chairman DeLong called the meeting to order at 4:30 p.m.</p>
<p>EXECUTIVE SESSION</p>	<p>At 4:31 p.m., without objection, the board convened into executive session to discuss certain legal and financial issues (Catalytic Bag House; Healy Update/Generation Issues, October 2020 Power Supply Report, COVID Update,</p>

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EXECUTIVE SESSION (CONTINUED)	<p>Renewable RFP, Railbelt Reliability Council/Implementation Committee Update; Annual Lease Review and Attorneys' Reports), the immediate knowledge of which could have an adverse impact on GVEA.</p> <p>At 6:30 p.m., Mr. Messier moved to come out of executive session. Mr. Newman seconded the motion. The motion passed.</p>
OPEN SESSION	<p>At 6:35 p.m., the board convened into open session. Members joined the meeting via web conference.</p>
SAFETY MOMENT	<p>Mr. Newman spoke about the rise in COVID cases and personal responsibility to social distance and encouraged everyone to be safe and responsible during the holidays.</p>
PRESENTATION: BESS AND EV CHARGER UPDATES	<p>Mr. Minnema gave a presentation entitled "BESS and EV Charger Updates". The board asked several questions, which Mr. Minnema answered.</p>
MEMBER COMMENTS	<p>Mr. Martakis congratulated Brad Benson on his appointment to the board and expressed his support for electric vehicles (EV's) and public charging stations.</p> <p>Ms. Lee said she appreciated the timeliness of the BESS and EV Charger presentation and suggested the Interior create a compressive energy plan.</p> <p>Mr. Craft commented on the BESS and EV Charger presentation and spoke about the many challenges facing the Fairbanks community.</p>
MAC REPORT	<p>Mr. Theilmann reported on the November 11, 2020 MAC Meeting.</p>
APPROVAL OF THE AGENDA AND ADOPTION OF THE CONSENT AGENDA	<p>Mr. Sloan moved to approve the Agenda and adopt the Consent Agenda. Mr. Messier seconded the motion. The motion passed.</p> <p>The Consent Agenda included:</p> <ul style="list-style-type: none"> • Approval of the October 26, 2020 Regular Board Meeting Minutes.

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<p>APPROVE RESOLUTION NO. 112-20: EARLY RETIREMENT OF CAPITAL CREDITS</p>	<p>Chairman DeLong introduced Resolution No. 112-20:</p> <p style="text-align:center">EARLY RETIREMENT OF CAPITAL CREDITS</p> <p>WHEREAS, the Golden Valley Electric Association, Inc. (GVEA) Board has determined that the financial condition of GVEA will not be impaired, nor will the terms of GVEA's mortgage with RUS or the terms with GVEA's obligations with other lenders be impaired by making early capital credit retirements; and</p> <p>WHEREAS, GVEA's 2021 Approved Budget designates \$5,800,000 for Capital Credit Retirements; and,</p> <p>WHEREAS, Policy 5.3 (G) allows early retirement of Capital Credits for 1) those of voluntarily dissolved corporations that have been duly documented by the appropriate state authority and that have been offered by the president of the corporation or other authorized official or successor for the corporation; 2) those of corporations which have been duly liquidated through the federal bankruptcy laws and which have an appropriate order of the bankruptcy court that effectively discharges the corporation of its debts and permits the assignment of the liquidated corporation's capital credits; 3) those of members' purchasing power under a non-firm purchase agreement; 4) any member whose delinquency in paying their utility bill has caused the Association to discontinue electric service to that member; or 5) any member who has terminated their membership with the Association and who desires to retire their capital credits at the discount rate in effect at that time.</p> <p>NOW THEREFORE, BE IT RESOLVED, by the Board of Directors of GVEA that up to \$900,000 of the approved 2021 capital credit budget shall be authorized for early discounting and retirement of Capital Credits to: 1) those of voluntarily dissolved corporations that have been duly documented by the appropriate state authority and that have been offered by the president of the corporation or other authorized official or successor of the corporation; 2) those of corporations which have been duly liquidated through the federal bankruptcy laws and which have an appropriate order of the bankruptcy court that effectively discharges the corporation of its debts and permits the assignment of the liquidated corporation's capital credits; 3) those of members' purchasing power from GVEA under a non-firm purchase agreement; 4) satisfy (fully or partially), the outstanding debt owed by disconnected former members to GVEA (in excess of 90 days); and, 5) any member who has terminated their membership with the Association and who desires to retire their capital credits at the discount rate in effect at that time.</p> <p>Mr. Newman moved to approve Resolution No.112-20. Mr. Bunch seconded the motion. Following discussion, the motion passed.</p>
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<p>REVIEW SAFETY OFFICER'S OCTOBER, 2020 REPORT</p>	<p>Mr. Bunch moved to let the record reflect that the board reviewed the Safety Officer's October 2020 Report. Mr. Sloan seconded the motion. Following discussion, the motion passed.</p>
<p>APPROVE BOARD MEETING DATES</p>	<p>Mr. Bunch moved to approve the 2021 board meeting dates. Mr. Solie seconded the motion. Following discussion, the motion passed.</p>
<p>APPROVE NOMINATING COMMITTEE APPLICANTS FOR DISTRICTS 4 AND 7</p>	<p>Mr. Sloan moved to approve the Nominating Committee applicants for Districts 4 and 7:</p> <p><u>District 4:</u> Katrina Abramowicz; Mikki Barker; David Fordstrom; Karyn Janssen; Ruth Knapman; Angela Ritchie and Sue Sherif.</p> <p><u>District 7:</u> Katherine Hennigan; Terry Hinman; John Kelleher and Joseph Pieschl.</p> <p>Mr. Messier seconded the motion. Following discussion the motion passed.</p> <p>Mr. Newman and Mr. Benson abstained from the vote based on the fact that their respective board seats are the two that are up for election.</p>
<p>ON-GOING REPORTS</p>	<p>ALASKA POWER ASSOCIATION REPORT – Mr. Sloan reported on the November 5, 2020 Alaska Power Association Board of Directors Meeting.</p> <p>ARECA EDUCATIONAL FOUNDATION REPORT – Mr. Solie reported on the November 3, 2020 ARECA Educational Foundation Membership Meeting.</p> <p>ARECA INSURANCE EXCHANGE REPORT – Mr. Messier reported on the November 3, 2020 ARECA Insurance Exchange Board of Trustees Annual Meeting.</p> <p>ALASKA RAILBELT COOPERATIVE TRANSMISSION & ELECTRIC COMPANY (ARCTEC) REPORT – Chairman DeLong reported that ARCTEC through its consultant is interviewing Directors/CEO's in conjunction with ARCTEC's upcoming strategic planning sessions that are scheduled for December 10, 2020 and again in mid-January.</p>

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<p>EXTEND THE MEETING</p> <p>ONGOING REPORTS (CONTINUED)</p>	<p>At 8 p.m., Chairman DeLong extended the meeting to 8:30 p.m.</p> <p>MAC REPORT – Mr. Sloan reported on the November 11, 2020 MAC Meeting.</p> <p>NRECA DIRECTOR ADVISORY GROUP (DAG) – Mr. Newman reported on the October 27, 2020 NRECA DAG Meeting and the October 29-30, 2020 NRECA course pilot testing.</p>
<p>MANAGEMENT REPORTS</p>	<p>SNAP SUMMARY – The October 2020 SNAP Summary was included in the board packet.</p> <p>FINANCIAL REPORTS/FORM 7 – The October 2020 Form 7 was included in the board packet.</p> <p>PROGRESS REPORTS – The board asked questions regarding progress reports included in the board packet, which Mr. Burns and staff answered.</p>
<p>DIRECTOR COMMENTS</p>	<p>Mr. Bunch said he appreciated Mr. Burns contacting the board in advance of board meetings and suggested laying out an agenda for strategic planning during a future executive session.</p> <p>Mr. Benson thanked Mr. Minnema for the BESS and EV presentation and Mr. Burns for reaching out before the board meeting.</p> <p>Mr. Solie echoed the previous director's comments, mentioned SB193 on electric utility liability, said he was encouraged that one of the new legislators is a cooperative member, and that the first online ARECA Educational Foundation auction raised \$7200.</p> <p>Mr. Newman thanked Mr. Solie for the ARECA report, mentioned a recent National Rural Electric Cooperative Association (NRECA) webinar and spoke about engaging local lawmakers. He also commented on the Ft. Wainwright Environmental Impact Study and recent nuclear energy presentations given by the Alaska Center for Energy and Power and recognized the work that went into creating the GVEA 75th anniversary calendar.</p>

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DIRECTOR COMMENTS (CONTINUED)	<p>Mr. DeLong summarized a NRECA video on board micro-managing and suggested board members send in written reports when attending trade association meetings. He also applauded Director Newman for submitting written reports for trade association meetings and tasked the Board Administrative Committee with creating a reporting template.</p> <p>Mr. Messier said he appreciated the presentations and would like to see Railbelt Reliability Council updates as part of executive sessions in the future.</p>
ADJOURNMENT	At 8:25 p.m., without objection, Chairman DeLong declared the meeting adjourned.

12-16-2020


Tom DeLong, Chairman



Gary Newman, Secretary



Cori Taylor, Recording Secretary