

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

**March 22, 2021
Fairbanks, Alaska**

	The Regular Meeting of the Board of Directors of Golden Valley Electric Association, Inc. was held on March 22, 2021. Due to COVID-19 and the need for social distancing, the meeting was held virtually.
PRESENT	<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; Ron Woolf, Chief Financial Officer; Frank Perkins, Vice President Power Supply; Naomi Morton Knight, Acting Director of Engineering Services; Josh Davis, Director of Operations; Abbigail Dillard, Acting Director of Member Services; Reagan Russell, Director of Human Resources; Sarah Villalon, Controller; Kathryn Strle, Treasury Manager; Meadow Bailey, Director of External Affairs/Public Relations; Melisa Connor, Member Services Manager; Daniel Heckman, Regulatory Specialist and Susan Redlin, Executive Administrative Assistant.</p> <p><u>Members:</u> District 2: Mike Craft and Mike Musick. District 4: James Schwarber. District 5: Gary Tyndall. District 6: Bobbie Ortiz.</p> <p><u>Contractor:</u> Shane Callahan, Ampersand.</p>
CALL TO ORDER	Chairman DeLong called the meeting to order at 4:30 p.m.
EXECUTIVE SESSION	<p>At 4:31 p.m., Mr. Sloan moved to convene into executive session to discuss certain legal and financial issues (Financial Update, COVID Update, February 2021 Power Supply Report and Attorney Reports), the immediate knowledge of which could have adverse impacts on GVEA. Mr. Newman seconded the motion. The motion passed.</p> <p>At 6:02 p.m., Mr. Newman moved to come out of executive session. Mr. Solie seconded the motion. The motion passed.</p>
BREAK	Chairman DeLong declared a 28 minute break.
OPEN SESSION	At 6:30 p.m., the board convened into open session; members, staff (Strle, Connor and Heckman) and a contractor joined the meeting.

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SAFETY MOMENT	Mr. Messier gave tips for safely removing snow from rooftops.
EDUCATIONAL PRESENTATIONS MEMBER COMMENTS MEMBER ADVISORY COMMITTEE (MAC) REPORT	<p><u>TextPower Presentation</u> Ms. Dillard gave a PowerPoint presentation entitled "TextPower". (<i>TextPower is a multifaceted text-message-based electric outage reporting system.</i>) The board asked questions regarding the presentation, which Ms. Dillard answered</p> <p><u>GVEA Communication Strategy Presentation</u> Ms. Bailey gave a PowerPoint presentation entitled "GVEA Communication Strategy." The board asked questions regarding the presentation, which Ms. Bailey answered.</p> <p><u>Member Comments</u> There were no member comments.</p> <p><u>MAC Report</u> Ms. Ortiz reported on the March 10, 2021 MAC Meeting.</p>
APPROVAL OF THE AGENDA AND ADOPTION OF THE CONSENT AGENDA	<p>Mr. Newman moved to approve the Agenda and adopt the Consent Agenda. Mr. Sloan seconded the motion. The motion passed.</p> <p>The Consent Agenda included:</p> <ul style="list-style-type: none"> • Approval of the February 17 and 18, 2021 Special Board Meeting Minutes. • Approval of the February 22, 2021 Regular Board Meeting Minutes. • Review of the Safety Compliance Officer's February 2021 Report.
ADMINISTRATIVE COMMITTEE MEETING RECOMMENDATION	<p>Mr. Newman, Chairman of the board's Administrative Committee, reported that the committee met on February 17, 2021. At that meeting, the Committee moved to recommend that the board approve updates to Board Policy 2.4: Board Meetings.</p> <p>As Chairman of the Administrative Committee, Mr. Newman moved to approve updates to Policy 2.4 as follows:</p> <p style="text-align: center;"><u>BOARD MEETINGS</u></p> <p>I. <u>OBJECTIVE</u> To establish a regular meeting date for the Board and to set forth the guidelines for conduct of the meeting.</p>

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ADMINISTRATIVE COMMITTEE MEETING RECOMMENDATION (Continued)	<p>II. <u>POLICY</u></p> <p>A. Board meetings will be open to members. A member's comment period will be provided for on the agenda for members desiring to address the Board on matters of business that are appropriate to a Board meeting. Generally, members' comments are limited to three minutes, but may be extended by a majority vote of the Board.</p> <p>B. GVEA's Vice President & General Counsel will be present at all Board meetings.</p> <p>C. Active participation in Board meetings will be limited to directors, GVEA's President & CEO, staff, GVEA's Vice President & General Counsel, those persons named in the agenda for the meeting and those invited to participate at the meeting.</p> <p>D. The Board may go into executive session only in those instances specified in Policy 2.5.</p> <p>E. Meetings of the Board meetings will be conducted in accordance with <i>Robert's Rules of Order Newly Revised</i>, 120th ed.</p> <p>F. Regular Board meetings will not exceed four hours unless extended by a super majority (5 of 7) vote of the board. three and one-half hours; however, meetings may be extended by the Chairman for one-half hour. Extensions beyond one-half hour must be approved by a unanimous vote of the Board members present.</p> <p>G. The Board may reschedule regular monthly meetings or schedule additional regular or special meetings.</p> <p>H. Board minutes will be entered in the Minutes Book after approval at the following regular board meeting.</p> <p>I. The approved Board meeting minutes will be posted in the lobby area of GVEA's main office and on the GVEA webpage (www.gvea.com).</p> <p>J. Regular Meeting: A regular meeting of the Board is set for the fourth Monday Tuesday of each month at a time set by the Chairman.</p> <p>K. Special Meeting: Special meetings of the Board may be called by the Chairman of the Board or by any three directors.</p>
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<p>ADMINISTRATIVE COMMITTEE MEETING RECOMMENDATION (Continued)</p>	<p>III. <u>RESPONSIBILITY</u></p> <p>A. It will be the responsibility of the Chairman of the Board or, in his their absence, the Vice Chairman, to conduct the meetings in accordance with the <i>Robert's Rules of Order Newly Revised, 120th ed.</i></p> <p>B. The Chairman of the Board, in coordination with the President & CEO, will be responsible for preparing the agenda, in coordination with the President & CEO. the agenda.</p> <p>The motion passed.</p> <p>Mr. Newman reported that at the February 17, 2021 meeting, the committee considered amending Policy 2.6: Directors' Fees, Expenses and Transportation to reflect the action taken at the April 27, 2020 board meeting when the board, by motion, voluntarily agreed to reduce board meeting fees in response to concerns over the COVID financial impacts on GVEA and to show solidarity with members who might themselves be financially impacted by COVID. The reduced meeting fees became effective May 1, 2020 and although an end-date had been considered during the April 27, 2020 board meeting, no date was then established. Mr. Newman reported that instead of formally amending Policy 2.6 to reflect the action taken during the April 27, 2020 board meeting, the Administrative Committee recommended simply continuing the practice of reduced meeting fees until such time as the board elects to restore the meeting fees consistent with the fee structure set forth in Policy 2.6.</p>
<p>RECOMMENDATION ON A SIMPLIFIED RATE FILING</p>	<p>Mr. Bunch moved to accept staff's recommendation not to seek a Simplified Rate Filing increase at this time. Mr. Benson seconded the motion. The motion passed.</p>
<p>BREAK</p>	<p>At 7:51 p.m., Chairman DeLong declared a 9 minute break.</p>
<p>ON-GOING REPORTS</p>	<p>ALASKA RAILBELT COOPERATIVE TRANSMISSION & ELECTRIC COMPANY (ARCTEC) REPORT – Mr. DeLong reported that strategic planning issues and reviewing Senate Bill 123 will be discussed at the next ARCTEC meeting.</p> <p>GOODCENTS: Mr. Bunch reported on the February 23, 2021 Goodcents Board of Trustees meeting.</p> <p>MAC REPORT – Mr. Newman reported on the March 10, 2021 MAC meeting.</p>

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ON-GOING REPORTS (Continued)	NWPPA REPORT – Mr. Sloan reported on the March 12, 2021 NWPPA Business Meeting. At that meeting, Mr. DeLong was recommended to serve on the NWPPA Board of Trustees.
MANAGEMENT REPORTS	<p>SNAP SUMMARY – The February 2021 SNAP Summary was included in the board packet.</p> <p>PROGRESS REPORTS – Progress reports were included in the board packet. Messrs. Burns and Perkins gave updates on the status of the Railbelt Reliability Council Implementation Committee's progress to date, including subcommittee updates. The board asked several questions, which Messrs. Burns and Perkins answered.</p>
<p>DIRECTOR COMMENTS</p> <p>EXTEND MEETING</p> <p>DIRECTOR COMMENTS (Continued)</p>	<p>Mr. Newman commented on an upcoming presentation by Kerry Williams on pumped hydroelectric energy storage that will be given at the next Energy for All Alaska Task Force Meeting. Mr. Newman also reported that he attended a NRECA class on risk oversight and that he will be attending the 2021 NRECA Directors Conference, along with Director Benson.</p> <p>At 8:30 p.m., without objection, the board extend the meeting for 30 minutes.</p> <p>Mr. Solie commented that he looks forward attending the next Chamber Energy, Environment & Natural Resources Committee meeting where Mr. Burns will be giving a presentation.</p> <p>Mr. Bunch thanked staff for the time they put into preparing informational presentations and materials for board meetings. He also encouraged everyone to get a COVID vaccine.</p> <p>Mr. Messier thanked staff for a great meeting. He requested that future board agendas include reports on the progress of the Railbelt Reliability Council.</p> <p>Mr. Benson thanked Mesdames Bailey and Dillard for their informative presentations and staff for their time dedicated to board meetings. He said that he looks forward to learning more about fuel hedging.</p> <p>Mr. Sloan commented that staff presentations are not just for the board, but also for members to learn more about their cooperative. He also commended staff for their educational presentations.</p>

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DIRECTOR COMMENTS (Continued)	<p>Chairman DeLong suggested a future educational presentation on demand charges and wheeling charges provided in the tariffs of the other Railbelt cooperatives. This information would provide valuable insight to the board as it considers beneficial electrification and increased sales from gas fired generation from other Railbelt cooperatives.</p> <p>Chairman DeLong commented on the vast amount of information that is being collected through AMI meters and that this information forms the foundation for time of use rates to be considered during GVEA's next rate case.</p>
ADJOURNMENT	<p>At 8:40 p.m., without objection, Chairman DeLong adjourned the meeting.</p>



Tom DeLong, Chairman



Gary Newman, Secretary



Susan Redlin, Recording Secretary