

**GOLDEN VALLEY ELECTRIC ASSOCIATION, INC.
BOARD OF DIRECTORS' SPECIAL MEETING MINUTES
ATTORNEY/BOARD/CEO RETREAT**

**February 20 - 21, 2020
Grace Schaible House
431 Gold Dust Drive, Fairbanks, Alaska**

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| | A special meeting of the Golden Valley Electric Association Board of Directors was held at the Grace Schaible House on February 20-21, 2020. The principal purpose of the meeting was for the board to conduct its annual Attorney/Board/CEO review, conduct strategic planning, and to discuss the CEO recruitment process. |
| PRESENT | Directors: Tom DeLong, Chairman; Gary Newman, Vice Chairman; Bill Nordmark, Treasurer; John Sloan, Secretary; Rick Schikora and Dave Messier. Excused Absence: Chris Bunch. Staff: Cory Borgeson, President & CEO; John Burns, Vice President & General Counsel and Susan Redlin, Executive Administrative Assistant. |
| CALL TO ORDER | Chairman DeLong called the meeting to order at 8 a.m. on Thursday, February 20, 2020. A quorum was present. |
| APPROVAL OF THE AGENDA | Mr. Newman moved to approve the Agenda. Mr. Sloan seconded the motion. Mr. Newman requested that Item 12 (Strategic Planning) be moved to follow Item 8 (General Counsel Review). Following discussion, the Agenda as amended, was approved. |
| SAFETY MOMENT | Chairman DeLong pointed out the exits in the house in case of an emergency. The board talked about moose wandering onto roads. |
| REVIEW POLICY 2.1.1: DIRECTOR'S CONFLICT OF INTEREST | The board reviewed Policy 2.1.1 – Director's Conflict of Interest - and also the Conflict of Interest Certification and Disclosure Forms as submitted by each director. Attorney Burns confirmed that based on the certifications provided, no director had a conflict of interest. |
| EXECUTIVE SESSION | At 8:15 a.m., without objection, the Board convened into executive session to discuss legal, financial and personnel issues (the Attorney and Board reviews; strategic planning and the CEO recruitment), the immediate knowledge of which could have an adverse impact on the Association. At 5:15 p.m., without objection, Chairman DeLong recessed the meeting until 8 a.m. Friday February 21. |

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| EXECUTIVE SESSION (Continued) | At 8 a.m., on Friday, February 21, 2020, Chairman DeLong reconvened the meeting. At 1:45 p.m., Attorney Burns and Ms. Redlin departed the meeting. At 3 p.m., Mr. Borgeson departed the meeting. |
| ADJOURNMENT | At 4 p.m., without objection, Chairman DeLong adjourned the meeting. |



Tom DeLong, Retreat Chairman



Susan Redlin, Recording Secretary