

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

**September 28, 2021
Fairbanks, Alaska**

	<p>The Regular Meeting of the Board of Directors of Golden Valley Electric Association, Inc. was held on September 28, 2021 in the Employee/Board Meeting Room located in the Operations Building. Due to the on-going concerns related to COVID, members/contractors were asked to attend the meeting virtually, as were any GVEA staff who had not been vaccinated.</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 Todd Adams.</p> <p><u>Staff:</u> John Burns, President & CEO; Frank Perkins, Vice President Power Supply; Josh Davis, Director of Operations; Abby Dillard, Director of Member Services; Reagan Russell, Director of Human Resources; Naomi Morton Knight, Acting Director of Engineering; Meadow Bailey, Director of External Affairs/Public Relations; Sarah Villalon, Controller; Kathryn Strle, Controller; Daniel Heckman, Regulatory Specialist; Ashley Bradish, Public Relations Specialist and Susan Redlin, Executive Administrative Assistant.</p> <p><u>Members:</u> District 1: Anita Hartmann (<i>in-person to give the MAC report</i>) and Phil Wight. District 2: Lisa Baraff, Mike Craft and Andrew McDonnell. District 4: Jim Schwarber. District 7: Katherine Hennigan.</p> <p><u>Contractors:</u> Shannon Telling, Ampersand and Cliff Watson, Cliff Watson Consulting, LLC.</p>
<p>CALL TO ORDER</p>	<p>Chairman DeLong called the meeting to order at 4 p.m.</p>
<p>EXECUTIVE SESSION</p>	<p>At 4:01 p.m., without objection, the board convened into executive session to discuss certain legal and financial issues (Healy Unit 2; Broadband; 2022 Budget and Compensation; Simplified Rate Filing; Annual Insurance Review; Strategic Directives Update/Discussions, Industry Influence; COVID-19 Update;</p>

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EXECUTIVE SESSION (Continued)	<p>August 2021 Power Supply Report and Attorneys' Report), the immediate knowledge of which could have an adverse impact on GVEA.</p> <p>At 4:47 p.m., Mr. Watson signed off from the meeting.</p> <p>At 5:15 p.m., Mesdames Bailey, Dillard, Knight, Russell and Villalon, and Mr. Heckman joined the meeting.</p> <p>At 6:28 p.m., without objection, the board came out of executive session.</p>
BREAK	<p>At 6:29 p.m., Chairman DeLong declared a 5 minute break.</p>
OPEN SESSION	<p>At 6:34 p.m., the board convened into open session; members and staff members Bradish and Strle joined the meeting.</p>
SAFETY MOMENT	<p>Mr. Adams stressed the importance of being safe during the pandemic in efforts to avoid unplanned visits to the hospital/emergency room. He spoke about winter tire safety, and reminded everyone to use caution while walking in parking lots and on sidewalks to evade slips, trips and falls.</p>
PUBLIC RELATIONS UPDATE/NEW MEMBER EDUCATION	<p>Ms. Bailey gave an overview of the Public Relations (PR) Department's plans and efforts to increase member engagement.</p> <p>Ms. Bradish gave a presentation entitled "GVEA Communication Brief." The presentation addressed specific strategies, educational opportunities and events that PR is planning in order to encourage and promote member communications; including a "New Member Email Series." The board asked several questions, which Bradish and Bailey answered.</p> <p>Ms. Bailey reported that due to the increase in COVID case-counts and GVEA's concern for the safety of employees, members and the community, GVEA decided to postpone to a later date the Member Appreciation Night previously scheduled for October 1, 2021.</p>
MAC REPORT	<p>Ms. Hartman reported on the September 8, 2021 MAC Meeting.</p>

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<p>MEMBER COMMENTS</p>	<p>Mr. Craft commented on rising energy costs and future regulations regarding emission controls. He asked that the board consider how the private sector can help with some of these issues, and said he hopes that GVEA will consider some of the Renewable RFI's projects that were submitted to Golden Valley.</p> <p>Mr. Wight thanked the board for their continued leadership, particularly with respect to the installation of EV charging stations. He said he is excited about the future of the On-Bill Financing Pilot Program, and encouraged GVEA to deploy a wide-range of energy efficiency options and electrification technologies for members.</p>
<p>APPROVAL OF THE AGENDA AND ADOPTION OF THE CONSENT AGENDA</p>	<p>Mr. Sloan moved to approve the Agenda and Adopt the Consent Agenda. Mr. Bunch seconded the motion.</p> <p>Mr. Newman moved to amend the Agenda to add an executive session as Agenda Item 11.5 to continue the discussion of broadband and a personnel issue. Mr. Sloan seconded the motion. The motion passed.</p> <p>Without objection, the motion to approve the agenda as amended and adopt the consent agenda, passed. The Consent Agenda included:</p> <ul style="list-style-type: none"> • Review of the Safety Compliance Officer's August 2021 Report. • Approval the August 24, 2021 Regular Board Meeting Minutes. • Acceptance of the Draft 2021 Annual Members' Meeting Minutes. • Acceptance of the 2021-2022 Board Committee Assignments.
<p>ADMINISTRATIVE COMMITTEE RECOMMENDATIONS</p>	<p>Mr. Newman, as Chair of the Board's Administrative Committee, reported that the Committee met on September 8, 2021 to review and discuss the Intandem Report/Wage Analysis and the President & CEO's recommendations regarding 2022 wage and salaries for non-bargaining employees. The Committee additionally reviewed and adopted proposed updates to two</p>

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<p>ADMINISTRATIVE COMMITTEE RECOMMENDATIONS (Continued)</p>	<p>GVEA's policies and Member Advisory Committee Guidelines. Based on the results of the September 8th meeting, Mr. Newman reported that the Administrative Committee had approved that the following recommendations be brought forward to the Board at the September 28, 2021 GVEA board meeting:</p> <p>2022 Wage and Salary Adjustments for Non-Bargaining Employees</p> <p>Mr. Newman, on behalf of the Administrative Committee, moved that the board approve the President & CEO's recommendations for 2022 wage and salary adjustments reasonably consistent with the recommendations suggested in the Intandem Report (dated July 25, 2021), and that in light of the financial impacts of COVID and other organizational considerations, that the Excellence in Performance (EIP) and Enhanced Excellence in Performance (EEIP) incentive bonus programs not be reinstated. Following discussion, the motion passed.</p> <p>Policy Updates</p> <p>Mr. Newman, on behalf of the Administrative Committee, moved that the board approve the proposed updates to Policy 2.3: Relationship Between the Board of Directors and the President & Chief Executive Officer. The motion passed.</p> <p>Mr. Newman, on behalf of the Administrative Committee, moved that the board approve the proposed updates to Policy 2.6: Directors' Fees, Expenses and Transportation. The motion passed.</p> <p>MAC Guideline Updates</p> <p>Mr. Newman, on behalf of the Administrative Committee, moved that the board approve proposed updates to the Member Advisory Committee Guidelines. The motion passed.</p>
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<p>MANAGEMENT REPORTS (Continued)</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 commended staff for their continuing efforts to maintain members' utility charge and demand charge and in not having to file for an SRF increase since January 2020. He also thanked staff for the time and efforts for the reports and the presentations in the board packets.</p> <p>Mr. Sloan thanked Meadow Bailey and Ashley Bradish for the informative PR update.</p> <p>Mr. Adams commented on his new director orientation meetings with staff, and said he is enjoying learning about the various functions within each division.</p> <p>Mr. Newman said he appreciates reading the reports in the board packet, and thanked staff for their efforts to keep the lights on. He echoed Mr. Sloan's comments on the PR update and said that he believes that more trust is being developed with members.</p> <p>Mr. Messier echoed other director comments and said he is encouraged by the direction GVEA is headed. He welcomed Mr. Adams to the board.</p> <p>Mr. Solie echoed the other director comments and thanked staff for the significant work that goes into their board reports and presentations. He remarked that GVEA is emerging as a community leader as demonstrated by employees taking on leadership roles and fundraising efforts to support the American Heart Association and the United Way. He asked that a future agenda item include an update on GVEA's health care package.</p> <p>Mr. DeLong reported that he attended the recent celebration to commemorate the installation of the fastest electric-vehicle charging station in Cantwell, Alaska.</p>

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BREAK	At 8:10 p.m., Chairman DeLong declared a 10 minute break.
EXECUTIVE SESSION	At 8:20 p.m., without objection, the board convened into executive session to discuss certain financial (Broadband) and personnel issues, the immediate knowledge of which could have an adverse impact on GVEA. At 8:58 p.m., without objection, the board came out of executive session.
AD HOC BROADBAND COMMITTEE	Chairman DeLong appointed Messrs. Messier, Newman and Adams to serve on an ad hoc committee to investigate potential broadband opportunities.
ADJOURNMENT	At 9 p.m., without objection, Chairman DeLong adjourned the meeting.


10-26-2021

Tom DeLong, Chairman



Gary Newman, Secretary



Susan Redlin, Recording Secretary