

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

**April 19, 2022  
Fairbanks, Alaska**

	A Special Meeting of the Board of Directors of Golden Valley Electric Association, Inc. was held on April 19, 2022 in the Employee/Board Meeting Room.
<b>PRESENT</b>	<p><b>Directors:</b> Tom DeLong, Chair; John Sloan, Vice Chair; Dave Messier, Treasurer; Gary Newman, Secretary; Chris Bunch, Rick Solie and Todd Adams.</p> <p><b>Staff:</b> John Burns, President &amp; CEO; Abby Dillard, Director of Member Services; Naomi Morton Knight, Environmental Officer; John Kelly, Gas Turbine Plant Manager; Meadow Bailey, Director of External Affairs/Public Relations and Susan Redlin, Executive Administrative Assistant.</p>
<b>CALL TO ORDER</b>	Chair DeLong called the meeting to order at 11:01 a.m., with only directors present.
<b>SAFETY MOMENT</b>	Chair DeLong spoke about ice safety as spring warmth is uncovering the ice from the rain during the December 2021 storm.
<b>APPROVAL OF AGENDA</b>	Mr. Sloan moved to approve the Agenda. Mr. Newman seconded the motion. Following discussion, the motion passed.
<b>EXECUTIVE SESSION</b>	<p>At 11:03 a.m., without objection, the board convened into executive session to discuss personnel, financial and legal issues (CEO Compensation; 2022 District 5 Director Election and Strategic Generation), the immediate knowledge of which could have adverse impacts on GVEA.</p> <p>At 11:33 a.m., Mr. Burns joined the meeting.</p> <p>At 11:38 a.m., Mr. Kelly and Mesdames Dillard, Bailey and Knight joined the meeting.</p> <p>At 11:51 a.m., without objection, the board came out of executive session.</p>
<b>2022 DISTRICT 5 DIRECTOR ELECTION</b>	Mr. Newman moved that, with only one candidate to be placed on the ballot in the District 5 director election, consistent with Policy 2.6.1 (II) B (5) (C), that GVEA forego the election process for District 5 with the understanding that director Bunch will be reappointed as a director effective June 28, 2022 given that he would have been the only candidate on the ballot had the election proceeded. Mr. Messier seconded the motion. Following discussion, the motion passed.

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<b>2022 DISTRICT 5 DIRECTOR ELECTION (Continued)</b>	At 11:54 p.m., Mesdames Bailey and Dillard departed the meeting. Ms. Redlin joined the meeting.
<b>EXECUTIVE SESSION</b>	At 11:54 a.m., without objection, the board reconvened into executive session for a discussion on strategic generation.  At 1:13 p.m., without objection, the board came out of executive session. The meeting was recessed in order for the Finance, Audit and Rate (FAR) Committee to hold its regularly scheduled quarterly meeting with the understanding and expectation that the Special Board Meeting would reconvene immediately following the conclusion of the FAR Committee Meeting.
<b>CEO COMPENSATION</b>	At 4:10 p.m., following the conclusion of the Finance, Audit and Rate Committee's quarterly meeting, the Special Board meeting was reconvened with Mr. Burns and all board members present.  Mr. Bunch moved to approve the CEO's compensation as discussed in executive session. Mr. Sloan seconded the motion. The motion passed.
<b>EXECUTIVE SESSION</b>	At 4:13 p.m., without objection, the board convened back into executive session to continue the discussion relating to Strategic Generation.  At 4:49 p.m., without objection, the board came out of executive session.
<b>ADJOURN</b>	At 4:50 p.m., without objection, Chair DeLong adjourned the meeting.

 5-24-2022  
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Tom DeLong, Chair

  
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Gary Newman, Secretary