

**Minutes of Regular Meeting
Grand River Dam Authority
Board of Directors
Tulsa, Oklahoma
March 11, 2020**

A regular meeting of the Board of Directors of the Grand River Dam Authority was held at the Grand River Dam Authority Engineering and Technology Center, Tulsa, Oklahoma, on March 11, 2020. Notice was given pursuant to 25 O.S.A. § 301 et seq. by submitting a schedule of regular monthly meetings to the Secretary of State on November 5, 2019, at 4:01 p.m.; by posting the agenda with the Tulsa County Clerks' offices on March 10, 2020, at 9:51 a.m.; by posting said agenda at www.grda.com; and by posting said agenda at the principal office of GRDA at least 24 hours prior to the meeting.

Chair Richie called the meeting to order at 10:04 a.m. The Secretary called the roll. All members were present, with the exception of Director Churchwell. Chair Richie declared a quorum. Mr. Cook introduced guests.

BOARD MEMBERS

James B. Richie, Chair	Present
Mike Lewandowski, Chair-Elect	Present
Pete Churchwell	Absent
Dwayne Elam	Present
Tom Kimball	Present
Chris Meyers	Present
Charles Sublett	Present

ADMINISTRATIVE

Daniel S. Sullivan, Chief Executive Officer	Present
Tim Brown, Chief Operating Officer	Present
Lorie Gudde, Chief Financial Officer/ Corporate Treasurer	Present
Steve Wall, Chief Information Officer	Present
Heath Lofton, General Counsel	Present
Brian Edwards, Executive VP – Law Enforcement/Lake Operations	Present
Nathan Reese, Executive VP – External Relations	Present
John Wiscaver, Executive VP – Corp. & Strategic Communications	Absent
Laura Hunter, Chief Human Resources Officer	Present
Darrell Townsend II, VP – Ecosystems/Watershed Management	Present
Robert Ladd, VP – Grand River Energy Center Operations	Present
Steve Jacoby, VP – Hydroelectric Projects	Present
Mike Waddell, VP – Transmission and Distribution Operations	Present
Ed Fite, VP – River Operations and Water Quality	Present
Justin Alberty, VP – Corp. & Strategic Communications	Present
Sheila Allen, Corporate Secretary	Present

Others present were as follows: Stephanie Cox, Larry Barr, Dale Williams, Sherry Williams, Bob Snodgrass, Spring Cove Park; Steve McClellan, Representing Sam Jones; Tom Rider, OMA; Elton Willard, City of Cushing; Craig Stokes, City of Collinsville; Jared Ward, Senator Jim Inhofe's Office; Tamara Jahnke, Teresa Hicks, Jeff Brown, Jennifer Marquis, Melanie Earl, Brylee Harbuck, Jerry Cook, Michelle Day, Ash Mayfield, Holly Moore, Matt Martin, Ed Ferguson, Tom Gray, Dane Lile, GRDA.

4. New Business

4.a. Capital Work Order Report

Number	Title	Gross Work Order Amount	Net GRDA Cost
RF020-01018	GREC 3 - Combustion Turbine Water Wash System - REGULAR AGENDA ITEM	\$ 1,297,985	\$ 1,297,985
RF020-01016	ADSS Fiber - Line 349 (FDR 27-41) Wagoner Switching Station to Unarco	246,632	246,632
RF020-01015	OPGW Fiber - Line 352 (FDR 85) GRDA1 to Okay	2,187,564	2,187,564
JF090-00000	GREC 2 Turbine Control - Replacement - REGULAR AGENDA ITEM	516,450	516,450
RF018-00940	Tahlequah Interconnect Upgrade - Revised Estimate	3,881,370	3,881,370
RF018-00940	Tahlequah Interconnect Upgrade - First Revised Estimate	2,399,300	2,399,300
	Net Amount of Additional Funding for RF018-00940	1,482,070	1,482,070
RF018-00913	Replace South Autotransformer (Switchgear) as GREC # 1 - Revised Estimate	3,836,661	3,836,661
RF018-00913	Replace South Autotransformer (Switchgear) as GREC # 1 - First Revised Estimate	3,550,820	3,550,820
	Net Amount of Additional Funding for RF018-00913	285,841	285,841
GF018-00023	Reskin the GE and Recycling Structures and Construct Mobile Storage - Revised Estimate	383,432	383,432
GF018-00023	Reskin the GE and Recycling Structures and Construct Mobile Storage - Original Estimate	329,400	329,400
	Net Amount of Additional Funding for GF018-00023	54,032	54,032
Grand Total Work Orders		\$ 6,070,574	\$ 6,070,574

Mr. Sullivan explained items on the Capital Work Order Report, to include the Tahlequah Interconnect Upgrade, and asked if the Board had any questions or needed to follow-up on any item listed. There were no questions from the Board.

Director Kimball moved the Board approve the Capital Work Order Report as presented, seconded by Director Sublett, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

CONSENT AGENDA

2. February Claims, \$16,399,946.09.

4.b. Resolutions of Commendation:

- 1) Dane Maximillion Lile
- 2) Douglas L. Moore

4.c. Declare Surplus and Not Necessary to the Business of the District

Description and/or Make of Item	
FireEye: Lot of 2	Smartboard
Dell PowerEdge: Lot of 3	Miller Welder
Pivot3	Diazit Printer
Tipping Point	2001 International, Cab & Chassis, 2WD, 29,000 GVWR
Dell PowerEdge Rack	Allen Bradley PLC Processor: Lot of 2
Dell Half Rack	Allen Bradley Discrete input module: Lot of 27
EMC VNX	Allen Bradley Relay output module: Lot of 32
EMC RecoverPoint Gen4: Lot of 2	Allen Bradley Analog input module: Lot of 8
Network Engines Inc	Allen Bradley PLC Processor: Lot of 2
EMC Isilon: Lot of 6	Allen Bradley Communication Module: Lot of 2
FortiNet: Lot of 5	Allen Bradley RTD module: Lot of 12
Old Chain Link Fencing: Lot of 1	Prosoft Module: Lot of 2
Motorola XTL 2500 Mobile Radio: Lot of 23	Allen Bradley Fiber converter module: Lot of 4
Condensing Unit	Allen Bradley Fiber module: Lot of 4
	Allen Bradley power supply: Lot of 8

4.d. Power Cost Adjustment (PCA) of \$0.01643 per kWh for April 2020

4.e. TEA Agreement – First Amended & Restated Task Order 2 for Excess ARR/TCR Optimization Service

4.f. Second Amendment to Lease with South Grand Lake Area Chamber of Commerce

5.b. Purchase Order Report (*Denotes Addenda Items):

Standard Purchase Orders & Contracts		
PO Number	Vendor Name and City State	
105499	TEXAS TIMBERJACK INC, LUFKIN, TX	365,000.00

105599	WARREN POWER & MACHINERY LP DBA WARREN CAT, TULSA, OK	433,728.00
105558	NORLEM TECHNOLOGY CONSULTING INC., TULSA, OK	229,907.40
42964	CENTRAL STATES CRANE & HOIST LLC, CLAREMORE, OK	319,400.00
105777	PRESIDIO NETWORKED SOLUTIONS, TULSA, OK	280,473.31
42965	WSP USA INC, NEW YORK, NY	152,740.00
42971	EMERSON PROCESS MGMT POWER & WATER SOLUTIONS INC, HOUSTON, TX	370,350.00
Grand Total Standard POs & Contracts:		\$2,151,598.71

Change Orders & Renewals		
PO Number	Vendor Name and City State	Amount
105378	MANTA TEST SYSTEMS LTD, MISSISSAUGA ON CANADA	-280.00
Grand Total Change Orders & Renewals:		-\$280.00
Grand Total		\$2,151,318.71

Director Sublett moved to approve the consent agenda as presented, seconded by Director Lewandowski, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

REGULAR AGENDA

1. Regular Board Minutes of February 12, 2020.

Director Elam moved to approve the regular Board minutes of February 12, 2020, seconded by Director Meyers, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

3. Unfinished Business

3.a. Progress Reports

3.a.1.a. Monthly Video Update – GRDA March 2020

- **GRDA POWER Program Recap**
- **Northeast Tech – Line Worker Recruitment Video**

Mr. Sullivan said GRDA had a great opportunity to meet with its customers, including Oklahoma municipals, electric cooperatives and industries, as well as their new wholesale

customer the Citizen Potawatomi Nation. These annual meetings are held to discuss the issues of the year ahead, provide updates on ongoing system improvements, share the 10-year financial forecast and to answer any questions or concerns from ratepayers. He stated this kind of open and ongoing communication with customers is integral to GRDA's mission and operations. Many of the municipals represented at these meetings have been in partnership with GRDA for over 60 years and some have even surpassed the 70 year mark. Mr. Sullivan told the Board the events were very well-attended and received good feedback. He thanked Director Lewandowski for being a part of the meetings.

Mr. Sullivan showed an image of an article in the Inside OU publication featuring the 10-year partnership between the GRDA and the University of Oklahoma. He stated this has been a very beneficial partnership with the university.

Mr. Sullivan said GRDA Police Lieutenants Tyler Cooper, Jeremy Cantrell, Erik Horton and Nate Cooper graduated as part of the 130th School of Police Supervision from the Institute for Law Enforcement Administration on February 28, 2020. He thanked Chief Edwards for providing them this opportunity and stated this type of thing helps to make them more effective leaders in our law enforcement. A photograph was shown from the ceremony which was held at The Center for American and International Law in Plano, Texas.

Mr. Sullivan told the Board the Mayes County Robotics Team (MCROBO) will compete at the Tulsa Expo Pavilion, April 2-4, 2020. This is the first event to be held in Tulsa. He said GRDA and many other businesses in the MidAmerica Industrial Park are helping to sponsor the event. Mr. Sullivan showed a photograph of a development prototype robot which is a test bed for refining the hardware and software used. He said Mr. Steve Howe from the Grand River Energy Center facility has been very involved as well.

Mr. Sullivan showed a table illustrating information related to the federal grant applications and awards GRDA has applied for. He said there have been 3 awarded, to include an EPA Environmental Education grant for \$100,000, a Bureau of Reclamation grant for \$100,000, and another Bureau of Reclamation grant through Oklahoma State University received for \$150,000. There are 2 that were not awarded. These are the Natural Resources Conservation Innovation Grant for \$424,249 through the Kansas Water Office and Quantified Ventures, and a Department of Energy grant for \$1,150,000. Mr. Sullivan said GRDA may want to reapply for the Department of Energy grant, but the Natural Resources Conservation Innovation Grant will need more work and the team is going to continue to refine this.

Mr. Sullivan stated there was a final public meeting held to discuss construction plans on the State Highway 28 bridge over Pensacola Dam on March 5, 2020, with a great turnout and a lot of questions and concerns. Over 100 people were in attendance. He said the 401, 404 and environmental and cultural reviews are complete, and final plans have been submitted to the Federal Energy Regulatory Commission (FERC) and the review is in progress. Mr. Sullivan told the Board the bid opening is planned for June 2020, with construction to begin in October 2020. He explained the main bridge is anticipated to be out for 5 months, and the east bridges are anticipated to be out for 4 months, hopefully less. This will be difficult for those traveling around the lake, but is very necessary.

Mr. Sullivan explained he and the staff wish to continue to provide data as to GRDA's Demand and Energy for Load Following each month. He showed a chart comparing this information for February 2020 as compared to February 2019 for Full Requirements Customers. Mr. Sullivan explained the differences between these figures, saying there has been a significant increase in GRDA's industrial load, and decreases on the

commercial and municipal loads. He said it has been a bit warmer this year and this can account for a part of it. He showed graphs illustrating a comparison of resource energy production of these 2 months as well. Mr. Sullivan said there has been some change in that the Authority has had more wind and hydro energy production for February 2020. He said this slightly shrinks down the amount of gas production in turn, and the total load change is actually reflecting a change in GRDA's agreement with the Western Farmers Electric Cooperative.

Mr. Sullivan told the Board GRDA is continuing to watch the Oklahoma Department of Health's Web site for updates on COVID-19. There is a lot of information collected there from the CDC and other sources. He stated the GRDA has an internal working group looking at preparations to ensure the Authority is prepared and doing their best to prevent the spread and keep it from entering their workforce. Mr. Sullivan received a NERC Alert yesterday sent out to all of the industry with preparations information GRDA has already been working on. He said he will continue to update the Board and keep everyone informed, to include their customers and stakeholders. Mr. Sullivan explained right now the Authority is in prevention mode, and he has sent out a communication to employees to make certain they know the seriousness of the situation, and to keep them aware of changes in events and meetings being canceled or postponed in anticipation of future needs.

Mr. Sullivan introduced each video.

4. New Business

4.g. Consideration, Discussion, and Adoption of Amendments to Title 300 Chapter 15 of the Oklahoma Administrative Code Regarding Surplus Property

Mr. Lofton explained that State Statute governs the disposition of surplus property. The GRDA may dispose of up to \$500,000 of surplus property annually subject to competitive bidding. However, those limitations do not apply if the Board approves the

disposition of surplus property by the affirmative vote of at least 5 directors. He explained that effective July 1, 2019, the GRDA received an exemption from the Oklahoma Surplus Property Act. As a result, the GRDA needs to modify their Surplus Property Rules, which are codified in the Oklahoma Administrative Code. Mr. Lofton said there is a change in the ability to donate surplus property. The GRDA would now be able to do this, but not to a for-profit business entity or individual. He stated the process to dispose surplus property stays the same. A vice president must request the CEO's approval to dispose of surplus property. Upon the approval, a minimum of 5 directors must declare the property as surplus and not necessary to the business of the GRDA. He went over the changes in the method of disposal of surplus property and provided an outline of the procedure the Authority has followed to amend the Surplus Property Rules. A Notice of Proposed Rule Changes was submitted to the Oklahoma Secretary of State Office of Administrative Rules on December 31, 2019. On February 19, 2020, a public hearing was held to provide an opportunity for comments. However, no one attend the hearing. Mr. Lofton said the next step in this process is for the Board of Directors to consider adoption of the rules as proposed or determine whether additional public comments should be solicited.

Director Kimball asked if this would allow the GRDA to donate surplus property to any member cities, to include public school districts. Mr. Lofton confirmed this.

Director Sublett asked Mr. Lofton to explain more about the current surplus property items on the Consent Agenda and how these would be disposed of. Mr. Lofton said each month the Board is provided with a report contained in the meeting material that includes how the items will be disposed of. Mr. Sullivan stated the only one that was different on the current list was the handheld Motorola police radios that will be donated to different emergency management and other organizations around GRDA's service area.

Director Kimball moved to adopt the proposed amendments to Title 300, Chapter 15 of the Oklahoma Administrative Code regarding Surplus Property, seconded by Director Elam, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

4.h. Recommendation to Award Contract 42971 - GREC 2 Turbine Control Replacement

Mr. Ladd showed a diagram of the GREC 2 Turbine Control System. He stated this system controls the large steam admission valves for the turbine and also provides protection for the steam turbine. Mr. Ladd showed a photograph of the existing system, and explained the system was supplied by Alstom around 2007, built with GE components, and has now been deemed as obsolete by the OEM. On several occasions in 2019 the control system failed and neither spare parts nor technical support was available. He said to mitigate the risk of unreliable operation, the Grand River Energy Center (GREC) staff has devised a plan to utilize a combination of new hardware, and repurposed hardware from GREC's retired Unit 1. Mr. Ladd stated this will return the system to a reliable status while also minimizing the overall expense. He said Emerson Process Management is the only supplier that meets the needs of GRDA for this controls replacement. The Emerson Ovation platform has multiple benefits. It allows seamless integration with the existing balance of plant (BOP) control system and consolidation of critical alarm systems. As a result, Mr. Ladd told the Board a more efficient overall system will be managed by technical and operations staff that are well-trained and experienced with the Ovation system. This will also yield quicker repairs and benefits GRDA with fewer warehouse spare parts in inventory. He said the original budget was about \$1.3 million. With these changes, the updated Capital Work Order Estimate would now be \$516,450. Mr. Ladd stated the Emerson Process Management bid to help install the system would

be about \$370,350 and there will be an estimated cost savings of \$792,350 in purchased parts, services, and labor.

Director Meyers asked if the system is near end of life. Mr. Ladd said it is not. The parts were originally installed between 2014 and 2016. He said Emerson does a better job of proactively engineering the system to allow for less impactful upgrades as well.

Director Elam asked what the lead time is on a change out. Mr. Ladd said the change out would be done this fall during a routine outage.

Director Elam moved the Board award Contract 42971 for GREC 2 Turbine Control Replacement to Emerson Project Management, in a not-to-exceed price of \$370,350, subject to approval of final terms that are satisfactory to the General Counsel and Chief Executive Officer, seconded by Director Meyers, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

4.i. Recommendation to Award Contract 42969 - GREC 3 Combustion Turbine Water Wash System

Mr. Ladd showed a diagram of the M501J Gas Turbine and its main features. He explained where the item in question would be on the turbine, within the compressor section. Mr. Ladd said over time, even with the HEPA filter, the unit can get fouling in the compressor and the blades are going to show build-up or contamination. He showed photographs from the borescope that shows this, and said over time there is a performance degradation. Mr. Ladd provided a graph that illustrated this as well, and said the staff is proposing a hot water injection system to clean this when the system is offline. He stated GREC 3 requires cleaning of the compressor section each year, and explained that, without an offline water wash system, the OEM recommends annual manual cleanings of the compressor section that would require a 14-day outage and an estimated

annual cost of \$1.6 million. Mr. Ladd told the Board this offline water wash system can be installed and only one supplier meets the business needs of GRDA. This supplier is Mitsubishi Hitachi Power Systems (MHPS). He stated they would be able to ensure the system is properly engineered and installed to meet the specifications of the MHPS M501J unit. He said the benefits of an offline water wash system would delay or eliminate the need for annual manual cleanings as well, and a return on GRDA's initial investment will be realized within the first year of operation as the first manual cleaning is avoided. The conservative projection for cost savings over the life of the system would exceed \$15 million based on heat rate improvements and annual maintenance cost savings. Mr. Ladd stated the budgeted Capital Work Order Estimate is \$1,297,985, with the MHPS bid being \$931,872.

Director Elam asked if this is an improvement since the new plant was constructed, and why it was not installed from the beginning. Mr. Ladd said there was some discussion on the subject at the time of construction, and GRDA's decision was to install the nozzles in the intake of the combustion turbine, but it was undetermined at the time whether the entire system would be needed due to the HEPA filtration system being present. He explained there were differing opinions from the engineers. Mr. Ladd said he agrees with this decision and now GRDA has had real time operation to know this system is needed, especially since the cost is somewhat minimal. Mr. Sullivan said at least some of the hardware was installed to reduce the cost at this point. Mr. Ladd showed the internal work that has already been done during construction. He said this is the most critical part of the water wash system. Director Elam asked what the life of the water wash system would be. Mr. Ladd said it would be the life of the unit itself (30 years), but will require some routine maintenance like anything else.

Director Lewandowski asked if the \$15 million savings was based on a 30-year amortization. Mr. Ladd confirmed this.

Director Kimball asked if the other entities that have this type of unit are experiencing the same things. Mr. Ladd confirmed this and said they are also considering adding this type of water wash system to ensure performance of the unit. Director Kimball asked if there would be any additional days for outage to put this system in. Mr. Ladd confirmed there would be no additional outage days.

Director Kimball moved the Board award Contract 42969 for GREC 3 Combustion Turbine Water Wash System to Mitsubishi Hitachi Power Systems, in a not-to-exceed price of \$931,872, subject to approval of final terms that are satisfactory to the General Counsel and Chief Executive Officer, seconded by Director Elam, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

Director Lewandowski commended Mr. Ladd and his staff for coming up with innovative ways to save GRDA money and do things differently.

Director Kimball asked if there has been any more discussion on selling GREC 1 yet. Mr. Ladd confirmed this and said there is some significant value there. There may be something brought to the Board for approval sometime soon. He went on to say anything of value could help fund some of the decommissioning cost.

Director Elam commended Mr. Ladd for always being well-prepared and ready to answer the Board's questions.

4.j. Consideration, Discussion, and Possible Approval of Implementing Microsoft 365

Mr. Wall said in January he presented this item in detail to the Board. He said the intention is to begin moving GRDA to work within a cloud environment in a secure way.

Mr. Wall stated this particular piece is to acquire the licenses required for the Dynamics 365 Enterprise Resource Program (ERP) and the Microsoft 365 migration projects. He said Microsoft enters into enterprise agreements allowing them to offer the best pricing, discounts, and added benefits designed to support server and cloud technologies for organizations with more than 500 users and/or devices. They provide 24/7 technical support, robust planning services, and team training. Mr. Wall told the Board this minimizes up-front costs and budget more effectively by locking in pricing and spreading the pricing over the term of the agreement. The agreements are a minimum of 3 years, and a maximum of 5 years. He said by entering into a 5-year Enterprise Agreement, Microsoft is offering GRDA some concessions or discounts. GRDA would receive 15 percent off of all Dynamics 365 ERP licenses throughout the term of the agreement, 30 percent off of all Microsoft 365 licenses required for GRDA's Cloud Migration Project in the first year, and 15 percent off of all Microsoft 365 licenses required for GRDA's Cloud Migration Project in the second year. Mr. Wall said, upon execution of a new 5-year agreement, GRDA's technical team will gain access to 2 independent Microsoft Fast Track and Customer Success Teams. He explained this will make sure the Authority is implementing this correctly and not missing an opportunity. Mr. Wall showed a table illustrating the yearly and 5-year overall cost of this new Enterprise Agreement with Microsoft. The 5-year total would be \$3,069,077. He said license counts can be increased at any time throughout the term of the agreement and decreased once per year on the anniversary date. Mr. Wall stated, if the Authority finds they do not need as many licenses as they have in the future, it is the team's obligation to do right by GRDA's customers and pay close attention to reduce the cost as much as possible over this 5-year term.

Director Kimball said the cost per year of this is substantial, but asked Mr. Wall what this replaces and what is currently paid by GRDA. Mr. Wall said he and his team did a

review at the end of 2019 of all tools used or acquired by GRDA. One large example is a cybersecurity tool that was not renewed which alone accounted for an annual cost savings of \$471,000. He explained there have been and will be other smaller changes that will continue to reduce cost, along with the decreased need for hardware support due to operation within the cloud environment.

Director Lewandowski asked if Mr. Wall anticipated this to be a cost-neutral item. Mr. Wall confirmed this, saying that it will likely pay for itself and increase efficiencies across the Authority.

Director Kimball asked if there is a regular review of ongoing licenses being used. Mr. Wall confirmed this. Mr. Sullivan said one of the tasks he asked Mr. Wall to take on when he came to GRDA was to take a look at what GRDA has, get rid of what is not needed, non-renew things the Authority is no longer using, etc., and Mr. Wall has done just that. Mr. Wall said this new environment would be even more efficient for users in that they can get to what they need without having to login to a VPN to access files as everything will be accessible on a secure site as long as an employee has internet access. Director Elam asked if this is within budget. Mr. Wall confirmed this and said this has been in the planning stages for some time.

Director Kimball asked the GRDA Team to offer assistance to customer communities with this type of expertise whenever possible.

Director Kimball moved to approve the execution of a new 5-Year Enterprise Agreement (EA) with SHI (Oklahoma's License Service Provider (LSP) for Microsoft Software Licenses) in support of both the Dynamics 365 ERP and MS365 Migration projects in the amount of \$3,069,077.00, seconded by Director Lewandowski, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

4.k. Other New Business

There was no other new business.

5. Reports

5.a. Board of Directors Committee Reports

1. Assets Committee:

- a) **Consideration, Discussion and Possible Approval of Adoption of Amendments to Administrative Rules OAC Title 300, Chapter 25: License to Encroach.**
- b) **Consideration, Discussion and Possible Approval of a Request by Spring Cove Recreational Park, LLC for a Lease of GRDA Property Located in Mayes County, Oklahoma.**
- c) **Consideration, Discussion and Possible Approval of a Request by KAMO for an Underground Fiber and Electric Line Easement Located in Craig County, Oklahoma.**
- d) **Consideration, Discussion and Possible Approval of a Request for an Assignment of a License to Encroach from Mike Reeder to Sam Jones for Property Located in Mayes County, Oklahoma.**

Director Kimball said Director Churchwell was out today, and he served in his place at the meeting. He asked that everyone keep Director Churchwell and his wife in their prayers.

Regarding item a, Director Kimball asked Mrs. Jahnke to explain the changes to the rules regarding licenses to encroach.

Mrs. Jahnke said the bulk of the changes to the rules relate to appraisal work. In the past, GRDA has asked the encroacher to get an appraisal and submit to the Authority for review. She stated now the GRDA has a process with a standard rate. The encroacher can take the standard rate or get their own appraisal. Mrs. Jahnke explained the rules were changed to accommodate the new process, and last month the Board approved the change from 30 to 99 years for each license. She told the Board that those with a current license in place can come to GRDA and ask for an extension of that license to the 99 years and that would not require additional Board approval.

Director Kimball moved to approve the proposed changes to Title 300, Chapter 25 License to Encroach Rules, and was voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

Regarding item b, Director Kimball said this item has been tabled by the committee and requires no action today.

Regarding item c, Director Kimball described the item and said the sale of the substation near the GRDA building in Vinita would be a separate item. Mr. Sullivan stated GRDA wanted to have this underground fiber and electric line easement in place before the closing date on the sale of the Vinita building. Director Kimball said the committee voted to approve this, but he is not in favor.

Director Richie moved to approve a 30-foot underground electric and fiber optic line easement and access easement thereto to KAMO Electric Cooperative, Inc. in Craig County, Oklahoma for the amount of \$4,060, and was voted upon as follows: Elam, yes, Kimball, no, Lewandowski, yes, Meyers, yes, Richie, yes, Sublett, yes. *Motion passed (5-yes, 1-no, 0-abstained).*

Regarding item d, Director Kimball moved to approve the assignment of the License to Encroach from Mike Reeder to David Sam Jones and Stacy Jones in Mayes County, Oklahoma, and was voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. Motion passed (6-yes, 0-no, 0-abstained).

2. Audit, Finance, Budget, Policy & Compliance Committee: Director Lewandowski asked Mrs. Gudde to provide an update on the 2019 Financial Audit.

Mrs. Gudde provided a brief update on GRDA's 2019 Financial Audit. She said they are at an unprecedented state in the audit. The team has completed field work and has moved to partner review. Mrs. Gudde stated the audit will now be done about 2 weeks ahead of schedule.

3. **Compensation & Marketing Committee:** Director Kimball had no report.
 4. **Fuel and Long-Range Planning Committee:** Director Meyers had no report, but said there would be a committee meeting directly after the Board of Directors Meeting today.
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6. Executive Session:

- a. **Proposed Executive Session Pursuant to 25 O.S. § 307(B)(4) for the Purpose of Confidential Communications Between GRDA and Its Attorneys Concerning the Pending Investigation, Claim, or Action, related to Federal Energy Regulatory Commission Project No. 1494-348, Which GRDA has Determined, with the Advice of Its Attorneys, that Disclosure of Such Communication Would Seriously Impair the Ability of the GRDA to Process the Pending Investigation, Claim, or Action in the Public Interest.**
- b. **Proposed Executive Session Pursuant to 25 O.S. § 307(B)(4) for the Purpose of Confidential Communications Between GRDA and Its Attorneys Concerning the Pending Investigation, Claim, or Action, Related to TERRY L. CHASE, Co-Trustee of the Robin D. Chase Revocable Living Trust Dated February 7, 2007, and ROBIN D. CHASE, Co-Trustee of the Robin D. Chase Revocable Living Trust Dated February 7, 2007, vs. Grand River Dam Authority, District Court of Craig County, Oklahoma, Case No. CJ-2019-65, Which GRDA Has Determined, With the Advice of Its Attorneys, That Disclosure of Such Communication Would Seriously Impair the Ability of the GRDA to Process the Pending Investigation, Claim, or Action in the Public Interest.**

Director Elam moved to go into executive session at 11:23 a.m., seconded by Director Sublett, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

Director Kimball moved to return to regular session at 12:36 p.m., seconded by Director Elam, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

7. Action on Executive Session Items

- a. **Action, as Necessary, Concerning the Pending Investigation, Claim, or Action, related to Federal Energy Regulatory Commission Project No. 1494-348.**

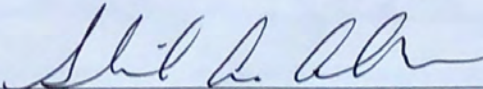
- b. Action, as Necessary, Concerning the Pending Investigation, Claim, or Action, Related to TERRY L. CHASE, Co-Trustee of the Robin D. Chase Revocable Living Trust Dated February 7, 2007, and ROBIN D. CHASE, Co-Trustee of the Robin D. Chase Revocable Living Trust Dated February 7, 2007, vs. Grand River Dam Authority, District Court of Craig County, Oklahoma, Case No. CJ-2019-65.

Regarding item a, no action was needed on this item.

Regarding item b, no action was needed on this item.

Chair Richie wished Mr. Sullivan a very Happy Birthday tomorrow, as did the entirety of the Board.

Director Elam moved for adjournment at 12:39 p.m., seconded by Director Sublett, and voted upon as follows: Elam, Kimball, Lewandowski, Meyers, Richie, Sublett, yes. *Motion passed (6-yes, 0-no, 0-abstained).*



Sheila A. Allen, Secretary

DATE APPROVED:

April 8, 2020
GRDA Board of Directors