

**Minutes of Special Meeting
Grand River Dam Authority
Board of Directors
Tulsa, Oklahoma
March 28, 2019**

A special meeting of the Board of Directors of the Grand River Dam Authority was held at the Grand River Engineering & Technology Center, Tulsa, Oklahoma, at 9933 E. 16th Street, on March 28, 2019. Notice was given pursuant to 25 O.S.A. § 301 et seq. by submitting a notice of special meeting to the Secretary of State on March 6, 2019, at 1:05 p.m.; by posting the agenda with the Tulsa County Clerk's office on March 26, 2019, at 9:46 a.m.; by posting the agenda with the Craig County Clerk's office on March 26, 2019, at 9:36 a.m.; by posting said agenda at www.grda.com; and by posting said agenda at the principal office of GRDA at least 48 hours prior to the meeting.

Chair Kimball called the meeting to order at 10: 00 a. m. The Secretary called the roll. All members were present with the exception of Directors Churchwell, Lewandowski, and Meyers. Chair Kimball declared a quorum and stated notice has been given of this meeting as required by the Oklahoma Open Meetings Act, Title 25 Oklahoma Statutes Section311.

BOARD MEMBERS

Tom Kimball, Chair	Present
James B. Richie, Chair-Elect	Present
Pete Churchwell	Absent
Dwayne Elam	Present
Mike Lewandowski	Absent
Chris Meyers	Absent
Joseph Vandevier	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	Absent
Heath Lofton, General Counsel	Present
Ellen Edwards, Executive VP – Compliance	Present
Brian Edwards, Executive VP – Law Enforcement/Lake Operations	Present
Rob Braun, Executive VP – Human Resources	Absent
Nathan Reese, Executive VP – External Relations	Present
John Wiscaver, Executive VP – Corp. & Strategic Communications	Absent
Mike Herron, VP – Engineering, System Operations and Reliability	Absent
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	Absent
Ed Fite, VP – River Operations and Water Quality	Absent
Sheila Allen, Corporate Secretary	Present

Others present were as follows: Tamara Jahnke, Christine Burmaster, GRDA.

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 Contract 42636 with Mead & Hunt, 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.**
- c. Proposed Executive Session Pursuant to 25 O.S. § 307(B)(4) for the Purpose of Confidential Communications Between GRDA and Its Attorneys Concerning Contract 42636 Task Authorization 42638 with Mead & Hunt, 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.**
- d. Proposed Executive Session Pursuant to 25 O.S. § 307(B)(4) for the Purpose of Confidential Communications Between GRDA and Its Attorneys Concerning Contract 42636 Task Authorization 42639 with Mead & Hunt, 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.**
- e. Proposed Executive Session Pursuant to 25 O.S. § 307(B)(4) for the Purpose of Confidential Communications Between GRDA and Its Attorneys Concerning Contract 42636 Task Authorization 42640 with Mead & Hunt, 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.

- f. 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 Claim Related to Peabody COALSALES, LLC, 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 Claim in the Public Interest.**

Director Elam moved to go into executive session at 10:01 a.m., seconded by Director Vandevier, and voted upon as follows: Elam, Kimball, Richie, Vandevier, yes. *Motion passed (4-yes, 0-no, 0-abstained).*

Director Richie moved to return to regular session at 11:37 a.m., seconded by Director Vandevier, and voted upon as follows: Elam, Kimball, Richie, Vandevier, yes. *Motion passed (4 yes, 0 no, 0 abstained).*

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 Contract 42636 with Mead & Hunt.**
- c. Action, as Necessary, Concerning Contract 42636 Task Authorization 42638 with Mead & Hunt.**
- d. Action, as Necessary, Concerning Contract 42636 Task Authorization 42639 with Mead & Hunt.**
- e. Action, as Necessary, Concerning Contract 42636 Task Authorization 42640 with Mead & Hunt**
- f. Action, as Necessary, Concerning the Pending Claim Related to Peabody COALSALES, LLC.**

The group took a break at 11:15 a.m., and returned at 11:20 a.m.

Regarding item a, there was no action necessary on this item.

Regarding item b, Director Vandevier moved to approve Contract 42636 with Mead & Hunt, as discussed in Executive Session, seconded by Director Elam, and voted on as follows: Elam, Kimball, Richie, Vandevier, yes. *Motion passed (4-yes, 0-no, 0-abstained)*.

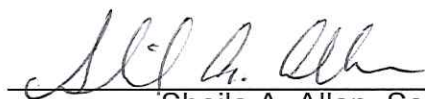
Regarding item c, Director Richie moved to approve Contract 42636 Task Authorization 42638 with Mead & Hunt, as discussed in Executive Session, seconded by Director Vandevier, and voted on as follows: Elam, Kimball, Richie, Vandevier, yes. *Motion passed (4-yes, 0-no, 0-abstained)*.

Regarding item d, Director Elam moved to approve Contract 42636 Task Authorization 42639 with Mead & Hunt, as discussed in Executive Session, seconded by Director Vandevier, and voted on as follows: Elam, Kimball, Richie, Vandevier, yes. *Motion passed (4-yes, 0-no, 0-abstained)*.

Regarding item e, Director Vandevier moved to approve Contract 42636 Task Authorization 42640 with Mead & Hunt, as discussed in Executive Session, seconded by Director Elam, and voted on as follows: Elam, Kimball, Richie, Vandevier, yes. *Motion passed (4-yes, 0-no, 0-abstained)*.

Regarding item f, there was no action necessary on this item.

Director Vandevier moved for adjournment at 11:38 a.m., seconded by Director Elam, and voted upon as follows: Elam, Kimball, Richie, Vandevier, yes. *Motion passed (4-yes, 0-no, 0-abstained)*.



Sheila A. Allen, Secretary

DATE APPROVED:

June 5, 2019
GRDA Board of Directors