

**Minutes of Regular Meeting  
Grand River Dam Authority  
Board of Directors  
November 13, 2024**

A regular meeting of the Board of Directors of the Grand River Dam Authority was held at the Grand River Dam Authority's Administrative Center in Chouteau, Oklahoma on November 13, 2024. 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 21, 2023 at 9:55 a.m.; by posting the agenda with the Mayes County Clerks' offices on November 12, 2024, at 9:59 a.m.; by posting said agenda at www.grda.com; and by posting said agenda at the principal office of Grand River Dam Authority at least 24 hours prior to the meeting.

Chair Meyers called the meeting to order at 10:02 a.m. The Secretary called the roll. All members were present. Chair Meyers declared a quorum.

BOARD MEMBERS

Chris Meyers, Chair	Present
John Rupe, Jr., Chair-Elect	Present
Dwayne Elam	Present
Tom Kimball	Present
Paul Matthews	Present
Charles Sublett	Present
Michael Westbrook	Present

ADMINISTRATIVE

Daniel S. Sullivan, Chief Executive Officer	Present
Erik Feighner, Chief Financial Officer/Corporate Treasurer	Present
Sheila Allen, Corporate Secretary	Present
Tim Brown, Executive VP - Chief Operating Officer	Present
Brian Edwards, Executive VP – Law Enforcement/Lake Operations	Absent
Laura Hunter, Executive VP - Chief Administrative Officer	Present
Heath Lofton, Executive VP - General Counsel	Present
Nathan Reese, Executive VP – External Relations	Present
John Wiscaver, Executive VP – Corporate & Strategic Communications	Present
Chris Carlson, Deputy Chief – Law Enforcement	Absent
Tony Dionisio, VP – Chief Information Officer	Present
Steve Jacoby, VP – Generation Engineering	Present
Robert Ladd, VP – Generation Operations	Present
Darrell Townsend II, VP – Ecosystems & Watershed Management	Absent
Jeff Tullis, VP – Transmission, Distribution & Engineering	Present

**4. New Business:**

**a. Capital Work Order Report (\*Denotes Addenda Items): Sullivan**

Number	D365 Project	Funding Source	Title	Net GRDA Cost
RF024-01317	P003599-01	REVENUE	Kerr Line Terminal Upgrades - Fdr 29-30 Reconductor	\$ 1,236,367

RF024-01316	P003598-01	REVENUE	MAID Line Terminal Upgrades - Fdr 29-30 Reconductor	976,894
RF023-01254	P001781-01	REVENUE	Pensacola Dam Trolley Cart Handrails	1,567,156

**Grand Total Work Orders** **\$ 3,780,417**

Mr. Sullivan explained the item on the Capital Work Order Report. He said one of most significance is the last item related to the replacement of the handrails around the trolley cart system at the spillway at Pensacola Dam. Over the year, this has been repaired multiple times and needs to now be completely redone. It is a more costly retrofit, but is necessary for the safety of GRDA personnel, particularly when operating this equipment and operating the spillway gates.

There were no questions from the Board.

Director Westbrook moved the Board approve the Capital Work Order Report as presented, seconded by Director Elam, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

## CONSENT AGENDA

### 4. New Business:

#### b. Resolutions of Commendation: Chair Meyers

##### 1) Robert L. Bailey

#### c. Approval of Amendment and Assignment of Revocable License to Encroach from Layson Commercial, LLC to Andrew Wilson and Lacy Wilson in Mayes County, Oklahoma

#### d. Declare Surplus and Not Necessary to the Business of the District:

#### Description and/or Make of Item

Ford / Escape / 2013	Cisco Catalyst 3560-X
Ford / Super Duty F550 / 2011	Cisco Catalyst 3560-G
Altec / AT40M / 2001	Lot of 3 Xli Time and Frequency Systems
Lot of 28 Dell Precision Towers	HP Proliant DL380 Gen9
Lot of 3 Cisco Catalyst 3560 48 Port Switches	Dell PowerEdge R710
Lot of 8 Server DL380 G9	Lot of 3 HP ProLiant DL380 Gen8
Tape Drive HP LO-5 Ultrium 3000	Lot of 2 Computer Lockbox
Netapp	Lot of 2 EMC/Brocate Fiberchannel Switch
Lot of 2 Dell PowerEdge R360	Cisco Router
Lot of 5 Optiplex 7010	Lot of 2 Alcatel Power Shelf
Dell PowerEdge 1950	Lot of 3 Alcatel Ethernet Switch
Lot of 21 Dell Flat Monitors	Lot of 4 Alcatel PCX
ASA Industrial Defender	Lot of Mic. Power Tools
NIDS Industrial Defender	Smith Corona Electronic Typewriter
Lot of 2 Nokia 7705 SAR Router	Nokia 7750 Router

## 5. Reports:

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

Standard Purchase Orders & Contracts		
PO Number	Vendor Name and City State	Amount
PCPA-000669	MITSUBISHI POWER - LAKE MARY, FL	165,108.00
PCPA-000683	GOLDNER DOCK CONSTRUCTION, LLC - GROVE, OK	319,000.00
PCPA-000685	TIMCO BLASTING & COATING - BRISTOW, OK	1,293,631.00
PCPA-000646	OKLAHOMA ROOFING & SHEET METAL, LLC - OKLAHOMA CITY, OK	532,035.44
PCPO-012916	OFFICE OF MANAGEMENT & ENTERPRISE SERVICES - OKLAHOMA CITY, OK	18,621.24
PCPA-000655	MITSUBISHI POWER - LAKE MARY, FL	244,516.09
PCPA-000680	BLACK & VEATCH CORPORATION - OVERLAND PARK, KS	170,600.00
PCPA-000691	BLACK & VEATCH CORPORATION - OVERLAND PARK, KS	153,900.00
PCPA-000692	BLACK & VEATCH CORPORATION - OVERLAND PARK, KS	53,760.00
PCPA-000688	WATCO - COFFEYVILLE, KS	346,080.30
PCPA-000696	MAGNUM CONSTRUCTION, INC. - BROKEN ARROW, OK	318,516.00
PCPA-000695	VALMONT INDUSTRIES, INC. - OMAHA, NE	230,798.00
		<b>\$3,846,566.07</b>
Change Orders & Renewals		
PO Number	Vendor Name and City State	Amount
PCPA-000455	BRAINERD CHEMICAL COMPANY, INC. - TULSA, OK	14,683.06
33227	BEP ONE LIMITED PARTNERSHIP C/O WIGGINS PROPERTIES, LLC - OKLAHOMA CITY, OK	49,092.48
PCPA-000608	BBC ELECTRICAL SERVICES - JOPLIN, MO	55,647.36
PCPA-000465	ANIXTER, INC. - OKLAHOMA CITY, OK	203.03
		<b>\$119,625.93</b>
<b>Grand Total</b>		<b>\$3,966,192.00</b>

Chair Meyers reviewed items on the Consent Agenda.

Director Kimball commented that the license to encroach item was just a transfer. There were no questions from the Board.

Director Sublett moved to approve the consent agenda as presented, seconded by Director Rupe, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

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## REGULAR AGENDA

### 1. Discussion and Possible Action Regarding:

#### a. Regular Board Meeting Minutes of October 9, 2024.

Director Kimball moved to approve the Regular Board Meeting Minutes of October 9, 2024, as presented, seconded by Director Sublett, and voted upon as follows: Elam, yes, Kimball, yes, Matthews, yes, Meyers, yes, Rupe, abstain, Sublett, yes, Westbrook, abstain. *Motion passed (5-yes, 0-no, 2-abstained).*

**b. Special Board Meeting Minutes of October 10-11, 2024.**

Director Kimball moved to approve the Special Board Meeting Minutes of October 10-11, 2024, as presented, seconded by Director Elam, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

**3. Unfinished Business:**

**a. Progress Reports:**

**1) Current Operations Reports**

**a) GRDA Monthly Video Update – November 2024**

- *GRDA & Oklahoma Task Force Aid Hurricane Relief Efforts*

**2) Recognition of Former Board Member James B. Richie**

**Regarding item 1,** Mr. Sullivan extended his gratitude to all the veterans in the room. He said their service to our country is deeply appreciated.

Mr. Sullivan explained data shown as to GRDA's Demand and Energy for Load Following, comparing information for 2023 and 2024 for GRDA's Full Requirements Customers for the month of October. There was an eight percent increase in demand and a seven percent increase in energy, year over year. Mr. Sullivan showed graphs illustrating a comparison of resource energy production for October 2023 and 2024, noting this October they saw significant changes in coal generation, with GREC Unit 2 generating nearly double compared to last year. This helped reduce GRDA's market purchases. October was also warmer than in previous years, allowing more flexibility in the market.

The Authority is currently at eighty-seven safe days working injuries and five days without property damage. accident-free. GRDA's Hydro Department has also reached two years without injuries, and they will hold a lunch to celebrate this achievement very soon. Mr. Sullivan told the Board they will continue to emphasize safety, particularly in vehicle backing practices, which have reduced minor incidents.

GRDA Finance, Grand River Energy Center (GREC) and Hydro personnel attended an American Public Power Association's (APPA) Public Utility Accounting course in early October at the Administrative Center led by Baker Tilly's Bethany Ryers and Ryan Theiler. The course provided an overview of the electric utility industry, accounting practices and FERC accounting.

An extended drawdown of the W.R. Holway Reservoir is underway, with plans to lower the reservoir forty-three feet below its normal maximum level to complete a maintenance project over the winter months. The drawdown should reach its bottom depth by mid-November 2024. Maintenance work will begin soon after with plans to begin the reservoir refill in May 2025.

October 15-17, 2024, The GRDA Safety Team led a series of forums for Hydro, Transmission & Distribution and GREC employees, talking about slips and falls during icy weather conditions, ergonomics and 360-degree vehicle and equipment walk- arounds. Safety Director Mike Vernnon continued to stress that while the safety stoplight data provides metrics used for injuries and property damage, the real importance is on employee safety while on the job. Professional, Clerical and Technical Safety forums were held later in the month.

During the Authority's recent customer meetings, they discussed their current situation and future plans, as well as the challenges posed by growing demands. Mr. John Di Stasio, retiring president of the Large Public Power Council (LPPC), and his successor, Tom Falcone, shared insights on national challenges facing utilities.

Mr. Sullivan also recognized Ms. Jeri Fleming for her contributions to the water program and efforts to protect the Illinois River. He said she is the recipient of the 2024 Francie Fite Water Warrior Award from Save The Illinois River (STIR). She received the award during STIR's annual meeting/Ed Edmondson Awards Banquet on October 26, 2024. Fleming is a member of the GRDA Ecosystems and Watershed Management Department, where she coordinates the Guard the Grand program and other outreach projects.

On November 5, 2024, an appreciation luncheon was held at the GRDA Administrative Center to honor the numerous GRDA employees who contributed to the restoration efforts following the tornadic storm that devastated Claremore and Pryor in late May. Attending the event was Claremore City Manager John Feary, alongside GRDA's Tim Brown, David Hefner, Nathan Reese, and Mike Vernnon, who were also in attendance to convey their gratitude to the team. This underscored the importance of mutual aid in the power industry and provided an opportunity to recognize those that go above and beyond.

Last week, GRDA's Robert Ladd and John Wiscaver, along with various Safety and GREC personnel, led a tour of the GREC Unit 4 construction site for U.S. Senator James Lankford, his wife Cindy, and several members of his staff. They were accompanied by David Stewart and Sherry Alexander from MidAmerica Industrial Park.

Mr. Sullivan introduced the monthly video highlighting their hurricane response teams, including law enforcement and water rescue personnel and line crews restoring power.

**Regarding item 2**, Mr. Sullivan recognized and thanked former Board member, James (Jim) B. Richie, for his almost ten years of service to GRDA, including his time as chair during the COVID-19 pandemic. He presented Mr. Richie with a resolution and a gift to show appreciation for his dedication. The gift is a picture of an eagle symbolizing Jim's watchful eye and responsibility during his time with the Authority.

Mr. Richie expressed gratitude for the friendships he made during his time on the board. He recognized friends he made during his time with GRDA, highlighting the support and camaraderie he experienced. Mr. Richie's family, including his daughters and grandchildren, attended the event to support him, showing the importance of family in his life. Mr. Richie also expressed his gratitude to Mr. Sullivan and the GRDA staff for their support and said it was an honor and privilege to be part of the organization.

The Board of Directors each provided comments honoring Mr. Richie.

#### **4. New Business:**

##### **e. Consideration, Discussion, and Possible Action Regarding Power Cost Adjustment (PCA) of \$ 0.02231 per kWh for December 2024**

Mr. Sullivan presented tables showing the PCA calculations based on the staff's forecast for December 2024 and explained the details. All figures are assumptions based on the information they have from historical data. Mr. Sullivan showed a graph illustrating the GRDA PCA rates (both actual and estimated) and what the under or over recovery is expected to look like for the next year. He said the trajectory is stable, with projected rates remaining below \$25 for the next year. Load forecast and value show higher utilization and asset value during November. Gas and electricity prices remain stable, providing good outlooks for the market. Overcollection has decreased the PCA, benefiting GRDA customers. Mr. Sullivan presented another graph showing the overall value of GRDA's resource portfolio. Their resource portfolio plays a role in keeping rates low, leading to additional savings for customers. The market cost of GRDA load is offset by the Authority's resource revenue, resulting in a cost that will be recovered by the monthly PCA rate. Mr. Sullivan presented a chart illustrating the forward curves for Nymex and the Southwest Power Pool (SPP) South Hub day ahead on-peak demand. He also showed another comparison of monthly rate calculations.

Director Elam moved to approve the Power Cost Adjustment (PCA) rate as presented, seconded by Director Kimball, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

#### **f. GREC Unit No. 4 Project and Procurement Status Updates**

Mr. Ladd recognized the efforts of the GRDA Hydro Teams for achieving two years of safe work. He expressed gratitude to Mr. Sullivan, the Executive Team, and the Board of Directors for prioritizing a safe work environment over production. Special recognition was given to Mike Vernnon and his Safety Team for fostering a culture of safety and creating a Safety Committee to address issues. Clint Heidelberg and his team were acknowledged for managing day-to-day activities and hydro generation facilities efficiently, emphasizing the importance of leadership, management, and employee involvement in maintaining a safe workplace. The Safety Committee has been proactive in addressing challenges and effectively mitigating risks to ensure continued safety of GRDA employees. Mr. Ladd said he is confident that the team will surpass the two-year milestone and achieve even greater success in the future.

The GREC Unit 4 project update is positive with no need for additional funding. Mr. Ladd told the Board construction is progressing ahead of schedule, especially the connection to the substation. A ninety percent design review was successfully completed with Black & Veatch Engineering, and the draft air permit for the facility has been received and will undergo review. The project's critical paths identified are the combustion turbine manufacturing and delivery, and the early arrival of the power distribution center (PDC). Efforts are being made to improve delivery schedules without any additional costs. The PDC supplier reports the hurricane in Asheville, NC, is not expected to impact the project timeline. The combustion turbine generator (CTG) is in final assembly for shipping, expected to arrive in January 2025. The Marine Traffic Global Shipping Tracker will monitor the transportation of components from Japan and Georgia to the project site and delivery is set to begin in the middle of the month. Overall, the project is progressing well with key milestones achieved and no significant delays anticipated.

Mr. Wiscaver said they will put together a public relations package when CTG delivery occurs.

Mr. Ladd stated construction progress is going well, with underground piping being backfilled as buildings start to rise above ground. Key areas of activity include the water treatment facility and the fuel gas compressor station, where good progress is being made. The CTG pad is being worked on, with a critical tabletop pour scheduled for tomorrow. Positive feedback has been received regarding Crossland Construction's commitment and Black & Veatch's support. Additionally, the foundation for the hot SCR and chimney area is being built out, showing good progress. Procurement efforts are nearing completion, with 90.7 percent of packages awarded out of an estimated forty-three contracts. Project costs have remained stable, with an increase in the contingency pool balance and the project is on schedule. The contingency pool drawdown has seen a deviation from the expected amount, but tough negotiations, exceptional contractor performance and support from different parties have helped manage the situation. The end of procurement is approaching, and a turn in the trend is expected. Overall, progress is positive.

Discussion ensued regarding allocation of funds, specifically mentioning the contingency amount and potential for excess funds if the contingency is not fully utilized, with the possibility of allocating it to other projects. The group considered options and solutions. The conversation highlighted the flexibility in the bond offering language that allows for such decisions. Further discussion focused on financial planning and the potential for future project acceleration or support with excess funds.

No action is required for this item.

#### **g. Markam Ferry Project Stabilization Update and Consideration, Discussion, and Possible Action Regarding an Amendment to Rizzo International Engineering Support Contract 43547**

Mr. Jacoby said he presented this original project in May when he asked the Board to consider doing some downstream work after the anchoring contractor completed their tasks. He said the discussion in May was challenging because the GRDA Team lacked final engineering data, and model studies were still underway. Now, this has been reconciled and the project is moving toward the final stage of design. Mr. Jacoby said the project is a mass concrete gated spillway with seventeen gates, divided into a primary and a secondary

spillway. GRDA faced destabilizing scour at the toe of the dam, which was addressed with fifty-two high-strength anchors that were completed in May. He showed photographs of the work as it was being done, as well as the diagram illustrating the different sections requiring work. The Authority was in the process of demobilizing the primary work when the staff and Board considered potentially extending that contract, although some uncertainties existed. The primary spillway has a longer construction section, while the secondary spillway serves to dissipate energy. This is critical because water flows down at about forty feet per second, and using a “flip bucket” allows the water to spill off and reduce energy that would cause scour downstream. Over the years, this system has been effective, but the team identified issues when the gates are operated, as scour affects the road and toe of the dam. The scour condition also reduced the overall stability. Mr. Jacoby told the Board they are mostly finished with the primary work and now need to plan for the final operation, including modifications and mitigation measures. Model studies indicate that restoring the energy reduction structure on the primary spillway will be beneficial, especially after water levels rise. The team conducted tests using both physical models and computerized modeling. The findings suggest a modification for the gates to reduce energy further, improving the overall stability. The goal is to direct the energy back onto the concrete slab and prevent erosion downstream. Mr. Jacoby stated they have received guidance from the Board, emphasizing the need to do this properly the first time to avoid future issues. The original program was estimated at approximately \$40 million for the project. However, a proposed shift to a distributed flow system raised costs. After additional modeling, they realized that optimizing the flip buckets would prevent further issues and keep costs down to approximately \$41 million. The team eliminated individual spillway gate operators to simplify the project. Therefore, Mr. Jacoby recommended moving forward with the designs for the added flip buckets. He explained their design engineer, Rizzo International Engineering, has a contract for this work. They propose a not-to-exceed and time-and-materials contract for the design work related to this project in the amount of \$280,116.00.

Discussion ensued regarding final cost and lifespan of the project, as well as integrity of Kerr Dam. Achieving the project goals and making the right decisions is important to the team. There were challenges with regulatory bodies leading to difficult negotiations, but they ultimately reached an agreement for the project's direction, validated by the Board of Consultants. Questions about monitoring erosion were raised, with Mr. Jacoby indicating that this has been part of the plan that will entail checks every five years. Due to recent flood risks, inspections were done more often, costing around \$125,000 to \$150,000 each time.

Regular monitoring is seen as good practice to ensure safety and maintenance, and the ongoing dredging program is essential to address issues related to debris and erosion. This is expected to have a positive impact on generation capacity, even if modest. The GRDA Team is pursuing a comprehensive approach in balancing costs and safety for better project outcomes.

Director Elam moved to authorize continued services for Contract 43547 to Rizzo International for Kerr Dam Spillway energy dissipation engineering design services and instrumentation completion at a not-to-exceed time-and-materials value of \$280,116.00, seconded by Director Matthews, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

#### **h. Consideration, Discussion, and Possible Action Regarding the Salina Pumped Storage Project's Chimney Rock Dam South Abutment Seepage Condition Improvements Exploration and Material Testing – Standard Engineering and Testing**

Mr. Jacoby said, in 2022, they found a major seepage issue in the south abutment at the Salina Pumped Storage Project. Discussions about this problem have been ongoing, and the engineering for the project was approved some time ago. He told the Board they are making progress with the final designs, conducting testing and drilling, and have faced various ponding problems in the south abutment. The team set up a coffer dam yesterday to help with parts of the project. However, they are still addressing the south abutment designs to get them approved by the FERC. The staff received follow-up correspondence this morning about this, as there is ongoing communication with FERC regarding flood issues. Today, Mr. Jacoby shared details about the contract for exploration that supports the design engineering. The “blanket” they are installing is located at the south end, near the dam. Mr. Jacoby showed a map and diagrams of the blanket

they are recommending. The seepage concerns are in specific areas, and this blanket aims to cut off that seepage at its source, connecting to the rock below to keep it away from the dam. The main risk is that seepage from the abutment could affect the dam's core, leading to deterioration. This situation has forced GRDA to maintain the water level, preparing for the dam's return to service to maximize operational efficiency. The rock contains impervious seepage zones that have eroded over time, which will be replaced by this upstream blanket to prevent further seepage into the dam. Initially, the team attempted to manage this design themselves but faced challenges, leading to a year-long independent review process. Supporting this design work, Mr. Jacoby and his team contracted with Standard Engineering and Testing, a local firm, to aid in their instrument program. Overall, they have completed ten exploratory holes and some requiring pre-drilling. However, he said they need further testing. Mr. Jacoby stated their financial request includes \$300,000 for exploration and piezometers, \$25,000 for material testing, and a contingency allowance, totaling \$350,000.

Discussion ensued regarding the north abutment. The north abutment is currently reported to have no issues. However, there is a secondary project potentially being pursued. To justify this project, minor adjustments are needed at the canal. The area has experienced past challenges. Currently, they are replacing a control filter beneath clay and adding a secondary covering and weight protection above the abutment. Overall, the design has proven effective, with no significant problems observed so far.

Director Elam moved to continue services authorization for the geologic investigations and geotechnical testing associated with the Salina Pumped Storage Project south dam abutment seepage improvements to Standard Engineering and Testing for drilling, exploration, and material testing services for time and materials in a not-to-exceed amount of \$350,000.00, seconded by Director Matthews, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

**i. Other New Business, if Any, Which Has Arisen Since the Posting of the Agenda and Could Not Have Been Anticipated Prior to the Time of Posting (25 O.S. § 311(9)).**

There was no other new business, and no action is required for this item.

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**5. Reports**

**a. Board of Directors Committee Reports**

**1. Assets Committee:**

- a) **Consideration, Discussion and Possible Approval of a Request by El Cabo Homeowners' Association Inc. and El Cabo Community Dock LLC for Approval of a Commercial Permit Application for a Facility Located in Delaware County, Oklahoma.**
- b) **Consideration, Discussion and Possible Approval of a Request by Madison Investments II, LP for a Revocable License to Encroach for Property Located in Delaware County, Oklahoma.**
- c) **Consideration, Discussion and Possible Approval of an Amendment and Assignment of a Revocable License to Encroach from Madison Investments II, LP to Timothy Michael Chenoweth and Angela Denise Chenoweth for Property Located in Delaware County, Oklahoma.**



**d) Report on Status of Encroachments on GRDA Property.**

Director Westbrook said the committee met this morning. He briefly explained each of the items included in the agenda. The final item was only a report on the status of encroachments, with only a handful remaining. All items were approved unanimously in committee. There were no questions or comments from the Board.

**Regarding item a,** Director Westbrook moved to approve the commercial application for El Cabo Homeowners' Association, Inc and El Cabo Community Dock, LLC as submitted, as approved by the Assets Committee, and the items were voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

**Regarding item b,** Director Westbrook moved to approve a License to Encroach to Madison Investments II, LP in Delaware County, Oklahoma for the amount of \$376.00 per year, as approved by the Assets Committee, and the items were voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

**Regarding item c,** Director Westbrook moved to approve the amendment and assignment of a License to Encroach from Madison Investments II, LP to Timothy Michael Chenoweth and Angela Denise Chenoweth in Delaware County, Oklahoma, as approved by the Assets Committee, and the items were voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

**Regarding item d,** there is no action required for this item.

**2. Audit, Finance, Budget, Policy & Compliance Committee:**

- a) Second Reading of Updates to Board of Directors' Policy No. 2-4 Conflict of Interest and Business Ethics**
- b) Second Reading of Updates to Board of Directors' Policy No. 4-3 Energy Risk Management**

Director Sublett said the committee previously discussed two items regarding updates to Board policies that will need action taken today.

There were no questions from the Board.

**Regarding item a,** Director Sublett moved to approve the modification to Board Policy 2-4 as presented, as approved by the committee, and the items were voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

**Regarding item b,** Mr. Feighner explained that last month they had discussed changes to GRDA's Energy Risk Management policy. After joining The Energy Authority (TEA), TEA is now authorized to conduct energy trading for the Authority. Their previous policies only allowed GRDA employees to trade, so this has now been updated to formally grant TEA this authority as well.

There were no questions from the Board.

Director Sublett moved to approve changes to Risk Policy 4-3, was provided last month to the Board, with the effect of authorizing The Energy Authority (TEA) to perform certain risk management activities on behalf of, and in coordination with, GRDA, as approved by the committee, and the items were voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

**3. Compensation & Marketing Committee:**

**a) Marketing Campaign Update**

Regarding item a, Director Kimball and Mr. Wiscaver said they would be bringing a marketing update to the Board very soon but had no report this month.

**4. Fuel and Long-Range Planning Committee:** Chair Meyers had no report.

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**6. Proposed Executive Sessions:**

- 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, 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 City of Miami et al. vs. Grand River Dam Authority, District Court of Ottawa County, Oklahoma, Case No. CJ-2008-619.**
- c. **Proposed Executive Session Pursuant to 25 O.S. § 307(B)(3) for the Purpose of Discussing the Purchase or Appraisal of Real Property in Payne County, Oklahoma.**
- d. **Proposed Executive Session Pursuant to 25 O.S. § 307(B)(3) for the Purpose of Discussing the Purchase or Appraisal of Real Property in Ottawa County, Oklahoma.**
- e. **Proposed Executive Session Pursuant to 82 O.S. § 862.1(2)(b) for the Purpose of Conferring on a Power Purchase Agreement Which is Exempt from the Provisions of the Open Meetings Act.**
- 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 Investigation, Claim, or Action, Related to Department of Environmental Quality Case No. 23-155, 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 Sublett moved to go into executive session at 11:20 a.m., seconded by Director Matthews, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

Director Kimball moved to return to regular session at 1:07 p.m., seconded by Director Elam, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

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**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.**
- b. Action, as Necessary, Concerning the City of Miami et al. vs. Grand River Dam Authority, District Court of Ottawa County, Oklahoma, Case No. CJ-2008-619.**
- c. Action, as Necessary, Concerning the Purchase or Appraisal of Real Property in Payne County, Oklahoma.**
- d. Action, as Necessary, Concerning the Purchase or Appraisal of Real Property in Ottawa County, Oklahoma.**
- e. Action, as Necessary, Concerning a Power Purchase Agreement Which is Exempt from the Provisions of the Open Meetings Act.**
- f. Action, as Necessary, Concerning the Pending Investigation, Claim, or Action, Related to Department of Environmental Quality Case No. 23-155.**

**Regarding item a,** there is no action required for this item.

**Regarding item b,** there is no action required for this item.

**Regarding item c,** Director Westbrook moved to approve the agreement discussed in Executive Session, subject to approval of final agreement terms and conditions that are satisfactory to the General Counsel and Chief Executive Officer, seconded by Director Sublett, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

**Regarding item d,** there is no action required for this item.

**Regarding item e,** Director Kimball moved to approve the Power Purchase Agreement discussed in Executive Session, subject to final terms acceptable to the Chief Executive Officer and the General Counsel, seconded by Director Matthews, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

**Regarding item f,** there is no action required for this item.

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Director Elam moved for adjournment at 1:09 p.m., seconded by Director Matthews, and voted upon as follows: Elam, Kimball, Matthews, Meyers, Rupe, Sublett, Westbrook, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

  
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Sheila A. Allen, Secretary

DATE APPROVED:

December 13, 2024  
GRDA Board of Directors