

**Minutes of Special Meeting
Grand River Dam Authority
Board of Directors
Tulsa, Oklahoma
August 22, 2011**

A special meeting of the Board of Directors of the Grand River Dam Authority was held at the Park Inn Tulsa Airport, Tulsa, Oklahoma, on August 22, 2011. 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 August 9, 2011, at 11:37 a.m.; by posting the agenda with the Craig County Clerk's office on August 18, 2011, at 10:54 a.m.; and by posting said agenda at the principal office of GRDA at least 24 hours prior to the meeting and at the Park Inn Tulsa Airport.

Chair Chernicky called the meeting to order at 9:14 a.m. The Secretary called the roll; all members were present. Chair Chernicky declared a quorum.

BOARD MEMBERS

David J. Chernicky, Chair	Present
Stephen R. Spears, Chair-Elect	Present
Dewey F. Bartlett, Jr.	Present
Greg R. Grodhaus	Present
Betty Kerns (arrived at 10 a.m.)	Present
W. Brent LaGere	Present
Chris Meyers	Present

ADMINISTRATIVE

Michael Kiefner, Interim GM/CEO/Director of Investments/COO	Absent
Gretchen Zumwalt-Smith, General Counsel	Present
Charles J. Barney, AGM Thermal and Hydro Generation	Absent
Carolyn Dougherty, AGM Market Analysis/Strategic Development	Absent
Dale Willis, AGM Transmission	Absent
Mike Herron, AGM Engineering, System Operations, & Reliability	Absent
Donna M. Jones, Secretary	Present

Others present were as follows: Randy Krehbiel, Tulsa World; Justin Alberty, GRDA.

**1. Executive Session for the Purpose of Discussing the Employment,
Hiring, Appointment, Promotion, or Resignation of the
General Manager/Chief Executive Officer and Director of Investments**

Director LaGere moved to go into executive session at 9:15 a.m., seconded by Director Bartlett, and voted upon as follows: Chernicky, Grodhaus, Kerns, LaGere, Meyers, Spears, Bartlett, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

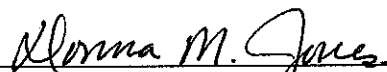
Director Bartlett moved to return to regular session at 3:08 p.m., seconded by Director LaGere, and voted upon as follows: Grodhaus, Kerns, LaGere, Meyers, Spears, Bartlett, Chernicky, yes. *Motion passed (7-yes, 0-no, 0-abstained).*

2. Action on Executive Session Items

a. Action, As Necessary, Related to the Employment, Hiring, Appointment, Promotion, or Resignation of the General Manager/Chief Executive Officer and Director of Investments.

Regarding item 2.a., Director Grodhaus reported the Board has interviewed six candidates. As a result, the candidate selection has been narrowed from approximately 80 candidates to the top-three candidates for the position of the CEO/General Manager of the Grand River Dam Authority. The Board now intends to further evaluate and perhaps conduct a second interview of the top three candidates. No action is deemed necessary at this time.

Director Chernicky moved for adjournment at 3:10 p.m., seconded by Director Kerns, and voted upon as follows: Kerns, LaGere, Meyers, Spears, Bartlett, Chernicky, Grodhaus, yes. *Motion passed (7-yes, 0-no, 0-abstained).*



Donna M. Jones, Secretary

DATE APPROVED:

September 14, 2011
GRDA Board of Directors