

**Minutes of Special Meeting
Grand River Dam Authority
Board of Directors
Tulsa, Oklahoma
September 29, 2011**

A special meeting of the Board of Directors of the Grand River Dam Authority was held at New Dominion LLC, Tulsa, Oklahoma, on September 29, 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 September 26, 2011, at 11:33 a.m.; by posting the agenda with the Craig County Clerk's office on September 27, 2011, at 2:56 p.m.; and by posting said agenda at the principal office of GRDA at least 24 hours prior to the meeting.

Chair Spears called the meeting to order at 7:00 a.m. Ms. Zumwalt-Smith called the roll; all members were present with the exception of Director Chernicky. Chair Spears declared a quorum.

BOARD MEMBERS

Stephen R. Spears, Chair	Present
Greg R. Grodhaus, Chair-Elect	Present
Dewey F. Bartlett, Jr.	Present
David J. Chernicky	Absent
Betty Kerns	Present
W. Brent LaGere	Present
Chris Meyers	Present

ADMINISTRATIVE

Michael Kiefner, Interim GM/CEO/Director of Investments/COO	Present
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: 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, Director of Investments,
Chief Operating Officer, and Chief Technical Officer**

Director LaGere moved to go into executive session at 7:02 a.m., seconded by Director Bartlett, and voted upon as follows: Grodhaus, LaGere, Meyers, Bartlett, Kerns, Spears, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

Director Grodhaus moved to return to regular session at 9:17 a.m., seconded by Director LaGere, and voted upon as follows: Kerns, LaGere, Meyers, Spears, Bartlett, Grodhaus, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

2. Action on Executive Session

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

Regarding item 2.a., no action was deemed necessary at this time.

Director Grodhaus moved for adjournment at 9:18 a.m., seconded by Director LaGere, and voted upon as follows: LaGere, Meyers, Spears, Bartlett, Grodhaus, Kerns, yes. *Motion passed (6-yes, 0-no, 0-abstained).*



Donna M. Jones, Secretary

DATE APPROVED:

October 13 2011
GRDA Board of Directors