

**Minutes of Special Meeting
Grand River Dam Authority
Board of Directors
Tulsa, Oklahoma
November 14, 2016**

A special 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 November 14, 2016. 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 November 9, 2016, 1:43 p.m.; by posting the agenda with the Tulsa County Clerk's office on November 10, 2016, 12:58 p.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 Churchwell called the meeting to order at 1:00 p.m. The Secretary called the roll. All members were present with the exception of Director Meyers. Chair Townsend declared a quorum and stated notice has been given of this meeting as required by the Oklahoma Open Meetings Act, Title 25 Oklahoma Statutes Section 311.

BOARD MEMBERS

Pete Churchwell, Chair	Present
Joseph Vandevier, Chair-Elect	Present
James B. Richie	Present
Tom Kimball	Present
Stephen R. Spears	Present
Chris Meyers	Absent
Ed Townsend	Present

ADMINISTRATIVE

Daniel S. Sullivan, General Manager/CEO/Director of Investments	Present
Tim Brown, Chief Operating Officer	Present
Ellen Edwards, General Counsel	Present
Charles J. Barney, AGM Thermal and Hydro Generation	Absent
John Goodwin, AGM Human Resources	Absent
Carolyn Dougherty, AGM Market Analysis/Strategic Development	Present
Brian Edwards, AGM Chief of Law Enforcement/Homeland Security	Present
Mike Herron, AGM Engineering, System Operations, & Reliability	Absent
Darrell Townsend II, AGM Ecosystems & Lake Operations	Absent
Sheila A. Allen, Secretary	Present

1. Executive Session:

- a. **Proposed Executive Session Pursuant to 25 O.S. § 307(B)(1) and 25 O.S. § 307(B)(7) for the Purpose of Confidential Communications Between GRDA and Its Attorneys to Discuss Entering into an Agreement between GRDA and a Law Enforcement Agency Concerning the Employment of a Current GRDA Police Officer, Disclosure of Which Would Violate Confidentiality Requirements of State and/or Federal Law.**
- b. **Proposed Executive Session Pursuant to 25 O.S. § 307(B)(4) for the Purpose of Confidential Communications Between GRDA and Its Attorneys Concerning a Pending Action Which GRDA has Determined, with the Advice of Its Attorneys, that Disclosure of Such Communication Would Seriously Impair the Ability of the GRDA to Conduct the Litigation 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 the Pending Action, Asbell, et al., v. Grand River Dam Authority, Case No. CJ 2001-00381, in the District Court in and for Ottawa County, Oklahoma, Which GRDA has Determined, with the Advice of Its Attorneys, that Disclosure of Such Communication Would Seriously Impair the Ability of the GRDA to Conduct the Litigation in the Public Interest.**

Director Kimball moved to go into executive session at 1:01 p.m., seconded by Chairman Churchwell, and voted upon as follows: Churchwell, Kimball, Richie, Spears, Townsend, Vandevier, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

Director Townsend moved to return to regular session at 1:37 p.m., seconded by Chairman Churchwell, and voted upon as follows: Churchwell, Kimball, Richie, Spears, Townsend, Vandevier, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

7. Action on Executive Session Items


- a. **Action, As Necessary, Concerning the Employment of a Current GRDA Police Officer.**
- b. **Action, As Necessary, Concerning a Pending Claim or Action.**
- c. **Action, As Necessary, Concerning a Pending Claim or Action.**

Regarding item a, Chairman Churchwell moved to cross-deputize a GRDA Police officer as discussed in Executive Session, seconded by Director Townsend, and voted upon as follows: Churchwell, Kimball, Richie, Spears, Townsend, Vandevier, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

Regarding item b, Director Vandevier moved to approve Engineering Services Agreement 41613 in the not-to-exceed amount of \$800,000, associated Work Authorization 41623 in the not-to-exceed amount of \$235,000, associated Work Authorization 41652 in the not-to-exceed amount of \$65,000, and the associated Work Authorization 41650 in the not-to-exceed amount of \$16,112, as discussed in Executive Session, seconded by Director Spears, and voted upon as follows: Churchwell, Kimball, Richie, Spears, Townsend, Vandevier, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

Regarding item c., Director Kimball moved to approve that the General Counsel and the Chief Executive Officer have authority to settle the Allman litigation for the amount discussed in Executive Session, seconded by Director Townsend, and voted upon as follows: Churchwell, Kimball, Richie, Spears, Townsend, Vandevier, yes. *Motion passed (6-yes, 0-no, 0-abstained).*

Director Vandevier moved for adjournment at 1:40 p.m., seconded by Director Richie, and voted upon as follows: Churchwell, Kimball, Richie, Spears, Townsend, Vandevier, yes. *Motion passed (6-yes, 0-no, 0-abstained).*



Sheila A. Allen, Secretary

DATE APPROVED:

January 12, 2017
GRDA Board of Directors