

**CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA**

**April 30, 2008
Wednesday**

3:30 p.m.

**BOARD OF DIRECTORS' AUDIT COMMITTEE
MEETING MINUTES**

Committee Members in Attendance: PJ Hill, Chair
Jeff Lipscomb
Alex Gimarc
Elizabeth Vazquez (*arrived at 3:48 p.m.*)

Other Board Members in Attendance: Janet Reiser
Rebecca Logan
Jim Nordlund (*arrived at 3:44 p.m.*)

Guests in Attendance: Scott Miller, KPMG
Clayton Bourne, KPMG
Lorali Carter, MEA

Staff in Attendance:

Bradley Evans	Kathy Harris	Divina Portades
Tyler Andrews	Ed Jenkin	Paul Risse
Bill Bernier	Carol Johnson	Jean Sauget
Patti Bogan	Teresa Kurka	David Smith
Mike Cunningham	Sherri McKay-Highers	Phil Steyer
Renee Curran	Connie Owens	Ron Vecera
Dora Gropp		Burke Wick

Recording Secretary: DeAnna Scott, Executive Assistant.

I. Call To Order

The Audit Committee Meeting was called to order by Chairman Hill at 3:33 p.m., in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

II. Executive Session

None.

III. Approval of Agenda

Director Lipscomb moved and Director Gimarc seconded the motion to approve the agenda. The motion passed unanimously.

IV. Approval of Minutes

a. March 19, 2008

Director Lipscomb moved and Director Gimarc seconded the motion to approve the March 19, 2008, meeting minutes. The motion passed unanimously.

V. Customer Comments

a. Wholesale Customer Comments

None.

b. Member Comments

None.

VI. 1st Quarterly Limited Review

Scott Miller from KPMG presented the 1st Quarterly Limited Review and answered questions of the committee.

VII. Correspondence

None.

VIII. Directors' Comments

Director Lipscomb: "No comments."

Director Gimarc: "No comment."

Director Hill: "I just want to commend Mike and all of his people for this 10Q filing. This is a momentous achievement, the biggest form I've ever seen. I know they worked really hard on it. I think it's a tremendous undertaking and thank you for all of your work it."

Director Nordlund arrived at 3:44 p.m.

IX. Executive Session

At 3:45 p.m., Director Gimarc moved and Director Lipscomb seconded the motion that pursuant to Alaska Statute 10.25.175(c) (1) and (3) the Board go into executive session to discuss (1) matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative. The matter to be discussed is 1) First Quarter SEC Form 10Q Filing. The motion passed unanimously.

Director Vazquez arrived at 3:48 p.m.

The Committee reconvened in open session at 4:08 p.m.

X. 10Q Filing

Director Lipscomb moved and Director Gimarc seconded the motion to waive the seven day rule and add agenda item X.A. SEC Form – 10Q Filing. The motion passed unanimously.

A. Director Lipscomb moved and Director Gimarc seconded the motion that the Audit Committee recommend that Management file the March 31, 2008 Securities and Exchange Commission Form 10Q by the due date and incorporate any amendment to the document which would be received and reviewed and approved by KPMG. Mr. Miller and Mr. Cunningham will immediately inform the Board in writing of any material and significant changes of the 10Q. The motion passed unanimously.

XI. Adjourn

Director Lipscomb moved and Director Gimarc seconded the motion to adjourn the Audit Committee Meeting. Motion passed unanimously. The meeting adjourned at 4:09 p.m.

DRAFT