

**CHUGACH ELECTRIC ASSOCIATION, INC.**  
**Anchorage, Alaska**

**December 17, 2009**

**REGULAR BOARD OF DIRECTORS'**  
**MEETING MINUTES**

The following board members were present:

Rebecca Logan – Chair  
Jim Nordlund – Vice Chairman (*arrived at 4:10 p.m.*)  
Alex Gimarc – Secretary  
PJ Hill - Treasurer  
Janet Reiser – Director  
Pat Kennedy – Director (*telephonically*)  
Elizabeth Vazquez – Director

The following employees, members, and guests attended:

Brad Evans	Connie Owens	Lee Thibert
Dave Smith	Ed Jenkin	Mike Cunningham
Bill Bernier	Mark Johnson	Phil Steyer
Tyler Andrews	Paul Risse	Rich Wilson, Alaska Ratepayers
Bill Noll, Alaska Ratepayers	Jim Gill, Alaska Ratepayers	Jim Posey, AML&P
Marilyn Leland, APA		

Paula Neas-Arnold, Executive Secretary, recorded the meeting proceedings.

**I. CONVENE MEETING**

Chair Logan called the regular meeting of the Board of Directors to order at 4:09 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

**II. PLEDGE OF ALLEGIANCE**

Chair Logan led the Board and audience in the Pledge of Allegiance.

*Director Nordlund arrived 4:10 p.m.*

**III. EXECUTIVE SESSION**

None.

**IV. APPROVAL OF AGENDA**

Director Hill moved and Director Gimarc seconded the motion to approve the Agenda. The motion passed unanimously.

**V. CONSENT AGENDA**

**A. Board Calendar**

*Added: Joint Utility Task Force Committee Meeting – December 18, 2009 from 10:00 a.m. to 2:00 p.m.*

*December 29, 2009, GRETC Legislation Work Session at AEA from 10:00 a.m. to 2:00 p.m.*

**B. Upcoming Training & Conferences**

*1. Annual Audit Committee Issues Conference – February 2, 2010 – Phoenix, AZ. (Hill & Vazquez)*

*2. NRECA Annual Meeting – February 11 – 18, 2010 – Atlanta, GA*

*3. APA Legislative Conference – March 9 – 10, 2010 – Juneau, AK*

**C. Minutes – November 19, 2009 (Portades)**

**D. Director Expenses**

**E. Appointments to 2010 Bylaws Committee (Steyer)**

**F. Appointments to 2010 Election Committee (Steyer)**

There were no objections to the Consent Agenda.

**VI. PERSONS TO BE HEARD**

**A. Wholesale Customer Comments**

None.

**B. Member Comments**

Rich Wilson, Bill Noll and Jim Gill with the Alaska Ratepayers, Inc. addressed the Board. As a non-profit organization, Mr. Wilson stated all of their time is donated. The members are ratepayers from Chugach Electric, Golden Valley Electric, Matanuska Electric Association and maybe Anchorage Municipal Light and Power. The goal of the Alaska Ratepayers, Inc., is to educate the public and decision makers about the energy crisis along with providing affordable rates for the consumers, our neighbors and businesses in state but to also have rates low enough to attract major new economic development opportunities that can sustain our economy in the future. They discussed other ideas and stated they are in support of a “right sized” Susitna Hydro Project.

**VII. CEO REPORT**

None.

**VIII. CORRESPONDENCE**

None.

**IX. DIRECTOR REPORTS**

**A. Committee Reports**

Director Vazquez provided an update on the Anchorage Municipal Light & Power Board Meeting that was held on December 16, 2009.

**B. APA Report**

Director Gimarc provided an update on the APA Strategic Planning Session that was held on December 3, 2009. He further stated there is a legislative meeting scheduled for March 9 – 10, 2010, in Juneau. Director Vazquez stated she attended part of the meeting and provided additional input.

**C. Meeting Reports**

Chair Logan reported on the Mayor's Task Force Committee meeting, the House Energy meeting and the House Resources Committee meeting.

**X. UNFINISHED BUSINESS**

None.

**XI. NEW BUSINESS**

**A. Board Policy 119 – Contributions**

*This item was removed from the Agenda.*

**B. Appointments to 2010 Nominating Committee**

Director Reiser moved and Director Nordlund seconded the motion that the Board of Directors approve Francis Sheridan for a "C" term on the Nominating Committee. The motion passed unanimously.

**C. Appointments NRECA Annual and Regional Meeting Voting Delegate & Alternate**

Director Nordlund moved and Director Hill seconded the motion that the Board of Directors appoint Director Reiser as the voting delegate to the NRECA Annual Convention and Director Vazquez and Director Kennedy as the NRECA voting alternates. The motion passed unanimously.

**XII. EXECUTIVE SESSION**

At 4:49 p.m., Director Nordlund moved and Director Kennedy seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1) the Board of Directors go into executive session to discuss matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative as it relates to the Association's Fuel Supply Matters and the Human Resources Division's Strategic Plan.

The matters to be discussed include the: 1.) Fuel Supply Matters and 2.) Update on the Human Resources Strategic Plan.

The motion passed unanimously.

*The Board took a 25 minutes recess and went into executive session at 5:14 p.m.*

*Chair Logan passed the gavel to Director Nordlund and departed from the meeting during the Executive Session.*

*Director Kennedy disconnected telephonically during the Executive Session.*

The Board resumed in open session at 6:12 p.m.

### XIII. DIRECTOR COMMENTS

**Director Hill:** “No comments.”

**Director Reiser:** “No comments.”

**Director Vazquez:** “Just thanks for the good work you guys are doing. Brad has been in overdrive; he has been since he took the helm about two years ago December, December what? December 2<sup>nd</sup>?” *Brad Evans:* “7<sup>th</sup> or 8<sup>th</sup> or something like...” *Director Vazquez:* “December 7 or 8, it was around this time...” *Connie Owens:* “December 5<sup>th</sup>.” *Director Vazquez:* “December 5<sup>th</sup> in 2008 right? No 7, 7, 7; two years at the helm, so two years at the helm ...” *Director Hill:* “...and he still has all his hair ...” *Director Vazquez:* “yes, yes, he still has all his hair ...” *Director Reiser:* “Was it gray before?” *Director Vazquez:* “Yes, it’s a little grayer than before. We’ve come a long way.” *Brad Evans:* “Well I’ve had good company on this ...” *Director Vazquez:* “Well one of the first things that Brad had to do, he realized as of that date, the beginning of December, that things were going the way that they were going, we were not going to have any margins. And so, he had to quickly do some cash management, real quickly, real astutely to get the train back on track, am I not right Brad?” *Brad Evans:* “That was a \$300,000 a day problem, or which is pretty close to that.” *Chair Reiser:* “Gosh, we’d have to pony up our stipends and we would still be \$300,000...”. *Director Vazquez:* “Yeah, yeah, no, but I’m just saying, with his two year anniversary is here and I thought of, we know of course, Miss Connie keeps things going, thank you. Connie is very reliable as we all know, but she’s, she’s Brad’s right hand, and thanks, give thanks to Lee,” *Brad Evans:* “I’ve got a lot of right hands around here.” *Director Vazquez:* “Yeah, I know you’ve got to have 15 and Dave Smith, you know, we started that whole conservation program. Remember when Uwe and I had breakfast with Shawn Skaling and hoping to get together and partnering with him and, and I starting that whole process and then I started putting it every month on the agenda so they had to report some conservation effort that was accomplished? But, it really did not take off until Mr. Evans took the helm and took it more seriously and I really appreciate it because, as you know, the Board sets policy, we can’t be here eight hours a day implementing that policy; so, that was really good and a whole different corporate culture that’s changing to the better, so, thank you.”

**Director Gimarc:** “At the end of another year, great progress has been made. Thank everybody for their hard work for members and staff. Merry Christmas to all and to all a good night.”

**Acting Chair Nordlund:** “I want to wish everyone a happy holiday and to say how proud I am to be a member of this board and what a great organization it is and I’m happy to be affiliated with it so thanks. *Director Vazquez:* “I have one more comment...” *Acting Chair Nordlund:* “Happy New Year.” *Director Vazquez:* “Thanks, we’re going to have to pat each other...” *Acting Chair Nordlund:* “Oh, is Pat on there?” *Multiple Responses:* “No she left.” *Director Vazquez:* “Thanks...” *Director Reiser:* “To all of us.” *Director Vazquez:* “Yes, Janet, for you know, kind of looking into that power plant and I know that Alex has been dealing with GRETC a lot and you know, so everybody’s putting in their contributions. *Director Reiser:* “Fun, good times.”

**XIV. ADJOURNMENT**

Director Reiser moved and Director Gimarc seconded the motion to adjourn. The meeting adjourned at 6:15 p.m.

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Alex Gimarc, Secretary

Date Approved: January 27, 2010

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