

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 4, 2008

SPECIAL BOARD OF DIRECTORS
MEETING MINUTES

The following board members were present:

Elizabeth Vazquez – Chairman
Uwe Kalenka – Vice Chairman
Alex Gimarc – Secretary
PJ Hill - Treasurer
Jeff Lipscomb – Director
Jim Nordlund – Director
Rebecca Logan – Director

The following employees, members, and guests attended:

Brad Evans	Connie Owens	Carol Heyman
Paul Risse	Dave Smith	Mike Cunningham
Ed Jenkin	Bill Bernier	Phil Steyer
Patti Bogan	Carol Johnson	Jim Walker (MEA)
Jim Patras (HEA)	Tom Daniel (Perkins Coie)	

Jennifer McDonald, Legal Secretary, recorded the meeting proceedings.

I. CONVENE MEETING

The special meeting of the Board of Directors was convened at 9:10 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

II. EXECUTIVE SESSION

Director Kalenka moved and Director Gimarc seconded the motion that pursuant to Alaska Statute 10.25.175(c) (1) and (3) the Board go into executive session 1) to discuss matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and 2) to discuss matters with its attorneys, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The matters to be discussed are: 1) Personnel and Contract Matter: William R. Stewart; 2) Blue Ribbon Panel Report – Unredacted Version; 3) Memorandum of Understanding for Organization of a Unified Power Provider; 4) Memorandum of Understanding Regarding Joint Development of South Anchorage Power Project and 5) Contract with Board Attorney Gordon Tans. The motion to go into executive session passed unanimously. The Board went into executive session at 9:11 p.m.

The Board paused for a break at 10:20 p.m. and resumed in executive session at 10:31 p.m.

The Board resumed in open session at 10:36 p.m.

Director Kalenka moved and Director Hill seconded the motion to move all of the remaining Agenda Items to the next Board meeting scheduled for February 18. The motion passed unanimously.

III. APPROVAL OF THE AGENDA

IV. NEW BUSINESS

- A. Approve 2008 Election Procedures**
- B. Change of Registered Agent**
- C. Personnel and Contract Matter: William R. Stewart**
- D. Blue Ribbon Panel Report**
- E. Memorandum of Understanding for Organization of a Unified Power Provider**
- F. Memorandum of Understanding Regarding Joint Development of South Anchorage Power Project**
- G. Contract with Board Attorney**

V. EXECUTIVE SESSION

None.

VI. DIRECTOR COMMENTS

VII. ADJOURNMENT

Director Hill moved and Director Kalenka seconded the motion to adjourn. The meeting adjourned at 10:38 p.m.

Alex Gimarc, Secretary

Date Approved: February 18, 2008