

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

**February 9, 2010**

**SPECIAL BOARD OF DIRECTORS**  
**MEETING MINUTES**

The following board members were present:

Rebecca Logan – Chair  
Jim Nordlund – Vice Chairman  
Alex Gimarc – Secretary  
PJ Hill - Treasurer  
Janet Reiser – Director  
Pat Kennedy – Director  
Elizabeth Vazquez – Director

The following employees, members, and guests attended:

Brad Evans                      Dave Smith                      Connie Owens                      Barbara Kraft

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

**I. CONVENE MEETING**

The special meeting of the Board of Directors was convened at 6:24 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.

**III. EXECUTIVE SESSION**

Director Hill moved and Director Gimarc seconded the motion that pursuant to Alaska Statute 10.25.175 ( c ) (2) the Board of Directors go into executive session to discuss subjects that may tend to prejudice the reputation or character of a person as it relates to discussion of certain Board Directors. However, the person may request a public discussion.

The matters to be discussed include:

- A. A matter regarding Director Pat Kennedy;
- B. A matter regarding Director Jim Nordlund; and,
- C. A matter regarding Director Rebecca Logan.

The Board went into executive session at 6:29 p.m. and resumed in open session at 8:40 p.m.

#### **IV. APPROVAL OF THE AGENDA**

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

Chair Logan stated Barbara Kraft will serve as the parliamentarian for this meeting.

#### **V. PERSONS TO BE HEARD**

- A. *Wholesale Customer Comments – None*
- B. *Member Comments - None*

#### **VI. NEW BUSINESS**

##### **A. Election of Officers**

Director Hill read the following statement for the official record: “In Executive Session we discussed the matter concerning Director Kennedy. We concluded that there was a breakdown of communications on several levels and that the Board of Director viewed it as a learning process. No action or any judgments were made concerning Director Kennedy.”

Director Nordlund moved and Director Gimarc seconded the motion to have an election of officers. After discussion, Chair Logan asked for Roll Call vote on the election of officers.

Chair Logan: No  
Director Gimarc: No  
Director Reiser: Yes  
Director Kennedy: Yes  
Director Nordlund: Yes  
Director Hill: No  
Director Vasquez: No

The motion fails.

#### **VII. EXECUTIVE SESSION**

None.

#### **VIII. DIRECTOR COMMENTS**

**Chair Logan:** “I would like to apologize to this entire board. I should not have written the article that I wrote and hopefully I have not done damage to Chugach Electric. I need to remember that I am the Chairman of the Board and associated with Chugach and my commitment for the next three months is that I will no longer write articles.”

**Director Hill:** “This has been one of the most interesting and great experiences of my life. I’d like to thank everyone, for their points of view. I’m glad we have different points of view.”

**Director Reiser:** “I do appreciate you Rebecca and all your work and I’m pleased that we are moving forward as a Board and Jim, your work as well. What I’d like to see is just a higher level of accountability for the Board member themselves, all of the Board. I’d like to see us set-up and I’d like us to encourage and I’d like to see some better behavior. ....*Chairman Logan: “I’m going to guess we’re going to see a policy from your Operations Committee.”* ..... Director Reiser “I think you will see that next time.” .....*Chairman Logan: I’d be disappointed if you didn’t.”*

**Director Kennedy:** “I’d like to accept your apology. You have to be very careful with me because I’ve spent nine years on the Board of Directors with Ray Kreig. I’ve seen everything including conspiracy not only against me, but against Chugach within the work force, so I get very sensitive when things are said and then taken at face value. Having said that, I think we’re going to be like first year teachers in middle school growing together unless we fall apart. And I’m glad you didn’t resign, that would have been terrible.”

**Director Vazquez:** “No comment.”

**Director Gimarc:** No comment.”

**Director Nordlund:** “I’d just like to say thank you Madame Chair for your statement. You do good work with the Board and I’m sure you will continue to do good work with the Board and within the Community.”

## IX. ADJOURNMENT

Director Hill moved and Director Reiser seconded the motion to adjourn. The motion passed unanimously. The meeting adjourned at 9:00 p.m.

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Alex Gimarc, Secretary

Date Approved: February 24, 2010