

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

BOARD MEETING
AGENDA ITEM SUMMARY

April 20, 2005

ACTION REQUIRED

AGENDA ITEM NO. IX.A

Information Only
 Motion(s)
 Resolution
 Executive Session
 Other _____

TOPIC

Eligibility of Director Chris Birch

DISCUSSION

- 1) Director Chris Birch will be sworn in as a member of the Municipality of Anchorage (MOA) Assembly on April 19, 2005.
- 2) The Board has a legal opinion that membership on the MOA Assembly will cause him to be ineligible to continue to serve on the Chugach Board pursuant to Article IV, Section 3(a)(2) of Chugach's bylaws. If the Board and Director Birch agree with this opinion, no action by the Board is required. If there is disagreement, the Board must vote on whether his concurrent status on the MOA Assembly makes him ineligible to remain on the Chugach Board.
- 3) Assuming the Board decides that Director Birch is ineligible to remain on the Chugach Board, then the Board must vote to send him written notice pursuant to Article IV, Section 3 (c) of Chugach's bylaws that he is ineligible to remain on the Board unless he resigns his MOA Assembly seat and that failure to do so will result in his removal from the Board thirty days from the date notice is given to him. The Board may delegate the task of writing the letter to in-house counsel. If Director Birch agrees at the meeting on the record or in writing to resign effective at any point within the thirty days, the letter would be not be necessary.
- 4) Assuming the Board decides that Director Birch is ineligible to remain on the Chugach Board, the Board has a legal opinion that Director Birch cannot participate in Board

activities during the period of ineligibility. If the Board and Director Birch agree with this opinion, no further Board action is required. If there is disagreement, the Board must vote on whether his current status on the MOA Assembly makes him ineligible to participate in Board matters during the period of disability.

- 5) Depending on the Board or Director Birch's actions as set out above, the Chairman of the Board can provide notice at this meeting that a vacancy on the Board has occurred and that solicitations for applications to fill the vacancy can begin pursuant to Board Policy 115.

CEO'S RECOMMENDATION

N/A