

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

April 30, 2009

BOARD OF DIRECTORS'
SPECIAL BOARD MEETING MINUTES

A Special Board Meeting was held on April 30, 2009, in the boardroom of the Egan Convention Center, Anchorage, Alaska, 99501.

The following board members were present:

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

The following employees attended:

Brad Evans
Lee Thibert
DeAnna Scott
Dave Smith
Mark Johnson
Tom Schulman

Other Attendees:

Louann Cutler
Scott Harter
Ray Krieg
LeeAnn Kreig

Several additional members of the Association were present.

I. CONVENE MEETING

The special meeting of the Board of Directors was called to order at 9:10 p.m. Chairman Vazquez announced that the only item of business on the agenda was administration of the “Oath of Office” and election of Board officers for the coming year.

II. ADMINISTER OATH OF OFFICE TO NEWLY ELECTED BOARD MEMBERS

Louann Cutler had the newly elected board members Pat Kennedy and Jim Nordlund read the Oath of Office. The new directors agreed to perform their duties as read in the oath.

III. APPROVAL OF THE AGENDA

Director Kennedy moved and Director Reiser seconded the motion to approve the Agenda. The motion passed unanimously.

IV. EXECUTIVE SESSION

At 9:19 p.m., Director Reiser moved and Director Kennedy seconded the motion that that pursuant to Alaska Statute 10.25.175 (c) (3) the Board of Directors go into executive session to discuss matters with its attorney, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative as it relates to the use of secret ballots to elect Board Officers. The matter to be discussed includes the Board Counsel's legal opinion regarding Chugach procedures for voting for Board Officers. Chair Logan, Directors Nordlund, Reiser, and Kennedy voted yes; Directors Vazquez and Gimarc voted no. Motion passed.

The meeting reconvened in open session at 10:05 p.m.

V. BOARD OFFICER ELECTION PROCEDURES

Louann Cutler, K&L Gates, reviewed with the Board the procedures that will be used for the election process. Ms. Cutler stated that Chair Logan needed to appoint two people as Tellers and explained their responsibility during this process. Chair Logan appointed Louann Cutler, K&L Gates, and Tom Schulman, Paralegal, Chugach Electric, as the Tellers.

VI. ELECTION OF OFFICERS

Chair Logan opened the floor for Nominations:

Director Kennedy moved and Director Reiser seconded the motion to nominate Rebecca Logan as Chair. Chair Logan asked if there were other nominations for Chair. No other nominations were made. The votes were cast. Louann Cutler, K&L Gates, read the results of the election: 7 votes were cast; the number of votes necessary for election is 4; Director Logan received 6 votes; there were no illegal votes; there were no rejected votes; and there was one abstention and now the chair is to announce the results of the Election.

Chair Logan: 7 votes cast; 4 votes necessary; 6 votes received for Director Logan; there were no illegal votes; no rejected votes and one abstention.

The results of the vote: Rebecca Logan is Chairman.

Chair Logan opened the floor for nominations for Vice- Chairman. Director Vazquez nominated Director Gimarc as Vice-Chair. Director Reiser seconded the motion. Director Kennedy nominated Director Nordlund as Vice-Chair; Director Reiser seconded the motion. Chair Logan asked if there were any other nominations for Vice-Chair, none were heard and the votes were cast.

At 10:17 p.m., Director Vazquez and Director Kennedy left the meeting.

Director Kennedy returned at 10: 20 p.m. and Director Vazquez returned at 10:21 p.m.

Louann Cutler, K&L Gates, read the Teller's Report for the Vice-Chair. There were 7 votes cast; the number of votes necessary for the election is 4; Director Gimarc received 3 votes; Director Nordlund received 4 votes; there were no illegal votes and there were no rejected votes.

Chair Logan stated there were 7 votes cast; there were 4 necessary for election. Director Gimarc received 3; Director Nordlund received 4; there were no illegal votes and there were no rejected votes.

The results of the vote: Director Nordlund is the Vice-Chairman.

Chair Logan opened the floor for nominations for Secretary. Director Hill nominated Director Gimarc as Secretary. Director Kennedy seconded the motion. Chair Logan asked if there were any other nominations for Secretary; none were heard, and the votes were cast

Louann Cutler, K&L Gates, read the Teller's Report for the Secretary. There were 7 votes cast; the number of votes necessary for the election is 4. Director Gimarc received 7 votes; no other Director received any votes; there were no illegal votes and there were no rejected votes.

Chair Logan stated there were 7 votes cast; there were 4 necessary for election. Director Gimarc received 7; there were no illegal votes and there were no rejected votes.

The results of the vote: Director Gimarc is Secretary.

Chair Logan opened the floor for nominations for Treasurer. Director Gimarc nominated Director Hill as Treasurer. Director Kennedy seconded the motion. Chair Logan asked if there were any other nominations for Treasurer; none were heard, and the votes were cast.

Louann Cutler, K&L Gates, read the Teller's Report for the Treasurer. There were 7 votes cast; the number of votes necessary for the election is 4. Director Hill received 7 votes; there were no write-in votes for any other Directors; there were no illegal votes and there were no rejected votes.

Chair Logan stated there were 7 votes cast; there were 4 necessary for election. Director Hill received 7 votes; there were no illegal votes and there were no rejected votes.

The results of the vote: Director Hill is Treasurer.

The officers of the Board of Directors of Chugach Electric Association, Inc., for the year May 2009 through April 2010 are as follows:

Rebecca Logan - Chairman
Jim Nordlund - Vice Chairman
PJ Hill - Treasurer
Alex Gimarc - Secretary

Chair Logan stated, "Before we adjourn, I wanted to caution everyone that whatever is said in Executive Session stays in Executive Session."

VII. ADJOURNMENT

Director Nordlund moved and Director Kennedy seconded the motion to adjourn the meeting. The motion passed unanimously. The meeting was adjourned at 10:32 p.m.

Alex Gimarc, Secretary
Date Approved: May 27, 2009

DRAFT