

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

**December 10, 2007**

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

The following board members were present:

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

The following employees, members, and guests attended:

Brad Evans	Frank Gwartney	Carol Johnson
Mike Cunningham	Connie Owens	Gordan Tans, Perkins Coie

DeAnna Scott, Executive Assistant, recorded meeting proceedings.

**I. CONVENE MEETING**

Chair Vazquez called the special meeting of the Board of Directors' to order at 11.10 a.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

**II. PLEDGE OF ALLEGIANCE**

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

**III. EXECUTIVE SESSION**

At 11:11 a.m., 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 to (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 matter to be discussed is the (1) Blue Ribbon Panel Report. The motion passed unanimously.

The Board came out of executive session at 12:26 p.m. and reconvened the meeting.

**IV. APPROVAL OF AGENDA**

Director Gimarc moved and Director Kalenka seconded the motion to approve the agenda. Director Gimarc moved to amend the agenda to include December 10, and December 12, 2007, meetings to the Board Calendar. Chair Vazquez also requested to have the November

30, 2007, meeting added. Director Lipscomb moved and Director Nordlund seconded the motion to amend the agenda to move agenda item VII. Director Comments before agenda item IX Adjournment.

Chair Vazquez called for the vote on the first amendment to the motion. Chair Vazquez, Directors Kalenka, Gimarc, Hill, Logan, and Nordlund voting yes; Director Lipscomb voting no. The motion as amended passed. Chair Vazquez called for the vote on the second amendment to the motion. The motion passed unanimously.

**V. PERSONS TO BE HEARD**

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

**VI. CORRESPONDENCE**

None.

**VII. DIRECTOR COMMENTS**

*This agenda item was moved after agenda item VIII. New Business.*

**VIII. NEW BUSINESS**

**A. Blue Ribbon Panel Report – Release of Report and Exhibits**

Chair Vazquez stated that this motion should be considered on Wednesday, December 12, 2007, due to the Board not finishing its deliberations.

**IX. ADJOURNMENT**

At 12:30 p.m., Director Lipscomb moved and Director Kalenka seconded the motion to recess the special meeting of the Board until December 12<sup>th</sup> at 11:00 a.m. Motion passed unanimously.

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Alex Gimarc, Secretary

Date Approved: December 19, 2007