

**CHUGACH ELECTRIC ASSOCIATION, INC.**  
**Anchorage, Alaska**  
**BOARD OPERATIONS COMMITTEE**  
**Meeting Minutes**

**February 2, 2005**  
**4:00 p.m.**

**Committee Members present:** Bruce Davison, Committee Chairman  
Red Boucher  
Pat Jasper  
Jeff Lipscomb

**Other Directors present:** Chris Birch  
Sam Cason (arrived at 4:20)  
Dave Cottrell (arrived at 4:20)

**Employees and guests in attendance:**

Joe Griffith	Mike Cunningham	Carol Johnson	Jason Brune
Dan Knecht	Burke Wick	Lee Thibert	Bill Stewart
Brad Evans	Mary Tesch	Patti Bogan	Carol Heyman
Bill Bernier	Ed Jenkin	Jody Wolfe	Kathy Harris
Jim Patras	Arthur Miller	Don Edwards	Katrina Storjohann
Phil Steyer	Mike Pauley	Brian Hickey	Dianne Hillemeier

**1. Minutes**

The minutes of January 5, 2005 were accepted as written.

**2. Proposed Bylaw Amendments**

- a. **1. Article V, Meetings of Directors, Section 6 Minutes**
- a. **2. Article V, Meetings of Directors, Section 6. Minutes - Bylaws Committee Comment**
- b. **1. Article XIV, Advisory Council and Article XV, Standing and Ad Hoc Committees, Section 1. General**
- b. **2. Article XIV, Advisory Council and Article XV, Standing and Ad Hoc Committees, Section 1, General - Bylaws Committee Comment**

Each item was considered individually and recommended to the Board of Directors for approval as proposed.

**3. 4th Quarter & 2004 Annual CEO Goals Report**

CEO Griffith gave a report on the results of the 2004 goals. Director Lipscomb requested the total kilowatt-hours sold for the year and asked if we had set a record. (We will get him the numbers.) Director Boucher asked about a report on cyber-security and Griffith responded that cyber-security is in the 2005 Goals, but already in place throughout the company. Director Lipscomb was pleased with the statistics on system and Beluga reliability.

**4. 2005 CEO Goals**

The proposed CEO Goals for 2005 were discussed briefly and forwarded to the Board of Directors for approval.

**5. Executive Session**

Director Lipscomb moved and Director Jasper seconded the motion that pursuant to Alaska statute 10.25.175(c)(1), (2), and (3), the Board go into executive session to discuss 1) matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) subjects that tend to prejudice the reputation and character of a person; and 3) matters with its attorneys, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The topics to be discussed in this executive session are: Cooper Lake Relicensing; the JAA Agreement and Bylaws; Labor Strategy and Plan; and the 2004 CEO Performance Evaluation. The motion passed unanimously.

The meeting recessed at 8:30 p.m. and reconvened in executive session at 5:05 on February 3, 2005. Directors Davison, Jasper, Boucher, and Lipscomb were present for this part of the meeting. The Operations Committee came out of executive session at 7:25 p.m. and adjourned.