

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

**March 8, 2005**  
**4:00 p.m.**

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

**Other Directors present:** Chris Birch (arrived at 4:35  
Sam Cason

**Employees and guests in attendance:**

Joe Griffith	Mike Cunningham	Carol Johnson	Bill Stewart
Lee Thibert	Brad Evans	Rick Freymiller	Dave Smith
Ed Jenkin	John Cooley	Mark Fouts	Connie Owens
Peter Poray	Mary Tesch	Don Edwards	Carol Heyman
Mike Pauley	Dianne Hillemeier		

**A. Minutes**

The minutes of February 2, 2005, were accepted as amended (noted that Director Cason was present during executive session).

**B. Board Policy 130: Authority of the Association-appointed Alaska Railbelt Energy Authority Joint Action Agency Director**

Director Jasper moved and Director Boucher seconded the motion to recommend the proposed policy to the Board of Directors for approval. The following amendments were recommended and accepted:

II.A.1 - changed to \$100,000 or more per action.

II.B.4 - added Approval of new projects.

II.B. - Delete and re-number items following to 3, 4, 5, 6.

III.A. - Added At the first Chugach board meeting following the annual membership meeting, or upon a vacancy, the Board shall appoint a representative and alternate to the JAA.

II.B. - New paragraph: For Alaska Railbelt Energy Authority meeting attendance and approved business where Chugach representatives are not paid meeting fees by the Alaska Railbelt Energy Authority, the Chugach representative(s) who are not Chugach employees, shall receive the current meeting fee(s) for Chugach Directors for each Alaska Railbelt Energy Authority meeting attended. All such fees shall be borne by the Chugach Electric Association and will confirm with the Chugach meeting limits as specified in the Chugach Bylaws, Article 4, Section 9.

The main motion to passed unanimously, recommending the amended policy to the Board of Directors for approval.

**C. Proposed Resolution in Support of Fire Island Wind Power as a Joint Action Agency Project**

After discussion, Director Jasper moved and Director Boucher seconded the motion to approve the resolution, deleting the words "as a Joint Action Agency". The motion passed unanimously and the resolution would be forwarded to the Board of Directors for consideration at the March board meeting.

**D. Board of Director's training**

All directors agreed to have board training as soon as possible with consultant Win Curtiss. CEO Griffith would schedule as soon as possible.

**E. 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: member information requests, 2) Collective Bargaining Agreements with IBEW Local 1547, and 3) CEO Griffith's personnel evaluation. The motion passed unanimously.

The Operations Committee came out of executive session at 7:30 p.m. and adjourned.