

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

March 3, 2004
4:00 p.m.

Committee Members present: Bruce Davison, Chair (arrived 4:05)
Pat Jasper (teleconf.)
Jeff Lipscomb
Chris Birch

Other Directors in attendance: Red Boucher
Sam Cason (arrived 4:10)
Dave Cottrell (teleconf.)

Employees and guests in attendance:

Joe Griffith	Bill Stewart	Lee Thibert	Mike Cunningham
Carol Johnson	John Cooley	Brad Evans	Mary Tesch
Rick Freymiller	Sherri McKay	Dave Smith	Kathy Harris
Phil Steyer	Ron Saxton (tele.)	Mike Pauley, MEA	Dianne Hillemeier

In the Chair's absence, Director Birch called the meeting to order at 4:05 p.m.

1. Minutes

The minutes of February 11, 2003, were accepted as written.

(Chairman Davison arrived and assumed the chair.)

2. Board Policy 126

CFO Mike Cunningham addressed the revisions to Board Policy 126. Director Lipscomb requested a change on page 5, 4.c. eliminating the word *annual* and leaving in *periodic reports*. Director Cottrell asked that we look into adding the range of variable vs. fixed interest rate requirements into a debt policy. The policy was unanimously moved forward to the Board of Directors for approval at the next board meeting.

3. JAA/Joint Undertakings

Chief of Staff Lee Thibert addressed a brief PowerPoint presentation explaining the Joint Action Agency concept. Attorney Ron Saxton attended via teleconference and responded to questions. Director Lipscomb requested that a draft policy be prepared covering JAA governance issues. Director Jasper moved and Director Birch seconded the motion to recommend to the Board of Directors the resolution authorizing the CEO and his staff to take all necessary action to jointly plan for implementation of the Joint Action Agency. The motion carried with three committee members voting "Yes" (Jasper, Birch, Davison) and one voting "No" (Lipscomb)

4. Legislative Agenda Update

Phil Steyer, Manager of Government & External Affairs, gave a brief update on legislation pending in Juneau and the plans for the upcoming meetings during the APA legislative conference.

Director Lipscomb moved that pursuant to Alaska statute 10.25.175©(1) and (3), the Board of Directors go into executive session: 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 topic to be discussed in this executive session is Strategic Issues. Director Birch seconded the motion and it was approved unanimously.

The meeting adjourned at 6:40 p.m.