

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

**April 6, 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  
Dave Cottrell (teleconference)

**Employees and guests in attendance:**

Joe Griffith	Mike Cunningham	Carol Johnson	Bill Stewart
Lee Thibert	Brad Evans	Rick Freymiller	Phil Steyer
Patti Bogan	John Cooley	Carol Heyman	Sherri McKay
Don Edwards	Carol Johnson	Connie Owens	Jim Patras
Jim Walker	Dianne Hillemeier	Mary Tesch	

Draft

**1. Minutes**

The minutes of March 8, 2005, were accepted as presented.

**2. 1st Quarter 2005 Railbelt Bill Comparison**

Arthur Miller, Regulatory Affairs & Pricing, gave a presentation on Railbelt bill comparisons for the first quarter of 2005.

**3. Directors' & Officers Insurance Summary**

CFO Mike Cunningham went over the coverage for Chugach's D&O insurance and responded to questions from directors. Additional information on exclusions will be given at the next Finance Committee meeting.

(Director Birch left at 4:40 p.m.)

**4. Preview of Annual Meeting presentations**

A brief review was given on the various points to be covered during the Chairman and CEO's presentations at the April 28 annual meeting.

**5. NWPPA Board of Trustees appointment**

Director Lipscomb indicated he had been nominated for a position on the Northwest Public Power Association Board of Trustees. If there were no objections, he planned to accept the nomination. He also requested that staff create a delegation of authority for board representation on various organizations. Director Cottrell requested that an estimate of the costs for such participation be given to the Finance Committee, as well as a quarterly report from Director Lipscomb.

**6. 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: a) Joint Action Agency tax issues, b) update on legislative hearing, c) Director qualifications, d) labor costs, and e) CEO Griffith's personnel evaluation. The motion passed unanimously.

The Operations Committee came out of executive session at 8:00 p.m. and adjourned.