

**CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA**

**June 23, 2010
Wednesday
4:00 p.m.**

**BOARD OF DIRECTORS' MEETING
MEETING MINUTES**

The following board members were present:

Jim Nordlund, Chair
Janet Reiser, Vice Chair
Pat Kennedy, Secretary - *(participated telephonically)*
Susan Reeves, Treasurer
Rebecca Logan, Director – *(arrived at 5:40 p.m.)*
PJ Hill, Director
Elizabeth Vazquez, Director – *(arrived at 4:14 p.m.)*

The following employees, members and guests attended:

Brad Evans	Mike Cunningham	Dave Smith
Ed Jenkin	Tyler Andrews	Ken Thomas
Jody Wolfe	Sherri McKay-Highers	Mark Fouts
Phil Steyer	Bill Bernier	Tom Schulman
Marilyn Leland – APA		

Paula Neas-Arnold, Executive Secretary recorded the meetings proceedings.

I. CONVENE MEETING

Chair Nordlund called the meeting of the Board of Directors to order at 4:05 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

II. PLEDGE OF ALLEGIANCE

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

III. EXECUTIVE SESSION

None.

IV. APPROVAL OF THE AGENDA

Director Reiser moved and Director Hill seconded the motion to approve the agenda. The motion to approve the agenda passed unanimously.

V. CONSENT AGENDA

A. *Board Calendar*

- B. *Upcoming Training & Conferences*
The following items were added to the Board calendar:
 - 1. *NREL Wind Integration, Brian Hirsch – June 29-30, 2010, Chugach Electric Board Room, Anchorage, AK.*
 - 2. *Joint Utility Task Force – July 14, 2010 – Chugach Electric Board Room, Anchorage, AK*
 - 3. *Wind Integration – July 16, 2010 – Chugach Electric Board Room, Anchorage, AK*
- C. *Minutes – May 26, 2010 Regular Board of Directors’ Meeting (Knight-Scott)*
- D. *Director Expenses*

Director Hill requested he be excused from Board meeting on July 14 & 28 and August 4, 2010. There were no objections from the Board.

VI. PERSONS TO BE HEARD

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

VII. CEO REPORT

Brad Evans, Chief Executive Officer, reported former Board Member, Mary Minder, passed away on June 26, 2010. Brad also stated the June 25, 2010 - Electrical Power Procurement Process Study meeting has been canceled.

- A. *April Financial Statements*
Jody Wolfe, Controller, provided an update on the April Financial Statements and answered questions from the Board.
- B. *Bradley Lake Refinance Update*
Mike Cunningham, Senior Vice President Finance and Chief Financial Officer, provided an update on the Bradley Lake Refinancing and answered questions from the Board.
- C. *Automated Vehicle Locate*
Ed Jenkin, Vice President, Power Delivery and Dave Smith, Sr. Vice President, Administration, provided a presentation and update on the Automated Vehicle Locate program and answered questions from the Board.
- D. *Weapons Policy*
Tyler Andrews, Vice President, Human Resources, provided an update on the Weapons Policy and answered questions from the Board.
- E. *Wildlife Safety Policy*
Tyler Andrews, Vice President, Human Resources, provided an update on the Wildlife Safety Policy and answered questions from the Board.

VIII. CORRESPONDENCE

A. Variance Report

IX. DIRECTOR'S REPORTS

A. Committee Reports

Chair Nordlund and Director Vazquez provided an update on the Railbelt Joint Utility Task Force meeting that was held on June 17, 2010. Also noted, the next meeting is scheduled for July 14, 2010 at 10:30 a.m.

Director Reiser provided an update on the Renewable Energy Committee.

Director Reeves reported the Finance Committee did not meet; however, she did meet with Mike Cunningham. She also reported there will be a meeting on July 14th, to go over the Financial Management Plan.

B. APA Report

Marilyn Leland from the APA reported they are preparing for their Annual Meeting and there is a CARE meeting scheduled for next week. Chair Nordlund asked for more persons to consider donating to the CARE Committee. The CARES Committee is supported by private donations. Chair Nordlund urged individuals to consider donations.

C. Meeting Reports

Director Vazquez reported she attended the REAP Conference and provide an update to the Board.

III. UNFINISHED BUSINESS

None.

IV. NEW BUSINESS

Electronic Voting – Motion to Approve Software Selection and Election Procedure Recommendation

Dave Smith provided an update on the Electronic Voting – Motion to Approve Software Selection and Election Procedure Recommendation and answered questions from the Board.

Director Reiser moved and Director Reeves seconded the motion that the Board authorize staff to proceed with the development of electronic voting procedures including a recommended software vendor and present its finding to the Board of Directors and it is also moved that the Chair appoint a Director to act as a liaison to the Joint Utility Selection Committee. The motion passed unanimously.

Chair Nordlund appointed Director Vazquez to be the liaison to the Joint Utility Election Committee.

V. EXECUTIVE SESSION

At 5:27 p.m. Director Reiser moved and Director Reeves seconded the motion that pursuant to Alaska Statute 10.25.175 (c) (1)and (2) the Board of Directors go into executive session to discuss matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative as it related to the updates on the Capital Markets Project, the Fire Island Wind Project, Strategic Planning Issues and to discuss a subject that may tend to prejudice the reputation or character of a person that relates to evaluating the Chief Executive Officer. However, the person may request a public discussion.

The matters to be discussed are:

- A. *Capital Markets Project Update*
- B. *Fire Island*
- C. *Strategic Planning*
- D. *CEO Evaluation.*

The motion passed unanimously. The Board went into Execution Session.

At 7:30 p.m., the Board resumed in open session.

VI. DIRECTORS COMMENTS

- Director Reeves:** “No comments.”
- Director Vazquez:** “No comments.”
- Director Hill:** “No comments.”
- Director Kennedy:** “No comments.”
- Director Logan:** “No comments.”
- Director Reiser:** “No comments.”
- Chair Nordlund:** “No comments.”

XIV. ADJOURNMENT

Director Logan moved and Director Reeves seconded the motion to adjourn. The meeting adjourned at 7:31 p.m.

/ss/

Elizabeth “Pat” Kennedy, Secretary
Date Approved: July 28, 2010