

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

November 11, 2009

**SPECIAL BOARD OF DIRECTORS’
MEETING MINUTES**

The following board members were present:

Rebecca Logan – Chair
Jim Nordlund – Vice Chairman (*attended telephonically*)
Alex Gimarc – Secretary
PJ Hill – Treasurer (*attended telephonically*)
Janet Riser – Director
Elizabeth “Pat” Kennedy - Director

Board members not present:

Elizabeth Vazquez – Director

The following employees, members, and guests attended:

Brad Evans	Mike Cunningham	Ed Jenkin
Mark Johnson	Paul Risse	Connie Owens
Lee Thibert	Tyler Andrews	Paula Neas-Arnold

DeAnna Scott, Executive Assistant, recorded the meeting proceedings.

I. CONVENE MEETING

The special meeting of the Board of Directors was convened at 9:07 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

II. PLEDGE OF ALLEGIANCE

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

III. EXECUTIVE SESSION

A. CEO Compensation

Director Gimarc moved and Director Reiser seconded the motion that pursuant to Alaska Statute 10.25.175 (c) (2) and (3) the Board of Directors go into executive session to

discuss a matter with its attorney, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative, and a personnel issue that may tend to prejudice the reputation or character of a person.

The matter to be discussed will be the CEO's compensation and previous Board motions made regarding same. The motion passed unanimously.

The Board went into executive session at 9:09 p.m. and resumed in open session at 9:29 p.m.

IV. APPROVAL OF THE AGENDA

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

V. PERSONS TO BE HEARD

A. *Wholesale Customer Comments*
None.

B. *Member Comments*
None.

VI. NEW BUSINESS

A. CEO Compensation.

Director Gimarc moved and Director Kennedy seconded the motion to amend a motion previously adopted at the October 28th Board Meeting. We passed a motion that contained the words Chief Executive Officer compensation shall be increased from \$235,000 to \$242,000 beginning August 1, 2009. I would like to amend that part of the previously passed motion as follows: Chief Executive Officer compensation will remain at \$249,995.00 beginning July 1, 2009. The bonus remains as passed at the October 28th Board Meeting.

After discussion, Chair Logan asked for Roll Call vote:

Chair Logan: Yes
Director Gimarc: Yes
Director Reiser: No
Director Kennedy: Yes
Director Nordlund: Yes
Director Hill: Yes

Motion passed.

VII. EXECUTIVE SESSION

None.

VIII. DIRECTOR COMMENTS

Director Nordlund: “No comments.”

Director Hill: “No comments.”

Director Gimarc: “No comments.”

Director Kennedy: “I want to second your statement about being professional in terms the way we approach people who work with us.”

Director Reiser: “No comments.”

Chair Logan: “Thank you very much for your patience on this issue; it’s like the issue that never went away and I appreciate you being very diligent about that and I thank you all for being here this evening.”

IX. ADJOURNMENT

Director Kennedy moved and Director Gimarc seconded the motion to adjourn. The motion passed unanimously. The meeting adjourned at 9:32 p.m.

/ss/

Alex Gimarc, Secretary

Date Approved: January 27, 2010