



CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

OPERATIONS COMMITTEE MEETING

AGENDA

Stuart Parks, Chair
Susan Reeves, Vice Chair

Harry Crawford
Harold Hollis
Bettina Chastain

April 22, 2019

4:30 p.m.

Chugach Board Room

- I. CALL TO ORDER (4:30 p.m.)
 - A. Roll Call
- II. APPROVAL OF THE AGENDA*
- III. APPROVAL OF THE MINUTES*
 - A. March 26, 2019 (Portades)
- IV. PERSONS TO BE HEARD
 - A. Member Comments
- V. NEW BUSINESS (none)
- VI. EXECUTIVE SESSION* (scheduled) (4:35 p.m.)
 - A. ML&P Acquisition Update (4:35 p.m.)
 - 1. IMO Update
 - 2. ML&P Acquisition RCA Filing Update
 - 3. Finance Update
 - B. 2018 Chief Executive Officer Evaluation and Compensation (5:35 p.m.)
 - C. 2019 Chief Executive Officer Key Performance Indicators (6:35 p.m.)
- VII. NEW BUSINESS* (scheduled) (7:40 p.m.)
 - A. 2018 Chief Executive Officer Evaluation and Compensation* (Committee) (7:40 p.m.)
 - B. 2019 Chief Executive Officer Key Performance Indicators* (Committee) (7:45 p.m.)
- VIII. DIRECTOR COMMENTS (7:50 p.m.)
- IX. ADJOURNMENT* (8:00 p.m.)

* Denotes Action Items

** Denotes Possible Action Items

4/22/2019 7:53:50 PM

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

March 26, 2019
Tuesday
4:00 p.m.

OPERATIONS COMMITTEE MEETING

Recording Secretary: Divina Portades

I. CALL TO ORDER

Chair Parks called the Operations Committee meeting to order at 4:00 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Stuart Parks, Chair
Susan Reeves, Vice Chair (*via teleconference at 4:01 p.m.*)
Bettina Chastain, Director
Harry Crawford, Director
Harold Hollis, Director

Other Board Members Present:

Rachel Morse, Director
Jim Henderson, Director (*arrived during Executive Session*)

Guests and Staff in Attendance:

Lee Thibert	Tom Schulman	Nick Brodie
Connie Owens	Arden Quezon	Debra Caldwell
Brian Hickey	Julie Hasquet	Josh Travis
Matthew Clarkson	Josh Resnick	Kristin McVeigh, RGP
Arthur Miller	Ron Vecera	Marcos Sanchez, RGP
Tyler Andrews	Marty Freeman	Kurt Strunk, NERA
Paul Risse	Jody Wolfe	(<i>via teleconference</i>)
Mark Fouts	Renee Curran	
Sherri Highers	Taylor Crocker	

II. APPROVAL OF THE AGENDA

Director Crawford moved and Director Hollis seconded the motion to approve the agenda. The motion passed unanimously.

III. APPROVAL OF THE MINUTES

Director Hollis moved and Director Chastain seconded the motion to approve the February 6, 2019, Operations Committee Meeting minutes. The motion passed unanimously.

IV. PERSONS TO BE HEARD

- A. *Member Comments*
None

V. NEW BUSINESS

None

VI. EXECUTIVE SESSION

- A. *ML&P Acquisition Update*
1. *IMO Update*
2. *ML&P Acquisition RCA Filing Update*
3. *Financing Update*
B. *Business Case Review, Aviation Support*
C. *2018 CEO Evaluation, Performance Matrix and Compensation*
D. *2019 Chief Executive Officer Key Performance Indicators*

At 4:03 p.m., Director Chastain moved and Director Hollis seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), (2) and (3) the Board of Directors' Operations Committee go into executive session to: 1) discuss and receive reports regarding financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss personnel matters that may tend to prejudice the reputation or character of a person; however, the person may request a public discussion; and, 3) discuss with its attorneys legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The motion passed unanimously.

The meeting reconvened in open session at 7:23 p.m.

VII. NEW BUSINESS

None

VIII. DIRECTOR COMMENTS

Director comments were made at this time.

IX. ADJOURNMENT

At 7:26 p.m., Director Reeves moved and Director Chastain seconded the motion to adjourn. The motion passed unanimously.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE MEETING
AGENDA ITEM SUMMARY

April 22, 2019

ACTION REQUIRED

AGENDA ITEM NO. VII.A.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

2018 Chief Executive Officer Evaluation and Compensation

DISCUSSION

At the March 26, 2019 and April 22, 2019, Operations Committee Meeting, the Committee discussed the 2018 Chief Executive Officer Evaluation and Compensation. As part of the discussion in executive session and to comply with SEC reporting requirements, the motion the board passes in regard to the CEO compensation package needs to include the following information:

- the amount
- who was involved in the decision (within Chugach, or outside - this would include a compensation consultant)
- how the amount was determined
- were there any goals or targets (either individual or company wide they used to evaluate him on; amount not tied directly to each goal is determined to be discretionary)
- timeline(s) (for payment, measurement, evaluation)
- any gross up

MOTION

Move that the Operations Committee recommends the Board of Directors approve the 2018 CEO evaluation and compensation. A merit increase in the amount of ____% of base salary, and a performance payment in the amount of ____% of base salary. This amount was determined without input from an outside compensation consultant. The amount was based on companywide and individual goals that were previously developed and discussed and supplemented by the Operations Committee during Executive Session. The amount was tied directly to these individual and companywide goals. The timeline for payment is on or before May 1, 2019 and does not include any gross up.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE MEETING
AGENDA ITEM SUMMARY

APRIL 22, 2019

ACTION REQUIRED

AGENDA ITEM NO. VII.B.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

2019 Chief Executive Officer Key Performance Indicators

DISCUSSION

At the March 26, 2019 and April 22, 2019 Operations Committee Meeting, the Committee discussed the 2019 Chief Executive Officer Key Performance Indicators in executive session.

MOTION

Move that the Operations Committee recommend the Board of Directors approve the 2019 Chief Executive Officer Key Performance Indicators as discussed in executive session.