



CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

OPERATIONS COMMITTEE MEETING

AGENDA

Stuart Parks, Chair
Susan Reeves, Vice Chair

Harry Crawford
Harold Hollis
Bettina Chastain

May 29, 2019

4:00 p.m.

Chugach Board Room

- I. CALL TO ORDER (4:00 p.m.)
 - A. Roll Call
- II. APPROVAL OF THE AGENDA*
- III. APPROVAL OF THE MINUTES*
 - A. April 22, 2019 (Quezon)
- IV. PERSONS TO BE HEARD
 - A. Member Comments
- V. NEW BUSINESS* (scheduled) (4:10 p.m.)
 - A. Election of Operations Committee Vice Chair* (Committee) (4:10 p.m.)
 - B. Annual Review of Board Policy 206, Statement of Functions of the Operations Committee (Committee) (4:15 p.m.)
- VI. EXECUTIVE SESSION* (scheduled) (4:25 p.m.)
 - A. ML&P Acquisition Update
 - 1. IMO Update
 - 2. ML&P Acquisition RCA Filing Update
- VII. DIRECTOR COMMENTS (6:25 p.m.)
- VIII. ADJOURNMENT* (6:35 p.m.)

* Denotes Action Items

** Denotes Possible Action Items

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CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

April 22, 2019
Monday
4:30 p.m.

OPERATIONS COMMITTEE MEETING

Recording Secretary: Arden Quezon

I. CALL TO ORDER

Chair Parks called the Operations Committee meeting to order at 4:31 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Stuart Parks, Chair
Susan Reeves, Vice Chair
Bettina Chastain, Director
Harry Crawford, Director (*arrived during executive session*)
Harold Hollis, Director

Other Board Members Present:

Rachel Morse, Director
Jim Henderson, Director (*via teleconference at 4:33 p.m.*)

Guests and Staff in Attendance:

Lee Thibert	Julie Hasquet	Tyler Andrews
Connie Owens	Josh Resnick	Paul Risse
Brian Hickey	Mark Fouts	Tom Schulman
Matthew Clarkson	Sherri Highers	Todd McCarty
Arthur Miller	Andrew Laughlin	Kristin McVeigh, RGP
		Marcos Sanchez, RGP

II. APPROVAL OF THE AGENDA

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

Director Crawford was not present at the time of the vote.

Director Henderson arrived at 4:33 p.m.

III. APPROVAL OF THE MINUTES

Director Hollis moved and Director Reeves seconded the motion to approve the March 26, 2019, Operations Committee Meeting minutes. The motion passed unanimously.

Director Crawford was not present at the time of the vote.

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. *Finance Update*
C. *2018 CEO Evaluation and Compensation*
D. *2019 Chief Executive Officer Key Performance Indicators*

At 4:35 p.m., Director Hollis moved and Director Reeves seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), (2) and (3) the 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.

Director Crawford arrived during executive session.

The meeting reconvened in open session at 8:23 p.m.

VII. NEW BUSINESS

- A. *2018 Chief Executive Officer Evaluation and Compensation*
B. *2019 Chief Executive Officer Key Performance Indicators*

Chair Parks stated that there will be no New Business at this time and that a final review will be taken up at the Wednesday, April 24, 2019, Regular Board of Directors' meeting. No objections were made.

VIII. DIRECTOR COMMENTS

Director comments were made at this time.

IX. ADJOURNMENT

At 8:28 p.m., Director Reeves moved and Director Hollis seconded the motion to adjourn. The motion passed unanimously.

Director Crawford was not present at the time of the vote.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

OPERATIONS COMMITTEE MEETING
AGENDA ITEM SUMMARY

April 22, 2019

ACTION REQUIRED

AGENDA ITEM NO. V.A.

<u> </u>	Information Only
<u> X </u>	Motion
<u> </u>	Resolution
<u> </u>	Executive Session
<u> </u>	Other

TOPIC

Election of Operations Committee Vice Chair

DISCUSSION

Board Policy 206, Statement of Functions of the Operations Committee, Section III. C. states “The Board Chair shall appoint the Committee Chair as well as the Directors to serve on the Committee. The Committee shall elect from its membership a Vice Chair.”

The Vice Chair acts during the absence of the Committee Chair. The term of the Vice Chair is from her or his election by the Committee and until a new Committee is appointed by the Board Chair or unless the Vice Chair is otherwise removed. Director Stuart Parks is the Chair of the Operations Committee and the other members of the Committee are Directors Susan Reeves, Harry T. Crawford, Jr., Harold Hollis and Bettina Chastain.

MOTION

Move that the Operations Committee elect Director _____ as the Vice Chair of the Operations Committee.

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 206

STATEMENT OF FUNCTIONS OF THE OPERATIONS COMMITTEE

I. OBJECTIVE

To state the functions of the Operations Committee. The purpose of this committee shall be to study, examine and report on matters assigned to it by the Board of Directors.

II. DUTIES AND RESPONSIBILITIES

The Operations Committee of the Association Board of Directors:

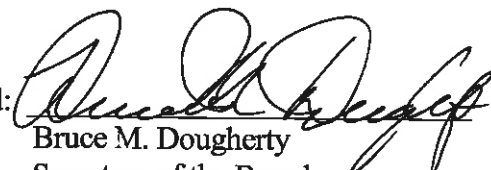
- A. Upon request, makes recommendations to the Board regarding Section II.C. of Board Policy 103.
- B. Reviews such other matters as may be specifically assigned to it by the Board.

III. COMMITTEE ORGANIZATION

- A. The Committee shall be comprised of five Board members.
- B. A quorum of the Committee shall consist of three members.
- C. The Board Chair shall appoint the Committee Chair as well as the Directors to serve on the Committee. The Committee shall elect from its membership a Vice Chair.
- D. The Committee shall meet as needed. The Committee Chair shall convene all meetings of the Committee. In his or her absence, the Committee Vice Chair shall convene meetings. The Committee Chair or a quorum of the Committee may call a special meeting of the Committee.
- E. The Committee Chair may appoint sub-committees from the Committee's membership to study specific areas. Written statements of the functions of such subcommittees should be prepared and reviewed periodically.

Date Approved: May 25, 2016

Attested:


Bruce M. Dougherty
Secretary of the Board