

Notice of the
2012
Chugach Electric Association, Inc.
Election
and
62nd Annual Membership Meeting

Your vote is powerful

Vote: Now

May 17, 2012
Dena'ina Civic & Convention Center
Registration opens at 6 p.m.
Meeting begins at 7 p.m.

This booklet contains:
voting information,
candidate information,
proposed bylaw amendments,
and a director attendance and voting record.

CHUGACH
POWERING ALASKA'S FUTURE

2012 Annual Membership Meeting Agenda

6 p.m.

Registration opens

7 p.m.

Call to order, Pledge of Allegiance

Janet Reiser, Board Chair

Welcome, announcements, introductions

Janet Reiser, Board Chair

Report of quorum

William Simpson, Master Election Judge

Proof of publication of the annual meeting

Janet Reiser, Board Chair

Approval of minutes of the 2010 annual meeting

Janet Reiser, Board Chair

Nominating Committee report

Michael Bruno, Vice Chair

Bylaws Committee report

Don Anderson, Chair

Election Committee report

William Simpson, Master Election Judge

Candidate statements (2 minutes each)

Sisi Cooper

Jim Nordlund

Steve Strait

First door prize drawings

Recess

Last chance to register and vote

Close of registration and voting

Meeting resumes

Second door prize drawings

Quorum update

William Simpson, Master Election Judge

Treasurer's report

P.J. Hill, Treasurer

Chairman of the Board report

Janet Reiser, Board Chair

Chief Executive Officer report

Brad Evans, Chief Executive Officer

Unfinished business

New business

Report of voting results

William Simpson, Master Election Judge

Voting prize drawings

Questions/comments

Adjournment

2011 Annual Report

Chugach is using the Internet as the primary means to distribute the annual report (www.chugachelectric.com). Printed copies will be available at the May 17 annual meeting, in the Member Services lobby, by online request or by calling (907) 762-4177.

2012 Voting Information

Introduction

Chugach is more than a utility, it is a cooperative. As a cooperative, Chugach is guided by a seven-member board of directors who are elected by and from the membership. Directors are usually elected to staggered, 3-year terms in conjunction with the annual meeting each spring.

This year, two directors will be elected. The two candidates who receive the most votes will be elected to 3-year terms.

Three candidates are running for the two available seats on the board in the 2012 election. This booklet contains information on each candidate and the proposed changes to the bylaws.

The board set April 5, 2012, as the record date for the 2012 election and annual meeting. Only members of record – or the designated voting representatives of non-natural members as evidenced by the signature(s) on the voting cards or the membership application on file with Chugach by the required date – may vote either by mail, secure drop box or electronically. (Refer to Step 3 below on electronic voting.) In-person voting at the annual meeting is available for those members who have not already cast a valid ballot.

Voting instructions

◆ **Step 1. Check your packet.** The envelope you were mailed should contain everything you need to vote by mail. Check to see that nothing has been inadvertently discarded. You should have the following items:

1. 2011 Audited financial statements
2. This booklet
3. A mail ballot
4. A postage-paid return envelope containing your name and member number, which also served as the address for your packet. Tear the front of the 9x12 envelope to remove the return envelope.

◆ **Step 2. Make your selections.** This booklet contains voting instructions, candidate statements, and a director attendance and voting report.

◆ **Step 3. Electronic voting.** Members may cast a ballot electronically via the Internet. Electronic voting is offered as an option. Members were mailed a password separately from the election packet. You will need your member number (located by your name and address on the return envelope in the mail-voting packet) and the

password you were mailed to cast your vote electronically. The electronic voting website address is <https://eballot4.votenet.com/chugachelectric>. Once an electronic vote has been received from a member they will no longer have access to vote electronically. Electronic voting will close at noon, Thursday, May 17.

Oops? Lose your electronic voting password? Each member of record may request a replacement password by calling the election contractor, Fosselman & Associates at (855) 761-9106 (toll free in the U.S.).

◆ **Step 4. If voting by mail or secure drop box, mark your ballot.** Your ballot is machine-readable. To vote, use a black ink pen or a No. 2 pencil to completely fill in the oval to the left of your choice. The machine cannot read writing or check marks on the face of your ballot. You may vote for up to two director candidates and on the four proposed changes to the bylaws.

◆ **Step 5. Use the return envelope for mail ballots.** Use the postage-paid return envelope from this packet to mail back your ballot. *Remember to sign the back side of the envelope before mailing.* To be considered valid, a mail-ballot envelope must contain a member number and the appropriate signature for that membership. Your member number has been provided, so be sure to have the right person sign the envelope. *Do not send your bill payment with your ballot or your ballot in your payment envelope.*

◆ **Step 6. Sign the envelope.** It is very important that the member – or the authorized signer for a non-natural member – sign the envelope. Here is a guide:

Single vs. joint membership: A household may receive electric service based upon a single membership in one person's name, or a joint membership for a husband and wife. However, only members may vote. Husbands or wives cannot sign a ballot envelope for a spouse who has a single membership, although either may sign for a joint membership.

Non-natural memberships: Voting signature cards for non-natural members like corporations, governments and some other organizations, were recently mailed. The Election Committee will use cards which were returned by the close of business on April 5 (including cards from prior mailings if an updated card is not returned) to verify the signature on a non-natural member's envelope. However, non-natural members have the opportunity to designate an authorized voter after the April 5 record date by May 7. (It's important to return a signature card

2012 Voting Information

before mailing in your ballot envelope.) If a signature card was not on file by the required date, the signature(s) on the membership application on file at Chugach will be considered the only authorized signer(s) for a mail vote. Non-natural members may also vote by completing and signing an affidavit at the annual meeting.

You may check your membership status by calling Member Services at (907) 563-7366. To find out who is authorized to sign for a non-natural member, call the election contractor, Fosselman & Associates CPAs, at (855) 761-9106.

◆ **Step 7. Mail in deadline.** Returned mail-ballot envelopes must be in the special election post office box or the secure drop box located in Chugach's headquarters at 5601 Electron Drive, by noon, May 14. Ballot envelopes that arrive after this deadline will not be counted.

Oops? Lose your ballot? Each member of record may request a replacement mail ballot by calling the election contractor, Fosselman & Associations CPAs, at (855) 761-9106.

Notice of invalidated envelopes. Members will be notified if their mail-ballot envelope is invalid. Invalid ballot envelopes received at least six calendar days before the May 17 annual meeting will be returned to the member along with the reason for the invalidation. Members who vote early may have time to submit a corrected ballot envelope.

Which ballot counts? If more than one vote is cast by a member, the one that is received first will count. Members casting their ballot at the annual meeting will be issued a special ballot for in-person voting.

Voting is a membership right. Chugach is organized as a not-for-profit, member-owned cooperative. One of the rights of membership is the ability to vote for the board of directors that provides policy direction for your utility. Please safeguard your election materials and report any evidence of improper voting by calling the election contractor, Fosselman & Associates CPAs, at (855) 761-9106.

Vote and you could win. Every member who casts a valid mail ballot, secure drop box ballot, an electronic ballot or is issued a ballot to vote at the annual meeting, will be entered to win gift certificates or other voting incentive prizes. Also, members who cast an electronic ballot and sign up to receive future election materials electronically will receive a \$5.00 credit on their monthly bill.

Reminders

- ◆ **If voting by mail or secure drop box, remember to sign the envelope.**
- ◆ **Only members may vote.** Proxy and power of attorney voting is not allowed.
- ◆ **Bring a photo I.D. to the annual meeting.** Photo I.D. is required to register and vote at the Annual Meeting..

Voting Incentive Prizes

\$500 Travel certificates

(2 each)

\$100 Chugach Gift of Light Certificates

(3 each)

Electronic Voting Incentive

Receive a one-time \$5.00 credit on your monthly bill when you vote electronically this year and sign up to receive future election materials electronically.

2012 Committees

A special thanks to the following committee members for their volunteer service to Chugach:

2012 Bylaws Committee

Donald Anderson, Chair
Ron Burson
Frank Gwartney
Jessica Koloski
Rebecca Logan
Michael Powell
Karen Thomas

2012 Election Committee

William J. Simpson, Master Election Judge
Judi Gastrock
Doug Glover
Stacey Horn
Roger "Red" Kinney
Jim Magowan
Anthony Petrone
Michael Powell
Jo-Li Sellin
Vicki Soule
Louis Theiss

2012 Nominating Committee

Michael Bruno, Vice Chair
Patti Bogan
Teresa Nelson
Barbara Sheridan
William Simpson
Vicki Soule

2012 Candidate Statements

The following refers to the candidate statements which start on Page 6.

Candidate Statements

The candidates are solely responsible for the content of their statements. Publication of the candidates' statements does not imply endorsement by Chugach Electric Association of any candidate or specific group, nor verification of the accuracy of their statements. For candidates referencing endorsements by a specific group, Chugach policy requires candidates to maintain on file in the Corporate Communications office, the name of the chairman or president, with title, and the address and telephone number at which the group may be contacted. Article III, Section 9 of the Chugach by-laws calls for candidates to specify in their statements:

- 1) whether they are a member, officer, director or employee of any union local currently acting as a bargaining agent for Association employees;
- 2) whether within the last two years they had a financial interest in a bid, proposal, project or contract with Chugach; or
- 3) whether they have certain familial relationship(s) with Chugach employees, or someone included in item No. 1 or No. 2 of this sentence.

Candidates' responses to these requests are noted in the area marked "Declarations."

2012 Candidates

Note: Candidate statements must comply with certain standards. See Page 5 for more information.

Sisi Cooper

Service Area: Turnagain
Member: 3 years
Occupation: Project Engineer
Employer: Doyon Emerald, LLC
Education: B.S., Industrial Engineering
Nominated by: Petition
Incumbent: No
Declarations: None



Candidate Statement

I would like to serve our Co-op by using my experience in the energy industry and my engineering background for the benefit of our Members. I believe I can make a significant contribution to the Board of Directors, and pledge to use my knowledge and skills to work toward maximizing the efficiency and performance of the Chugach Electric Association.

Some of the strengths I bring are my experience and knowledge in:

- Facility engineering and design
- Process safety and risk management
- Energy-sector project management

I have a strong understanding of the ongoing operations and prospective projects of the Association, and I trust that my knowledge can help to provide practical solutions for challenging issues such as:

- Maintaining low rates
- Providing reliable power from diverse sources
- Making cost-effective investments in the Association's future

I believe a Board Member's role is to thoroughly understand and make forward-looking policy decisions that are in the best interest of our Members. I will listen to Members of the Association and express their positions in a straightforward and honest manner.

I would appreciate your vote. It will be an honor to serve our members.

Jim Nordlund

Service Area: Turnagain/Spenard
Member: On and off since 1982
Occupation: State Director USDA Rural Development
Employer: USDA
Education: B.S. St. John's University, MN
MPA, Graduate School of Public Affairs, University of Colorado, NRECA Credentialed Cooperative Director
Nominated by: Nominating Committee
Incumbent: Yes
Declarations: None



Candidate Statement

It has been a privilege to serve on the Chugach Board for the past six years. While we have accomplished much, there is still more to do.

Over the *past six years* I am proud to have helped with:

- securing a power sales agreement with CIRI which allowed the **Fire Island Wind Project** to move forward;
- promoting the construction of a **more efficient power plant** which will yield over \$20 million annual savings in gas costs;
- endorsing the low-cost refinancing of over \$500 million in long term debt that has put Chugach on long-term, **stable financial footing**;
- advocating for **better cooperation** among the Railbelt utilities through the creation of the ARCTEC.

For the *next three years*, keeping Chugach on the right track through high reliability and low rates will continue to be my focus, including:

- continuing diversification of our electrical generation portfolio through **renewable energy**;
- striving for **lower rates** by continuing cooperation with other Railbelt utilities;
- maintaining our **high reliability** standards through a trained and professional workforce;
- securing **additional gas supplies**.

In my third and final term, I will dedicate myself toward continuing these efforts. I ask for your vote. Thank you.

2012 Candidates

Note: Candidate statements must comply with certain standards. See Page 5 for more information.

Steve Strait

Service Area: Turnagain
Member: 25 years
Occupation: Broadcast Management
Education: B.S. Broadcasting,
University of Idaho
Nominated by: Petition
Incumbent: No
Declarations: None



Candidate Statement

As both customers and shareholders in Chugach Electric Association, you decide how your utility is managed and operated. You have a voice to make a choice.

I've have actively chaired Chugach's volunteer nominating committee for the past 4 years because I care about renewable and affordable energy. I understand the issues and challenges facing Chugach and would like to put that experience to work on the Board.

My vision, as a life-long Alaskan, is a balanced energy approach ensuring the needs of the co-op and its customers are met today and tomorrow. I believe in reliable sustainable energy at sustainable costs. I will support relationship building between Chugach and other Railbelt utilities to ensure the greatest efficiencies.

This past year your electric bill increased approximately 16%. Later this year, Chugach opens a new 183-megawatt gas turbine plant located near International and Minnesota consuming 25% less natural gas to produce the same electricity. It's new, innovative projects like this and a commitment to explore energy saving alternatives that will keep electricity affordable.

My focus will be you, the customers and owners of Chugach Electric Association.

I'd appreciate your vote to serve on the Board of Directors.



Reliable ~ Sustainable ~ Affordable ~ Energy

2012 Proposed Amendments to the Bylaws

Introduction

Four sets of proposed amendments to the Bylaws are presented in this section. The proposed changes are introduced with a title contained within a box. These titles are the same as the ones used on the ballot. The existing language proposed to be deleted is in ~~[brackets and struck through like this]~~. Proposed language to be added is in **bold typeface and underlined like this**.

CHANGING THE MEMBER ADVISORY COUNCIL FROM A STANDING COMMITTEE TO AN AD HOC COMMITTEE

Board of Directors and Bylaws Committee comments:

A Member Advisory Council to provide member perspective to the board was formed in the early 1980's. A combination of too few tasks and waning member interest has caused the committee to be inactive for many years. The board now appoints ad hoc committees to perform specific tasks. Matching committee member interests or skills to a specific task with an ad hoc committee has proven more effective. Members are asked to eliminate the special language making this a standing committee. Years ago, previously proposed amendments to completely eliminate the bylaw provision for this committee failed by vote of the membership. The proposal below recognizes this will of the membership and does not seek to eliminate the Member Advisory Council, but would make it an ad hoc rather than a standing committee.

Your Board of Directors and the Bylaws Committee urge a "Yes" vote.

Amend the bylaws as follows:

ARTICLE XIV ADVISORY COUNCIL

SECTION 1. Member Advisory Council. The board of directors ~~[shall]~~ **may** create and establish a Member Advisory Council to advise the board **as an ad hoc committee**.

SECTION 2. General Duties. It shall be the duty of the board of directors to appoint members to the advisory council, as provided in Article XV. Members shall be selected from different sections of the service area ~~[to]~~ **of** the Association so as to insure equitable representation.

ARTICLE XV STANDING AND AD HOC MEMBER COMMITTEES

SECTION 1. General. This Article XV shall apply to member committees which may from time to time be appointed by the board. Standing member committees include: the Election Committee, as provided for in Article III, Section 9; the Nominating Committee, as provided for in Article IV, Section 4; **and** the Bylaws Committee, as provided for in Article XIII, Section 2. ~~[; and]~~ **Ad hoc committees include** the Member Advisory Council, as provided for in Article XIV, **and others as determined by the board of directors**.

2012 Proposed Amendments to the Bylaws

EXPANDING JOINT MEMBERSHIPS

Board of Directors and Bylaws Committee comments:

Persons occupying, or principals of, a dwelling utilizing the same electrical service often wish to allow either to vote their ballot or speak as the member. A joint membership has long been available for a husband and wife to utilize this privilege. The present amendment extends the possibility of joint membership to two people regardless of their relationship.

Your Board of Directors and the Bylaws Committee urge a "Yes" vote.

Amend the bylaws as follows:

ARTICLE I MEMBERSHIP

SECTION 3. Joint Membership. [~~A husband and wife~~] **Any two persons who occupy the same household** may apply for a joint membership and, subject to [~~the~~] compliance with the requirements set forth in Section 1 of this Article, may be accepted for such membership. The term "member" as used in these bylaws shall be deemed to include [~~a husband and wife holding~~] **any two persons who have applied for and have been issued** a joint membership, and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by, or in respect to, the holders of a joint membership shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded as the presence of one member and shall have the effect of constituting a joint waiver of notice of the meeting;
- (b) The vote of either separately, or both jointly, shall constitute one joint vote:

- (c) A waiver of notice signed by either or both shall constitute a joint waiver;
- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership;
- (g) Either, but not both, may be elected or appointed as an officer or director, provided that both meet the qualifications for such office.

SECTION 4. Conversion of Membership. (a) A membership may be converted to a joint membership upon the written request of the holder thereof, and the agreement by such holder **and the joint applicant** to comply with the articles of incorporation, bylaws, and rules and regulations adopted by the board of directors. The membership shall be reissued by the Association in such manner as shall indicate the changed membership status.

(b) Upon the death of **any individual who is a party to the joint membership, such membership shall continue to be held solely by the surviving joint member** [~~a married member the surviving spouse shall succeed to the membership~~]. The membership shall be reissued in such manner as shall indicate the changed membership status; provided, however, that the estate of the deceased shall not be released from any debts due the Association.

2012 Proposed Amendments to the Bylaws

HOUSEKEEPING AMENDMENTS

Board of Directors and Bylaws Committee comments:

The Board of Directors and Bylaws Committee recommend the adoption of a few minor changes in Articles IV and V to remove redundant language, make it consistent with last year's changes to electronic voting and correctly describe access to board of directors' recordings.

Your Board of Directors and the Bylaws Committee urge a "Yes" vote.

Amend the bylaws as follows:

ARTICLE IV DIRECTORS

SECTION 2. Election and Tenure of Office. [~~The persons named as directors in the articles of incorporation shall compose the board of directors until their successors shall have been elected and shall have qualified.~~] Directors shall be elected by secret ballot either mailed, [or] cast in person at annual or special meetings of the membership, by and from the members, **or by such other means as allowed by law and as established by the Association. Directors shall** [tø] serve for a three-year term, not to exceed three consecutive three-year terms, until their successors shall have been elected and qualify, provided that the terms of directors shall be staggered so that one-third of the directors, or a number as close to one-third as possible, shall be elected each year. The directors elected to fill vacancies as provided in Article IV, Section 8 of these bylaws, shall serve only for the unexpired portion of the term vacated. Where the remaining unexpired terms to be filled are of different lengths, the longest term shall be given to the director receiving the most votes. If the size of the board is subsequently increased, the initial terms of the directors to fill the newly created seat or seats shall be scheduled so that, as nearly as possible, an equal number of terms expire each year. At each annual or special meeting, members shall be elected to fill the seats on the board which become vacant as contemplated by Article IV, Section 8 of these bvlaws.

ARTICLE V MEETINGS OF DIRECTORS

SECTION 6. Minutes. Minutes will be kept for all regular and special meetings and shall include how each individual director voted on each matter voted upon by the board of directors. Unanimous votes may be recorded as such without listing individual director votes. Copies of the minutes shall promptly be given to Association members upon request. The board of directors may prescribe a reasonable fee for such copies provided such fee shall not exceed the actual labor and material costs of reproduction. An electronic recording of all regular and special meetings shall also be made and kept for at least one year; Association members may request a transcription of the [tape] **recording** upon payment of the cost of transcription by a court reporter service; members shall also be permitted to listen to such [tapes] **recording** at the headquarters building.

2012 Proposed Amendments to the Bylaws

PERMITTING MEETING FEES FOR MEMBER COMMITTEES

Board of Directors and Bylaws Committee comments:

Comment in favor of permitting committee fees:

Every year it is difficult to recruit members to serve on the Bylaws, Nominating, Election, and ad hoc committees. Last year, the Association advertised for committee opportunities on its website, in the newsletter mailed to each member and spent more than \$3,000 advertising in the local Anchorage newspaper. Providing a modest meeting fee as an incentive might make it easier to recruit members and provide some recognition of the value of the time they give to Chugach.

Comment against permitting committee fees:

A minority of the Bylaws Committee felt it might change the character of these committees if they were compensated. While most meeting schedules are intense, they typically have short annual durations.

Your Board of Directors and the Bylaws Committee urge a “Yes” vote.

Amend the bylaws as follows:

ARTICLE XV STANDING AND AD HOC MEMBER COMMITTEES

SECTION 2. Compensation. Members of standing and ad hoc committees [~~shall receive no compensation or gratuity for their participation in the affairs of the Association~~] **may receive a meeting fee as set by the board of directors.**

Chugach Electric Association, Inc.
2011 Board of Directors' Voting and Attendance Record

Meeting Date	Meetings	Directors						
		HILL	LOGAN	NORDLUND	REEVES	REISER	ROBINSON	VAZQUEZ
1/12/11	Board Operations Committee Meeting	t	p	p	p	p	p	p
1/26/11	Regular Board Meeting IV. Approval of the Agenda V. Consent Agenda V.C. Minutes – December 6, 2010, Special Board of Directors' Meeting and December 16, 2010, Regular Board of Directors' Meeting V.D. Director Expenses V.E. Customer Information System Project Approval V.F. International Substation – Control Enclosure Bids XII. Executive Session – to go into Executive Session XIV. Adjournment	p u u	t	t	t m m	p	p	p
2/9/11	Board Operations Committee Meeting	t	p	p	p	p	p	p
2/23/11	Regular Board Meeting IV. Approval of the Agenda V. Consent Agenda V.C. Minutes – December 9, 2010 , Joint Board Meeting with ML&P and January 26, 2011, Regular Board of Directors' Meeting V.D. Director Expenses V.E. Appointment of the 2011 Master Election Judge V.F. Approve 2011 Date of Record V.G. Appoint CFC Voting Delegate and Alternate V.H. Southcentral Power Project – Purchase of Boilers Transportation V.I. 3 rd Quarter Review of Confidential Documents XI.A. Board Policy 124 – Conflict of Interest XI.B. Point MacKenzie Station Upgrade XII. Executive Session – to go into Executive Session XIV. Adjournment	p u u	t	t	p	p	p	p
3/2/11	Board Audit Committee Meeting	p	a	p	p	p	p	-
3/2/11	Board Finance Committee Meeting	p	-	p	p	p	p	a
3/2/11	Special Board Meeting IV. Approval of the Agenda X.A. Accept 2010 Audited Financial Statements X.B. December 31, 2010 SEC 10K Filing X.C. Retention of KPMG for Quality Control Services on CIS Replacement Project X.D. Retention of KPMG for Tax Services X.E. Commercial Paper Authorization XI.A. Executive Session – to go into Executive Session XIV. Adjournment	p u u u u u u u	a	p	p	p	p	a
3/2/11	Board Operations Committee Meeting	-	a	p	p	p	p	a

Chugach Electric Association, Inc.
2011 Board of Directors' Voting and Attendance Record

Meeting Date	Meetings	Directors						
		C R A W F O R D	H E N D E R S O N	H I L L	N O R D L U N D	R E E V E S	R E I S E R	R O B B I N S
	<u>Attendance Codes:</u> a = absent p = present e = excused t = attended via telephone - = attendance not required <u>Voting Codes:</u> y = yes n = no b = abstained m = not present at time of vote u = unanimous/all yes votes							
5/26/11	Special Board Meeting III. Approval of the Agenda V. Election of Officers: A. Janet Reiser – Chair (No other nominations were made.) B. Susan Reeves – Vice Chairman (No other nominations were made.) C. Doug Robbins – Secretary (No other nominations were made.) D. PJ Hill – Treasurer (No other nominations were made.) VI. Adjournment	p u	p	a	p	p	p	p
6/8/11	Special Board Meeting – Fire Island Wind Project Update II. Approval of the Agenda III. Executive Session – to go into Executive Session IV. Adjournment	p u u u	p	a	p	p	a	a
6/8/11	Board Operations Committee Meeting	p	p	t	p	p	p	a
6/8/11	Special Board Meeting IV. Approval of the Agenda – as amended X.A. Board Policy 105 – Duties and Responsibilities of the Board of Directors' X.B. Board Policy 126 – Business Planning and Financial Management X.C. Bank Signatures XI. Executive Session – to go into Executive Session XII.E. Fire Island Wind Project Term Sheet XIV. Adjournment - Motion to rescind the motion to adjourn the Special Board Meeting. - Motion to approve the Director expenses as presented. - Motion to adjourn.	p u u u u u u u u u u	p	t m m m m m	p	p	p	e
6/15/11	Special Board Meeting III. Approval of the Agenda VI. Executive Session – to go into Executive Session – no vote was noted. VII.A. CEO Contract VII.B. Fire Island Wind Project Power Purchase Agreement IX. Adjournment	p u u u u	p	e	p	p	p	a
6/22/11	Regular Board Meeting III. Approval of the Agenda IV. Consent Agenda IV.C. Minutes – May 25, 2011, Regular Board of Directors' Meeting IV.D. Director Expenses IVE. Gas Transportation Agreement Director Hill requested an excused absence for the June 15 th Special Board of Directors' Meeting Director Hill requested excused absences for the month of July. XI. Executive Session – to go into Executive Session XIII. Adjournment	p u u u u u u u u	p	p	p	p	p	p
7/13/11	Board Operations Committee Meeting	p	p	-	p	p	p	p

Chugach Electric Association, Inc.
2011 Board of Directors' Voting and Attendance Record

Meeting Date	Meetings	Directors						
		C R A W F O R D	H E N D E R S O N	H I L L	N O R D L U N D	R E E V E S	R E I S E R	R O B B I N S
	<u>Attendance Codes:</u> a = absent p = present e = excused t = attended via telephone - = attendance not required <u>Voting Codes:</u> y = yes n = no b = abstained m = not present at time of vote u = unanimous/all yes votes							
7/27/11	Regular Board Meeting III. Approval of the Agenda – as amended IV. Consent Agenda – as amended IV.C. Minutes IV.C.i. Minutes – May 26, 2011, Special Board of Directors' Meeting IV.C.ii. Minutes – June 8, 2011, Special Board of Directors' Meeting IV.C.iii. Minutes – June 8, 2011, Special Board of Directors' Meeting IV.C.iv. Minutes – June 15, 2011, Special Board of Directors' Meeting IV.C.v. Minutes – June 22, 2011, Special Board of Directors' Meeting IV.D. Director Expenses IV.E. Recording Executive Session (moved to Agenda Item IX. New Business) IV.F. Appoint NRECA and CFC Voting Delegate and Alternate IV.G. Reimbursement Agreement with Marathon Pipeline Company IV.H. 2 nd Quarter 2010 Confidential Documents and Rolling Release IX.A. 2010 Capital Credit Allocations IX.C. Recording Executive Session – as amended X. Executive Session – to go into Executive Session XIII. Adjournment	p u u u u u u	p	e	e	p	p	p
8/3/11	Board Audit Committee Meeting	p	p	a	p	e	p	p
8/3/11	Board Finance Committee Meeting	p	p	a	p	e	p	p
8/3/11	Board Operations Committee Meeting	p	p	-	p	-	p	p
8/21-22/11	Special Board Meeting – Board Retreat – Strategic Planning II. Approval of the Agenda III. Authorization to Enter into Professional Services Task Order Contract and Confidentiality Agreement with Professional Growth Systems – Bill Dann IV. Approval of Minutes – July 27, 2011, Regular Board of Directors' Meeting V. Executive Session – to go into Executive Session VI. Recess VII. Reconvene Meeting – August 22, 2011 at 8:15 a.m. X. Adjournment	p u u u u u u u	p	p	p	p	p	p
8/24/11	Regular Board Meeting III. Approval of the Agenda IV. Consent Agenda X. Executive Session – to go into Executive Session – no vote was noted. XII. Adjourn	a u u u	p	p	a	p	p	p
9/14/11	Board Operations Committee Meeting	p	p	t	p	p	p	p
9/28/11	Regular Board Meeting II. Approval of the Agenda – as amended. IV. Consent Agenda IV.C. Minutes – August 21-22, 2011, Special Board of Directors' Meeting IV.D. Director Expenses VIII.A. Simplified Rate Filing (SRF) – June 2011 Test Year VIII.B. Issue New Debt in Accordance with Capital Markets Project Plan (<i>Director Nordlund did not vote.</i>) VIII.F. Create Ad Hoc Governance Committee and Adopt the Working Draft of a New Board Policy – Governance Committee Charter (<i>Director Nordlund did not vote.</i>) IX. Executive Session – to go into Executive Session (<i>Directors Henderson and Nordlund were not Recorded.</i>) XI. Adjournment	p u u u u y y y y u m	t	p	t	t	p	p
10/12/11	Special Board Meeting II. Approval of the Agenda IV. Executive Session – to go into Executive Session VII. Adjournment	t u u u	t	t	t	p	t	a
10/14/11	Board Governance Committee Meeting	-	p	t	-	t	t	p

Chugach Electric Association, Inc.
2011 Board of Directors' Voting and Attendance Record

Meeting Date	Meetings	Directors						
		CRAWFORD	HENDERSON	HILL	NORDLUND	REVERES	REISER	ROBBINS
	<u>Attendance Codes:</u> a = absent p = present e = excused t = attended via telephone - = attendance not required <u>Voting Codes:</u> y = yes n = no b = abstained m = not present at time of vote u = unanimous/all yes votes							
10/26/11	Regular Board Meeting II. Approval of the Agenda – as amended IV. Consent Agenda IV.C. Minutes – September 28, 2011, Regular Board of Directors' Meeting IV.D. Director Expenses IV.E. 3 rd Quarter Review of Confidential Documents VII.A. Amendment of Board Policy 119 – Contributions (Motion to eliminate "B" – motion failed) VII.A. Amendment of Board Policy 119 – Contributions (Main Motion) VIII.A. Gas Transportation Agreement IX. Executive Session – to go into Executive Session XI. Adjournment	e u u	p	p	p	p	p	p
11/7/11	Board Governance Committee Meeting	-	p	p	-	p	a	p
11/7/11	Special Board Meeting II. Approval of the Agenda V. Executive Session – to go into Executive Session VII. Adjournment	e u u u	p	p	a	p	p	p
11/8/11	Board Finance Committee Meeting	-	p	p	p	e	p	p
11/9/11	Board Audit Committee Meeting	e	p	p	p	p	p	p
11/9/11	Board Finance Committee Meeting	-	p	p	p	p	p	p
11/9/11	Board Operations Committee Meeting	e	p	p	p	p	p	p
11/14/11	Special Board Meeting II. Approval of the Agenda V. Executive Session VII. Adjournment	e u u u	p	p	p	t m m	p	p
11/17/11	Regular Board Meeting II. Approval of the Agenda IV. Consent Agenda IV.C. Minutes – October 26, 2011, Regular Board of Directors' Meeting and November 7, 2011, Special Board of Directors' Meeting IV.D. Director Expenses IV.E. Approve Recommendation on Discounting for 2012 Capital Credits IV.F. Approve Recommendation on Approval of 2012 Budget and Capital Improvement Program VII.A. Amendment of Board Policy 108 – Director Meeting Fees and Expenses – Motion Passed IX. Executive Session – to go into Executive Session X.B. Approval of Land Use Permit for the International to Fire Island Transmission XII. Adjournment	p u u u	p	p	p	t	p	p
12/5/11	Board Governance Committee Meeting	p	t	p	-	p	a	p
12/5/11	Special Board Meeting – Legislative Reception	p	a	p	p	p	p	p
12/7/11	Board Operations Committee Meeting	p	t	p	p	p	t	p
12/15/11	Regular Board Meeting I.B. Roll Call – motion to excuse Director Crawford from the meeting II. Approval of the Agenda – as amended IV. Consent Agenda IV.C. Minutes – November 14, 2011, Special Board of Directors' Meeting, November 17, 2011, Regular Board of Directors' Meeting, and December 5, 2011, Special Board of Directors' Meeting IV.D. Director Expenses IV.E. Appointments of 2012 Bylaws Committee IV.F. Appointments of 2012 Election Committee IV.G. Appointments to 2012 Nominating Committee IV.H. Chief Executive Officer Incentive Program and Performance Dimensions (<i>Agenda Item was moved to IX. Executive Session.</i>) VIII.A. NRECA and CFC Voting Delegate and Alternate VIII.B. Establishment of KeyBank and UBS Investment Accounts – as amended IX. Executive Session – to go into Executive Session X.C. Southcentral Power Project – EPC Contract Changes XII. Adjournment	e u u u	p	p	p m m m	p	p	p
		u u u u u			m m			