Notice of the

2015 Chugach Electric Association, Inc. **Election** and **Annual Membership Meeting**

your cooperative, your voice, your choice

VOTEV



May 14, 2015 **Dena'ina Civic & Convention Center** Registration opens at 6 p.m. Meeting begins at 7 p.m.

This pamphlet contains: voting information, candidate information. a proposed bylaw amendment, and a director attendance and voting record.



Annual Membership Meeting Agenda - May 14, 2015

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 2014 annual

meeting

Janet Reiser, Board Chair

Nominating Committee report

Michael Bruno, Chair

Bylaws Committee report

Michael Powell, Chair

Election Committee report

William Simpson, Master Election Judge

Candidate statements (2 minutes each)

Bettina Chastain

Stanislava "Sisi" Cooper

Bruce Dougherty

Ron Stafford

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 report

Sisi Cooper, Treasurer

Board Chair 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

2014 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 14 annual meeting, in the Member Services lobby, by online request or by calling (907) 762-4177.

2015 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 elected by and from the membership. Directors are elected to staggered, 4-year terms in conjunction with the annual meeting each spring.

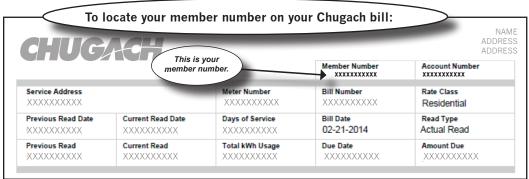
Four candidates are running for the three available seats on the board in the 2015 election. Two candidates will be elected to 4-year terms and one director will be elected to a special 1-year term caused by a board vacancy. This pamphlet contains information on each candidate and a proposed change to the bylaws.

The board set April 1, 2015, as the record date for the 2015 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, telephonically or electronically. In-person voting at the annual meeting is available for those members who have not already cast a valid ballot.

This pamphlet contains voting instructions, candidate statements, a proposed bylaw amendment and a director attendance and voting report.

Voting instructions

Electronic and Telephonic Voting. Members may cast a ballot electronically via the Internet or over the telephone. Members were mailed a password separately from the election packet. You will need your member number and the password you were mailed to cast your vote electronically. The electronic voting website address is www.chugachelection.com. To vote by telephone, call 1-855-787-6444. Electronic and telephonic voting will begin at noon, Monday, April 13. Once an Internet or telephonic vote has been re-



2015 Voting Information

ceived from a member, they will no longer have access to either voting method. Electronic voting will close at noon, Thursday, May 14.

Paper ballot voting. Mark your ballot. You may vote for up to three director candidates and on the proposed change to the bylaws.

Use the postage-paid return envelope provided to mail back your ballot. Remember to sign the back side of the envelope before mailing. To be considered valid, a paper-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.

Returned paper-ballot envelopes must be in the special election post office box or a secure election drop box by noon, Monday, May 11. Ballot envelopes that arrive after this deadline will not be counted. Drop boxes are located at Chugach's headquarters at 5601 Electron Drive and the election contractor, BDO USA, LLP at 3601 C Street, Suite 600, Anchorage, Mon. - Fri. 8 a.m. to 5 p.m.

Members will be notified if their mail-ballot envelope is invalid due to an incorrect signature or no signature. Invalid ballot envelopes received at least six calendar days before the May 14 annual meeting will be returned to the member along with the reason for the invalidation. Members who vote early may have time to re-submit a corrected ballot envelope or vote electronically.

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 any two persons who occupy the same household.

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, BDO USA, LLP, at (907) 646-7394 or (888) 729-4679.

Oops? Lose your ballot? Lose your voting password? Each member of record may request a replacement paper ballot or voting password by calling the election contractor, BDO USA, LLP, at (907) 646-7394 or (888) 729-4679.

Which ballot counts? If more than one vote is cast by a member, the one that is received first will count. Members voting at the annual meeting will be issued a special ballot for in-person voting if they have not yet cast a valid ballot.

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, BDO USA, LLP, at (907) 646-7394 or (888) 729-4679.

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.
- Photo I.D. is required to register and vote at the Annual Meeting.

Voting Incentive Prizes (All members voting in the election are eligible and need not be present to win) \$500 Travel certificates (2 each)

\$100 Chugach Gift of Light
certificates (3 each)

Vote to win

Electronic Voting Prize

(Members voting via the Internet or by telephone are eligible and need not be present to win)

Apple iPad Air 2 (1 each)

Apple is not a participant in or sponsor of this promotion.

2015 Candidate Statements

The following refers to the candidate statements which start on page 7.

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 bylaws calls for candidates statements to specify whether the candidate is:

(i) A member, officer, director or employee of any union local currently acting as a bargaining agent for Association employees.

- (ii) A person who has within the last two years had a financial interest in a bid, proposal, project or contract with Chugach.
- (iii) A spouse, child, brother, sister, parent, stepparent, stepchild or stepsibling of: a) any person included in subparagraph (i) or (ii) above or b) an employee of the Association.
- (iv) A person running as an authorized representative of a non-natural entity in accordance with Article IV, Section 3(b).

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

2015 Candidates

Note: Candidate statements must comply with certain standards. See page 6 for more information.

Bettina Chastain, P.E.

Service area: Girdwood Member for: 22 years

Occupation: Executive/Engineering

Consultant
Employer: Self-employed
Education: B.S Chemical

Engineering, University

of Arizona

Nominated by: Nominating Committee

Incumbent: No Declarations: None



Stanislava "Sisi" Cooper

Service Area: Turnagain
Member: 7 years
Occupation: Project Engineer
Employer: Doyon Anvil
Education: B.S., Industrial
Engineering: NRECA

Credentialed

Cooperative Director
Nominated by: Nominating Committee

Incumbent: Yes
Declarations: None



Candidate Statement

Thank you for the opportunity to run for the Chugach board of directors. As a business owner and an engineer, I understand the importance of reliable, low-cost energy. If elected, I am committed to working to ensure that Chugach operates efficiently to provide safe, reliable, and affordable power to its customers long into the future. One of the most important opportunities to consider in achieving this goal is regional unification of the Railbelt transmission system.

I have the experience and knowledge to provide a practical approach to addressing the complexities of integrating renewable and carbon-based generation into the electrical grid. As a board member, I will bring my technical and management areas of expertise:

- · Project engineering and management
- · Facilities design and operations
- · External communication and stakeholder management

I look forward to adding my voice and experience on this board to tackle issues that are important to our members and to the entire Railbelt.

I would appreciate your vote and look forward to serving you as a Chugach board director.

Candidate Statement

It has been a privilege to serve on the Chugach Electric board of directors for the past 3 years. I pledge to continue to work hard for members using my experience and strengths:

- · 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

As a board member, I will 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 continue to serve our members.

2015 Candidates

Note: Candidate statements must comply with certain standards. See page 6 for more information.

Bruce Dougherty

Service area: Rabbit Creek
Member for: 20 years (off and on)
Occupation: Health Program

Manager

Retired USAF Lt. Colonel, Gulf War Veteran, Medical Service Corps

Employer: State of Alaska Education: B.A. Business

Administration/Management, Alaska Pacific University

Nominated by: Nominating Committee

Incumbent: Yes
Declarations: None



Ron Stafford

Service area: South Anchorage Member for: 2 years

Occupation: Consultant Employer: Stafford Consultants,

LLC

Education: Ph.D. Education

Ph.D. Business Administration. Rocklands

istration, Rockland University

Nominated by: Petition Incumbent: No

Declarations: None



Candidate Statement

My motivation to run for a director position on the Chugach Electric Association board is driven by my keen sense of commitment to my community. I have board experience and understand the value of high-functioning boards and the need for directors to be engaged and fully prepared.

As a retired Lieutenant Colonel my experience in logistics, personnel and project management will contribute to the diverse skill set of the board.

I will use my skills to ensure:

- A cooperative and professional approach to serving the best interests of our members.
- · A firm commitment to clean, safe and affordable energy.
- · A continued focus on customer/member service.
- Chugach actively looks for ways to integrate renewable energy into our generation mix.

I will work to promote improved reliability and affordability of power to our members through:

- Improved coordination among Railbelt utilities.
- · Continued collaboration of energy stakeholders.
- · Consolidated power dispatch.

It would be my honor and privilege to represent you on the Chugach Electric Association board of directors. I would greatly appreciate your vote.

Candidate Statement

I am asking for your vote.

I moved to Anchorage in 2013 and would like to become more involved with my community. By electing me to the board of directors I can help voice your, and my, concerns.

I have owned and operated my own businesses since 1969, I have served on boards for companies and organizations that add up to over 60 years experience.

As a member of the board, my responsibility is to make sure that electricity is provided at minimum cost with maximum reliability and safety to all of us as customers.

As we move forward, we also need to be responsible to the environment. One example is the new Southcentral Power Project that uses one-third less natural gas to generate electricity than the old generating units did.

I have the time, the intelligence, and the experience, to represent you on the board of directors, please give me your vote.

Thank you.

2015 Proposed Amendment to the Bylaws

Introduction

A single proposed amendment to the bylaws is presented in this section. The proposed change is introduced with a title contained within a box. The title is the same as the one 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.

TRANSITION TO ELECTRONIC VOTING AS THE PRIMARY MEANS OF VOTING

Board of Directors, Bylaws Committee and Election Committee comment:

These Bylaw amendments would support the Association's goal of increasing member participation in the voting process by making it more convenient for members to cast their vote. Electronic voting and distribution of voting materials will, in addition, reduce one of the more costly aspects of membership meetings. Since 2010, the Board of Directors and the Election Committee have been working toward a transition to electronic voting with a goal of printing and mailing less paper election materials. Toward that end, the Association began offering members the opportunity to vote electronically in our 2011 election and it has proven to be a popular choice by our members.

Meeting "notices" will continue to be mailed to all voting members as provided in Article III, Section 3 of the Bylaws. However, the notice would direct members to a website to review the voting materials and to cast their votes. Traditional paper copies will be provided to members upon request.

The Board of Directors, the Election Committee and the Bylaws Committee all favor these proposed amendments and urge a "Yes" vote.

Amend the bylaws as follows:

ARTICLE III MEMBERS, MEETINGS AND ELECTIONS

SECTION 9. Elections and Election Committee.

(b) The election committee shall cause the preparation of an official ballot containing the names of the candidates for the office of director and the proposed bylaw amendments. If a runnina authorized candidate is as an representative of a non-natural entity accordance with Article IV, Section 3(b), the ballot shall indicate that the candidate is running as the authorized representative of a non-natural entity.

The ballot shall be designed with the position of names of the candidates changed as many times as there are candidates. As nearly as possible, an equal number of ballots shall be printed after each change. In making the changes of position, the name of the candidate shall be taken and placed at the bottom and the column moved up so that the name that before was second is first after the change. The election [pamphlet] materials shall include a brief description concerning the number of offices to be filled at the election and the time, place, and method of voting. At least thirty (30) days prior to the meeting, an official ballot shall be [transmitted] made available by the secretary of the board to each member with 1) a statement of the number of directors' seats to be filled, 2) the candidates' names and election statements, 3) an explanation of any other matters to be voted on by ballot, the proposed changes to the bylaws, with the Bylaws Committee's comments and 4) a report covering

2015 Proposed Amendment to the Bylaws

the calendar year immediately preceding the annual meeting prepared by the Chief Executive Officer setting forth the attendance record of directors at regular and special board meetings, together with a summary setting forth the agenda business items voted and the vote of each director. The candidates' statements:

ARTICLE IV DIRECTORS

SECTION 9. Compensation. (a) ... Any change to the amount of compensation that the board receives for meetings shall be published in the annual meeting election [pamphlet] materials. The Association may not provide health insurance for directors or their families, or insurance for risks except those incurred in their capacity as directors.

ARTICLE VIII FISCAL MANAGEMENT AND ACCOUNTING

SECTION 2. Accounting System and Reports. The accounting system adopted and maintained by the board of directors shall conform to such rules and regulations applicable to accounting systems, their establishment and operation, and which may be established by any applicable laws, rules and regulations of the United States, the State of Alaska, or any regulatory agency thereof of competent iurisdiction. The board of directors shall also, after the close of each fiscal year, cause to be made a full, complete and independent audit of the accounts, books, and financial conditions of the Association as of the end of each fiscal year. A reasonably comprehensive and easily understood summary of the audit report shall be [submitted] made available to the members prior to each annual meeting.

ARTICLE XIII AMENDMENTS

SECTION 1. Notice. These bylaws may be altered, amended or repealed by ballot as provided for in Article III, Section 9, provided the [notice of such meeting shall have contained a copy of] election materials include a description of the proposed alteration, amendment or repeal. Notice to the membership that proposed bylaw changes may be submitted to the Bylaws Committee shall be given at least 90 days prior to the annual meeting election.

2015 Committees

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

Bylaws Committee

Michael Powell, Chair Karen Thomas Frank Gwartney Jessica Koloski Jeff Landfield Donna Resnick Steve Strait

Nominating Committee

Michael Bruno, Chair Jim Blees Ashley Johnson Rachel Morse Teresa Nelson Ken Robertson Vicki Soule'

Election Committee

William Simpson, Master Election Judge
Lawrence Camp
Donald Fall
Doug Glover
Stacey Horn
Roger "Red" Kinney
Jim Magowan
Patti Bogan
Michael Powell
Vicki Soule'
Louis Theiss

Chugach Electric Association, Inc. 2014 Board of Directors' Voting and Attendance Record

Meeting Date	Meetings	Directors						
	Attendance Codes: a = absent p = present e = excused t = attended via telephone - = attendance not required Voting Codes: y = yes n = no b = abstained m = not present at time of vote u = unanimous/all yes votes	C O O P E R	CRAWFORD	G-LLEOP-E	HENDERSON	N O R D L U R D	REEVES	REISER
1/8/14 I	Board Audit and Finance Committee Meeting	р	р	р	р	р	t	р
	Regular Board Meeting II. Approval of the Agenda IV. Consent Agenda VIII.A. Engineering Alliance Contracts IX. Executive Session – to go into Executive Session XI. Adjournment	р и и и и	р	р	p	р	р	р
2/5/14 I	Board Operations Committee Meeting	р	р	р	р	р	t	е
	Regular Board Meeting II. Approval of the Agenda	P u u u u u u u u u u u u u u u u u u u	p	p	p	- E E E E E E	t m	p
	XII. Adjournment	u		4			+	
	Board Audit and Finance Committee Meeting Board Operations Committee Meeting	р	p	t	p	p p	t	p p
3/12/14	Special Board Meeting II. Approval of the Agenda VII.A. Accept Results of the 2013 Independent Audited Financial Statements VII.B. December 31, 2013 SEC Form 10K Filing VII.C. Approve Retention and Fees for the 401(k) Plan Audit VII.D. Retention and Pre-Approval of KPMG for FY2014 Audit and Tax Services VII.E. 2014 Bylaw Proposal to Article IV. Section 9 – Board Comment VIII. Executive Session – to go into Executive Session IX.F. Gas Sale and Purchase Agreement XII. Adjournment	p u u u u u u	p	t	p p m	р	t	p
	Regular Board Meeting II. Approval of the Agenda IV. Consent Agenda – as amended VII. Motion to excuse Director Gillespie from the March 26, 2014, Regular Board of Directors Meeting VIII.A. Approval of Non-Represented Updated Salary Plan IX. Executive Session – to go into Executive Session XI. Adjournment Record Operations Committee Meeting	p u u u u	p	е	p	p	p	p
	Board Operations Committee Meeting	р	р	р	t	р	t	р
	Regular Board Meeting II. Approval of the Agenda – as amended	p u u	р	р	р	р	р	р
	IV. Consent Agenda VIII.A. Appointment of 2014 NWPPA Voting Delegate and Alternate – Appointed Director Cooper as the NWPPA Voting Delegate and Director Reiser as the Alternate – No objections IX. Executive Session – to go into Executive Session XI. Adjournment Special Board Meeting – Chugach Candidate Forum	u u	n	n	n	n	n	n
4/24/14	VIII.A. Appointment of 2014 NWPPA Voting Delegate and Alternate – Appointed Director Cooper as the NWPPA Voting Delegate and Director Reiser as the Alternate – No objections IX. Executive Session – to go into Executive Session XI. Adjournment Special Board Meeting – Chugach Candidate Forum	u p	p	p	р	р	p	р
4/24/14 \$ 5/12/14	 VIII.A. Appointment of 2014 NWPPA Voting Delegate and Alternate – Appointed Director Cooper as the NWPPA Voting Delegate and Director Reiser as the Alternate – No objections IX. Executive Session – to go into Executive Session XI. Adjournment 	u	p p	p p	p p	p a a	р р	p p

Chugach Electric Association, Inc. 2014 Board of Directors' Voting and Attendance Record

Meeting Date	Meetings	Directors						
	Attendance Codes: a = absent	C O O P E R	C R A W F O R D	G I L E S P I E	H E N D E R S O N	N O R D L U N D	R E E V E S	R E I S E R
5/22/14	Special Board Meeting III. Approval of the Agenda IV.B. Election of Officers - Janet Reiser – Chair (No other nominations were made) - Susan Reeves – Vice Chairman (No other nominations were made) - Sisi Cooper – Treasurer (No other nominations were made) - Jim Henderson – Secretary (No other nominations were made) V. Adjournment	p u u u u	р	р	р	р	р	р
5/28/14	Regular Board Meeting II. Approval of the Agenda IV. Consent Agenda – as amended VIII.B. Adoption of Calendar of Regular Meetings of the Board of Directors IX.A. Executive Session – to go into Executive Session – as amended X.C. Settlement Agreement with MEA X.D. Contingent Capital Credits Retirement – Retail X.D. Contingent Capital Credits Retirement – Wholesale XII. Adjournment	p u u u u u u u u	p	p	р	p m	р	p
6/2/14	Special Board Meeting II. Approval of the Agenda VIII.A. CEO Evaluation and Performance Matrix VIII.B. Appointment of ARCTEC Member Representative, Management Representative and Alternate Representative XI. Adjournment	t u u u	t	t	t	t m	t	р
6/25/14	Regular Board Meeting II. Approval of the Agenda IV. Consent Agenda IV. Consent Agenda VIII.A. Raspberry Substation Upgrade Project Authorization IX. Executive Session – to go into Executive Session - Director Cooper requested an excused absence for June 25, 2014, Regular Board of Directors Meeting XI. Adjournment	e u u u u	р	t	р	t/p	р	р
7/23/14	Regular Board Meeting II. Approval of the Agenda IV. Consent Agenda – as amended VIII.A. Alaska Energy Authority Renewable Energy Grant Application VIII.B. 2013 Wholesale and Retail Capital Credit Allocations IX. Executive Session – to go into Executive Session X.C. Approval of Gas Supply Contract Amendment XII. Adjournment	p u u u u u	р	р	р	p m	р	р
8/6/14	Board Audit and Finance Committee Meeting	р	р	р	р	t	-	р
8/6/14	Board Operations Committee Meeting	р	р	р	р	t	р	р
8/20/14	Regular Board Meeting II. Approval of the Agenda – as amended IV. Consent Agenda VIII.B. Appointment of NRECA and CFC Voting Delegates and Alternates IX. Executive Session – to go into Executive Session X.C. Transmission Interconnection Agreement with MEA and Wheeling Agreement to Integrate MEA Eklutna Generation Station XII. Adjournment	p u u u u	р	р	t	p m m	р	р

Chugach Electric Association, Inc. 2014 Board of Directors' Voting and Attendance Record

Meeting Date	Meetings	Directors						
Jaco	Attendance Codes: a = absent y = yes p = present n = no e = excused b = abstained t = attended via telephone m = not present at time of vote - = attendance not required u = unanimous/all yes votes	C O O P E R	C R A W F O R D	GILLESPIE	HENDERSON	N O R D L U N D	REEVES	R E I S E R
9/30/14	Regular Board Meeting II. Approval of the Agenda IV. Consent Agenda IX. Executive Session – to go into Executive Session X.C. Outage Management System (OMS) Project Authorization X.E. MEA Transition XII. Adjournment	p u u u u	р	р	p	p	р	p
10/9- 10/14	Special Board Meeting III. Approval of the Agenda IV. Executive Session – to go into Executive Session VII. Executive Session – to go into Executive Session IX. Adjournment	p u u u	р	р	р	р	р	р
10/28/14	Regular Board Meeting II. Approval of the Agenda IV. Consent Agenda VII.A. Draft – Chugach Public Opinion Research Survey Discussion – Amend the Public Opinion Survey IX. Executive Session – to go into Executive Session XII. Adjournment	p m m m	p u u u	р	р	t	t	p
11/10/14	Board Audit and Finance Committee Meeting	p	р	р	t	р	t	р
11/11/14	Board Audit and Finance Committee Meeting	р	р	р	t	р	t	р
11/11/14	Board Operations Committee Meeting	р	р	р	t	р	t	р
11/18/14	Regular Board Meeting II. Approval of the Agenda IV. Consent Agenda IX. Executive Session – to go into Executive Session X.A. 2014 Operating and Capital Budget XII. Adjournment	p m m m u u	t u u u	р	t	е	t	р
12/2/14	Special Board Meeting IV. Executive Session – to go into Executive Session V.A. MEA Interconnection Agreement VI. Adjournment	p u u	р	р	р	р	е	р
12/16/14	Regular Board Meeting I.B. Roll Call -Motion to excuse Director Cooper from the December 16, 2014, Regular Board of Directors' meeting -Motion to excuse Director Nordlund from the November 18, 2014, Regular Board of Directors' meeting	e u u	р	р	p	p m m	p	p
	Directors' meeting -Motion to excuse Director Reeves from the December 2, 2014, Special Board of Directors' meeting II. Approval of the Agenda IV. Consent Agenda VIII.A. Appointment of 2015 NRECA and CFC Voting Delegate and Alternate IX. Executive Session – to go into Executive Session X.B. APA Membership X.C. Dispatch Services Agreement for MEA X.D. Contract Approvals XII. Adjournment	u u u u u u u				m m m		