

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

May 22, 2018
Tuesday
6:30 P.M.

ANNUAL MEMBERSHIP MEETING

I. CALL TO ORDER, PLEDGE OF ALLEGIANCE, WELCOME, INTRODUCE MASTER OF CEREMONIES (MC)

Chair Chastain convened the 68th Annual Membership Meeting of Chugach Electric Association, Inc., at 6:30 p.m. at the Dena'ina Civic and Convention Center, 600 West 7th Avenue, Anchorage, Alaska.

Chair Chastain led the audience in the Pledge of Allegiance to the flag of the United States of America.

The following board members were present:

Bettina Chastain, Chair
Susan Reeves, Vice Chair
Sisi Cooper, Treasurer
Jim Henderson, Secretary
Harry Crawford, Director
Stuart Parks, Director
Rachel Morse, Director

The following participants in the program were present:

Lee Thibert, Chief Executive Officer (CEO)
Stacey Horn, Master Election Judge
Ashley Johnson, Nominating Committee Vice Chair
Donna Resnick, Bylaws Committee Chair
Barbara Simpson-Kraft, Parliamentarian

II. ANNOUNCEMENTS, INTRODUCTIONS

John Tracy, Master of Ceremony (MC) made announcements and introductions. All members in attendance were encouraged to sign in at the registration table in order to establish a quorum.

III. REPORT OF QUORUM

As of 6:40 p.m., Stacey Horn, Master Election Judge, reported that there were 246 members that had registered. With the quorum being 246, a quorum was present for the meeting.

IV. PROOF OF PUBLICATION OF THE ANNUAL MEETING

As required by the Bylaws, during the week of April 20, 2018, each Chugach member was mailed an election packet that contained voting materials and information on the Annual Meeting.

Notices announcing the time and date of the Annual Meeting appeared in the Chugach Outlet and on Chugach's website, as well as advertised in the Anchorage Daily News.

V. APPROVAL OF MINUTES OF THE 2017 ANNUAL MEETING

The minutes of the 2017 Annual Meeting were distributed to the members. There was a motion to waive the reading of the 2017 Annual Meeting minutes. The motion was seconded and approved by the membership. There was a motion to approve the minutes of the 2017 Annual Meeting. The motion was seconded and passed by the membership. The minutes were approved as written.

VI. UNFINISHED BUSINESS, NEW BUSINESS

None

VII. NOMINATING COMMITTEE REPORT

Ashley Johnson, Vice Chair of the Nominating Committee, explained the process for selecting the candidates for directors. She expressed appreciation to all of the committee members.

VIII. BYLAWS COMMITTEE REPORT

Donna Resnick, Chair of the Bylaws Committee, reported the committee held a series of meetings and the committee has no recommendation of Bylaw changes. She expressed appreciation to all of the committee members for their contribution on behalf of the membership. And encourage the membership to volunteer for one of the member committees.

IX. CANDIDATE STATEMENTS

Each candidate for the Board of Directors was introduced and given two minutes to speak. Those candidates were:

- A. *Jim Henderson*
- B. *Harold Hollis*
- C. *Rachel Morse*
- D. *Mitchell Roth*

X. RECESS (*Last Chance to Register and Vote*)

At 7:00 p.m., Mr. Tracy, MC announced that registration and voting would officially close at 7:10 p.m. Mr. Tracy announced a short recess in order to allow members additional time to register and vote.

XI. CLOSE OF REGISTRATION AND VOTING

At 7:11 p.m., Mr. Tracy, MC announced that registration and voting was officially closed and reconvened the meeting.

XII. MEETING RESUMES

At 7:11 p.m., the meeting resumes.

XIII. BOARD OF DIRECTORS VIDEO

Chair Chastain delivered the Board of Directors video going over the accomplishments and challenges during the past year.

XIV. TREASURER'S REPORT

Treasurer Sisi Cooper delivered the Treasurer's report along with a PowerPoint presentation highlighting Chugach's finances over the past year.

XV. CHIEF EXECUTIVE OFFICER REPORT

CEO Lee Thibert delivered the CEO's report going over Chugach's key areas, accomplishments, and plans for the future. Mr. Thibert mentioned the accomplishments of Chugach employees and thanked the committee members for donating their time and the Board of Directors for their dedication. Mr. Thibert also responded to questions from the membership.

XVI. QUESTIONS / COMMENTS

CEO Lee Thibert, Directors and staff responded to the questions below that were submitted and asked by the audience.

1. There is environmental/insulation/health issues associated with solar panels. Eco Tech has done some work in this area. Has Chugach heard of this and if not, can someone look into it? Mr. Thibert responded that he would have someone look into it.

What will happen to ML&P employee retirements when Chugach acquires ML&P? Mr. Thibert responded that we could not offer PERS but we will provide a wage/pension package that is similar to that of ML&P. We have discussed with Mayor Berkowitz that long-time PERS 1 employees may stay with the MOA with some method of covering their costs

2. How much is ML&P debt and how much will Chugach take on with the consolidation of the two utilities? Mr. Thibert stated the number was approximately \$712 million.
3. How is the acquisition going to affect our electric bill? Mr. Thibert stated there would be no increase to Chugach or ML&P customers as a result of this transaction.
4. 2006-2007 Blue Ribbon Panel Report – How many current board members read the report? Sisi Cooper and Rachel Morse had raised their hands indicating they had read the report.
5. Why are electric rates in Alaska (Chugach) significantly higher (75%) than the average rate levels in the Lower 48? Mr. Thibert stated that current market gas prices in Alaska versus Henry Hub prices in the Lower-48 (\$8.00/mcf versus

less than \$4.00/mcf) contribute to higher rates and stated he would have someone look into Mr. Krieg's inquiry and respond via e-mail.

6. How many of the recommendations in the Blue Ribbon Panel Report have been explored by the current board? Mr. Thibert stated Chugach has adopted some of the recommendations such as joint generation with ML&P, economic dispatch, power pooling etc... Recognize that benchmarking was a component and joining ML&P and Chugach will improve economies of scale and use of best practices will drive improvements. We do not support moving away from cooperative model to IOU model due to the cooperatives low cost of debt and rate structure.
7. Do Chugach members need to vote/approve merger? Mr. Thibert stated the bylaws do not require a vote of the members.
8. What is the cost of solar installation and can someone help me crunch the numbers? Mr. Thibert responded that we would have someone work with her on determining the cost of installation.
9. Will Chugach do buy backs from solar customers? Mr. Thibert responded that we currently have net metering in place and have approximately 70-80 participants.
10. What is the max kW per member? Mr. Thibert responded 25kW.

XVII. REPORT OF VOTING RESULTS

Master Election Judge Stacey Horn announced the results of the election:

| | |
|--------------|--|
| <u>6,560</u> | Total electronic ballots cast via internet |
| <u>246</u> | Total Members Registered at the Annual Meeting |
| <u>80</u> | In-person ballots cast at tonight's meeting |
| <u>6,789</u> | Total valid ballots cast in this election |

It was noted that 9.9 % of the record date membership voted in this election.

Proposed Bylaws Amendment:

1. "Eligible Voters"
Yes - 6,092
No - 600
The proposition passed.
2. "Board Meeting Notices"
Yes - 6,194
No - 474
The proposition passed.

Director Candidates:

| | |
|--------------|---------------|
| <u>2,633</u> | Jim Henderson |
| <u>2,606</u> | Harold Hollis |
| <u>4,167</u> | Rachel Morse |
| <u>1,934</u> | Mitchell Roth |

Jim Henderson and Rachel Morse have been elected to a 4-year terms.

XVIII. DOOR PRIZE DRAWINGS

XIX. ADJOURNMENT

At 8:14 p.m., the member moved and seconded the motion to adjourn. The motion passed unanimously.

