

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 6, 2019
Wednesday
Immediately Following the Operations Committee Meeting

SPECIAL BOARD OF DIRECTORS' MEETING

Recording Secretary: Arden Quezon-Vicente

I. CALL TO ORDER

Chair Chastain called the Special Board of Directors' Meeting to order at 5:32 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. *Pledge of Allegiance*

Chair Chastain led the Board in the Pledge of Allegiance.

B. *Roll Call*

Board Members Present:

Bettina Chastain, Chair

Susan Reeves, Vice Chair (*via teleconference*)

Stuart Parks, Secretary

Rachel Morse, Treasurer

Jim Henderson, Director (*via teleconference*)

Harry Crawford, Director

Harold Hollis, Director

Guests and Staff in Attendance:

Lee Thibert

Mark Fouts

Marty Freeman

Paul Risse

Josh Resnick

Josh Travis

Arthur Miller

Sherri Highers

Katie Millen

Matthew Clarkson

Julie Hasquet

Connie Owens

Tyler Andrews

C. *Safety Minute*

Marty Freeman, Safety discussed "*Office Ergonomics*".

II. APPROVAL OF THE AGENDA

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

III. PERSONS TO BE HEARD

A. *Member Comments*

None

IV. CONSENT AGENDA

None

V. CEO REPORTS AND CORRESPONDENCE

None

VI. DIRECTOR REPORTS

None

VII. UNFINISHED BUSINESS

None

VIII. EXECUTIVE SESSION

A. Electrical Pension Trust Special Agreement

At 5:37 p.m., Director Morse moved and Director Crawford seconded the motion that pursuant to Alaska Statute 10.25.175(c)(1) and (3) the Board of Directors 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; and, 2) to discuss legal matters with its attorneys, 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 5:54 p.m.

IX. NEW BUSINESS

*A. Electrical Pension Trust Special Agreement** (Thibert)*

Director Parks moved and Director Hollis seconded that the Board of Directors approve the Special Agreement between Chugach Electric and the Electrical Trust in principal as the next step in establishing a new retirement plan for all non-represented employees, to be effective for future hires based on a date specific; essentially the same as discussed in Executive Session.

Chair Chastain called for a discussion. Tyler Andrews, Sr. VP, Employee Services and Communications responded to questions from the Board.

After discussion, Chair Chastain called for a vote. The motion passed with a 5 to 2 vote, as amended.

B. Appointment of APA Voting Delegate and Alternate (Board)*

Director Reeves moved and Director Morse seconded the motion that the Board of Directors appoints Director Hollis as the APA Voting Delegate and Director Henderson as the Alternate.

A discussion was called. After discussion, Chair Chastain called for a vote. The motion passed 6 to 1 vote.

X. DIRECTOR COMMENTS

Director comments were made at this time.

Directors Reeves and Henderson left the meeting at 6:12 p.m.

XI. ADJOURNMENT

At 6:19 p.m., Director Hollis moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.

Directors Reeves and Henderson were not present at the time of the vote.

/ss/

Stuart Parks, Secretary

Date Approved: February 27, 2019