

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 27, 2019
Wednesday
4:00 PM

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Divina Portades

I. CALL TO ORDER

Chair Chastain called the Regular Board of Directors' Meeting to order at 4:01 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
Stuart Parks, Secretary
Rachel Morse, Treasurer
Jim Henderson, Director
Harry Crawford, Director
Harold Hollis, Director

Guests and Staff in Attendance:

Lee Thibert	Paul Risse	Teresa Kurka
Brian Hickey	Tom Schulman	Russ Thornton
Arthur Miller	Josh Resnick	Sarah Wiggers
Sherri Highers	Marty Freeman	Ron Vecera
Tyler Andrews	Sean Skaling	Andrew Laughlin
Matthew Clarkson	Phil Steyer	Katie Millen
Mark Fouts	James Mullican	Jean Kornmuller
Arden Quezon-Vicente	Josh Travis	Dan Walker, Walker &
Julie Hasquet	Todd McCarty	Associates (<i>via teleconference</i>)

C. *Safety Minute*

Marty Freeman, Safety discussed "*Earthquake Preparedness*" to the Board.

Chair Chastain presented Director Henderson the NRECA Director Gold Program Certificate and Director Hollis the NRECA Credentialed Cooperative Director Certificate.

II. APPROVAL OF THE AGENDA

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

III. PERSONS TO BE HEARD

- A. *Member Comments*
None

IV. CONSENT AGENDA

- A. *Board Calendar*
- B. *Training and Conferences*
 - 1. *APA Federal Legislative Conference – Washington D.C. (June 4-6, 2019)*
- C. *Minutes*
 - 1. *January 23, 2019, Regular Board of Directors' Meeting (Portades)*
 - 2. *February 6, 2019, Special Board of Directors' Meeting (Quezon-Vicente)*
- D. *Director Expenses*

Chair Chastain discussed the upcoming APA Legislative Conference in Washington D.C. and stated that the registration is open.

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

V. CEO REPORTS AND CORRESPONDENCE

- A. *Logo Refresh (Hasquet/Andrews)*
Julie Hasquet, Sr. Manager, Corporate Communication and Lee Thibert, Chief Executive Officer (CEO) discussed the Logo Refresh and responded to questions from the Board.

VI. DIRECTOR REPORTS

- A. *Alaska Power Association (APA) Report*
Directors Hollis, Henderson and Chair Chastain reported on the February 21, 2019 APA meeting.
- B. *Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*
Directors Crawford, Henderson and Lee Thibert, CEO reported on the February 27, 2019, ARCTEC Board meeting and the February 25, 2019, RCA filing.
- C. *Renewable Energy Alaska Project (REAP) Report*
Director Morse reported on the February 1 & 15, 2019, REAP Board and Policy meeting and stated that the next REAP Policy meeting is on March 5, 2019.
 - 1. *REAP's Proposed RPS for the Railbelt*
Chair Chastain opened the table for comments/suggestions to the Board.
- D. *Board Committee Reports (Audit and Finance, Operations & Governance)*

Director Morse stated that there was nothing to report on the Audit and Finance Committee.

Director Parks reported on the February 6, 2019, Operations Committee Meeting.

E. Other Meeting Reports

Director Reeves reported on the February 10-12, 2019, NRECA Director Conference in San Antonio, TX. She recommended accessing the Podcasts put together by NRECA called “Along those Lines” by subscribing and downloading through iTunes.

Directors Henderson and Hollis commented on a training they attended on broadband system.

VII. UNFINISHED BUSINESS

None

VIII. NEW BUSINESS

A. Approval of 2019 Date of Record (Kurka/Miller)*

Teresa Kurka, Director, Member Services discussed the Approval of 2019 Date of Record, Approval of the 2019 Master Election Judge and 2019 Election Procedures and responded to questions from the Board.

Director Reeves moved and Director Morse seconded the motion that the Board of Directors set April 4, 2019, as the Date of Record for Chugach’s 2019 election.

After discussion, Chair Chastain called for a vote. The motion passed unanimously.

B. Approval of 2019 Master Election Judge (Kurka/Miller)*

Director Morse moved and Director Parks seconded the motion that the Board of Directors appoints William Simpson as the 2019 Master Election Judge. The motion passed unanimously.

C. 2019 Election Procedures (Kurka/Miller)*

Director Hollis moved and Director Parks seconded the motion that the Board of Directors approve the 2019 Election Procedures as recommended by the Election Committee.

After discussion, Chair Chastain called for a vote. The motion passed unanimously.

D. Simplified Rate Filing (SRF): December 2018 Test Year (Kornmuller/Miller)*

Lee Thibert, CEO and Jean Kornmuller, Manager, Regulatory Affairs discussed the Simplified Rate Filing (SRF) for December 2018 Test Year.

Director Reeves moved and Director Morse seconded the motion that the Board of Directors approve the attached Resolution authorizing Chugach to file with the Commission, a December 2018 test year SRF requesting approval to increase the demand and energy rates by 1.0 percent to Chugach retail and decrease the demand and energy rates by 0.1 percent to the wholesale class of Seward Electric System for rates effective May 1, 2019. The motion passed unanimously.

IX. EXECUTIVE SESSION

- A. *IBEW Labor Agreements*
- B. *Review Bylaws Proposed Changes*
- C. *TRANSCO CPCN Filing and Operating Agreement*
- D. *Aviation Contract – Fixed Wing and Rotary Wing Support*
- E. *Status of Community Solar and Green Energy Program*
- F. *Legislative Briefing*
- G. *ML&P Acquisition Update*
 - 1. *IMO Update*
 - 2. *ML&P Acquisition RCA Filing Update*
 - 3. *Finance Update*

At 4:54 p.m., Director Parks moved and Director Hollis seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), (2) 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; 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.

The meeting reconvened in open session at 7:55 p.m.

X. NEW BUSINESS

- A. *Approve IBEW Labor Agreements* (Andrews)*
This agenda item was addressed after Agenda Item X.C.

Director Reeves moved and Director Parks seconded the motion that the Board of Directors approve the attached Resolution for the Collective Bargaining Agreements covering the terms and conditions of employment for Office and Engineering, Generation and Outside Plant bargaining unit personnel as presented, discussed and revised in Executive Session. The motion passed with a 6 to 1 vote.

Directors Chastain, Crawford, Hollis, Morse, Parks and Reeves - Yes
Director Henderson - No

B. *Approve Bylaws Amendment for Placement on the Ballot to Bylaws, Article IV – Directors, Section 3 – Qualifications* (Clarkson/Schulman)*

Director Morse moved and Director Reeves seconded the motion that the Board of Directors place the attached Bylaw proposal and comment on the ballot for the 2019 annual membership meeting for a vote by the membership and that staff forward the same to the Bylaws Committee for its consideration. The motion passed unanimously.

C. *Approve Bylaws Amendment for Placement on the Ballot to Bylaws, Article IV – Directors, Section 9 – Compensation * (Clarkson/Schulman)*

Director Parks moved and Director Hollis seconded the motion that the Board of Directors place the attached Bylaw proposal and comment on the ballot for the 2019 annual membership meeting for a vote by the membership and that staff forward the same to the Bylaws Committee for its consideration. The motion passed unanimously.

D. *TRANSCO CPCN Filing and Operating Agreement** (Hickey)*

No action was taken for this agenda item.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 8:04 p.m., Director Crawford moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.

/ss/

Stuart Parks, Secretary

Date Approved: March 27, 2019