

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

July 24, 2019
Wednesday
4:00 p.m.

SPECIAL BOARD OF DIRECTORS' MEETING

Recording Secretary: Divina Portades

I. CALL TO ORDER

Chair Chastain called the Special Meeting of the Board of Directors 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
Rachel Morse, Treasurer
Stuart Parks, Secretary
Harry Crawford, Director
Jim Henderson, Director
Harold Hollis, Director

Guests and Staff in Attendance:

Lee Thibert	Linda Elkholtm, Consultant	Diane Decker, Consultant
Tyler Andrews	Willis Towers Watson	Diane Decker Coaching & Consulting
Connie Owens	Jeff Belfiglio, Consultant	
John Perera, Consultant	Davis Wright Tremaine	
Willis Towers Watson	LLP (via teleconference)	

C. Safety Minute – “Sun and UV Awareness” (Freeman)

Lee Thibert, Chief Executive Officer (CEO) discussed “Sun and UV Awareness” and responded to questions from the Board.

II. APPROVAL OF THE AGENDA

Director Morse 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

None

V. CEO REPORTS AND CORRESPONDENCE

None

VI. DIRECTOR REPORTS

None

VII. UNFINISHED BUSINESS

None

VIII. BUSINESS

A. First Amendment to Credit Agreement (Highers)*

Director Reeves moved and Director Henderson seconded the motion to approve the attached Resolution and authorize the Chief Executive Officer (CEO) to enter into the First Amendment to 2016 Credit Agreement.

Lee Thibert, CEO discussed the definition change on the First Amendment to Credit Agreement.

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

IX. EXECUTIVE SESSION

A. Non-Represented Retirement Pay and Benefits

B. Board Self-Assessment

At 4:07 p.m., Director Parks moved and Director Morse seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), and (2) the Board of Directors go into executive session to discuss: 1) financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and, 2) personnel matters that may tend to prejudice the reputation or character of a person; however, the person may request a public discussion. The motion passed unanimously.

The meeting reconvened in open session at 7:02 p.m.

X. DIRECTOR COMMENTS

Director comments were made at this time.

XI. ADJOURNMENT

At 7:06 p.m., Director Hollis moved and Director Parks seconded the motion to adjourn. The motion passed unanimously.

/ss/

Stuart Parks, Secretary

Date Approved: July 30, 2019