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
Tyler Andrews
Connie Owens
John Perera, Consultant
Willis Towers Watson

Linda Elkholm, Consultant
Willis Towers Watson
Jeff Belfiglio, Consultant
Davis Wright Tremaine
LLP (via teleconference)

Diane Decker, Consultant
Diane Decker Coaching & Consulting

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