

Notice of the  
**2018**  
**Chugach Electric Association, Inc.**  
**Election**  
**and**  
**Annual Membership Meeting**

your cooperative,  
your voice,  
your choice...

*Vote*

**Tuesday, May 22, 2018**  
**Dena'ina Civic & Convention Center**  
**Registration opens at 5:30 p.m.**  
**Meeting begins at 6:30 p.m.**

This pamphlet contains:  
voting information,  
candidate information,  
and a director attendance and voting record.

**CHUGACH**  
POWERING ALASKA'S FUTURE

## Annual Membership Meeting Agenda - May 22, 2018

### **5:30 p.m. Registration opens**

### **5:45 - 6:30 p.m.**

*Music by Hobo Jim*

*Education and information booths*

### **6:30 p.m.**

### **Call to order, Pledge of Allegiance, Welcome, Introduce Master of Ceremonies**

*Bettina Chastain, Board Chair*

### **Announcements, and introductions**

*John Tracy, Master of Ceremonies*

### **Report of quorum**

*Stacey Horn, Master Election Judge*

### **Proof of publication of the annual meeting, approval of the 2017 annual meeting minutes, unfinished business, and new business.**

*John Tracy, Master of Ceremonies*

### **Nominating Committee report**

*Steve Strait, Chair*

### **Bylaws Committee report**

*Donna Resnick, Chair*

### **Candidate statements (2 minutes each)**

*James Henderson*

*Harold Hollis*

*Rachel Morse*

*Mitchell Roth*

### **Recess**

*Last chance to register and vote*

### **Close of registration and voting**

### **Meeting resumes**

### **Board of Director's video**

*Why we serve*

### **Treasurer Report**

*Sisi Cooper, Treasurer*

### **Board Chair report**

*Bettina Chastain, Board Chair*

### **Chief Executive Officer report**

*Lee Thibert, Chief Executive Officer*

### **Questions/comments**

### **Report of voting results**

*Stacey Horn, Master Election Judge*

### **Door prizes**

### **Adjournment**

## **2017 Annual Report**

Chugach is using the Internet as the primary means to distribute the annual report ([www.chugachelectric.com](http://www.chugachelectric.com)). Printed copies will be available May 22 at the annual meeting, in the Member Services lobby, by online request or by calling (907) 762-4177.

## 2018 Voting Information

### Introduction

Chugach is more than a utility – it is a member-owned cooperative. As a cooperative, Chugach is guided by a seven-member board of directors elected by and from the membership. Directors are elected to staggered 4-year terms in conjunction with the annual meeting each spring.

Four candidates are running for the two available seats on the board in the 2018 election. This pamphlet contains voting instructions, information on each candidate, two proposed changes to the bylaws, and a director attendance and voting record.

You must be a member of Chugach by April 5, 2018 (date of record as set by the Board), to be eligible to vote in the 2018 election.

Chugach has moved to a paperless election. Please update your email with Chugach to receive important election materials and voting instructions. Paper ballots and election materials are available upon request.

### Ways to vote

#### Electronic voting:

- An email will be sent to you with your voting instructions on April 20. If you don't see it, check your spam filter before contacting the elections contractor. ***Electronic voting will close at 4 p.m., Tuesday, May 22.***

#### Paper ballot voting:

- **By US Mail** in the postage-paid return envelope. ***Ballot envelopes must be received in the post office box by noon, Saturday, May 19.***
- **In the secure drop box** at Chugach, 5601 Electron Drive or BDO USA, LLC at 3601 C Street, Suite 600. ***Ballot envelopes must be in secure drop box by 5 p.m. Friday, May 18.***

A ballot envelope must contain a member number and the appropriate signature for that membership.

#### In-person voting:

- **At the annual meeting.** Members registering at the annual meeting will be able to vote in-person if they have not already cast a valid ballot.

#### Need assistance?

If you need assistance with the voting process, contact the election contractor.

#### Election contractor contact information:

BDO USA, LLC.  
3601 C. Street, Suite 600  
Anchorage, Alaska  
Mon. - Fri. 8 a.m. to 5 p.m.  
(907) 646-7394  
(888)729-4679

**Which ballot counts?** If more than one vote is cast by a member, the one that is received first will count.

**Voting is a membership right.** Chugach is organized as a not-for-profit, member-owned cooperative. One of the rights of membership is the ability to vote for the board of directors that provides policy direction for your utility. Please report any evidence of improper voting by calling the election contractor.

### Reminders

- ◆ Please make sure we have your email on file. Contact us at [service@chugachelection.com](mailto:service@chugachelection.com) or call 762-4366.
- ◆ Add [noreply@chugachelection.com](mailto:noreply@chugachelection.com) to your approved sender list to make sure you receive important election communications.
- ◆ Only members may vote. Proxy and power of attorney voting is not allowed.
- ◆ Photo I.D. is required to register and vote at the Annual Meeting.
- ◆ If voting by mail or secure drop box, remember to sign the envelope.

## 2018 Voting Information

your cooperative,  
your voice,  
your choice...

*Vote*

## You just might win...

### Voting Incentive Prizes

All members voting in the election are eligible and need not be present to win.

#### **\$500 Travel certificates**

(2 winners)



#### **\$100 Chugach Gift of Light certificates**

(3 winners)

### Vote early to win

Members who cast an electronic ballot by noon each Friday are eligible. Drawings will be held each Friday of the election season (April 27, May 4, 11, and 18). Cast your vote the first week and if you don't win, your name is carried over to the next week's drawing.

**April 27**

**DEWALT 20V CORDLESS  
CHAINSAW**



**May 4**

**DEWALT 18/20V MAX\*  
CORDLESS/CORDED WET-  
DRY VACUUM**



**May 11**

**DEWALT 12V/20V MAX  
Worksite Charger Radio**



**May 18**

**SUNFORCE 15 WATT  
SOLAR BATTERY  
CHARGER KIT  
with 7 Amp Charge  
Controller**



## 2018 Candidate Statements

The following refers to the candidate statements which start on page 5.

### Candidate Statements

The candidates are solely responsible for the content of their statements. Publication of the candidates' statements does not imply endorsement by Chugach Electric Association, Inc. of any candidate or specific group. For candidates referencing endorsements by a specific group, Chugach policy requires candidates to maintain on file in the Corporate Communications office, the name of the chairman or president, title, and the address and telephone number at which the group may be contacted.

Article III, Section 9 of the Chugach Bylaws calls for candidates statements to specify whether the candidate is:

(i) A member, officer, director or employee of any union local currently acting as a bargaining agent for Association employees.

(ii) A person who has within the last two years had a financial interest in a bid, proposal, project or contract with Chugach.

(iii) A spouse, child, brother, sister, parent, stepparent, stepchild or stepsibling of: a) any person included in subparagraph (i) or (ii) above or b) an employee of the Association.

(iv) A person running as an authorized representative of a non-natural entity in accordance with Article IV, Section 3(b).

Candidates' responses to these requirements are noted in the area marked "Declarations."

## 2018 Candidates

**Note: Candidate statements must comply with certain standards. See page 4 for more information.**

### James Henderson

Service area: Girdwood  
Member for: 27 years  
Occupation: Principal, Financial and Valuation Analysis  
Employer: Retired  
Education: B.A. Math, Physics, Political Science Purdue University  
Nominated by: Nominating Committee  
Incumbent: Yes  
Declarations: None



#### Candidate Statement

You the customer/members are the owners of Chugach. You, the members, our community, and the Chugach people are the first priority of Chugach. Chugach's greatest strength is being a not-for-profit, member-owned cooperative. We are and will provide the best energy service for all.

Chugach has a motivated, dedicated group of people who make remarkable efforts to get problems identified/solved for you. My goal is to maximize these attributes making Chugach the most viable, member-centric, trusted energy expert in Alaska.

My career has been in finance & aviation. I have worked in 3 companies involved in mergers. Our team was retained to structure mergers of multi-billion dollar major airlines. Having traveled six continents extensively, I was given a global view of problem solving from every corner of the globe. I bring that knowledge to Chugach so that we can be better at being the best for you.

We must find ways to provide electricity that lets everyone thrive. This requires creative/imaginative approaches, including the pursuit of all economic funding and generation resources for our future. I bring an agile, creative, risk-tolerant and open mind to our table for you.

I want to continue to work for you on the Chugach board.

### Harold Hollis

Service area: South Anchorage/Bay-shore  
Member for: 8 years  
Occupation: Vice President - Construction and Engineering  
Employer: NANA Development Corp.  
Education: B.S. Civil Engineering Oregon State University, Arctic Engineering University of Alaska Anchorage, LEED Accredited Professional  
Nominated by: Petition  
Incumbent: No  
Declarations: None



#### Candidate Statement

As an Anchorage resident since 1982, I have over 35 years of successful business experience in Alaska. Having raised my family of three sons here, I understand the importance of giving back to our community and benefiting future generations with the same opportunities I have been so fortunate to have.

My professional career has focused on responsible and sustainable development of natural resources and infrastructure to serve Alaskans. I pride myself in fostering a team approach to problem solving and negotiating solutions that are positive for stakeholders. My technical background and executive management experience allow me to view challenges from an objective and impartial perspective.

My personal commitment is:

- Putting the best interest of our members first and foremost;
- Providing reliable, low cost electricity to our customers;
- Bringing sound business decisions to the ML&P acquisition;
- Working with Railbelt utilities to reduce rates; and
- Supporting a mixed power generation portfolio, including renewables.

It will be an honor to represent you on the Board of Directors. I would appreciate your vote.

Thank you.

## 2018 Candidates

**Note: Candidate statements must comply with certain standards. See page 4 for more information.**

### Rachel Morse

Service area: Scenic Foothills  
 Member for: 17 years  
 Occupation: Small business owner - Blue Skies Solutions, LLC  
 Education: M.B.A University of Alaska Anchorage, M.S. Forestry and Natural Resources Management, Purdue University, B.S. Biology, Indian University  
 Nominated by: Nominating Committee  
 Incumbent: Yes  
 Declarations: None



#### Candidate Statement

This is a critical time for Chugach. Decisions we make now impact how we provide services, move our utility forward, and support the local economy with reliable, affordable and sustainable power. In January 2018, I was honored to be appointed to a board vacancy. I ask for your support to continue serving.

I have been a member for 17 years and a volunteer since 2015. I have an 18 year track record working in Alaska's nonprofit sector in a variety of roles including executive director, development director and assistant vice chancellor. I have translatable skills in planning, management and community building along with a growing knowledge of utilities.

As a board member I am committed to:

- Serving in the best interest of our members; taking time to listen and hear concerns
- Fostering the culture of safety that protects our employees
- Supporting a mixed power generation portfolio that provides reliable, low cost electricity and includes renewables
- Continuing work with other Railbelt utilities towards greater efficiencies of generation and transmission
- Upholding Chugach's commitment to be a leader in long-term, sustainable energy production for Alaska

I am excited about representing you and would appreciate your vote. Thank you.

### Mitchell Roth

Service area: Girdwood  
 Member for: 8 years  
 Occupation: Retired Professor of Computer Science  
 Education: Ph.D. Computer Science University of Illinois, M.S. Computer Science Michigan State University, B.S. Mathematics Michigan State University  
 Nominated by: Nominating Committee  
 Incumbent: No  
 Declarations: None



#### Candidate Statement

The first 25 years of my 37 years of Alaska residency were spent in Fairbanks, where climate and geography conspire to place energy and air quality issues front and center in everyday life. As professor of computer science and scientific director of the Arctic Region Supercomputing Center at the University of Alaska, I was involved in both environmental and energy research, becoming intimately familiar with the deep connections between production of energy and the effects on the global environment. I became involved with the interior electric cooperative, Golden Valley Electric Association, in order to promote the adoption of renewable energy sources.

Now, living in Girdwood the past 8 years, I want to bring this same perspective to Chugach Electric Association. While Chugach is moving in the right direction with projects like Bradley Lake, Fire Island and Community Solar, I want to accelerate the transition to renewable energy sources with an ultimate goal of zero emissions and no rate increases.

If you agree, please vote for me so that your voice will be heard on the Board.

## 2018 Proposed Amendments to the Bylaws

### Introduction

Two proposed amendments to the Bylaws are presented in this section. The proposed changes are introduced with a title contained within a box. The titles are the same as those used on your ballot. The existing language proposed to be deleted is in ~~[brackets and struck through like this]~~. Proposed language to be added is in **bold typeface and underlined like this**.

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#### Eligible Voters

#### ***Board of Directors and Bylaws Committee recommendation:***

*The Alaska cooperative statutes provide that "[e]ach member is entitled to one vote on each matter submitted to a vote of the membership" and does not authorize a cooperative to restrict voting based on recent patronage. To be aligned with State law, this proposal clarifies that members of record, as of the record date, are entitled to vote. This year, the record date is April 5, 2018.*

**Your Board of Directors and the Bylaws Committee recommends a "Yes" vote on this proposed Bylaw amendment.**

#### **Amend the Bylaws as follows:**

#### ARTICLE III MEMBERS, MEETINGS AND ELECTIONS

SECTION 6. Voting. (a) Only members who have purchased electric energy or received other services from the Association ~~[within the six (6) months preceding]~~ **as of** the record date of the election shall be entitled to vote. Each such member shall have only one vote upon each matter submitted to a vote at a meeting of the members.



## 2018 Proposed Amendments to the Bylaws

### Board Meeting Notices

#### **Board of Directors and Bylaws Committee recommendation:**

*The Alaska cooperative statutes provide that “[n]otice shall be given for all regular or special meetings of the board of directors as provided in the bylaws of the cooperative.” The Association’s Bylaws provide that (1) board meetings shall be open to all Chugach members, and “[t]he notice of such meeting and an agenda shall be posted in a conspicuous place in the public places of business of the Association not later than three days prior to the meeting,” and (2) that certain regular meetings of the board of directors shall be held “without notice”.*

*As written, the Bylaws create a potential internal conflict and conflict with State law. In practice, Chugach posts notices of all board meetings. The language in Article V, Section 1 of the Bylaws should be modified to make it consistent with State law and the other notice provisions in the Bylaws.*

**Your Board of Directors and the Bylaws Committee recommends a “Yes” vote on this proposed Bylaw amendment.**

#### **Amend the Bylaws as follows:**

#### ARTICLE V MEETINGS OF DIRECTORS

SECTION 1. Regular Meeting. A regular meeting of the board of directors shall be held ~~[without notice]~~ immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the board of directors shall also be held monthly at such time and place in the Municipality of Anchorage, State of Alaska, as the board of directors may provide by resolution. ~~[Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof except that the]~~ **The** board shall ~~[cause]~~ **provide** notice of the selection of the time and place of the regular meetings ~~[to be given]~~ to the members promptly after it is selected.



## 2017 Board of Directors Voting and Attendance Record

| Meeting Date | Meetings  |  | Directors                            |                            |                                      |   |                            |                            |                            |
|--------------|---|--|--------------------------------------|----------------------------|--------------------------------------|---|----------------------------|----------------------------|----------------------------|
|              | <u>Attendance Codes:</u><br>a = absent<br>p = present<br>e = excused<br>t = attended via telephone<br>- = attendance not required | <u>Voting Codes:</u><br>y = yes<br>n = no<br>b = abstained<br>m = not present at time of vote<br>u = unanimous/all yes votes | C<br>H<br>A<br>S<br>T<br>A<br>I<br>N | C<br>O<br>O<br>P<br>E<br>R | C<br>R<br>A<br>W<br>F<br>O<br>R<br>D | H<br>E<br>N<br>D<br>E<br>R<br>S<br>O<br>N | R<br>E<br>E<br>V<br>E<br>S | R<br>E<br>I<br>S<br>E<br>R | V<br>A<br>C<br>A<br>N<br>T |
| 1/25/17      | Operations Committee Meeting  |  | p                                    | p                          | p                                    | p   | p                          | p                          |                            |

| Meeting Date | Meetings  |  | Directors  |                                 |                                      |   |                                     |                             |                             |
|--------------|---|--|--|---------------------------------|--------------------------------------|---|-------------------------------------|-----------------------------|-----------------------------|
|              | <u>Attendance Codes:</u><br>a = absent<br>p = present<br>e = excused<br>t = attended via telephone<br>- = attendance not required   | <u>Voting Codes:</u><br>y = yes<br>n = no<br>b = abstained<br>m = not present at time of vote<br>u = unanimous/all yes votes | C<br>H<br>A<br>S<br>T<br>A<br>I<br>N                         | C<br>O<br>O<br>P<br>E<br>R      | C<br>R<br>A<br>W<br>F<br>O<br>R<br>D | H<br>E<br>N<br>D<br>E<br>R<br>S<br>O<br>N | P<br>A<br>R<br>K<br>S               | R<br>E<br>E<br>V<br>E<br>S  | R<br>E<br>I<br>S<br>E<br>R  |
| 1/26/17      | <b>Regular Board Meeting</b><br>II. Executive Session – to go into Executive Session<br>III.A. Appointment of a New Board Member<br>- Stuart Parks was appointed as a new Board Member<br>IV. Approval of the Agenda – as amended<br>VI. Consent Agenda<br>X.C. Project Authorization for DeBarr Substation Rebuild<br>X.D. Procurement for Substation Power Transformers<br>X.E. Contract Award 115kV Rebuild of Silvertip to Hope Substation<br>XI. Executive Session – to go into Executive Session<br>XII.F. Financial Matters<br>XII.G. Contract Approvals<br>XII.H. Unified System Operator (USO) Business Plan Development<br>XIV. Adjournment |  | p<br>u<br>y<br><br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>y<br>u | p<br>y<br><br><br><br><br><br>y | p<br>n<br><br><br><br><br>n          | p<br>n<br><br><br><br><br>y               | p<br>n/a<br>n/a<br>n/a<br><br><br>b | p<br>y<br><br><br><br><br>n | p<br>y<br><br><br><br><br>y |
| 2/21/17      | <b>Regular Board Meeting</b><br>II. Approval of the Agenda<br>IV. Consent Agenda<br>VIII.A. Approval of 2017 Master Election Judge<br>VIII.B. Approval of 2017 Date of Record<br>VIII.C. 2017 Election Procedures<br>VIII.D. Simplified Rate Filing (SRF): December 2016 Test Year<br>VIII.E. Contract Award – DeBarr Substation Rebuild<br>VIII.F. Adoption of Sustainability as a Business Management Philosophy<br>IX. Executive Session – to go into Executive Session<br>X.G. Strategic Planning Policies<br>XII. Adjournment  |  | p<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>y<br>u          | p<br><br><br><br><br><br>y      | p<br><br><br><br><br><br>y           | p<br><br><br><br><br><br>b                | t<br><br><br><br><br><br>y          | t<br><br><br><br><br><br>y  | p<br><br><br><br><br><br>y  |
| 3/10/17      | <b>Special Board Meeting</b><br>II. Approval of the Agenda – as amended<br>VIII. Executive Session – to go into Executive Session<br>X. Adjournment   |  | p<br>u<br>u<br>u   | p<br><br><br><br>               | p<br><br><br><br>                    | t<br><br><br><br>                         | p<br><br><br><br>                   | t<br>m<br>m                 | p                           |
| 3/22/17      | <b>Audit and Finance Committee Meeting</b>  |  | p  | p                               | p                                    | p   | p                                   | t                           | p                           |

## 2017 Board of Directors Voting and Attendance Record

| Meeting Date | Meetings   | Directors  |                            |                                      |   |                       |                            |                            |
|--------------|--|--|----------------------------|--------------------------------------|---|-----------------------|----------------------------|----------------------------|
|              |  | C<br>H<br>A<br>S<br>T<br>A<br>I<br>N                     | C<br>O<br>O<br>P<br>E<br>R | C<br>R<br>A<br>W<br>F<br>O<br>R<br>D | H<br>E<br>N<br>D<br>E<br>R<br>S<br>O<br>N | P<br>A<br>R<br>K<br>S | R<br>E<br>E<br>V<br>E<br>S | R<br>E<br>I<br>S<br>E<br>R |
|              | <u>Attendance Codes:</u><br>a = absent<br>p = present<br>e = excused<br>t = attended via telephone<br>- = attendance not required<br><br><u>Voting Codes:</u><br>y = yes<br>n = no<br>b = abstained<br>m = not present at time of vote<br>u = unanimous/all yes votes  |  |                            |                                      |   |                       |                            |                            |
| 3/22/17      | <b>Regular Board Meeting</b><br>II. Approval of the Agenda<br>IV. Consent Agenda – as amended<br>VIII.A. Accept the 2016 Independent Audited Financial Statements<br>VIII.B. December 31, 2016, SEC Form 10K Filing<br>VIII.C. Pre-Approval for FY2017 Audit Services<br>IX. Executive Session – to go into Executive Session<br>X.D. Approve 2016/2017 Strategic Plan<br>X.E. Approve Collective Bargaining Agreements – Culinary, Generation, Office and Engineering and Outside Plant<br>X.G. 2016 CEO Evaluation, Performance Matrix and Compensation – as amended<br>XII. Adjournment | p<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u           | p                          | p                                    | p   | p                     | t                          | p                          |
| 4/10/17      | <b>Special Board Meeting</b><br>III. Approval of the Agenda<br>IV. Executive Session – to go into Executive Session  | p<br>m<br>m  | p<br>u<br>u                | p                                    | -   | p                     | p                          | p                          |
| 4/11/17      | <b>Special Board Meeting</b>   | p  | p                          | p                                    | -   | p                     | p                          | p                          |
| 4/12/17      | <b>Special Board Meeting</b><br>XII. Adjournment   | p<br>m   | p<br>u                     | -                                    | p   | p<br>m                | p                          | p                          |
| 4/20/17      | <b>Special Board Meeting</b><br>II. Approval of the Agenda<br>XI. Executive Session – to go into Executive Session<br>XII. Adjournment   | p<br>m<br>u<br>u   | p<br>u                     | p                                    | p   | p                     | p<br>m                     | p                          |
| 4/26/17      | <b>Regular Board Meeting</b><br>II. Approval of the Agenda – deferred until Directors Chastain and Crawford joined via teleconference – no action was taken.<br>IV. Consent Agenda – as amended<br>IX. Executive Session – to go into Executive Session<br>X.A. 2017 CEO Performance Parameters and Project Specific Objectives<br>X.B. Economy Energy Gas Supply<br>X.C. Credit Card Payments<br>XII. Adjournment   | t<br><br>u<br>u<br>u<br>u<br>u<br>u                      | p                          | t<br><br>m<br><br>m<br>m<br>m        | p   | p                     | p                          | p                          |
| 5/10/17      | <b>Audit &amp; Finance Committee Meeting</b>   | p  | p                          | p                                    | t   | p                     | p                          | p                          |
| 5/18/17      | <b>Annual Membership Meeting (meeting minutes have not been approved)</b>  | p  | p                          | p                                    | p   | p                     | p                          | p                          |
| 5/18/17      | <b>Special Board Meeting</b><br>III. Approval of the Agenda<br>IV.B. Election of Officers<br>- Janet Reiser – Chair (No other nominations were made)<br>- Bettina Chastain – Vice Chair (No other nominations were made)<br>- Sisi Cooper – Treasurer (No other nominations were made)<br>- Jim Henderson – Secretary (No other nominations were made)<br>V. Adjournment   | p<br>u<br><br>u<br>u<br>u<br>u<br>u                      | p                          | p                                    | p   | p                     | p                          | p                          |
| 5/24/17      | <b>Regular Board Meeting</b><br>II. Approval of the Agenda<br>IV. Consent Agenda – as amended<br>VIII.A. Adopt Calendar of Regular Meetings of the Board of Directors – as amended<br>VIII.B. Appointment of ARCTEC Member, Management and Alternate Representatives – as amended<br>VIII.C. Approve Simplified Rate Filing: March 2017 Test Year<br>IX. Executive Session – to go into Executive Session<br>X.G. Resolution – Close Out Pension Restoration Plan<br>X.H. Adopt 2017 CEO Goals and Parameters – as amended<br>X.I. Approval of FY2017 Tax Services<br>XII. Adjournment     | p<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u | p<br>m                     | p                                    | p   | p                     | p                          | p                          |
| 6/6/17       | <b>Audit and Finance Committee Meeting</b>   | p  | p                          | p                                    | a   | p                     | p                          | p                          |
| 6/6/17       | <b>Operation Committee Meeting</b>   | p  | p                          | p                                    | p   | p                     | p                          | p                          |

## 2017 Board of Directors Voting and Attendance Record

| Meeting Date | Meetings   | Directors  |                            |                                      |   |                       |                            |                            |
|--------------|--|--|----------------------------|--------------------------------------|---|-----------------------|----------------------------|----------------------------|
|              | <div>Attendance Codes:<br/>a = absent<br/>p = present<br/>e = excused<br/>t = attended via telephone<br/>- = attendance not required</div> <div>Voting Codes:<br/>y = yes<br/>n = no<br/>b = abstained<br/>m = not present at time of vote<br/>u = unanimous/all yes votes</div>   | C<br>H<br>A<br>S<br>T<br>A<br>I<br>N                     | C<br>O<br>O<br>P<br>E<br>R | C<br>R<br>A<br>W<br>F<br>O<br>R<br>D | H<br>E<br>N<br>D<br>E<br>R<br>S<br>O<br>N | P<br>A<br>R<br>K<br>S | R<br>E<br>E<br>V<br>E<br>S | R<br>E<br>I<br>S<br>E<br>R |
| 6/28/17      | <b>Regular Board Meeting</b><br>Motion to approve Director Henderson's request for an excused absence from the June 28, 2017, Regular Board of Directors' Meeting<br>II. Approval of the Agenda<br>IV. Consent Agenda<br>VIII.B. 2016 Capital Credits Allocation<br>IX. Executive Session – to go into Executive Session<br>XI. Adjournment  | p<br>u<br><br>u<br>u<br>u<br>u<br>u                      | p                          | p                                    | e   | p                     | p                          | p                          |
| 7/26/17      | <b>Regular Board Meeting</b><br>Motion to approve Director Crawford's request for an excused absence from the July 26, 2017, Regular Board of Directors' Meeting<br>II. Approval of the Agenda<br>IV. Consent Agenda<br>VIII.A. Appointment of 2017 NRECA Voting Delegate and Alternate<br>IX. Executive Session – to go into Executive Session<br>X.A. Battle Creek Project Authorization<br>XII. Adjournment   | p<br>u<br><br>u<br>u<br>u<br>u<br>u                      | p                          | e                                    | p   | p                     | p                          | p                          |
| 8/9/17       | <b>Audit and Finance Committee Meeting</b>   | e  | p                          | -                                    | t   | -                     | a                          | p                          |
| 8/23/17      | <b>Regular Board Meeting</b><br>II. Approval of the Agenda<br>IV. Consent Agenda<br>VIII.A. Simplified Rate Filing – June 2017 Test Year<br>VIII.C. Discounting Capital Credits<br>IX. Executive Session – to go into Executive Session<br>X.A. Approval of the NRUCFC Line of Credit<br>XII. Adjournment  | p<br>u<br>u<br>u<br>u<br>u<br>u<br>u                     | p                          | p                                    | p   | p                     | p                          | p                          |
| 9/6-8/17     | <b>Special Board Meeting</b><br>III. Approval of the Agenda<br>IV. Executive Session – to go into Executive Session<br>V. Recess<br>XII. Adjournment   | p<br>u<br>u<br>u<br>u                                    | p                          | p                                    | p   | p                     | p                          | p                          |
| 9/26/17      | <b>Operations Committee Meeting</b>  | p  | -                          | p                                    | p   | p                     | p                          | t                          |
| 9/27/17      | <b>Regular Board Meeting</b><br>II. Approval of the Agenda – as amended<br>IV. Consent Agenda<br>VII.A. Approve NRECA Resolutions – as amended<br>VIII.A. Appointment of 2017 NRECA Voting Delegate and Alternate<br>IX. Executive Session – to go into Executive Session<br>X.A. Retirement Security Plan Restatement<br>X.C. Amendment to Memorandum of Agreement date July 27, 2007 between Homer Electric Association, Inc. and Chugach Electric Association, Inc.<br>X.D. 2017 Retail Capital Credit Retirement<br>X.E. 2017 HEA Capital Credit Retirement Payment<br>X.F. 2017 Wholesale Capital Credit Retirement<br>XII. Adjournment | p<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u<br>u | p<br>m<br>m                | p                                    | p   | p                     | p                          | t                          |
| 10/25/17     | <b>Regular Board Meeting</b><br>II. Approval of the Agenda<br>IV. Consent Agenda<br>IX. Executive Session – to go into Executive Session<br>X.A. Approval of Gas Contract<br>X.C.1. Community Solar Project Authorization<br>X.C.2. Community Solar Project Financing<br>XII. Adjournment  | t<br>u<br>u<br>u<br>u<br>u<br>u<br>u                     | p                          | p                                    | p   | p                     | t                          | p                          |
| 11/6/17      | <b>Audit and Finance Committee Meeting</b>   | t  | p                          | p                                    | p   | p                     | t                          | p                          |

| 2017 Board of Directors Voting and Attendance Record |  |  |  |  |  |  |  |  |  |
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| Meeting Date | Meetings   | Directors   |                            |                                      |   |                       |                            |                            |
|--------------|--|---|----------------------------|--------------------------------------|---|-----------------------|----------------------------|----------------------------|
|              | <div>Attendance Codes:<br/>a = absent<br/>p = present<br/>e = excused<br/>t = attended via telephone<br/>- = attendance not required</div> <div>Voting Codes:<br/>y = yes<br/>n = no<br/>b = abstained<br/>m = not present at time of vote<br/>u = unanimous/all yes votes</div>   | C<br>H<br>A<br>S<br>T<br>A<br>I<br>N  | C<br>O<br>O<br>P<br>E<br>R | C<br>R<br>A<br>W<br>F<br>O<br>R<br>D | H<br>E<br>N<br>D<br>E<br>R<br>S<br>O<br>N | P<br>A<br>R<br>K<br>S | R<br>E<br>E<br>V<br>E<br>S | R<br>E<br>I<br>S<br>E<br>R |
| 11/20/17     | <b>Special Board Meeting</b><br>II. Approval of the Agenda<br>VIII. Executive Session – to go into Executive Session<br>X. Adjournment   | p<br>u<br>u<br>u  | p                          | p                                    | p   | p                     | t                          | p                          |
| 11/27/17     | <b>Audit and Finance Committee Meeting</b>   | p   | p                          | p                                    | p   | p                     | p                          | p                          |
| 11/28/17     | <b>Operations Committee Meeting (meeting minutes have not been approved)</b>   | p   | p                          | p                                    | p   | p                     | p                          | p                          |
| 11/29/17     | <b>Regular Board Meeting</b><br>II. Approval of the Agenda<br>IV. Consent Agenda<br>VIII.A. Appointments to 2018 Bylaws Committee<br>VIII.B. Appointments to 2018 Election Committee<br>VIII.C. Appointments to 2018 Nominating Committee<br>VIII.D. Procurement of Switchgear for DeBarr Substation<br>VIII.E. Battle Creek Project Confirmation<br>VIII.F. Simplified Rate Filing – September 2017 Test Year<br>VIII.G. National Association of Corporate Directors Membership – as amended<br>IX. Executive Session – to go into Executive Session<br>X.A. Approve Vision, Mission and Value Statements<br>X.B. Building G Lease Extension<br>X.C. Approve 2018 Strategic Plan<br>X.D. Eklutna Resolution<br>XII. Adjournment | 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## 2017 Board of Directors Voting and Attendance Record

| Meeting Date | Meetings  |  | Directors                            |                            |                                      |   |                       |                            |                            |
|--------------|---|--|--------------------------------------|----------------------------|--------------------------------------|---|-----------------------|----------------------------|----------------------------|
|              | <u>Attendance Codes:</u><br>a = absent<br>p = present<br>e = excused<br>t = attended via telephone<br>- = attendance not required   | <u>Voting Codes:</u><br>y = yes<br>n = no<br>b = abstained<br>m = not present at time of vote<br>u = unanimous/all yes votes | C<br>H<br>A<br>S<br>T<br>A<br>I<br>N | C<br>O<br>O<br>P<br>E<br>R | C<br>R<br>A<br>W<br>F<br>O<br>R<br>D | H<br>E<br>N<br>D<br>E<br>R<br>S<br>O<br>N | P<br>A<br>R<br>K<br>S | R<br>E<br>E<br>V<br>E<br>S | R<br>E<br>I<br>S<br>E<br>R |
| 12/26/17     | <b>Special Board Meeting</b><br>II. Approval of the Agenda – as amended<br>VIII.A. Appointment of New Board Member – no objections were made<br>- Motion to nominate Rachel Morse – no objections were made<br>- Motion to nominate Harold Hollis – no objections were made<br>- Motion to nominate Matt Moore – no objections were made<br>- Motion to eliminate Matt Moore from the nomination, passed 4 to 3 votes<br>- Vote for Rachel Morse<br>- Vote for Harold Hollis<br>- Rachel Morse was appointed as new Board member effective January 1, 2018, passed 6 to 1 votes<br>X. Adjournment |  | t<br>u                               | t                          | p                                    | t   | t                     | t                          | t                          |
|              |   |  | y<br>n<br>y                          | n<br>y<br>n                | n<br>y<br>n                          | n<br>y<br>n                               | y<br>y<br>n           | y<br>y<br>n                | y<br>y<br>n                |
|              |   |  | u                                    |                            |                                      |   |                       |                            |                            |