

CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

REGULAR BOARD OF DIRECTORS' MEETING

AGENDA

Bettina Chastain, Chair
Susan Reeves, Director
Rachel Morse, Treasurer
Stuart Parks, Secretary

Harry T. Crawford, Jr., Director
Jim Henderson, Director
Harold Hollis, Director

February 27, 2019

4:00 p.m.

Chugach Boardroom

- I. CALL TO ORDER (4:00 p.m.)
 - A. *Pledge of Allegiance*
 - B. *Roll Call*
 - C. *Safety Minute – “Earthquake Preparedness” (Freeman) (4:05 p.m.)*
- II. APPROVAL OF THE AGENDA*
- III. PERSONS TO BE HEARD
 - A. *Member Comments*
- IV. CONSENT AGENDA* (4:10 p.m.)
 - 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*
- V. CEO REPORTS AND CORRESPONDENCE (4:15 p.m.)
 - A. *Logo Refresh (Hasquet/Andrews)*
- VI. DIRECTOR REPORTS (4:20 p.m.)
 - A. *Alaska Power Association (APA) Report (4:20 p.m.)*
 - B. *Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report (4:25 p.m.)*
 - C. *Renewable Energy Alaska Project (REAP) Report (4:30 p.m.)*
 - 1. *REAP's Proposed RPS for the Railbelt*
 - D. *Board Committee Reports (Audit and Finance, Operations & Governance) (4:40 p.m.)*
 - E. *Other Meeting Reports (4:45 p.m.)*

- VII. UNFINISHED BUSINESS (*none*)
- VIII. NEW BUSINESS* (*scheduled*) (4:50 p.m.)
- A. *Approval of 2019 Date of Record* (Kurka/Miller) (4:50 p.m.)*
 - B. *Approval of 2019 Master Election Judge* (Kurka/Miller) (4:55 p.m.)*
 - C. *2019 Election Procedures* (Kurka/Miller) (5:00 p.m.)*
 - D. *Simplified Rate Filing (SRF): December 2018 Test Year* (Kornmuller/Miller) (5:05 p.m.)*
- IX. EXECUTIVE SESSION* (*scheduled*) (5:20 p.m.)
- A. *IBEW Labor Agreements (5:20 p.m.)*
 - B. *Review Bylaws Proposed Changes (5:40 p.m.)*
 - C. *TRANSCO CPCN Filing and Operating Agreement (6:00 p.m.)*
 - D. *Aviation Contract – Fixed Wing and Rotary Wing Support (6:20 p.m.)*
 - E. *Status of Community Solar and Green Energy Program (6:40 p.m.)*
 - F. *Legislative Briefing (6:45 p.m.)*
 - G. *ML&P Acquisition Update (6:50 p.m.)*
 - 1. *IMO Update (7:00 p.m.)*
 - 2. *ML&P Acquisition RCA Filing Update (7:10 p.m.)*
 - 3. *Finance Update (7:20 p.m.)*
- X. NEW BUSINESS* (*continued*) (7:30p.m.)
- A. *Approve IBEW Labor Agreements* (Andrews) (7:35 p.m.)*
 - B. *Approve Bylaws Amendment for Placement on the Ballot to Bylaws, Article IV – Directors, Section 3 – Qualifications* (Clarkson/Schulman) (7:40 p.m.)*
 - C. *Approve Bylaws Amendment for Placement on the Ballot to Bylaws, Article IV – Directors, Section 9 - Compensation * (Clarkson/Schulman) (7:45 p.m.)*
 - D. *TRANSCO CPCN Filing and Operating Agreement** (Hickey) (7:50 p.m.)*
- XI. DIRECTOR COMMENTS (7:55 p.m.)
- XII. ADJOURNMENT* (8:00 p.m.)

* *Denotes Action Items*

** *Denotes Possible Action Items*



Earthquake Preparedness

Prepare for "The Big One"

Earthquake safety tips



Plan with your family

Discuss with members of your household the possibility of earthquakes and what to do to stay safe if one occurs. Knowing how to respond will help reduce fear and panic.

! Earthquake
Corner



Designate "safe places"

Pick "safe places" in each room of your home and your office or school. A safe place could be under a piece of furniture, such as a sturdy table or desk, or against an interior wall away from windows, bookcases, or tall furniture that could fall on you. The shorter the distance to your safe place, the better.



Practice "drop, cover, and hold on" in each safe place.

- Drop to the floor
- take cover under a sturdy piece of furniture
- hold on to a leg of the furniture
- If suitable furniture is not nearby, sit on the floor next to an interior wall and cover your head and neck with your arms. Responding quickly in an earthquake may help protect you from injury. Practice drop, cover, and hold on at least twice a year.



Keep a flashlight and sturdy shoes by each person's bed.



Always keep your cellphone on hand.



Inform guests and household help of earthquake plans.

Everyone in your home should know what to do if an earthquake occurs, even if you are not there at the time.

If you are inside when the shaking starts, you should:



Drop, cover, and hold on.

Move only a few steps to a nearby safe place.



If you are elderly or have a mobility impairment, remain where you are, bracing yourself in place.



If you are in bed, stay there, hold on, and protect your head with a pillow.

You are less likely to be injured if you stay in bed. Broken glass on the floor can injure you.



Stay away from windows.

Windows can shatter with such force that you can be injured by flying glass even if you are several feet away.



Stay indoors until the shaking stops and you are sure it is safe to exit.

If you go outside, move quickly away from the building to prevent injury from falling debris.



Check for and extinguish small fires, and exit via the stairs.

If you are in a coastal area:



Drop, cover, and hold on during an earthquake and then move immediately to higher ground when the shaking stops.

Tsunamis are often generated by earthquakes.



Find a clear spot away from buildings, trees, streetlights, and power lines.



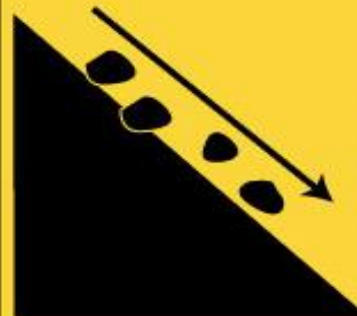
Drop to the ground and stay there until the shaking stops.

Injuries can occur from falling trees, streetlights, power lines, and building debris.



If you are in a vehicle, pull over to a clear location, stop, and stay there with your seatbelt fastened until the shaking stops.

Trees, power lines, poles, street signs, overpasses, and other overhead items may fall during earthquakes. Stopping in a clear location will reduce your risk. Once the shaking has stopped, proceed with caution. Avoid bridges or ramps that might have been damaged by the quake.



If you are in a mountainous area or near unstable slopes or cliffs, be alert for falling rocks and other debris that could be loosened by the earthquake.

Landslides are often triggered by earthquakes.

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* *Denotes Action Items*

** *Denotes Possible Action Items*

February 2019

January 2019							March 2019						
S	M	T	W	T	F	S	S	M	T	W	T	F	S
		1	2	3	4	5						1	2
6	7	8	9	10	11	12	3	4	5	6	7	8	9
13	14	15	16	17	18	19	10	11	12	13	14	15	16
20	21	22	23	24	25	26	17	18	19	20	21	22	23
27	28	29	30	31			24	25	26	27	28	29	30
							31						

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
27	28	<ul style="list-style-type: none"> 8:30AM NRECA Director Training: Ethics and Governance: Implementing the New Accountability (Juneau, AK) 5:30PM Election Committee Meeting (Crawford) (BoardroomCR) 	<ul style="list-style-type: none"> 7:30AM APA Breakfast (Crawford/Morse) (Westmark Baranof Hotel...) 1:30PM Mtg w/Rep Tuck (Crawford/Morse) 2:00PM Mtg w/Rep Rasmussen (Crawford/M...) 2:30PM Mtg w/Senator Gray-Jackson (Crawford/...) 3:00PM Mtg w/Rep Johnston (Morse/Crawfor...) 3:30PM Mtg w/Rep Spohnholz (Crawford/Mo...) 4:00PM Mtg w/Rep Josephson (Crawford/Mo...) 5:30PM APA Legislative Reception (Crawford/Mor... 	<ul style="list-style-type: none"> 7:00AM APA Breakfast (Crawford/Morse) (Westmark Hotel Treadwell Room) 	<ul style="list-style-type: none"> 1:00PM REAP Executive and Public Policy Committee (Morse/Henderson) (641-715-3570 and the access code is 711554) 	2
3	4	5	<ul style="list-style-type: none"> 4:00PM Operations Committee Meeting - Followed by Special Board of Directors Meeting (BoardroomCR) 	6	7	<div style="border: 1px solid black; padding: 2px;">Directors Conferer</div>
<div style="border: 1px solid black; padding: 2px;">Directors Conference (Reeves) ♦ San Antonio, TX</div>			8	9	<ul style="list-style-type: none"> 12:30PM REAP Policy Committee (Morse/Henderson) (REAP's Office (REAP Offices or Teleconference 641-715-3570 / 711554#)) 	10
10	11	12	13	<ul style="list-style-type: none"> 11:30AM Mtg w/Crystal, Directors Hollis & Henderson (APA Board Orientation) (703 W Tudor Road #200) 12:00PM Lunch w/APA * Directors Chastain, Hollis & Henderson (Campobello Bistro (Reservation under Chastain)) 	14	15
17	18	19	20	21	22	23
24	<ul style="list-style-type: none"> 5:00PM Nominating Committee Meeting (Crawford) (BoardroomCR) 	<ul style="list-style-type: none"> 10:00AM Review Board Packet (Chastain/Reeves) (LDT's Office) 5:00PM Nominating Committee (Crawford) (BoardroomCR) 	<ul style="list-style-type: none"> 1:00PM ARCTEC Board Meeting (APA Board Room) 3:15PM Henderson - Board Video (BoardroomCR) 3:30PM Hollis - Board Video (BoardroomCR) 3:45PM Reeves - Board Video (BoardroomCR) 4:00PM Regular Board of Directors Meeting (All) (Boardroom) 	27	28	1
25	26	27	28	1	2	2

March 2019

February 2019							April 2019						
S	M	T	W	T	F	S	S	M	T	W	T	F	S
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3	4	5	6	7	8	9	7	8	9	10	11	12	13
10	11	12	13	14	15	16	14	15	16	17	18	19	20
17	18	19	20	21	22	23	21	22	23	24	25	26	27
24	25	26	27	28			28	29	30				

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
24	25	26	27	28	1	2
	<ul style="list-style-type: none"> 5:00PM Nominating Committee Meeting (Crawford) (BoardroomCR) 	<ul style="list-style-type: none"> 10:00AM Review Board Packet (Chastain/Reeves) (LDT's Office) 5:00PM Nominating Committee (Crawford) (BoardroomCR) 	<ul style="list-style-type: none"> 1:00PM ARCTEC Board Meeting (APA Board Room) 3:15PM Henderson - Board Video (BoardroomCR) 3:30PM Hollis - Board Video (BoardroomCR) 3:45PM Reeves - Board Video (BoardroomCR) 4:00PM Regular Board of Directors Meeting (All) (Boardroom) 			
3	4	5	6	7	8	9
		<ul style="list-style-type: none"> 4:00PM REAP Public Policy Meeting (Morse/Henderson) (REAP Office or Call in 641-715-3570/711554#) 		NRECA - Director Education - 3/7-3/10 - An... ♦ Orlando, FL		
	NRECA Annual Meeting (3/10 - 3... ♦ Orlando, FL			<ul style="list-style-type: none"> 5:00PM REAP Energy Speaker Series - Heat Pumps (Anchorage Museum 625 C Street) 		
10	11	12	13	14	15	16
						<ul style="list-style-type: none"> 6:00PM Chugach Spring Party (O'Malley's on the Green)
17	18	19	20	21	22	23
24	25	26	27	28	29	30
	<ul style="list-style-type: none"> 10:00AM Review Board Packet (Chastain/Reeves) (LDT's Office) 4:00PM Audit and Finance Committee Followed by a Special Board of Directors Meeting (Morse, Reeves, Chastain, Henderson, Hollis) (BoardroomCR) 	<ul style="list-style-type: none"> 4:00PM Operations Committee Meeting (BoardroomCR) 	<ul style="list-style-type: none"> 4:00PM Regular Board of Directors Meeting (All) (BoardroomCR) 	<ul style="list-style-type: none"> 5:00PM REAP Energy Speaker Series - Climate Solutions (Anchorage Museum, 625 C Street) 		
31	1	2	3	4	5	6

April 2019

March 2019							May 2019						
S	M	T	W	T	F	S	S	M	T	W	T	F	S
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17	18	19	20	21	22	23	19	20	21	22	23	24	25
24	25	26	27	28	29	30	26	27	28	29	30	31	
31													

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
31	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	Gettysburg Leadership Experience (He... ♦ Gettysburg, PA)		18	19	20
21	22	23	24	25	26	27
28	29	30	1	2	3	4

31

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Gettysburg Leadership Experience (He... ♦ Gettysburg, PA)

• 5:00PM - 7:00PM REAP Energy Speaker Series - Carbon Sequestration (Anchorage Museum, 625 C Street)

• 4:00PM - 5:00PM Board of Directors Candidate Forum (All) (boardroomcr)

• 10:00AM - 11:00AM Review Board Packet (Chastain/Reeves) (LDT's Office)
• 4:00PM - 8:00PM Operations Committee Meeting (BoardroomCR)

• 10:30AM - 2:30PM REAP Board of Directors Quarterly Mtg (Morse/Henderson) (600 E 36th Avenue - Redoubt Room)
• 4:00PM - 7:00PM Regular Board of Directors Meeting (All) (BoardroomCR)

Strategic Planning w/... ♦ 6591 A Street

• 5:00PM - 7:00PM REAP Energy Speaker Series - Alaska's Green Bank (Anchorage Museum, 625 C Street)

• 5:00PM - 8:00PM Tentative: Board/Staff Dinner (TBD)

May 2019

April 2019						
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28	29	30				

June 2019						
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23	24	25	26	27	28	29
30						

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
28	29	30	1	2	3	4
5	6	7	<ul style="list-style-type: none"> 4:00PM - 7:00PM Audit and Finance (Internal Controls) Followed by Special Board of Directors Meeting (All) (BoardroomCR) 	9	10	11
12	13	14	15	16	17	18
19	<ul style="list-style-type: none"> 10:00AM - 11:00AM Review Board Packet Material (Chastain & Reeves) (LDT's Office) 	<ul style="list-style-type: none"> 6:00PM - 9:00PM Annual Meeting (All) (Dena'ina Center) 	<ul style="list-style-type: none"> 4:00PM - 7:00PM Regular Board of Directors Meeting (All) (BoardroomCR) 	23	24	25
26	Memorial Day ♦ Ur	28	29	30	31	1

June 2019

May 2019						
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July 2019						
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21	22	23	24	25	26	27
28	29	30	31			

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
26	27	28	29	30	31	1
		APA Federal Legislative Conference (6/... ♦ Washington, DC)			Summer School for Di... ♦ Williamsburg, VA	
2	3	4	5	6	7	8
Summer School for Directotrs (6/7 - 6/12) ♦ Williamsburg, VA						
● 1:00PM - 5:00PM Chugach Picnic (Alaska Zoo)						
9	10	11	12	13	14	15
16	17	18	19	20	21	22
			● 4:00PM - 7:00PM Regular Board of Directors Meeting (All) (BoardroomCR)			
23	24	25	26	27	28	29
				Independence Day		
30	1	2	3	4	5	6

July 2019

June 2019						
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23	24	25	26	27	28	29
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August 2019						
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25	26	27	28	29	30	31

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
				Independence Day		
30	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	4:00PM - 7:00PM Regular Board of Directors Meeting (All) (BoardroomCR)	25	26	27
28	29	30	31	1	Summer School for Di... ♦ Branson, MO	
					2	3

August 2019

July 2019						
S	M	T	W	T	F	S
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21	22	23	24	25	26	27
28	29	30	31			

September 2019						
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22	23	24	25	26	27	28
29	30					

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
					Summer School for Di... ♦ Branson, MO	
28	29	30	31	1	2	3
Summer School for Directors - 8/2 - 8/7 ♦ Branson, MO			<ul style="list-style-type: none"> 4:00PM - 7:00PM Audit and Finance Committee Meeting (BoardroomCR) 			
4	5	6	7	8	9	10
			<ul style="list-style-type: none"> 4:00PM - 7:00PM Regular Board of Directors Meeting (BoardroomCR) 	Strategic Planning (8/... ♦ 6591 A Street		
11	12	13	14	15	16	17
	APA Annual Meeting (August 20-23) ♦ Juneau, AK					
18	19	20	21	22	23	24
25	26	27	28	29	30	31

September 2019

August 2019						
S	M	T	W	T	F	S
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11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

October 2019						
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6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
	Labor Day ♦ Unitec					
1	2	3	4	5	6	7
8	9	10	11	12	13	14
			4:00PM - 7:00PM Regular Board of Directors Meeting (All) (BoardroomCR)			
15	16	17	18	19	20	21
		NRECA Region IX ♦ Spokane, WA				
22	23	24	25	26	27	28
29	30	1	2	3	4	5

October 2019

September 2019						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
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29	30					

November 2019						
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17	18	19	20	21	22	23
24	25	26	27	28	29	30

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
29	30	1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	Gettysburg Leadership Experience for... ♦ Gettysburg, PA		31	1	2

● 4:00PM - 7:00PM
Regular Board of
Directors Meeting (All)
(BoardroomCR)

November 2019

October 2019						
S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

December 2019						
S	M	T	W	T	F	S
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8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
27	28	29	30	31	1	2
		● 4:00PM - 7:00PM Audit and Finance Committee Meeting (Budget and CIP) (BoardroomCR)	● 4:00PM - 7:00PM Audit and Finance Committee Meeting (BoardroomCR)			
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
		● 11:45AM - 1:45PM Chugach Legislative Reception (Embassy Suites) ● 4:00PM - 7:00PM Regular Board of Directors Meeting (BoardroomCR)		Thanksgiving Day	Thanksgiving Holiday	
24	25	26	27	28	29	30

December 2019

November 2019						
S	M	T	W	T	F	S
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3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

January 2020						
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12	13	14	15	16	17	18
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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
1	2	3	4	5	6	7
			APA December Meeting Series ♦ TBD		Winter School for Dire... ♦ Nashville, TN	
8	9	10	11	12	13	14
Winter School for Directors - 12/13 - 12/18 ♦ Nashville, TN			<ul style="list-style-type: none"> 4:00PM - 7:00PM Regular Board of Directors Meeting (BoardroomCR) 			
15	16	17	18	19	20	21
		Christmas Eve ♦ U	Christmas Day ♦ U			
22	23	24	25	26	27	28
		New Year's Eve ♦ l	New Year's Day ♦ l			
29	30	31	1	2	3	4

January 2020

December 2019						
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February 2020						
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23	24	25	26	27	28	29

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
			New Year's Day ♦			
29	30	31	1	2	3	4
5	6	7	8	9	10	11
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Alaska Power Association Federal Legislative Conference

REGISTRATION FORM

June 4-6, 2019, Phoenix Park Hotel, Washington, D.C.



APA is holding its eighth annual Federal Legislative Conference **June 4-6, 2019** in Washington, DC. The conference is open to all APA electric utility members. A detailed agenda is being developed. The conference will begin the morning of **June 4**, with a breakfast meeting in the Phoenix Park Hotel and it will end around mid-day on **June 6**, to allow travel home. The conference will be composed of meetings with lawmakers, legislative staff, committee aides, federal agency officials, and regulatory officials. Conference updates will be emailed to registrants.

REGISTRATION CONTACT PERSON

Name of Utility or Company: _____

Contact Name: _____

Phone Number: _____ E-mail: _____

ATTENDEES

Name _____ Title _____

E-mail _____

Name _____ Title _____

E-mail _____

Name _____ Title _____

E-mail _____

HOTEL ACCOMMODATIONS

Reservations can be made by calling the Phoenix Park Hotel toll free at 1-855-371-6824. You may also register online by clicking on the following site:

<https://reservations.travelclick.com/75979?groupID=2281501>

The online group code is **22494** or **Alaska Power Association**. The deadline for the APA room block is **Monday, May 6, 2019**. All reservations must be accompanied by a first night room deposit or guaranteed with a major credit card. In the event a guest wishes to cancel a reservation, the deposit is refundable if notice is received by 4 p.m., 72 hours prior to the day of arrival and a cancellation number is obtained.

REGISTRATION FEE **\$750.00**

CANCELLATION POLICY

Cancellation requests received by APA by the close of business on **Friday, May 24, 2019** are fully refundable. Cancellation requests received **after** the close of business on **Friday, May 24, 2019** are non-refundable. After **Friday, May 24, 2019** unpaid registration fees will become the responsibility of the participant, even if not in attendance. Fees are forfeited for those registered, but not in attendance. **Substitutions are welcome.**

PAYMENT

Number of Participants _____ X \$ 750.00 = \$ _____

- Please Bill (Registration fees must be paid in advance of the conference.)
- Check is Enclosed (Payable to Alaska Power Association)
- Credit Card (Please complete and return the Charge Form.)

CHARGE FORM

Card Holder Name (as it appears on card): _____
Billing Address: _____
City: _____ State: _____ Zip: _____
Phone #: _____
Card #: _____ Security Code: _____
Expiration Date: _____ Type of Card: _____
Cardholder's Signature: _____ Date: _____
E-mail you would like the receipt sent to: _____

DEADLINE



Please register no later than **Friday, May 24, 2019** by sending **both** pages of this form via:
E-mail: tmancini@alaskapower.org, or
Fax: 907-561-5547, or
Mail: Alaska Power Association 2019 Federal Legislative Conference
703 West Tudor Road, Suite 200 Anchorage, Alaska 99503

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

January 23, 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 4:00 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 (*via teleconference*)

Guests and Staff in Attendance:

Lee Thibert

Tom Schulman

Debra Caldwell

Brian Hickey

Josh Resnick

Aaron Love

Arthur Miller

Jody Wolfe

Teresa Kurka

Sherri Highers

Renee Curran

Brian Meissner, ECI

Tyler Andrews

Marty Freeman

Mark Begich, Northern

Matthew Clarkson

Sean Skaling

Compass Group

Mark Fouts

Kathy Harris

Dan Walker, Walker &

Julie Hasquet

Phil Steyer

Associates (*via teleconference*)

Connie Owens

Luke Sliman

Dustin Highers

James Mullican

C. Safety Minute

Marty Freeman, Safety discussed "*Backcountry Safety*" and responded to questions from the Board.

II. APPROVAL OF THE AGENDA

Director Morse moved and Director Crawford seconded the motion to approve the agenda.

Lee Thibert, Chief Executive Officer (CEO), requested to add an agenda item under CEO Reports and Correspondence regarding Meeting with ML&P Employees.

Chair Chastain called for a vote. The motion passed unanimously, as amended.

III. PERSONS TO BE HEARD

- A. *Member Comments*
None

IV. CONSENT AGENDA

- A. *Board Calendar*
 - 1. *2019 Strategic Planning Dates (currently scheduled April 25-26 & August 28-30)*
 - 2. *Board Training – Mergers and Acquisitions (not scheduled at this time)*
- B. *Training and Conferences*
 - 1. *Gettysburg Leadership Experience, April 16-18, 2019, Gettysburg, PA (Deadline for conference and hotel registration is February 8, 2019)*
 - 2. *NRECA Legislative Conference, April 28-30, 2019, Washington, DC (Deadline for conference and hotel registration is February 14, 2019)*
- C. *Minutes*
 - 1. *December 19, 2018, Regular Board of Directors' Meeting (Quezon-Vicente)*
- D. *Director Expenses*

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

After discussion, the 2019 Strategic Planning dates were tentatively scheduled for April 24-26 and August 14-16 in town but offsite.

Chair Chastain called for a vote. The motion passed unanimously, as amended.

V. CEO REPORTS AND CORRESPONDENCE

- A. *4th Quarter 2018 Safety Report (Freeman/Andrews)*
Tyler Andrews, Sr. VP Employee Services & Communication discussed 4th Quarter 2018 Safety Report and responded to questions from the Board.
- B. *Member Attitude Survey (Hasquet/Andrews)*
Julie Hasquet, Sr. Manager, Corporate Communications discussed Member Attitude Survey. Lee Thibert, CEO and Ms. Hasquet responded to questions from the Board.

- C. *November 2018 Financial Statements and Variance Report (Harris/Curran)*
Sherri Highers, Chief Financial Officer (CFO) and Sr. VP Finance and Administration, discussed the November 2018 Financial Statements and Variance Report. Lee Thibert, CEO and Ms. Highers responded to questions from the Board.
- D. *Meeting with ML&P Employees (Thibert)*
Lee Thibert, CEO reported on the January 22, 2019 meeting with ML&P employees and responded to questions from the Board.

VI. DIRECTOR REPORTS

- A. *Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*
Lee Thibert, CEO, Directors Crawford and Henderson reported on the January 16, 2019, ARCTEC Board meeting and the January 23, 2019, RCA Public meeting. Further discussion on ARCTEC is deferred to Executive Session.

Director Morse reported on the January 14, 2019, REAP Board meeting.

Director Crawford inquired if REAP had the opportunity to discuss Representative Mike Kraft's proposition on new Wind Farm, propane generation and battery combination. Director Morse stated that she has not been in a REAP meeting where it was discussed.

- B. *Board Committee Reports (Audit and Finance, Operations & Governance)*
Director Morse stated that the Audit and Finance Committee has not met since December 10, 2018 and the next meeting is scheduled in March.

Director Parks stated that the Operations Committee has not met since December 17, 2018 and a meeting is scheduled on February 6, 2019.

Director Reeves reported on the extensive report she completed from the October 25, 2018, Governance Committee meeting.

- C. *Other Meeting Reports*
Director Reeves reported on the NRECA meeting about Green House Gas Emissions.

Director Crawford stated that he attended a Climate Change meeting last weekend sponsored by IEEE.

VII. UNFINISHED BUSINESS

None

VIII. NEW BUSINESS

- A. *Appointment of 2019 CFC Voting Delegate and Alternate* (Board)*

Director Parks moved and Director Morse seconded the motion that the Board of Directors appoints Director Henderson as the CFC Voting Delegate and Director Reeves as the alternate. The motion passed unanimously.

B. Board Policy 502 Contributions (Ayers/Resnick/Miller)*

Director Morse moved and Director Crawford seconded the motion that the Board of Directors approves the attached update to Board Policy 502 to reflect the addition of the Employee Volunteer Program. The motion passed unanimously.

Director Reeves designated Chair Chastain to sign for her expense report.

Directors Henderson and Hollis designated Director Parks to sign for their expense reports.

IX. EXECUTIVE SESSION

- A. 2019 State Legislative Briefing*
- B. Alaska Power Association Membership*
- C. Eklutna Dam*
- D. Financial Matters*
- E. Chugach Campus Renovations & Remodel Project*
- F. ML&P Acquisition Update*
 - 1. IMO Update*
 - 2. ML&P Acquisition RCA Filing Update*
 - 3. IBEW Labor Agreements*
- G. Status of Community Solar and Green Energy Program*
- H. On-Going Strategic Matters*
 - 1. Initiatives Under Consideration*
 - 2. Outstanding Risks to the Association*
- I. Transco Update*
- J. Chief Executive Officer Key Performance Indicators*
- K. Board Self Evaluation*

At 5:10 p.m., Director Parks moved and Director Crawford 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 9:06 p.m.

X. NEW BUSINESS

- A. Alaska Power Association Membership* (Board)*
This agenda item was addressed after Agenda Item X.B.

Director Parks moved and Director Crawford seconded the motion that the Board of Directors approves re-establishing membership in the Alaska Power Association as discussed in executive session. The motion passed unanimously.

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

Director Morse moved and Director Reeves seconded the motion that the Board of Directors postpone the action for approval of IBEW Labor Agreements until the next regularly scheduled Board meeting. The motion passed unanimously, as amended.

- C. *Financial Matters* (Highers)*
Director Morse moved and Director Parks seconded the motion that the Board of Directors approves the Financial Matters essentially as discussed in executive session. The motion passed unanimously.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 9:16 p.m., Director Morse moved and Director Crawford seconded the motion to adjourn. The motion passed unanimously.

Stuart Parks, Secretary

Date Approved: February 27, 2019

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.

Stuart Parks, Secretary

Date Approved: February 27, 2019

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

February 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. IV.D.

- Information Only
 - Motion
 - Resolution
 - Executive Session
 - Other
-

TOPIC

Director Expenses

DISCUSSION

The Director's expenses will be submitted for approval at the board meeting.

MOTION

(Consent Agenda)





CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

February 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. VIII.A.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Approval of 2019 Date of Record

DISCUSSION

In order to allow time to prepare, the Board of Directors' needs to set a record date for the 2019 annual meeting and election in accordance with Article III, Section 7 of Chugach's bylaws and Alaska Statute 10.25.125, which states:

Sec. 10.25.125 Record Date. To determine the members entitled to notice of a meeting of the members or to vote on a matter that is to be submitted to a vote of the members, or for any other proper purpose, the board of directors may fix a date that occurs no more than 30 days before the date of notice or distribution of mail ballots as the record date for the determination. If a record date is not fixed for the determination of members entitled to notice of a meeting or to vote on a matter, the date on which notice of the meeting or of mail voting is first mailed is the record date. When a determination of members entitled to vote at a meeting is made, the determination applies until the meeting is adjourned sine die.

The Election Committee discussed the record date at its January 29, 2019 meeting and voted to recommend that the Board of Directors set April 4, 2019, as the record date for the 2019 annual meeting and election. The date of the annual meeting and election is May 21, 2019.

MOTION

Move that the Board of Directors set April 4, 2019, as the Date of Record for Chugach's 2019 election.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

February 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. VIII.B.

- Information Only
 - Motion
 - Resolution
 - Executive Session
 - Other
-

TOPIC

Approval of 2019 Master Election Judge

DISCUSSION

The Chugach bylaws state the board shall appoint an Election Committee consisting of the Master Election Judge and not more than 12 election judges. At its January 29, 2019 meeting, the Election Committee voted to recommend that William Simpson be appointed as the 2019 Master Election Judge.

MOTION

Move that the Board of Directors appoint William Simpson as the 2019 Master Election Judge.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

February 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. VIII.C.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

2019 Election Procedures

DISCUSSION

The Chugach bylaws state the Election Committee “shall devise such procedures, and adopt such rules and regulations, subject to the approval of the board of directors, as may be reasonably necessary or convenient to the discharge of the election committee’s responsibilities. These responsibilities shall include but are not limited to (1) the registration of members at the annual or special meeting, and (2) the obligation of insuring the fairness, impartiality, confidentiality, and integrity of the voting process.”

The Election Committee met on January 29, 2019, at which they reviewed and updated the procedures to reflect 2019 dates and procedures.

A copy of the 2019 Election Procedures is attached.

MOTION

Move that the Board of Directors approve the 2019 Election Procedures as recommended by the Election Committee.

Chugach Electric Association, Inc.
Anchorage, Alaska
2019 Election Procedures

The Election Committee adopted the following procedures:

General

1. An Election Contractor will be hired to conduct the mechanics of the election. The Master Election Judge and/or their designee(s) may observe all activities of the Election Contractor as described in the Election Procedures.
2. The Election Committee will select a Master Election Judge, recommend a date of record, and prepare election procedures annually. The Election Committee reviews all ballot wording prior to transmitting ballots to members.
3. April 4, 2019 is the record date for the election. In order to participate in the election, a person or non-natural entity must be a Chugach member by the close of business on this date.
4. Chugach will prepare and mail letters to the non-natural members in early March advising them of the current designated voter for their membership and how to update the designated voter if it has changed. Non-natural members may change their designated voter using voting signature cards returned by the close of business on the date of record.
5. Post-date of record, Chugach will prepare a member voter file. The member voter file will include a flag for non-natural members to assist the Election Contractor in maintaining separate statistics for different classes of voters. It will contain the member numbers as well as member names, mailing addresses, telephone numbers, and email address (if available). In addition, the non-natural members' designated voter will be included in the voter file.
6. The Election Contractor will produce a membership roster from the member voter file, sorted in alphabetical order, showing those members eligible to participate in the election as of the date of record.
7. Chugach will send one or more mailings to all members of record advising them of the electronically based election. The communication will provide them with details of the upcoming election and request updated email addresses from all members, it will also contain language to explain that paper ballots will be available upon request.
8. The Chugach Electric Website and any printed election materials will include the election brochure (containing candidate statements, a summary of the proposed

bylaw changes, director attendance and voting records), and the unaudited financial statement information. Instructions for signing up to receive election materials electronically and how to request a paper ballot, as well as, directions on how to report suspected voter fraud and a reminder that the right to vote may not be transferred (no proxy voting), will be included.

9. The first valid ballot received will be the ballot counted. If a mail ballot envelope is received first, the Election Contractor will disable the member's electronic voting account. If the mail ballot envelope is later determined to be invalid by the Election Committee, the Election Contractor will notify the member and provide information on how the member can cast a valid ballot.
10. If an invalid ballot envelope is received less than 10 calendar days before the election but before the balloting deadline, the Election Contractor will attempt to call the member to notify the member of the problem and provide information on how the member can cast a valid ballot.
11. On the day of the annual meeting, the Election Contractor will provide the membership roster (including member numbers) with "voted" next to the name of each member who has cast a valid ballot for meeting registration.
12. In-person voting is allowed at the Annual Meeting, May 21, 2019, for members who have not previously cast a valid ballot.
13. On the evening of the Annual Meeting, the Election Contractor will oversee the registration of members and check the voting status. All members, or the designated voter for non-natural members, will get a voting card. Members by the date of record who have not cast a valid ballot will be given the option to vote in-person, either electronically at one of the voting stations provided, or by paper ballot for in-person voting, which will be distinctive in appearance from the mail ballots. Once the member selects a voting method, the alternate voting method will be disabled.
14. Following the close of voting at the Annual Meeting, the Election Contractor observed by at least two members of the election committee, will count those ballots cast in person at the meeting. The results of in-person voting, both electronic and paper, will be combined with those of the previous voting. The Election Contractor will prepare a ballot summary for use by the Master Election Judge.
15. The Master Election Judge will announce the results of the balloting at the Annual Meeting. A representative of the Election Contractor will accompany the Master Election Judge.
16. Provisions for recounts are explained in the Chugach bylaws.

17. The contractor will secure election materials and may destroy them (after receiving written authorization from Chugach), in accordance with Chugach Bylaws, Article III, Section 9(d) which states, "Marked ballots will be retained and secured for a period of ninety (90) days following the election, after which time they may be destroyed."
18. The Election Contractor will prepare and maintain election statistics throughout the election period. Election statistics should include, but are not limited to, voting counts by method of voting, valid and invalid balloting counts, voting activity by period (day and time), voting activity by natural and non-natural members, etc. The Election Contractor will prepare a written election summary annually.

Electronic

1. For electronic voting, the user ID will be the email address on file and a direct voting link will be sent via email to those members eligible to vote in the election.
2. Chugach will notify members via email when voting is open to those members who have provided a validated email address. For those members whose email address fails, Chugach will attempt to contact the member for a valid email address and document the contact attempt within the customer information system (CIS). If no valid email address is provided, the member may request a paper ballot.
3. The electronic voting site will be activated for members to begin voting on the same day that the election packets are mailed.
4. Members may request voting assistance for electronic voting from the Election Contractor. If there is no email address on file, the Election Contractor will refer the member to Chugach Member Services to validate the membership status as of DOR and provide an email address. Member Services will provide the email address to the Election Contractor who may then email the replacement voting link and provide voting instructions to the member.
5. The Election Contractor will ensure electronic voting integrity through auditing and reporting. If an electronic ballot is questioned, it will be brought before the Election Committee to determine validity or invalidity. The Election Committee will meet periodically throughout the balloting period to perform their oversight function.
6. Electronic voting will close at 4:00 PM on Annual Meeting day to allow the database to be updated and secured in preparation for in-person electronic voting at Annual Meeting.

Paper

1. Chugach members retain the right to request paper ballots, (2017 was the first year the default voting method was switched from paper to electronic). Chugach will maintain a list of these requests from the membership from year to year.
2. The following are the three criteria for a valid mail ballot:
 - 1) The ballot envelope must contain the member number,
 - 2) The ballot envelope must contain an appropriate, valid member signature for the member number on the envelope, and
 - 3) No prior valid ballot has been received by the Election Contractor.

A mail ballot is considered received when it is at the Election Contractor's office and has been processed (e.g., validated and entered in the Election Contractor's logs).

3. Chugach will have election materials printed and delivered to the Mailing Contractor by April 08, 2019. The Mailing Contractor will assemble and label election packets, consisting of voting instructions, a paper ballot and return ballot envelope. The Mailing Contractor will deliver the election materials to the Airport Post Office for mailing. All election materials must be delivered to the post office by April 19, 2019.
4. When printed ballots arrive at the Mailing Contractor, the Election Contractor will perform test counts of all ballots in quantities to satisfy themselves as to the number of total ballots received from the printer. Both the sequence of the ballot numbers and the rotation of candidates will be checked.
5. The Election Contractor and/or the Election Committee will ensure the election packets are delivered to the Airport Post Office.
6. Mail ballots must be returned by noon, May 20, 2019
7. Every member mailed an election packet is entitled to request a replacement ballot. Members will be referred to the Election Contractor. The Election Contractor must have a 24-hour phone number to handle member calls. The Election Contractor will mail replacements as requested, along with a new return envelope on which the member's name and member number have been printed. The replacement ballot envelope will be stamped "replacement", and "replacement" will be stamped next to the member's name in the roster. A member may request a replacement ballot once during the election. The Election Contractor will track if a replacement ballot is sent to a member. Members may also request a replacement ballot to vote electronically. See #17.

8. Only the Election Contractor will notify members of the invalidity or validity of their ballot envelopes. Information about the validity or invalidity of individual ballots will not be provided after the election.
9. Mail ballots will be machine-readable.
10. The Election Contractor will be responsible for securing ballot counting equipment compatible with the ballots, and for transporting the equipment. The Election Contractor will successfully test the equipment prior to commencing ballot counting.
11. A special post office box will be secured at the Anchorage International Airport Post Office for use in the election. All cast mail ballots will go to this Post Office box. There will be a secured drop box for mail ballots to be dropped off at Chugach Electric headquarters building that will only be accessible by the Election Contractor. The process of picking up and securing ballot envelopes will be performed at least once a week by a contracted security service. Ballots will not be returned to Chugach. Ballots and ballot envelopes which are inadvertently delivered to Chugach will immediately be turned over to the Election Contractor.
12. The contracted security service will then take the ballot envelopes and the security drop box to the Election Contractor's facility where they will be counted. At least two parties will verify and record the count of ballot envelopes received. The ballot envelopes will be safeguarded by the Election Contractor.
13. The Election Contractor will sort mail ballot envelopes and bundle them chronologically.
14. The Election Contractor will check the ballot envelopes from each pickup to ensure they comply with the requirements to have a member number and signature. Questioned envelopes will be set aside for review by the Election Committee.
15. The Election Contractor will check mail ballot envelopes containing questioned signatures against the membership application or the non-natural member designated voter signature card on file with Chugach as of the date of record.
16. A copy of a member ballot envelope ruled invalid by the Election Committee for any reason or sent without a signature or with a signature of a person not printed on the envelope, will be mailed to the member within one day of invalidation if received at least 10 calendar days before the election. The Election Contractor will also include a dated Ballot Rejection Insert telling the member why the election ballot was invalidated and what the member can do to remedy it (if possible), and a replacement ballot (and ballot envelope with the member's name and member number).

17. If the member requests a replacement ballot for electronic voting, the Election Contractor will coordinate with Chugach to verify the member's eligibility to vote and record a valid email address; then, the Election Contractor will send an email to the member containing the direct voting link.
18. The Election Committee will meet regularly to review the work of the Contractor and rule on the validity of questioned mail ballot envelopes. The Election Committee will have final say on whether questioned ballot envelopes are valid as determined by the Election Committee members at each meeting using copies of the envelopes and member applications or signature cards.
19. On questioned mail ballot envelopes, the Election Committee will not accept a signature as valid if a member does not have a signed application or signature card on file with Chugach. However, if the committee reaches a tie on validity, the benefit of the doubt will go to the member.
20. In addition to the questioned envelopes, a minimum of 5 percent of the mail ballot envelopes with both a member signature and member number will be checked against the member applications or non-natural member voting signature cards on file with Chugach to ensure the signatures are valid. Based upon the results of the random sampling, the Election Committee may request additional envelope signatures be checked.
21. Each candidate is entitled to be present or represented by an individual at each of the Election Committee meetings where ballots are verified and to observe the ballot counting process on the day of the Annual Meeting. Candidates or their representatives will not be allowed to handle ballots and must remain in the observation area designated by the Election Committee.
22. The final pickup of mail ballot envelopes will be made at noon, May 20, 2019 from all designated locations including Chugach headquarters ballot drop box, post office box and Election Contractor office. . Mail ballots which arrive at the post office box or one of the designated locations after this time will not be counted.
23. No mail ballot envelopes will be opened before the day of the Annual Meeting.
24. On the day of the Annual Meeting valid mail ballot envelopes will be opened and ballots counted by the Election Contractor and Election Committee, using electronic/mechanical means. Balloting results will be safeguarded by the Election Contractor until the time of the Annual Meeting.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

February 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. VIII.D.

 Information Only
 X Motion
 X Resolution
 Executive Session
 Other

TOPIC

Simplified Rate Filing (SRF) – December 2018 Test Year

DISCUSSION

The results of Chugach Electric Association, Inc.'s (Chugach) December 31, 2018 test year Simplified Rate Filing (SRF) indicate that system demand and energy rates should increase 1.0 percent, which represents a system base rate revenue increase of \$1.1 million. On a customer class basis, the results show a demand and energy rate increase of 1.0 percent to Chugach retail and a demand and energy rate decrease of 0.1 percent to the wholesale class of Seward Electric System (Seward).

The system demand and energy rate increase was entirely driven by a reduction in test period sales levels. If sales levels had remained consistent with the prior quarter, demand and energy rates would have decreased of 0.2 percent to Chugach retail and 1.0 percent to Seward.

On a total customer bill basis, which includes fuel and purchased power rates, a Chugach residential customer using 600 kWh will see an increase of approximately 0.6 percent, or \$0.73 on a monthly bill. If approved by the Regulatory Commission of Alaska (Commission), the rate adjustments contained in this filing will become effective on May 1, 2019.

Under SRF, energy and demand rate increases are limited to 8 percent in a rolling 12-month period, and 20 percent in a rolling 36-month period. Including the current proposed retail rate increase of 1.0 percent, the cumulative retail rate adjustments are 6.2 percent and 10.3 percent for the 12- and 36-month periods, respectively. In contrast, Seward's demand and energy rates have increased 7.8 percent on a rolling 12-month basis and 6.8 percent on a rolling 36-month basis.

MOTION

Move 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.

RESOLUTION

Simplified Rate Filing (SRF) – December 2018 Test Year

WHEREAS, the Chugach Electric Association, Inc. (Chugach) Board of Directors has approved the use of quarterly Simplified Rate Filings (SRF) to adjust base demand and energy rates for Chugach retail and the wholesale customer class of Seward Electric System, and the Regulatory Commission of Alaska (Commission) has authorized its use;

WHEREAS, calculations under the SRF procedures based on operating results for the test year ended December 31, 2018 indicate a Chugach system demand and energy rate increase of 1.0 percent;

WHEREAS, the increase to system demand and energy rates is driven entirely by reduced sales levels and, without the reduction, Chugach's system demand and energy rates would have decreased 0.2 percent, or approximately 0.2 percent to Chugach retail and 1.0 percent to the wholesale class of Seward Electric System;

WHEREAS, on an individual customer class basis and factoring reductions in sales, the results show a demand and energy rate increase of 1.0 percent to Chugach retail and a decrease of 0.1 percent to the wholesale class of Seward Electric System;

WHEREAS, on a total customer bill basis, which includes fuel and purchased power rates, a residential customer using 600 kWh will see an increase of approximately 0.6 percent, or \$0.73 on a monthly bill.

NOW, THEREFORE, BE IT RESOLVED, Chugach shall submit its SRF based on the December 2018 test year to the Commission requesting approval to increase the demand and energy rates charged to Chugach retail by 1.0 percent and decrease the demand and energy rates to Seward Electric System by 0.1 percent, for rates effective May 1, 2019.

CERTIFICATION

I, Stuart Parks, do hereby certify that I am the Secretary of Chugach Electric Association, Inc., an electric non-profit cooperative membership corporation organized and existing under the laws of the State of Alaska: that the foregoing is a complete and correct copy of a resolution adopted at a meeting of the Board of Directors of this corporation, duly and properly called and held on the 27th day of February 2019; that a quorum was present at the meeting; that the resolution is set forth in the minutes of the meeting and has not been rescinded or modified.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation on the 27th day of February 2019.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

February 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. X.A.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Approval of the tentative Collective Bargaining Agreements covering the terms and conditions of employment for Office and Engineering, Generation and Outside Plant bargaining unit personnel.

DISCUSSION

The tentative Collective Bargaining Agreements covering the terms and conditions of employment for Office and Engineering, Generation and Outside Plant bargaining unit personnel were provided and discussed in executive session at the January 23, 2019, Regular Board of Directors meeting.

Consistent with Board Policy 404, Chugach negotiated tentative agreements with the IBEW to renew the Collective Bargaining Agreements covering the terms and conditions of employment for Office and Engineering, Generation and Outside Plant bargaining unit personnel. Terms of the contract extensions will last through June 30, 2025. After the tentative agreements were accepted by the bargaining unit employees the agreements and anticipated costs were posted (December 21, 2018) on the Chugach web page for the Association Membership to review.

MOTION

Move 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.

RESOLUTION

New Collective Bargaining Agreements Through June 30, 2025

WHEREAS, the Chugach Electric Association, Inc. (Chugach) Board of Directors has delegated to the Chief Executive Officer the authority to reach tentative agreement on new collective bargaining agreements with the bargaining units representing Chugach Electric Employees belonging to the International Brotherhood of Electrical Worker, Local Union 1547;

WHEREAS, the Chugach Electric Association, Inc. seeks to maintain harmonious and cooperative relations with its workers and the Union that represents those workers;

WHEREAS, the parties have negotiated in good faith (using interest-based bargaining techniques) to reach tentative agreements and the bargaining unit members have ratified those tentative agreements for the Outside Plant Bargaining Unit, Generation Plant Bargaining Unit and the Office and Engineering Bargaining Unit;

WHEREAS, the new collective bargaining agreements facilitate the acquisition of Municipal Light and Power and the positive and safe integration of these employees into a combined larger Chugach Electric;

WHEREAS, management has taken the precaution to ensure that the new collective bargaining agreements only take effect if and when the Municipal Light and Power acquisition transaction closes;

WHEREAS, the tentative agreements reached meet the financial targets of the Cooperative (to the benefit of the membership) over the duration of the agreements through June 30, 2025 and promote organizational stability;

WHEREAS, the terms of the new collective bargaining agreements (and a cost analysis) have been posted since December 21, 2018 meeting, exceeding the requirements of Board policy 404;

NOW, THEREFORE, BE IT RESOLVED, the Chugach Board of Directors affirms that the approval of the new collective bargaining agreements is in the best interests of the Cooperative and its membership.

FURTHER BE IT RESOLVED, the Chugach Board of Directors hereby approves the Outside Plant Bargaining Unit, Generation Plant Bargaining Unit, and the Office and Engineering Bargaining Unit collective bargaining agreements.

CERTIFICATION

I, Stuart Parks, do hereby certify that I am the Secretary of Chugach Electric Association, Inc., an electric non-profit cooperative membership corporation organized and existing under the laws of the State of Alaska: that the foregoing is a complete and correct copy of a resolution adopted at a meeting of the Board of Directors of this corporation, duly and properly called and held on the 27th day of February 2019; that a quorum was present at the meeting; that the resolution is set forth in the minutes of the meeting and has not been rescinded or modified.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation on the 27th day of February 2019.

**CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska**

**REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY**

February 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. X.B.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

"Board Qualifications"

Proposed Bylaw Amendment – Article IV - Directors, Section 3 - Qualifications

DISCUSSION

The attached draft amendment and comment to the Association's Bylaws have been considered by the Board Operations Committee and the Governance Committee.

If the Board agrees to place this proposed Bylaw amendment and comment on the ballot for the 2019 annual membership meeting, staff will forward the proposed amendment and comment to the Association's Bylaws Committee for its consideration.

MOTION

Move 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.

ARTICLE IV DIRECTORS

SECTION 3. Qualifications. (a) A person shall be eligible to serve as a director, who:

1) Has been a member and bona fide resident in the area served by the Association for 12 continuous months before appointment to the board, or the notice of the election;

...

7) Maintains i) his or her membership and ii) bona fide residency in the area served by the Association throughout his or her term of office; and

...

(e) “Bona fide resident” is hereby defined to mean: 1) a person whose primary residence is in the area served by the Association, and who actually lives at this primary residence with the intention to remain there ~~permanently or~~ indefinitely and 2) a non-natural entity who chooses as their authorized representative a person who is a “bona fide resident” as defined in 1).

“Primary residence” shall mean the residence that is the chief or main residence of the person and where the person actually lives for the most substantial portion of the year. “Intention” shall ~~mean the unequivocal intention of the person as~~ be evidenced by that person’s acts and words and by the circumstances.

Comment in support:

It is problematic to require affirmation regarding a member’s *permanent* residence intentions. The future is unknown. Plans and circumstances change. Yet the Bylaws, as written, require a member to affirm that they intend to reside within the service territory permanently. If a member plans to live at their primary residence within the service territory indefinitely, i.e., they have no plans on moving elsewhere, that should suffice.

Likewise, requiring a member to state it is their *unequivocal* intention to remain at a certain residence permanently is unrealistic.

As revised, this proposal still requires that a member affirm they currently live at their primary residence in the area served by the Association and that it is their intention, as evidenced by their acts, words and circumstances to remain there indefinitely.

**CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska**

**REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY**

February 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. X.C.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

"Director Compensation"

Proposed Bylaw Amendment – Article IV - Directors, Section 9 - Compensation

DISCUSSION

The attached draft amendment and comment to the Association's Bylaws have been considered by the Board Operations Committee and the Governance Committee. The Operations Committee and staff discussed changes which have been incorporated into the attached proposal.

If the Board agrees to place this proposed Bylaw amendment and comment on the ballot for the 2019 annual membership meeting, staff will forward the proposed amendment and comment to the Association's Bylaws Committee for its consideration.

MOTION

Move 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.

ARTICLE IV DIRECTORS

SECTION 9. Compensation. ~~(a)~~ Directors shall not receive any salary for their services as directors ~~and, except in emergencies, may not receive salaries for their services in any other capacity without the approval of Association members. The Association may not provide health insurance for directors or insurance for risks except those incurred in their capacity as directors.~~ ~~that, b~~ By resolution of the board of directors, directors may be allowed a fixed fee and expenses of attendance, if any, ~~may be allowed~~ for each day of attendance at each meeting of the board of directors, or a meeting of a committee thereof, or when a director is otherwise representing the Association in an official capacity and for each day of necessary travel in connection ~~therewith~~with any such meeting. No attendance other than regular or special board or committee meetings shall be reimbursed unless authorized by a majority vote of the board. A director may not be compensated for more than two regular board meetings per month, and an additional 12 special board meetings per year. The total compensated meetings shall not exceed 70 meetings per year for a director, and 85 meetings per year for the chair~~man~~ of the board. In addition, a director maybe compensated for up to 20 days of attendance per year at conferences or educational seminars where the director is representing the Association in an official capacity. Directors' expense reimbursement requests shall be reviewed and approved by the majority vote of the board. Any change to the amount of compensation that the board receives ~~for meetings~~ shall be published in the annual meeting election materials. ~~The Association may not provide health insurance for directors or insurance for risks except those incurred in their capacity as directors.~~

~~(b) Directors' expense reimbursement requests shall be reviewed and approved by the majority vote of the board. Directors may not receive salaries for their services as directors, and, except in emergencies, shall not receive salaries for their services in any other capacity without the approval of the members.~~

Comment in support:

An informed and well-trained director is invaluable to the Association and its members. Directors should be encouraged to take advantage of conferences and educational seminar opportunities to improve their skills and knowledge in matters relevant to current issues they routinely consider as a member of the board.

This proposal includes edits for clarity, to more closely follow state cooperative statutes, and would allow a director to be compensated an additional 20 days within a calendar year for attending conferences and educational seminars when representing the Association in an official capacity. If all members of the board were to participate in the training, the average monthly residential customer bill would increase by approximately 2.7 cents.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

February 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. X.D.

- Information Only
 - Motion
 - Resolution
 - Executive Session
 - Other
-

TOPIC

TRANSCO CPCN Filing and Operating Agreement

DISCUSSION

As discussed in Executive Session.

MOTION

Move that the Board of Directors authorize the Chief Executive Officer (CEO) to sign the CPCN Filing and Operating Agreement as discussed in Executive Session.