



CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

SPECIAL 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

March 18, 2020

**Immediately Following the Audit
and Finance Committee Meeting**

Chugach Boardroom

- I. CALL TO ORDER (7:05 p.m.)
 - A. Pledge of Allegiance
 - B. Roll Call
- II. APPROVAL OF THE AGENDA*
- III. PERSONS TO BE HEARD
 - A. Member Comments
- IV. CONSENT AGENDA (none)
- V. CEO REPORTS AND CORRESPONDENCE (none)
- VI. DIRECTOR REPORTS (none)
- VII. UNFINISHED BUSINESS (none)
- VIII. NEW BUSINESS* (scheduled) (7:10 p.m.)
 - A. COVID-19 Public Health Threat* (Clarkson) (7:10 p.m.)
 - B. Accept the 2019 Independent Audited Financial Statements* (KPMG) (7:15 p.m.)
 - C. December 31, 2019, SEC Form 10K Filing* (Curran) (7:20 p.m.)
 - D. Pre-Approval for FY2020 Audit Services* (Highers) (7:25 p.m.)
- IX. EXECUTIVE SESSION (none)
- X. DIRECTOR COMMENTS (7:30 p.m.)
- XI. ADJOURNMENT* (7:40 p.m.)

* Denotes Action Items

** Denotes Possible Action Items

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CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

March 18, 2020

ACTION REQUIRED

AGENDA ITEM NO. VIII.A.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

COVID-19 Public Health Threat

DISCUSSION

In light of the novel coronavirus, COVID-19, pandemic and subsequent warnings and restrictions issued by the Center for Disease Control and Prevention, the World Health Organization, the United States Health and Human Services Secretary, the State of Alaska Commissioner for the Department of Health and Social Services, the Governor of the State of Alaska, the Mayor of Municipality of Anchorage, and the President of the United States, the Chugach Electric Association, Inc., Board of Directors wishes to comply with those directives by taking such action as is necessary to protect both the interest and welfare of the Association's members and the public health and safety in general as more fully described in the attached Resolution. The Board of Directors believes that such action is consistent with their authority under Chugach's Bylaws and their duties and obligations as Directors.

MOTION

Motion No. 1: Move to waive the seven-day rule as provided in Board Policy No. 202 Section III.

Motion No. 2: Move to approve the attached Board Resolution addressing Board meeting attendance limitations and requirements during the COVID-19 public health threat.



RESOLUTION

Meeting Attendance Limitations and Requirements During the COVID-19 Public Health Threat

WHEREAS, a novel coronavirus, COVID-19, was first detected in Wuhan City, Hubei Province, China in December 2019. Outcomes from contracting COVID-19 have ranged from mild to severe illness, and in some cases death. The Center for Disease Control and Prevention (CDC) considers COVID-19 to be a very serious public health threat;

WHEREAS, on January 30, 2020, the World Health Organization (WHO) declared the outbreak of COVID-19 as a Public Health Emergency of International Concern, advising countries to prepare for the containment, detection, isolation and case management, contact tracing and prevention of onward spread of the disease;

WHEREAS, on January 31, 2020, United States Health and Human Services Secretary Alex M. Azar II declared the COVID-19 outbreak to be a public health emergency for the United States;

WHEREAS, as of March 18, 2020, WHO is reporting 179,111 global confirmed cases of COVID-19 and the CDC is reporting 7,038 confirmed cases of COVID-19 in the United States, with those numbers increasing daily;

WHEREAS, the Commissioner of the Department of Health and Social Services for the State of Alaska has certified that it is highly probable that an outbreak of COVID-19 will occur in Alaska in the near future;

WHEREAS, the Chief Medical Officer for the State of Alaska, Dr. Anne Zink, issued Health Alerts on March 10, 2020, and March 16, 2020, with recommendations intended to prevent or slow the spread of COVID-19, including recommendations to attend meetings electronically and avoid crowds and mass gatherings (Alaska Health Alerts);

WHEREAS, on March 11, 2020, the Governor of the State of Alaska, Mike Dunleavy, issued a Declaration of Public Health Disaster and Emergency in order to provide assistance in responding to the COVID-19 public health threat (Governor's Disaster Order);

WHEREAS, six cases of COVID-19 have been confirmed in the State of Alaska as of March 18, 2020;

WHEREAS, on March 16, 2020, the Mayor of the Municipality of Anchorage issued a Proclamation of Additional Emergency Order EO-01 In Response to COVID-19, which ordered that numerous facilities and establishments be closed to the public and banned large events and gatherings of fifty



people or more within the Municipality of Anchorage until March 31, 2020 (Mayor's Emergency Order);

WHEREAS, on March 16, 2020, the White House released the President's Coronavirus Guidelines for America, which recommends avoiding social gatherings in groups of more than 10 people;

WHEREAS, on March 17, 2020, Governor Dunleavy issued a COVID-19 Health Mandate, which ordered the closure of entertainment and dine-in facilities with the goal of minimizing in-person interaction in enclosed spaces thereby mitigating the potential transmission of COVID-19 (Governor's Health Mandate);

WHEREAS, the Chugach Board of Directors believe that regular, special, and committee meetings (board and committee meetings) should be limited in number, size, and scope during the COVID-19 public health threat;

WHEREAS, the Chugach Board of Directors believe that limiting in-person attendance at any board and committee meetings held during the COVID-19 outbreak is required by the Mayor's Emergency Order and consistent with the Governor's Disaster Order and Health Mandate, the Alaska Health Alerts, and the President's Coronavirus Guidelines; and

WHEREAS, the Chugach Board of Directors believe that limiting in-person attendance at any board and committee meetings held during the COVID-19 outbreak is also consistent with Article IV, Section 6 of Chugach's Bylaws, which grants the Board of Directors the "power to make, adopt and enforce such policy, rules and regulations, not inconsistent with law, the articles of incorporation, or these bylaws, as it may deem advisable for the management of the affairs and business of the Association, for the protection of its investment, and for the interest and welfare of the members thereof."

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors shall only convene board and committee meetings to consider matters that are deemed critical to the continued operation of the Association at this time;

BE IT FURTHER RESOLVED, any board and committee meetings of the Board of Directors that must be held shall be limited to less than fifty in-person attendees in the Chugach boardroom at one time;

BE IT FURTHER RESOLVED, for any such meetings, Chugach management shall endeavor to make additional rooms available at Chugach's headquarters as necessary to accommodate member attendees exceeding the fifty person limit, which such overflow facilities shall be equipped with electronic media capable of broadcasting the board meetings into those rooms in real time;

BE IT FURTHER RESOLVED, to allow for participation by members that wish to attend meetings in person, the Board of Directors shall endeavor to attend regular and special board meetings through electronic or telephonic means whenever possible;



BE IT FURTHER RESOLVED, Directors that do not attend regular or special board meetings in person during the effective period of this Resolution shall be considered “unable to attend in person due to Association business” pursuant to Article V, Section 7 of the Bylaws, and such electronic attendance shall not be counted towards the annual electronic attendance limitations contained in Article V, Section 7(a) of the Bylaws;

BE IT FURTHER RESOLVED, that the Chief Executive Officer is authorized to take necessary steps to ensure compliance with the in-person meeting attendance limitations contained in this Resolution;

BE IT FINALLY RESOLVED, that this Resolution shall remain in effect until 11:59 P.M. on Thursday, April 30, 2020, unless further extended by the Board of Directors.

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 18th day of March, 2020; 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 18th day of March, 2020.

Secretary

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

March 18, 2020

ACTION REQUIRED

AGENDA ITEM NO. VIII.B.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Accept the 2019 Independent Audited Financial Statements

DISCUSSION

At the March 18, 2020, Audit and Finance Committee Meeting, KPMG presented the results of the audit of Chugach's 2019 Financial Statements. The Committee recommended the Board of Directors accept the results of Chugach's audited 2019 Financial Statements.

MOTION

Move that the Board of Directors accept the 2019 Independent Audited Financial Statements of Chugach Electric Association, Inc. and footnotes as presented by KPMG and management.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
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March 18, 2020

ACTION REQUIRED

AGENDA ITEM NO. VIII.C.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

December 31, 2019, SEC Form 10K Filing

DISCUSSION

At the March 18, 2020, Audit and Finance Committee Meeting, the Committee recommended to the Board of Directors that management file the Securities and Exchange Commission Form 10K by the due date incorporating any amendments to the document which will be reviewed and approved by KPMG. Mr. Hayhurst and Ms. Highers will immediately inform the Board, in writing, of any material or significant changes.

MOTION

Move that the Board of Directors approve that management file the Securities and Exchange Commission Form 10K by the due date incorporating any amendments to the document which will be reviewed and approved by KPMG. Mr. Hayhurst and Ms. Highers will immediately inform the Board, in writing, of any material or significant changes.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
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March 18, 2020

ACTION REQUIRED

AGENDA ITEM NO. VIII.D.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Pre-Approval for FY2020 Audit Services

DISCUSSION

At the March 18, 2020, Audit and Finance Committee Meeting, the Committee recommended the Board of Directors approve the retention of KPMG for audit services for FY2020 in accordance with the fees outlined in KPMG's contract, due to expire April 15, 2021. This includes quarterly reviews and a year-end audit of the financial statements and supplemental schedules, all of which are included in the filing of the 10Q's and 10K. In addition, KPMG issues a debt compliance letter and a report on our FERC-1 filing and, if applicable, also performs state and/or federal single audits.

MOTION

Move that the Board of Directors approve the retention of KPMG for audit services for FY2020 in accordance with the fees outlined in KPMG's contract, due to expire April 15, 2021.