



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

March 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 – “Distracted Driving” (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. *February 27, 2019, Regular Board of Directors' Meeting (Portades)*
 - D. *Director Expenses*
- V. CEO REPORTS AND CORRESPONDENCE (4:15 p.m.)
 - A. *1st Quarter 2019 Railbelt Bill Comparison (Skaling/Miller) (4:15 p.m.)*
 - B. *2019 State Legislative Briefing (Steyer) (4:20 p.m.)*
- VI. DIRECTOR REPORTS (4:25 p.m.)
 - A. *Alaska Power Association (APA) Report (4:25 p.m.)*
 - B. *Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report (4:30 p.m.)*
 - C. *Renewable Energy Alaska Project (REAP) Report (4:35 p.m.)*
 - 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. *Bylaws Committee Ballot Proposals** (Schulman) (4:50 p.m.)
- IX. EXECUTIVE SESSION* (*scheduled*) (4:55 p.m.)
 - A. *Capital Credit Retirement* (5:00 p.m.)
 - B. *Commercial Paper Backstop Facility* (5:15 p.m.)
 - C. *1st Quarter 2019 Business and Sustainability Report* (5:30 p.m.)
 - D. *RRC/Transco Update* (5:40 p.m.)
- X. NEW BUSINESS* (*continued*) (5:50 p.m.)
 - A. *Capital Credit Retirement** (Highers) (5:50 p.m.)
 - B. *Commercial Paper Backstop Facility** (Highers) (5:55 p.m.)
- XI. DIRECTOR COMMENTS (6:00 p.m.)
- XII. ADJOURNMENT* (6:10 p.m.)

DISTRACTED DRIVING





60%
Percentage of people who use cellphones while driving
(Harris Poll, 2011)

Driving while using a cell phone
REDUCES BRAIN ACTIVITY
associated with driving by **37%**



4X **↑ RISK**

How much using a cellphone increases your risk of crashing
(National Safety Council, 2014)



1 in 4
The probability that a vehicle crash involved a cellphone

7 TIPS TO PREVENT



Turn off your phone or put it on silent

Set up a message to tell people you're driving

Pull over to a safe area to make a call or text

Ask passengers to make calls or give directions

Don't let your pets roam freely in your car

Be prepared before driving – review maps & directions

Refrain from smoking, eating, drinking, reading, etc.



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- XII. ADJOURNMENT* (6:10 p.m.)

March 2019

February 2019							April 2019						
S	M	T	W	T	F	S	S	M	T	W	T	F	S
					1	2		1	2	3	4	5	6
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	<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) 	28	1	2	
3	4	<ul style="list-style-type: none"> 4:00PM REAP Public Policy Meeting (Morse/Henderson) (REAP Office or Call in 641-715-3570/711554#) 	5	NRECA - Director Education - 3/7-3/10 - An... ♦ Orlando, FL			9
NRECA - Director Education - 3/7-3/10 - Annual Meeting 3/10... ♦ Orlando, FL							
10	11	12	13	NRECA Annual Meeting (3/10 - 3/13) ♦ Orlando, FL ♦ Connie Owens			16
17	18	19	<ul style="list-style-type: none"> 5:00PM Bylaws Committee Meeting (Morse & Reeves) (BoardroomCR) 	<ul style="list-style-type: none"> 3:00PM APA Railbelt Issues Forum (Hollis/Thibert) (Chugach Electric Association Boardroom and Teleconference) 	21	22	<ul style="list-style-type: none"> 6:00PM Chugach Spring Party (O'Malley's on the Green)
24	<ul style="list-style-type: none"> 8:15AM Review Audit & Finance Committee Meeting Packet (Morse) (BoardroomCR) 3:30PM Meet with Mike Hayhurst - KPMG (Morse) (BoardroomCR) 4:00PM Audit and Finance Committee (Morse, Reeves, Chastain, Henderson, Hollis) (BoardroomCR) 	<ul style="list-style-type: none"> 9:30AM Review Board Packet (Chastain/Reeves) (LDT's Office) 4:00PM Operations Committee Meeting Followed by Special Board of Directors 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) 	28	29	30
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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10	11	12	13	14	15	16	12	13	14	15	16	17	18
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)		17	18	19
21	22	23	24	25	26	27
28	29	30	1	2	3	4

May 2019

April 2019						
S	M	T	W	T	F	S
	1	2	3	4	5	6
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21	22	23	24	25	26	27
28	29	30				

June 2019						
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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	1

● 4:00PM - 7:00PM Audit and Finance (Internal Controls) Followed by Special Board of Directors Meeting (All) (BoardroomCR)

● 10:00AM - 11:00AM Review Board Packet Material (Chastain & Reeves) (LDT's Office)

● 6:00PM - 9:00PM Annual Meeting (All) (Dena'ina Center)

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

Memorial Day ♦ Ur

June 2019

May 2019						
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July 2019						
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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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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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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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October 2019						
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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
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November 2019						
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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
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13	14	15	16	17	18	19
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27	28	29	30	31		

December 2019						
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22	23	24	25	26	27	28
29	30	31				

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
27	28	29	30	31	1	2
		<ul style="list-style-type: none"> 4:00PM - 7:00PM Audit and Finance Committee Meeting (Budget and CIP) (BoardroomCR) 	<ul style="list-style-type: none"> 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
		<ul style="list-style-type: none"> 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						
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January 2020						
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19	20	21	22	23	24	25
26	27	28	29	30	31	

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						
S	M	T	W	T	F	S
1	2	3	4	5	6	7
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15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

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
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	1

February 2020

January 2020						
S	M	T	W	T	F	S
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26	27	28	29	30	31	

March 2020						
S	M	T	W	T	F	S
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22	23	24	25	26	27	28
29	30	31				

Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
26	27	28	29	30	31	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



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

February 27, 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 4:01 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. *Pledge of Allegiance*

Chair Chastain led the Board in the Pledge of Allegiance.

B. *Roll Call*

Board Members Present:

Bettina Chastain, Chair
Susan Reeves, Vice Chair
Stuart Parks, Secretary
Rachel Morse, Treasurer
Jim Henderson, Director
Harry Crawford, Director
Harold Hollis, Director

Guests and Staff in Attendance:

Lee Thibert	Paul Risse	Teresa Kurka
Brian Hickey	Tom Schulman	Russ Thornton
Arthur Miller	Josh Resnick	Sarah Wiggers
Sherri Highers	Marty Freeman	Ron Vecera
Tyler Andrews	Sean Skaling	Andrew Laughlin
Matthew Clarkson	Phil Steyer	Katie Millen
Mark Fouts	James Mullican	Jean Kornmuller
Arden Quezon-Vicente	Josh Travis	Dan Walker, Walker &
Julie Hasquet	Todd McCarty	Associates (<i>via teleconference</i>)

C. *Safety Minute*

Marty Freeman, Safety discussed "*Earthquake Preparedness*" to the Board.

Chair Chastain presented Director Henderson the NRECA Director Gold Program Certificate and Director Hollis the NRECA Credentialed Cooperative Director Certificate.

II. APPROVAL OF THE AGENDA

Director Reeves moved and Director Parks seconded the motion to approve the agenda. The motion passed unanimously.

III. PERSONS TO BE HEARD

- A. *Member Comments*
None

IV. CONSENT AGENDA

- 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*

Chair Chastain discussed the upcoming APA Legislative Conference in Washington D.C. and stated that the registration is open.

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

V. CEO REPORTS AND CORRESPONDENCE

- A. *Logo Refresh (Hasquet/Andrews)*
Julie Hasquet, Sr. Manager, Corporate Communication and Lee Thibert, Chief Executive Officer (CEO) discussed the Logo Refresh and responded to questions from the Board.

VI. DIRECTOR REPORTS

- A. *Alaska Power Association (APA) Report*
Directors Hollis, Henderson and Chair Chastain reported on the February 21, 2019 APA meeting.
- B. *Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*
Directors Crawford, Henderson and Lee Thibert, CEO reported on the February 27, 2019, ARCTEC Board meeting and the February 25, 2019, RCA filing.
- C. *Renewable Energy Alaska Project (REAP) Report*
Director Morse reported on the February 1 & 15, 2019, REAP Board and Policy meeting and stated that the next REAP Policy meeting is on March 5, 2019.
 - 1. *REAP's Proposed RPS for the Railbelt*
Chair Chastain opened the table for comments/suggestions to the Board.
- D. *Board Committee Reports (Audit and Finance, Operations & Governance)*

Director Morse stated that there was nothing to report on the Audit and Finance Committee.

Director Parks reported on the February 6, 2019, Operations Committee Meeting.

E. Other Meeting Reports

Director Reeves reported on the February 10-12, 2019, NRECA Director Conference in San Antonio, TX. She recommended accessing the Podcasts put together by NRECA called “Along those Lines” by subscribing and downloading through iTunes.

Directors Henderson and Hollis commented on a training they attended on broadband system.

VII. UNFINISHED BUSINESS

None

VIII. NEW BUSINESS

A. Approval of 2019 Date of Record (Kurka/Miller)*

Teresa Kurka, Director, Member Services discussed the Approval of 2019 Date of Record, Approval of the 2019 Master Election Judge and 2019 Election Procedures and responded to questions from the Board.

Director Reeves moved and Director Morse seconded the motion that the Board of Directors set April 4, 2019, as the Date of Record for Chugach’s 2019 election.

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

B. Approval of 2019 Master Election Judge (Kurka/Miller)*

Director Morse moved and Director Parks seconded the motion that the Board of Directors appoints William Simpson as the 2019 Master Election Judge. The motion passed unanimously.

C. 2019 Election Procedures (Kurka/Miller)*

Director Hollis moved and Director Parks seconded the motion that the Board of Directors approve the 2019 Election Procedures as recommended by the Election Committee.

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

D. Simplified Rate Filing (SRF): December 2018 Test Year (Kornmuller/Miller)*

Lee Thibert, CEO and Jean Kornmuller, Manager, Regulatory Affairs discussed the Simplified Rate Filing (SRF) for December 2018 Test Year.

Director Reeves moved and Director Morse seconded the motion 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. The motion passed unanimously.

IX. EXECUTIVE SESSION

- A. *IBEW Labor Agreements*
- B. *Review Bylaws Proposed Changes*
- C. *TRANSCO CPCN Filing and Operating Agreement*
- D. *Aviation Contract – Fixed Wing and Rotary Wing Support*
- E. *Status of Community Solar and Green Energy Program*
- F. *Legislative Briefing*
- G. *ML&P Acquisition Update*
 - 1. *IMO Update*
 - 2. *ML&P Acquisition RCA Filing Update*
 - 3. *Finance Update*

At 4:54 p.m., Director Parks moved and Director Hollis 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 7:55 p.m.

X. NEW BUSINESS

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

Director Reeves moved and Director Parks seconded the motion 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. The motion passed with a 6 to 1 vote.

Directors Chastain, Crawford, Hollis, Morse, Parks and Reeves - Yes
Director Henderson - No

B. *Approve Bylaws Amendment for Placement on the Ballot to Bylaws, Article IV – Directors, Section 3 – Qualifications* (Clarkson/Schulman)*

Director Morse moved and Director Reeves seconded the motion 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. The motion passed unanimously.

C. *Approve Bylaws Amendment for Placement on the Ballot to Bylaws, Article IV – Directors, Section 9 – Compensation * (Clarkson/Schulman)*

Director Parks moved and Director Hollis seconded the motion 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. The motion passed unanimously.

D. *TRANSCO CPCN Filing and Operating Agreement** (Hickey)*

No action was taken for this agenda item.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 8:04 p.m., Director Crawford moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.

Stuart Parks, Secretary

Date Approved: March 27, 2019

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

March 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

March 20, 2019

TO: Chugach Board of Directors

FROM: Lee D. Thibert, Chief Executive Officer

SUBJECT: *Railbelt Electric Utility Bill Comparison: First Quarter 2019*

Chugach continues to have the lowest effective rates of any Railbelt utility on a customer bill basis in each of the three main service categories of service (residential, small general service and large general service). On a total bill basis, which includes fuel and purchased power costs, the total bill for a Chugach residential customer using 600 kWh is \$123, which compares with \$134 for ML&P, \$129 for MEA, \$157 for GVEA, and \$158 for HEA (bill totals rounded to nearest dollar).

Below is a summary of the rate changes that have occurred for the residential class over the last quarter. In general, these changes are similarly applicable to changes in the commercial classes as well.

- The average Chugach residential bill, which includes fuel and purchased power costs, increased 0.3 percent in first quarter 2019. The increase is due to a 0.6 percent increase to the base energy rate and a 0.3 percent decrease to the fuel and purchased power rate.
- ML&P residential bill levels increased by 2.6 percent due to a 13.3 percent increase to the COPA rate. Base rates are unchanged since June 2018.
- MEA residential bill levels decreased 1.6 percent after increasing the prior quarter by the same percentage. The first quarter change is due to a 1.9 percent increase in the energy rate and a 7.4 percent decrease to the COPA rate.
- HEA residential bill levels decreased 0.6 percent due to a 1.9 percent decrease to their COPA rate. There were no changes to HEA's base rates.
- GVEA's residential bill levels increased 9.4 percent, due to the combined impacts of a 6.6 percent increase of the base energy rate, and a 17 percent increase to the COPA rate.

Table 1, below, compares current retail bill totals of each utility to the prior quarter and to Chugach. The table includes residential, small general service, and large general service customer classes.

Table 1: Summary of First Quarter 2019 Electric Bill Totals¹ (March 2019)					
Customer Class	Chugach	ML&P	MEA	GVEA	HEA
Residential total based on 600 kWh	\$123.00	\$134.49	\$128.82	\$156.81	\$157.76
Cost per kWh	\$0.205	\$0.224	\$0.215	\$0.261	\$0.263
Change from Prior Quarter	0.3%	2.6%	(1.6%)	9.4%	(0.6%)
Difference from Chugach Bill	----	9.3%	4.7%	27.5%	28.3%
Small General Service total based on 1,250 kWh	\$212.55	\$239.82	\$254.29	\$314.70	\$314.60
Cost per kWh	\$0.170	\$0.192	\$0.203	\$0.252	\$0.252
Change from Prior Quarter	0.2%	3.0%	(1.7%)	10.0%	(0.6%)
Difference from Chugach Bill	----	12.8%	19.6%	48.1%	48.0%
Large General Service - Secondary total*	\$4,609.44	\$4,757.50	\$4,903.22	\$5,624.78	\$6,458.98
Cost per kWh	\$0.165	\$0.170	\$0.175	\$0.201	\$0.231
Change from Prior Quarter	0.2%	3.4%	(2.2%)	11.6%	(0.7%)
Difference from Chugach Bill	----	3.2%	6.4%	22.0%	40.1%

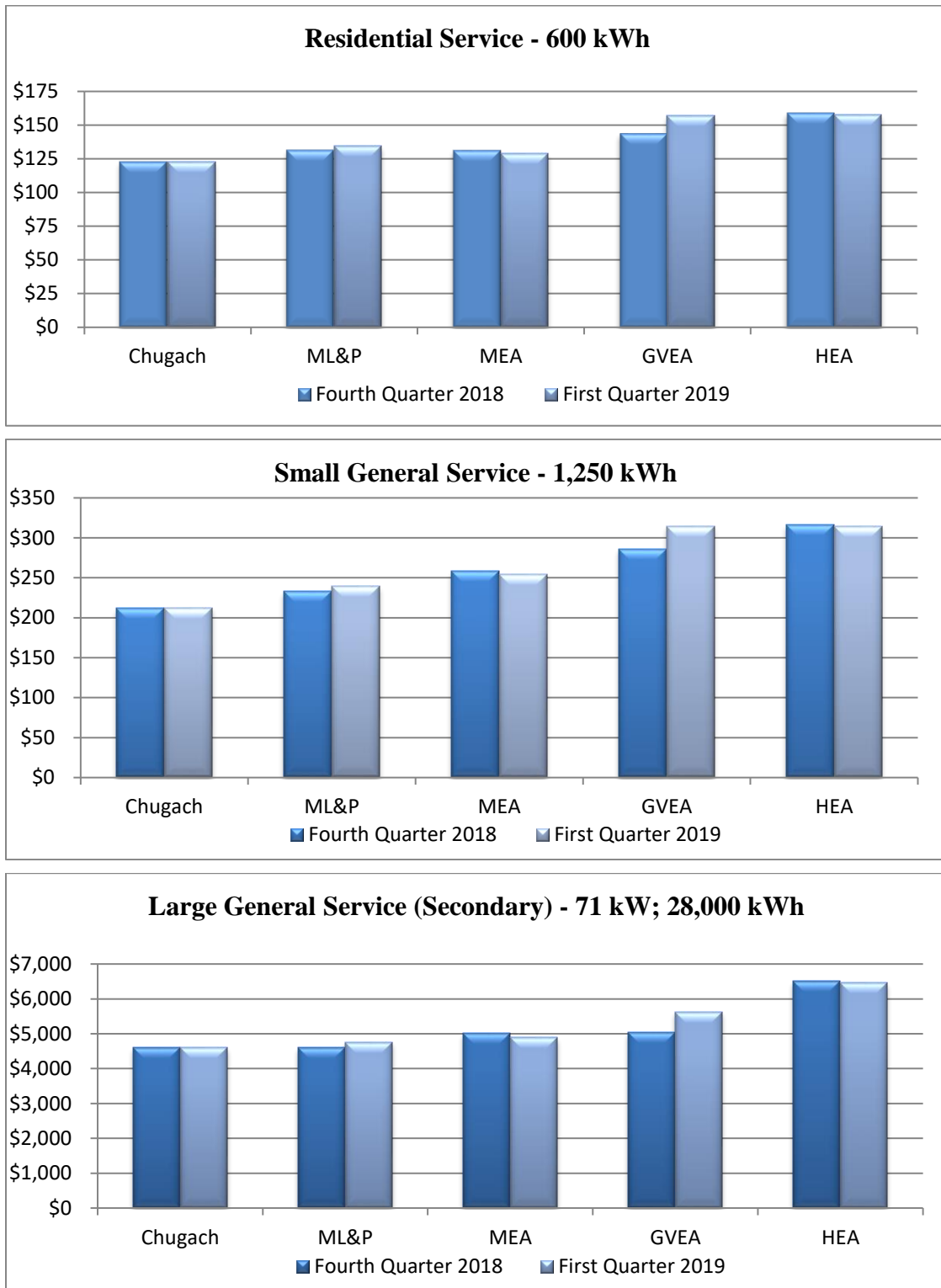
**Based on 28,000 kWh and 71 kW. The total does not reflect the effects of demand ratchets in ML&P and GVEA tariffs.*

¹ Bill totals are based on tariffed rates. Local taxes, including the Municipality of Anchorage two percent underground surcharge, are not applicable to all utilities in this comparison and are therefore excluded from the calculations. The Regulatory Cost Charge is included as this charge is applied equally to all utilities. For all cooperatives, the Gross Revenue Tax is included. The residential and small general service bill totals are based on monthly energy purchases of 600 kWh and 1,250 kWh, respectively. The large general service bill totals are based on 28,000 kWh and 71kW. Large General Service bill totals do not reflect impacts associated with tariffed demand ratchet for ML&P and GVEA. Bill comparisons include all approved and pending fuel and purchased power rates for first quarter 2019.

Figures 1 through 4

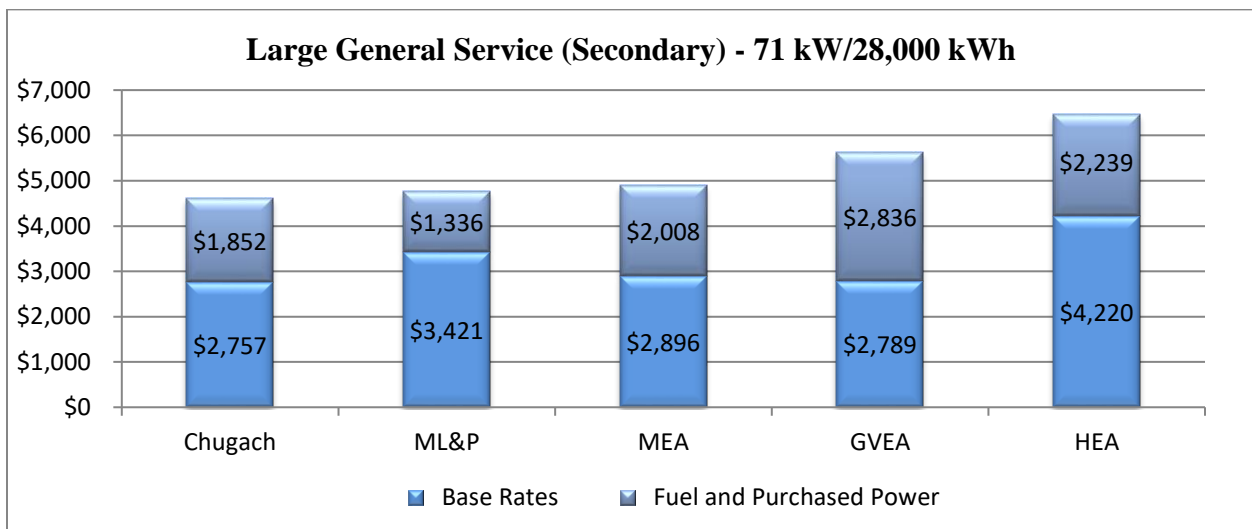
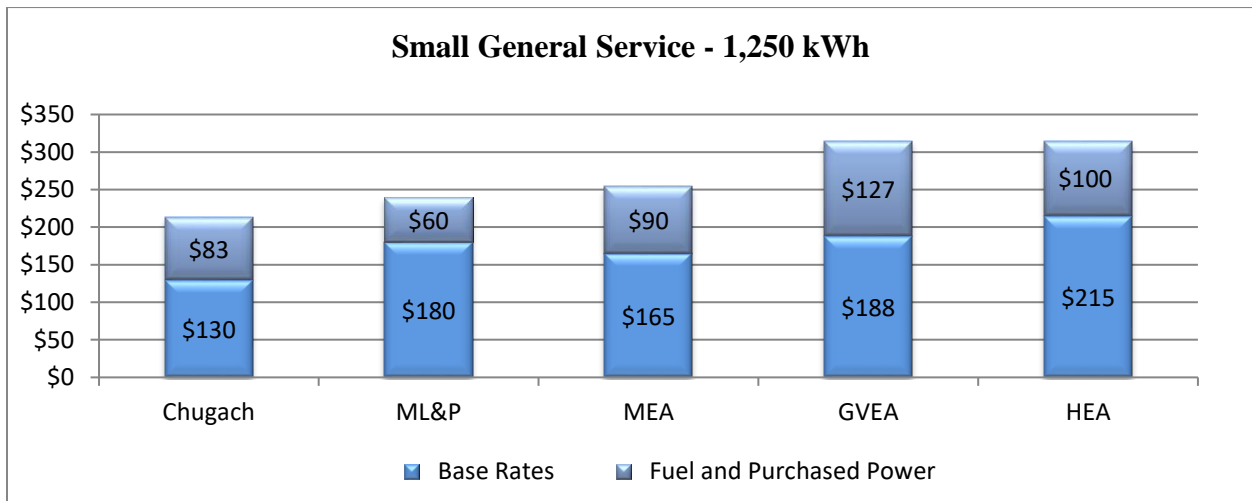
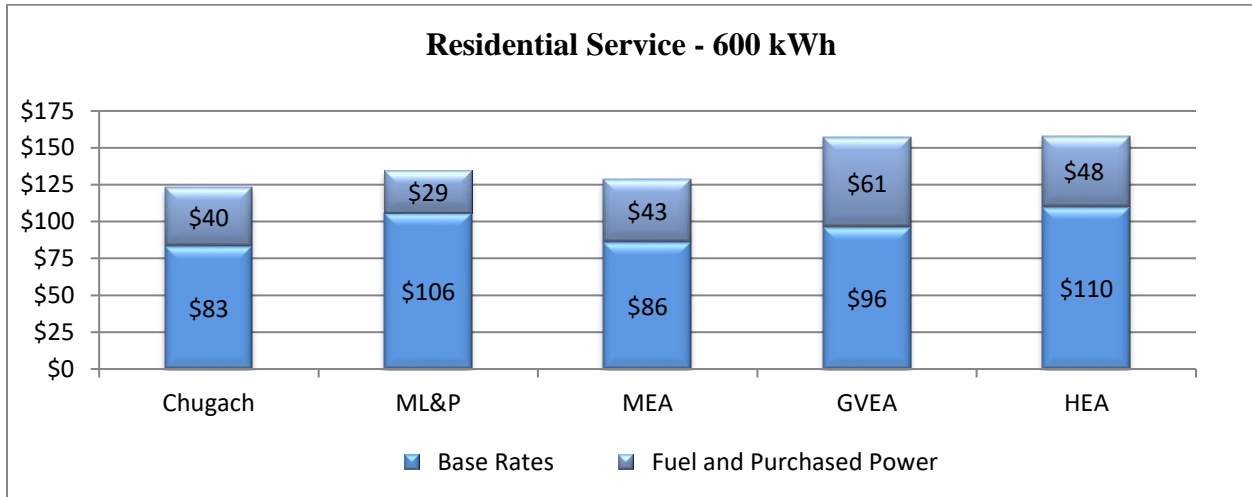
The graphs on the following pages provide additional comparisons of Railbelt utility rates. Figure 1 (page 3) compares bill totals between first quarter 2019 and the prior quarter. Figure 2 (page 4) expands the comparison by identifying separately the base rate component and the fuel / purchased power components of each utility this quarter. Figure 3 (page 5) summarizes Chugach quarterly residential bill levels for the past seven years, identifying the base rate and fuel / purchased power components of each bill. Figure 4 (page 5) illustrates residential bill totals for the last five consecutive quarters for all Railbelt electric utilities.

**Figure 1: Retail Electric Bill Totals by Utility
 Fourth Quarter 2018 vs. First Quarter 2019**



 Bill totals are based on tariffed rates and include state taxes that are applied to all utilities and exclude local taxes and surcharges that vary by community, such as the Municipality of Anchorage two percent undergrounding charge. Large General Service totals do not reflect tariffed impacts of ratchet on demand charges for ML&P and GVEA.

**Figure 2: Base Rate and Fuel and Purchased Power Components
 Bill Totals – First Quarter 2019**



ML&P and GVEA's Large General Service totals do not reflect tariffed impacts of their ratchets on demand charges.

Figure 3: Chugach's Monthly Residential Bill Total History Based on 600 kWh Consumption

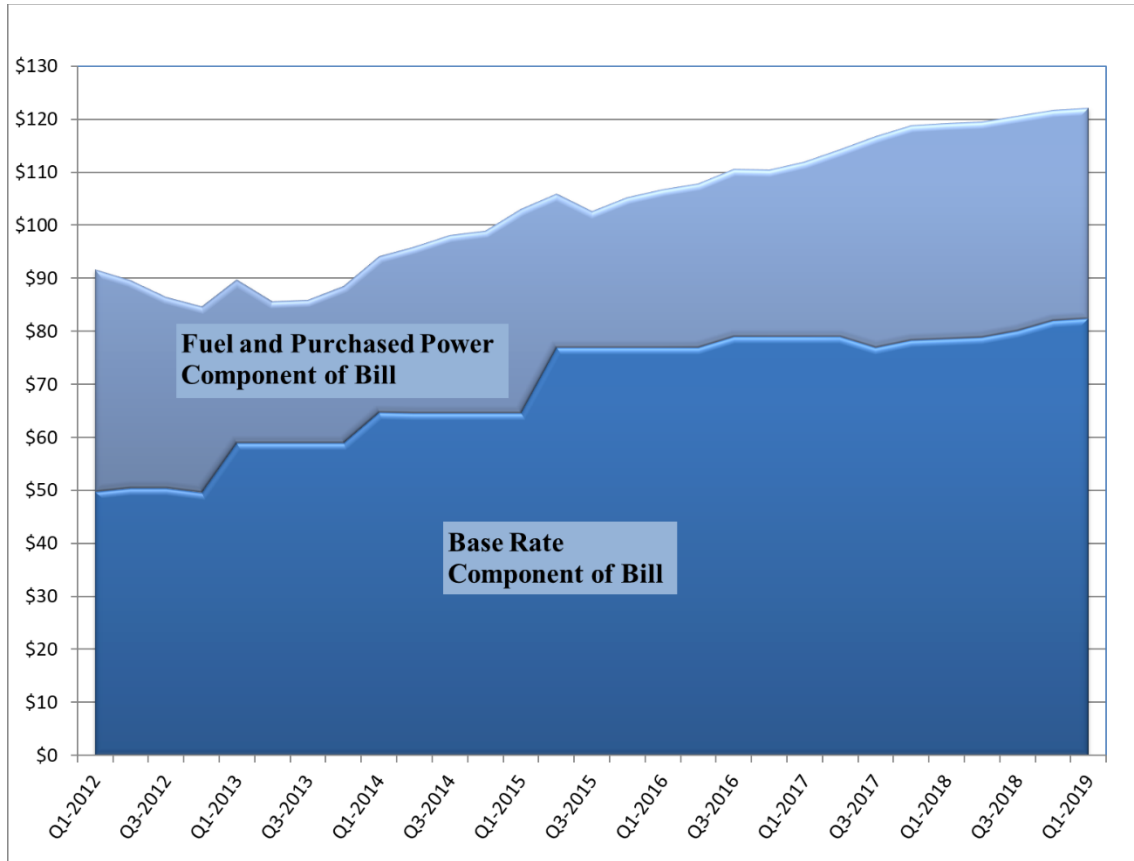
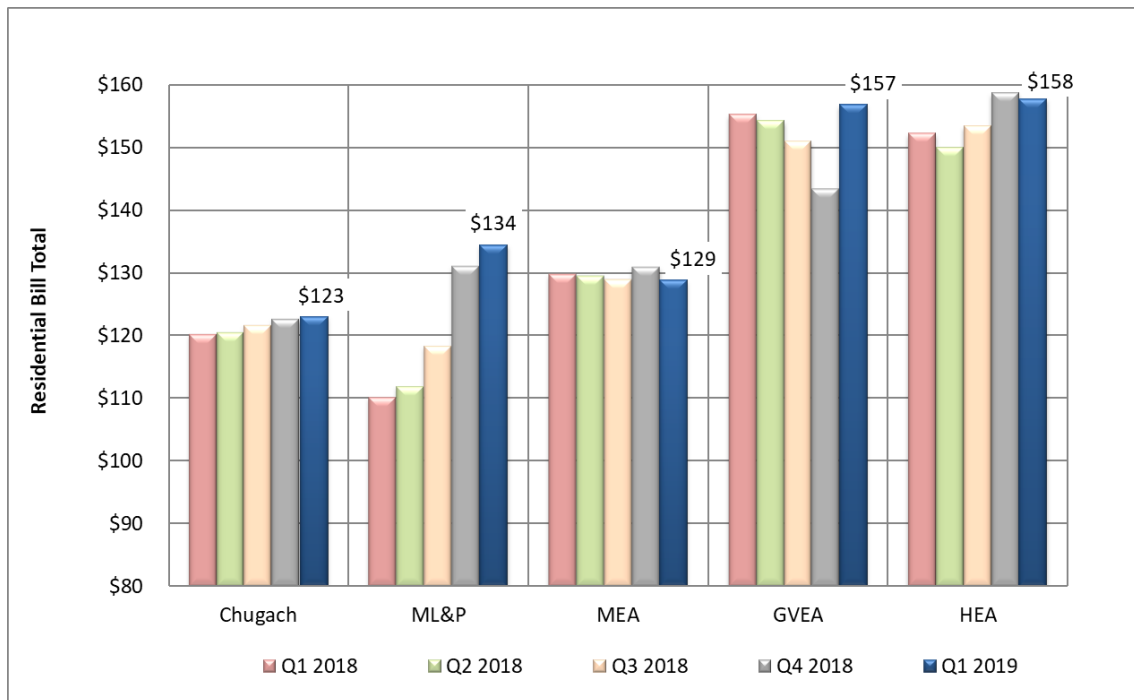


Figure 4: Railbelt Electric Utility Average Residential Bill Levels First Quarter 2018 through First Quarter 2019



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

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

March 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. VIII.A.

 Information Only
 X Motion
 Resolution
 Executive Session
 Other

TOPIC

“Director Compensation”

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

DISCUSSION

At its February 27, 2019 meeting, the Board of Directors approved a motion to place the attached Bylaw proposal and comment on the ballot for the 2019 Annual Membership Meeting for a vote by the membership and that the proposed amendment and comment be forwarded to the Bylaws Committee for its consideration.

The Bylaws Committee met on March 20, 2019 and voted to join in the proposed comment with one suggested edit. The Bylaws Committee recommended the phrase “take advantage of” be stricken and replaced with “attend relevant” as indicated in the attached redlined document.

If the Board agrees, this proposed amendment and comment, as revised, will be placed on the ballot for the 2019 Annual Membership Meeting.

MOTION

Move that the Board of Directors place the attached Bylaw proposal and comment, as revised, on the ballot for the 2019 Annual Membership Meeting for a vote by the membership.

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 chairman of the board. In addition, a director may be 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 attend relevant~~ 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

March 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. X.A.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Capital Credit Retirement

DISCUSSION

On March 25, 2019, the Audit and Finance Committee recommended the Board of Directors approve a capital credit retirement as discussed in executive session.

The Board of Directors has determined that this retirement will not impair the financial condition of the Association.

MOTION

Move that the Board of Directors approve a capital credit retirement as discussed in executive session.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

March 27, 2019

ACTION REQUIRED

AGENDA ITEM NO. X.B.

 Information Only
 X **Motion**
 X **Resolution**
 Executive Session
 Other

TOPIC

Renewal of Commercial Paper Backstop Facility

DISCUSSION

On March 25, 2019, the Audit and Finance Committee recommended the Board of Directors' authorize the Chief Executive Officer (CEO) to negotiate fees and finalize the terms and conditions of the renewal of Chugach's Commercial Paper Backstop Facility as discussed in executive session.

MOTION

Move that the Board of Directors' authorize the Chief Executive Officer (CEO) to negotiate fees and finalize the terms and conditions of the renewal of Chugach's Commercial Paper Backstop Facility as discussed in executive session. The agreement will remain confidential until finalized.



RESOLUTION

Renewal of Commercial Paper Backstop Facility

WHEREAS, Chugach Electric Association, Inc., an Alaska electric cooperative (the “Company”), currently has an established commercial paper program under which the Company sells short-term unsecured promissory notes (“Commercial Paper”) to certain qualified institutional buyers (within the meaning of SEC Rule 144A), accredited investors (within the meaning of SEC Regulation D) or other purchasers meeting such qualifications pursuant to commercial paper dealer agreements;

WHEREAS, the current agreement is set to expire on June 13, 2021.

NOW THEREFORE, BE IT RESOLVED, the Board of Directors’ authorizes the Chief Executive Officer to negotiate fees and finalize the terms and conditions of the renewal of Chugach’s Commercial Paper Backstop Facility as discussed in executive session on March 25, 2019, Audit and Finance Committee meeting. The agreement will remain confidential until finalized.

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 March, 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 the 27th day of March, 2019.

Secretary