



**CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA**

SPECIAL BOARD OF DIRECTORS MEETING

AGENDA

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

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

April 26, 2019

8:00 a.m.

Chugach Boardroom

- I. CALL TO ORDER (8:00 a.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. EXECUTIVE SESSION * (scheduled) (8:05 a.m.)
 - A. 2018 Chief Executive Officer Evaluation and Compensation (8:05 a.m.)
 - B. 2019 Chief Executive Officer Key Performance (10:05 a.m.)
- IX. NEW BUSINESS* (scheduled) (11:35 a.m.)
 - A. 2018 Chief Executive Officer Evaluation and Compensation* (Board) (11:35 a.m.)
 - B. 2019 Chief Executive Officer Key Performance Indicators* (Board) (11:40 a.m.)
- X. DIRECTOR COMMENTS (11:45 a.m.)
- XI. ADJOURNMENT* (11:50 a.m.)

* Denotes Action Items

** Denotes Possible Action Items

4/24/2019 6:54:48 PM

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

April 26, 2019

ACTION REQUIRED

AGENDA ITEM NO. IX.A.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

2018 Chief Executive Officer Evaluation and Compensation

DISCUSSION

At the March 26, 2019, April 22, 2019, Operations Committee and April 24, 2019, Regular Board of Directors' Meetings, the Committee and Board discussed the 2018 Chief Executive Officer Evaluation and Compensation. As part of the discussion in executive session and to comply with SEC reporting requirements, the motion the board passes in regard to the CEO compensation package needs to include the following information:

- the amount
- who was involved in the decision (within Chugach, or outside - this would include a compensation consultant)
- how the amount was determined
- were there any goals or targets (either individual or company wide they used to evaluate him on; amount not tied directly to each goal is determined to be discretionary)
- timeline(s) (for payment, measurement, evaluation)
- any gross up

MOTION

Move that the Board of Directors approve the 2018 CEO evaluation and compensation. A merit increase in the amount of 2% of base salary, and a performance payment in the amount of 18% of base salary is authorized by the Board of Directors. This amount was determined without input from an outside compensation consultant. The amount was based on companywide and individual goals that were previously developed and discussed and supplemented by the Board of the Directors during Executive Session. The amount was tied directly to these individual and companywide goals. The timeline for payment is on or before May 1, 2019 and does not include any gross up. The review undertaken is consistent with the contract as amended October 2018.

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

April 26, 2019

ACTION REQUIRED

AGENDA ITEM NO. IX.B.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

2019 Chief Executive Officer Key Performance Indicators

DISCUSSION

At the March 26, 2019, April 22, 2019, Operations Committee and April 24, 2019, Regular Board of Directors' Meetings, the Committee and Board discussed the 2019 Chief Executive Officer Key Performance Indicators in executive session.

MOTION

Move that the Board of Directors approve the 2019 Chief Executive Officer Key Performance Indicators as discussed in executive session.