



**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, Jr., Director
Jim Henderson, Director
Harold Hollis, Director

April 27, 2020

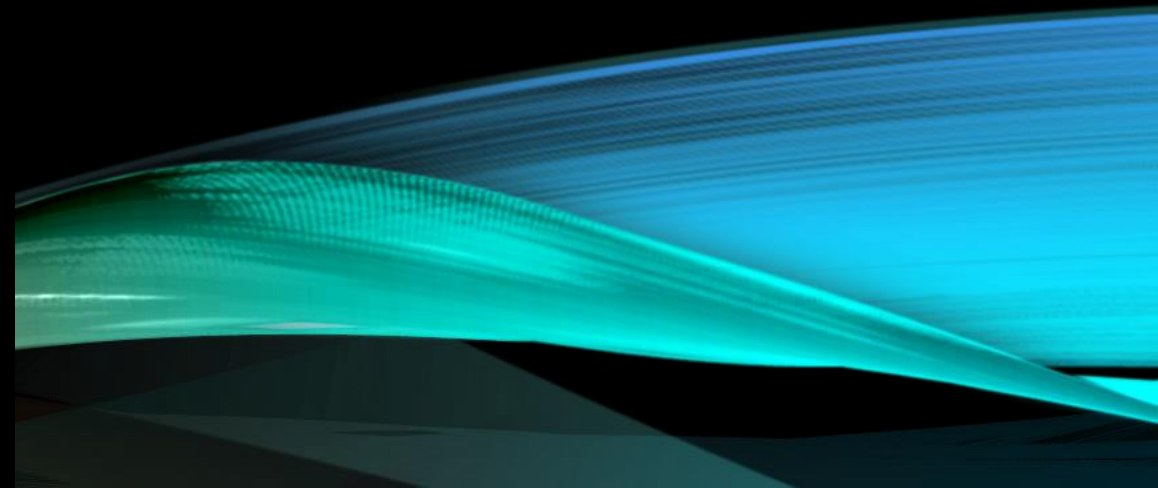
**Immediately following the
Operations Committee Meeting**

Chugach Boardroom

- I. CALL TO ORDER (5:45 p.m.)
 - A. *Pledge of Allegiance*
 - B. *Roll Call*
 - C. *Safety Minute – “Food Expiration Dates” (Andrews) (5:50 p.m.)*
- II. APPROVAL OF THE AGENDA* (6:00 p.m.)
- 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) (6:10 p.m.)
 - A. *2019 Chief Executive Officer Evaluation and Compensation (6:15 p.m.)*
 - B. *2020 (May 1, 2020 – April 30, 2021) Chief Executive Officer Project Specific Initiative and Key Performance Indicators (6:45 p.m.)*
- IX. NEW BUSINESS** (scheduled) (7:15 p.m.)
 - A. *2019 Chief Executive Officer Evaluation and Compensation** (Board) (7:20 p.m.)*
 - B. *2020 (May 1, 2020 – April 30, 2021) Chief Executive Officer Project Specific Initiative and Key Performance Indicators** (Board) (7:25 p.m.)*
- X. DIRECTOR COMMENTS (7:30 p.m.)
- XI. ADJOURNMENT* (7:40 p.m.)



FOOD EXPIRATION DATES: WHAT YOU SHOULD KNOW



WHAT DO THOSE DATES MEAN

Best	Best if used by. This date indicates when to consume the milk by for the best quality.
Sell by	Sell by. This date can help stores with inventory management, as it tells when to sell the milk by to ensure the best quality.
Use by	Use by. This date is the last day you can expect the product to be at peak quality.
Safety	These dates have nothing to do with safety. It acts solely as the manufacturer's best guess as to when its product will no longer be at peak quality,

EXAMPLES:

Most **expiration** dates on **foods** in **cans** range from 1 to 4 years

Frozen **foods**: They're much like **canned goods**: pretty much **expiration**-proof.

Vinegars, honey, vanilla or other extracts, sugar, salt, corn syrup and molasses will last virtually forever

Lunch meats last about 5 days, and is probably what gets thrown out the most.

MORE EXAMPLES



MUSTARD LASTS FOREVER.



CONTRARY TO POPULAR BELIEF, MAYONNAISE — ESPECIALLY WHEN IT DOESN'T CONTAIN INGREDIENTS LIKE FRESH LEMON JUICE OR GARLIC — HAS AN EXCEPTIONALLY LONG SHELF LIFE.



EGGS WILL LAST ABOUT 60 DAYS.



THE DATE ON YOUR MILK DOESN'T NECESSARILY INDICATE THAT IT'S NO LONGER SAFE TO DRINK. IN FACT, MOST MILKS CAN BE CONSUMED SEVERAL DAYS PAST THE DATE PRINTED ON THE LABEL.



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CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

April 27, 2020

ACTION REQUIRED

AGENDA ITEM NO. IX.A.

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

TOPIC

2019 (May 1, 2019 – April 30, 2020) Chief Executive Officer Evaluation and Compensation

DISCUSSION

At the April 27, 2020, Operations Committee meeting, the Committee recommended that the Board of Directors approve the attached resolution regarding CEO annual performance review recognizing the Board of Directors and Lee D. Thibert's mutual agreement that Thibert shall not receive a performance payment or merit increase regardless of the results of his 2019 performance review in light of the COVID-19 economic disruptions.

MOTION

Move that the Board of Directors accept the Operations Committee recommendation to approve the attached resolution regarding CEO annual performance review recognizing the Board of Directors and Lee D. Thibert's mutual agreement that Thibert shall not receive a performance payment or merit increase regardless of the results of his 2019 performance review in light of the COVID-19 economic disruptions.



RESOLUTION

Chief Executive Officer Annual Performance Review

WHEREAS, the Board of Directors and Lee D. Thibert entered into that certain Employment Agreement dated as of February 25, 2016, as amended by the Amendment to Employment Agreement dated as of October 24, 2018, to obtain Thibert's service as the Chief Executive Officer for the Association ("CEO Contract");

WHEREAS, the CEO Contract requires the Board of Directors to conduct an annual review of Thibert's performance to determine whether previously established performance objectives have been achieved, and, if so, how much of a performance payment and merit increase Thibert should be awarded;

WHEREAS, on March 11, 2020, the Governor of the State of Alaska issued a Declaration of Public Health Disaster and Emergency regarding the COVID-19 outbreak;

WHEREAS, federal, state, and local authorities continue to treat COVID-19 as a very serious public health threat;

WHEREAS, the COVID-19 public health threat has caused significant disruption and hardship in the global, national, and local economies;

WHEREAS, the Board of Directors and Thibert believe that a performance payment and merit increase would be inappropriate given the current economic situation;

WHEREAS, the Board of Directors and Thibert have mutually agreed to forgo payment and receipt of any performance payment or merit increase that otherwise would have been awarded to Thibert as a result of Thibert's 2019 performance review.

NOW, THEREFORE, BE IT RESOLVED, the Board of Directors hereby recognizes and appreciates Thibert's willingness to relinquish his right to any performance payment and merit increase that otherwise would have been awarded to Thibert under the CEO Contract as a result of his 2019 performance review;

BE IT FURTHER RESOLVED, as mutually agreed, Thibert shall not receive a performance payment or merit increase regardless of the results of his 2019 performance review;



BE IT FINALLY RESOLVED, that the Chair of the Board of Directors is authorized to take any and all necessary steps to ensure compliance with this Resolution.

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 April 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 27th day of April 2020.

Secretary

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

APRIL 27, 2020

ACTION REQUIRED

AGENDA ITEM NO. IX.B.

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

TOPIC

2020 (May 1, 2020 – April 30, 2021) Chief Executive Officer Project Specific Initiative and Key Performance Indicators

DISCUSSION

At the December 9, 2019, January 8, 2020, February 5, 2020, March 11, 2020, April 15, 2020 and April 27, 2020, Operations Committee Meeting, the Committee discussed the 2020 Chief Executive Officer Project Specific Initiative and Key Performance Indicators in executive session.

MOTION

Move that the board of Directors approve the 2020 Chief Executive Officer Project Specific Initiative and Key Performance Indicators as discussed in executive session.