



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

OPERATIONS COMMITTEE MEETING

AGENDA

Stuart Parks, Chair
Harold Hollis, Vice Chair

Susan Reeves
Harry Crawford
Bettina Chastain

May 6, 2020	4:00 p.m.	Chugach Board Room
I.	CALL TO ORDER (4:00 p.m.)	
	A. Roll Call	
II.	APPROVAL OF THE AGENDA*	
III.	APPROVAL OF THE MINUTES*	
	A. April 27, 2020 (Quezon)	
IV.	PERSONS TO BE HEARD	
	A. Member Comments	
V.	NEW BUSINESS (none)	
VI.	EXECUTIVE SESSION* (scheduled) (4:15 p.m.)	
	A. IMO Update (4:15 p.m.)	
	B. ML&P Acquisition Update (4:25 p.m.)	
	C. Financing Update (4:35 p.m.)	
	D. CEO Evaluation Committee Discussion (4:45 p.m.)	
	1. May 1, 2020 – April 30, 2021, Chief Executive Officer Project Specific Initiatives and Key Performance Indicators	
VII.	NEW BUSINESS (none)	
VIII.	DIRECTOR COMMENTS (5:45 p.m.)	
IX.	ADJOURNMENT* (6:00 p.m.)	

* Denotes Action Items

** Denotes Possible Action Items

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

April 27, 2020
Monday
4:00 p.m.

OPERATIONS COMMITTEE MEETING

Recording Secretary: Arden Quezon

I. CALL TO ORDER

Chair Parks called the Operations Committee meeting to order at 4:03 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Committee Members Present:

Stuart Parks, Chair
Harold Hollis, Vice Chair
Susan Reeves, Director (*via teleconference*)
Harry Crawford, Director
Bettina Chastain, Director (*via teleconference*)

Other Board Member Present:

Rachel Morse, Director (*via teleconference*)
Jim Henderson, Director (*via teleconference*)

Guests and Staff in Attendance:

Lee Thibert
Matthew Clarkson
Connie Owens (*via teleconference*)

II. APPROVAL OF THE AGENDA

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

III. APPROVAL OF THE MINUTES

Director Reeves moved and Director Crawford seconded the motion to approve the April 15, 2020, Operations Committee Meeting minutes. The motion passed unanimously.

IV. PERSONS TO BE HEARD

A. Member Comments
None

V. NEW BUSINESS

None

VI. EXECUTIVE SESSION

- A. *2019 Chief Executive Officer Evaluation and Compensation*
- B. *2020 (May 1, 2020 – April 30, 2021) Chief Executive Officer Project Specific Initiatives and Key Performance Indicators*

At 4:06 p.m., Director Crawford moved and Director Hollis seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1) and (2) the Board Operations Committee go into executive session to discuss: 1) financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and, 2) personnel matters that may tend to prejudice the reputation or character of a person; however, the person may request a public discussion. The motion passed unanimously.

The meeting reconvened in open session at 5:30 p.m.

VII. NEW BUSINESS

- A. *2019 Chief Executive Officer Evaluation and Compensation*

Director Reeves moved and Director Hollis seconded the motion that the Operations Committee recommends 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. The Board asked Lee whether he agreed with the substance of the resolution and he answered that he did. Chair Parks called for a roll call vote. The following Directors’ voted as follows:

Director Hollis – yes
Director Reeves – yes
Director Crawford – no
Director Chastain – yes
Chair Parks – yes

The motion passed with a 5 to 1 vote.

- B. *2020 (May 1, 2020 – April 30, 2021) Chief Executive Officer Project Specific Initiatives and Key Performance Indicators*
No action taken.

VIII. DIRECTOR COMMENTS

Director comments were made at this time.

IX. ADJOURNMENT

At 5:39 p.m., Director Hollis moved and Director Crawford seconded the motion to adjourn. The motion passed unanimously.