

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

**REGULAR BOARD OF DIRECTORS' MEETING**

**AGENDA**

Mark Wiggin, Chair  
Sisi Cooper, Vice Chair  
Rachel Morse, Treasurer  
Susanne Fleek-Green, Secretary

Jim Nordlund, Director  
Dan Rogers, Director  
XXX, Director

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**May 30, 2025**

**Immediately Following the Annual  
Meeting**

**ChangePoint Alaska**

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- I. CALL TO ORDER (5:30 p.m.)
  - A. *Roll Call*
- II. OATH OF OFFICE TO NEWLY ELECTED BOARD MEMBER (Clarkson) (5:35 p.m.)
- III. APPROVAL OF THE AGENDA\* (5:40 p.m.)
- IV. NEW BUSINESS\* (5:40 p.m.)
  - A. *Election of Officers\* (Board) (5:40 p.m.)*
    - 1. *Chair of the Board\**
    - 2. *Vice Chair of the Board\**
    - 3. *Secretary of the Board\**
    - 4. *Treasurer of the Board\**
  - B. *Appointment of Board Committee Members (Board Chair) (5:55 p.m.)*
    - 1. *Audit & Finance Committee*
    - 2. *Governance Committee*
    - 3. *Operations Committee*
  - C. *Appointments of Affiliate Board Representatives\* (Board) (6:05 p.m.)*
    - 1. *APA Member and Alternate Representatives\* (Board)*
    - 2. *NWPPA Board of Trustee\* (Board)*
    - 3. *NRECA Voting Delegate and Alternate\* (Board)*
    - 4. *CFC Voting Delegate and Alternate\* (Board)*
  - D. *2025 – 2026 Calendar of Regular Board of Directors' Meetings\* (Huddell) (6:15 p.m.)*
- V. ADJOURNMENT\* (6:20 p.m.)

\* *Denotes Action Items*

\*\* *Denotes Possible Action Items*

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

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

**May 30, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. IV.A.**

<u>      </u>	<b>Information Only</b>
<u>      </u>	<b>Motion</b>
<u>      </u>	<b>Resolution</b>
<u>      </u>	<b>Executive Session</b>
<u>  <b>X</b>  </u>	<b>Other</b>

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**TOPIC**

Election of Officers:

- a. Chair of the Board
- b. Vice Chair of the Board
- c. Secretary of the Board
- d. Treasurer of the Board

**DISCUSSION**

The Bylaws, Article VI, Officers, Section 2, Election and Term of Office, provides that officers of the board are to be elected annually by and from the board of directors at the board meeting held immediately after the annual meeting of the members or as soon thereafter as conveniently possible. The election is to be conducted by open vote in such a manner that the members may know the vote of each director. Each officer shall hold office until the first meeting of the board of directors following the next succeeding annual meeting of the members, or until his or her successor is elected.

**NOMINATIONS**

Positions to be filled:

- 1. Chair of the Board
- 2. Vice Chair of the Board
- 3. Secretary of the Board
- 4. Treasurer of the Board

Nomination Instructions:

1. Take each position in turn.
2. The Chair states: "NOMINATIONS ARE NOW IN ORDER FOR THE POSITION OF BOARD CHAIR."
3. Director nominations proceed one at a time as follows: "I NOMINATE \_\_\_\_\_."
4. Nominations need not be seconded.
5. Chair states "\_\_\_\_\_ HAS BEEN NOMINATED. ARE THERE ANY FURTHER NOMINATIONS FOR BOARD CHAIR?"
6. Directors must first be recognized by the Chair before speaking in favor of any nominee.
7. Once all nominations are received, Board Chair closes nominations.
8. The Chair then proceeds with a roll call vote asking each director one at a time to declare their vote so it can be recorded in the Minutes.
9. If no nominee receives a majority vote, the Chair declares no election and the process is repeated.
10. The same process will be followed for the remaining positions to be filled.

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

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

**May 30, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. IV.C.1**

<u>      </u>	<b>Information Only</b>
<u>  <b>X</b>  </u>	<b>Motion</b>
<u>      </u>	<b>Resolution</b>
<u>      </u>	<b>Executive Session</b>
<u>      </u>	<b>Other</b>

**TOPIC**

Appointment of Alaska Power Association (APA) Member and Alternate Representatives

**DISCUSSION**

Board Policy 107, Authority of the Association-Appointed Representative Regarding Jointly Owned and Operated Assets, Section II.A. – II.B., states:

- A. The Association's representatives on a Management Committee (whether the appointed representative or the alternate) are empowered and required to represent the Association's best interests in all votes taken by the Management Committee. The Association-representatives or alternates are required to obtain approval of the Association Board of Directors in advance of all votes on issues meeting the criteria set out below.
  - 1. Decisions that have a net cost to the Association of \$5,000,000 or more.
  - 2. Additions of participants in the ownership of jointly operated assets unless already provided for in agreements.
  - 3. Approval of annual operating and capital budgets that exceed \$10,000,000 net to the Association.
  - 4. Amendments to any joint operating or participation agreement relating to the jointly operated assets.

5. Bonding for projects that could have a direct or indirect significant effect on the finances of the Association.
- B. The Association-appointed Management Committee representative(s) shall keep the Association Board and management fully informed of all significant jointly-operated activities or matters undertaken or contemplated. The form of this communication is at the discretion of the Association Board. The Association Board shall be provided access to all written or visual materials provided to, or prepared by, the Management Committee, its sub-committees, employees, agents, consultants or contractors, subject to any applicable confidentiality agreement or requirements.

**MOTION**

Move that the Board of Directors appoint \_\_\_\_\_ as the APA Member Representative and \_\_\_\_\_ as the Alternate Representative.

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

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

**May 30, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. IV.C.2.**

<u>      </u>	<b>Information Only</b>
<u>  <b>X</b>  </u>	<b>Motion</b>
<u>      </u>	<b>Resolution</b>
<u>      </u>	<b>Executive Session</b>
<u>      </u>	<b>Other</b>

**TOPIC**

Appointment of Northwest Public Power Association (NWPPA) Board of Trustee

**DISCUSSION**

Board Policy 107, Authority of the Association-Appointed Representative Regarding Jointly Owned and Operated Assets, Section II.A. – II.B., states:

- A. The Association's representatives on a Management Committee (whether the appointed representative or the alternate) are empowered and required to represent the Association's best interests in all votes taken by the Management Committee. The Association-representatives or alternates are required to obtain approval of the Association Board of Directors in advance of all votes on issues meeting the criteria set out below.
  - 1. Decisions that have a net cost to the Association of \$5,000,000 or more.
  - 2. Additions of participants in the ownership of jointly operated assets unless already provided for in agreements.
  - 3. Approval of annual operating and capital budgets that exceed \$10,000,000 net to the Association.
  - 4. Amendments to any joint operating or participation agreement relating to the jointly operated assets.

5. Bonding for projects that could have a direct or indirect significant effect on the finances of the Association.
- B. The Association-appointed Management Committee representative(s) shall keep the Association Board and management fully informed of all significant jointly-operated activities or matters undertaken or contemplated. The form of this communication is at the discretion of the Association Board. The Association Board shall be provided access to all written or visual materials provided to, or prepared by, the Management Committee, its sub-committees, employees, agents, consultants or contractors, subject to any applicable confidentiality agreement or requirements.

**MOTION**

Move that the Board of Directors appoint \_\_\_\_\_ as the NWPPA Board of Trustee.

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

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

**May 30, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI.C.**

<u>      </u>	<b>Information Only</b>
<u>  <b>X</b>  </u>	<b>Motion</b>
<u>      </u>	<b>Resolution</b>
<u>      </u>	<b>Executive Session</b>
<u>      </u>	<b>Other</b>

**TOPIC**

Appointment of National Rural Electric Cooperative Association (NRECA) Voting Delegate and Alternate Voting Delegate

**DISCUSSION**

Board Policy 107, Authority of the Association-Appointed Representative Regarding Jointly Owned and Operated Assets, Section II.A. – II.B., states:

- A. The Association's representatives on a Management Committee (whether the appointed representative or the alternate) are empowered and required to represent the Association's best interests in all votes taken by the Management Committee. The Association-representatives or alternates are required to obtain approval of the Association Board of Directors in advance of all votes on issues meeting the criteria set out below.
1. Decisions that have a net cost to the Association of \$5,000,000 or more.
  2. Additions of participants in the ownership of jointly operated assets unless already provided for in agreements.
  3. Approval of annual operating and capital budgets that exceed \$10,000,000 net to the Association.
  4. Amendments to any joint operating or participation agreement relating to the jointly operated assets.



5. Bonding for projects that could have a direct or indirect significant effect on the finances of the Association.
- B. The Association-appointed Management Committee representative(s) shall keep the Association Board and management fully informed of all significant jointly-operated activities or matters undertaken or contemplated. The form of this communication is at the discretion of the Association Board. The Association Board shall be provided access to all written or visual materials provided to, or prepared by, the Management Committee, its sub-committees, employees, agents, consultants or contractors, subject to any applicable confidentiality agreement or requirements.

**MOTION**

Move that the Board of Directors appoint \_\_\_\_\_ as the NRECA Voting Delegate and \_\_\_\_\_ as the Alternate Voting Delegate.

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

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

**May 30, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. VI.C.**

<u>      </u>	<b>Information Only</b>
<u>  <b>X</b>  </u>	<b>Motion</b>
<u>      </u>	<b>Resolution</b>
<u>      </u>	<b>Executive Session</b>
<u>      </u>	<b>Other</b>

**TOPIC**

Appointment of National Rural Utilities Cooperative Finance Corporation (CFC) Voting Delegate and Alternate Voting Delegate

**DISCUSSION**

Board Policy 107, Authority of the Association-Appointed Representative Regarding Jointly Owned and Operated Assets, Section II.A. – II.B., states:

- A. The Association's representatives on a Management Committee (whether the appointed representative or the alternate) are empowered and required to represent the Association's best interests in all votes taken by the Management Committee. The Association-representatives or alternates are required to obtain approval of the Association Board of Directors in advance of all votes on issues meeting the criteria set out below.
1. Decisions that have a net cost to the Association of \$5,000,000 or more.
  2. Additions of participants in the ownership of jointly operated assets unless already provided for in agreements.
  3. Approval of annual operating and capital budgets that exceed \$10,000,000 net to the Association.
  4. Amendments to any joint operating or participation agreement relating to the jointly operated assets.

5. Bonding for projects that could have a direct or indirect significant effect on the finances of the Association.
- B. The Association-appointed Management Committee representative(s) shall keep the Association Board and management fully informed of all significant jointly-operated activities or matters undertaken or contemplated. The form of this communication is at the discretion of the Association Board. The Association Board shall be provided access to all written or visual materials provided to, or prepared by, the Management Committee, its sub-committees, employees, agents, consultants or contractors, subject to any applicable confidentiality agreement or requirements.

**MOTION**

Move that the Board of Directors appoint \_\_\_\_\_ as the CFC Voting Delegate and \_\_\_\_\_ as the Alternate Voting Delegate.

## 2025 Calendar

June			July			August		
1	Su		1	Tu		1	Fr	
2	Mo		2	We		2	Sa	Chugach 2025 Summer Picnic
3	Tu	Alaska Sustainable Energy Conference	3	Th		3	Su	
4	We	Alaska Sustainable Energy Conference	4	Fr	Independence Day	4	Mo	
5	Th	Alaska Sustainable Energy Conference	5	Sa		5	Tu	
6	Fr		6	Su		6	We	
7	Sa		7	Mo		7	Th	
8	Su		8	Tu		8	Fr	
9	Mo		9	We	Governence Committee Meeting	9	Sa	
10	Tu		10	Th		10	Su	
11	We		11	Fr		11	Mo	
12	Th		12	Sa		12	Tu	
13	Fr		13	Su		13	We	Operations Committee Meeting
14	Sa		14	Mo		14	Th	
15	Su		15	Tu		15	Fr	
16	Mo		16	We	Operations Committee Meeting	16	Sa	
17	Tu		17	Th		17	Su	
18	We		18	Fr		18	Mo	
19	Th		19	Sa		19	Tu	
20	Fr		20	Su		20	We	Audit & Finance Committee Meeting
21	Sa		21	Mo		21	Th	
22	Su		22	Tu	MAC Meeting	22	Fr	
23	Mo		23	We	Regular Board of Directors' Meeting	23	Sa	
24	Tu		24	Th		24	Su	
25	We	Regular Board of Directors' Meeting	25	Fr		25	Mo	
26	Th		26	Sa		26	Tu	Strategic Planning Retreat
27	Fr		27	Su		27	We	Strategic Planning Retreat Regular Board of Directors' Meeting
28	Sa		28	Mo				
29	Su		29	Tu		28	Th	
30	Mo		30	We		29	Fr	
	Regular Meeting		31	Th		30	Sa	
	Committee Meeting					31	Su	
	Other Events							

2025 Calendar											
September				October				November			
1	Mo	Labor Day		1	We			1	Sa		
2	Tu			2	Th			2	Su		
3	We			3	Fr			3	Mo		
4	Th			4	Sa			4	Tu		
5	Fr			5	Su			5	We	Audit & Finance Committee Meeting Budget Presentation	
6	Sa			6	Mo			6	Th		
7	Su			7	Tu	MAC Meeting		7	Fr		
8	Mo			8	We			8	Sa		
9	Tu			9	Th			9	Su		
10	We	Governance Committee Meeting Board Policies		10	Fr			10	Mo		
11	Th			11	Sa			11	Tu		
12	Fr			12	Su			12	We		
13	Sa			13	Mo			13	Th		
14	Su			14	Tu			14	Fr		
15	Mo			15	We	Operations Committee Meeting NWPPA Board Meeting		15	Sa		
16	Tu			16	Th	NWPPA Board Meeting		16	Su		
17	We	Regular Board of Directors' Meeting		17	Fr	NWPPA Board Meeting		17	Mo		
18	Th			18	Sa			18	Tu		
19	Fr			19	Su			19	We	Regular Board of Directors' Meeting	
20	Sa			20	Mo			20	Th		
21	Su			21	Tu			21	Fr		
22	Mo			22	We	Regular Board of Directors' Meeting		22	Sa		
23	Tu	APA & AIE Annual Meetings - Cordova, AK		23	Th	Legislative Luncheon - TBD		23	Su		
24	We	APA & AIE Annual Meetings - Cordova, AK		24	Fr			24	Mo		
25	Th	APA & AIE Annual Meetings - Cordova, AK		25	Sa			25	Tu		
26	Fr	APA & AIE Annual Meetings - Cordova, AK		26	Su			26	We		
27	Sa			27	Mo			27	Th	Thanksgiving	
28	Su			28	Tu			28	Fr	Friday Following Thanksgiving	
29	Mo			29	We			29	Sa		
30	Tu			30	Th			30	Su		
	Regular Meeting			31	Fr						
	Committee Meeting										
	Other Events										

2025 & 2026 Calendar									
December			January			February			
1	Mo		1	Th	New Year's Day	1	Su		
2	Tu		2	Fr		2	Mo		
3	We	Audit & Finance Committee Meeting	3	Sa		3	Tu	APA State Legislative Conference	
4	Th		4	Su		4	We	APA State Legislative Conference	
5	Fr		5	Mo		5	Th	APA State Legislative Conference	
6	Sa	Chugach Holiday Party	6	Tu		6	Fr		
7	Su		7	We		7	Sa		
8	Mo		8	Th		8	Su		
9	Tu		9	Fr		9	Mo		
10	We	Regular Board of Directors' Meeting	10	Sa		10	Tu		
11	Th		11	Su		11	We	Operations Committee Meeting	
12	Fr		12	Mo		12	Th		
13	Sa		13	Tu		13	Fr		
14	Su		14	We		14	Sa		
15	Mo		15	Th		15	Su		
16	Tu		16	Fr		16	Mo		
17	We		17	Sa		17	Tu		
18	Th		18	Su		18	We	NWPPA Board Meeting	
19	Fr		19	Mo		19	Th	NWPPA Board Meeting	
20	Sa		20	Tu		20	Fr	NWPPA Board Meeting	
21	Su		21	We	Operations Committee Meeting	21	Sa		
22	Mo		22	Th		22	Su		
23	Tu		23	Fr		23	Mo		
24	We	Christmas Eve	24	Sa		24	Tu		
25	Th	Christmas Day	25	Su		25	We	Regular Board of Directors' Meeting	
26	Fr		26	Mo		26	Th		
27	Sa		27	Tu		27	Fr		
28	Su		28	We	Regular Board of Directors' Meeting	28	Sa		
29	Mo		29	Th					
30	Tu		30	Fr					
31	We	New Year's Eve	31	Sa					
		Regular Meeting							
		Committee Meeting							
		Other Events							

2026 Calendar									
March			April			May			
1	Su		1	We	Audit & Finance Committee Meeting	1	Fr		
2	Mo				Audit Results	2	Sa		
3	Tu		2	Th		3	Su		
4	We	Operations Committee Meeting	3	Fr		4	Mo		
5	Th		4	Sa		5	Tu		
6	Fr	NRECA PowerXchange - Nashville, TN	5	Su		6	We	Operations Committee Meeting	
7	Sa	NRECA PowerXchange - Nashville, TN	6	Mo		7	Th		
8	Su	NRECA PowerXchange - Nashville, TN	7	Tu		8	Fr		
9	Mo	NRECA PowerXchange - Nashville, TN	8	We	Operations Committee Meeting	9	Sa		
10	Tu	NRECA PowerXchange - Nashville, TN	9	Th		10	Su		
11	We	NRECA PowerXchange - Nashville, TN	10	Fr		11	Mo		
12	Th		11	Sa		12	Tu		
13	Fr		12	Su		13	We		
14	Sa		13	Mo		14	Th		
15	Su		14	Tu		15	Fr		
16	Mo		15	We		16	Sa		
17	Tu		16	Th		17	Su		
18	We	Governance Committee Meeting	17	Fr		18	Mo	NWPPA Annual Meeting	
19	Th		18	Sa		19	Tu	NWPPA Annual Meeting	
20	Fr		19	Su		20	We	Audit & Finance Committee Meeting NWPPA Annual Meeting	
21	Sa		20	Mo		21	Th	NWPPA Annual Meeting	
22	Su		21	Tu		22	Fr		
23	Mo		22	We	Regular Board of Directors' Meeting	23	Sa		
24	Tu		23	Th		24	Su		
25	We	Regular Board of Directors' Meeting	24	Fr		25	Mo	Memorial Day	
26	Th		25	Sa		26	Tu		
27	Fr		26	Su		27	We	Regular Board of Directors' Meeting	
28	Sa		27	Mo		28	Th		
29	Su		28	Tu		29	Fr		
30	Mo		29	We		30	Sa		
31	Tu		30	Th		31	Su		
		Regular Meeting							
		Committee Meeting							
		Other Events							

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

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

**May 30, 2025**

**ACTION REQUIRED**

**AGENDA ITEM NO. IV.D.**

<u>      </u>	Information Only
<u>  X  </u>	Motion
<u>  X  </u>	Resolution
<u>      </u>	Executive Session
<u>      </u>	Other

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**TOPIC**

Adoption of 2025-2026 Calendar of Regular Meetings of the Board of Directors

**DISCUSSION**

Article V, Section 1 of the Bylaws provides, in part:

“A regular meeting of the board of directors shall also be held monthly at such time and place in the Municipality of Anchorage, State of Alaska, as the board of directors may provide by resolution.”

The attached resolution adopts the Board Calendar for the forthcoming Board year, in compliance with the Bylaws.

**MOTION**

Move that the Board of Directors approve the attached resolution which adopts a schedule for regular meetings of the Board as reflected in the Board Calendar.





## **RESOLUTION**

### **Adoption of Calendar of Regular Meetings of the Board of Directors**

WHEREAS, the Association has recently conducted the Annual Meeting of the Association;

WHEREAS, Article IV, Section 1 of the Bylaws of the Association vests authority for management of the Association in the Board of Directors;

WHEREAS, the Membership of the Association has elected new Directors to serve on the Board of Directors; and,

WHEREAS, Article V, Section 1 of the Bylaws of the Association requires the Board of Directors to provide by resolution for regular meetings of the Board;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors adopts a schedule for regular meetings of the Board as reflected in the attached Board Calendar.

## **CERTIFICATION**

I, Susanne Fleek-Green, do hereby certify that I am the Secretary of Chugach Electric Association, Inc., an electric not for 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 30th day of May 2025; 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 30<sup>th</sup> day of May 2025.

\_\_\_\_\_  
Secretary