

CHUGACH ELECTRIC ASSOCIATION, INC. ANCHORAGE, ALASKA

REGULAR BOARD OF DIRECTORS' MEETING

AGENDA

Janet Reiser, Chair Bettina Chastain, Vice Chair Sisi Cooper, Treasurer Jim Henderson, Secretary Susan Reeves, Director Harry T. Crawford, Jr., Director Stuart Parks, Director

May 24, 2017

3:00 p.m.

Chugach Board Room

I. CALL TO ORDER

- A. Pledge of Allegiance
- B. Roll Call
- C. Safety Minute "Bike Safety" (Freeman)
- D. Presentation Director Crawford Board Leadership Certificate
- II. APPROVAL OF THE AGENDA*
- III. PERSONS TO BE HEARD
 - A. Member Comments
- IV. CONSENT AGENDA*
 - A. Board Calendar
 - B. Training and Conferences
 - i. Directors Summer School Central/West, July 14-19, 2017, Colorado Springs, CO (Deadline for conference and hotel registration is June 12, 2017)
 - ii. Gettysburg Leadership Experience for Co-Op Leaders, September 12-14, 2017, Gettysburg, PA (Deadline for conference and hotel registration is August 10, 2017)
 - iii. Director Winter School, December 1-6, 2017, Nashville, TN (Deadline for conference and hotel registration is November 29, 2017)
 - C. Minutes
 - i. April 26, 2017, Regular Board of Directors' Meeting Agenda and Minutes (Portades)
 - ii. May 18, 2017, Special Board of Directors' Meeting (Quezon-Vicente)
 - D. Director Expenses

V. CEO REPORTS AND CORRESPONDENCE

- A. Election Report (Kurka/Andrews)
- B. 1st Quarter 2017 Key Metrics Dashboard (Vecera/Thibert)
- C. Update on Cooper Lake (Risse)



- D. Board Policy Scheduled Tasks:
 - i. 1st Quarter Business Development and Load Activity Report (BP 401) (Horras/Miller)
 - ii. Report to the Board on Employee Benefits, Employer Contributions, What Percent Fringes are of Payroll, Administration of Wage and Salary Plan/Survey (BP 401) (Andrews/Thibert)
 - iii. Report to the Board on Energy Efficiency and Conservation Efforts (BP 507) (Kurka/Andrews)
 - iv. Report to the Board on Prevention and Detection of Theft of Electrical Service (BP 508) (Kurka/Andrews)

VI. DIRECTOR REPORTS

- A. Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC)
 Report
- B. Board Committee Reports (Audit and Finance, Operations & Governance)
- C. Other Meeting Reports

VII. UNFINISHED BUSINESS (none)

VIII. NEW BUSINESS* (scheduled)

- A. Adopt Calendar of Regular Meetings of the Board of Directors* (Owens/Thibert)
- B. Appointment of ARCTEC Member, Management and Alternate Representatives* (Board)
- C. Approve Simplified Rate Filing: March 2017 Test Year* (Kornmuller/Miller)
- D. Discussion On-Site Training (Board)
- E. Discussion 2017 Annual Meeting Recap and 2018 Annual Meeting Discussion (Andrews/Board)
- F. Alaska Power Association (APA) Discussion (Board)

IX. EXECUTIVE SESSION* (scheduled)

- A. Strategic Planning
 - i. Close Out Pension Restoration Plan
 - ii. ARCTEC
 - iii. 2017 CEO Goals and Parameters
 - iv. New Issues/Ideas

X. NEW BUSINESS* (continued)

- G. Resolution Close Out Pension Restoration Plan* (Andrews)
- H. Adopt 2017 CEO Goals and Parameters* (Board)
- I. Approval of FY2017 Tax Services* (Highers)

XI. DIRECTOR COMMENTS

XII. ADJOURNMENT*

SAFETY MINUTE: BICYCLE SAFETY



10 SMART RULES TO BIKE SAFETY



 Protect Your Head Wear a helmet.



6. Act like a Car Drivers are used to the patterns of other drivers. Don't weave in and out of traffic. The more predictably you ride, the safer you are. Check for traffic. Be aware of traffic around you.



 Stay Visible If drivers can see you, they are less likely to hit you. Use lights when biking at night or in low-light conditions.



 Don't Get Distracted Don't listen to music or talk on the phone while riding.



Look, Signal & Look
 Again Use hand signals
 to let drivers and other
 bicyclists know where
 you're going. Look and
 make eye contact. Don't
 assume drivers will stop.



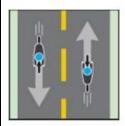
8. Obey all Traffic Laws & Lights



 Stay Alert Keep a lookout for obstacles in your path.



Assure Bicycle Readiness Is your bicycle properly adjusted? Is your saddle in a comfortable position?



Go with the Flow Bike in the direction of traffic.



 Do a Quick Bicycle Test Check your brakes and your wheels.
 Make sure that "quick release" wheels are properly secured.

May 2017



June 2017								
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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
		• 5:00PM - 6:30PM Election Committee Meeting (Henderson) (BoardroomCR)			• 11:00AM - 1:00PM REAP Public Policy Committee (Cooper) (Location: 308 G Street #225 and by phone Call: 641-715-3570, access code: 711554)	
30	1	2	3		5	•
	9:30AM - 11:30AM Mtg w/ Reeves and Chastain (2017 CEO Goals and Parameters) (LDT's Office)		shiip Experience for (4:00PM - 6:00PM Audit and Finance Committee Meeting - ALL (BoardroomCR)	Gettysburg, PA 11:45AM Lunch w/Crystal Enkvist (APA Membership) (Reiser & Reeves) (South Restaurant - Reservation Under Janet Reiser) 1:15PM Mtg w/Reiser & Reeves (Homelown Radio Show and Anchorage IRP) (South Restaurant)	4:30PM - 5:00PM Sisi (Gonzalez Marketing - Recording for Slides for Annual Meeting) (2804 W. Northern Lights Blvd (562-8640)	
7	8	9	10		12	13
		• 5:00PM - 6:30PM Election Committee Meeling (BoardroomCR)	● 11:00AM - 4:00PM REAP Board Meeting (Neighborworks Boardroom)	• 5:30PM - 8:30PM Chugach Annual Meeting & Special Board of Directors Meeting (Dena'ina Convention Center)		
14	15	• 5:30PM - 6:30PM Elections Committee Meeting (BoardroomCR)	• 3:00PM - 6:00PM Regular Board of Directors Meeting - ALL (Boardroom)	18	19	20
21	22	23	24	25	26	27
21	Memorial Day	23	24	23	12:30PM - 2:30PM Reputation/Plan C & Ancillary Services - Strategic Planning Committee (Crawford, Chastain, Henderson) (Chugach BoardroomCR)	
28	29	30	31	1	2	3

June 2017





0 3 00PM - 500PM Rallball 4.30PM Rallball	Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
4 5 6 7 8 9 10						12:30PM - 2:30PM Reputation/Plan C & Ancillary Services - Strategic Planning Committee (Crawford, Chastain, Henderson) (Chugach BoardroomCR)	
4 5 6 7 8 9 10	28	29	30	31	1	2	3
CFC Forum 2017 - June 11-14, 2017 ♦ San Antonio, TX				3:00PM - 6:00PM Operations Committee Meeting Followed by an Audit and Finance Committee Meeting (BoardroomCR)	4:00PM - 5:30PM Railbelt Alignment - Strategic Planning Committee (Cooper/ Parks) (Chugach Boardroom)		
11 12 13 14 15 16 17 Chugarth Family Picnic (Alaska Zoo) 18 19 20 21 22 23 24 Soort-Good Regular Foard of Directors Meeting (BoardroomCR)	4	5	6	7	8	9	10
11 12 13 14 15 16 17		Forum 2017 - June 11	-14, 2017 ♦ San Anton	io, TX			
Supply - Strategic Planning Committee (Reiser/Reeves) (Chugach BoardroomCR) 18 19 20 21 22 23 24 3.00PM - 6.00PM Regular Board of Directors Meeting (BoardroomCR)		12	13	14		16	17
• 3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)					11:30AM - 1:30PM Fuel Supply - Strategic Planning Committee (Reiser/Reeves) (Chugach BoardroomCR)		
Regular Board of Directors Meeting (BoardroomCR)	18	19	20		22	23	24
25 26 27 28 29 30 4 <u>1</u>				Regular Board of Directors Meeting (BoardroomCR)			
	25	26	27	28	29	30	4 <u>1</u>

July 2017





Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
			■ 3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)			
25	26	27 4th of July Holiday	28	29	30	1
2	3	4	5			8
		● 11:30AM - 1:30PM Railbelt Alignment - Strategic Planning Committee (Cooper/ Parks) (BoardRoomCR)		3:00PM - 5:00PM Fuel Supply - Strategic Planning Committee (Reiser/Reeves) (BoardRoomCR)	Directors Summer S	Sch ♦ Colorado Sprii
9	10	11	12	13	14	15
		est) (July 14-19) ♦ Cold				
16	17	11:30AM - 1:30PM Reputation/Plan C & Ancillary Services - Strategic Planning Committee (Crawford, Chastain, Henderson) (BoardRoomCR)	3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)	20	21	22
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30 5/23/2017 8:34 AM	31	1	2 3/13	3	4	5 <u>5</u>

August 2017

July 2017 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



Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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			 3:00PM - 6:00PM Audit and Finance Committee Meeting (BoardroomCR) 		• 11:30AM - 1:30PM Railbelt Alignment - Strategic Planning Committee (Cooper/ Parks) (BoardRoomCR)	
6	7	8	9	10	11	12
			• 11:30AM - 1:30PM Fuel Supply - Strategic Planning Committee (Reiser/Reeves) (BoardRoomCR)	11:30AM - 1:30PM Reputation/Plan C & Ancillary Services - Strategic Planning Committee (Crawford, Chastain, Henderson) (BoardRoomCR)		
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			3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)			
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September 2017

August 2017 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

October 2017 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

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		Gettysburg Leader	ship Experience (9/12	2 ♦ Gettysburg, PA		
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17	18	19	20	21	22	23
			3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)			
			Directors Meeting (BoardroomCR)			
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October 2017

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November 2017 1 2 3 4 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

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		9				
15	16	17	3:00PM - 6:00PM	19	20	21
			 3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR) 			
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November 2017

October 2017 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



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		 3:00PM - 6:00PM Audit and Finance Committee Meeting (Budget Meeting) (BoardroomCR) 	3:00PM - 6:00PM Audit and Finance Committee Agenda (Budget Meeting) (BoardroomCR)			
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				Thanksgiving Day	(Thanksgiving Holic	
19	20		22	23		25
		● 11:00AM - 2:00PM Special Board of Directors Meeting (Legislative Luncheon) (Embassy Suites)	3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)		[Directors Winter So	cho ♦ Nashville, TM
26 5/23/2017 8:34 AM	27	28	7/13	30	1	9 <u>2</u>

December 2017

November 2017

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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
		■ 11:00AM - 2:00PM Special Board of Directors Meeting (Legislative Luncheon) (Embassy Suites)	3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)		Directors Winter Sc	ho ♦ Nashville, TM
26 Directo	27	28 ecember 1-6 ♦ Nashvi		30	1	2
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10	11	12	3:00PM - 6:00PM Regular Board of Directors Meeting	14	15 (Christmas Eve Hol)	16
17	18		(Boardroom)	21	22	23
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24	New Year's Day	26	27	28	29	30
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January 2018



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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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			Directors Meeting (BoardroomCR)			
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February 2018



March 2018									
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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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	Tentative (Legisla	ative Visit) ♦ Juneau, A	K ♦ Connie Owens			
11	12	13	14	15	16	17
					- (Director Education 2	
		■ 3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)				
18		2/22 - 2/25) (Annual M	21	22	23	24
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March 2018

February 2018

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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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			 3:00PM - 7:00PM Audit & Finance Committee Followed by Special Board of Directors Meeting (BoardroomCR) 			
			, , , , , , , , , , , , , , , , , , ,			
18	19	20		22	23	24
			■ 3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)			
25 5/23/2017 8:34 AM	26	27	11/13	29	30	13 <u>31</u>

April 2018





Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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		Tomativo: Gratogio	Training W/Dodia	TEE V COMMIC CWOME		
15	16	17	18	19	20	21
			 3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR) 			
			(BoardroomCR)			
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May 2018





Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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13	14	15	16	17	18	19
			 3:00PM - 6:00PM Regular Board of Directors Meeting (Board of Directors Meeting) 			
			Meeting)			
20	21	22	23	24	25	26
20	Memorial Day ♦ Ur			2-1		20
27 5/23/2017 8:34 AM	28	29	30 13/13	31	1	15 <u>2</u>





Presorted First-Class Mail U.S. Postage PAID Washington, D.C. Permit No.1006

4301 Wilson Boulevard Arlington, Virginia 22203-1860 electric.coop

Summer School East

Charleston, SC June 9-14, 2017

Summer School West

Colorado Springs, CO July 14-19, 2017

Classes are forming now.
Register today!



BLC
BOARD LEADERSHIP
CERTIFICATE

Do you already have your CCD and BLC credentials? Cross the finish line to Director Gold!

If you've already earned your CCD and BLC credentials, but still need the additional 3 credits required to earn the NEW Director Gold status, take advantage of 2017 Summer School to get the credits you need!

CCD
CREDENTIALED COOPERATIVE
DIRECTOR CERTIFICATE

Go to cooperative.com and register now.

Space is going fast!







Agenda At-a-Glance (subject to change)

Summer School East | Charleston, SC | June 9-14, 2017

Summer School West | Colorado Springs, CO | July 14-19, 2017

Registration: 7:00 a.m. - 8:00 a.m. | Class Hours: 8:00 a.m. - 4:00 p.m. (unless otherwise noted)

Course Categories:

Business Model Governance Communication Risk Management Financial Power Supply Technology

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<u>DAY 1</u>	<u>DAY 2</u>	<u>DAY 3</u>	<u>DAY 4</u>	<u>DAY 5</u>	<u>DAY 6</u>
(FRI.)	(SAT.)	(SUN.)	(MON.)	(TUES.)	(WED.)
June 9	June 10	June 11	June 12	June 13	June 14
July 14	July 15	July 16	July 17	July 18	July 19
Board Leade	ership Certifica	ate Courses (E	BLC)		
919.1 (NEW) Cooperative Structure: A Strategic Advantage	913.1 Cooperative Foundations: Co-op Legacy, Principles and Impact on Communities	924.1 Continuity Management and Emergen- cy Response Planning	918.1 Maximizing Your Grass- roots Strategy	901.1 Rules and Procedures for Effective Board Meetings	903.1 The Role of the Board Chair in Con- ducting Ef- fective Meet- ings
929.1 Current Gov- ernance Is- sues in Policy Development	921.1 Risk Over- sight: The Board's Role in Risk Man- agement	925.1 Co-op Bylaws: Guiding Prin- ciples & Cur- rent Issues	Decision Makin [Day 1]	ective Boardroom	943.1 (NEW) Conversation Skills Outside the Board- room
963.1 Strategic Technologies and their Impact on the Cooperative	974.1 Rate Strate- gies for 21st Century Chal- lenges	935.1 Appraising and Compen- sating the CEO	958.1 Succession Planning: De- veloping the Purpose-Driv- en Organiza- tion	914.1 Cooperative Communications and Public Opin- ion: The Direc- tor's Perspective	955.1 Your Board's Culture: Its Impact on Ef- fectiveness
		956.1 Crucial Conversations in the Board- room	961.1 (NEW) The Evolution of Electric Cooperative Power Supply	957.1 How to Evalu- ate and Improve Board Perfor- mance	975.1 Capital Credits: Issues and Decisions
				964.1 Communicating the New Energy Landscape	
Credentialec	l Cooperative	Director Cour	rses (CCD)		
2600	2620	2640 (1.5 day o	class)	2610	2630
Director Du-	Board Op-	Financial Decis	ion Making	Understanding	Strategic
ties and Lia-	erations and	-	[Day 2]	the Electric Busi-	Planning
bilities	Process	8 a.m 4 p.m.	8 a.m11:30 a.m.	ness	



Card Number: ____

notification or any compensation.

2017 SUMMER SCHOOL FOR DIRECTORS

REGISTRATION FORM

3 Easy Ways to Register:

ONLINE: www.cooperative.com FAX: 703.907.5951 MAIL: NRECA, PO Box 758777, Baltimore, MD 21275-8777 Check the appropriate box below: (If you are attending more than one school, please submit a registration form for each location.) □ Summer School East | Charleston, SC | June 9-14
□ Summer School West | Colorado Springs, CO | July 14-19 1. Tell us who you are. Please print. Name: _____ Company: _____ Address: _____ City:______ State:____ Zip:_____ Telephone: _____ Ext: _____ E-Mail: Contact Name & E-Mail: (if different from registrant) 2. Select the courses you plan to attend. (please select only one session per day) All session fees are \$609 unless otherwise noted. Sessions run from 8 a.m. - 4 p.m. unless otherwise noted. Day Four: Day One: ☐ 918.1 Maximizing Your Grassroots Strategy ☐ 919.1 Cooperative Structure: A Strategic Advantage (NEW) ☐ 929.1 Current Governance Issues in Policy Development ☐ 951.2 Developing Effective Boardroom Decision Making ☐ 963.1 Strategic Technologies and their Impact on the (this course is 1.5 days; \$850) Cooperative □ 958.1 Succession Planning: Developing the Purpose-Driven ☐ 2600 Director Duties and Liabilities Organization ☐ 961.1 The Evolution of Electric Cooperative Power Supply (NEW) Day Two: ☐ 913.1 Cooperative Foundations: Co-op Legacy, Principles and Day Five: ☐ 901.1 Rules and Procedures for Effective Board Meetings Impact on Communities ☐ 921.1 Risk Oversight: The Board's Role in Risk Management ☐ 914.1 Cooperative Communications and Public Opinion: ☐ 974.1 Rate Strategies for 21st Century Challenges The Director's Perspective ☐ 2620 Board Operations and Process □ 957.1 How to Evaluate and Improve Board Performance ☐ 964.1 Communicating the New Energy Landscape **Day Three:** ☐ 2610 Understanding the Electric Business ☐ 924.1 When Disaster Strikes: Continuity Management and **Emergency Response Planning** ☐ 925.1 Co-op Bylaws: Guiding Principles & Current Issues □ 903.1 The Role of the Board Chair in Conducting Effective ☐ 935.1 Appraising and Compensating the CEO Meetings ☐ 956.1 Crucial Conversations in the Boardroom ☐ 943.1 Conversation Skills Outside the Boardroom (NEW) ☐ 955.1 Your Board's Culture: Its Impact on Effectiveness (this course is \$916) □ 2640 Financial Decision Making ☐ 975.1 Capital Credits: Issues and Decisions (this course is 1.5 days; \$850) ☐ 2630 Strategic Planning 3. Total registration fees: \$____ **4. Payment Method:**

Check Payable to "NRECA" *Payment must be included with form in order to process ☐ Charge My: O AMEX O Discover O Mastercard Name on Card: _____

Cancellation, Substitution and Refund Policy: Members can cancel online via Cooperative.com > Member Center > My Registrations. Alternatively, cancellations can be submitted in writing. Cancellations received by May 24, 2017 (SS East), June 28, 2017 (SS West), are fully refundable. Registrants who cancel after this date will be issued a refund minus \$175 cancellation fee. Substitutions are allowed. Registrants failing to cancel prior to the start of the event and no-shows are responsible for paying the full registrations fees. For more information regarding cancellations or refunds, please contact Accounts Receivable at 703-907-6875, accountsreceivable@nreca.coop or fax to 703-907-5951.

Photography/Image Agreement: By executing and submitting the Registration form, you acknowledge that you are authorized to agree to its terms on behalf of (1) yourself, (2) your employer or the entity on whose behalf you are registering, and (3) each of the individuals you are registering listed on the Registration form who are not minors (collectively "Registrants"). Registrants agree to allow NRECA to take and publish Registrants' likeness using still photograph or mot ("Images") for use in the promotion of electric cooperatives, NRECA, and/or its affiliates in NRECA's sole discretion. Registrants grant NRECA a non-excl worldwide, royalty-free, and perpetual (for the duration of the applicable copyright) license to copy, crop, alter, touch up, edit, publish, display and distrit in whole or in party on basis, to use the Images without limitation in displays, print or electronic publications, advertisements, and web sites, and without

_____ Exp. Date: _____

2017 Summer School Courses

Credentialed Cooperative Director (CCD) and Board Leadership Certificate (BLC) — What's the Difference?

The Credentialed Cooperative Director (CCD) certificate gives you the knowledge and skills you need to meet the typical challenges you'll face on today's board.

The Board Leadership Certificate (BLC) takes your knowledge and skills to an even higher level. NRECA recommends that you earn the CCD certificate before you start taking courses toward the BLC.



Look for the CCD symbol that indicates which courses count toward this certificate.



Look for the BLC symbol that indicates which courses count toward this more advanced certificate.

2600 DIRECTOR DUTIES & LIABILITIES

This course, the first of the required CCD courses, explains the board's duties of loyalty, obedience and due care, and the need for directors to acquire the knowledge and skills necessary to fulfill their responsibilities. We'll review the coop business model, today's electric utility business, legal and regulatory concepts, and the importance of maintaining an effective CEO-board relationship.



The electric utility industry is an evolving high-tech system. Such a system must be designed and engineered to meet regulatory and consumer standards for reliability, quality and safety. This requires appropriate investments on a planned and ongoing basis. Participants will learn about the key components of the electric utility industry.

2620 BOARD OPERATIONS & PROCESS

The board of directors is responsible for managing the affairs of the corporation. In fulfilling its duties, the board typically can only take official action via majority vote in a duly convened meeting. This course focuses on the legal requirements for holding board meetings and also on the human factors and group processes that make such meetings productive and effective. There are no prerequisites for this course.

2630 STRATEGIC PLANNING

Boards have ultimate responsibility for ensuring and evaluating the long-term health of the organization. To achieve this goal, directors use strategic planning. They also authorize the appropriate allocation of resources through the adoption of financial policies and by budget review and approval. This course teaches directors how to conduct an effective strategic planning process.

CCD

2640 FINANCIAL DECISION MAKING (1.5 DAY COURSE)

This course helps directors understand the role of the board in financial planning, including identifying the basic documents used in financial planning and reporting, assessing the issues that drive financial decisions, balancing competing goals, and taking responsibility to monitor and evaluate results.

901.1 RULES & PROCEDURES FOR EFFECTIVE BOARD MEETINGS

To equip directors to participate more effectively in board meetings, this course introduces them to the rules of parliamentary procedure as contained in Robert's Rules of Order. Topics covered include the essential rules of debate, the key elements of agendas and minutes, and procedures for voting, elections, and secret ballots.

903.1 THE ROLE OF THE BOARD CHAIR IN CONDUCTING EFFECTIVE MEETINGS

Course participants will learn how board chairs run successful meetings, including how to organize the meeting, present the issues, encourage the free exchange of opinion among board members and lead the decision-making process to a successful resolution. The material presented complies with Robert's Rules of Order Newly Revised, the parliamentary authority used by more than 95 percent of the groups in the United States.



913.1 COOPERATIVE FOUNDATION: CO-OP LEGACY, PRINCIPLES & IMPACT ON COMMUNITIES

Understanding the unique aspects of the cooperative business model better prepares directors to lead organizations with purpose not profit at their core. Course participants will do a deep dive into the cooperative principles and define how they provide a competitive advantage for today's co-op organizations.

914.1 COOPERATIVE COMMUNICATIONS & PUBLIC OPINION: THE DIRECTOR'S PERSPECTIVE

Electric co-ops need to communicate effectively to maintain member loyalty. Whether it's communicating future rate increases or advertising your co-op's participation in renewables, strong communication programs strengthen your identity with your consumers and build customer loyalty. This course explains the roles and responsibilities of directors for communications during a crisis or controversy. It also covers how to manage public opinion.

918.1 MAXIMIZING YOUR GRASSROOTS STRATEGY

The power of distribution cooperatives to influence policymakers is vital to their continued success. This course helps directors connect the dots between what they as individual directors can do on behalf of their cooperative while maximizing relationships with their statewide and with NRECA to make sure the co-op voice is heard on Capitol Hill and in the regulatory agencies.

919.1 COOPERATIVE STRUCTURE: A STRATEGIC ADVANTAGE (NEW COURSE)

Prerequisites: It is suggested but not required that participants first take Cooperative Foundations: Co-op Legacy, Principles and Impact on Communities (BLC 913.1)

The cooperative business model provides unique advantages to electric co-ops in today's challenging and shifting energy environment. This course is designed to help directors tap into the strategic advantage of the cooperative structure through greater understanding and use of the cooperative principles and values.



921.1 RISK OVERSIGHT: THE **BOARD'S ROLE IN RISK MANAGEMENT**

Electric co-op boards are operating in what may be one of the most challenging business environments any generation of directors has ever known. The array of risks ranges from financial, regulatory, cyber and economic, to technology and changing member demographics. This course is designed to provide directors with the principles and tools to improve their processes for overseeing the cooperative's risk management activities. Using co-op examples and real world case studies, this interactive course discusses the unique role of board and management to identify. manage, and mitigate risk with processes that are appropriate to the characteristics of individual cooperatives.



924.1 CONTINUITY MANAGEMENT AND EMERGENCY RESPONSE PLANNING FOR DIRECTORS

Cooperatives are subject to the ongoing challenges of providing continuous service to their membership in the face of natural and man-made disasters. Whether it's a hurricane, tornado, or employee sabotage, directors play an increasingly important role in monitoring the activities of management to ensure that physical and IT assets are secure and safe. This course focuses on the directors' role in disaster planning and recovery, showing how they can fulfill the responsibility they have to their members by ensuring the continuity of electrical and business BLC operations.



The continuing evolution of the electric industry in the U.S. has brought about increased scrutiny by consumers and regulators. As a result, many electric cooperatives are being challenged to make sure their bylaws adequately address new situations including changing membership, "large load" exceptions to some state territorial laws, diversified services, distributed generation, and changes in some state or federal laws and regulations. This course will assist directors, CEOs, and agents of electric cooperatives in undertaking a comprehensive review of the co-op's bylaws and highlight the implications that these changes, issues, and challenges bring to bear in future bylaw revisions.



929.1 CURRENT GOVERNANCE ISSUES IN POLICY DEVELOPMENT

Policies set the standard for board behavior. Attendees learn to view policies as proactive tools to establish a standard of board behavior required for governance in today's electric cooperative boardroom. This course revisits the fundamentals of governance and the roles policies play in contributing to effective governance. Participants take part in discussions about current issues facing rural electric cooperatives and how the governance function contributes to the cooperative and adds value. As these issues are discussed and debated, a sample set of policies are used to show examples of policies relevant to addressing today's governance issues.



955.1 YOUR BOARDS CULTURE: ITS **IMPACT ON EFFECTIVENESS**

Directors have official responsibilities but they also tend to conform to the unofficial norms and ways of behaving that evolve uniquely in each boardroom. Such local norms, approved behaviors and ways of thinking that come to be adopted by a group constitute a culture. Some cultures can promote board effectiveness, but others lead to conflict, complacency or similar counter-productive behaviors. This course explains the concept of boardroom culture through an examination of real board case studies, and it discusses why directors should understand and monitor their own boardroom cultures.



The board is responsible for appraising and compensating the chief executive officer (CEO). Appraisal is the process of using agreed-upon measures to evaluate the CEO's performance. Compensation is the process of developing a salary range and approving a salary based on the appraisal. This course focuses

on helping directors to fulfill these

responsibilities to ensure a sound



board-CEO relationship.

Many co-ops are facing increasing member requests for information about rates, solar, energy efficiency and more. Directors are called upon to answer questions, explain policies and even defend their co-ops in a host of venues including director-to-member, speaking in public, a media interview, or in the digital space.

This course will provide directors with guidance on how to handle such situations - emphasizing the importance of establishing and following co-op policies. Participants will learn how to communicate their co-op's policies, plans and positions on matters like rates, distributed energy resources, or the benefits of belonging to a consumer-centric cooperative utility.

951.2 DEVELOPING EFFECTIVE **BOARDROOM DECISION MAKING** (1.5 DAY COURSE)

Effective decision making is a must for today's co-op boards. Directors need the tools to assess today's challenges, identify options, and determine the best choice for all involved. This course shows directors the techniques and skills needed to identify issues, hold constructive discussions, and resolve conflict effectively.



956.1 CRUCIAL CONVERSATIONS IN THE BOARDROOM

This highly interactive one-day course teaches directors skills for creating alignment and agreement in the boardroom by fostering open dialogue around high-stakes, emotional, or risky topics. Using real world coop examples, directors will practice speaking for clarity and purpose; encourage others to do the same; analyze the best ideas to make the highest-quality decisions with the goal of acting on issues with unity and commitment.



957.1 HOW TO EVALUATE AND **IMPROVE BOARD PERFORMANCE**

This course is designed for cooperatives and public power district boards to enable them to follow a proven process to evaluate their own processes, including how they communicate with and appraise the chief executive, how they educate new directors, how they conduct strategic planning, how they govern themselves through the policy-making process, and how they ensure that they meet the long term needs of the membership.



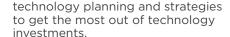
958.1 SUCCESSION PLANNING: **DEVELOPING THE PURPOSE-DRIVEN ORGANIZATION**

Board, CEO and staff succession planning are essential to ensuring tomorrow's purpose-driven organization. Change in personnel is inevitable for all organizations. Such change can often be a challenging time, especially when vacancies occur in leadership positions. This course focuses on the board's responsibility and role in assuring that the cooperative has a succession plan in place for the CEO and itself. Also discussed is the board's role in ensuring that the CEO has a process in place to ensure ongoing development of the organization's workfo potential and a plan to assur continuity and quality in lea



961.1 THE EVOLUTION OF ELECTRIC COOPERATIVE POWER SUPPLY **NEW COURSE**

Electric co-op boards face a rapidly evolving energy landscape where power supply decisions are more complex, involve greater risks and have greater cost consequences for members than ever before. This is a dramatic shift and has significant implications for the diversity of the U.S. electricity generation portfolio, for electricity suppliers and for their customers. This course will focus on strategies boards can pursue in the face of this uncertainty, including understanding what your members want, working closely with your power supplier, communicating with members and being a trusted partner.





964.1 COMMUNICATING THE NEW ENERGY LANDSCAPE

The emergence of distributed energy resources (DER) technologies is giving consumers more choices than ever before. Electric cooperatives are well positioned as consumerowned organizations to be their member's "trusted partner" in navigating the opportunities, risks and benefits of solar and other emerging technologies. This course discusses the top DER technologies, policy issues and questions that co-ops must be prepared to discuss with their members.



975.1 CAPITAL CREDITS: ISSUES & DECISIONS

(Directors are encouraged to complete Course 2640 before taking this course)

Adopting and implementing a capital credits policy are key responsibilities of a co-op's board of directors and management. As the elected representatives of the members, directors must understand the co-op's capital credits policy and be able to explain why it was adopted and how it works.



963.1 STRATEGIC TECHNOLOGIES AND THEIR IMPACT ON THE COOPERATIVE

This course focuses on the importance of technology planning by examining today's emerging technologies using four questions: What will the technology do for the membership? What will it do for the business of the cooperative? Is it cost effective? How well will it integrate with existing systems? This course explores a wide variety of technologies; the role of management versus the board in

BLC

974.1 RATE STRATEGIES FOR 21ST CENTURY CHALLENGES

The jointly developed (NRECA and CFC) publication titled Rate Strategies for 21st Century Challenges; A Guide to Rate Innovation for Cooperatives is featured in this course. Directors will discuss the complex issues that they must balance when considering business plans, financial policies, and alternative rate philosophies and strategies.

Travel & Accommodations

Summer School East • Charleston, SC • June 9 - June 14, 2017



Marriott Charleston

170 Lockwood Blvd. Charleston, SC 29403

- Room rate: \$189 plus applicable taxes
- Rate cut-off date: May 18, 2017
- Reservations: call 843-723-3000 and reference NRECA 2017 Summer School
- Check-in: 4:00 p.m.
- Check-out: 11:00 a.m.
- 12 miles from Charleston International Airport

Summer School West • Colorado Springs, CO • July 14 - July 19, 2017



Antlers Hotel Colorado Springs

4 South Cascade Ave. Colorado Springs, CO 80903

- Room rate: \$159 plus applicable taxes
- Rate cut-off date: June 15, 2017
- Reservations: call 719-955-5600 and reference NRECA 2017 Summer School
- Check-in: 4:00 p.m.
- Check-out: 12:00 p.m.
- 11 miles from Colorado Springs Municipal Airport
- 85 miles from D 21 International Air



(/conferences-education/conferences/gettysburg-leadership)

Sep 12 - Sep 14, 2017 Gettysburg, PA



Cooperative.com (/publicHome/Pages/default.aspx) > Conferences & Education (/conferences-education/Pages/default.aspx) > Conferences & Meetings (/conferences-education/conferences/Pages/default.aspx) > Gettysburg Leadership Experience (/conferences-education/conferences/gettysburg-leadership/Pages/default.aspx) > Fall: September 12 – 14, 2017

MENU ▼

Gettysburg Leadership Experience for Co-op Leaders

September 12 - 14, 2017, Gettysburg, PA

The approach of The Gettysburg Leadership Experience is to use the Battle of Gettysburg as a historical backdrop for exploring time-tested leadership approaches. Using a case study method, the two and one-half day workshop will focus on:

- » Anticipatory Leadership
- » Clarity of Communication
- » Transactional and Transformational Leadership
- » Predictable Surprises and Negotiating Difficult Conversations

These modules were specifically selected to help cooperative CEOs and Senior Leaders, address contemporary issues facing our industry and your co-op and its workforce specifically. NRECA has worked with FCC Services, and whose membership base is similar to NRECA's, to hone and customize the case studies to ensure a solid connection with our industry.

You don't have to be a history buff or Civil War expert to appreciate the real life leadership demonstrated in Gettysburg so many years ago. We believe the battlefield lessons will come alive for each participant. The program is limited to 30 participants, and we anticipate that the session will sell out quickly.

Gettysburg Leadership Experience for Co-op Leaders is part of the Board Leadership Certificate curriculum, BLC 941.2.

Upon completion of this 2.5 day course directors will earn two credits which can be applied to -

- » Earning the BLC
- » Earning credits after they have completed the BLC to attain Director Gold status
- » Continuing education to maintain the Director Gold certificate

What airport should I fly into to attend the Gettysburg Leadership Experience?

Most attendees that fly in for the Gettysburg Leadership Experience use Thurgood Marshall International Airport (Baltimore) - also referred to as Baltimore Washington International Airport (BWI). It's about a 60-mile drive from the airport to Gettysburg (a 90-minute drive). Both of the Washington airports (Ronald Reagan International Airport and Dulles International) are each over 80 miles away.

Are souses/guests welcome to attend the Gettysburg Leadership Experience?

Spouses/guests are welcome to attend portions of the Gettysburg Leadership Experience including the trip on the morning of Day 1 to The Museum and Visitor Center at Gettysburg National Military Park which includes the film, *A New Birth of Freedom* and a viewing of the Gettysburg Cyclorama oil paining. Spouses/guests are also welcome to attend the group dinner at the Dobbin House Tavern on the evening of Day 1 http://www.dobbinhouse.com/ (http://www.dobbinhouse.com/). Spouses/guests are not allowed to attend breakfasts, lunches, classroom sessions or battlefield tours. All spouses attending the program must register in advance. The fee for spouses/guests is \$130.

What is the daily time schedule for the program?

- » Day 1 begins with full hot breakfast at 7:00am (participants only) with class beginning at 8:00am. Lunch is provided at noon. The program adjourns at 5:00pm and the group dinner takes place at 6:00pm.
- » Day 2 begins with full hot breakfast at 7:00am (participants only) with class beginning at 8:00am. Lunch is provided at noon. The program adjourns at 5:00pm. Dinner on your own.

» Day 3 begins with full hot breakfast at 7:00am (participants only) with class beginning at 8:00am. The program adjourns at noon.



Cooperative.com (/publicHome/Pages/default.aspx) > Conferences & Education (/conferences-education/Pages/default.aspx) > Conferences & Meetings (/conferences-education/conferences/Pages/default.aspx) > Gettysburg Leadership Experience (/conferences-education/conferences/gettysburg-leadership/Pages/default.aspx) > Fall: September 12 – 14, 2017 (/conferences-education/conferences/gettysburg-leadership/Fall/Pages/default.aspx) > Schedule

MENU ▼

*Schedule subject to change

Tuesday, September 12, 2017

+	6:45 am - 7:30 am	Breakfast at Hotel (Participants only)
+	7:30 am - 8:00 am	Welcome & Introductions
+	8:00 am - 12:00 pm	Module 1: "The High Ground" – Anticipatory Leadership
+	12:00 pm - 1:00 pm	Lunch at Hotel (Participants only)
+	1:15 pm	Learning Excursion Departure
+	1:30 pm - 5:00 pm	Learning Excursion: The Museum and Visitor Center at Gettysburg National Military Park
+	6:15 pm	Group Transportation to Dinner
+	6:30 pm - 8:00 pm	Reception and Dinner
+	8:15 pm	Group Transportation returns to Hotel

Wednesday, September 13, 2017

+	6:45 am - 7:30 am	Breakfast at Hotel (Participants only)
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+	7:45 am - 8:00 am	Welcome & Overview of the Day
+	8:00 am - 12:00 pm	Module 2: "The Left Flank" – Transactional/Transformational Leadership
+	12:00 pm - 1:00 pm	Lunch at Hotel (Participants only)
+	1:00 pm - 5:00 pm	Modules 3 and 4: "Pickett's Charge" – Predictable Surprises & Negotiating Difficult Conversations

Thursday, September 14, 2017

+	6:45 am - 7:30 am	Breakfast at Hotel (Participants only)
+	7:45 am - 8:00 am	Welcome & Overview of the Day
+	8:00 am - 11:45 am	Module 5: "Lincoln at Gettysburg" ¬ – Level Five Leadership
+	11:45 am - 12:30 pm	Wrap-up & Take-away Exercise
+	12:30 pm	Adjourn



(/conferences-education/conferences/gettysburg-leadership)

Sep 12 - Sep 14, 2017 Gettysburg, PA



Cooperative.com (/publicHome/Pages/default.aspx) > Conferences & Education (/conferences-education/Pages/default.aspx) > Conferences & Meetings (/conferences-education/conferences/Pages/default.aspx) > Gettysburg Leadership Experience (/conferences-education/conferences/gettysburg-leadership/Pages/default.aspx) > Fall: September 12 – 14, 2017 (/conferences-education/conferences/gettysburg-leadership/Fall/Pages/default.aspx) > Registration

MENU ▼

Registration

<u>View My Co-op's Registrants (/member-center/Pages/My-Coop-Event-Registrants.aspx?</u> <u>eventkey=e27bf025-eb78-4ea7-9253-2a4c483b0607)</u>

Gettysburg Leadership Experience Registration Fees		
Regular	\$2,950 Includes all program materials, breakfasts, lunches, reception and dinner at Dobbin House Tavern, transportation and access to the Gettysburg National Park.	

Gettysburg Leadership Experience Registration Fees

Spouse/Guest

Spouses/guests are invited to participate in the day one (May 9 Learning Excursion to The Museum and Visitor Center at Gettysburg National Park and dinner at Dobbin House Tayern.

\$130

Includes transportation and access to the Gettysburg Visitor Center and Cyclorama, a cycloramic painting completed in 1883 depicting Pickett's Charge. The fee also includes an evening meal with the participants at Dobbin House Tavern, a historic 1776 stone home beautifully and authentically restored, open to the public as a colonial manner restaurant, bed & breakfast, and gift shop.

Advance registration is required. Due to planning requirements for transportation and dinner reservations onsite registrations for spouse/guest participation will not be accepted.

Cancellations received by August 12, 2017 are fully refundable, no refunds after August 12, 2017.

Cancellation, Substitution and Refund Policy

Members can process cancellations online via Cooperative.com > Member Center > My Registrations. Alternatively, cancellations can be submitted in writing. Cancellations received by August 12, 2017 are fully refundable. Registrants who cancel after **August 12, 2017** through September 11, 2017 will be issued a refund minus a \$1,475 cancellation fee. Substitutions are accepted. No-shows and registrants failing to cancel prior to September 11, 2017 will forfeit the full event registration fee and any pre-con workshops, courses, etc., if applicable. Special events (tours, dinners, etc.) or ticketed item fees are non-refundable. For more information on cancellations, please contact Accounts Receivable at 703-907-6875, accounts receivable@nreca.org (mailto:accountsreceivable@nreca.org) or fax to 703-907-5951.

Photography/Image Agreement

By executing and submitting the Registration form, you acknowledge that you are authorized to agree to its terms on behalf of (1) yourself, (2) your employer or the entity on whose behalf you are registering, and (3) each of the individuals you are registering listed on the Registration form who are not minors (collectively "Registrants"). Registrants agree to allow NRECA to take and publish Registrants' likeness using still photograph or motion video ("Images") for use in the promotion of electric cooperatives, NRECA, and/or its affiliates in NRECA's sole discretion. Registrants grant NRECA a nonexclusive, worldwide, royalty-free, and perpetual (for the duration

of the applicable copyright) license to copy, crop, alter, touch up, edit, publish, display and distribute Images in whole or in party on basis, to use the Images without limitation in displays, print or electronic publications, advertisements, and web sites, and without prior notification or any compensation.

Meeting, Event, and Activity Conduct Policy

NRECA strives to create a safe, productive and welcoming environment free from discrimination, harassment, and retaliation for all who participate in NRECA-sponsored meetings, events and activities ("events"). For purposes of this policy, harassment includes, but is not limited to, sexual harassment, offensive or physically threatening bodily contact, and intimidation or discrimination based on race, religion, age, gender, gender identity, sexual orientation, disability, or appearance. Sexual harassment includes any unwelcome sexual advances or attention, whether physical, virtual, or verbal. Harassment, discrimination or intimidation of any kind will not be tolerated.

This policy applies to all who participate in NRECA-sponsored events including, but not limited to, attendees, NRECA staff, sponsors, vendors, guests, contractors, students, and exhibitors. Participation constitutes agreement to comply with this policy as a condition of attendance.

Suspected violations of this policy should be reported to event sponsor or any member of NRECA management while on site at the event or as soon as possible. Violations involving NRECA staff members or contractors should be reported to NRECA's Human Resources Department at https://doi.org/numanresources@nreca.coop) or in person if after the event.

All reports will be treated seriously and investigated promptly. At NRECA's sole discretion, policy violations may result in removal from or denial of access to NRECA-sponsored meetings, events and activities without refund of any applicable registration fee or other costs to the participant.

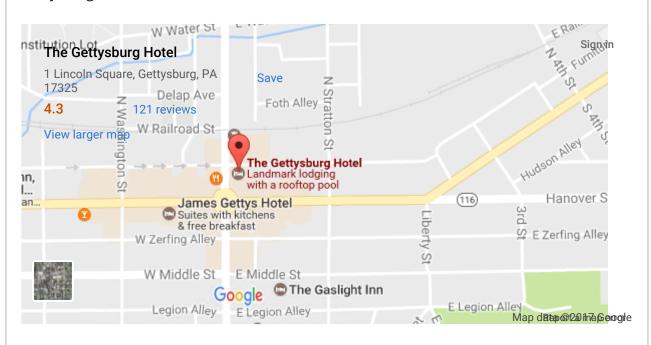
Hotel Information

Gettysburg Hotel (http://www.hotelgettysburg.com/)

Address: Phone:

1 Lincoln Square (717) 337-2000

Gettysburg, PA 17325



Room Rate: \$149/night plus approximately 11% taxes

Reservations: (717) 337-2000

Check-in: 4:00 p.m. **Check-out:** 11:00 a.m.



Travel Information

There are four major international airports within two hours of Gettysburg – Philadelphia (PHI), Baltimore-Washington International (BWI), Washington Dulles (IAD) and Washington Reagan (DCA) -- and one fair-sized regional airport in Harrisburg.

The most convenient airport to and from Gettysburg in terms of the number of flight options in and out, travel time it takes getting to and from Gettysburg, and with the least amount of traffic to deal with is Baltimore-Washington International (BWI).

Harrisburg Regional Airport is 45 minutes away, but has limited flights and they can be expensive.



(/conferenceseducation/Pages/discou
nts.aspx)
View Airline and
Travel Discounts
(/conferenceseducation/Pages/discou
nts.aspx)

LOCAL INFORMATION

Gettysburg, Pennsylvania, where the turning point of the Civil War occurred from July 1 - 3, 1863.

(/conferences-education/conferences/winter-school)

Dec 1 - Dec 6, 2017 Nashville, TN



Cooperative.com (/publicHome/Pages/default.aspx) > Conferences & Education (/conferences-education/Pages/default.aspx) > Conferences & Meetings (/conferences-education/conferences/Pages/default.aspx) > Winter School for Directors

MENU

Winter School for Directors

As boards are challenged to address multiple large-scale issues, including rising costs, climate-change, power supply constraints, and heightened scrutiny of corporate governance practices, NRECA's Winter School for Directors is designed to ensure that board leaders develop the knowledge and skills required to meet these challenges successfully.

Save the date for Winter School 2017!

December 1-6, 2017 Nashville, TN Gaylord Opryland Hotel

Why Should You Attend?

Earn your <u>Credentialed Cooperative Director (CCD)</u> (/conferences-education/certificates/director-certificate/pages/ccd-certificate.aspx) certificate or your <u>Board Leadership Certificate (BLC)</u> (/conferences-education/certificates/director-certificate/Pages/blc-certificate.aspx) while networking and sharing solutions with fellow directors from co-ops across the country. If you've already earned your CCD and BLC credentials, but still need the additional 3 credits required to earn the NEW Director Gold status, take advantage of 2016 Winter School to get the credits you need!

The new Director Gold credential recognizes directors who have earned their CCD and BLC credentials and are committed to continuing their education throughout their service on the board. If you have already earned your first Director Gold, you may apply the Directors School as one credit of continuing education for maintaining Gold. Working towards earning your initial Director Gold certificate? To earn the initial Gold, one must hold the CCD and BLC credential, and earn three additional credits from the Board Leadership Certificate series of courses.

Learn more about Director Gold https://example.com/here/conferences-education/certificates/director-certificates/director-gold-program.aspx).



education/certificates/director-certificate/Pages/director-gold-program.aspx)

Contact Us

Program Information

Janet Bowers
janet.bowers@nreca.coop (mailto:%20janet.bowers@nreca.coop)
703-907-5622

Registration Questions

Accounts Receivable Department AccountsReceivable@nreca.coop (mailto:%20AccountsReceivable@nreca.coop) 703-907-6875

General Questions

Member Contact Center member-support@cooperative.com (mailto:%20member-support@cooperative.com) 1-877-766-3226

Also of Interest

<u>Board Leadership Certificate (BLC) (/conferences-education/certificates/director-certificate/Pages/blc-certificate.aspx)</u>

<u>Director Certificate Programs (/conferences-education/certificates/director-certificate/Pages/default.aspx)</u>

Summer School for Directors (/conferences-education/conferences/summer-school)

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

April 26, 2017 Wednesday 3:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Divina Portades

I. CALL TO ORDER

Chair Reiser called the Regular Meeting of the Board of Directors to order at 3:01 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Chair Reiser led the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Janet Reiser, Chair

Susan Reeves, Vice Chair

Sisi Cooper, Treasurer

Bettina Chastain, Secretary (via teleconference at 3:16 p.m.)

Jim Henderson, Director

Harry Crawford, Director (via teleconference at 3:24 p.m.)

Stuart Parks, Director

Guests and Staff in Attendance:

Lee Thibert	Connie Owens	Julie Hasquet
Brian Hickey	Paul Risse	James Mullican
Tyler Andrews	Mark Fouts	Jody Wolfe
Sherri Highers	Renee Curran	Teresa Kurka
Arthur Miller	Marty Freeman	Todd McCarty
Mark Johnson	Ron Vecera	Kathy Harris

C. Safety Minute

Marty Freeman, Manager, Safety and Security discussed "*Electrical Safety*" and responded to questions from the Board.

Lee Thibert, Chief Executive Officer (CEO) presented Chair Reiser the NRECA Director Gold Program Certificate.

Chair Reiser presented Director Cooper the NRECA Board Leadership Program Certificate.

II. APPROVAL OF THE AGENDA

Chair Reiser deferred the "Approval of the Agenda" until Directors Chastain and Crawford joined via teleconference. No action was taken.

III. PERSONS TO BE HEARD

A. Member Comments
None

IV. CONSENT AGENDA

- A. Board Calendar
- B. Training and Conferences
 - i. Gettysburg Leadership Experience for Co-Op Leaders, September 12-14, 2017, Gettysburg, PA (Deadline for conference and hotel registration is August 10, 2017)
- C. Minutes
 - i. March 22, 2017, Regular Board of Directors' Meeting (Quezon-Vicente)
 - ii. April 10-12, 2017, Special Board of Directors' Meeting (Quezon-Vicente)
 - iii. April 20, 2017, Special Board of Directors' Meeting (Portades)
- D. Director Expenses

Chair Reiser requested to add the CFC Conference in San Antonio, TX on June 11-14, 2017, under training and conferences.

Chair Reiser stated that Director Henderson will be attending the Gettysburg Leadership Experience for Co-Op Leaders in Gettysburg, PA on September 12-14, 2017.

Director Chastain joined via teleconference at 3:16 p.m.

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

Director Crawford was not present at the time of vote.

Director Chastain designated Director Reeves to sign for her expense report.

Chair Reiser designated Director Henderson as Acting Secretary. No objections were made.

V. CEO REPORTS AND CORRESPONDENCE

- A. 1st Quarter 2017 Safety Report (Freemen/Andrews)
 Tyler Andrews, Vice President, Member and Employee Services, Brian Hickey,
 Sr. Vice President, System Operations and Lee Thibert, CEO discussed the 1st
 Quarter 2017 Safety Report and responded to questions from the Board.
- B. 1st Quarter 2017 Communications Report (Hasquet/Andrews)
 Julie Hasquet, Manager, Corporate Communication and Arthur Miller,
 Executive Manager, Regulatory and External Affairs, discussed the 1st Quarter
 2017 Communications Report and responded to questions from the Board.

C. Election Committee Status Report (Kurka/Andrews)
Teresa Kurka, Director, Member Services and Scott Sanner, Manager,
Information Services Operations discussed the Election Committee Status
Report and responded to questions from the Board.

Director Crawford joined via teleconference at 3:24 p.m.

- D. January 2017 Financial Statements and Variance Report (Harris/Curran)
 The January 2017 Financial Statements and Variance Report were provided in the meeting packet.
- E. February 2017 Financial Statements and Variance Report (Harris/Curran)
 The February 2017 Financial Statements and Variance Report were provided in the meeting packet.

VI. DIRECTOR REPORTS

A. Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report

Chair Reiser reported on the ARCTEC meeting and that is a Strategic Planning and requested to defer further discussion in the Executive Session.

B. Board Committee Reports (Audit and Finance, Operations & Governance)
Director Reeves stated that there were no Governance Committee meetings to report.

Director Crawford designated Director Henderson to sign for his expense report.

C. Other Meeting Reports

Director Crawford reported on attending "Earth Day" a REAP event and informed the Board that it had a huge turnout and that it was a good learning experience.

Director Reeves inquired about the Governance Bylaws review.

Lee Thibert, CEO, stated that NRECA has been contacted and willing to do an on-site training at Chugach Electric.

Director Cooper reported on the April REAP meetings and requested to defer further discussion in the Executive Session.

Chair Reiser stated that she asked Crystal Enkvist, Alaska Power Association (APA) to come in and speak to Chugach about re-joining APA at the next Board Meeting. Lee Thibert, CEO stated that Crystal Enkvist has agreed to speak at the June 2017 Board meeting.

VII. UNFINISHED BUSINESS

None

VIII. NEW BUSINESS

None

IX. EXECUTIVE SESSION

- A. Strategic Planning
 - i. Economy Energy Gas Supply
 - ii. Review Current and Identify New Key Priorities as Applicable with Consideration of Resource Capacity
 - iii. Establish Strategic Planning Working Groups
 - iv. 2017 CEO Performance Parameters and Project Specific Objectives
 - v. New Issues/Ideas

At 3:49 p.m., Director Cooper moved and Director Reeves seconded the motion that pursuant to Alaska Statute 10.25.175 (c) (1), and (3) the Board of Directors go into executive session to: 1) discuss financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and, 2) to discuss 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 6:39 p.m.

X. NEW BUSINESS

- A. 2017 CEO Performance Parameters and Project Specific Objectives* (Board)
 Director Reeves moved and Director Parks seconded the motion that the Board
 of Directors' direct Director Chastain to work with the CEO to refine and
 finalize the 2017 CEO Performance Parameters and Project Specifics Objectives
 for discussion and approval at the next Board meeting. The motion passed
 unanimously.
- B. Economy Energy Gas Supply* (Fouts)

Director Reeves moved and Director Cooper seconded the motion that the Board of Directors' authorize the Chief Executive Officer to finalize the terms and conditions of the economy energy gas supply essentially the same as discussed in Executive Session. The motion passed unanimously.

Director Henderson was not present at the time of vote.

*C. Credit Card Payments** (*Andrews*)

Director Reeves moved and Director Parks seconded the motion that the Board of Directors' accept the resolution titled Retail Payment Processing Fees. The motion passed unanimously.

Director Henderson was not present at the time of vote.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

Director Crawford departed the meeting at 6:46 p.m.

XII. ADJOURNMENT

At 6:49 p.m., Director Cooper moved and Director Reeves seconded the motion to adjourn. The motion passed unanimously.

Directors Crawford and Henderson were not present at the time of vote.

James Henderson, Secretary Date Approved: May 24, 2017

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

May 18, 2017 Immediately Following the Annual Membership Meeting

SPECIAL BOARD OF DIRECTORS' MEETING

Recording Secretary: Arden Quezon-Vicente

I. CALL TO ORDER

Chair Reiser called the Special Board of Directors meeting to order at 8:28 p.m. in the Kahtnu Room 1, Dena'ina Civic and Convention Center, 600 West 7th Avenue, Anchorage, Alaska.

A. Roll Call

Board Members Present:

Janet Reiser, Chair

Susan Reeves, Vice Chair

Sisi Cooper, Treasurer

Bettina Chastain, Secretary

Jim Henderson, Director

Harry Crawford, Director

Stuart Parks, Director

The following employees, members and guests attended:

Lee ThibertConnie OwensArthur MillerPaul RisseTyler AndrewsJanet ThibertBrian HickeyDivina PortadesJosh Resnick

Sherri Highers Julie Hasquet

II. ADMINISTER OATH OF OFFICE TO NEWLY ELECTED BOARD MEMBERS

Barbara Simpson-Kraft, Parliamentarian, administered the Oath of Office to the elected Board members.

III. APPROVAL OF THE AGENDA

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

IV. NEW BUSINESS

A. Discussion – Board Election Procedures
 Barbara Simpson-Kraft, Parliamentarian, reviewed the Board Election
 Procedures and responded to questions.

B. Election of Officers

Chair Reiser opened the floor to nominations for Chair of the Board.

Director Reeves nominated Chair Reiser for Chair of the Board. Director

Chastain seconded the nomination. No other nominations were made. Chair Reiser called for the vote. The nomination passed unanimously.

The result of the vote: Chair Reiser was elected Chair of the Board.

Chair Reiser opened the floor to nominations for Vice Chair of the Board.

Director Reeves nominated Director Chastain for Vice Chair of the Board. No other nominations were made. Chair Reiser called for the vote. The nomination passed unanimously.

The result of the vote: Director Chastain was elected Vice Chair of the Board.

Chair Reiser opened the floor to nominations for Treasurer of the Board.

Director Chastain nominated Director Cooper for Treasurer of the Board. No other nominations were made. Chair Reiser called for the vote. The nomination passed unanimously.

The result of the vote: Director Cooper was elected Treasurer of the Board.

Chair Reiser opened the floor to nominations for Secretary of the Board.

Director Cooper nominated Director Henderson for Secretary of the Board. No other nominations were made. Chair Reiser called for the vote. The nomination passed unanimously.

The result of the vote: Director Henderson was elected Secretary of the Board.

V. ADJOURNMENT

At 8:33 p.m., Director Crawford moved and Director Cooper seconded the motion to adjourn. The motion passed unanimously.

James Henderson, Secretary Date Approved: May 24, 2017

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

$\frac{\textbf{REGULAR BOARD OF DIRECTORS' MEETING}}{\textbf{AGENDA ITEM SUMMARY}}$

May 24, 2017

ACTION REQUIRED	AGENDA ITEM NO. IV.D.
Information Only X Motion Resolution Executive Session Other	
<u>TOPIC</u>	
Director Expenses	
DISCUSSION	
The Director's expenses will be submitted for approv	al at the board meeting.
MOTION	
(Consent Agenda)	

CHUGACH ELECTRIC ASSOCIATION, INC. ANCHORAGE, ALASKA

May 19, 2017

TO: Lee Thibert, Chief Executive Officer

THROUGH: Tyler Andrews, VP Member and Employee Services

FROM: Teresa Kurka, Director of Member Services

SUBJECT: 2017 Election Report

2017 Election Recap

This was our first year of balloting through primarily electronic means while still offering paper balloting by request to our members. The foundation was laid for this change beginning in 2011 when we offered electronic voting for the first time. Communication efforts for this year's election began in 4th quarter 2016 and continued up through the last week of balloting in May 2017. Chugach used a variety of communication tools including email, IVR/Phone, mail, social media, Web, and our monthly newsletter to reach all members.

Voting opened on Monday, April 17th with a voting email campaign sent to over 44,000 Chugach members and paper ballots being mailed to 402 members who had requested them. With 68,826 members of record at election time, it was significant that Chugach member services staff had collected email addresses for nearly 2/3 of the membership.

In terms of voter participation, we had been told to expect a drop with the paperless voting default. However, we found that we were able to increase our overall voter participation over 2016 with 7,436 valid ballots versus 6,329 from 2016; representing 10.8% of the membership and more than a thousand votes more than 2016.

Voting Statistics

Members of Record for the 2017 Election	69.926
	68,826
Valid Email Addresses for Members	44,182
Paper Ballot Requests	402
Validated Mail Ballots Cast	167
Electronic Ballots Cast Via Internet	7,194
Members Registered at the Annual Meeting	224
In-Person Ballots cast at the Annual Meeting	75
Total Ballots Cast in the 2017 Election	7,436
Percentage of Membership Voting	10.8%
Percentage of votes cast by mail	2.3%
Percentage of votes cast electronically	97%
Directors	Total
Stuart Parks (elected to a 4 year term)	4,898
Harry Crawford (elected to a 3 year term)	4,063
Ron Stafford	2,513

2018 Looking Ahead

Chugach staff will meet with the Election Committee and Election Contractor, BDO to do a "lessons learned" debrief session on May 23, 2017. Over the years, this meeting has yielded valuable information that has been incorporated into each subsequent election cycle. Preliminary feedback reflects strong support of the communication efforts to date, particularly the use of postcard mailings and the mailing of the voting control number in order to reach all members, including those without email addresses on file.

CHUGACH ELECTRIC ASSOCIATION, INC. ANCHORAGE, ALASKA

May 24, 2017

TO: Lee Thibert, Chief Executive Officer

THROUGH: Tyler Andrews, VP Member and Employee Services

FROM: Teresa Kurka, Director of Member Services

SUBJECT: Board Policy 507 - Energy Efficiency and Conservation Update

Education and Training

- **Power Pledge Challenge** This year, HEA and Enstar have joined Chugach, ML&P, MEA, AEA and REAP as partners of the Power Pledge Challenge. The challenge consists of giving a 45 minute energy efficiency classroom presentation to students and inviting them to take an energy pledge online. Regional and state prizes will be awarded in the fall.
- Staff Training: Member Service staff received high bill call training with a deeper dive on how to use the daily and interval data from AMI to assist members. New customer service representatives were trained on energy efficiency tips and high bill call scripts.

Community Outreach

- Earth Day In celebration of Earth Day, staff greeted members in the lobby and participated in the community Earth Day celebration in downtown Anchorage. Chugach collected more than 2,500 pounds of electronic waste from its members. In addition to recycling, nearly 40 members signed up for paperless billing, furthering reducing costs and resources needed for paper bills.
- Alaska Energy Efficiency Partnership Chugach continued to be an active member in the partnership group which meets quarterly to discuss energy efficiency projects and programs throughout the state.
- Alaska Forum on the Environment Chugach staff participated in the Alaska Forum on the Environment planning committee. The Forum offers over 100 technical breakout sessions and keynote events and draws as many as 1,800 attendees from around the state. Session track topics included sustainability, energy, climate change and more.

Interdepartmental Programs and Projects:

- Green Power Program Staff is reviewing various Green Power Program (GPP) design options to offer its members. GPPs are utility-sponsored programs allowing members an opportunity to support renewable energy initiatives, on a voluntary basis, through a premium paid on their monthly bill.
- **Electric Vehicle** Staff reached out to electric vehicle owners and coordinated an EV Focus Group to gain a better understanding of motivations and challenges of driving EVs in Alaska. The results of the focus group will assist with the development of Chugach's EV business plan.

• Innovation Services Committee- In early 2017, the committee met and narrowed their exhaustive list of efficiency and revenue options to five specific initiatives. These initiatives are being prioritized by the committee members and will be presented to the executive team in summer 2017.

Member Engagement Platform - My Account

Chugach members are now able to track and compare their usage on the easy-to-use My Account portal. Key energy efficiency and conservation features on My Account are listed below:

- My Account is built to enable Customer Service Representatives (CSRs) to use a robust set of tools
 to support inbound inquiries, assist customers with service transactions, and empower customers
 with tools for better energy management. The portals 'Impersonate' mode ensures that CSRs can see
 exactly what the customer sees.
- To assist in high bill calls, My Account supports the ability to alert a member, via email or SMS text, if they have reached the usage threshold that they have defined for themselves.
- The dashboard comparisons features enable members to compare usage against weather, challenge goals, neighborhood averages, utility averages, and year over year comparisons.
- Energy Markers allow the member to keep a personal log of behavior and physical changes. Analytics are tracked to provide feedback of the member's progress and results.
- The My Account "Heat Maps" allows the member to get a visual view of their consumption. High usage days/hours appear darker red vs. the lower usage days appearing lighter blue. Members can also compare their usage based on their historical data.
- Members have the opportunity to participate in an integrated Energy Challenge which allows them to set a goal and track it within the portal.
- Members also have access to their: latest daily usage compared to the last 90 day average, latest weekly usage compared to the prior week, latest monthly usage compared to the prior month and peak demand at business locations.

These features enable members to have accurate and timely information about their usage which can assist in making informed decisions regarding energy efficiency and conservation methods.

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING AGENDA ITEM SUMMARY

May 24, 2017

ACTION REOUIRED	AGENDA ITEM NO. VIII.A.
Information Only X Motion X Resolution Executive Session Other	

TOPIC

Adoption of 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 adopt the 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; and

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

WHEREAS, the Membership of the Association has elected and qualified 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, James Henderson, 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 <u>24th</u> day of <u>May</u> 2017; 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 $\underline{24^{th}}$ day of \underline{May} 2017.

Secretary

May 2017





■ 5:00PM - 6:30PM Election Committee Meeting (Henderson) (BoardroomCR) ■ 9:30AM - 11:30AM Mlg w/ Reeves and Chastain (2017 CEO Goals and Parameters) (LDT's Office) ■ 5:00PM - 6:30PM Election Committee Meeting Henderson) (Reiser & Reeves) (South Meeting) (Henderson) (Reiser & Reeves) (South Meeting) (Henderson) (Reiser & Reeves) (South Morthern Lights Blwd Morthern Ligh	6
● 9:30AM - 11:30AM Mlg w/ Gettysburg Leadershiip Experience for C ◆ Gettysburg, PA ● 4:30PM - 5:00PM Sisi	6
● 9:30AM - 11:30AM Mlg w/ Gettysburg Leadershiip Experience for C ◆ Gettysburg, PA ● 4:30PM - 5:00PM Sisi	
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7 8 9 10 11 12	13
• 5:00PM - 6:30PM Election Committee Meeting (BoardroomCR) • 11:00AM - 4:00PM REAP Board Meeting (Neighborworks Boardroom) • 5:30PM - 8:30PM Chugach Annual Meeting & Special Board of Directors Meeting (Dena'ina Convention Center) • 14 • 15 • 16 • 17 • 18 • 19	20
• 5:30PM - 6:30PM Elections Committee Meeting (BoardroomCR) • 3:00PM - 6:00PM Regular Board of Directors Meeting - ALL (Boardroom)	
21 22 23 24 25 26 Memorial Day • 12:30PM - 2:30PM • 12:30PM - 2:30PM	27
Reputation/Plan C & Ancillary Services - Strategic Planning Committee (Crawford, Chastain, Henderson) (Chugach BoardroomCR)	
28 29 30 31 1 2	98 3

June 2017





Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
					12:30PM - 2:30PM Reputation/Plan C & Ancillary Services - Strategic Planning Committee (Crawford, Chastain, Henderson) (Chugach BoardroomCR)	
28	29	30	31	1	2	3
			3:00PM - 6:00PM Operations Committee Meeting Followed by an Audit and Finance Committee Meeting (BoardroomCR)	• 4:00PM - 5:30PM Railbelt Alignment - Strategic Planning Committee (Cooper/ Parks) (Chugach Boardroom)		
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1:00PM - 5:00PM Chugach's Family Picnic	Forum 2017 - June 11	-14, 2017 ♦ San Anton	io, TX			
(Alaska Zoo)	4.2	4.2	4.4	4.5	4.6	47
11	12	13		■ 11:30AM - 1:30PM Fuel Supply - Strategic Planning Committee (Reiser/Reeves) (Chugach BoardroomCR)		17
18	19	20	3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)	22	23	24
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July 2017



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August 2017



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			 3:00PM - 6:00PM Audit and Finance Committee Meeting (BoardroomCR) 		■ 11:30AM - 1:30PM Railbelt Alignment - Strategic Planning Committee (Cooper/ Parks) (BoardRoomCR)	
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			● 11:30AM - 1:30PM Fuel Supply - Strategic Planning Committee (Reiser/Reeves) (BoardRoomCR)	11:30AM - 1:30PM Reputation/Plan C & Ancillary Services - Strategic Planning Committee (Crawford, Chastain, Henderson) (BoardRoomCR)		
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September 2017

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October 2017

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November 2017

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December 2017

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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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January 2018



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February 2018



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11	12	13	14	15	16	17
	12	3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR)	17		- (Director Education 2	2/2 ♦ Nashville, TN
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March 2018

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Sunday	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday
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11	12	13	3:00PM - 7:00PM Audit & Finance Committee	15	16	17
			3:00PM - 7:00PM Audit & Finance Committee Followed by Special Board of Directors Meeting (BoardroomCR)			
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			 3:00PM - 6:00PM Regular Board of Directors Meeting (BoardroomCR) 			
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April 2018





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May 2018





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CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

$\frac{\textbf{REGULAR BOARD OF DIRECTORS' MEETING}}{\textbf{AGENDA ITEM SUMMARY}}$

May 24, 2017

ACTION RI	<u>EQUIRED</u>	AGENDA ITEM NO. VIII.B.
X Motio		
TOPIC		
Appointment	t of ARCTEC Member, Management and Al	ternate Representatives
DISCUSSIO	<u>)N</u>	
Company, In appoint in ac	Section 7 of the Bylaws of the Alaska Railbeac., ("ARCTEC") requires the Board of Directordance with a resolution of the Board, the ve and Alternate Representative of Chugach	ctors of Chugach Electric Association to e Member Representative, Management
Member Rep	f Directors adopts the attached Resolution appresentative, Lee Thibert as Management appresentative to the ARCTEC Board of Directors.	Representative and as
MOTION		
	the Board of Directors adopts the Reso Member Representative, Lee Thibert as Alternate Representative to the ARCTE	as Management Representative and



RESOLUTION

Appointment of ARCTEC Member, Management and Alternate Representatives

WHEREAS, Chugach Electric Association, Inc., is a member of the Alaska Railbelt Cooperative Transmission & Electric Company ("ARCTEC"); and

WHEREAS, pursuant to Article III, Section 7 of the Bylaws of ARCTEC, each member must formally appoint the Member Representative, Management Representative and Alternate Representative to the Board of Directors of ARCTEC; and

WHEREAS, Chugach wishes to actively participate in ARCTEC and the management of that organization; and

WHEREAS, the Member Representative and Alternate Representative will serve on the ARCTEC Board of Directors subject to any restrictions or limitations imposed by Chugach Bylaws or Board Policies;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors appoints	as
the Member Representative to ARCTEC and appoints Lee Thibert, Chief Executive Officer	to
serve as the Management Representative to ARCTEC; and	

BE IT FURTHER RESOLVED, that the Board of Directors appoints _____ as the Alternate Representative to ARCTEC.

CERTIFICATION

I, James Henderson, 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 <u>24th</u> day of <u>May</u>, 2017; 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 24th day of May, 2017.

and properly called and held on the <u>24th</u> day of <u>May</u> , 2017; ttes of the meeting and has not been rescinded or modified.
al of this corporation the 24 th day of May, 2017.
Secretary

May 25, 2017

Secretary Alaska Railbelt Cooperative Transmission & Electric Company, Inc. c/o P.O. Box 2929 Palmer, Alaska 99645 Secretary

SEAL

ectetaly.	
cursuant to Article III, Section 7 of the Bylaws of the Alaska Railbelt Cooperative Transmission Electric Company, Inc., ("ARCTEC") the Board of Directors of Chugach Electric Association., appoints as the Member Representative to ARCTEC and appoints Lee Thibert, Chief Executive Officer to serve as the Management Representative to ARCTEC. The Board of Directors appoints as the Alternate Representative to ARCTEC.	on,
These appointments shall continue until superseded by action of the Board.	
certify that these appointments have been approved in accordance with a resolution duly dopted by the Board of Directors of Chugach Electric Association, Inc.	
incerely,	
Chair of the Board of Directors Chugach Electric Association, Inc.	
ecretary of the Board of Directors	
Chugach Electric Association, Inc.	

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING AGENDA ITEM SUMMARY

May 24, 2017

ACTION REQUIRED	AGENDA ITEM NO. VIII.C.
Information Only X Motion X Resolution Executive Session Other	

TOPIC

Simplified Rate Filing (SRF): March 2017 Test Year

DISCUSSION

The results of Chugach's March 31, 2017 Test Year SRF indicate that demand and energy rates should decrease by 3 percent. On a class basis, the results show demand and energy rate reductions of 3 percent to Chugach retail and 4.9 percent to the wholesale class of Seward Electric System.

The reduction in rates is primarily attributed to lower depreciation expense resulting from the Regulatory Commission of Alaska's (Commission) approval of Chugach's updated depreciation rates on March 24, 2017 in docket U-16-081 (\$5.95 million), which was partially offset by higher amortization expense associated with the Commission's May 17, 2017 approval of Chugach's request to create a regulatory asset for the recovery of spare parts located at the Beluga Power Plant in docket U-16-091 (\$1.35 million). The results also reflect upward adjustments associated with workers compensation (\$1.5 million) and wage rates (\$0.3 million) to reflect normalized expense levels.

Chugach has updated the allocators contained in the allocated cost of service, which assigns cost responsibility among the customer classes on the Chugach system. This update is completed on an annual basis. The impact of this update results in a \$0.1 million increase in cost responsibility assigned to Chugach retail and a corresponding reduction in cost responsibility assigned to Seward Electric System.

The results are based on a Chugach system Times Interest Earned Ratio (TIER) of 1.35, with G&T at 1.10 and Distribution at 2.88. Without reductions to demand and energy rates, Chugach's resultant system ratemaking TIER of 1.52 will exceed its RCA authorized TIER of 1.35 by greater than 5 percent. SRF regulations require demand and energy rate reductions if the ratemaking TIER exceeds the RCA authorized TIER by 5 percent or more.

It is recommended that the demand and energy rates to Chugach retail and Seward Electric System be adjusted downwards by 3 percent and 4.9 percent, respectively, and that Chugach submit its March 2017 test period SRF and its calculated demand and energy rate changes with the Regulatory Commission of Alaska for rates effective July 1, 2017.

MOTION

Move that the Board of Directors approve the Resolution authorizing filing with the Regulatory Commission of Alaska, the Simplified Rate Filing described therein.



RESOLUTION

Simplified Rate Filing: March 2017 Test Year

WHEREAS, the Chugach Electric Association, Inc. (Chugach) Board of Directors has approved the use of quarterly Simplified Rate Filings (SRF) to adjust base demand and energy rates for Chugach retail and the wholesale customer class of Seward Electric System, and the Regulatory Commission of Alaska has authorized its use;

WHEREAS, calculations under the SRF procedures based on operating results for the test year ended March 31, 2017 indicate a Chugach system demand and energy rate decrease of 3 percent; and,

WHEREAS, on an individual customer class basis, the results show demand and energy rate decreases of 3 percent to Chugach retail and 4.9 percent to the wholesale class of Seward Electric System.

NOW, THEREFORE, BE IT RESOLVED, that Chugach shall submit its SRF based on the March 2017 test year to the Regulatory Commission of Alaska requesting approval to adjust the demand and energy rates charged to Chugach retail and Seward Electric System downwards by 3 percent and 4.9 percent, respectively, for electric rates effective July 1, 2017.

CERTIFICATION

I, James Henderson, 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 <u>24th</u> day of <u>May</u> 2017; 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 24th day of May 2017.

NRECA Education Programs at Your Co-op/G&T/Statewide

2017 Estimated Costs

Stretch your co-op's training dollars by bringing training directly to your co-op, G&T, and/or Statewide.

General Information

- 1. All estimated costs below include materials for up to 50 participants. A \$50 per registrant fee will be charged if there are more than 50 participants. Please confirm recommended course size for 657.1, 943.1, 951.2, 956.1.
- 2. A second course booked on back-to-back days with the same instructor will be discounted by \$500. One-day classes offered over a two-day period will incur an increased cost of \$2,000.
- 3. For more information or to book a course, contact: Regions 3, 5, 7, 8 and 10: Janet Bowers, 703-907-5622 or janet.bowers@nreca.coop Regions 1, 2, 4, 6 and 9: Brianne Lane, 703-907-5619 or brianne.lane@nreca.coop

NOTE: Courses and their availability subject to change. Contact your regional representative for information and to book.

CO-OP EMPLOYEE COURSES

Co-op Business and Industry			
Course	Estimated Cost	Duration	
101.05 The Power of Cooperatives	\$5,500	Half-day	
119.1 Cooperative Structure: A Strategic Advantage	\$6,106	One day	
781.2 Enhancing IT Effectiveness: Technology Planning, Decision Making and Leadership	\$12,607	Two days	

Supervisory Certificate Courses			
Course	Estimated Cost	Duration	
380.05 Getting Started as a Supervisor		Half-day	
381.05 Personal Time Management		Half-day	
382.05 A Supervisor's Role in Managing Change		Half-day	
383.05 Improving Your Effectiveness Through Communications		Half-day	
384.05 Resolving Conflict Through Negotiation	See note below	Half-day	
385.05 Motivating Employees		Half-day	
386.05 The Supervisor and Human Resources		Half-day	
387.05 Tools for Effective Performance Management		Half-day	
388.05 Occupational Health and Safety for Supervisors		Half-day	
	4		

Note: Supervisory courses are offered in sets of two. Select two courses for delivery on the same day with the same instructor for \$5,702.

Management Essentials Courses			
Course	Estimated Cost	Duration	
640.1 Advanced Workplace Communication Strategies	\$6,106	One day	
641.1 Leading and Managing Teams	\$6,106	One day	
642.1 Maximizing Employee Performance	\$6,106	One day	
643.1 Planning and Leading Change at Your Co-op	\$6,106	One day	
650.1 Managing Successful Projects	\$6,106	One day	
651.1 Negotiating and Managing Contracts	\$6,106	One day	
655.1 Cooperative Finance and Accounting for the Non-Accountant	\$6,106	One day	
657.1 Crucial Conversations for Co-op Staff	\$6,106 plus \$250 per person for materials	One day	

Key Accounts		
Course	Estimated Cost	Duration
487.2 Managing Your Electric Cooperative's Key Accounts	\$12,400	Two days
489.1 Advanced Key Account Management	\$6,106	One day

DIRECTOR EDUCATION COURSES

Credentialed Cooperative Director - CCD			
Course	Estimated Cost	Duration	
2600 Director Duties and Liabilities	\$6,106	One day	
2610 Understanding the Electric Business	\$6,106	One day	
2620 Board Operations and Process	\$6,106	One day	
2630 Strategic Planning	\$6,106	One day	
2640 Financial Decision Making	\$7,028	One and a half days	

Board Leadership Certificate - BLC		
Category/Course Estimated Cost Duration		
Communications		
914.1 Cooperative Communications and Public Opinion: The Director's Perspective	\$6,106	One day
943.1 Conversation Skills Outside the Boardroom	\$6,106	One day

Board Leadership Certificate - BLC			
956.1 Crucial Conversations in the Boardroom	\$6,106 plus \$250 per person for materials	One day	
Cooperative Business Model			
912.05 The Power of Cooperatives	\$5,500	Half-day	
913.1 Cooperative Foundations: Co-op Legacy, Principles and Impact on Communities	\$6,106	One day	
919.1 Cooperative Structure: A Strategic Advantage	\$6,106	One day	
Financial			
974.1 Rate Strategies for 21st Century Challenges	\$6,106	One day	
975.1 Capital Credits: Issues and Decisions	\$6,106	One day	
Governance			
901.1 Rules and Procedures for Effective Board Meetings	\$6,106	One day	
903.1 The Role of the Board Chair in Conducting Effective Meetings	\$6,106	One day	
925.1 Co-op Bylaws: Guiding Principles and Current Issues	\$6,106	One day	
929.1 Current Governance Issues in Policy Development	\$6,106	One day	
930.1 Ethics and Governance: Implementing the New Accountability	\$6,106	One day	
935.1 Appraising and Compensating the CEO	\$6,106	One day	
951.2 Developing Effective Boardroom Decision Making	\$11,903	One and a half days	
955.1 Your Board's Culture: Its Impact on Effectiveness	\$6,106	One day	
957.1 How to Evaluate and Improve Board Performance	\$6,106	One day	
958.1 Succession Planning: Developing the Purpose-Driven Organization	\$6,106	One day	
Grassroots			
918.1 Maximizing Your Grassroots Strategy	\$6,106	One day	
Power Supply			
961.1 The Evolution of Electric Cooperative Power Supply	\$6,106	One day	
964.1 Communicating the New Energy Landscape	\$6,106	One day	
Risk Management			
921.1 Risk Oversight: The Board's Role in Risk Management	\$6,106	One day	
924.1 When Disaster Strikes - Continuity Management and Emergency Response Planning for Directors	\$6,106	One day	
Technology			
963.1 Strategic Technologies and Their Impact on the Cooperative	\$6,106	One day	

Updated October, 2016

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

$\frac{\textbf{REGULAR BOARD OF DIRECTORS' MEETING}}{\textbf{AGENDA ITEM SUMMARY}}$

May 24, 2017

ACTION REQUIRED		AGENDA ITEM NO. X.G.	
X 1 X 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Information Only Motion Resolution Executive Session Other		
TOPIC			
Resolution	on – Close Out Pension Restoration Plan		
DISCUS	SION		
As discussed in Executive Session at the May 24, 2017 Board Meeting.			
MOTIO	<u>N</u>		
Move that effective	at the Board of Directors approve the resolution to Close and essentially the same as discussed in E		



RESOLUTION

Terminate the Deferred Compensation Pension Restoration Plan of Chugach Electric Association - REA #02009

WHEREAS, Chugach Electric Association (the "Co-op") established the Deferred Compensation Pension Restoration Plan (the "PRP") for the benefit of a select group of management or highly compensated employees (the "Employees");

WHEREAS, the Co-op re-adopted the PRP and simultaneously froze the PRP as to enrollment of new Employees;

WHEREAS, all Employees in the PRP have separated from service with the Co-op; and

WHEREAS, in accordance with the powers vested to the Board of Directors of the Co-op (the "Board") in the PRP the Board now desires to terminate the PRP and wind up any other administrative responsibilities;

NOW, THEREFORE, BE IT RESOLVED, effective **[insert effective date]** the PRP shall be terminated and:

- No new Employees may enroll in the PRP,
- No current Employees of the Co-op may participate in the PRP; and
- Any remaining administrative responsibilities pursuant to the terms of the PRP shall be carried out and completed as soon as administratively practicable.

CERTIFICATION

I, James Henderson, 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 24th day of May, 2017; 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 $\underline{24^{th}}$ day of \underline{May} , 2017.

Secretary

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING AGENDA ITEM SUMMARY

May 24, 2017

ACTION REQUIRED	AGENDA ITEM NO. X.H.
Information Only X Motion Resolution Executive Session Other	
TOPIC	

DISCUSSION

2017 CEO Goals and Parameters

At the March 10, 2017, Special Board of Directors' Meeting and April 26, 2017, Regular Board of Directors' Meeting, the Board discussed the 2017 CEO Performance Parameters and Project Specifics Objectives.

A meeting was held on May, 8, 2017 with Directors Chastain and Reeves. As a result of the meeting the goals were revised and are attached.

MOTION

Move that the Board of Directors' adopt the 2017 CEO Goals and Parameters as discussed in Executive Session at the March 10, 2017, Special Board of Directors' Meeting, the April 26, 2017, Regular Board of Directors' Meeting as well as the meeting with Lee Thibert on May 8, 2017.

CHUGACH ELECTRIC ASSOCIATION, INC. Anchorage, Alaska

REGULAR BOARD OF DIRECTORS' MEETING AGENDA ITEM SUMMARY

May 24, 2017

ACTION REQUIRED	AGENDA ITEM NO. X.I.	
Information Only X Motion Resolution Executive Session Other		
TOPIC		

Approval of FY2017 Tax Services

DISCUSSION

At the May 10, 2017, Audit and Finance Committee meeting, the Committee recommend the Board of Directors approve the tax services for FY2017.

KPMG provides tax services which includes the preparation and filing of the Form 990 and assistance with various tax related matters.

In accordance with Public Company Accounting Oversight Board Rule 3525 (Audit Committee Pre-approval of Non-audit Services Related to Internal Control Over Financial Reporting) we are seeking Audit and Finance Committee pre-approval of the 2017 Tax Services.

MOTION

Move that the Board of Directors' approve the tax services for FY2017.