



CHUGACH ELECTRIC ASSOCIATION, INC.  
ANCHORAGE, ALASKA

SPECIAL BOARD OF DIRECTORS' MEETING

AGENDA

Bettina Chastain, Chair  
Rachel Morse, Vice Chair  
Harold Hollis, Treasurer  
Jim Henderson, Secretary

Stuart Parks, Director  
Sam Cason, Director  
Mark Wiggin, Director

---

**July 8, 2020**

**Immediately Following the  
Operations Committee Meeting**

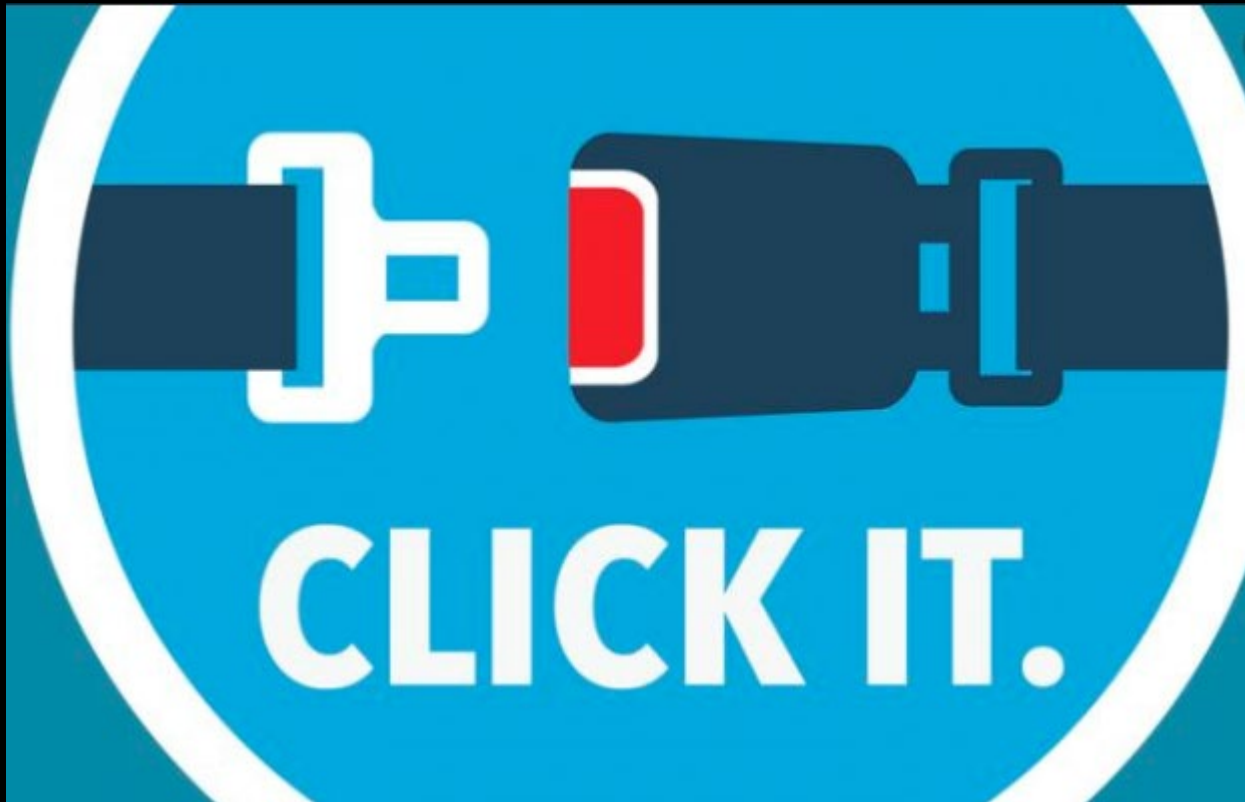
**Chugach Boardroom**

---

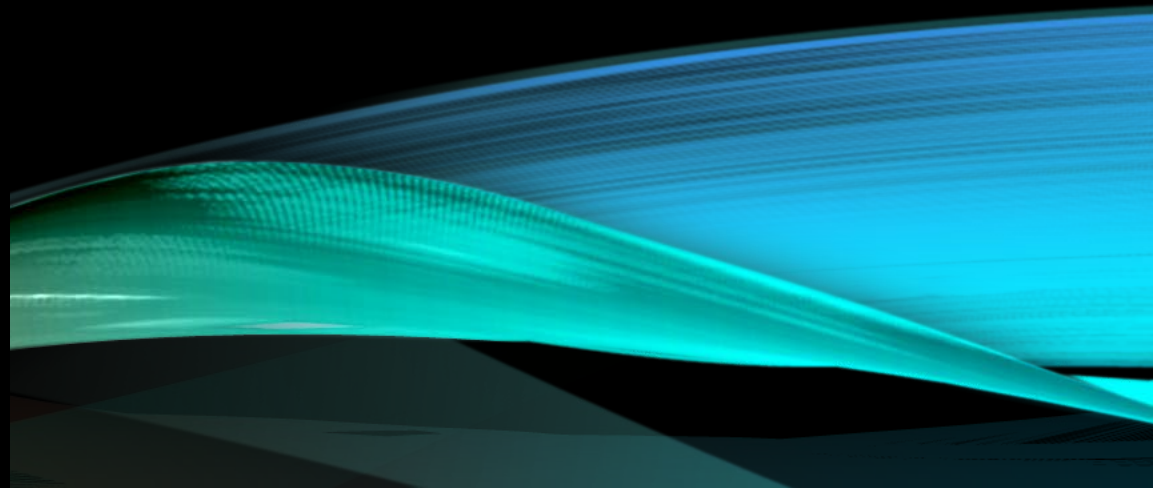
- I. CALL TO ORDER (7:20 p.m.)
  - A. Pledge of Allegiance
  - B. Roll Call
  - C. Safety Minute – “Seat Belt Safety” (Andrews)
- II. APPROVAL OF THE AGENDA\*
- III. PERSONS TO BE HEARD
  - A. Member Comments
- IV. CONSENT AGENDA (none)
- V. CEO REPORTS AND CORRESPONDENCE (none)
- VI. DIRECTOR REPORTS (none)
- VII. UNFINISHED BUSINESS (none)
- VIII. NEW BUSINESS (none)
- IX. EXECUTIVE SESSION (none)
- X. NEW BUSINESS\* (scheduled) (7:30 p.m.)
  - A. Approve ML&P Acquisition Agreements\*\* (Clarkson) (7:30 p.m.)
  - B. Chugach/MEA Operations Agreement for Pooling and Joint Dispatch\*\* (Fouts) (7:35 p.m.)
  - C. 2020-2021 CEO Key Indicators\* (Committee) (7:40 p.m.)
  - D. Consulting Contract with Susan Reeves\* (7:45 p.m.)
- XI. DIRECTOR COMMENTS (7:50 p.m.)
- XII. ADJOURNMENT\* (8:00 p.m.)

\* Denotes Action Items

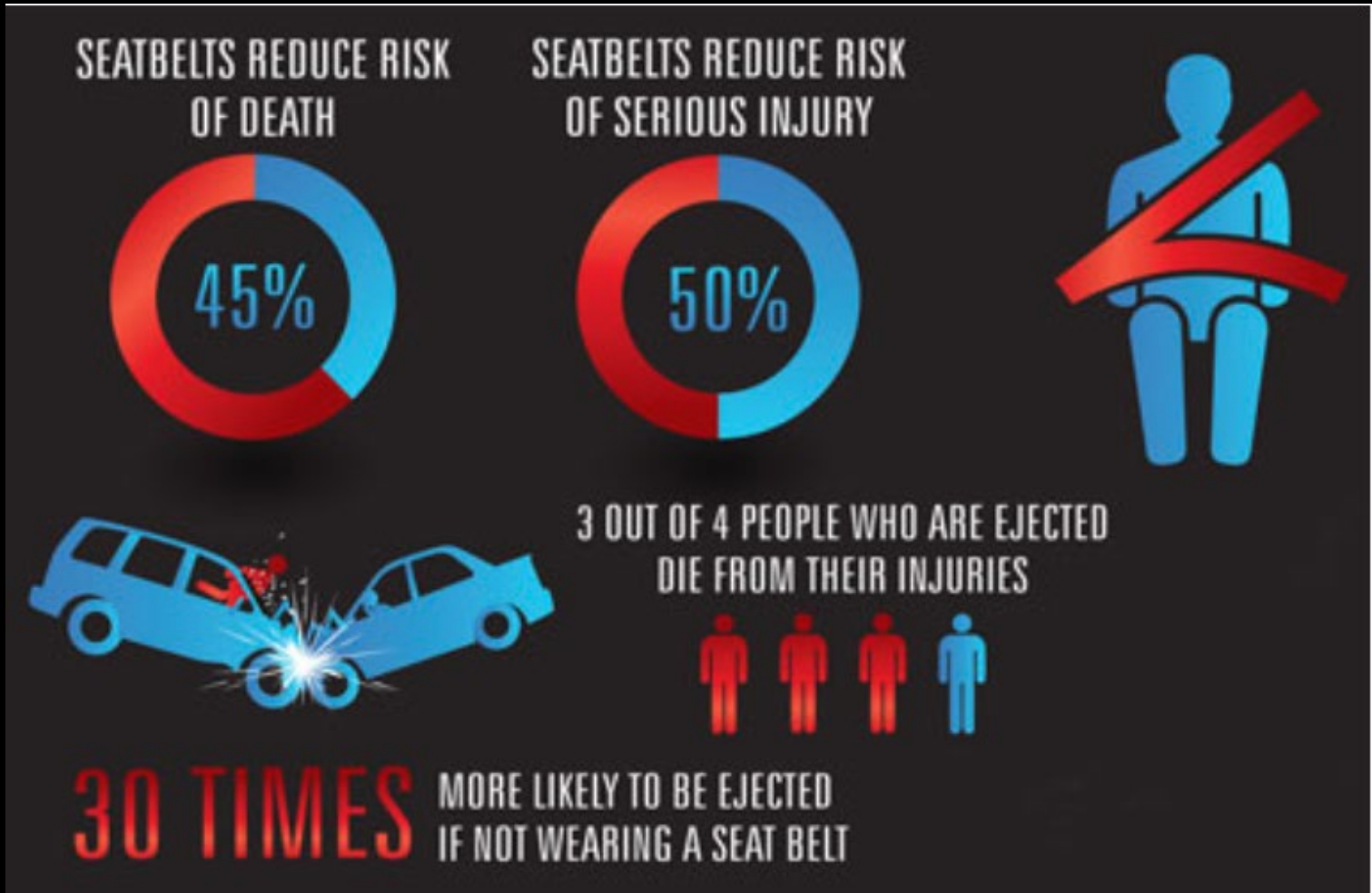
\*\* Denotes Possible Action Items



BUCKLE UP



- The simple act of buckling up is the best way to save lives and reduce injuries from crashes.



# SEAT BELT TIPS



**BUCKLE YOUR SEAT BELT EVERY TIME  
YOU DRIVE OR RIDE IN A MOTOR  
VEHICLE.**



**MAKE SURE CHILDREN ARE PROPERLY  
BUCKLED UP IN A SEAT BELT, BOOSTER SEAT,  
OR CAR SEAT, WHICHEVER IS APPROPRIATE  
FOR THEIR AGE, HEIGHT, AND WEIGHT.**



**MAKE SURE ALL PASSENGERS ARE  
BUCKLED IN BEFORE DRIVING.**



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

**SPECIAL BOARD OF DIRECTORS' MEETING**

**AGENDA**

Bettina Chastain, Chair  
Rachel Morse, Vice Chair  
Harold Hollis, Treasurer  
Jim Henderson, Secretary

Stuart Parks, Director  
Sam Cason, Director  
Mark Wiggin, Director

---

**July 8, 2020**

**Immediately Following the  
Operations Committee Meeting**

**Chugach Boardroom**

---

- I. CALL TO ORDER (7:20 p.m.)
  - A. Pledge of Allegiance
  - B. Roll Call
  - C. Safety Minute – “Seat Belt Safety” (Andrews)
- II. APPROVAL OF THE AGENDA\*
- III. PERSONS TO BE HEARD
  - A. Member Comments
- IV. CONSENT AGENDA (none)
- V. CEO REPORTS AND CORRESPONDENCE (none)
- VI. DIRECTOR REPORTS (none)
- VII. UNFINISHED BUSINESS (none)
- VIII. NEW BUSINESS (none)
- IX. EXECUTIVE SESSION (none)
- X. NEW BUSINESS\* (scheduled) (7:30 p.m.)
  - A. Approve ML&P Acquisition Agreements\*\* (Clarkson) (7:30 p.m.)
  - B. Chugach/MEA Operations Agreement for Pooling and Joint Dispatch\*\* (Fouts) (7:35 p.m.)
  - C. 2020-2021 CEO Key Indicators\* (Committee) (7:40 p.m.)
  - D. Consulting Contract with Susan Reeves\* (7:45 p.m.)
- XI. DIRECTOR COMMENTS (7:50 p.m.)
- XII. ADJOURNMENT\* (8:00 p.m.)

\* Denotes Action Items

\*\* Denotes Possible Action Items

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

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

**July 8, 2020**

**ACTION REQUIRED**

**AGENDA ITEM NO. X.A.**

**Information Only**  
 **Motion**  
 **Resolution**  
 **Executive Session**  
 **Other**

---

**TOPIC**

ML&P Acquisition Agreements

**DISCUSSION**

On December 19, 2018, the Chugach Electric Association, Inc. Board of Directors (“Board”) authorized the Chief Executive Officer to execute and deliver the Asset Purchase and Sale Agreement (“APA”), the Eklutna Power Purchase Agreement (“Eklutna PPA”), the Beluga River Unit Fuel Agreement (“BRU Fuel Agreement”), and the Payment in Lieu of Taxes Agreement (“PILT Agreement”) (collectively, the “Transaction Agreements”).

On October 3, 2019, the Board approved a stipulated Settlement agreement with the parties in the Regulatory Commission of Alaska’s (“Commission”) docket established to review and approve the acquisition. At this meeting, the Board also approved of associated Transaction Agreement amendments.

On May 28, 2020, the Commission approved the Transaction Agreements but required certain amendments to the APA, Eklutna PPA, PILT Agreement, and BRU Fuel Agreement that must be authorized and approved by the Chugach Board of Directors. Chugach has negotiated and agreed upon further amendments to the Transaction Agreements.

**MOTION**

Move that the Board of Directors approve the attached Resolution authorizing the Chief Executive Officer to execute and deliver the Amendments, including the APA Amendment No. 3; the Eklutna PPA Amendment No. 3; the PILT Agreement Amendment No. 3; and, the BRU Fuel Agreement Termination Agreement in substantially the same form as attached and to take all other actions as described in the Resolution and discussed in executive session.

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

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

**July 8, 2020**

**ACTION REQUIRED**

**AGENDA ITEM NO. X.B.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

---

**TOPIC**

Chugach/MEA Operations Agreement for Pooling and Joint Dispatch

**DISCUSSION**

The Board of Directors approved The Amended and Restated Power Pooling and Joint Dispatch Agreement among Chugach, ML&P and MEA on November 30, 2016. This agreement was executed by Chugach, ML&P and MEA, and filed with the Regulatory Commission of Alaska (RCA) as an informational filing in January 2017 ("2017 Pooling Agreement"). Chugach, ML&P and MEA continued development of the power pooling dispatch and settlement processes required under the 2017 Pooling Agreement until October 2018. At that time, Chugach paused development of the 2017 Pooling Agreement dispatch and settlement processes pending the outcome of Chugach's acquisition of ML&P. On May 28, 2020, the RCA conditionally approved Chugach's acquisition of ML&P. One of the conditions required Chugach and MEA to file a power pooling agreement with the specific terms identified in the RCA's Final Order. Chugach and MEA finalized a power pooling agreement on June 30, 2020, and are pursuing approval of the Agreement from their respective Boards.

**MOTION**

Move that the Board of Directors authorize the Chief Executive Officer to negotiate and finalize the terms and conditions of the Operations Agreement for Power Pooling and Joint Dispatch essentially the same as discussed in Executive Session.

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

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

**July 8, 2020**

**ACTION REQUIRED**

**AGENDA ITEM NO. X.C.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

---

**TOPIC**

2020-2021 Chief Executive Officer (CEO) Key Indicators

**DISCUSSION**

At the April 15, 2020, April 27, 2020, May 6, 2020, May 12, 2020 and July 8, 2020 Operations Committee Meetings the Committee discussed the 2020-2021 Chief Executive Officer Key Indicators in executive session.

**MOTION**

Move that the Board of Directors approve the 2020-2021 CEO Key Indicators as discussed in executive session.



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

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

**July 8, 2020**

**ACTION REQUIRED**

**AGENDA ITEM NO. X.D.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

---

**TOPIC**

Board Consulting Contract with Susan Reeves

**DISCUSSION**

For many years, Chugach Electric Association, Inc. has been involved in the acquisition of Municipal Light & Power. In 2018, the Board of Directors, after having spent many months reviewing and analyzing the acquisition documents, authorized the Chief Executive Officer to execute transaction agreement to accomplish the acquisition. Susan Reeves was a Board member during the entirety of these negotiations and deliberations and played an active role in providing guidance and input to staff and other Board members. Ms. Reeves' term on the Board has now terminated and the Board would like to retain Ms. Reeves as a consultant/independent contractor to provide continuity in understanding acquisition documents and actions taken related to the acquisition. Consulting services by Ms. Reeves would be to assist, consult, and advise the Board on issues related to the ML&P acquisition efforts. Under the Contract, Ms. Reeves would take direction from, and request information through, the Chugach Board Chair.

**MOTION**

Move that the Board of Directors authorize the Board Chair to approve and execute the attached Professional Services Contract with Susan E. Reeves. The Contract term will be through December 31, 2020 and is not to exceed \$9,500.