



**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

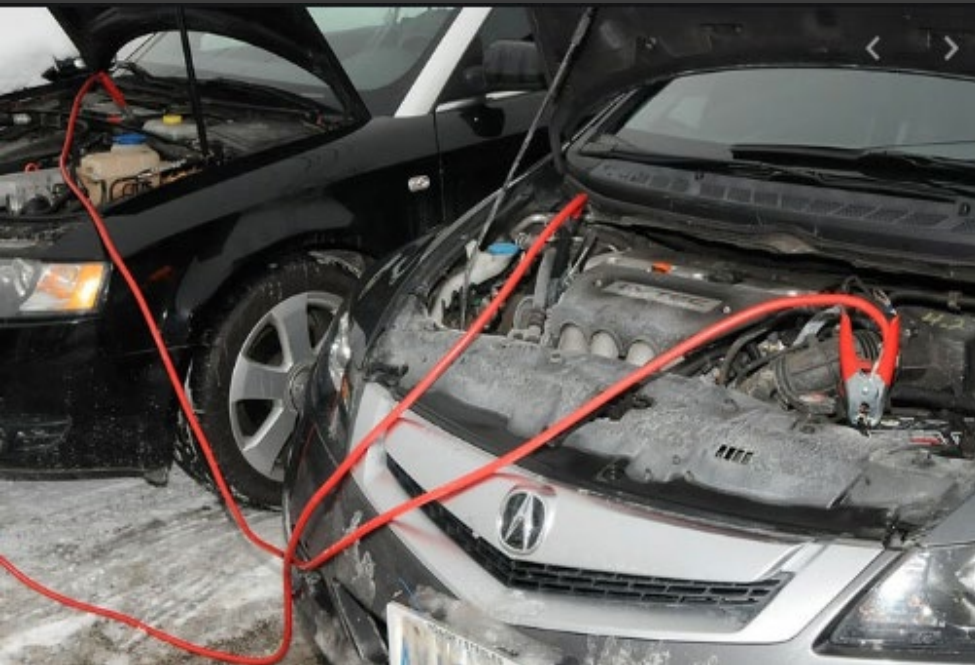
August 5, 2020 **Immediately following the**
Operations Committee Meeting **Chugach Boardroom**

- I. CALL TO ORDER (6:30 p.m.)
 - A. Pledge of Allegiance
 - B. Roll Call
 - C. Safety Minute – “Jump Starting Your Car Safely” (Andrews)
- II. APPROVAL OF THE AGENDA* (6:35 p.m.)
- III. PERSONS TO BE HEARD
 - A. Member Comments
- IV. CONSENT AGENDA (none)
- V. CEO REPORTS AND CORRESPONDENCE (none)
- VI. DIRECTOR REPORTS (none)
- VII. UNFINISHED BUSINESS (none)
- VIII. NEW BUSINESS (none)
- IX. EXECUTIVE SESSION* (scheduled) (6:45 p.m.)
 - A. Amendment – MEA Power Pooling Agreement
- X. NEW BUSINESS* (scheduled) (7:35 p.m.)
 - A. Amendment – MEA Power Pooling Agreement* (Clarkson)
- XI. DIRECTOR COMMENTS (7:40 p.m.)
- XII. ADJOURNMENT* (7:50 p.m.)

* Denotes Action Items
** Denotes Possible Action Items
7/31/2020 12:51:35 PM

A close-up photograph of a person's hand connecting a red jumper cable to a car battery terminal. The battery is partially visible, with a white label showing a plus sign and the number '50'. The jumper cable is red and has a white label with a plus sign and the number '50'. The background is dark and out of focus, showing the engine compartment of a car.

JUMP STARTING
YOUR CAR SAFELY



1. Never let the cable ends (or vehicles) touch.
2. Ensure booster vehicle is turned off and set the parking brakes.
3. Always start with the dead battery. Clamp the positive (red) cable to the positive terminal on the dead battery.
4. Attach the other end of the positive cable to the booster car's positive terminal.
5. Staying with the booster car, connect the negative (black) cable to the booster battery's negative terminal.
6. Moving to the dead car, connect the negative cable to any unpainted metal surface within a foot of the dead battery.
7. Make sure both areas under the hood are clear of people and start the booster car.
8. Anytime you jump-start a battery, drive the car for 15 to 20 minutes to let the alternator fully recharge the battery.



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CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

August 5, 2020

ACTION REQUIRED

AGENDA ITEM NO. X.A.

Information Only
 Motion
 Resolution
 Executive Session
 Other

TOPIC

Amended and Restated Operations Agreement for Power Pooling and Joint Dispatch between Chugach Electric Association, Inc. and Matanuska Electric Association, Inc.

DISCUSSION

The Chugach Electric Association, Inc. (“Chugach”) Board of Directors approved the Amended and Restated Power Pooling and Joint Dispatch Agreement among Chugach, Municipal Light & Power (“ML&P”) and Matanuska Electric Association, Inc. (“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 proposed acquisition of ML&P.

On May 28, 2020, the RCA issued Order U-18-102(41)/U-19-020(39)/U-19-021(39) (“Order 39”) conditionally approving 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 (“Power Pool Condition”). Thereafter Chugach and MEA finalized the Operations Agreement for Pooling and Joint Dispatch (“Original Agreement”) and filed it for approval with the RCA on July 15, 2020. Simultaneously, Chugach sought a ruling from the RCA in the acquisition docket that Chugach had satisfied the Power Pool Condition identified in Order 39. On July 31, 2020, the Original Agreement was rejected by the RCA as being facially inconsistent with the requirements of Order 39.

The RCA required Chugach to refile the Agreement with (1) a true 20-year term with no termination rights; (2) an obligation to establish a single load balancing area within the first year of tight pool operation; and (3) clear recognition of the RCA's authority to establish just and reasonable rates and rate mechanisms.

Chugach and MEA reconvened negotiations to address the RCA's concerns through a revised agreement. On August 5, 2020, Chugach and MEA reached agreement on the changes required by Order 39, which are contained in the Amended and Restated Operations Agreement for Pooling and Joint Dispatch ("Amended Agreement"). The Amended Agreement addresses the RCA's three concerns identified above. Once executed, Chugach will submit the Amended Agreement to the RCA for approval and will request expedited consideration that the changes contained in the Amended Agreement facially meet the conditions of Order 39.

MOTION

Motion 1: Move to waive the seven-day rule.

Motion 2: Move that the Board of Directors authorize the Chief Executive Officer to (1) execute and deliver the Amended Agreement in substantially the same form as discussed in executive session, and (2) take all such further action as the Chief Executive Officer shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the Amended Agreement.