

CHUGACH ELECTRIC ASSOCIATION, INC.

BOARD POLICY: 605

REQUESTS FOR ASSOCIATION INFORMATION

I. OBJECTIVE

Alaska Statute 10.25.235 provides members, and only members, with a right to “at a reasonable time and for a proper purpose, examine and make copies of the books and records of the cooperative at the principal office of the cooperative.”

The objective of this Policy is:

- A. To establish the procedures to be followed in responding to requests for Association information from members of the Association;
- B. To establish the cost of reproduction to be charged;
- C. To provide a procedure for accepting or rejecting requests; and
- D. To provide a procedure for appealing rejected requests.

II. CONTENT

- A. Requests for current Articles of Incorporation, Bylaws, Board policies, annual reports, and newsletters of the Association shall be provided to the requesting member at no charge and such requests shall not be required to be accompanied by a completed Request for Information Form.
- B. The following information shall be provided to a member pursuant to Article XVII of the Association Bylaws upon completion of a Request for Information Form and payment of the cost of producing the information as provided in Paragraph K. below:
 - 1. Names and mailing addresses of Association members when requested by a candidate running for election to the Association Board;
 - 2. Requests for salary, title, job classification and position description, benefits, leave accrued and cashed-in, and hours worked, but not employee name, for each employee in the Association;
 - 3. Collective bargaining agreements to which the Association is a party;
 - 4. Documents provided in open session of board or committee meetings, including but not limited to, minutes, budget documents, feasibility studies, audits, cost effectiveness studies, and correspondence between the Association and third parties;

5. Published information which shall include documents provided to any regulatory authority including, but not limited to, the Regulatory Commission of Alaska (RCA), Federal Energy Regulatory Commission (FERC), and Securities and Exchange Commission (SEC) filings.
- C. The Chief Executive Officer or his/her designee will determine whether or not the requested document or publication falls within paragraph II.A. or II.B. above.
 - D. All requests for documents or information shall be accompanied by a Request for Information Form which has been completed and signed by the requestor. The completed form shall be submitted to the Chief Executive Officer or his/her designee who shall determine if the request is being made for a proper purpose. For the purposes of this Policy, Article XVII of the Bylaws, and consistent with Alaska Statute 10.25.235, a proper purpose is one that is necessary for the member to protect or carry out his or her membership interest in the Association.
 - E. Requests that are determined not to be by a member and for a proper purpose shall be denied. Any denial of a request for information shall be accompanied by an appropriate explanation. Any request that has been denied may be appealed to the Board of Directors and the Board shall make the final decision whether the request is for a proper purpose.
 - F. Confidential information shall not be released, except under the circumstances described in Paragraph G below. Confidential information will generally fall into one of the following categories:
 1. All information provided to the Board of Directors during executive sessions in accordance with AS 10.25.175, Article V, Section 5 of the Association's Bylaws and Board Policy 201;
 2. Privileged and confidential attorney-client information;
 3. Attorney work product;
 4. Information protected by privacy laws;
 5. Trade secrets, information protected by patent or copyright, or similar information;
 6. Proprietary information that if revealed to competitors or other entities, would disadvantage the Association;
 7. Confidential personnel information;
 8. Information which the Association is contractually required to keep confidential;
 9. Information protected by the self-evaluative privilege;

10. Information subject to Securities and Exchange Commission nondisclosure rules, if applicable; or
11. Any other information that is required to be kept confidential under applicable state or federal law.

Any denial of a request for confidential information shall be made by the Chief Executive Officer and shall be accompanied by an explanation of the reasons for the denial. A denial may be appealed to the Board of Directors. The Association shall also seek judicial protection of court-imposed conditions on confidential information if necessary.

G. Potential Release of Confidential Documents Presented to Board. Confidential hard copy or electronically stored documents provided to the Board or to a Board Committee (collectively referred to herein as the “Board”) may be released to Association members in accordance with the procedures set forth in this section. Requests that are determined not to be by a member and for a proper purpose shall be denied.

1. Upon completion of a Request for Information Form for a confidential document previously provided to the Board, the request will be forwarded to the General Counsel (or his or her delegate). The General Counsel shall review the confidential document(s) and decide whether they should remain confidential or be made available for release.
2. The General Counsel shall be guided by the following more specific guidelines for confidential documents related to labor negotiations and financial, strategic, and long-term planning, unless application of such guidelines to a particular confidential document would not be in the best interest of the Association:
 - a. Collective bargaining agreements will be released in accordance with Article XVII, Section 1(c) of the Association Bylaws and consistent with the remainder of this policy. Analyses and other information describing (i) a ratified agreement and (ii) all voted on, but rejected provisions, will be released, except that analysis and bargaining strategies prepared or used in connection with collective bargaining negotiations will not be released. Cost benefit analyses provided to the Board in accordance with Board Policy 404, “Approval of Collective Bargaining Agreements,” on a confidential basis, shall not be released. Cost benefit analyses made available to the public under Board Policy 404 should not be considered confidential information.
 - b. Documents concerning financial, strategic, and long-term planning matters, the immediate disclosure of which would have had an adverse effect on the finances of the Association when originally presented to the Board, will be released after termination of the circumstances that would cause immediate disclosure of the

information to have an adverse effect on the finances of the Association.

3. In addition to applying the guidelines provided for in Section II-G.2 of this Policy, the General Counsel shall consult with the author of the document, or anyone else he or she needs to consult, to make his or her initial determination.
 4. The General Counsel shall then prepare a memorandum to the Chief Executive Officer who shall review and either approve or amend the determination.
 5. After review by the Chief Executive Officer, the memorandum shall be provided to the Board as confidential information.
 6. If no Director objects to the determination included in the memorandum at the Board meeting following presentation of the memorandum to the Board, the documents scheduled for release would then become available to requesting members. If a Director objects to any determination to release or not release a document, that determination would be reconsidered by the Board in executive session and then addressed, if necessary, via motion in open session.
 7. If any release of information under this Policy triggers Securities Exchange Commission reporting requirements, if applicable, timely reports will be made.
- H. Except as provided in Article XVII of the Association Bylaws, or in Paragraphs I and J below, information contained within a member's file is confidential and will not be provided to anyone except that individual member or his or her authorized representative upon receipt of proper identification. Information will not be released to law enforcement personnel or other individuals or agencies without a subpoena or search warrant. However, the Association may disclose to law enforcement personnel without a subpoena or search warrant information from member's files relating to crimes committed against the Association by that member.
- I. In order to minimize the risk of abandoned properties freezing up, and notwithstanding the provisions of Paragraph H above, the Association will transfer billing responsibility to lenders and property management companies having a bona fide interest in property served by the Association in lieu of physical disconnection of service for nonpayment. This transfer will be done under procedures as may be set forth by the Association.
- J. The Association has the right and the duty to safeguard the disclosure of the Association's membership list. Therefore, the Association's membership list will not be revealed, distributed, or released except to candidates running for election to the Association Board provided the member requesting the membership list certifies that he or she shall use the list only for the Board election. The Association shall also

seek judicial protection of court-imposed conditions on the use of the membership list, if necessary.

- K. There shall be no charge for copies of Association documents provided in hard copy or electronic form except as provided in this subsection. There shall be a charge for researching and making copies of documents if the time required to find and copy the documents exceeds two hours. The charge shall be the average hourly compensation rate (salary and benefits) of the employee(s) required to perform the research and copying times the number of hours required to complete the project. An estimate of costs may be requested prior to research and copying. Members may review the documents requested prior to copying to determine what pages they want copied but must still pay the cost of research required to find those documents.
- L. The Association recognizes that the cost of reproducing voluminous studies and reports may place a financial burden on the resources of many individuals. Therefore, the Association shall, whenever possible, make available at least one copy of major studies and reports that are not confidential to interested members for inspection at the Association's headquarters. Members can review and designate what portion or pages of those reports, if any, they wish copied.
- M. All completed requests for information will be handled as expeditiously as possible, given the operating needs of the Association.
- N. Nothing in this policy may be interpreted or construed to imply that non-members have any right to Association information.

III. RESPONSIBILITIES

A. Board of Directors

It shall be the ultimate responsibility of the Board of Directors to ensure that non-confidential information requested for a proper purpose is released to members in accordance with this Policy.

B. Chief Executive Officer

It shall be the responsibility of the Chief Executive Officer to implement this Policy by promptly providing non-confidential documents requested for a proper purpose, and by promptly denying all other requests with an appropriate explanation.

Date Approved: March 27, 2024

Attested:



Susanne Fleek-Green
Secretary of the Board