

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 22, 2023
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Sandra Cacy

I. CALL TO ORDER

Chair Chastain called the Regular Board of Directors' meeting to order at 4:01 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Chair Chastain led the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Bettina Chastain, Chair
Mark Wiggin, Vice Chair
Harold Hollis, Treasurer
Sam Cason, Secretary
Rachel Morse, Director
Sisi Cooper, Director

Staff and Guests in Attendance:

Present:

Arthur Miller
Matthew Clarkson
Mike Brodie
Bill Murray
Josh Travis
Marty Freeman
Andrew Laughlin

Sean Skaling
Mike Miller
Karen Griffin
Sherri Highers
Scarlett Masten
Bernie Smith, Member

Mackenzie Banbury,
Yuit Communications
Rachael Frison
Jean Kornmuller
Todd McCarty
Crystal Enkvist,
AK Power Association

Via Teleconference:

Ashton Doyle
Curtis Sims
Steve Konkol,
Member
Brian Kassof,
AK Energy Transparency
Project

Dustin Highers
Nathan Golab
Aurora Roth, Member
Antony Scott, Member
Susanne Fleek-Green,
Member

Todd Glass,
WSGR
Rachel Christensen,
Alaska Center

- C. *Safety Minute*
Marty Freeman, Senior Manager, HSE, discussed “*Protecting Your Hearing*” and January’s Safety Statistics and responded to questions from the Board.
- D. *Electric Power Factoid: Electric Utility Operations - Transformers*
Bill Murray, Manager, Telecommunications, presented an overview Electric Utility Transformers and responded to questions from the Board.

II. APPROVAL OF AGENDA

Director Wiggin moved, and Director Morse seconded the motion to approve the agenda. The motion passed unanimously.

III. PERSONS TO BE HEARD

- A. *Member Comments*
Steve Konkel, Chugach member, commented on the upcoming Chugach Board of Directors’ election and where Chugach was at in the process.

IV. DIRECTOR REPORTS

- A. *Alaska Power Association (APA) Report*
Director Hollis introduced Crystal Enkvist, Executive Director, APA, who provided an update on APA activities and upcoming events. Several Directors commented on and complimented Ms. Enkvist on the APA Legislative Conference earlier that month in Juneau.
- B. *Renewable Energy Alaska Project (REAP) Report*
Director Wiggin provided an update on REAP activities and the recent REAP meeting.
- C. *Board Committee Reports (Audit and Finance, Operations & Governance)*
Director Hollis stated there have been no meetings since the November 30, 2022, Audit & Finance Committee Meeting and that the next meeting would be March 29, 2023.

Director Wiggin reported on the February 8, 2023, Operations Committee Meeting and reported the next meeting would be May 3, 2023.

Director Cason reported that there had been no new Governance Committee meetings since January 11, 2023, and reported the next meeting would be held on April 12, 2023.
- D. *Other Meeting Reports*
Director Cason reported on the Bylaw Committee meetings on the 9th and 15th of February 2023 and introduced Scarlett Masten, Sustainability, KA & Document Control Specialist, who updated the Board on the 5 Bylaw proposals as well as the timeline for the process.

Director Morse reported on the Nominating Committee meetings held on the 13th and 17th of February 2023 and reported that the next meetings would be February 23 and 24, 2023.

Director Cooper reported on the Election Committee meeting which was held on the

21st of February. She noted that the next meeting would be the 28th of February and potentially another meeting on the 7th of March.

V. CONSENT AGENDA

- A. *Board Calendar*
- B. *Training and Conferences*
 - 1. *NRECA PowerXchange, March 3-8, 2023, Nashville, TN*
- C. *Minutes*
 - 1. *January 25, 2023, Regular Board of Directors' Meeting (Doyle)*
 - 2. *February 14 – 16, 2023, Special Board of Directors' Meeting (Doyle)*
- D. *Director Expenses*

Director Cason moved, and Director Morse seconded the motion to approve the consent agenda. The motion passed unanimously.

VI. CEO REPORTS AND CORRESPONDENCE

- A. *November 2022 Variance Report Financial Update (Griffin)*

Karen Griffin, VP, Finance and Accounting, provided the November 2022 Variance Report, an update on the Financials, and responded to questions from the Board.
- B. *Cooper Landing and Moose Pass Reliability (M. Miller/Laughlin)*

Andrew Laughlin, Chief Operations Officer (COO), and Mike Miller, VP, Engineering, provided a report on Cooper Landing and Moose Pass and responded to questions from the Board.

Chair Chastain called for a recess at 5:12 p.m. Meeting commenced at 5:31 p.m.

- C. *Federal Grant Opportunities (Laughlin/D. Highers)*

Andrew Laughlin, COO, and Dustin Highers, VP, Corporate Programs, provided an update on Federal Grant Opportunities and responded to questions from the Board.
- D. *Board Policy Scheduled Tasks/Reports (Board/Staff)*

The Board Policy Scheduled Tasks were provided in the meeting packet.

Arthur Miller, CEO, discussed the CEO Reports and Correspondence contents and responded to questions from the Board.

VII. UNFINISHED BUSINESS

None.

VIII. NEW BUSINESS

- A. *Adoption of Amended 457(b) Plan (Frison)*

Rachael Frison, Manager, Human Resources, discussed the December 29, 2022, SECURE Act Amendment to the Chugach Electric Association, Inc. 457(b) Savings Plan and responded to questions from the Board.

Director Hollis moved, and Director Cason seconded the motion to approve the attached resolution ratifying and adopting the amendment to Chugach's 457(b) Savings Plan as discussed therein. The motion passed unanimously.

B. Appointment of New Board Member (Board)

Chair Chastain called for a motion to fill the vacancy on the Chugach Board. Director Cason moved, and Director Wiggin seconded the motion that pursuant to Board Policy 603 and Article IV, Section 8 of Chugach's Bylaws, the Chugach Board of Directors hereby appoints Bernie Smith to fill the vacancy on the Chugach Board effective February 22, 2023. The motion passed unanimously.

Matthew Clarkson, Chief Legal Officer, administered the oath of office to Bernie Smith, newly appointed Board member.

IX. EXECUTIVE SESSION

Chair Chastain changed the order for items under Executive Session to be taken up. The new order is reflected below.

- A. Personnel Matters – Compensation*
- B. Personnel Matters – Position Grade Evaluations*
- C. Legal and Financial Matters: Transmission*
- D. Legal and Financial Matters: Generation*

At 6:43 p.m., Director Morse moved, and Director Cooper seconded the motion that pursuant to Alaska Statute 10.25.175(c)(1), (3) and (4) the Board of Directors go into executive session to: 1) discuss and receive reports regarding matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 3) discuss personnel matters. The motion passed unanimously.


The meeting reconvened in open session at 8:22 p.m.

X. DIRECTOR COMMENTS

Director comments were made at this time.

XI. ADJOURNMENT

At 8:30 p.m., Director Wiggin moved, and Director Morse seconded the motion to adjourn. The motion passed unanimously.



Samuel Cason, Secretary

Date Approved: March 22, 2023