

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

Wednesday, March 26, 2025

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Heather Slocum

I. CALL TO ORDER

Vice-chair Cooper 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

Vice-chair Cooper lead the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Sisi Cooper, Vice Chair

Mark Wiggin, Chair – *via teleconference*

Susanne Fleek-Green, Secretary

Rachel Morse, Treasurer

Bettina Chastain, Director

Dan Rogers, Director

Jim Nordlund, Director – *via teleconference*

Guests and Staff Attendance Present:

Arthur Miller

Sherri Highers

Matt Clarkson

Andrew Laughlin

Allan Rudeck

Trish Baker

Julie Hasquet

Dustin Highers

Josh Resnick

Cameron Miller

Dusty Menefee

Josh Travis

Grace Johnston

Daniel Herrmann

Sean Skaling

Eric Boyette

Emily Mueller

Kate Ayers

Paul Millwood

Bianca Cross

Steve Nawa

Nick Szymoniak

Whitney Wilkson

Adam Lutchansky

Brett Pherson

Mike Miller

Russ Thornton

Crystal Enkvist, APA

Bart Armfield, Consultant

Steve Gerlek, Consultant

Bill Herman, Member

Bernie Smith, Member

Alex Petkanas, Member

Marnie Isaacs, Member

McKenzie Banbury, Yuit

Via Teleconference:

Sephanie Huddell

Buddi Richey

Amanda Mankel

Katherine Jernstrom,
Member

Mitch Roth, Member
Todd Glass, Wilson
Sonsini

C. *Safety Minute*

Eric Boyette, Senior Manager of Health, Safety, and Environment, presented the *Safety Minute: Fire Safety*, including the year-to-date safety information and responded to questions from the Board.

D. *Electric Power Factoid: Volcano Preparedness (Laughlin)*

Andrew Laughlin, Chief Operating Officer, and Josh Travis, Vice President of Technology and Corporate Services, presented the *Electric Power Factoid: Volcano Preparedness*, and responded to questions from the Board.

II. APPROVAL OF AGENDA

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

III. PERSONS TO BE HEARD

A. *Member Comments*

1. Mitch Roth, Member, commented on fuel costs.
2. Bernie Smit, Member, commented on the Power Pool Agreement, Simplified Rate Filing, Legislative RPS and Executive Sessions.
3. Alex Petkanas, Member, commented on the legislature RPS.

IV. DIRECTOR REPORTS

A. *Alaska Power Association (APA) Report*

Crystal Enkvist, Executive Director & Executive Vice President, Alaska Power Association, provided an update on APA activities, and upcoming events and responded to questions from the Board.

B. *Board Committee Reports (Audit & Finance, Operations & Governance)*

Director Morse reported that the next scheduled Audit & Finance Committee Meeting last met in December and the next meeting will be held April 2, 2025.

Director Nordlund and Director Rogers reported on the March 19, 2025 Operations Committee meeting and that the next meeting will be held on April 9, 2025.

Director Fleek-Green reported that the last Governance Committee meeting was held March 5, 2025, and the next scheduled Governance Committee Meeting will be held June 11, 2025 and the next MAC committee meeting will be held April 22, 2025.

C. *Other Meeting Reports*

Director Fleek-Green reported that Directors Rogers, Nordlund and Fleek-Green met regarding the Chugach Charitable Foundation after the March 5, 2025, Governance Committee Meeting.

Director Cooper presented Director Gold to Director Morse.

V. CONSENT AGENDA

A. Board Calendar

1. *Request for Excused Absence – Wiggin – Regular Board of Directors' Meeting – March 26, 2025*

B. Training and Conferences

1. *NWPPA Annual Membership Meeting May 19-22, 2025, Santa Rosa, CA*
2. *Alaska Sustainable Energy Conference, June 3-5, 2025, Anchorage, AK*

C. Minutes

1. *February 25, 2025, Regular Board of Directors' Meeting (Cacy)*

D. Bylaw Changes

E. Board Policy Updates (202, 204, 404)

F. Director Expenses

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

VI. CEO REPORTS AND CORRESPONDENCE

A. Overview of 2025 Election, Member Appreciation Event, and Annual Meeting (Pherson, Ayers/Hasquet)

Brett Pherson, Manager, Customer Service, Kate Ayers, Sr. Manager, Sustainability and Key Members, and Julie Hasquet, Sr. Manager, Corporate Communications presented an overview of the 2025 Election, Member Appreciation Event and Annual meeting and answered questions from the Board.

B. Legislative Updates (Baker)

Trish Baker, Sr. Manager, Government and Business Affairs presented a legislative and policy update and answered questions from the Board.

C. Power Pool Update (Laughlin/Thornton)

Andrew Laughlin, Chief Operating Officer and Russ Thornton, Vice President Generation and Transmission, presented an update on the Power Pool Agreement and answered questions from the Board.

D. Reliability Report (Laughlin/M. Miller)

Andrew Laughlin, Chief Operating Officer and Mike Miller, VP Engineering, presented the reliability report and answered questions from the Board.

E. Board Policy Scheduled Tasks/Reports (Board/Staff)

Arthur Miller, Chief Executive Officer, updated the Board on the monthly Enterprise Resource Planning update, the Quarterly Business Development report, a Community Solar update, and Board Policy 303.

VII. UNFINISHED BUSINESS (NONE)

VIII. NEW BUSINESS (*SCHEDULED*)

A. *Annual Election: Approval of Date of Record, Master Election Judge, and Election Procedures* (Pherson)*

Brett Pherson, Manager Member Services, presented the 2025 Annual Election: Date of Record, Master Election Judge, and Election Procedures, and answered questions from the Board.

Director Chastain moved, and Director Morse seconded that the Board of Directors set April 17, 2025, as the Date of Record, that Dawn Bundick be appointed Master Election Judge with Tunde Akindipe as the alternate, and that the 2025 Election Procedures be approved as recommended for Chugach's 2025 election. The motion passed unanimously.

B. *Simplified Rate Filing: December 2024 Test Year* (Clarkson)*

Matthew Clarkson, Chief Legal Officer, introduced Nick Szymoniak, the new Vice President of Regulatory and Economic Affairs, and presented the Simplified Rate Filing from the December 2024 Test Year and answered questions from the Board.

Director Morse moved, and Director Chastain seconded that the Board of Directors approve the attached Resolution authorizing the submittal of an informational filing with the Regulatory Commission of Alaska based on the SRF for the December 31, 2024, test year. The motion passed unanimously.

C. *Bylaw Proposal** (Board)*

Director Nordlund proposed an amendment to the Bylaws to revise the language of Article IV, Section 4(a). Nominations.

Director Rogers moved, and Director Fleek-Green seconded that the Board of Directors approve the proposed amendment to the Bylaws that requires the Nominating Committee to seek qualified candidates, verify that nominees meet the qualifications listed in Article IV, Section 4(a) of these bylaws, and screen potential nominees in accordance with policies and procedures adopted by the Board of Directors as outlined in Attachment I for inclusion on the ballot for a vote by the Chugach membership in the 2025 annual meeting election.

After discussion, it was decided to table the motion for legal review.

Director Morse moved, and Director Chastain seconded that the motion be tabled until after Executive Session. The motion passed unanimously.

IX. DIRECTOR COMMENTS

Director comments were made at this time.

X. EXECUTIVE SESSION

A. *Eklutna Update (Laughlin/Clarkson/Hasquet/Glass)*

- B. *Gas Supply, Subject to NDA (Rudeck/Herrmann/Clarkson)*
- C. *HR Matters (Millen/Menefee)*
- D. *Bylaw Amendment*

At 6:38 p.m. Director Morse moved, and Director Rogers 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 8:33 p.m.

Director Fleek-Green recused herself from the Eklutna Update.

XI. NEW BUSINESS (NONE)

XII. ADJOURNMENT

At 8:36 p.m. Director Morse moved, and Director Rogers seconded the motion to adjourn. The motion passed unanimously.



Susanne Fleek-Green, Secretary

Date Approved: April 23, 2025