

CHUGACH ELECTRIC ASSOCIATION, INC.

Anchorage, Alaska

March 30, 2022 - April 1, 2022

Wednesday - Friday

Immediately following the Audit and Finance Committee Meeting

SPECIAL BOARD OF DIRECTORS' MEETING

Recording Secretary: Ashton Doyle

I. CALL TO ORDER

Chair Morse called the Special Board of Directors' meeting to order at 6:00 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Roll Call

Board Members Present:

Rachel Morse, Chair

Bettina Chastain, Vice Chair *(via teleconference)*

James Henderson, Secretary

Harold Hollis, Treasurer

Sam Cason, Director

Mark Wiggin, Director

Erin Whitney, Director *(arrived during Executive Session via teleconference)*

Guests and Staff Attendance

Present:

Lee Thibert

Matthew Clarkson

James Torgerson, Consultant

Via Teleconference:

Connie Owens

II. APPROVAL OF THE AGENDA

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

Director Whitney was not present at the time of the vote.

III. PERSONS TO BE HEARD

None.

IV. DIRECTOR REPORT

None.

V. CONSENT AGENDA

None.

VI. CEO REPORTS AND CORRESPONDENCE

None.

VII. UNFINISHED BUSINESS

None.

VIII. EXECUTIVE SESSION

A. CEO Evaluation

At 6:01 p.m., Director Hollis moved and Director Wiggin seconded the motion that pursuant to Alaska Statute 10.25.175(c)(3) and (4) the Board of Directors go into executive session to: 1) discuss with its attorneys legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 2) personnel matters. The motion passed unanimously.

Director Whitney was not present at the time of the vote.

Director Whitney arrived during Executive Session, time was not noted.

IX. RECESS

The meeting recessed at 8:00 p.m.

X. RECONVENE MEETING

The meeting reconvened on April 1, 2022 at 4:00 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

XI. EXECUTIVE SESSION

A. CEO Evaluation

The meeting reconvened in open session at 6:24 p.m.

Chair Morse, announced that there is a Special Board of Directors meeting on Monday, April 4, 2022 at 4:00 p.m.

XII. NEW BUSINESS

A. CEO Evaluation

Director Cason moved and Director Wiggin seconded the motion that the Board of Directors not proceed with employing Hal Halpern as Chief Executive Officer consistent with the discussions held in Executive Session. The motion passed unanimously.

XIII. DIRECTOR COMMENTS

None.

XIV. ADJOURNMENT

At 6:25 p.m., Director Wiggin moved and Director Cason seconded the motion to adjourn. The motion passed unanimously.



James Henderson, Secretary

Date Approved: April 27, 2022