

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

April 4, 2022
Monday
4:00 p.m.

SPECIAL BOARD OF DIRECTORS' MEETING

Recording Secretary: Arden Quezon

I. CALL TO ORDER

Chair Morse called the Special Board of Directors' meeting to order at 4:00 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 *(via teleconference and in person)*

Erin Whitney, Director *(via teleconference)*

Guests and Staff Attendance

Present:

Lee Thibert

Matthew Clarkson

II. APPROVAL OF THE AGENDA

Director Cason moved and Director Henderson seconded the motion to approve the agenda. The motion passed unanimously.

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 Transition

At 4:01 p.m. Director Hollis moved and Director Cason 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 Wiggin arrived during Executive Session, time was not noted.

The meeting reconvened in open session at 7:07 p.m.

IX. NEW BUSINESS

A. CEO Transition

Director Wiggin moved and Director Henderson seconded the motion that in accordance with discussion in executive session and review of Board Policies 703 and 704 that the Board of Directors designate Arthur Miller as acting Chief Executive Officer effective April 5, 2022. Mr. Miller will work jointly with the outgoing Chief Executive Officer until his departure on April 29, 2022 and will consult as necessary with Mr. Thibert during the transition of hiring a new permanent Chief Executive Officer. The motion passed unanimously.

X. DIRECTOR COMMENTS

None.

XI. ADJOURNMENT

At 7:08 p.m. Director Wiggin moved and Director Henderson seconded the motion to adjourn. The motion passed unanimously.



James Henderson, Secretary

Date Approved: April 27, 2022