

**CHUGACH ELECTRIC ASSOCIATION, INC.**  
**Anchorage, Alaska**

**April 8 - 11, 2022**  
**Friday - Monday**  
**9:00 a.m. (Telephonic)**

**SPECIAL BOARD OF DIRECTORS' MEETING**

Recording Secretary: Arden Quezon

**I. CALL TO ORDER**

Acting Chair Chastain called the Special Board of Directors' meeting to order at 9:01 a.m. via teleconference in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Roll Call*

*Board Members Present:*

Rachel Morse, Chair *(via teleconference)*

Bettina Chastain, Vice Chair *(via teleconference)*

James Henderson, Secretary *(via teleconference and in-person on April 11, 2022)*

Harold Hollis, Treasurer *(via teleconference and in-person on April 11, 2022)*

Sam Cason, Director *(via teleconference and in-person April 11, 2022)*

Mark Wiggin, Director *(via teleconference and in-person April 11, 2022)*

Erin Whitney, Director *(via teleconference)*

*Guests and Staff Attendance*

Connie Owens

James Torgerson, Consultant *(via teleconference)*

Louis Velasco, Member *(via teleconference)*

**II. APPROVAL OF THE AGENDA**

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

**III. PERSONS TO BE HEARD**

Mr. Louis Velasco, member, addressed the Board at this time.

**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 9:05 a.m., Director Morse 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.

**IX. RECESS**

The meeting recessed at 10:30 a.m.

**X. RECONVENE**

The meeting reconvened on April 11, 2022 at 4:45 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

**XI. EXECUTIVE SESSION**

*A. CEO transition*

*The meeting reconvened in open session at 7:35 p.m.*

**XII. NEW BUSINESS**

*A. CEO Transition*

Director Wiggin moved and Director Cason seconded the motion that the Board of Directors approve CEO transition payments to Arthur Miller, as acting CEO. A monthly performance payment in the amount of \$15,000 is authorized by the Board of Directors, effective April 5, 2022, and ending on the date a permanent CEO is selected and commences work at Chugach. The monthly payment amount shall be adjusted to reflect the number of days Arthur Miller is acting CEO within the calendar month. The motion passed unanimously.

**XIII. DIRECTOR COMMENTS**

None.

**XIV. ADJOURNMENT**

At 7:36 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