

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

April 27, 2022 - May 4, 2022
Wednesday - Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Ashton Doyle

I. CALL TO ORDER

Chair Morse called the Regular Board of Directors' meeting to order at 4:04 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. *Pledge of Allegiance*
Chair Morse led the Board in the Pledge of Allegiance.

B. *Roll Call*
Board Members Present:
Rachel Morse, Chair
Bettina Chastain, Vice Chair
James Henderson, Secretary
Harold Hollis, Treasurer
Sam Cason, Director
Mark Wiggin, Director
Erin Whitney, Director (*via teleconference*)

Guests and Staff Attendance:

Present:

Lee Thibert	Karin Griffin	Marty Freeman
Brian Hickey	Sherrri Highers	Todd McCarty
Arthur Miller	Julie Hasquet	Sean Skaling
Michael Rovito, APA	Charles Scantlebury,	Kate Ayers
Eric Booton,	MAC	Ryan Bucholdt, MAC
Trout Unlimited	Andrew Laughlin	Esther Cox, MAC
Pete Smithson	Bart Armfield,	Arden Quezon
Jonas Banta,	Consultant	
Alaska Center		

Via Teleconference:

Connie Owens	Matthew Clarkson	Jenny-Marie Stryker,
Jean Kornmuller	Kyla Kosednar,	Alaska Center
Sandra Cacy	Alaska Center	

- C. *Safety Minute (Freeman)*
Marty Freeman, Senior Manager HSE, discussed “Hiking in the Back Country”.
- D. *Presentation of Service Award to Director Henderson (Morse)*
Director Morse presented a Meter Lamp to Director Henderson and acknowledged his long tenure of service to Chugach. Director Chastain was also recognized on earning her recertification for her NRECA Director Gold Credential.

II. APPROVAL OF AGENDA

Director Cason moved and Director Wiggin seconded the motion to amend the agenda to add March Financials to executive session. The motion passed unanimously, as amended.

III. PERSONS TO BE HEARD

- A. *Member Comments*
Eric Booton, member and Eklutna Project Manager for Trout Unlimited, gave comments on Eklutna River Restoration.

IV. DIRECTOR REPORTS

- A. *Alaska Power Association (APA) Report*
Director Hollis introduced Michael Rovito, Deputy Director, APA, and he provided an update on APA activities, upcoming events, and legislative summary. Mr. Rovito and Director Hollis responded to questions from the Board.
- B. *Renewable Energy Alaska Project (REAP) Report*
Director Wiggin stated there were no new REAP meetings to report on and noted that REAP is holding a Spring Energy Speaker Series, and recommended people register and listen in.
- C. *Board Committee Reports (Audit and Finance, Operations & Governance)*
Director Hollis reported on the March 30, 2022, Audit and Finance Committee meeting and stated that the next meeting is scheduled for May 18, 2022.

Director Chastain reported on the April 25, 2022, Operations Committee meeting and stated that the next meeting is scheduled on June 8, 2022.

Director Cason stated there have been no meeting since the March 16, 2022, Governance Committee meeting.

- D. *Other Meeting Reports*
Charles Scantlebury, member of the Member Advisory Council (MAC), reported on the top action items that they believe are important in increasing voter participation among Chugach membership. Mr. Scantlebury, along with MAC members Esther Cox and Ryan Bucholdt, gave comments and responded to questions from the Board.

Director Hollis reported on the April 26, 2022, Election Committee meeting and responded to questions from the Board.

Director Whitney delegated Director Cason to sign for her expense report.

V. CONSENT AGENDA

- A. *Board Calendar*
- B. *Training and Conferences*
 - 1. *Alaska Sustainable Energy Conference (May 24-26, 2022) – Anchorage, AK*
 - 2. *2022 APA Annual Meeting (August 16-19, 2022) – Ketchikan, AK*
- C. *Minutes*
 - 1. *March 23, 2022, Regular Board of Directors' Meeting (Cacy)*
 - 2. *March 30, 2022 - April 1, 2022, Special Board of Directors' Meeting (Doyle/Quezon)*
 - 3. *April 4, 2022, Special Board of Directors' Meeting (Quezon)*
 - 4. *April 8, 2022 – April 11, 2022, Special Board of Directors' Meeting (Quezon)*
- D. *Director Expenses*

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

VI. CEO REPORTS AND CORRESPONDENCE

- A. *Enterprise Resource Planning (ERP) Project Update (Travis/McCarty)*
- B. *Legislative Update (Hickey/Miller)*
- C. *1st Quarter 2022 Safety Report (Freeman/Clarkson)*
- D. *1st Quarter 2022 Communications Report (Hasquet/Clarkson)*
- E. *January 2022 Financial Statements and Variance Report (Griffin/Highers)*
- F. *February 2022 Financial Statements and Variance Report (Griffin/Highers)*
- G. *Update on Railbelt Reliability Council (RRC) (Hickey)*
- H. *Board Policy Scheduled Tasks/Reports (Board/Staff)*

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

VII. UNFINISHED BUSINESS

None.

VIII. EXECUTIVE SESSION

- A. *Hotel Employees and Restaurant Employees (HERE) Contract (Clarkson)*
- B. *Gas Supply Update (Miller)*
- C. *May 1, 2021 - April 30, 2022 – Chief Executive Officer Evaluation and Compensation (Board)*
- D. *Chief Executive Officer Transition (Board)*

At 5:10 p.m., Director Chastain moved and Director Cason 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 financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss with its attorneys legal matters, the immediate knowledge of which

could have an adverse effect on the legal position of the cooperative; and 3) personnel matters. The motion passed unanimously.

The meeting reconvened in open session at 8:28 p.m.

IX. NEW BUSINESS

A. Approve May 1, 2021 – April 30, 2022 – Chief Executive Officer Evaluation and Compensation (Board)

Director Cason moved and Director Chastain seconded the motion that the Board of Directors approve the May 1, 2021 – April 30, 2022, Chief Executive Officer evaluation and compensation. A performance payment in the amount of 18% of base salary is authorized by the Board of Directors. This amount was determined without input from an outside compensation consultant. The amount was based on companywide and individual goals that were previously developed and discussed and supplemented by the Board of the Directors during Executive Session. The amount was tied directly to these individual and companywide goals. The timeline for payment is on or before April 29, 2022, and does not include any gross up. The motion passed unanimously.

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

X. DIRECTOR COMMENTS

None.

XI. RECESS

The meeting recessed at 8:30 p.m.

XII. RECONVENE

The meeting reconvened on May 2, 2022 at 6:02 p.m. in the boardroom of Chugach Electric Association, Inc.

XIII. EXECUTIVE SESSION

A. Chief Executive Officer Transition

At 6:02 p.m., Director Chastain moved and Director Wiggin 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 financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss with its attorneys legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 3) personnel matters. The motion passed unanimously.

XIV. RECESS

The meeting recessed at 8:17 p.m.

XV. RECONVENE

The meeting reconvened on May 4, 2022 at 5:00 p.m. in the boardroom of Chugach Electric Association, Inc.

XVI. EXECUTIVE SESSION

A. Chief Executive Officer Transition

At 5:00 p.m., Director Hollis moved and Director Wiggin 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 financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss with its attorneys legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 3) personnel matters. The motion passed unanimously.

XVII. ADJOURNMENT

At 6:04 p.m. Director Henderson moved and Director Hollis seconded the motion to adjourn. The motion passed unanimously.



Samuel Cason, Secretary

Date Approved: May 25, 2022