

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

May 20, 2022
Friday
6:00 P.M.

ANNUAL MEMBERSHIP MEETING

I. CALL TO ORDER, PLEDGE OF ALLEGIANCE, WELCOME, INTRODUCE MASTER OF CEREMONIES

Chair Morse convened the Annual Membership Meeting of Chugach Electric Association, Inc., at 6:03 p.m. at ChangePoint Alaska, 6689 Changepoint Drive, Anchorage, Alaska.

Chair Morse led the audience in the Pledge of Allegiance to the flag of the United States of America.

The following board members were present:

Rachel Morse, Chair
Bettina Chastain, Vice Chair
James Henderson, Secretary
Harold Hollis, Treasurer
Sam Cason, Director
Mark Wiggin, Director (*via teleconference*)
Erin Whitney, Director

The following participants in the program were present:

Arthur Miller, Acting Chief Executive Officer (CEO)
Julie Hasquet, Emcee
Dawn Bundick, Master Election Judge
Ashley Johnson, Nominating Committee Vice Chair
Matt Moore, Bylaws Committee Vice Chair
Esther Cox, Member Advisory Council Co-Chair
Barbara Simpson Kraft, Parliamentarian
Sisi Cooper, Member and Candidate
Harry Crawford, Member and Candidate
Fritz Krusen, Member and Candidate (*via teleconference*)
Bernie Smith, Member and Candidate

II. ANNOUNCEMENTS, INTRODUCTIONS

Julie Hasquet, made announcements and introductions. All members in attendance were encouraged to sign in at the registration table to establish a quorum.

III. REPORT OF QUORUM

As of 6:00 p.m., Dawn Bundick, Master Election Judge, reported that there were 264 members that had registered. With the quorum being 264, a quorum was present for the meeting.

IV. PROOF OF PUBLICATION OF THE ANNUAL MEETING

As required by the Bylaws, on April 4, 2022, each Chugach member was mailed the 2022 Official Notice of annual meeting date, time , and agenda of the 2022 annual meeting.

Notices announcing the time and date of the Annual Meeting also appeared in the Chugach Outlet, on Chugach’s website, in social media posts, as well as advertised in the Anchorage Daily News.

V. APPROVAL OF ANNUAL MEETING MINUTES

The minutes of the 2019, 2020, and 2021 Annual Meetings were distributed to the members. There was a motion to waive the reading of the 2019, 2020, and 2021 Annual Meeting minutes. The motion was seconded and approved by the membership. There was a motion to approve the minutes of the 2019, 2020, 2021 Annual Meetings. The motion was seconded and passed by the membership. The minutes were approved as written.

VI. UNFINISHED BUSINESS, NEW BUSINESS

None.

VII. NOMINATING COMMITTEE REPORT

Ashley Johnson, Vice Chair of the Nominating Committee, explained the process for selecting the candidates for directors and encouraged the membership to volunteer for one of the member committees. She also expressed appreciation to all the committee members.

VIII. BYLAWS COMMITTEE REPORT

Matt Moore, Vice Chair of the Bylaws Committee, reported the committee held a series of meetings and the committee is recommending approval of one proposed Bylaw change. Mr. Moore discussed the committee’s recommended Bylaw change that was presented to the membership for consideration. He expressed his appreciation to all the committee members for their contribution on behalf of the membership and encourage the membership to volunteer for one of the member committees.

IX. MEMBER ADVISORY COUNCIL REPORT

Esther Cox, Co-Chair of the Member Advisory Council, explained the appointment process and terms of the council’s membership and reported on previous and upcoming council meetings. She also stated the council’s mission and acknowledged her fellow council members.

X. CANDIDATE STATEMENTS

Each candidate for the Board of Directors was introduced and given two minutes to speak. Those candidates were:

- A. *Sisi Cooper*
- B. *Harry Crawford*
- C. *Rachel Morse*
- D. *Bernie Smith*

Mr. Krusen was unable to participate in Candidate Statements.

XI. RECESS (*Last Chance to Register and Vote*)

At 6:28 p.m., Ms. Hasquet, announced that registration and voting would officially close at 6:38 p.m. Ms. Hasquet announced a short recess in order to allow members additional time to register and vote.

XII. CLOSE OF REGISTRATION AND VOTING

At 6:38 p.m., Director Morse announced that registration and voting was officially closed and reconvened the meeting.

XIII. MEETING RESUMES

At 6:38 p.m., the meeting resumes.

XIV. BOARD OF DIRECTORS VIDEO

Chair Morse introduced the Board of Directors video going over the accomplishments and challenges during the past year.

XV. TREASURER'S REPORT

Ms. Hasquet, introduced Director Hollis who delivered the Treasurer's report along with a presentation highlighting Chugach's finances over the past year. Director Hollis introduced Michael Hayhurst, KPMG, engagement partner for the Chugach Electric audit and directed the membership to hold questions until the Question-and-Answer portion of the meeting.

XV. CHIEF EXECUTIVE OFFICER REPORT

Ms. Hasquet, introduced Arthur Miller, Acting Chief Executive Officer, who delivered the CEO's report going over Chugach's key areas, accomplishments, and future plans. Mr. Miller remarked on the accomplishments of Chugach employees and thanked the committee members for donating their time and the Board of Directors for their dedication.

XVII. REPORT OF VOTING RESULTS

Master Election Judge, Dawn Bundick announced the results of the election:

- 10,383 Total electronic ballots cast via internet
- 284 Total Members Registered at the Annual Meeting
- 99 In-person ballots cast at tonight's meeting
- 195 Total valid mail ballots cast in this election

It was noted that 11.8 % of the record date membership voted in this election.

Proposed Bylaws Amendment:

1. "Section 9. Elections and Election Committee"
Yes - 7,816
No - 2,713
The Bylaw amendment passed.

Director Candidates:

4,392	Sisi Cooper
3,194	Harry Crawford
3,453	Fritz Krusen
5,800	Rachel Morse
2,457	Bernie Smith

Rachel Morse and Sisi Cooper have been elected to 4-year terms.

XVI. QUESTIONS / COMMENTS

Acting CEO Arthur Miller, Directors, responded to questions from the audience.

XVIII. DOOR PRIZE DRAWINGS

XIX. ADJOURNMENT

At 7:26 p.m., the membership moved and seconded the motion to adjourn. The motion passed unanimously.