

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

May 25, 2022
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Sandra Cacy

I. CALL TO ORDER

Chair Morse called the Regular Board of Directors' meeting to order at 4:03 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

Harold Hollis, Treasurer

Sam Cason, Director (*arrived at 4:04 p.m.*)

Mark Wiggin, Director

Erin Whitney, Director

Sisi Cooper, Director

Guests and Staff Attendance:

Present:

Arthur Miller

Crystal Enkvist, APA

Pete Smithson

Andrew Laughlin

Arden Quezon

Matthew Clarkson

Karen Griffin

Sherri Highers

Julie Hasquet

Mike Miller

Chantelle Lewis-Boutte

Marty Freeman

Todd McCarty

Sean Skaling

Kate Ayers

Barbara Bachmeier,

Member

Via Teleconference:

Jean Kornmuller

Shaina Kilcoyne,

Municipality of Anchorage

Director Cason arrived at 4:04 p.m.

C. Safety Minute (Freeman)

Marty Freeman, Senior Manager HSE, discussed "Fire Safety Tips".

II. APPROVAL OF AGENDA

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

III. PERSONS TO BE HEARD

A. *Member Comments*

Chugach Electric Member Barbara Bachmeier addressed the Board and Arthur Miller, Acting Chief Executive Officer (CEO), and Chair Morse, responded to Ms. Bachmeier's comments.

IV. DIRECTOR REPORTS

A. *Alaska Power Association (APA) Report*

Director Hollis introduced Crystal Enkvist, Executive Director, APA, and she provided an update on APA activities, upcoming events, and legislative summary. Ms. Enkvist and Director Hollis responded to questions from the Board.

B. *Renewable Energy Alaska Project (REAP) Report*

Director Wiggin did not have any updates on recent REAP meetings.

C. *Board Committee Reports (Audit and Finance, Operations & Governance)*

Director Hollis reported on the May 18, 2022, Audit and Finance Committee meeting and stated that the next meeting is scheduled for August 24, 2022.

Director Chastain stated there has been no meeting since the April 25, 2022, Operations Committee meeting and 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*

Director Hollis reported to the Board on the Election Committee Meetings which occurred May 3, 10, 17, and 24, 2022.

Director Whitney commented on the Alaska Center for Energy and Power (ACEP) conference.

V. CONSENT AGENDA

A. *Board Calendar*

B. *Training and Conferences*

1. *2022 APA Annual Meeting (August 16-19, 2022) – Ketchikan, AK*

C. *Minutes*

1. *April 27, 2022 - May 4, 2022, Regular Board of Directors' Meeting (Doyle)*
2. *May 20, 2022, Regular Board of Directors' Meeting (Doyle)*

D. *Director Expenses*

E. *Beluga River Unit (BRU) Reserves Strategy Options (APCM/Highers)*

Director Hollis moved and Director Wiggin seconded the motion to approve items B through E on the consent agenda. The motion passed unanimously.

Agenda item V.A. Board Calendar was discussed and the June 15, 2022, Governance Committee meeting was moved to June 14, 2022. The motion passed unanimously, as amended.

VI. CEO REPORTS AND CORRESPONDENCE

- A. Enterprise Resource Planning (ERP) Project Update (Travis/McCarty)*
Todd McCarty, VP, Information Services, provided an update on the Enterprise Resource Planning Project.
- B. 2022 State Legislative Update (Miller)*
Arthur Miller, Chief Executive Officer (CEO), provided an update on the 2022 State Legislative and responded to questions from the Board.
- C. Update on Railbelt Reliability Council (RRC) (Laughlin/Clarkson)*
Arthur Miller, Acting CEO, informed the Board that Matthew Clarkson, Executive VP, General Council, and Andrew Laughlin, Acting Chief Operating Officer (COO) are the Board liaisons for the RRC.

Mr. Clarkson provided an update on the Railbelt Reliability Council upcoming meetings and responded to questions from the Board.

- D. Board Policy Scheduled Tasks/Reports (Board/Staff)*
Sherri Highers, Chief Financial Officer and Executive VP, Finance and Administration, discussed the Board Policy 401 II.B.7. Overtime Report and Ms. Highers and Mr. Laughlin responded to questions from the Board.

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

VII. UNFINISHED BUSINESS

None.

VIII. NEW BUSINESS

- A. Discussion – Board Officer Election Procedures (Clarkson)*
Matthew Clarkson, Executive VP, General Counsel, discussed the Board Officer Election Procedures and responded to questions from the Board.
- B. Board of Directors – Election of Officers (Board)*
Chair Morse opened the floor to nominations for Chair of the Board.

Director Hollis nominated Director Chastain for the Chair of the Board. Director Whitney nominated Director Cason for the Chair of the Board. Directors Cason and

Chastain both gave brief speeches on why they would make a good Chair of the Board.

Chair Morse closed the nominations and called for a vote.

Director Chastain received 4 votes and Director Cason received 3 votes.

The result of the vote: Director Chastain was elected as Chair of the Board.

Newly elected Chair Chastain, assumed the role of Board Chair for the remainder of the meeting.

Chair Chastain opened the floor to nominations for Vice Chair of the Board.

Director Cason nominated Director Morse for the Vice Chair of the Board. Director Morse, declined the nomination.

Director Hollis nominated Director Wiggin for Vice Chair of the Board. No other nominations were made. Chair Chastain closed the nomination and called for a vote. The nomination passed unanimously.

The result of the vote: Director Wiggin was elected Vice Chair of the Board.

Chair Chastain opened the floor to nominations for Secretary of the Board.

Director Morse nominated Director Cason for Secretary of the Board. No other nominations were made. Chair Chastain closed the nomination and called for a vote. The nomination passed unanimously.

The result of the vote: Director Cason was elected Secretary of the Board.

Chair Chastain opened the floor to nominations for Treasurer of the Board.

Director Whitney nominated Director Hollis for Treasurer of the Board. No other nominations were made. Chair Chastain closed the nomination and called for a vote. The nomination passed unanimously.

The result of the vote: Director Hollis was elected Treasurer of the Board.

C. Appointment of APA Member and Alternate Representatives (Board)

Director Cason nominated Director Hollis as the APA Member Voting Delegate.

Chair Chastain called for a vote. Director Hollis was appointed as the APA Member Voting Delegate.

Director Whitney nominated Director Morse as the APA Member Voting Alternate Representative.

Director Wiggin nominated Director Cooper, who declined the nomination.

Chair Chastain called for a vote. Director Morse was appointed as the APA Member Voting Alternate Representative.

D. Appointment of REAP Member and Alternate Representatives (Board)

Director Wiggin nominated Director Whitney as the REAP Member Representative.

Chair Chastain called for a vote. Director Whitney was appointed as the REAP Member Representative.

Director Cason nominated Director Wiggin as the REAP Member Alternate Representative.

Chair Chastain called for a vote. Director Wiggin was appointed as the REAP Member Alternate Representative.

E. Adopt 2022 – 2023 Calendar of Regular Meetings of the Board of Directors (Owens)

Director Wiggin moved and Director Cason seconded the motion that the Board of Directors approve the amended June Board Calendar. The motion passed unanimously, as amended.

The Board unanimously deferred the adoption of the Regular Board of Directors, July 2022 – May 2023 Calendar to the June 22, 2022, Regular Board meeting.

F. Hotel Employees and Restaurant Employees (HERE) Contract (Clarkson)

Mr. Clarkson discussed the Hotel Employees and Restaurant Employees' Contract and responded to questions from the Board.

Director Wiggin moved and Director Whitney seconded the motion that the Board of Directors approve the contract extension as discussed at the April 27, 2022, Regular Board Meeting. The motion passed unanimously.

IX. EXECUTIVE SESSION

- A. Renewable Energy Plan Quarterly Update (Skaling/Miller)*
- B. CEO Transition (Board)*

At 5:45 p.m., Director Morse moved and Director Hollis 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.

X. DIRECTOR COMMENTS

Director comments were made at this time.

XI. ADJOURNMENT

At 8:45 p.m. Director Morse moved and Director Wiggin seconded the motion to adjourn. The motion passed unanimously.



Samuel Cason, Secretary

Date Approved: June 22, 2022