

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

Wednesday, June 26, 2024

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Amanda Mankel

I. CALL TO ORDER

Chair Wiggin called the Regular Board of Directors' Meeting to order at 4:02 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Chair Wiggin led the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Mark Wiggin, Chair
Sisi Cooper, Vice Chair
Susanne Fleek-Green, Secretary
Rachel Morse, Treasurer
Bettina Chastain, Director
Jim Nordlund, Director
Dan Rogers, Director (*via teleconference*)

Guests and Staff Attendance

Present:

Arthur Miller	Mike Miller	Bart Armfield, Consultant
Sherri Highers	Trish Baker	Michael O'Brien, Consultant
Matt Clarkson	Marty Freeman	Michael Rovito, APA
Andrew Laughlin	Julie Hasquet	Bennett Pearce
Allan Rudeck	Daniel Herrmann	Jessie Anderson
Tiffany Wilson	Josh Travis	Darvin Thornton
Paul Millwood	Dean Radcliff	Chantelle Lewis-Boutte
Kate Ayers	Mark Henspeter	Alex Petkanas, Member
Heather Slocum	Sean Skaling	Bernie Smith, Member
Buddi Richey	Whitney Wilkson	Jason Motyka, Member

Via Teleconference:

Stephanie Huddell	David Caye	Chad Schleusner
Sandra Cacy	Theresa Kurka	Jenny Starrs, Member
Payton Reid	Jackie Berman	Mitch Roth, Member

C. Safety Minute

Marty Freeman, Senior Manager of Safety and Security, presented on Parking Lot Safety and the year-to-date safety information and responded to questions from the Board.

D. Electric Power Factoid: Gas Pipeline System

Mark Henspeter, Business Development Analyst, presented on Heat Pumps and answered questions from the Board.

II. APPROVAL OF AGENDA

Director Morse moved, and Director Cooper seconded the motion to approve the agenda. The motion passed unanimously.

Director Fleek-Green and Director Nordlund were not present at the time of the vote.

III. PERSONS TO BE HEARD

A. Member Comments

Mitch Roth provided comments regarding Girdwood Wildfire Mitigation Day and the Monthly Natural Gas Fuel Costs.

Jason Motyka provided comments regarding homelessness issues due to the increasing energy costs.

Director Fleek-Green joined the meeting at 4:25 p.m.

Director Nordland joined the meeting at 4:27 p.m.

IV. DIRECTOR REPORTS

A. Alaska Power Association (APA) Report

Michael Rovito, Executive Director, APA, provided an update on APA activities, upcoming events, and responded to questions from the Board.

B. Board Committee Reports (Audit & Finance, Operations & Governance)

Director Morse reported that the next Audit & Finance Committee meeting is scheduled for August 21, 2024.

Director Nordlund reported that the next Operations Committee meeting is scheduled for July 10, 2024.

C. Other Meeting Reports

Director Fleek- Green reported that the next Member Advisory Committee meeting is scheduled for July 18, 2024.

Director Morse thanked those serving on the Mayor Transitional Committee meetings, specifically on the Energy Committee and the last meeting is Friday June 28.

Director Nordlund mentioned that June 27, 2024 is the 20th Anniversary of REAP with a celebration being held at King Street Brewery.

V. CONSENT AGENDA

A. Board Calendar

B. Training and Conferences

- 1. NRECA Summer School for Directors, July 19 – 23, 2024, Branson, Mo*

2. *APA & AIE Annual Meetings, September 10 – 13, 2024, Fairbanks, Ak*

3. *Region 9 Meeting, September 24 -26, 2024, Sacramento, Ca*

C. *Minutes*

1. *May 22, 2024, Regular Board of Directors' Meeting (Huddell)*

D. *Director Expenses*

Director Morse moved, and Director Cooper seconded the motion to approve the consent agenda. The motion passed unanimously.

VI. CEO REPORTS AND CORRESPONDENCE

A. *Natural Gas Supply Update (Herrmann)*

Allan Rudeck, Chief Strategic Officer, and Dan Herrmann, Manager of Natural Gas and Energy Resources, presented the update and responded to questions from the Board.

B. *April 2024 Financial Statements and Variance Report (Millwood/Anderson)*

Paul Millwood, VP of Finance & Accounting, and Jessie Anderson, Manager of Budget and Finance, presented the report and responded to questions from the Board.

C. *Director Governance Orientation (Clarkson)*

Matthew Clarkson, Chief Legal Officer, presented the orientation and responded to questions from the Board.

D. *Eklutna Project Updates (Glass/Hasquet)*

Andrew Laughlin, Chief Operating Officer, Todd Glass, Wilson Sonsini, and Julie Hasquet, Senior Manager of Corporate Communications, reported on the updates and responded to questions from the Board

E. *Board Policy Scheduled Tasks/Reports*

The Board Policy Scheduled Tasks were provided in the meeting packets.

VII. UNFINISHED BUSINESS

NONE.

VIII. NEW BUSINESS

A. *Title 21 Underground Projects - Dimond and Huffman* (Laughlin/M. Miller)*

Mike Miller, VP of Engineering, Darwin Thornton, Construction Manager, and Trish Baker, Manager of Government and Business Affairs, reported on the projects and responded to questions from the Board.

Director Cooper moved, and Director Chastain seconded the motion that the Board of Directors authorize the Chief Executive Officer to acquire, construct and install the Huffman Road, Old Seward to Lake Otis Overhead to Underground Conversion and Dimond Boulevard, Jewel Lake to Roy Street Overhead to Underground Conversion for respective total estimated installed costs of \$7 million and \$4 million. The motion passed unanimously

B. Allocation of 2023 Margins (Kornmuller)*

Dean Radcliff, Vice President of Regulatory Affairs, presented on the report and responded to questions from the Board.

Director Chastain moved, and Director Morse seconded the motion that the Board of Directors approve the attached Resolution authorizing 2023 capital credit allocations in the amount of \$8,099,781, with \$4,414,235 assigned to South District retail members, \$3,633,504 assigned to North District retail members, and \$52,042 assigned to Seward Electric System. The motion passed unanimously

C. Addition to Indenture - Cooper Landing Property (Highers)*

Sherri Highers, Chief Financial Officer, and Paul Millwood, VP of Finance & Accounting, presented the report and responded to questions from the Board.

Director Morse moved, and Director Fleek-Green seconded the motion that the Board of Directors approve the attached Resolution authorizing the Chief Executive Officer to execute the acquisition of identified property in Cooper Landing and enter into a Supplemental Indenture for the purpose of subjecting said property to the lien of the Indenture. The motion passed unanimously

D. Amended and Restated Credit Agreement (Highers)*

Sherri Highers, Chief Financial Officer, and Paul Millwood, VP of Finance & Accounting, reported on Campbell Lake Substation Updates and responded to questions from the Board.

Director Nordlund moved, and Director Morse seconded the motion that the Board of Directors approve the attached Resolution authorizing the Chief Executive Officer to enter into Amendment No. 1 to the Amended and Restated Credit Agreement, which increases the maximum amount of the credit facility from \$270 million to \$300 million and extends the maturity date to July 27, 2029. The motion passed unanimously

E. Bank Signature Authorizations (Highers/Millwood)*

Sherri Highers, Chief Financial Officer, and Paul Millwood, VP of Finance & Accounting, presented the report and responded to questions from the Board.

Director Morse moved, and Director Chastain seconded the motion that the Board of Directors approve the attached resolution updating the First National Bank of Alaska Corporate Authorization Resolution to reflect staffing changes and the election of officers at its May 22, 2024, Board of Directors' Meeting. The motion passed unanimously

Director Morse moved, and Director Cooper seconded the motion that the Board of Directors approve the attached resolution updating KeyBank Corporate Authorization Resolution to reflect staffing changes and the election of officers at its May 22, 2024, Board of Directors' Meeting. The motion passed unanimously.

Arthur Miller, Chief Executive Officer, discussed CEO Reports and responded to questions from the Board.

IX. EXECUTIVE SESSION

- A. LNG Import Project Update (Rudeck)
- B. Personnel Matters (Wilson)
- C. May 1, 2024 – April 30, 2025 CEO Project Specific Initiatives (PSI) and Priority Areas (PA) Updates (Miller)

At 5:55 p.m. Director Fleek-Green moved, and Director Morse 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 matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 3) discuss personnel matters. The motion passed unanimously

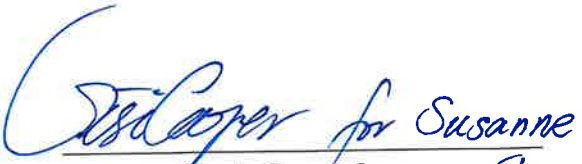
The meeting reconvened in open session at 8:19 p.m.

X. DIRECTOR COMMENTS

Director comments were made at this time.

XI. ADJOURNMENT

At 8:29 p.m. Director Morse moved, and Director Cooper seconded the motion to adjourn. The motion passed unanimously.


Susanne Fleek-Green, Secretary *Fleek-Green*
Date Approved: July 24, 2024