

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

**July 13, 2022**  
**Wednesday**  
**4:00 p.m.**

**SPECIAL BOARD OF DIRECTORS' MEETING**

Recording Secretary: Ashton Doyle/Arden Quezon

**I. CALL TO ORDER**

Chair Chastain called the Special 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. Roll Call*

*Board Members Present:*

Bettina Chastain, Chair  
Mark Wiggin, Vice Chair (*via teleconference*)  
Harold Hollis, Treasurer  
Sam Cason, Secretary  
Erin Whitney, Director (*via teleconference*)  
Rachel Morse, Director (*via teleconference/in-person*)  
Sisi Cooper, Director

*Guests and Staff Attendance*

*Present:*

Arthur Miller	Sherri Highers	Jim Torgerson, Consultant
Matthew Clarkson	Andrew Laughlin	

*Via Teleconference:*

Sandra Cacy	Karin Jones, Consultant
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**II. APPROVAL OF THE AGENDA**

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

**III. PERSONS TO BE HEARD**

None.

**IV. DIRECTOR REPORT**

None.

**V. CONSENT AGENDA**

None.

**VI. CEO REPORTS AND CORRESPONDENCE**

None.

**VII. UNFINISHED BUSINESS**

None.

**VIII. EXECUTIVE SESSION**

- A. *Halpern Dispute Discussion*
- B. *CEO Transition*

At 4:06 p.m., Director Hollis moved and Director Cooper 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.

*Director Morse arrived during Executive Session.*

*The meeting reconvened in open session at 5:45 p.m.*

**IX. NEW BUSINESS**

- A. *Halpern Dispute Discussion (Board/Clarkson)*

Director Hollis moved and Director Morse seconded the motion that the Board of Directors approve the Halpern Dispute resolution as discussed in executive session. The motion passed unanimously.

- B. *CEO Transition (Board)*

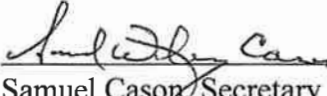
Director Morse moved and Director Cason seconded the motion that the Board of Directors approve the Chief Executive employment agreement as discussed in executive session. The motion passed unanimously.

**X. DIRECTOR COMMENTS**

Comments were made at this time.

**XI. ADJOURNMENT**

At 5:53 p.m., Director Hollis moved and Director Wiggin seconded the motion to adjourn. The motion passed unanimously.

  
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Samuel Cason, Secretary  
Date Approved: July 27, 2022