

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

**July 27, 2022**  
**Wednesday**  
**4:00 p.m.**

**REGULAR BOARD OF DIRECTORS' MEETING**

Recording Secretary: Ashton Doyle

**I. CALL TO ORDER**

Chair Chastain called the Regular Board of Directors' meeting to order at 4:01 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Pledge of Allegiance*

Chair Chastain led the Board in the Pledge of Allegiance.

*B. Roll Call*

*Board Members Present:*

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

*Guests and Staff Attendance*

*Present:*

Arthur Miller	Sherri Highers	Teresa Kurka
Matthew Clarkson	Jean Kornmuller	Josh Travis
Andrew Laughlin	Lynda Muise	Todd McCarty
Nick Brodie	Harry Crawford, Member	Karen Griffin
Sandra Cacy	Barry Piser	Sean Skaling
		Ryan Buchholdt, Member

*Via Teleconference:*

Arden Quezon	Matthew Perkins,	Jenny-Marie Stryker,
Colleen Fisk, REAP	Alaska Renewables	Alaska Center
Mitchell Roth, Member	Julie Hasquet	Shaina Kilcoyn, Member
Crystal Enkvist, APA	Jim Torgerson, Consultant	

*C. Safety Minute*

Matthew Clarkson, Executive Vice President, General Counsel, discussed "*BBQ Safety*".

*D. Electric Power Factoid: Energy vs. Capacity (Brodie)*

Nick Brodie, Assistant Manager of Regulatory Analysis & Strategy, discussed Energy vs. Capacity.

## II. APPROVAL OF AGENDA

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

*Director Whitney stated that she is delegating Director Cason to sign her expense report.*

## III. PERSONS TO BE HEARD

Harry Crawford, member, discussed the need for a community solar/renewable project collaboration with Chugach Electric Association, Inc. and responded to questions from the Board.

## IV. DIRECTOR REPORTS

### A. *Alaska Power Association (APA) Report*

Director Hollis introduced Crystal Enkvist, Executive Director of Alaska Power Association, and she provided an update on APA activities, upcoming events, and responded to questions from the Board.

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

Director Wiggin introduced Colleen Fisk, Education Director, who provided an update on REAP activities, upcoming events, and responded to questions from the Board.

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

Director Hollis stated there were no Audit and Finance Committee meetings to report on since the May 18 meeting and stated that the next meeting is scheduled for August 24, 2022.

Director Wiggin stated there were no Operations Committee meetings to report on and stated that the next meeting is scheduled for August 10, 2022.

Director Cason stated there were no Governance Committee meetings to report on and introduced Ryan Buchholdt, Co-Chair of the Member Advisory Council (MAC).

### D. *Other Meeting Reports*

1. Ryan Buchholdt, reported on the June 29, 2022, Member Advisory Council meeting and responded to questions from the Board.

## V. CONSENT AGENDA

### A. *Board Calendar*

### B. *Training and Conferences*

1. *NRECA Region 9 Meeting (September 27-29, 2022) – Portland, OR*

### C. *Minutes*

1. *June 22, 2022, Regular Board of Directors' Meeting (Cacy)*
2. *July 13, 2022, Special Board of Directors' Meeting (Doyle/Quezon)*

### D. *Director Expenses*

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

Director Whitney requested that the October 12<sup>th</sup> Operations Committee be moved to the following week. Chair Chastain acknowledged this request and suggested Director Whitney coordinate with the committee Chair to work on any scheduling changes.

## **VI. CEO REPORTS AND CORRESPONDENCE**

- A. *Enterprise Resource Planning (ERP) Project Update (McCarty)*  
Arthur Miller, Acting Chief Executive Officer (CEO), provided an update on the Enterprise Resources Planning project and responded to questions from the Board.
- B. *May 2022 Financial Statements and Variance Report (Griffin/Highers)*  
Karen Griffin, Vice President of Finance and Accounting, reported on the May Financial Statements and Variance Report and responded to questions from the Board.
- C. *Write-off of Accounts Receivable – Electric/Other (Muise)*  
Lynda Muise, Senior Manager of Member Accounts, discussed the semi-annual electric write-off and responded to questions from the Board.
- D. *Board Policies Scheduled Tasks (Board/Staff)*  
The Board Policy Scheduled Tasks were provided in the meeting packet.

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. *Bradley Lake Required Project Work Projects and Associated Financing (Highers)*  
Sherri Highers, Chief Financial Officer and Executive VP, Finance and Administration, and Andrew Laughlin, Chief Operating Officer, gave a presentation on the Bradley Lake Required Project Work Projects and Associated Financing and responded to questions from the Board.

## **IX. EXECUTIVE SESSION**

- A. *Enterprise Resource Planning Contract (McCarty)*
- B. *Battery Energy Storage System (Laughlin)*
- C. *Strategic Planning Topics (Miller)*
- D. *Chugach Realignment (Miller)*
- E. *Board of Directors Communications (Board)*
- F. *CEO Employment Agreement (Board)*

At 5:41 p.m., Director Hollis moved and Director Cooper 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 8:29 p.m.*

**X. NEW BUSINESS**

*A. Enterprise Resources Planning Contract Approval (McCarty)*

Director Hollis moved and Director Wiggin seconded the motion that the Board of Directors authorize the Chief Executive Officer to proceed with the Harris Software License and Services Agreement, with a Not-to-Exceed value of \$6,717,893. The motion passed unanimously.

*B. Bradley Lake Required Project Work Projects and Associated Financing (Highers)*

Director Morse moved and Director Cason seconded the motion that the Chugach Electric Association, Inc. Board of Directors adopt the attached resolution authorizing the Chief Executive Officer to participate in the Bradley Lake Required Project Work Projects and associated financing proposed by the BPMC, obligating Chugach to its corresponding percentage of the estimated costs not to exceed the annual excess payment amount included in the Bradley Lake Hydroelectric Project budget. The Board has determined it is in the best interest of its members to ensure the Excess Payments are utilized to increase the availability of Bradley Lake energy, increase the reliability and resiliency of the transmission system and reduce line losses and associated costs. The motion passed unanimously.

*C. CEO Employment Agreement (Board)*

Director Cooper moved and Director Wiggin seconded the motion that the Board of Directors authorize the Board Chair to make, execute, and deliver, in the name and on behalf of the Association, an executive employment agreement with the individual selected by the Board to serve as the Association's next CEO on terms and conditions similar to those discussed in executive session. The motion passed unanimously.

**XI. DIRECTOR COMMENTS**

Director comments were made at this time.

**XII. ADJOURNMENT**

At 8:48 p.m., Director Wiggin moved and Director Hollis seconded the motion to adjourn. The motion passed unanimously.



Samuel Cason, Secretary

Date Approved: August 29, 2022