

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

**August 29 – 30, 2022**  
**Monday - Tuesday**  
**8:30 a.m.**

**REGULAR BOARD OF DIRECTORS' MEETING**

Recording Secretary: Sandra Cacy

**I. CALL TO ORDER**

Chair Chastain called the Regular Board of Directors' Meeting to order at 8:35 a.m. at the Megan Room, Anchorage, Alaska.

*A. Pledge of Allegiance*

*B. Roll Call*

*Board Members Present:*

Bettina Chastain, Chair

Mark Wiggin, Vice Chair

Sam Cason, Secretary (*in-person and via teleconference*)

Harold Hollis, Treasurer

Erin Whitney, Director

Rachel Morse, Director

Sisi Cooper, Director

*Guests and Staff Attendance*

*Present:*

Arthur Miller

Sherri Highers

Andrew Laughlin

Matt Clarkson

Arden Quezon

Julie Hasquet

Ashton Doyle

Dustin Highers

Kate Ayers

Andrew White

Bart Armfield, Consultant

Kurt Strunk, NERA

Justin Freeman,

Coffman Engineers

Mike Keyser, NRCO

Mackenzie Banbury,

Yuit Communications

Chris Arend, Chris Arend

Photography

*Via Teleconference:*

Colleen Fisk, REAP

*C. Safety Minute*

Sherri Highers, Chief Financial Officer, discussed "*Emergency Exits*".

*D. Energy Factoid: Chugach Generation (Laughlin)*

Andrew Laughlin, Chief Operating Officer, discussed Chugach Generation and responded to questions from the Board.

## **II. APPROVAL OF 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. CONSENT AGENDA**

- A. *Board Calendar*
  - 1. *Excused Absence for Chair Chastain – August 10, 2022, Operations Committee Meeting*
- B. *Training Conferences*
- C. *Minutes*
  - 1. *July 27, 2022 Regular Board of Directors' Meeting (Doyle)*
- D. *Director Expenses*
- E. *Change the Association's Registered Agent (Board)*

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

## **V. EXECUTIVE SESSION**

- A. *2022 – 2026 Strategic Plan Overview and Session Objectives (S. Highers/Miller)*
- B. *Decarbonization Goal(s) (Ayers)*
- C. *Transition to Renewable Generation and Decarbonization (D. Highers)*
  - 1. *Electric Utility Industry Transition Overview (Keyser)*
  - 2. *Alaska Potential (J. Freeman)*
  - 3. *Panel Discussion (Keyser/Freeman)*
  - 4. *Decarbonization Program Strategy (D. Highers)*

At 8:55 a.m., Director Cason moved and Director Cooper seconded the motion that pursuant to Alaska Statute 10.25.175(c)(1), the Board of Directors go into executive session to discuss and receive reports regarding financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative. The motion passed unanimously.

## **VI. RECESS**

The meeting recessed at 5:30 p.m.

## **VII. RECONVENE MEETING**

The meeting reconvened on August 30, 2022 at 8:35 a.m. at the Megan Room, Anchorage, Alaska.

*Director Cason joined via teleconference.*

## **VIII. CEO REPORTS AND CORRESPONDENCE**

- A. *Enterprise Resource Planning Project Update (S. Highers)*

Sherri Highers, Chief Financial Officer, updated the Board on the ERP Project Update and stated that Arthur Miller, Chief Executive Officer (CEO), executed the Cayenta contract. Ms. Highers then responded to questions from the Board.

- B. *NRECA Compendium of Resolutions (Miller)*  
Arthur Miller, CEO, discussed the NRECA Compendium of Resolutions and responded to questions from the Board.
- C. *Board Policy Scheduled Tasks/Reports (Board/Staff)*  
The Board Policy Scheduled Tasks/Reports was provided in the meeting packet.

## **IX. DIRECTOR REPORTS**

- A. *Alaska Power Association (APA) Report*  
Director Hollis reported on the APA Annual meeting and provided an update on APA and the AK CARES Act, upcoming activities, events, and responded to questions from the Board.
- B. *Renewable Energy Alaska Project (REAP) Report*  
Director Wiggin introduced Colleen Fisk, Education Director for REAP, who reported on current REAP meetings and responded to questions from the Board.
- C. *Board Committee Reports (Audit and Finance, Operations & Governance)*  
Director Hollis reported on the Audit and Finance Committee meetings and stated that the next meeting is scheduled for November 9, 2022.

Director Wiggin reported on the August 10 and 23, 2022, Operations Committee meetings and stated that the next committee meeting is scheduled for October 19, 2022.

Director Cason stated that he had nothing to report and that the next Governance Committee meeting is scheduled for September 14, 2022.

- D. *Other Meeting Reports*  
None.

## **X. UNFINISHED**

None.

## **XI. EXECUTIVE SESSION**

- A. *Renewable Portfolio Standard (Ayers)*
- B. *Natural Gas Supply (Armfield/White)*
- C. *Purchase of Seward Electric System (K. Strunk)*
- D. *Board Feedback on Strategic Plan and Next Steps (Board/Staff)*

At 8:55 a.m. Director Hollis moved and Director Wiggin seconded the motion that pursuant to Alaska Statute 10.25.175(c)(1) 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; and 2) discuss with its attorneys legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The motion passed unanimously.

*Director Cason arrived during executive session, time was not noted.*

*Director Cason joined via teleconference.*

*The meeting reconvened in open session at 3:45 p.m.*

**XII. NEW BUSINESS**

*A. Response to City of Seward's Request for Proposal on the Sale of Seward Electric System (Board/Miller)*

Director Hollis moved and Vice Chair Wiggin seconded the motion that the Board of Directors approve the attached resolution authorizing the Chief Executive Officer to submit a non-binding, conditional proposal to acquire the assets of SES from Seward on terms and conditions similar to those discussed in executive session. The Chief Executive Officer shall bring any negotiated binding definitive agreement back to the Board of Directors for final approval prior to execution. The motion passed unanimously.

*Director Whitney was not present at the time of the vote.*

**XIII. DIRECTOR COMMENTS**

Director comments were made at this time.

**XIV. ADJOURNMENT**

At 4:10 p.m., Director Wiggin moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.

*Director Whitney was not present at the time of the vote.*



Samuel Cason, Secretary

Date Approved: September 28, 2022