

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

Wednesday, September 25, 2024

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Sandra Cacy

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 lead the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Mark Wiggin, Chair

Sisi Cooper, Vice Chair (*telephonic*)

Susanne Fleek-Green, Secretary (*telephonic*)

Rachel Morse, Treasurer

Bettina Chastain, Director

Jim Nordlund, Director (*telephonic*)

Dan Rogers, Director

Guests and Staff Attendance

Present:

Arthur Miller

Trish Baker

Whitney Wilkson

Sherri Highers

Marty Freeman

Emily Muller

Matt Clarkson

Julie Hasquet

Jessie Anderson

Andrew Laughlin

Josh Travis

Chantelle Lewis-Boutte

Tiffany Wilson

Mark Henspeter

Bart Armfield, Consultant

Paul Millwood

Sean Skaling

Michael Rovito, APA

Dustin Highers

Grace Johnston

Bill Herman, Member

Via Teleconference:

Stephanie Huddell

Buddi Richey

Mitch Roth, Member

Amanda Mankel

Mark Henspeter

Bernie Smith, Member

Kate Ayers

Theresa Kurka

Daniel Herrmann

Jackie Berman

Debbie Gardino

C. Safety Minute

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

D. Electric Power Factoid: Engagement through Social Media (Hasquet)

Julie Hasquet, Sr. Manager of Corporate Communications, presented on Chugach's engagement efforts through social media and answered questions from the Board.

II. APPROVAL OF AGENDA

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

Director Nordlund was not present at the time of the vote.

III. PERSONS TO BE HEARD

A. Member Comments

Mitchell Roth, Member, spoke to the Board regarding suggestions for the Eklutna Project & Fish & Wildlife Program.

IV. DIRECTOR REPORTS

A. Alaska Power Association (APA) Report

Michael Rovito, Deputy Director, Alaska Power Association, 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 on the August 24, 2024 Audit & Finance Committee Meeting and that the next meeting is scheduled for November 6, 2024.

Director Fleek-Green reported that the next Governance Committee Meeting was being moved to December 4, 2024.

Chair Wiggin reported that the next Operations Committee meeting is scheduled for October 9, 2024.

C. Other Meeting Reports

Director Fleek-Green mentioned there was a MAC meeting coming up on October 10, 2024. She also updated the Board on the NRECA Region 9 Meeting which she is currently attending.

Director Nordlund joined the meeting at 4:28 p.m.

V. CONSENT AGENDA

A. Board Calendar

B. Training and Conferences

- 1. Region 9 Meeting, September 24 – 26, 2024, Sacramento, CA*
- 2. NRECA Winter School, December 13 – 17, 2024, Nashville, TN*
- 3. NRECA PowerXchange, March 7 – 12, 2025, Atlanta, GA*

C. Minutes

- 1. August 27 & 28, 2024, Regular Board of Directors' Meeting & Strategic Planning (Slocum)*

D. Director Expenses

Director Rogers moved, and Director Chastain seconded the motion to approve the consent agenda. The motion passed unanimously.

VI. CEO REPORTS AND CORRESPONDENCE

A. July 2024 Financial Statements and Variance Report (Millwood)

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

B. Member Appreciation & Annual Meeting Start Time (Hasquet)

Julie Hasquet, Sr. Manager of Corporate Communications, presented the proposed new start time for the Member Appreciation event & Annual Meeting for 4:00 p.m. and responded to questions from the Board.

C. Board Policy Scheduled Tasks/Reports

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

Arthur Miller, Chief Executive Officer, discussed CEO Reports and responded to questions from the Board. Sean Skaling, Sr. Manager of Business & Sustainability Program Development, reported on the Quarterly Business Development Report.

VII. UNFINISHED BUSINESS

NONE.

VIII. NEW BUSINESS

A. ERP Update (Travis/Highers)*

Sherri Highers, Chief Financial Officer, and Josh Travis, VP of Administrative Services, reported on the Enterprise Resource Planning Project updates and status 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 authorizing the Chief Executive Officer to execute the necessary documents and agreements to complete and implement the Enterprise Resource Planning software upgrades. The motion passed unanimously.

IX. EXECUTIVE SESSION

A. Gas Supply Update (Herrmann/Armfield/Gerlek)

B. KPMG Contract Discussion (Highers)

At 5:05 p.m. Director Morse moved, and Director Rogers seconded the motion that pursuant to Alaska Statute 10.25.175(c)(1) and (3), 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; and 2) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The motion passed unanimously.

The meeting reconvened in open session at 6:23 p.m.

X. DIRECTOR COMMENTS

Director comments were made at this time.

XI. ADJOURNMENT

At 6:35 p.m. Director Morse moved, and Director Rogers seconded the motion to adjourn. The motion passed unanimously.

Susanne Fleek-Green, Secretary
Date Approved: October 15, 2024