

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

September 27, 2023
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Heather Slocum

I. CALL TO ORDER

Director Cason called the Regular Board of Directors' meeting to order at 4:05 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Director Cason led the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Sam Cason, Chair

Sisi Cooper, Vice Chair

Rachel Morse, Treasurer – *via teleconference*

Susanne Fleek-Green, Secretary – *via teleconference and in person*

Mark Wiggin, Director

Bettina Chastain, Director

Jim Nordlund, Director – *via teleconference*

Staff and Guests in Attendance:

Present:

Arthur Miller

Sherry Highers

Matthew Clarkson

Andrew Laughlin

Dustin Highers

Randall Chicola

Julie Hasquet

Marty Freeman

Sandra Cacy

Karen Griffin

Trish Baker

Chantelle Lewis-Boutte

Sean Skaling

Jean Kornmuller

Sandy Rabinowitch,

Member

Emily Mueller

Todd McCarty

Quentin Bidwell

Kate Ayers

Mark Henspeter

David Caye

Michael Rovito, APA

Via Teleconference:

Ashton Doyle

Paul McLarnon, HDR

John Hettinger, Member

Rachel Christensen,
Member

Ky'yanna Hamilton

Nelli Williams, Trout

Unlimited

Debbie Gardino

Shaina Kilcoyne, Member

Mitchell Roth, Member

C. *Safety Minute (Freeman)*

Marty Freeman, Senior Manager of Safety, and Security presented “Changing a Tire Safely”, the year-to-date safety information, and responded to questions from the Board.

D. *Electric Power Factoid: Power Generation Models (Baker)*

Patricia “Trish” Baker, Manager, Government Affairs presented a detailed presentation on Power Generation Models and answered questions from the board.

II. APPROVAL OF AGENDA

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

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

Director Fleek-Green was not present at the time of the vote.

III. PERSONS TO BE HEARD

A. *Member Comments*

John Hettinger, Chugach Member, made comments regarding geothermal, and seasonal storage.

Shaina Kilcoyne, Chugach Member, made comments on the Alaska Energy Security Task Force.

IV. DIRECTOR REPORTS

A. *Alaska Power Association (APA) Report*

Michael Rovito, 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 on the August 30, 2023 Audit & Finance Meeting.

Director Wiggin reported on the September 6, 2023, Operations Committee Meeting and Arthur Miller responded to questions from the Board.

In Director Fleek-Green’s absence, Director Cason recapped the September 13, 2023, Governance Committee Meeting.

C. *Other Meeting Reports*

Director Morse gave reports on her attendance at the NWPPA quarterly meeting and the NRECA Region 9 meeting.

Director Nordlund joined online at 4:36 p.m.

V. CONSENT AGENDA

A. *Board Calendar*

B. *Training and Conferences*

C. *Minutes*

1. *August 16, 2023 Regular Board of Directors’ Meeting (Hamilton)*

D. *BRU Asset Retirement Obligation (ARO) Investment Account (Griffin)*

E. *KPMG Contract Extension (Highers)*

F. Director Expenses

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

Director Fleek-Green was not present at the time of the vote.

VI. CEO REPORTS AND CORRESPONDENCE

A. July 2023 Financial Statements and Variance Report (Griffin)

Karen Griffin, VP of Finance and Accounting, presented the July 2023 Financial Statements and Variance Report, and preliminary August results, and responded to questions from the Board.

B. BRU Capital Surcharge/Rebate (Chicola/Clarkson)

Randall Chicola, Economic Analyst, and Matthew Clarkson, Chief Legal Officer, provided an update on the BRU Capital Surcharge/Rebate and responded to questions from the Board.

C. Rate Case Update (Clarkson)

Matt Clarkson, Chief Legal Officer, provided an updated timeline for the 2023 General Rate Case Update, and responded to questions from the Board.

D. RRC Update (Baker)

Trish Baker, Manager Government Affairs gave an update on the Railbelt Reliability Council and responded to questions from the Board.

E. Board Policy Scheduled Tasks/Reports (Board/Staff)

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

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

VII. UNFINISHED BUSINESS

None.

VIII. NEW BUSINESS

*A. Director Meeting Fees & Expenses**(Miller/Board)*

Board members discussed Director Meeting Fees & Expenses. Mr. Miller made comments on the resolution and policy. Directors made comments and felt that a clear process be put in place for routine review in the resolution and policy. Mr. Miller felt that this was an intermediate step and would incorporate a schedule for routing updates, and stated modifications could be made to the policy. Director Cooper recommended that something should be put in place for increases so future boards will not have to do this again. Consensus was that the Board was not ready to vote on the topic, and to table the discussion until the October 17, 2023 Governance Committee Meeting.

Director Wiggin moved, and Director Fleek-Green seconded that the discussion be tabled until the October 17, 2023 Governance Committee Meeting. The motion passed unanimously.

*Director Fleek-Green joined online at 5:53 p.m.
Director Fleek-Green joined in-person at 6:11 p.m.*

IX. EXECUTIVE SESSION

A. Strategic Planning (Miller)

At 6:23 p.m., Director Cooper moved, and Director Wiggin 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 7:18 p.m.

X. NEW BUSINESS

None.

XI. DIRECTOR COMMENTS

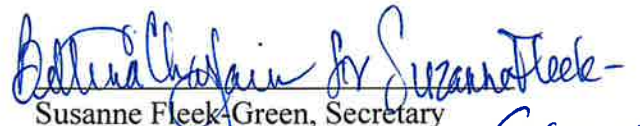
Director comments were made at this time.

Director Nordlund left the meeting at 7:20 p.m.

XII. ADJOURNMENT

At 7:28 p.m., Director Wiggin moved, and Director Cooper seconded the motion to adjourn. The motion passed unanimously.

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


Susanne Fleek-Green, Secretary
Date Approved: October 25, 2023 *Green*