

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

**October 20, 2021**  
**Wednesday**  
**4:00 p.m.**

**REGULAR BOARD OF DIRECTORS' MEETING**

Recording Secretary: Arden Quezon

**I. CALL TO ORDER**

Acting Chair Hollis 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*

Acting Chair Hollis led the Board in the Pledge of Allegiance.

*B. Roll Call*

*Board Members Present:*

Rachel Morse, Chair *(via teleconference)*

Bettina Chastain, Vice Chair *(via teleconference)*

James Henderson, Secretary

Harold Hollis, Treasurer

Sam Cason, Director

Mark Wiggin, Director *(via teleconference)*

Erin Whitney, Director

*Guests and Staff Attendance:*

*Present:*

Lee Thibert

Matthew Clarkson

Marty Freeman

Brian Hickey

Sherri Highers

Teresa Kurka

*Via Teleconference:*

Connie Owens

Jonas Banta, The

Jenny Marie Stryker, The

Mark Fouts

Alaska Center

Alaska Center

Crystal Enkvist, APA

Shaina Kilcoyne, Solid

Rachel Christensen, The

Kyla Kosednar, The

Waste Services

Alaska Center

Alaska Center

*C. Minute*

Marty Freeman, Senior Manager HSE discussed “*Know What to do during an Emergency.*”

## **II. APPROVAL OF AGENDA**

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

## **III. PERSONS TO BE HEARD**

None.

## **IV. CONSENT AGENDA**

- A. *Board Calendar*
- B. *Training and Conferences*
  - 1. *APA Legislative Conference, January 25-27, 2022, Juneau, AK*
  - 2. *NRECA Annual Meeting, March 3-9, 2022, Nashville, TN*
- C. *Minutes*
  - 1. *September 22-23, 2021, Regular Board of Directors' Meeting (Quezon)*
- D. *Director Expenses (9/18/21 – 10/15/21)*

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

## **V. EXECUTIVE SESSION**

- A. *CEO Recruitment Services – Board Discussion*
- B. *Board Attendance – Board Discussion*

At 4:08 p.m., Director Cason moved and Director Whitney seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), and (4) the Board of Directors go into executive session to discuss: 1) financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and, 2) personnel matters. The motion passed unanimously.

*The meeting reconvened in open session at 5:44 p.m.*

## **VI. NEW BUSINESS**

- A. *CEO Recruitment Services (Board)*

Director Cason moved and Director Whitney seconded the motion that the Board of Directors approve that the Senior Manager of Risk Management and Administrative services negotiate, finalize and prepare for execution an agreement for the engagement of JK Executive Strategies, LLC to advise and assist in the CEO recruitment and selection as discussed in Executive Session.

The motion passed with 6 to 1 vote, with Director Henderson voting no.

- B. *COVID-19 Public Health Threat (Board)*

Director Whitney moved and Director Cason seconded the motion that pursuant to Article V, Section 7, of the Association's Bylaws, the Board of Directors declare an

emergency exists that dictates in-person attendance not be required at the November 22, 2021, regular meeting of the Board of Directors. This declaration shall be revisited and extended by the Board of Directors as necessary at the November 22, 2021, regular meeting. The motion passed unanimously.

## **VII. CEO REPORTS AND CORRESPONDENCE**

- A. August 2021 Financial Statements and Variance Report (Highers)*  
Sherri Highers, Chief Financial Officer (CFO), Executive Vice President, Finance and Administration, discussed August 2021 Financial Statements and Variance Report and responded to questions from the Board.  
Lee Thibert, CEO and Brian Hickey, Chief Operating Officer (COO) also responded to questions from the Board.\_
- B. 3<sup>rd</sup> Quarter 2021 Safety Report (Freeman/Clarkson)*  
Marty Freeman, Senior Manager HSE, gave an update on the 3<sup>rd</sup> Quarter 2021 Safety Report and responded to questions from the Board.
- C. Board Policy Scheduled Tasks/Reports (Board/Staff)*  
Lee Thibert, Chief Executive Officer (CEO), discussed the Board Policy Scheduled Tasks/Reports.

## **VIII. DIRECTOR REPORTS**

- A. Alaska Power Association (APA) Report*  
Director Hollis introduced Crystal Enkvist, Executive Director, APA and she provided an update on APA activities, upcoming events and responded to questions from the Board.
- B. Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*  
Director Henderson and Lee Thibert, CEO stated that there was no meeting to report on and that discussion is scheduled for Executive Session.
- C. Renewable Energy Alaska Project (REAP) Report*  
Directors Whitney stated that there was no meeting.
- D. Board Committee Reports (Audit and Finance, Operations & Governance)* Director Hollis stated that there was no meeting to report on and that the next meeting is scheduled for November 16, 2021.  
Director Chastain reported on the October 13, 2021, Operations Committee meeting and stated that the next meeting is scheduled for December.  
Director Cason stated that there was no Governance Committee meeting to report on and that the next meeting is scheduled for December 1, 2021.

*E. Other Meeting Reports*

None.

**IX. UNFINISHED**

None.

**X. EXECUTIVE SESSION**

*A. Update on Railbelt Reliability Council (RRC)*

*B. ARCTEC Discussion*

At 6:25 p.m., Director Whitney moved and Director Cason 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 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.

*The meeting reconvened in open session at 7:38 p.m.*

Director Hollis stated that Director Whitney was delegated to sign Directors Chastain, Morse and Wiggin's expense reports. No objections were made.

**XI. NEW BUSINESS**

None.

**XII. DIRECTOR COMMENTS**

Director Comments were made at this time.

**XIII. ADJOURNMENT**

At 7:50 p.m., Director Cason moved and Director Henderson seconded the motion to adjourn. The motion passed unanimously.

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

/s/

James Henderson, Secretary

Date Approved: November 22, 2021