

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

October 25, 2023
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Ky'yanna Hamilton

I. CALL TO ORDER

Director Morse 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

Director Morse led the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Sam Cason, Chair *(Telephonic)*

Sisi Cooper, Vice Chair *(Telephonic)*

Rachel Morse, Treasurer

Susanne Fleek-Green, Secretary *(Telephonic)*

Mark Wiggin, Director

Bettina Chastain, Director

Jim Nordlund, Director *(Telephonic)*

Staff and Guests in Attendance:

Present:

Sherrri Highers

Allan Rudeck

Matthew Clarkson

Andrew Laughlin

Karen Griffin

Julie Hasquet

Marty Freeman

Todd McCarty

Emily Muller

Peyton Reid

Mike Brodie

Trish Baker

Margret Louie, Member

Crysal Enkvist, APA

Josh Travis

Scarlett Masten

Phillip Zempel

Patty Bogan, Member

Brad Authier, Member

William Herman, Member

Bruce Schull, Member

Via Teleconference:

Aurora Roth, Member

Donovan Russoniello,
Member

George Donart, Member

Polly Murray, Member

Samantha Owen,
McMillen

Paul Michelsohn,
Member

Deborah Gardino

David Caye

Nathan Golab

Ashton Doyle

Sandra Cacy

Heather Slocum

C. Safety Minute

Marty Freeman, Senior Manager of Safety, and Security presented "Using an AED", the year-to-date safety information, and responded to questions from the Board.

D. *Electric Power Factoid: Cyber Security – (McCarty)*

Todd McCarty, VP of Information Services presented a detailed update about “Cyber Security” and answered questions from the board.

II. APPROVAL OF AGENDA

Director Wiggin moved, and Director Chastain seconded the motion to approve the agenda. Director Chastain made a friendly amendment to the Agenda, to include an executive session item to discuss the Eklutna Project. The motion passed unanimously as amended.

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

III. PERSONS TO BE HEARD

A. *Member Comments*

Bruce Schulte, Member, made comments regarding community engagement related to substation upgrades.

Donovan Russoniello, Member, made comments requesting the Chugach Board to adopt a resolution in support of SB 101 and HB 121 to establish a Renewable Portfolio Standard for the Railbelt.

Polly Murray, Member, made comments regarding the benefits of a strong renewable portfolio standard and the impact on engineering jobs in Alaska.

Aurora Roth, Member, made comments asking the board to create and pass a resolution to support the Renewable Portfolio Standards in the upcoming legislative session.

William Herman, Member, made comments about the Renewable Portfolio Standards of Chugach.

Margaret T Louie, Member, made comments regarding the proposed 65-foot tower at the Campbell Lake substation.

Paul Michelsohn Jr., Member, made comments regarding the cost of the Campbell Lake Substation.

Director Wiggin arrived in person at 4:39 p.m.

IV. DIRECTOR REPORTS

A. *Member Advisory Council (MAC) Report*

Julie Hasquet, Senior Manager of Corporate Communications, provided an update on the MAC committee activities, changes to the website, strategic goals and announced open seats on the committee.

B. *Alaska Power Association (APA) Report*

Crystal Enkvist, APA, provided an update on APA activities, upcoming events, and responded to questions from the board.

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

Director Morse reported on the upcoming Audit & Finance Committee on November 8, 2023.

Director Wiggin reported on the October 11, 2023, Operations Committee Meeting.

Director Morse reported on the October 17, 2023, Governance Committee Meeting.

- D. *Other Meeting Reports*
Director Morse gave a report on her attendance at the NRECA regional meeting.

V. CONSENT AGENDA

- A. *Board Calendar*
1. *Excused Absence – Director Nordlund – October 11, 2023, Operations Committee Meeting*
- B. *Training and Conferences*
1. *NRECA Winter School for Directors, December 8-12, 2023, Nashville, TN*
- C. *Minutes*
1. *September 27, 2023, Regular Board of Directors’ Meeting (Slocum)*
- D. *Member Advisory Council (MAC) Charge*
- E. *Board Policy 606: Policies and Procedures for Member Committees*
- F. *Retail Capital Credit Retirement*
- G. *Director Expenses*

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

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

VI. CEO REPORTS AND CORRESPONDENCE

- A. *August 2023 Financial Statements and Variance Report (Griffin/Highers) (5:20 p.m.)*
Karen Griffin, VP of Finance and Accounting, presented the August 2023 Financial Statements and Variance Report, and responded to questions from the Board.
- B. *Online Access to Rate Case Information (Clarkson) (5:45 p.m.)*
Matt Clarkson, Chief Legal Officer, provided a tutorial of how to access and navigate the RCA website to track all Rate Case Information and answered questions from the board.
- C. *Board Policy Scheduled Tasks/Reports (Board/Staff) (6:00 p.m.)*
The Board Policy Scheduled Tasks were provided in the meeting packet.

Director Cooper joined online at 5:19 p.m.

VII. UNFINISHED BUSINESS

None.

VIII. NEW BUSINESS (scheduled) (6:10 p.m.)**

- A. *Board Policy 204: Director Meeting Fees and Expenses** (Board) (6:10 p.m.)*

Director Fleek – Green reported on the governance committee discussion regarding Board Policy 204: Director Meeting Fees and Expenses and opened the floor to the Board members to discuss Board Policy 204: Director Meeting Fees and Expenses. Directors expressed concerns and recommended that a clear process be put in place for changes over time and keeping a close eye on the frequency of board meetings, budgets, and compensation of board members.

Director Wiggin moved, and Director Fleek-Green seconded the agenda to approve the attached Resolution and Board Policy 204, adopting a new schedule and structure of director fees and other necessary revisions to Board Policy 204. The motion passed unanimously.

IX. EXECUTIVE SESSION

A. Eklutna Project Update

At 5:55 p.m., Director Chastain 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 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 Meeting reconvened in open session at 7:45 p.m.

X. NEW BUSINESS

None.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 7:59 p.m., Director Wiggin moved, and Director Chastain seconded the motion to adjourn. The motion passed unanimously.



Susanne Fleek-Green, Secretary

Date Approved: November 13, 2023