

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

October 26, 2022
Wednesday
4:00 p.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 4:04 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Chair Chastain led the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Bettina Chastain, Chair
Mark Wiggin, Vice Chair
Harold Hollis, Treasurer
Sam Cason, Secretary
Erin Whitney, Director
Rachel Morse, Director
Sisi Cooper, Director (*via teleconference*)

Staff and Guests in Attendance:

Present:

Arthur Miller	Sherri Highers	Karen Griffin
Matthew Clarkson	Julie Hasquet	John Bell
Andrew Laughlin	Jean Kornmuller	Russel Thornton
Teresa Kurka	Wynne Auld, Member	David Caye
Marty Freeman	Ashton Doyle	Mark Henspeter
Josh Travis	Todd McCarty	Ashton Doyle

Via Teleconference:

Arden Quezon	Kate Ayers	Rachel Christensen,
Jennifer Stryker,	Willis Geffert, Consultant	Alaska Center
Alaska Center	Shaina Kilcoyne,	Crystal Enkvist, APA
Jonas Banta, Member	Member	Chris McConnell, REAP
Kate Ayers	Nathan Golab	

C. Safety Minute

Marty Freeman, Senior Manager HSE, discussed "*Preparing for Winter*".

D. Electric Power Factoid: Under Frequency Load Shed

John Bell, Studies Engineer, presented an overview of Under Frequency Load Shed and responded to questions from the Board.

II. APPROVAL OF AGENDA

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

III. PERSONS TO BE HEARD

A. Member Comments

Chair Chastain and Arthur Miller, Chief Executive Officer (CEO) addressed Chugach member, Rachel Christensen's, questions.

IV. DIRECTOR REPORTS

A. Alaska Power Association (APA) Report

Director Hollis introduced Crystal Enkvist, Executive Director, APA, who provided an update on APA activities, upcoming events, and encouraged people to attend the December 7, 2022, Holiday Open House.

B. Renewable Energy Alaska Project (REAP) Report

Director Whitney introduced Chris McConnell, Alaska Network for Energy Education and Employment Director, REAP, who reported on REAP activities and upcoming events.

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

Director Hollis reported on the August 24, 2022, Audit and Finance Committee meeting and stated that the next meeting is scheduled for November 9 and 30, 2022.

Director Wiggin reported on the October 19, 2022, Operations Committee meeting and stated the next meeting is scheduled for November 15, 2022.

Director Cason reported on the September 14, 2022, Governance Committee meeting and stated that the next meeting is scheduled for December 5, 2022.

D. Other Meeting Reports

1. Member Advisory Council (MAC)

Wynne Auld, 2022 MAC Representative, reported on the results of the final MAC meeting held on October 5, 2022. Ms. Auld noted improvements and suggestions they discussed in the meeting and responded to questions from the Board.

2. Native Village of Eklutna

Arthur Miller, CEO, and Directors Morse, Hollis and Wiggin commented on the recent meeting with the Native Village of Eklutna and the Eklutna Hydro Owners Association.

V. CONSENT AGENDA

A. Board Calendar

- B. *Training and Conferences*
- C. *Minutes*
 - 1. *September 28, 2022, Regular Board of Directors' Meeting (Doyle)*
- D. *Quarts Creek Transmission Line Rebuild – Girdwood to Indian Project Authorization (Laughlin/M. Miller)*
- E. *Director Expenses*

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

VI. CEO REPORTS AND CORRESPONDENCE

- A. *Enterprise Resource Planning (ERP) Project Update (McCarty)*
Arthur Miller, CEO, provided an update on the Enterprise Resources Planning project and responded to questions from the Board.
- B. *August 2022 Financial Statements & Variance Report (Griffin/Highers)*
Karen Griffin, Vice President of Finance and Accounting, reported on the August 2022 Financial Statements and Variance Report and responded to questions from the Board.
- C. *Board Policies Scheduled Tasks (Staff/Board)*
The Board Policy Scheduled Tasks were provided in the meeting packet.

Arthur Miller, CEO, discussed the CEO Reports and Correspondence contents and responded to questions from the Board.

VII. UNFINISHED BUSINESS

None.

VIII. NEW BUSINESS

None.

IX. EXECUTIVE SESSION

- A. *Invoice Cloud – Contract Approval (Kurka/Travis)*
- B. *Draft 2023-2027 Strategic Plan (Miller)*
- C. *Battery Energy Storage System (Laughlin)*
- D. *Railbelt Reliability Council Update (Clarkson)*

At 5:13 p.m., Director Cason moved and Director Hollis seconded the motion that pursuant to Alaska Statute 10.25.175(c)(3) the Board of Directors go into executive session to 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 7:52 p.m.

X. NEW BUSINESS

- A. *Invoice Cloud – Contract Approval (Kurka/Travis)*
Director Morse moved and Director Cason seconded the motion that the Board of Directors authorizes the Chief Executive Officer to proceed with the Invoice Cloud

Biller Agreement, with a not-to-exceed amount of \$5,552,000 for the initial 5-year contract period. The motion passed unanimously.

B. Retirement Security Plan Restatement (Clarkson)

Director Morse moved and Director Cason seconded the motion that the board of Directors approve the attached resolution authorizing the CEO to execute all necessary documents including the revised adoption agreement and take any and all further actions necessary to carry out the July 1, 2022 amendment and restatement of the RS plan. The motion passed unanimously.

C. Battery Energy Storage System (Laughlin)

Director Wiggin moved and Director Morse seconded the motion that the Chugach Electric Association, Inc. Board of Directors authorize the Chief Executive Officer to proceed with the acquisition, construction and installation of a battery energy storage system as discussed in executive session, with the executive session Agenda Item Summary and Motion to be held confidential until the Chief Executive Officer has determined that the information is no longer confidential.

Chair Chastain called for a vote:

Director Chastain – Yes
Director Wiggin – No
Director Hollis – Yes
Director Cason – Yes
Director Whitney – No
Director Morse – Yes
Director Cooper – Yes

The motion passed 5 to 2 votes.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 8:03 p.m., Director Wiggin moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.


Samuel Cason, Secretary

Date Approved: November 28, 2022