

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

**November 13 – 14, 2023**  
**Monday - Tuesday**  
**8:30 a.m.**

**REGULAR BOARD OF DIRECTORS' MEETING**

Recording Secretary: Sandra Cacy

**I. CALL TO ORDER**

Chair Cason called the Regular Board of Directors' Meeting to order at 8:48 a.m. at the Megan Room, Anchorage, Alaska.

*A. Pledge of Allegiance*

*B. Roll Call*

*Board Members Present:*

Sam Cason, Chair  
Sisi Cooper, Vice Chair  
Susanne Fleek-Green, Secretary  
Rachel Morse, Treasurer  
Mark Wiggin, Director  
Bettina Chastain, Director  
Jim Nordlund, Director

*Guests and Staff Attendance*

*Present:*

Arthur Miller	Ashton Doyle	Sean Skaling
Sherri Highers	Dustin Highers	Todd McCarty
Andrew Laughlin	Kate Ayers	Melanie Wood
Matt Clarkson	Julie Hasquet	Eugen Ori
Allan Rudeck	Bart Armfield, Consultant	Josh Travis
Tiffany Wilson	Trish Baker	Steve Gerlek, Consultant
Hans Thompson	Darin Lynch, CFC	Mark Schneider, CFC
Hua Fang, Black & Veatch		

*C. Safety Minute*

Sherri Highers, Chief Financial Officer, introduced Josh Travis, VP of Admin Services, who discussed "*Emergency Exits*", where the AED was, and the building safety officer.

*D. Energy Factoid: Rate Adjustment Process (Clarkson)*

Matthew Clarkson, Chief Legal Officer, discussed the Rate Adjustment Process and responded to questions from the Board.

## II. APPROVAL OF AGENDA

Director Cooper moved and Director Wiggin 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

None.

## IV. CONSENT AGENDA

### A. Board Calendar

1. *Excused Absence for Director Nordlund – November 07, 2023, Special Board of Directors' Meeting*
2. *Excused Absence – Director Nordlund – November 08, 2023, Audit & Finance Committee Meeting*

### B. Training Conferences

### C. Minutes

1. *October 25, 2023, Regular Board of Directors' Meeting (Hamilton)*
2. *November 7, 2023, Special Board of Directors' Meeting (Slocum)*

### D. 2024 Operating and Capital Budget (S. Highers)

### E. BMO Account Changes (S. Highers)

### F. KeyBank Credit Card Approval (S. Highers)

### G. Director Expenses

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

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

## V. EXECUTIVE SESSION

### A. Introduction and Opening Comments (Cason/Schneider)

### B. Strategic Plan Overview and Session Objectives (Miller)

### C. Natural Gas Supply (Schneider)

### D. Disruptive Trends (Schneider)

### E. Utility of the Future (Schneider)

### F. Legislation & Policy Positions (Schneider)

At 9:05 a.m., Director Morse moved and Director Cooper 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.

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

*Director Nordlund arrived during executive session.*

## VI. RECESS

The meeting recessed at 3:58 p.m.

## **VII. RECONVENE MEETING**

The meeting reconvened *in Executive Session* on November 13, 2023 at 8:39 a.m. at the Megan Room, Anchorage, Alaska.

Chair Cason noted that item VIII.6. Decarbonization, would be moved to item XII.C.

## **VIII. EXECUTIVE SESSION**

### *A. Review of Strategic Priority Areas (Schneider)*

1. *Safety*
2. *Integration of Synergies & Cost Savings*
3. *Communication, Member Engagement & Community Involvement*
4. *Business Planning & Economic Development*
5. *Leadership, Management & Employee Development*
6. *Decarbonization*
7. *Natural Gas Supply*

### *B. Action Plan and Accountabilities (Board/Staff)*

*The meeting reconvened open session at 2:42 p.m.*

## **IX. DIRECTOR REPORTS**

### *A. Alaska Power Association (APA) Report*

Director Cason provided an update on APA and responded to questions from the Board.

### *B. Board Committee Reports (Audit and Finance, Operations & Governance)*

Director Morse reported on the last Audit and Finance Committee meeting on November 8, 2023 and stated that the next meeting was scheduled for December 6, 2023.

Director Wiggin reported on the October 11, 2023, Operations Committee meeting and stated that the next committee meeting might be scheduled for December 20, 2023.

Director Fleek-Green reported on the October 17, 2023 meeting and stated that the next Governance Committee meeting is scheduled for February 7, 2024, but that there may be a need for one in January, 2024.

### *C. Other Meeting Reports*

None.

## **X. CEO REPORTS AND CORRESPONDENCE**

### *A. Community Solar (Skaling)*

Sean Skaling, Sr. Manager of Business and Sustainable Program Development, reported to the Board on Chugach's Community Solar Program and responded to questions from the Board.

### *B. Board Policy Scheduled Tasks/Reports (Board/Staff)*

Arthur Miller, Chief Executive Officer (CEO), discussed the Board Policy Scheduled Tasks & Reports that were provided in the meeting packet.

**XI. NEW BUSINESS**

*A. Southcentral Power Project Generation Repair (Ori/Laughlin)*

Eugene Ori, VP, Power Production, reported on the Generation Repairs being done at the Southcentral Power Project and responded to questions from the Board.

Director Morse moved and Director Chastain seconded that the Board of Directors authorizes the Chief Executive Officer acquire, construct and install the Southcentral Power Project, Unit 10 Major Overhaul project for an estimated Total Installed Cost of \$2.979 million. The motion passed unanimously.

*B. Appointment of ARCTEC Member, Management and Alternate Representatives (Board)*

Director Morse moved and Director Chastain seconded that motion that the Board of Directors adopt the Resolution appointing Director Bettina Chastain as Chugach's Member Representative, Arthur Miller, Chief Executive Officer as Management Representative, and Director Jim Nordlund as Alternate Representative to the ARCTEC Board of Directors. The motion passed unanimously.

**XII. EXECUTIVE SESSION**

*A. Enterprise Resource Planning Project Update (McCarty/Wood)*

*B. Railbelt Coordination Planning (Clarkson/Miller)*

*C. Decarbonization Update (D. Highers)*

At 3:41 a.m. Director Cooper moved and Director Morse 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 4:33 p.m.*

**XIII. UNFINISHED BUSINESS**

None.

**XIV. DIRECTOR COMMENTS**

Director comments were made at this time.

**XV. ADJOURNMENT**

At 4:34 p.m., Director Nordlund moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.

  
Susanne Fleek-Green, Secretary  
Date Approved: December 6, 2023