

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

November 22, 2021
Monday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Arden Quezon

I. CALL TO ORDER

Chair Morse called the Regular Board of Directors' meeting to order at 4:03 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Chair Morse led the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Rachel Morse, Chair

Bettina Chastain, Vice Chair

James Henderson, Secretary (*joined via teleconference at 4:47 p.m.*)

Harold Hollis, Treasurer

Sam Cason, Director

Mark Wiggin, Director

Erin Whitney, Director

Guests and Staff Attendance

Present:

Lee Thibert

Sherri Highers

Scarlett Masten

Brian Hickey

Mark Fouts

Marty Freeman

Matthew Clarkson

Julie Hasquet

Ashton Doyle

Arthur Miller

Via Teleconference:

Connie Owens

Jonas Banta, Alaska

Rachel Christensen,

Pete Smithson

Center

Alaska Center

Karen Griffin

Austin Williams, Trout

Kyla Kosednar, Alaska

Shawn Wendling

Unlimited Alaska

Center

Kate Ayers

Eric Booton, Trout

Jenni-Marie Stryker,

Crystal Enkvist, APA

Unlimited Alaska

Alaska Center

C. Safety Minute

Marty Freeman, Sr. Manager, Safety discussed "*Fire Prevention.*"

II. APPROVAL OF AGENDA

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

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

III. PERSONS TO BE HEARD

Austin Williams and Eric Booton from Trout Unlimited Alaska and Rachel Christensen, Alaska Center addressed the Board.

IV. CONSENT AGENDA

A. Board Calendar

B. Training and Conferences

1. Winter School for Directors, December 10-14, 2021, Nashville, TN

2. APA Legislative Conference, January 25-27, 2022, Juneau, AK

3. NRECA PowerXchange, March 3-9, 2022, Nashville, TN

C. Minutes

1. October 20, 2021, Regular Board of Directors' Meeting (Quezon)

D. Director Expenses (10/16/21 – 11/19/21)

E. Discounting for 2022 Capital Credit Payments (Miller)

F. Pre-Approval for FY2021 Audit Services (Highers)

G. Capital Credit Retirement (Highers)

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

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

V. CEO REPORTS AND CORRESPONDENCE

A. 3rd Quarter 2021 Communications Update (Hasquet)

The 3rd Quarter 2021 Communications Report was provided in the meeting packet.

B. 2021 Electrify Alaska Conference (Masten)

Scarlett Masten presented on the 2021 Electrify Alaska Conference and responded to questions from the Board.

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

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

VI. 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. Renewable Energy Alaska Project (REAP) Report

Director Whitney reported on the November 19, 2021, REAP Quarterly Board meeting which was also attended by Director Wiggin.

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

Director Hollis reported on the November 16, 2021 Audit and Finance Committee meeting and stated that the next meeting is scheduled for December 6, 2021.

Director Chastain stated that there was no meeting to report and that the next Operations Committee meeting is scheduled on December 8, 2021.

Director Cason reported that there was no meeting to report and that the next Governance Committee meeting is scheduled for December 1, 2021.

Director Henderson joined via teleconference at 4:47 p.m.

D. Other Meeting Reports

Directors Hollis and Whitney reported on the 2021 Electrify Alaska Conference in Cordova, Alaska. Brian Hickey, Chief Operating Officer and Arthur Miller, Executive VP, Regulatory & External Affairs responded to questions from the Board.

Chair Morse discussed her attendance to the Chugach Electric Key Member Summit.

VII. UNFINISHED

None.

VIII. NEW BUSINESS

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

Director Cason moved and Director Hollis 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 December 15, 2021, regular meeting of the Board of Directors. This declaration shall be revisited and extended by the Board of Directors as necessary at the December 15, 2021, regular meeting. The motion passed unanimously.

B. Project Authorization - East Cable Terminal Reactor Replacement (Laughlin/Hickey)*

Director Hollis moved and Director Cason seconded the motion that the Board of Directors authorize the Chief Executive Officer to proceed with the East Cable Terminal Reactor Replacement Project at an estimated cost of \$3,200,000. The motion passed unanimously.

IX. EXECUTIVE SESSION

A. Update on Railbelt Reliability Council (RRC) Hickey

B. Review 2022-2026 Strategic Plan (Miller)

C. RCA Order U-21-059(7) (Clarkson/Miller)

D. Chief Executive Officer (CEO) Search (Board)

At 5:23 p.m., Director Wiggin moved and Director Whitney seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), (3), and (4) 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, and 3) personnel matters. The motion passed unanimously.

The meeting reconvened in open session at 8:32 p.m.

IX. NEW BUSINESS

*A. Chief Executive Officer (CEO) Search** (Board)*

No action taken.

X. DIRECTOR COMMENTS

Director comments were made at this time.

XI. ADJOURNMENT

At 8:37 p.m., Director Wiggin moved and Director Chastain seconded the motion to adjourn. The motion passed unanimously.

/s/

James Henderson, Secretary

Date Approved: December 15, 2021