

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

December 20, 2017
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Arden Quezon-Vicente

I. CALL TO ORDER

Chair Reiser called the Regular Board of Directors Meeting to order at 4:00 p.m. in the training room of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. *Pledge of Allegiance*
Chair Reiser led the Board in the Pledge of Allegiance.

B. *Roll Call*
Board Members Present:
Janet Reiser, Chair
Bettina Chastain, Vice Chair (*arrived at 4:03 p.m.*)
Jim Henderson, Secretary (*via teleconference*)
Sisi Cooper, Treasurer (*arrived at 4:10 p.m.*)
Susan Reeves, Director (*via teleconference*)
Harry Crawford, Director
Stuart Parks, Director

Guests and Staff in Attendance:

Lee Thibert	Renee Curran	Kate Ayers
Paul Risse	Tom Schulman	Thomas Showalter,
Brian Hickey	Jon Sinclair	ConnectHR, LLC
Tyler Andrews	Sean Skaling	Lindsay Sauerlender,
Mark Johnson	Shelly Schmitt	ConnectHR, LLC
Julie Hasquet	Rodney Kaas	Mark Begich, Northern
Mark Fouts	Josh Travis	Compass Group
Arthur Miller	Marty Freeman	Rachel Barinbaum,
Divina Portades	Todd McCarty	Northern Compass Group
Josh Resnick	Teresa Kurka	James Mullican
Jody Wolfe	Connie Owens	

C. *Safety Minute*
Marty Freeman, Manager, Safety discussed “*Christmas Safety*” and responded to questions from the Board.

Director Chastain arrived at 4:03 p.m.

II. APPROVAL OF THE AGENDA

Director Crawford moved and Director Parks seconded the motion to approve the agenda. The motion passed unanimously.

Director Cooper was not present at the time of vote.

III. PERSONS TO BE HEARD

- A. *Member Comments*
None

IV. CONSENT AGENDA

- A. *Board Calendar*
- B. *Training and Conferences*
 - 1. *2018 NRECA Annual Meeting, February 22-28, 2018, Nashville TN (Deadline for conference and hotel registration is January 19, 2018)*
- C. *Minutes*
 - 1. *November 20, 2017, Special Board of Directors' Meeting (Quezon-Vicente)*
 - 2. *November 29, 2017, Regular Board of Directors' Meeting (Portades)*
 - 3. *December 1, 2017, Special Board of Directors' Meeting (Portades)*
 - 4. *December 4, 2017, Special Board of Directors' Meeting (Quezon-Vicente)*
- D. *Director Expenses*

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

Director Cooper was not present at the time of vote.

Director Cooper arrived at 4:10 p.m.

V. CEO REPORTS AND CORRESPONDENCE

- A. *October 2017 Financial Statements and Variance Report (Harris/Curran)*
The October 2017 Financial Statements and Variance Report was provided in the meeting packet.
- B. *Write-off of Accounts Receivable –Electric/Other (Kurka/Andrews)*
The Write-off Accounts Receivable – Electric/Other was provided in the meeting packet.
- C. *4th Quarter 2017 Railbelt Bill Comparison (Skaling/Miller)*
The 4th Quarter 2017 Railbelt Bill Comparison was provided in the meeting packet.
- D. *Chugach's Green Energy Program (Ayers/Miller)*
Kate Ayers, Energy Efficiency & Conservation Specialist presented, and Lee Thibert, Chief Executive Officer (CEO) and Sean Skaling, Manager, Business & Sustainability Program, discussed the Chugach's Green Energy Program and

responded to questions from the Board.

E. Abbott Road Phase 2 (Schmitt/Risse)

Shelly Schmitt, Sr. Manager, Distribution Engineering discussed the Abbott Road Phase 2 and responded to questions from the Board.

VI. DIRECTOR REPORTS

A. Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report

Lee Thibert, CEO reported on the December 18, 2017 ARCTEC meeting.

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

None

C. Other Meeting Reports

None

VII. UNFINISHED BUSINESS

None

VIII. NEW BUSINESS

A. Appointment of 2018 NRECA Voting Delegate and Alternate (Board)*

Director Chastain moved and Director Cooper seconded the motion that the Board of Directors appoints Susan Reeves as the NRECA Voting Delegate and Jim Henderson as the alternate. The motion passed unanimously.

A. Hope Substation Upgrade – Project Authorization (Sinclair/Hickey)*

Director Chastain moved and Director Cooper seconded the motion that the Board of Directors' authorize the Chief Executive Officer (CEO) to approve project expenditures for the Hope Substation Upgrade at an estimated total cost of \$1,900,000, with an estimated completion date of December 2018. The motion passed unanimously.

IX. EXECUTIVE SESSION

A. Strategic Planning

B. CEO Goals and Parameters and Project Specific Objectives

At 5:02 p.m., Director Crawford 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 financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and, 2) receive reports upon legal matters that are attorney/client privileged, 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 7:55 p.m.

X. DIRECTOR COMMENTS

Director comments were made at this time.

Director Henderson delegated Director Chastain as acting Secretary.

Directors Henderson and Reeves delegated Director Crawford to sign their expense reports.

Chair Reiser read her resignation letter and thank the Board and Chugach Staff.

XI. ADJOURNMENT

At 8:00 p.m., Director Henderson moved and Director Crawford seconded the motion to adjourn. The motion passed unanimously.

/s/

James Henderson, Secretary

Date Approved: January 24, 2018