

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

**March 18, 2020**  
**Wednesday**  
**(Immediately Following the Audit and Finance Committee Meeting)**

**SPECIAL BOARD OF DIRECTORS' MEETING**

Recording Secretary: Arden Quezon

**I. CALL TO ORDER**

Acting Chair Morse called the Special Board of Directors' meeting to order at 6:50 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Pledge of Allegiance*

Acting Chair Morse led the Board in the Pledge of Allegiance.

*B. Roll Call*

*Board Members Present:*

Bettina Chastain, Chair *(via teleconference)*

Susan Reeves, Vice Chair *(via teleconference)*

Rachel Morse, Treasurer

Stuart Parks, Secretary *(via teleconference)*

Harry Crawford, Director

Jim Henderson, Director *(via teleconference)*

Harold Hollis, Director *(via teleconference)*

*Guests and Staff in Attendance:*

Lee Thibert

Sherri Highers

Matthew Clarkson

Connie Owens

**II. APPROVAL OF THE AGENDA**

Director Reeves moved and Director Henderson seconded the motion to approve the agenda. The motion passed unanimously.

**III. PERSONS TO BE HEARD**

*A. Member Comments*

None

**IV. CONSENT AGENDA**

None

**V. CEO REPORTS AND CORRESPONDENCE**

None

**VI. DIRECTOR REPORTS**

None

## VII. UNFINISHED BUSINESS

None

## VIII. NEW BUSINESS

### A. *COVID-19 Public Health Threat\* (Clarkson)*

Director Chastain moved and Director Henderson seconded the motion to waive the seven-day rule as provided in Board Policy No. 202 Section III, and to approve the attached Board Resolution addressing Board meeting attendance limitations and requirements during the COVID-19 public health threat. The motion passed unanimously.

*Director Chastain resumed her role as Board Chair.*

### B. *Accept the 2019 Independent Audited Financial Statements (KPMG)*

Director Morse moved and Director Hollis seconded the motion that the Board of Directors accept the 2019 Independent Audited Financial Statements of Chugach Electric Association, Inc. and footnotes as presented by KPMG and management. The motion passed unanimously.

### C. *December 31, 2019, SEC Form 10K Filing\* (Curran)*

Director Hollis moved and Director Morse seconded the motion that the Board of Directors approve that management file the Securities and Exchange Commission Form 10K by the due date incorporating any amendments to the document which will be reviewed and approved by KPMG. Mr. Hayhurst and Ms. Highers will immediately inform the Board, in writing, of any material or significant changes. The motion passed unanimously.

### C. *Pre-Approval for FY2020 Audit Services\* (Highers)*

Director Morse moved and Director Henderson seconded the motion that the Board of Directors approve the retention of KPMG for audit services for FY2020 in accordance with the fees outlined in KPMG's contract, due to expire April 15, 2021. The motion passed unanimously.

## IX. EXECUTIVE SESSION

None

## X. DIRECTOR COMMENTS

Director comments were made at this time.

## XI. ADJOURNMENT

At 7:10 p.m., Director Morse moved and Director Crawford seconded the motion to adjourn. The motion passed unanimously.

/ss/

Stuart Parks, Secretary

Date Approved: March 25, 2020