

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

March 25, 2020
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: DeAnna Scott

I. CALL TO ORDER

Chair Chastain called the Regular Board of Directors' Meeting to order at 4:02 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Chair Chastain requested Director Parks to lead the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Bettina Chastain, Chair *(via teleconference)*
Susan Reeves, Vice Chair *(via teleconference)*
Stuart Parks, Secretary
Rachel Morse, Treasurer *(via teleconference)*
Jim Henderson, Director *(via teleconference)*
Harry Crawford, Director
Harold Hollis, Director *(via teleconference)*

Guests and Staff in Attendance:

Lee Thibert	Arthur Miller	Jim Bates, The Strive
Brian Hickey <i>(via teleconference)</i>	Sherri Highers <i>(via teleconference)</i>	Group
Matthew Clarkson	Teresa Kurka	Julie Hasquet <i>(via teleconference)</i>
Phil Steyer <i>(via teleconference)</i>	Mark Fouts <i>(via teleconference)</i>	Tyler Andrews
Rodney Kaas	Connie Owens	Tom Schulman <i>(via teleconference)</i>

C. Safety Minute

Tyler Andrews, Executive V.P., Employee Services & Communications discussed "Using an AED".

II. APPROVAL OF THE AGENDA

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

III. PERSONS TO BE HEARD

- A. *Member Comments*
None

IV. CONSENT AGENDA

- A. *Board Calendar*
- B. *Director Training/Education and Conferences (Board Discussion)*
 - 1. *2020 APA Federal Legislative Conference, June 2-4, 2020, Washington, D.C. (Deadline for conference and hotel registration is April 13, 2020)*
 - 2. *Directors Summer School, June 5-10, 2020, Charleston, SC (Deadline for registration and hotel is April 15, 2020)*
 - 3. *2020 APA & AIE Annual Meeting, August 26-28, 2020, Homer, AK (Deadline for meeting and hotel registration is June 24, 2020)*
- C. *Minutes*
 - 1. *February 19, 2020, Regular Board of Directors' Meeting (Scott/Quezon)*
 - 2. *March 5, 2020, Special Board of Directors' Meeting (Scott)*
 - 3. *March 18, 2020, Special Board of Directors' Meeting (Quezon)*
- D. *Director Expenses*

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

V. CEO REPORTS AND CORRESPONDENCE

- A. *Elections Audit Results (Jim Bates, The Strive Group)*
Jim Bates, The Strive Group, discussed the Elections Audit Results and responded to questions from the Board.
- B. *1st Quarter 2020 Railbelt Bill Comparison (Skaling/Miller)*
Lee Thibert, Chief Executive Officer (CEO) reported on the 1st Quarter 2020 Railbelt Bill Comparison.
- C. *2020 Legislative Update (Steyer/Miller)*
Phil Steyer, Director, Government Relations, reported on the 2020 Legislative Update and responded to questions from the Board.
- D. *RRC Update (Hickey)*
Brian Hickey provided an RRC Update and responded to questions from the Board.
- E. *COVID-19 Update*
 - 1. *Governor/Mayor Orders & Press Releases*
Lee Thibert, CEO, reported on the Governor/Mayor Orders that have been provided to the Board which includes all correspondence to employees and membership. Mr. Thibert also noted the information can be located on the Onboard Resources Tab and on Chugach's website.
 - 2. *Implementation of Procedures on Guidelines/Requirements*
Tyler Andrews, Executive V.P., Employee Services and Communication, provided an update on the Implementation of Procedures on Guidelines/Requirements and responded to questions from the Board.

Chair Chastain appointed Director Crawford as Treasurer and requested Director Parks to approve the CEO's expense reports. Director Parks was appointed to approve Director Crawford's expense report.

The Board recessed at 5:30 p.m. and reconvened the meeting at 5:47 p.m.

3. Chugach Candidate Forum

Julie Hasquet, Sr. Manager, Corporate Communications, discussed the Chugach Candidate Forum and responded to questions from the Board.

4. Chugach Annual Meeting

Arthur Miller, Executive V.P., Regulatory & External Affairs, discussed the Chugach Annual Meeting and responded to questions from the Board.

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

Lee Thibert, CEO, reported on the Board Policy Scheduled Task/Reports.

VI. DIRECTOR REPORTS

A. Alaska Power Association (APA) Report

Director Hollis provided an update on the APA activities, upcoming events and responded to questions from the Board.

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

Director Crawford stated that there was no ARCTEC meeting to report.

C. Renewable Energy Alaska Project (REAP) Report

Director Morse reported on the March 17, 2020, REAP Executive Committee meeting.

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

Director Morse reported on the March 18, 2020, Audit and Finance Committee meeting.

Director Parks reported on the March 3rd and March 11th Operations Committee meetings.

Director Reeves reported the Governance Committee did not meet, however, reported on the March 19, 2020, Bylaws Committee meeting.

E. Other Meeting Reports

None

VII. UNFINISHED BUSINESS

None

VIII. EXECUTIVE SESSION

A. Chugach Annual Meeting Discussion

B. ML&P Acquisition Update

C. Finance

At 6:22 p.m., Director Crawford moved and Director Parks 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) 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 8:15 p.m.

IX. NEW BUSINESS

A. Approval of 2020 Date of Record (Kurka/Miller)*

Director Parks moved and Director Crawford seconded the motion that the Board of Directors set April 22, 2020, as the Date of Record for Chugach's 2020 election. The motion passed unanimously.

B. Approval of 2020 Master Election Judge (Kurka/Miller)*

Director Hollis moved and Director Crawford seconded the motion that the Board of Directors appoint Dawn Bundick as the 2020 Master Election Judge and Lawrence Camp be appointed as the alternate. The motion passed unanimously.

C. 2020 Election Procedures (Kurka/Miller)*

Director Henderson moved and Director Parks seconded the motion that the Board of Directors approve the 2020 Election Procedures as recommended by the Election Committee. The motion passed unanimously.

D. Resolution – Board Travel (Board)*

Director Parks moved and Director Henderson seconded the motion that the Board of Directors approve the attached Resolution suspending director travel, limiting director expenses, and further clarifying requirements for board meetings during the COVID-19 public health threat. The motion passed unanimously.

X. DIRECTOR COMMENTS

Director comments were made at this time.

XI. ADJOURNMENT

At 8:26 p.m., Director Morse moved and Director Crawford seconded the motion to adjourn. The motion passed unanimously.

/s/
Stuart Parks, Secretary
Date Approved: April 22, 2020