

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

April 22, 2020
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Arden Quezon

I. CALL TO ORDER

Chair Chastain 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 Chastain 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

Jim Henderson, Director *(joined via teleconference at 4:08 p.m.)*

Harry Crawford, Director

Harold Hollis, Director *(arrived at 4:07 p.m.)*

Guests and Staff in Attendance:

Lee Thibert

Tyler Andrews *(via teleconference)*

Mitchell Roth,

Brian Hickey *(via teleconference)*

Sherri Highers *(via teleconference)*

Chugach Member
(via teleconference)

Matthew Clarkson

Teresa Kurka *(via teleconference)*

Julie Hasquet *(via teleconference)*

Connie Owens *(via teleconference)*

Mark Fouts *(via teleconference)*

Crystal Enkvist, Alaska

Arthur Miller *(via teleconference)*

Power Association (APA)
(via teleconference)

C. Safety Minute

Tyler Andrews, Executive V.P., Employee Services & Communications discussed "Ins and Outs of Cloth Face Coverings – Know your Mask".

Director Hollis arrived at 4:07 p.m.

Director Henderson joined via teleconference at 4:08 p.m.

II. APPROVAL OF THE AGENDA

Director Morse 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 & AIE Annual Meeting, August 26-28, 2020, Homer, AK (Deadline for meeting and hotel registration is June 24, 2020)*
- C. *Minutes*
 - 1. *March 25, 2020, Regular Board of Directors' Meeting (Scott)*
 - 2. *April 8, 2020, Special Board of Directors' Meeting (Quezon)*
- D. *Director Expenses*

Chair Chastain stated that the Board will be discussing the 2020 APA & AIE Annual meeting.

Crystal Enkvist, Executive Director, APA discussed the 2020 APA & AOE Annual Meeting and responded to questions from the Board.

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

V. CEO REPORTS AND CORRESPONDENCE

- A. *1st Quarter 2020 Safety Report (Freeman/Andrews)*
The 1st Quarter 2020 Safety Report was provided in the meeting packet.
- B. *1st Quarter 2020 Communication Report (Hasquet/Andrews)*
The 1st Quarter 2020 Communication Report was provided in the meeting packet.
- C. *January 2020 Financial Statements and Variance Report (Curran/Highers)*
The January 2020 Financial Statements and Variance Report was provided in the meeting packet.
- D. *February 2020 Financial Statements and Variance Report (Curran/Highers)*
The February 2020 Financial Statements and Variance Report was provided in the meeting packet.
- E. *Virtual Annual Meeting Discussion (Hasquet/Andrews)*
Julie Hasquet, Sr. Manager, Corporate Communications, Arthur Miller, Executive VP, Regulatory & External Affairs discussed the Virtual Annual Meeting and responded to questions from the Board.

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

The Board Policy Scheduled Task/Reports was provided in the meeting packet.

Lee Thibert, Chief Executive Officer (CEO) gave a brief summary on the CEO Reports and Correspondence and responded to questions from the Board.

VI. DIRECTOR REPORTS

A. *Alaska Power Association (APA) Report*

Director Hollis introduced Crystal Enkvist, Executive Director, APA to provide an update on APA activities and upcoming events.

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 stated that there was a REAP Executive Committee meeting last week and that there is a scheduled REAP Finance Committee meeting on Friday, April 24, 2020, and a REAP Board meeting on May 8, 2020, which she plans on attending.

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

Director Morse stated that there was no Audit and Finance Committee meeting to report.

Director Parks reported on the April 15, 2020, Operations Committee meeting and stated that there is a scheduled follow-up Operations Committee meeting on Monday, April 27, 2020.

Director Reeves reported the Governance Committee did not meet, however, reported that the Member Advisory Council (MAC) candidates have been informed by Julie Hasquet, Sr. Manager, Corporate Communications on the postponement of member selection.

E. *Other Meeting Reports*

None

VII. UNFINISHED BUSINESS

None

VIII. EXECUTIVE SESSION

A. *IMO Update*

B. *ML&P Acquisition Update*

C. *Finance Update*

D. *Status Report – COVID19 Impacts*

E. *2019 Chief Executive Officer Evaluation and Compensation*

F. *2020 (May 1, 2020 – April 30, 2021) Chief Executive Officer Project Specific Initiative and Key Performance Indicators*

At 4:48 p.m., Director moved and Director seconded the 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 8:43 p.m.

IX. NEW BUSINESS

A. *Virtual Annual Meeting and Extension of Prior COVID-19 Resolutions* (Hasquet/Clarkson)*

Director Morse moved and Director Pars seconded the motion that the Board of Directors approve the attached resolution authorizing the Association's annual membership meeting to be conducted through a virtual platform with in-person attendance not encouraged and extending the Board of Directors prior COVID-19 resolutions. The motion passed unanimously.

B. *2019 Chief Executive Officer Evaluation and Compensation ** (Board)*
Deferred to April 27, 2020, Special Board of Directors' meeting.

C. *2020 (May 1, 2020 – April 30, 2021) Chief Executive Officer Project Specific Initiative and Key Performance Indicators** (Board)*
Deferred to April 27, 2020, Special Board of Directors' meeting.

X. DIRECTOR COMMENTS

Director comments were made at this time.

XI. ADJOURNMENT

At 8:59 p.m., Director Morse moved and Director Crawford seconded the motion to adjourn. The motion passed unanimously.

/s/
Stuart Parks, Secretary
Date Approved: May 27, 2020