

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

April 27, 2020
Monday
Immediately Following the Operations Committee Meeting

SPECIAL BOARD OF DIRECTORS' MEETING

Recording Secretary: Arden Quezon

I. CALL TO ORDER

Chair Chastain called the Special Board of Directors' Meeting to order at 5:50 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. *Pledge of Allegiance*
Chair Chastain 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*)
Stuart Parks, Secretary
Rachel Morse, Treasurer (*via teleconference*)
James Henderson, Director (*via teleconference*)
Harry Crawford, Director
Harold Hollis, Director

Guests and Staff in Attendance:
Lee Thibert Connie Owens (*via teleconference*)
Matthew Clarkson

C. *Safety Minute*
Lee Thibert, Chief Executive Officer (CEO), discussed "*Food Expiration Dates*" with the Board.

II. APPROVAL OF THE AGENDA

Director Reeves 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

None

V. CEO REPORTS AND CORRESPONDENCE

None

VI. DIRECTOR REPORTS

None

VII. UNFINISHED BUSINESS

None

VIII. EXECUTIVE SESSION

- A. *2019 Chief Executive Officer Evaluation and Compensation*
- B. *2020 (May 1, 2020 – April 30, 2020) Chief Executive Officer Project Specific Initiative and Key Performance Indicators*

At 5:53 p.m., Director Hollis moved and Director Crawford seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), and (2) the Board of Directors go into executive session to discuss: 1) financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and, 2) personnel matters that may tend to prejudice the reputation or character of a person; however, the person may request a public discussion. The motion passed unanimously.

The meeting reconvened in open session at 6:15 p.m.

IX. NEW BUSINESS

- A. *2019 Chief Executive Officer Evaluation and Compensation*

Director Parks moved and Director Hollis seconded the motion that the Board of Directors accept the Operations Committee recommendation to approve the attached resolution regarding CEO annual performance review recognizing the Board of Directors and Lee D. Thibert's mutual agreement that Thibert shall not receive a performance payment or merit increase regardless of the results of his 2019 performance review in light of the COVID-19 economic disruptions.

Chair Chastain asked if there was any discussion and Director Reeves responded by asking if Mr. Thibert would confirm that he agrees with the terms and condition on the resolution. Mr. Thibert, CEO responded by stating that he does agree with the resolution. The motion passed unanimously.

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

Chair Chastain stated that there would be no action on this agenda item and will be deferred to an assigned Committee for further discussion.

X. DIRECTOR COMMENTS

Director comments were made at this time.

XI. ADJOURNMENT

At 6:28 p.m., Director Parks moved and Director Crawford seconded the motion to adjourn. The motion passed unanimously.

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