

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

**May 6, 2020**  
**Monday**  
**4:00 p.m.**

**OPERATIONS COMMITTEE MEETING**

Recording Secretary: DeAnna Scott

**I. CALL TO ORDER**

Chair Parks called the Operations Committee meeting to order at 4:00 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Roll Call*

*Committee Members Present:*

Stuart Parks, Chair  
Harold Hollis, Vice Chair  
Susan Reeves, Director (*via teleconference*)  
Harry Crawford, Director  
Bettina Chastain, Director (*via teleconference*)

*Other Board Member Present:*

Rachel Morse, Director  
Jim Henderson, Director (*via teleconference*)

*Guests and Staff in Attendance:*

Lee Thibert	Connie Owens ( <i>via teleconference</i> )	Sherri Highers ( <i>via teleconference</i> )
Matthew Clarkson	Arthur Miller ( <i>via teleconference</i> )	Julie Hasquet ( <i>via teleconference</i> )
Mark Fouts ( <i>via teleconference</i> )		
Brian Hickey ( <i>via teleconference</i> )		

**II. APPROVAL OF THE AGENDA**

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

**III. APPROVAL OF THE MINUTES**

Director Hollis moved and Director Crawford seconded the motion to approve the April 27, 2020, Operations Committee Meeting minutes. Chair Parks noted that there was a revision made to the minutes prior to the meeting. Director Reeves stated that she added

Mr. Thibert's concurrence to the motion made in the minutes. Matthew Clarkson, Executive V.P., General Counsel, commented the concurrence took place during the Special Board of Directors' Meeting which followed the Operations Committee Meeting.

Director Hollis questioned under *VII. New Business A. 2019 Chief Executive Officer Evaluation and Compensation* the roll call vote showed "*The motion passed with a 5 to 1 vote.*" and should be corrected to read "*The motion passed with a 4 to 1 vote.*" Chair Parks requested under the same agenda item to remove the sentence, "*The Board asked Lee whether he agreed with the substance of the resolution and he answered that he did.*" from the minutes. No objections were made to the amendments. The motion as amended, passed unanimously.

**IV. PERSONS TO BE HEARD**

- A. *Member Comments*  
None

**V. NEW BUSINESS**

None

**VI. EXECUTIVE SESSION**

- A. *2019 Chief Executive Officer Evaluation and Compensation*  
B. *2020 (May 1, 2020 – April 30, 2021) Chief Executive Officer Project Specific Initiatives and Key Performance Indicators*

At 4:05 p.m., Director Crawford moved and Director Hollis seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), (2) and (3) the Board Operations Committee 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; 2) discuss personnel matters that may tend to prejudice the reputation or character of a person; however, the person may request a public discussion; and, 3) discuss with its attorneys legal matters, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative.

*The meeting reconvened in open session at 6:20 p.m.*

**VII. NEW BUSINESS**

None

**VIII. DIRECTOR COMMENTS**

Director comments were made at this time.

**IX. ADJOURNMENT**

At 6:26 p.m., Director Hollis moved and Director Crawford seconded the motion to adjourn. The motion passed unanimously.