

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

July 8, 2020
Wednesday

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 7:26 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

Rachel Morse, Vice Chair

James Henderson, Secretary

Harold Hollis, Treasurer (*via teleconference*)

Stuart Parks, Director

Samuel Cason, Director

Mark Wiggin, Director

Guests and Staff in Attendance:

Lee Thibert

Arthur Miller

Connie Owens (*via*

Matthew Clarkson

Mark Fouts

teleconference)

Brian Hickey

Tyler Andrews (*via*

Julie Hasquet (*via*

Sherri Highers (*via*

teleconference)

teleconference)

teleconference)

C. Safety Minute

Tyler Andrews, Executive VP, Employee Services and Communication discussed "Seat Belt Safety" with the Board.

II. APPROVAL OF THE AGENDA

Director Wiggin moved and Director Parks seconded the request for a friendly amendment, to remove agenda item X.D. Consulting Contract with Susan Reeves from the agenda. No objections were made. 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

None

IX. EXECUTIVE SESSION

None

X. NEW BUSINESS

- A. *Approve ML&P Acquisition Agreements*

Director Morse moved and Director Cason seconded the motion that the Board of Directors approve the attached Resolution authorizing the Chief Executive Officer to execute and deliver the Amendments, including the APA Amendment No. 3; the Eklutna PPA Amendment No. 3; the PILT Agreement Amendment No. 3; and, the BRU Fuel Agreement Termination Agreement in substantially the same form as attached and to take all other actions as described in the Resolution and discussed in the Operations Committee meeting executive session. The motion passed unanimously.

- B. *Chugach/MEA Operations Agreement for Pooling and Joint Dispatch*

Director Morse moved and Director Wiggin seconded the motion that the Board of Directors authorize the Chief Executive Officer to negotiate and finalize the terms and conditions of the Operations Agreement for Power Pooling and Joint Dispatch essentially the same as discussed in the Operations Committee meeting executive session. The motion passed unanimously.

- C. *2020-2021 CEO Key Indicators*

Director Parks moved and Director Morse seconded the motion that the Board of Directors approve the 2020-2021 CEO Key Indicators as discussed in the Operations Committee meeting executive session.

D. Consulting Contract with Susan Reeves

Removed from the agenda under Agenda Item II. Approval of the Agenda.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 7:45 p.m., Director Cason moved and Director Henderson seconded the motion to adjourn. The motion passed unanimously.

/s/

James Henderson, Secretary

Date Approved: July 22, 2020