

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

August 5, 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 5:55 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:

Present:

Lee Thibert

Matthew Clarkson

Mark Fouts

Arthur Miller

Via Teleconference:

Connie Owens

Sherri Highers

Julie Hasquet

Tyler Andrews

Andrew Laughlin

Laurel Foster

C. Safety Minute

Tyler Andrews, Executive VP, Employee Services and Communication discussed "Jump Starting Your Car Safely" with the Board.

II. APPROVAL OF THE AGENDA

Director Parks moved and Director Morse seconded the motion to approve the agenda. Lee Thibert, Chief Executive Officer requested a friendly amendment to add Election

Discussion to agenda item IX. Executive Session. Chair Chastain added as agenda item IX.A.

Director Parks moved and Director Morse seconded the motion to approve the friendly amendment. No objections were made. The motion passed unanimously, as amended.

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

- A. *Election Discussion*
B. *Amendment – MEA Power Pooling Agreement*

At 6:05 p.m., Director Parks moved and Director Morse 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) to discuss legal matters with its attorneys, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The motion passed unanimously.

The meeting reconvened at 7:15 p.m.

X. NEW BUSINESS

- A. *Amendment – MEA Power Pooling Agreement*
Motion 1

Director Cason moved and Director Henderson seconded the motion that pursuant to Board Policy 202 that the Board of Directors waive the seven-day rule to consider the Amended and Restated Operations Agreement for Power Pooling and Joint Dispatch between Chugach Electric and Matanuska Electric No objections were made. The motion passed unanimously.

Motion 2

Director Wiggin moved and Director Henderson seconded the motion that the Board of Directors authorize the Chief Executive Officer to (1) execute and deliver the Amended Agreement in substantially the same form as discussed in executive session, and (2) take all such further action as the Chief Executive Officer shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the Amended Agreement. The motion passed unanimously.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 7:23 p.m., Director Morse moved and Director Wiggin seconded the motion to adjourn. The motion passed unanimously.

/s/

James Henderson, Secretary

Date Approved: August 17, 2020