

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

August 17, 2020
Monday
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 4:08 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
Rachel Morse, Vice Chair
Jim Henderson, Secretary
Harold Hollis, Treasurer
Stuart Parks, Director
Sam Cason, Director
Mark Wiggin, Director

Guests and Staff Attendance

Present:

Lee Thibert
Arthur Miller

Mark Fouts
Phil Steyer

Jean Kornmuller

Via Teleconference:

Brian Hickey
Connie Owens
Tyler Andrews
Matthew Clarkson

Sherri Highers
Julie Hasquet
Sean Skaling
Laurel Foster

Crystal Enkvist, Alaska
Power Association (APA)
Nabgha Qureshi, Alaska
Center

C. Safety Minute

Tyler Andrews, Executive V.P., Employee Services & Communications discussed "Ladder Safety".

II. APPROVAL OF AGENDA

Lee Thibert, Chief Executive Officer (CEO) requested a friendly amendment to add item D. RRC under V. CEO Reports and Correspondence. Chair Chastain stated that agenda VIII. New Business items B and C will be discussed together. No objections were made.

Director Wiggin moved and Director Cason seconded the motion to accept and approve the agenda as amended. The motion passed unanimously, as amended.

III. PERSONS TO BE HEARD

No member comments

IV. CONSENT AGENDA

- A. *Board Calendar*
- B. *Director Training/Education and Conferences*
 - 1. *Virtual – NWPPA Annual Meeting - September 10, 2020*
 - 2. *Virtual – NRECA Region IX Meeting – October 12-16, 2020*
 - 3. *Virtual – APA Annual Meeting – November 3-5, 2020*
- C. *Minutes*
 - 1. *July 22, 2020, Regular Board of Directors’ Meeting (Scott)*
 - 2. *August 5, 2020, Special Board of Directors’ Meeting (Quezon)*
- D. *Director Expenses*

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

V. CEO REPORTS AND CORRESPONDENCE

- A. *Electric Vehicle Initiatives Program (Steyer/Miller)*

Arthur Miller, Executive VP, Regulatory and External Affairs and Phil Steyer, Director, Government Relations discussed the Electric Vehicle Initiatives Program and responded to questions from the Board.
- B. *Annual Review of Wage and Salary Plan (Andrews)*

Tyler Andrews, Executive VP, Member and Employee Services discussed the Annual Review of Wage and Salary Plan and responded to questions from the Board.
- C. *Board Policy Scheduled Tasks/Reports (Board/Staff)*

Lee Thibert, CEO discussed the Board Policy Scheduled Tasks/Reports and responded to questions from the Board.
- D. *RRC Update (Hickey)*

Added during II. Approval of the Agenda.
Brian Hickey, Chief Operating Officer gave an RRC update and responded to questions from the Board.

VI. DIRECTOR REPORTS

A. Alaska Power Association (APA) Report

Director Hollis and Crystal Enkvist, Executive Director, APA provided an update on APA activities and upcoming events.

B. Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report

Director Henderson reported on the August 3rd and August 12, 2020 ARCTEC meetings and upcoming events.

C. Renewable Energy Alaska Project (REAP) Report

Director Morse reported on REAP's July 28, 2020, Executive Committee, Public Policy Committee and July 30, 2020 Quarterly Board meetings.

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

Director Hollis reported on the August 12, 2020 Audit and Finance Committee.

Director Parks reported on the August 5, 2020, Operations Committee meeting.

Director Morse reported that there is a Governance Committee meeting scheduled on August 18, 2020.

E. Other Meeting Reports

None

At 5:20 p.m., the Board recessed and reconvened the meeting at 5:33 p.m.

VII. UNFINISHED BUSINESS

None

VIII. NEW BUSINESS

A. Simplified Rate Filing – June 2020 Test Year (Kornmuller/Miller)

Jean Kornmuller, Manager, Regulatory Affairs discussed the Simplified Rate Filing – June 2020 Test Year and responded to questions from the Board.

Director Cason moved and Director Hollis seconded the motion that the Board of Directors approve the attached Resolution authorizing filing with the Regulatory Commission of Alaska, the Simplified Rate Filing described therein. The motion passed unanimously.

B. Appointment of 2020 NRECA Voting Delegate and Alternate (Board)

Item C. NRECA Resolution was discussed prior to this agenda item.

Director Hollis moved and Director Wiggin seconded the motion that the Board of Directors appoint Director Henderson as the NRECA Voting Delegate and Director Cason as the alternate. The motion passed unanimously.

- C. *NRECA Resolution (Board Discussion)*
Item B. Appointment of 2020 NRECA Voting Delegate and Alternate was discussed after this agenda.

Phil Steyer, Director, Government Relations discussed the NRECA Resolution and responded to questions from the Board.

IX. EXECUTIVE SESSION

- A. *Eklutna Consultant*
- B. *Alaska Railroad Corporation (ARRC) Leases*
- C. *RRC Update*
- D. *IMO Update*
- E. *Financing Update*
- F. *ML&P Acquisition Update*

At 6:00 p.m., Director Morse moved and Director Parks 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 in open session at 7:44 p.m.

X. NEW BUSINESS

- A. *Alaska Railroad Corporation (ARRC) Leases (Clarkson)*
Director Parks moved and Director Hollis seconded the motion that the Board of Directors authorize the Chief Executive Officer to approve and execute the Alaska Railroad Corporation (ARRC) Leases and Blanket Permit essentially as discussed in executive session. The motion passed unanimously.
- B. *IMO Program Funding for Professional Services (Fouts)*
Director Hollis moved and Director Henderson seconded the motion that the Board of Directors authorize the Chief Executive Officer to increase the not-to-exceed amount of the IMO Professional Service Contract with RGP for consulting services from \$3,509,504 to a not-to-exceed total contract amount of \$5,270,672. The motion passed unanimously.
- C. *IMO Program Funding Authorization (Fouts)*
Director Wiggin moved and Director Cason seconded the motion that the Board of Directors authorize an increase of the Integration Program funding of \$2.4 million to continue the program for the month of September 2020, for a total Integration Program funding authorization of \$29.6 million pending RCA approval of TA491-8, Amended Pooling Agreement. The motion passed unanimously.

