

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

July 26, 2023
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Sandra Cacy

I. CALL TO ORDER

Director Cooper called the Regular Board of Directors' meeting to order at 4:00 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Director Cooper led the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Sam Cason, Chair (*via teleconference*)

Sisi Cooper, Vice Chair

Rachel Morse, Treasurer

Susanne Fleek-Green, Secretary

Mark Wiggin, Director

Bettina Chastain, Director (*arrived at 4:02 p.m.*)

Jim Nordlund, Director

Staff and Guests in Attendance:

Present:

Arthur Miller

Josh Travis

Marty Freeman

Andrew Laughlin

Trish Baker

Heather Slocum

Bob Butera, Member

Sean Skaling

Emily Mueller

Karen Griffin

Sherri Highers

Julie Hasquet

Bernie Smith, Member

Louis Lazur, Member

Jean Kormmuller

Todd McCarty

Mark Henspeter

David Caye

Lynda Muise

Carl Berger, Member

Jonas Banta, Member

Via Teleconference:

Cutis Sims

Teresa Kurka

Matt Perkins,

Alaska Renewables

Bennett Norman, Member

Nathan Golab

Ashton Doyle

Ky'yanna Hamilton

Michael Rovito, APA

Kyle Drefke, Orrick

Debbie Gardino

Brian Kassof, Member

Mitchell Roth, Member

Rachel Christensen,

Member

C. *Safety Minute*

Marty Freeman, Senior Manager, HSE, discussed “*What To Do If You Have/Suspect a Gas Leak*” and June Safety Statistics and responded to questions from the Board.

Arther Miller, Chief Executive Officer (CEO), took the opportunity to comment Marty on his forethought on safety training as well as the prescription drug program he put in place in 2016, which subsequently helped save a life at Beluga.

D. *Electric Power Factoid: Working Capital*

Karen Griffin, Vice President, Finance and Accounting, presented an overview of Working Capital and responded to questions from the Board.

II. APPROVAL OF AGENDA

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

III. PERSONS TO BE HEARD

A. *Member Comments*

Carl Berger, Chugach Member, and member of the Member Advisory Council introduced himself and gave his thoughts on the value of MAC. Mr. Berger encouraged all of the Directors to attend MAC meetings when able and also commented on how he feels the Outlet publication is a great tool for members.

Aurora Roth, Chugach Member, expressed gratitude on the July 12th Operations Committee Meeting presentations. Ms. Roth also commented on the continued effort to provide open information and sharing as well as the new Rate Estimator on Chugach’s website. She would like to see more on the Rate Case and Renewables and how they are impacting members.

Bennet Norman, Chugach Member, spoke on the Eklutna River Project and some changes he would like to see in the proposed plan.

IV. DIRECTOR REPORTS

A. *Alaska Power Association (APA) Report*

Director Cooper introduced Michael Rovito, Deputy Director, AK Power Association (APA), who provided an update on APA activities and thanked Chugach for sponsoring a session and sending door prizes to the August APA Annual Meeting in Valdez.

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

Director Morse reported that there have been no new Audit & Finance Meetings since the May 31, 2023, and noted that the next Audit & Finance meeting would be August 30, 2023.

Director Wiggin reported on the July 12, 2023, Operations Committee Meeting and reported the next meeting would be held on October 11, 2023.

Director Fleek-Green had nothing new to report since the June 21, 2023, Governance Committee Meetings and stated the next meeting would be held on August 9, 2023.

C. *Other Meeting Reports*

Director Morse reported on the NWPPA, call-in, Board Meetings she attended recently and mentioned that NWPPA CEO has been called to be the American Public Power CEO in Washington, DC.

Director Nordlund reported on the July 26, 2023, REAP Meeting.

Director Cooper reported on the July 19, 2023, MAC Meeting.

V. CONSENT AGENDA

A. *Board Calendar*

B. *Training and Conferences*

1. *2023 APA Annual Meeting (August 22 – 25, 2023) Valdez, AK*

2. *NRECA Region 9 Meeting (September 26-28, 2023) – Omaha, NE*

C. *Minutes*

1. *June 28, 2023, Regular Board of Directors' Meeting (Hamilton)*

2. *June 29, 2023, Special Board of Directors' Meeting (Doyle)*

D. *Director Expenses*

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

Director Cason delegated Director Cooper to sign for him at the meeting.

VI. CEO REPORTS AND CORRESPONDENCE

A. *May 2023 Financial Statements and Variance Report (Griffin)*

Karen Griffin, VP, Finance and Accounting, provided the May 2023 Variance Report, an update on the Financials, and responded to questions from the Board.

B. *Write-off of Accounts Receivable – Electric/Other (Muisse)*

Lynda Muise, Sr. Manager of Member Accounts, briefly discussed the current Write-offs for Accounts Receivable, damage claims, and how they relate to past years. Ms. Muise responded to questions and comments from the Board.

C. *Member Committee Outreach (Hasquet)*

Julie Hasquet, VP, Corporate Communications, reported on upcoming goals and plans for advertising and outreach to members.

D. *Board Policy Scheduled Tasks/Reports (Board/Staff)*

The Board Policy Scheduled Tasks were provided in the meeting packet.

Arthur Miller, CEO, discussed the CEO Reports and Correspondence contents and responded to questions from the Board.

VII. UNFINISHED BUSINESS

None.

VIII. NEW BUSINESS

- A. *First National Bank of Alaska Corporate Authorization Resolution* (Griffin)*
Karen Griffin was available for questions regarding the Corporate Authorization Resolution process.

Director Wiggin moved, and Director Chastain seconded the motion that the Board of Directors approve the attached resolution updating the First National Bank of Alaska Corporate Authorization Resolution to reflect the election of officers at its May 24, 2023, Board of Directors' Meeting. The motion passed unanimously.

- B. *Capital Credit Allocation* (Kornmuller)*
Jean Kornmuller, Manager of Regulatory Affairs, responded to questions from the Board regarding the current Capital Credit Allocations.

Director Morse moved, and Director Chastain seconded the motion that the Board of Directors approve the attached Resolution authorizing 2022 capital credit allocations in the amount of \$8,123,737, with \$4,408,952 assigned to South District retail members, \$3,662,096 assigned to North District retail members, and \$52,689 assigned to Seward Electric System. The motion passed unanimously.

IX. EXECUTIVE SESSION

- A. *Amended and Restated Credit Agreement* (Highers/Drefke)*
B. *May 1, 2023 – April 30, 2024 – CEO Project Specific Initiatives and Priority Areas (Miller/Board)*

At 5:25 p.m., Director Morse moved, and Director Fleek-Green seconded the motion that pursuant to Alaska Statute 10.25.175(c)(1), (3) and (4), the Board of Directors go into executive session to: 1) discuss and receive reports regarding matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; 2) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and 3) discuss personnel matters. The motion passed unanimously.

The meeting reconvened in open session at 7:01 p.m.

X. NEW BUSINESS*

- A. *Amended and Restated Credit Agreement* (Highers/Drefke)*

Director Morse moved, and Director Chastain seconded the motion that the Board of Directors approve the attached Resolution authorizing the Chief Executive Officer to enter into the Amended and Restated Credit Agreement. The motion passed unanimously.

- B. *May 1, 2023 – April 30, 2024, CEO Project Specific Initiatives and Priority Areas** (Miller/Board)*

Director Wiggin moved, and Director Nordlund seconded the motion that the Board of Directors approve the May 1, 2023, through April 30, 2024 CEO Project Specific Initiatives and Priority Areas as discussed in executive session. The motion passed unanimously.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 7:17 p.m., Director Wiggin moved, and Director Chastain seconded the motion to adjourn. The motion passed unanimously.



Susanne Fleek-Green, Secretary

Date Approved: August 16, 2023