

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

**February 24, 2021**  
**Wednesday**  
**4:00 p.m.**

**REGULAR BOARD OF DIRECTORS' MEETING**

Recording Secretary: Danielle Bigelow

**I. CALL TO ORDER**

Chair Chastain called the Regular Board of Directors' Meeting to order at 4:03 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 (*via teleconference*)

Jim Henderson, Secretary

Harold Hollis, Treasurer (*via teleconference*)

Stuart Parks, Director

Sam Cason, Director (*via teleconference*)

Mark Wiggin, Director (*via teleconference*)

*Guests and Staff Attendance Present:*

Lee Thibert

Sherri Highers

Matthew Clarkson

Arthur Miller

Sean Skaling

Mark Fouts

*Via Teleconference:*

Julie Hasquet

Brian Hickey

Mike Brodie

Tyler Andrews

Theresa Quigley

Arden Quezon

Tom Schulman

Tim Prior

Nabi Qureshi, The Alaska Center

Renee Curran

Karen Griffin

Crystal Enkvist, APA

Kathy Harris

Laurel Foster

*C. Safety Minute*

Tyler Andrews, Executive VP, Employee Services and Communications discussed "Know Your Fire Extinguisher".

Chair Chastain delegated Director Parks as Acting Treasurer for the meeting. No objections were made.

## **II. APPROVAL OF AGENDA**

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

## **III. PERSONS TO BE HEARD**

No member comments.

## **IV. CONSENT AGENDA**

- A. *Board Calendar*
- B. *Training and Conferences*
- C. *Minutes*
  - 1. *January 27, 2021, Regular Board of Directors' Meeting (Abruzzino)*
- D. *Director Expenses*
- E. *Replacement of Fuel Dispensing Facility and Repair of Storm Drain Collection System Project*
- F. *Eklutna Fish & Wildlife Project*
- G. *McMillen Jacobs Contract*

Director Parks moved and Director Cason seconded the motion to approve the consent agenda. The motion passed unanimously.

## **V. CEO REPORTS AND CORRESPONDENCE**

- A. *2021 State Legislative Update (Miller)*

Arthur Miller, Executive VP, Regulatory and External Affairs, discussed the 2021 State Legislative Update.

Arthur Miller, Executive VP, Regulatory and External Affairs and Lee Thibert, Chief Executive Officer (CEO) responded to questions from the Board.

- B. *2021 NRECA Resolutions (Miller)*

Arthur Miller, Executive VP, Regulatory and External Affairs, discussed the 2021 NRECA Resolutions and responded to questions from the Board.

Chair Chastain requested all board members review the 2021 NRECA Proposed Resolutions and send comments to Director Parks by March 1, 2021.

- C. *November 2020 Financial Statements and Variance Report (Highers)*

Sherri Highers, Chief Finance Officer (CFO) and Executive VP, Finance and Administration, Lee Thibert, CEO and Arthur Miller, Executive VP, Regulatory and External Affairs, discussed the November 2020 Financial Statements and Variance Report and responded to questions from the Board.

*Chair Chastain called for a recess at 5:26 p.m.*

*The meeting reconvened at 5:45 p.m.*

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

Lee Thibert, CEO, provided a summary on the Board Policy Scheduled Tasks/Reports 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, upcoming events and responded to questions from the Board.

*B. Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*  
Director Henderson reported on ARCTEC.

*C. Renewable Energy Alaska Project (REAP) Report*  
Director Wiggin reported on REAP.

*D. Board Committee Reports (Audit and Finance, Operations & Governance)*  
Director Hollis stated that there was no Audit and Finance Committee meeting this period. However, the next meeting is scheduled for March 31, 2021, and potentially a work session prior to the March 31, 2021 meeting.

Director Hollis reported on February 10, 2021, Operations Committee Meeting and stated that the next scheduled meeting is on March 10, 2021.

Director Morse reported that Governance has not met but quarterly meetings have been scheduled for the year.

*E. Other Meeting Reports*

Director Morse reported on the February meetings of the Bylaws, Election and Nominations Committee.

**VII. UNFINISHED BUSINESS**

**VIII. NEW BUSINESS**

*A. Approve Virtual Annual Meeting (Hasquet/Andrews)*

Julie Hasquet, Sr. Manager Corporate Communication discussed Virtual Annual Meeting.

Director Parks moved and Director Hollis seconded the motion that the Board of Directors approve the resolution authorizing the Association's annual membership meeting be conducted through a virtual platform for the limited purpose of announcing election results. The motion passed unanimously.

*B. Approve Hilcorp Interruptible Gas Contract (Fouts)*

Director Wiggin moved and Director Parks seconded the motion that the Board of Directors approve purchase orders under Contract CEA-14 cumulatively in excess of \$1,000,000 net to the Association. The motion passed unanimously.

Lee Thibert, CEO and Mark Fouts, Executive VP, Fuel and Corporate Planning responded to questions from the board.

## **IX. EXECUTIVE SESSION**

- A. Update on RRC*
- B. Status: Rate Design for Electric Vehicle Level 3 Charging*
- C. Proposed Bylaws Amendments Discussion*
- D. CEO Performance Discussion*

At 6:05 p.m., Director Henderson moved and Director Morse seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), (2), 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; 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 motion passed unanimously.

*The meeting reconvened in open session at 7:56 p.m.*

*Director Henderson left during Executive Session; time was not noted.*

## **X. NEW BUSINESS**

- A. Approve Bylaws Amendment for Placement on the Ballot regarding Board and Committee Eligibility, Article IV, Section 3 and Article XV, Section 4 (Clarkson)*

Director Wiggin moved and Director Hollis seconded the motion that the Board of Directors place the attached Bylaw proposal regarding Board and Committee Eligibility and comment, on the ballot for the 2021 Annual Membership Meeting for a vote by the membership. The motion passed unanimously.

*Director Henderson was not present at time of vote.*

- B. Approve Bylaws Amendment for Placement on the Ballot regarding Manner of Holding Meeting, Article III, Sections 1,2,5,6,8,9 and Article V, Section 7 (Clarkson)*

Director Parks moved and Director Morse seconded the motion that the Board of Directors approve for placement on the 2021 Annual Membership Meeting ballot the Bylaw Committee's recommended revisions to the Association's Bylaws as modified by the Board with respect to Article III, Section 6 and Section 9, and Article V, Section 7. The Board's modifications shall be sent to the Bylaws Committee for review and comment. Move also that the Board of Directors join the Bylaws Committee's proposed comment in support of the recommended revisions. The motion passed unanimously, as amended.

*Director Henderson was not present at time of vote.*

*C. Approve Bylaws Amendment for Placement on the Ballot regarding Executive Sessions of the Board, Article V, Section 5 (Clarkson)*

Director Hollis moved and Director Cason seconded the motion that the Board of Directors place the Bylaw proposal regarding Executive Sessions and comment, on the ballot for the 2021 Annual Membership Meeting for a vote by the membership. The motion passed unanimously.

*Director Henderson was not present at time of vote.*

*D. Approve Bylaws Amendment for Placement on the Ballot regarding Capital Credits, Article VII, Section 1 (Clarkson)*

Director Morse moved and Director Cason seconded the motion that the Board of Directors place the attached Bylaw proposal regarding Capital Credits and comment, on the ballot for the 2021 Annual Membership Meeting for a vote by the membership. The motion passed unanimously.

*Director Henderson was not present at time of vote.*

**XI. DIRECTOR COMMENTS**

Director comments were made at this time.

**XII. ADJOURNMENT**

At 8:05 p.m., Director Parks moved and Director Cason seconded the motion to adjourn. The motion passed unanimously.

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/s/

James Henderson, Secretary

Date Approved: March 24, 2021