

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

March 24, 2021
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Jody Abruzzino

I. CALL TO ORDER

Acting Chair Morse called the Regular Board of Directors' Meeting to order at 4:02 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. Pledge of Allegiance

Acting Chair Morse lead the Board in the Pledge of Allegiance.

B. Roll Call

Board Members Present:

Bettina Chastain, Chair *(via teleconference)*

Rachel Morse, Vice Chair

Jim Henderson, Secretary *(via teleconference)*

Harold Hollis, Treasurer

Stuart Parks, Director *(via teleconference)*

Sam Cason, Director *(via teleconference)*

Mark Wiggin, Director *(via teleconference)*

Guests and Staff Attendance Present:

Arthur Miller

Phil Steyer

Todd McCarty

Sherri Highers

Sean Skaling

Tyler Andrews

Josh Resnick

Teresa Kurka

Via Teleconference:

Lee Thibert

Matthew Clarkson

Julie Hasquet

Arden Quezon

Laurel Foster

Nabi Qureshi, Member

Brian Hickey

Pete Smithson

C. Safety Minute

Tyler Andrews, Executive VP Employee Services and Communications discussed "First Aid Tips You Should Know."

Acting Chair Morse delegated Director Hollis as Acting Secretary for the meeting. He was also authorized to sign for Directors Chastain and Wiggin's expense reports. No objections were made.

II. APPROVAL OF AGENDA

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

III. PERSONS TO BE HEARD

None

IV. CONSENT AGENDA

- A. *Board Calendar*
- B. *Training and Conferences*
 - 1. *NRECA CEO Succession Planning – April 8-9, 2021*
- C. *Minutes*
 - 1. *February 24, 2021, Regular Board of Directors' Meeting (Bigelow)*
- D. *Director Expenses*

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

V. CEO REPORTS AND CORRESPONDENCE

- A. *1st Quarter 2021 Railbelt Bill Comparison (Skaling/Miller)*
Sean Skaling, Manager, Business Development and Sustainability discussed the 1st Quarter 2021 Railbelt Bill Comparison and responded to questions from the Board.
- B. *2021 State Legislative Update (Steyer/Miller)*
Phil Steyer, Director, Government Relations discussed the 2021 State Legislative Update and responded to questions from the Board.
- C. *2021 Election Overview (Kurka/Miller)*
Teresa Kurka, Director, Member Services, Julie Hasquet, Senior Manager, Corporate Communications and Arthur Miller, Executive VP, Regulatory and External Affairs gave a presentation on the 2021 Election process to include how to vote online by providing a demonstration in test mode and responded to questions from the Board.
- D. *Board Policy Scheduled Tasks/Reports (Board/Staff)*
Lee Thibert, Chief Executive Officer (CEO), gave 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 provided an update on APA activities, upcoming events and responded to questions from the Board.
- B. *Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*
Lee Thibert, CEO and Director Henderson advised that there was nothing new to report since ARCTEC has not had a meeting.

C. *Renewable Energy Alaska Project (REAP) Report*

Director Wiggin reported on REAP's Public Policy Committee meeting that took place yesterday, March 23, 2021.

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

Director Hollis stated that there is nothing to report on the Audit and Finance Committee meeting until the April Regular Board meeting since it was moved to March 31, 2021.

Director Parks reported on the March 10, 2021, Operations Committee meeting and stated that he is looking forward to the BRU discussion at the next Operations Committee meeting.

Director Morse reported on the March 17, 2021, Governance Committee meeting. She requested that the Board review procedures and timelines for the Bylaws, Election and Nomination Committees. And to also refamiliarize themselves with the annual election, annual meeting procedures and when to calendar these processes for next year. She stated that the next Governance Committee meeting will be held in June.

E. *Other Meeting Reports*

Director Parks reported that several directors attended the NRECA Annual training and highly recommends the Board Leadership Training and Leadership Accountability class. Director Morse concurred. Director Parks also stated that he attended the NRECA Resolutions discussion meeting and advised that if we have any resolutions, that it will be reviewed at the June 2021 meeting.

Acting Chair Morse requested a recess at 5:16 p.m.

The meeting reconvened in open session at 5:32 p.m.

VII. UNFINISHED BUSINESS

VIII. NEW BUSINESS

A. *Approve 2021 Election Procedures (Kurka/Miller)*

Director Hollis moved and Director Parks seconded the motion that the Board of Directors approve the 2021 Election Procedures as recommended by the Election Committee. The motion passed unanimously.

B. *Approve 2021 Date of Record (Kurka/Miller)*

Director Wiggin moved and Director Hollis seconded the motion that the Board of Directors set April 1, 2021, as the Date of Record for Chugach's 2021 Election. The motion passed unanimously.

C. *Approve 2021 Master Election Judge (Kurka/Miller)*

Director Hollis moved and Director Parks seconded the motion that the Board of Directors appoint Dawn Bundick as the 2021 Master Election Judge and Lawrence Camp be appointed as the alternate. The motion passed unanimously.

D. Approve Bauer's Contract Amendment (Resnick/Andrews)

Josh Resnick, Manager, Facilities and Tyler Andrews, Executive VP, Employee Services and Communications presented on the Bauer's Contract Amendment and responded to questions from the Board.

Director Hollis moved and Director Chastain seconded the motion that the Board of Directors authorize the Chief Executive Officer to increase the not-to-exceed amount of the Professional Service Contract with Bauer Construction from \$1,178,242 to a not-to-exceed total contract amount of \$1,672,303. The motion passed unanimously.

IX. EXECUTIVE SESSION

A. Resource Data Inc. (RDI) Contract

B. 2021 Budget Analysis and Forecast Discussion

C. CEO Goals Discussion

At 5:43 p.m., Director Hollis moved and Director Wiggin seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1) and (4) 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 personnel matters. The motion passed unanimously.

The meeting reconvened in open session at 6:47 p.m.

X. NEW BUSINESS

A. Approve Resource Data Inc. (RDI) Contract (McCarty/Highers)

Director Hollis moved and Director Chastain seconded the motion that the Board of Directors authorize the Chief Executive Officer to increase the RDI contract not-to-exceed amount to \$1,390,000 for the period ending December 31, 2021. The motion passed unanimously.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 6:56 p.m., Director Hollis moved and Director Wiggin seconded the motion to adjourn. The motion passed unanimously.

/s/

James Henderson, Secretary

Date Approved: April 28, 2021