

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

**April 28, 2021**  
**Wednesday**  
**4:00 p.m.**

**REGULAR BOARD OF DIRECTORS' MEETING**

Recording Secretary: Danielle Bigelow/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:*

Bettina Chastain, Chair

Rachel Morse, Vice Chair

James Henderson, Secretary

Harold Hollis, Treasurer

Stuart Parks, Director

Sam Cason, Director

Mark Wiggin, Director (*absent*)

*Guests and Staff Attendance*

*Present:*

Lee Thibert

Sherri Highers

Sean Skaling

Matthew Clarkson

Arthur Miller

Phil Steyer

Tyler Andrews

*Via Teleconference:*

Arden Quezon

Mark Fouts

Pete Smithson

Brian Hickey

Kathy Harris

Nabi Qureshi, Member

Connie Owens

Renee Curran

Michael Rovito, APA

Mark Fouts

Andrew Laughlin

*C. Safety Minute*

Tyler Andrews, Executive VP Employee Services and Communication discussed "Safe Lifting/Protecting Your Back."

**II. APPROVAL OF AGENDA**

Director Morse moved and Director Hollis 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. *NWPPA Annual Meeting, (May 12, 2021, Virtual)*
  - 2. *Alaska Power Association Annual Meeting, (August 17-20, 2021, Homer, AK)*
  - 3. *NRECA Region IX Meeting (September 28-30, 2021, Sacramento, CA)*
- C. *Minutes*
  - 1. *March 24, 2021, Regular Board of Directors' Meeting (Abruzzino)*
- D. *Director Expenses*
- E. *Arctic Boulevard Undergrounding Project (Laughlin/Hickey)*
- F. *O'Malley Road Undergrounding Project (Laughlin/Hickey)*

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

### V. CEO REPORTS AND CORRESPONDENCE

- A. *2021 State Legislative Update (Steyer)*  
Phil Steyer, Director, Government Relations discussed the 2021 State Legislative Update.
- B. *1<sup>st</sup> Quarter 2021 Safety Report (Freeman)*  
Tyler Andrews, Executive VP, Member Relations and Communication discussed the 1<sup>st</sup> Quarter 2021 Safety Report.
- C. *1<sup>st</sup> Quarter 2021 Communications Report (Hasquet)*  
Tyler Andrews, Executive VP, Member Relations and Communication discussed the 1<sup>st</sup> Quarter 2021 Communications Report.
- D. *January 2021 Financial Statement and Variance Report (Highers)*  
Sherri Highers, Chief Financial Officer (CFO) and Executive VP, Finance and Administration discussed the January 2021 Financial Statements and Variance Report and responded to questions from the Board.
- E. *February 2021 Financial Statement and Variance Report (Highers)*  
Sherri Highers, CFO and Executive VP, Finance and Administration discussed the February 2021 Financial Statements and Variance Report and responded to questions from the Board.
- F. *Board Policy Scheduled Tasks/Reports (Board/Staff)*  
Lee Thibert, Chief Executive Officer (CEO), gave a summary on the Board Policy Scheduled Tasks/Reports.

### VI. DIRECTOR REPORTS

- A. *Alaska Power Association (APA) Report*  
Michael Rovito, Alaska Power Association provided an update on APA activities, upcoming events.

Lee Thibert, CEO, stated that an infrastructure projects report from all the Railbelt utilities was forwarded to Crystal Enkvist at APA. The report was then submitted to Alaska Energy Authority which was combined with statewide infrastructure effort. And a copy of the report will be provided to the Board.

- B. Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*  
Lee Thibert, CEO stated that ARCTEC has not met but stated that he received a letter from David Glines, MEA ARCTEC member.

Director Henderson discussed ARCTEC status on future meetings.

- C. Renewable Energy Alaska Project (REAP) Report*  
Director Morse reported on the April 22, REAP meeting.

- D. Board Committee Reports (Audit and Finance, Operations & Governance)*  
Director Hollis reported on the March 31, 2021, Audit and Finance Committee meeting and that the next meeting is scheduled for May 19, 2021.

Director Parks reported on the April 1 and April 14, 2021, Operations Committee meeting.

Director Morse stated that the next Governance Committee meeting is scheduled for June 16, 2021. She stated that the NRECA Resolutions draft are due to NRECA on June 11, 2021 and suggested to check availability earlier in June for the Governance Committee meeting.

- E. Other Meeting Reports*  
Director Morse reported on the April 27, 2021, Election Committee meeting. Lee Thibert, CEO and Director Morse responded to questions from the Board.

Director Chastain reported on the April 8-9, 2021, NRECA Succession Planning training.

## **VII. UNFINISHED BUSINESS**

## **VIII. NEW BUSINESS**

## **IX. EXECUTIVE SESSION**

- A. 2021 Budget Analysis and Forecast Discussion*  
*B. May 1, 2021 – April 30, 2022, Chief Executive Officer – Project Specific Initiatives and Priority Area Goals*  
*C. 2020 Chief Executive Officer Evaluation and Compensation*  
*D. Renewable Portfolio Standard*

At 5:02 p.m., Director Morse moved and Director Cason seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1) and (2), 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) discuss

personnel matters that may tend to prejudice the reputation or character of a person; however, the person may request a public discussion. The motion passed unanimously.

*The meeting reconvened in open session at 7:16 p.m.*

## **X. NEW BUSINESS**

### *A. 2020 Chief Executive Officer Evaluation and Compensation (Board)*

Director Morse moved and Director Henderson seconded the motion that the Board of Directors approve the 2020 Chief Executive Officer Evaluation and Compensation as discussed in executive session. The motion passed unanimously.

After approval of agenda item X.B., Director Morse moved and Director Hollis seconded the motion that the Board of Directors reconsider the original motion to approve the 2020 Chief Executive Officer Evaluation and Compensation. The reconsideration passed unanimously.

Director Morse moved and Director Cason seconded the motion that the Board of Directors approve the 2020 CEO evaluation and compensation. A merit increase in the amount of 3% of base salary, and a performance payment in the amount of 30% of base salary is authorized by the Board of Directors. This amount was determined without input from an outside compensation consultant. The amount was based on companywide and individual goals that were previously developed and discussed and supplemented by the Board of the Directors during Executive Session. The amount was tied directly to these individual and companywide goals. The timeline for payment is on or before May 1, 2021 and does not include any gross up. The motion passed unanimously.

### *B. Meeting Attendance (Clarkson)*

Director Cason moved and Director Hollis seconded the motion that the Board of Directors approve the attached resolution approving the termination of its COVID-19 Resolution No. 1 and No. 2; and the Board of Directors shall resume in-person Board meeting attendance consistent with the requirements of the Associations Bylaws and the April 23, 2021 Board Room Meetings Memorandum (Appendix A). The motion passed unanimously.

## **XI. DIRECTOR COMMENTS**

Director comments were made at this time.

## **XII. ADJOURNMENT**

At 7:36 p.m., Director Parks moved and Director Hollis seconded the motion to adjourn. The motion passed unanimously.

/s/

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James Henderson, Secretary  
Date Approved: May 26, 2021