

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

May 26, 2021
Wednesday
4:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Jody Abruzzino

I. CALL TO ORDER

Chair Chastain 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

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*)

James Henderson, Secretary

Harold Hollis, Treasurer

Sam Cason, Director

Mark Wiggin, Director

Erin Whitney, Director

Guests and Staff Attendance

Present:

Lee Thibert

Arthur Miller

Phil Steyer

Sherri Highers

Brian Hickey

Tyler Andrews

Matthew Clarkson

Laurel Foster

Mark Fouts

Sean Skaling

Via Teleconference:

Connie Owens

Tom Schulman

Crystal Enkvist, APA

Arden Quezon

Paul Johnson

Shaina Kilcoyne, Member

Julie Hasquet

C. Safety Minute

Tyler Andrews, Executive VP Employee Services and Communication discussed "Questions to Ask Before a Work Task."

II. APPROVAL OF AGENDA

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

III. PERSONS TO BE HEARD

None

Director Cason arrived and time was not noted.

IV. CONSENT AGENDA

- A. *Board Calendar*
- B. *Training and Conferences*
 - 1. *APA Virtual Federal Legislative Conference (June 15-17, 2021, Virtual)*
- C. *Minutes*
 - 1. *April 28, 2021, Regular Board of Directors' Meeting (Bigelow/Quezon)*
 - 2. *May 18, 2021, Regular Board of Directors' Meeting (Bigelow)*
- D. *Director Expenses*
- E. *UHF Land Mobile Radio System Replacement Phase II Contract Authorization*
- F. *Daves Creek 352 Reliability Improvements-Phase I Project Authorization*
- G. *May 1, 2021 – April 30, 2022 Chief Executive Officer – Project Specific Initiatives and Priority Area Goals*
- H. *Approve Amendment to Board Policy 207 – Audit and Finance Committee*

Director Hollis moved and Director Wiggin seconded the motion to approve the consent agenda. After discussion, the Board of Directors moved agenda item IV.I. Beluga River Unit (BRU) Development Planning to X.A. in New Business and added to Executive Session as agenda item X.C. The motion passed as amended with a 6 to 1 vote, Director Whitney abstained from voting.

V. CEO REPORTS AND CORRESPONDENCE

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

Phil Steyer, Director, Government Relations discussed the 2021 State Legislative Update and he, Lee Thibert, Chief Executive Officer (CEO) and Arthur Miller Executive VP, Regulatory and External Affairs responded to questions from the Board.
- B. *Board Policy Scheduled Tasks/Reports (Board/Staff)*

Lee Thibert, Chief Executive Officer, gave a summary on the Board Policy Scheduled Tasks/Reports. There were no questions from the Board.

VI. DIRECTOR REPORTS

- A. *Alaska Power Association (APA) Report*

Director Hollis introduced Crystal Enkvist, Executive Director and Executive Vice President at APA and she 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 stated there was nothing new to report since ARCTEC has not had a meeting.

C. Renewable Energy Alaska Project (REAP) Report

Director Morse reported on the May 13, 2021, REAP Public Policy Committee.

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

Director Hollis reported on the April 19, 2021, Audit and Finance Committee meeting. He also informed the Board that the next Audit and Finance Committee meeting is scheduled for July 21, 2021.

Director Hollis reported on the May 12, 2021, Operations Committee meeting and stated that the next Operations Committee meeting is scheduled for June 9, 2021.

Director Morse stated that the next Governance Committee meeting is scheduled for June 16, 2021.

E. Other Meeting Reports

Director Cason reported on having met with Erin McKittrick, a Homer Electric Board of Director and stated that Directors from different utility boards should meet more often to get a different perspective on the same issues.

Chair Chastain requested a recess at 5:15 p.m.

The meeting reconvened in open session at 5:33 p.m.

VII. UNFINISHED BUSINESS

VIII. NEW BUSINESS

A. Discussion – Board Officer Election Procedures (Foster)

Laurel Foster, Legal Assistant/Paralegal discussed the Board Officer Election Procedures and she and Matthew Clarkson, Executive VP, General Counsel responded to questions from the Board.

B. Board of Directors – Election of Officers (Board)

Chair Chastain opened the floor to nominations for Chair of the Board.

Director Hollis nominated Director Morse for the Chair of the Board. No other nominations were made. Chair Chastain closed the nomination and called for a vote. The nomination passed unanimously.

The result of the vote: Director Morse was elected as Chair of the Board.

Newly elected Chair Morse then stated that Director Chastain continue to chair the rest of the meeting in her place as Acting Chair.

Acting Chair Chastain opened the floor to nominations for Vice Chair of the Board.

Director Wiggin nominated Director Chastain for Vice Chair of the Board. No other nominations were made. Acting Chair Chastain closed the nomination and called for a vote. The nomination passed unanimously.

The result of the vote: Director Chastain was elected Vice Chair of the Board.

Acting Chair Chastain opened the floor to nominations for Secretary of the Board.

Director Hollis nominated Director Henderson for Secretary of the Board. No other nominations were made. Acting Chair Chastain closed the nomination and called for a vote. The nomination passed unanimously.

The result of the vote: Director Henderson was re-elected Secretary of the Board.

Acting Chair Chastain opened the floor to nominations for Treasurer of the Board.

Director Morse nominated Director Hollis for Treasurer of the Board. No other nominations were made. Acting Chair Chastain closed the nomination and called for a vote. The nomination passed unanimously.

The result of the vote: Director Hollis was re-elected Treasurer of the Board.

C. Approve 2021 Adopt 2021-2022 Calendar of Regular Meetings of the Board of Directors (Owens/Thibert)

Director Wiggin moved and Director Hollis seconded the motion that the Board of Directors approve the attached resolution which adopts a schedule for regular meetings of the Board as reflected in the Board Calendar. The motion passed unanimously.

D. Appointment of REAP Member and Alternate Representatives (Board)

Director Wiggin moved and Director Henderson seconded the motion that the Board of Directors appoint Director Whitney as the REAP Member Representative and Director Wiggin as the Alternate Representative. The motion passed unanimously.

E. Appointment of APA Member and Alternate Representatives (Board)

Director Henderson moved and Director Wiggin seconded the motion that the

Board of Directors appoint Director Hollis as the APA Voting Delegate and Director Henderson as the Alternate Representative. The motion passed unanimously.

F. Appointment of ARCTEC Member and Alternate Representative (Board)

Director Henderson moved and Director Cason seconded the motion that the Board of Directors adopt the Resolution appointing Director Henderson as Chugach's Member Representative, Lee Thibert as Management Representative and Director Cason as Alternate Representative to the ARCTEC Board of Directors.

After discussion, Director Henderson then moved and Director Cason seconded the amended motion that the Board of Directors adopt the Resolution appointing Director Henderson as Chugach's Member Representative, Lee Thibert as Management Representative and Director Chastain as the Alternate Representative to the ARCTEC Board of Directors. The motion passed unanimously.

IX. EXECUTIVE SESSION

- A. Railbelt Reliability Council (RRC) Regulations Update*
- B. Board Budget Discussion*
- C. Beluga River Unit (BRU) Development Planning*

At 5:56 p.m., Director Wiggin moved and Director Hollis 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 3) 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 7:19 p.m.

X. NEW BUSINESS

A. Beluga River Unit (BRU) Development Planning (Fouts)

Director Wiggin moved and Director Hollis seconded the motion that the Board of Directors adopt and approve the attached resolution approving the form, terms, and provisions of the Beluga River Unit Agreement attached thereto as Exhibit A. The resolution and attached Exhibit A shall remain confidential until such time as Chugach and Hilcorp mutually agree otherwise. The motion passed with a 6 to 1 vote, Director Whitney abstained from voting.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

