

04 01 20

RESOLUTION

Annual Meeting Requirements and Limitations Considering the COVID-19 Public Health Threat

WHEREAS, on March 11, 2020, the Governor of the State of Alaska issued a Declaration of Public Health Disaster and Emergency regarding the COVID-19 outbreak;

WHEREAS, federal, state, and local authorities continue to treat COVID-19 as a very serious public health threat;

WHEREAS, on March 18, 2020, the Board of Directors passed its Resolution 03 01 20 addressing Meeting Attendance Limitations and Requirements During the COVID-19 Public Health Threat (COVID-19 Res. No. 1);

WHEREAS, on March 24, 2020, the Governor's Health Mandate No. 9 went into effect restricting public gatherings to ten people or less;

WHEREAS, on March 25, 2020, the Board of Directors passed its Resolution 03 02 20 addressing Board Meetings, Director Travel, and Director Expenses During the COVID-19 Public Health Threat (COVID-19 Res. No. 2);

WHEREAS, COVID-19 Res. No.1 and No.2 both expire on April 30, 2020, unless further extended by the Board of Directors;

WHEREAS, the Board of Directors believe that COVID-19 Res. No.1 and No.2 should remain in effect until all applicable federal, state, and local emergency declarations have been lifted;

WHEREAS, on March 28, 2020, the Governor's Health Mandate No. 11 went into effect requiring all individuals, except for those working in designated essential service industries, to remain at their place of residence and practice social distancing;

WHEREAS, on April 1, 2020, the Governor issued Amendment 1 to the COVID-19 Disaster Order of Suspension No. 2, temporarily suspending the requirement for electric cooperatives to hold in-person meetings;

WHEREAS, limiting in-person attendance at any meeting of the Association during the COVID-19 emergency, including this year's annual membership meeting, is required by and consistent with the health mandates and orders identified herein and in COVID-19 Res. No. 1 and No. 2;

WHEREAS, limiting in-person attendance at Association meetings during the COVID-19 emergency, including the annual membership meeting, is also consistent with Article IV, Section 6 of Chugach's Bylaws, which grants the Board of Directors the "power to make, adopt and enforce such policy, rules and regulations, not inconsistent with law, the articles of incorporation, or these bylaws, as it may deem advisable for the management of the affairs and business of the Association, for the protection of its investment, and for the interest and welfare of the members thereof."

WHEREAS, the Board of Directors believe that even if applicable COVID-19 mandates and orders are lifted prior to the date set for the Association's annual membership meeting, good corporate social responsibility dictates that in-person attendance should not be encouraged at this year's annual meeting in order to avoid the unnecessary risk of exposing Association members to COVID-19;

WHEREAS, other cooperative associations such as Matanuska Electric Association, Inc., Golden Valley Electric Association and Homer Electric Association have taken similar action regarding their annual meetings in order to limit COVID-19 exposure and spread among their members;

WHEREAS, Chugach's bylaws allow the annual election to take place without a formal meeting and members will be offered the opportunity to participate in the election, voting online from May 15 to June 15 or a paper ballot from May 15 to June 12,

WHEREAS, the Board of Directors intend to limit business conducted at the annual meeting to that of counting marked ballots and announcing election results and believe that, under these emergent circumstances, adequate participation for that limited purpose can be achieved through a virtual platform.

NOW, THEREFORE, BE IT RESOLVED, the Association's annual membership meeting shall be conducted through a virtual platform with in-person attendance not exceeding the limits imposed by any applicable COVID-19 mandates or orders, unless COVID-19 mandates and orders are lifted, in which case in-person attendance would still not be encouraged and shall not exceed 50 in person attendees;

BE IT FURTHER RESOLVED, that pursuant to Article III, Section 5 of the Association's Bylaws, business conducted at the annual membership meeting shall be limited to counting marked ballots and announcing the results thereof;

BE IT FURTHER RESOLVED, that COVID-19 Res. No.1 and No.2 shall remain in effect until all applicable federal, state, and local emergency declarations have been lifted;

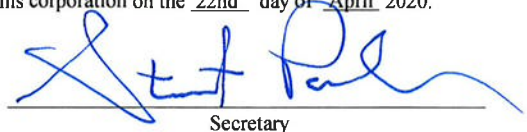


BE IT FINALLY RESOLVED, that the Chief Executive Officer is authorized to take any and all necessary steps to ensure compliance with the requirements and limitations contained in this Resolution.

CERTIFICATION

I, Stuart Parks, do hereby certify that I am the Secretary of Chugach Electric Association, Inc., an electric non-profit cooperative membership corporation organized and existing under the laws of the State of Alaska; that the foregoing is a complete and correct copy of a resolution adopted at a meeting of the Board of Directors of this corporation, duly and properly called and held on the 22nd day of April 2020; that a quorum was present at the meeting; that the resolution is set forth in the minutes of the meeting and has not been rescinded or modified.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation on the 22nd day of April 2020.


Secretary