

## RESOLUTION

### **Appointment of ARCTEC Member, Management and Alternate Representatives**

WHEREAS, Chugach Electric Association, Inc., is a member of the Alaska Railbelt Cooperative Transmission & Electric Company ("ARCTEC"); and

WHEREAS, pursuant to Article III, Section 7 of the Bylaws of ARCTEC, each member must formally appoint the Member Representative, Management Representative and Alternate Representative to the Board of Directors of ARCTEC; and

WHEREAS, pursuant to Board Policy 107, Authority of the Association-Appointed Representative Regarding Jointly Owned and Operated Assets, Section II.A. – II.B., states:

- A. The Association's representatives on a jointly owned asset management committee (whether the appointed representative or the alternate) are empowered and required to represent the Association's best interests in all votes taken by the management committee(s). The Association- representatives or alternates are required to obtain approval of the Association Board of Directors in advance of all votes on issues meeting the criteria set out below. The Association representatives or alternates are required to vote consistent with the direction of the Association Board on:
  1. Decisions that cost the Association \$5,000,000 or more.
  2. Additions of participants in the ownership of jointly operated assets unless already provided for in agreements.
  3. Approval of annual operating and capital budgets that exceed \$10,000,000 net to the Association.
  4. Amendments to any joint operating or participation agreement relating to the jointly operated assets.
  5. Bonding for projects that could have a direct or indirect significant effect on the finances of the Association.
  
- B. The Association-appointed management committee representative(s) shall keep the Association Board and management fully informed of all significant jointly - operated activities or matters undertaken or contemplated. The form of this communication is at the discretion of the Association Board. The Association Board shall be provided access to all written or visual materials provided to, or prepared by, the management committee(s), its board(s), employees, agents, consultants or contractors, subject to any applicable confidentiality agreement or requirements.



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WHEREAS, Chugach wishes to actively participate in ARCTEC and the management of that organization; and

WHEREAS, the Member Representative and Alternate Representative will serve on the ARCTEC Board of Directors subject to any restrictions or limitations imposed by Chugach Bylaws or Board Policies;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors appoints James Henderson as the Member Representative to ARCTEC and appoints Lee Thibert, Chief Executive Officer to serve as the Management Representative to ARCTEC; and

BE IT, FURTHER RESOLVED, that the Board of Directors appoints Samuel Cason as the Alternate Representative to ARCTEC.

#### CERTIFICATION

I, James Henderson, 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 17th day of June 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 the 17th day of June 2020.

  
Secretary