



**CHUGACH ELECTRIC ASSOCIATION, INC.  
ANCHORAGE, ALASKA**

**REGULAR BOARD OF DIRECTORS' MEETING**

**AGENDA**

Sam Cason, Chair  
Sisi Cooper, Vice Chair  
Rachel Morse, Treasurer  
Susanne Fleek-Green, Secretary

Mark Wiggin, Director  
Bettina Chastain, Director  
Jim Nordlund, Director

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**February 28, 2024**

**4:00 p.m.**

**Chugach Board Room**

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- I. CALL TO ORDER (4:00 p.m.)
  - A. *Pledge of Allegiance*
  - B. *Roll Call*
  - C. *Safety Minute: Eye Strain (Freeman)*
  - D. *Electric Power Factoid: Cold Weather Event (Skiba)*
- II. APPROVAL OF THE AGENDA\* (4:10 p.m.)
- III. PERSONS TO BE HEARD (4:15 p.m.)
  - A. *Member Comments*
- IV. DIRECTOR REPORTS (4:35 p.m.)
  - A. *Alaska Power Association (APA) Report*
  - B. *Board Committee Reports (Audit & Finance, Operations & Governance)*
  - C. *Other Meeting Reports*
- V. CONSENT AGENDA\* (4:50 p.m.)
  - A. *Board Calendar*
  - B. *Training and Conferences*
    - 1. *NRECA PowerXchange, March 1 - 6, 2024, San Antonio, TX*
  - C. *Minutes*
    - 1. *January 24, 2024, Regular Board of Directors' Meeting (Hamilton)*
    - 2. *February 12, 2024, Special Board of Directors' Meeting (Slocum)*
  - D. *Director Expenses*
- VI. CEO REPORTS AND CORRESPONDENCE (5:00 p.m.)
  - A. *Vegetation Management (Stangl/Laughlin) (5:00 p.m.)*

\* *Denotes Action Items*

\*\* *Denotes Possible Action Items*

2/27/2024 5:46:35 PM

- B. *Legislative Update (Baker) (5:20 p.m.)*
  - C. *General Rate Case Update (Clarkson) (5:40 p.m.)*
  - D. *Gas Supply Update (Rudeck) (5:50 p.m.)*
  - E. *Railbelt Reliability Council Update (Rudeck) (5:55 p.m.)*
  - F. *Eklutna Project Update (Laughlin/Owen) (6:05 p.m.)*
  - G. *Board Policy Scheduled Tasks (Board/Staff) (6:25 p.m.)*
- VII. UNFINISHED BUSINESS (*none*)
- VIII. NEW BUSINESS\* (*scheduled*) (6:30 p.m.)
- A. *Nominating Committee Report (Nominating Committee Chair) (6:30 p.m.)*
  - B. *Amendments to Bylaws\* (Board) (6:55 p.m.)*
  - C. *KeyBank Commercial Banking Services\* (Griffin) (7:10 p.m.)*
- IX. EXECUTIVE SESSION\* (*scheduled*) (7:15 p.m.)
- A. *Eklutna Project Update (Laughlin/Owen/Glass) (7:15 p.m.)*
- X. NEW BUSINESS (*None*)
- XI. DIRECTOR COMMENTS (7:40 p.m.)
- XII. ADJOURNMENT\* (7:55 p.m.)

\* *Denotes Action Items*

\*\* *Denotes Possible Action Items*

# Reducing Eye Strain








Regular Board of Directors' Meeting  
February 28, 2024



# What is eye strain?

Eye strain is a common condition caused by intense use of your eyes, such as by reading, using digital devices or driving long distances.

**Eye Strain**  
Common symptoms include:

 Watery eyes.	 Dry eyes.
 Blurred Vision.	 Sensitivity to light.
 Burning eyes.	 Itching eyes.
 Difficulty keeping your eyes open.	

# Types of activities that lead to eye strain

- Driving
- Reading
- Computer and cell phone use
- Playing video games
- Doing detailed work
- Not having enough light
- Not blinking enough



# Prevention

- Reduce glare on your screen through proper lighting.
- Limit the amount of time you use digital devices.
- Increase the number of times you blink.
- Make sure you're looking at your digital device at the correct distance and in the proper position. The screen should be an arm's length away from your eyes.
- Find the right light. Make sure it is not too dim or too bright.



# 20-20-20 RULE

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Every 20  
minutes



Take a 20  
second break



And look at  
something  
20 feet away

# YTD Safety STATISTICS

Recordable Injuries			
Business Unit	2023	2023 Jan YTD	2024 Jan YTD
Line Operations	6	0	4
Power Generation	2	0	1
Office and Administrative	1	0	0
<b>Total</b>	<b>9</b>	<b>0</b>	<b>5</b>

Lost time Injuries			
Business Unit	2023	2023 Jan YTD	2024 Jan YTD
Line Operations	4	0	2
Power Generation	0	0	0
Office and Administrative	0	0	0
<b>Total</b>	<b>4</b>	<b>0</b>	<b>2</b>

Rates and Lost Workdays			
	2023	2023 Jan YTD	2024 Jan YTD
OSHA Rate	2.20	0	19.14
Lost Time Rate	.98	0	7.66
Lost Workdays	453	0	23

**Recordable Injury:** Injury resulting in medical treatment, lost time, or restricted duty

**OSHA Rate:** Number of recordable injuries x 200,000/employee hours worked

**Lost Time Rate:** Number of lost time injuries X 200,000/employee hours worked

**Lost workday:** A day a worker is absent from the workplace due to a work-related injury



# Electric Power Factoid: Cold Weather Event

Regular Board Meeting  
February 28, 2024

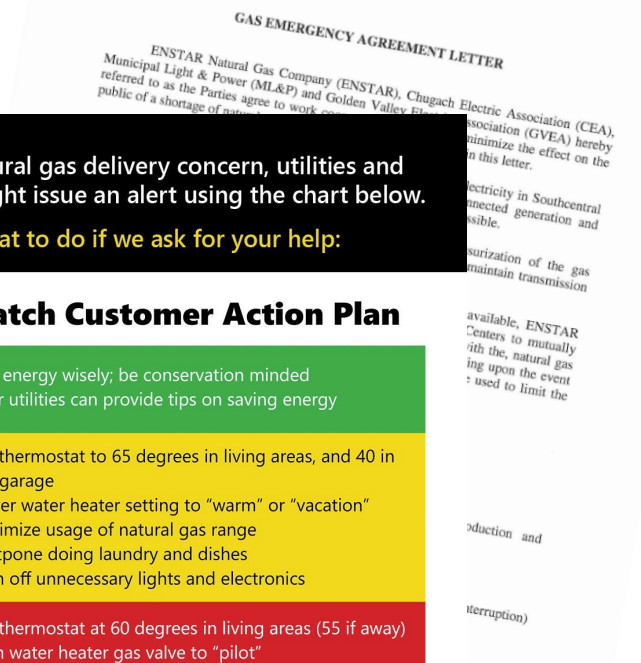


# Cold Weather Event Guidelines

## Gas Emergency Agreement Letter:

- Executed August 2009
- Provides a list of steps to be taken during a period of reduced gas availability
  - Curtailment, maximizing hydro, shifting generation, import power, backup energy sources and appealing to the public
- CEA, GVEA and ENSTAR are signatories

## Public Messaging: “Energy Watch Customer Action Plan”



If there's a natural gas delivery concern, utilities and local officials might issue an alert using the chart below.

Know what to do if we ask for your help:

### Energy Watch Customer Action Plan

GREEN	STABLE	<ul style="list-style-type: none"> <li>• Use energy wisely; be conservation minded</li> <li>• Your utilities can provide tips on saving energy</li> </ul>
YELLOW	CAUTION	<ul style="list-style-type: none"> <li>• Set thermostat to 65 degrees in living areas, and 40 in the garage</li> <li>• Lower water heater setting to “warm” or “vacation”</li> <li>• Minimize usage of natural gas range</li> <li>• Postpone doing laundry and dishes</li> <li>• Turn off unnecessary lights and electronics</li> </ul>
RED	ALERT	<ul style="list-style-type: none"> <li>• Set thermostat at 60 degrees in living areas (55 if away)</li> <li>• Turn water heater gas valve to “pilot”</li> <li>• Do not use natural gas fireplaces, decorative heaters or gas grills</li> <li>• Consolidate household activities into as few rooms as possible</li> </ul>



Every little bit counts. Together we can make a difference.



# Cold Weather Event

There was daily coordination meetings with all stakeholders including: CEA, MEA, GVEA, HEA, ENSTAR, Cook Inlet gas producers, CINGSA, and Marathon Refinery.

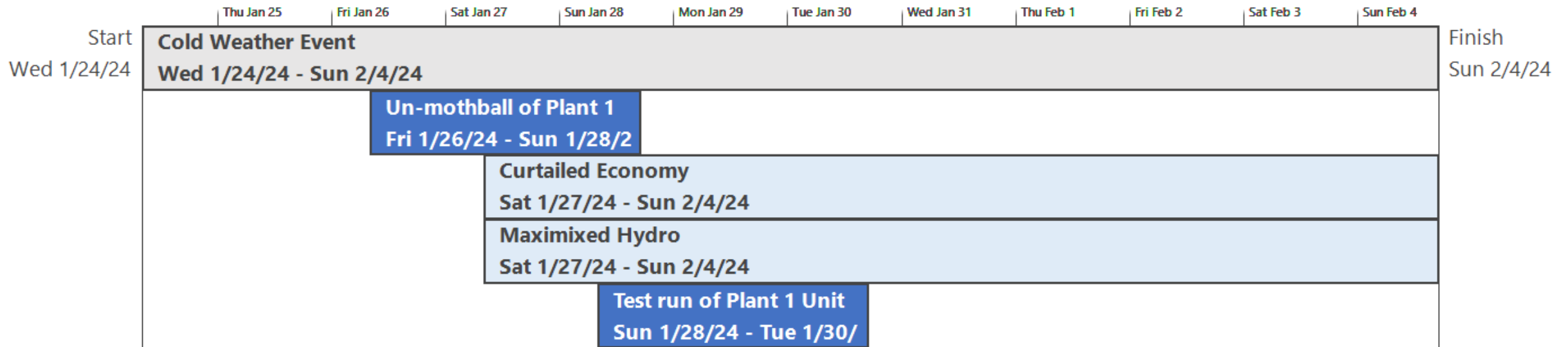
## Steps Chugach took working with the Railbelt:

### CONDITION GREEN

1. Economy Sales with Cook Inlet gas ceased
2. Hydropower was maximized on all plants
3. Generation efficiency was maximized between CEA, HEA and MEA
4. Gas deliveries maximized
5. Declare **CONDITION YELLOW** and issue voluntary Gas Conservation
6. Purchase liquid fuel power from GVEA
7. SES self generates on diesel
8. Condition **RED**
9. MEA Switches to diesel
10. CEA switches to diesel
11. Declare and emergency
12. Start rolling blackouts

ENSTAR never declared condition "YELLOW".  
#4 was the final step.

# Chugach's Action During the Event



# 2024 YTD Incident review

Incident Description	Nonconformance with Safety Procedures or Work Practices	Incident Type	Opportunity for Intervention
Cut thumb while cutting tape on coiled service line	No	Normal Task	No
Strained knee while walking through deep snow	No	Normal Task	Possible
Strained shoulder when hit by ice that was shedding from building while performing rounds	No	Normal Task	No
Injured foot when descending off of vehicle during DOT inspection	No	Normal Task	No
Strained back pounding on ice with hatchet to find survey marker	No	Infrequent Task	No



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# February 2024

February 2024							March 2024						
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa
				1	2	3						1	2
4	5	6	7	8	9	10	3	4	5	6	7	8	9
11	12	13	14	15	16	17	10	11	12	13	14	15	16
18	19	20	21	22	23	24	17	18	19	20	21	22	23
25	26	27	28	29			24	25	26	27	28	29	30
							31						

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Jan 28	29	30	31	Feb 1 2024 APA State Legi	2 9:00am FW: APA Legislative Update Conference 4:00pm Review Operations Packet (Board Room CR) -	3
4	5	6	7 4:00pm Operations Committee Meeting (Board Room CR) - Sandra Cacy	8 5:00pm 2024 MAC meeting #1 (Board Room CR) - Julie Hasquet	9 9:00am FW: APA Legislative Update Conference Call (Microsoft Teams Meeting) - Michael	10
11	12 4:00pm Special Board of Directors Meeting (Board Room CR) - Sandra Cacy	13	14	15	16 9:00am FW: APA Legislative Update Conference Call (Microsoft Teams Meeting) - Michael	17
18	19	20	21 NWPPA Board Mtg (Morse) (Portland, OR)		23 9:00am FW: APA Legislative Update Conference 2:30pm Review Board Packet (Board Room)	24
25	26	27	28 4:00pm Regular Board of Directors Meeting (Board Room CR) - Sandra Cacy	29	Mar 1	2



# March 2024

March 2024						April 2024							
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa
					1	2		1	2	3	4	5	6
3	4	5	6	7	8	9	7	8	9	10	11	12	13
10	11	12	13	14	15	16	14	15	16	17	18	19	20
17	18	19	20	21	22	23	21	22	23	24	25	26	27
24	25	26	27	28	29	30	28	29	30				
						31							

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Feb 25	26	27	28	29	Mar 1	2
					8:00am NRECA PowerXchange (March 1 - 6, 9:00am FW: APA Legislative Update Conference Call (Microsoft Teams	
3	4	5	6	7	8	9
NRECA PowerXchange (March 1 - 6, San Antonio TX)			8:30am		9:00am FW: APA Legislative Update Conference Call (Microsoft Teams Meeting) -	
10	11	12	13	14	15	16
			4:00pm Operations Committee Meeting (Board Room CR) - Sandra Cacy	4:00pm Review Governance Packet (Board Room CR) - Sandra Cacy	9:00am FW: APA Legislative Update Conference Call (Microsoft Teams Meeting) -	
17	18	19	20	21	22	23
	4:00pm Governance Committee Meeting (Board Room CR) - Sandra Cacy				9:00am FW: APA Legislative Update Conference 9:00am Review Board Packet (Board Room	
24	25	26	27	28	29	30
		4:00pm HOLD - NVE Meeting w/ CEA Board (South Denali CR) - Sandra Cacy	4:00pm Regular Board of Directors Meeting (Board Room CR) - Sandra Cacy		9:00am FW: APA Legislative Update Conference 9:00am Review Audit & Finance Packet	
31	Apr 1	2	3	4	5	6

# April 2024

April 2024							May 2024						
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa
	1	2	3	4	5	6				1	2	3	4
7	8	9	10	11	12	13	5	6	7	8	9	10	11
14	15	16	17	18	19	20	12	13	14	15	16	17	18
21	22	23	24	25	26	27	19	20	21	22	23	24	25
28	29	30					26	27	28	29	30	31	

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Mar 31	Apr 1	2	3 4:00pm Audit & Finance Committee Meeting (Board Room CR) - Sandra Cacy	4	5 9:00am FW: APA Legislative Update 9:00am Review OPS Packet (Board Room) 10:00am Review Governance	6
7	8	9	10 4:00pm Operations Committee Meeting (Board Room CR) - Sandra Cacy	11 5:00pm 2024 MAC meeting #2 (Board Room CR) - Julie Hasquet	12 9:00am FW: APA Legislative Update Conference Call (Microsoft Teams Meeting) - Michael	13
14	15	16	17	18	19 9:00am FW: APA Legislative Update Conference 9:00am Review Board Packet (Board Room CR) - Sandra	20
21	22	23	24 4:00pm Regular Board of Directors Meeting (Board Room CR) - Sandra Cacy	25	26 9:00am FW: APA Legislative Update Conference Call (Microsoft Teams Meeting) - Michael	27
NRECA 2024 Legislative Conference (April 21-24, Washington DC)						
28	29	30	May 1	2	3	4

# May 2024

May 2024						June 2024							
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa
			1	2	3	4							1
5	6	7	8	9	10	11	2	3	4	5	6	7	8
12	13	14	15	16	17	18	9	10	11	12	13	14	15
19	20	21	22	23	24	25	16	17	18	19	20	21	22
26	27	28	29	30	31		23	24	25	26	27	28	29
							30						

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Apr 28	29	30	May 1	2	3 9:00am FW: APA Legislative Update Conference Call (Microsoft Teams Meeting) - Michael	4
5	6	7	8	9	10 9:00am FW: APA Legislative Update Conference Call (Microsoft Teams Meeting) - Michael	11
12	13	14	15	16	17 9:00am FW: APA Legislative 9:00am Review Board Packet 3:00pm Member Appreciation 6:00pm Annual Membership	18
NWPPA Annual Conference ( May 12-15, Salt Lake City Utah)						
19	20	21	22 4:00pm Regular Board of Directors Meeting (Board Room CR) - Sandra Cacy	23	24 9:00am Audit & Finance Packet Review (Sherri's Office) - Sandra Cacy	25
26	27 Memorial Day	28	29 4:00pm Audit & Finance Committee Meeting (Board Room CR) - Sandra Cacy	30	31 9:00am Governance Packet Review (Board Room CR) - Sandra Cacy	Jun 1

# June 2024

June 2024							July 2024						
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa
						1		1	2	3	4	5	6
2	3	4	5	6	7	8	7	8	9	10	11	12	13
9	10	11	12	13	14	15	14	15	16	17	18	19	20
16	17	18	19	20	21	22	21	22	23	24	25	26	27
23	24	25	26	27	28	29	28	29	30	31			
30													

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
May 26	27	28	29	30	31	Jun 1
2	3	4	5 4:00pm Governance Committee Meeting (Board Room CR) - Sandra Cacy	6	7	8
9	10	11	12	13	14	15
16	17	18	19 Juneteenth	20	21 9:00am Board Packet Review (Board Room CR) - Sandra Cacy	22
23	24	25	26 4:00pm Regular Board of Directors Meeting (Board Room CR) - Sandra Cacy	27	28	29
30	Jul 1	2	3	4	5	6

# July 2024

July 2024

Su	Mo	Tu	We	Th	Fr	Sa
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			

August 2024

Su	Mo	Tu	We	Th	Fr	Sa
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Jun 30	Jul 1	2	3	4 Independence Day	5 9:00am OPS Packet Review (Board Room CR) - Sandra Cacy	6
7	8	9	10 4:00pm Operations Committee Meeting (Board Room CR) - Sandra Cacy	11	12	13
14	15	16	17	18 5:00pm 2024 MAC meeting #3 (Board Room CR) - Julie Hasquet	19 9:00am Board Packet Review (Board Room CR) - Sandra Cacy	20
21	22	23	24 4:00pm Regular Board of Directors Meeting (Board Room CR) - Sandra Cacy	25	26	27
28	29	30	31	Aug 1	2	3

# August 2024

August 2024							September 2024						
Su	Mo	Tu	We	Th	Fr	Sa	Su	Mo	Tu	We	Th	Fr	Sa
				1	2	3	1	2	3	4	5	6	7
4	5	6	7	8	9	10	8	9	10	11	12	13	14
11	12	13	14	15	16	17	15	16	17	18	19	20	21
18	19	20	21	22	23	24	22	23	24	25	26	27	28
25	26	27	28	29	30	31	29	30					

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Jul 28	29	30	31	Aug 1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16 9:00am Audit & Finance Packet Review (Sherri's Office) - Sandra Cacy	17
18	19	20	21 4:00pm Audit & Finance Committee Meeting (Board Room CR) - Sandra Cacy	22	23 9:00am Board Packet Review (Board Room CR) - Sandra Cacy	24
25	26	27 8:00am HOLD - Strategic Planning	28 4:00pm Regular Board of Directors' Meeting (Board Room CR) - Sandra Cacy	29	30	31

# September 2024

September 2024

Su	Mo	Tu	We	Th	Fr	Sa
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

October 2024

Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Sep 1	2 Labor Day	3	4	5	6 9:00am Governance Packet Review (Board Room CR) - Sandra Cacy	7
8	9	APA & AIE Annual Meetings (Sept. 10 - 13, Fairbanks) - CCBOD			13	14
			11 4:00pm Governance Committee Meeting (Board Room CR) - Sandra Cacy			
15	16	17	18	19	20 9:00am Board Packet Review (Board Room CR) - Sandra Cacy	21
22	23	NRECA Region 7&9 Meeting (September 24-26, Sacramento CA)			27	28
			25 4:00pm Regular Board of Directors Meeting (Board Room CR) - Sandra Cacy			
29	30	Oct 1	2	3	4	5

# October 2024

October 2024

Su	Mo	Tu	We	Th	Fr	Sa
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

November 2024

Su	Mo	Tu	We	Th	Fr	Sa
						1 2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Sep 29	30	Oct 1	2	3 5:00pm 2024 MAC meeting #4 (Board Room CR) - Julie Hasquet	4 9:00am OPS Packet Review (Board Room CR) - Sandra Cacy	5
6	7	8	9 4:00pm Operations Committee Meeting (Board Room CR) - Sandra Cacy	10 5:00pm 2024 MAC Meeting #4 (Chugach Board Room)	11	12
13	14 Indigenous Peoples' Day	15	16	17	18 Alaska Day 9:00am Board Packet Review (Board Room CR) - Sandra Cacy	19
20	21	22	23 4:00pm Regular Board of Directors' Meeting (Board Room CR) - Sandra Cacy	24	25	26
27	28	29	30	31	Nov 1	2



# November 2024

November 2024

Su	Mo	Tu	We	Th	Fr	Sa
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

December 2024

Su	Mo	Tu	We	Th	Fr	Sa
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Oct 27	28	29	30	31	Nov 1 9:00am Audit & Finance - Budget Packet Review (Sherri's Office) - Sandra Cacy	2
3	4	5	6 4:00pm Audit & Finance Committee Meeting - Budget (Board Room CR) - Sandra Cacy	7	8 9:00am Board Packet Review (Board Room CR) - Sandra Cacy	9
10	11 Veterans Day	12	13 4:00pm Regular Board of Directors' Meeting (Board Room CR) - Sandra Cacy	14	15 9:00am Audit & Finance Packet Review (Sherri's Office) - Sandra Cacy	16
17	18	19	20 4:00pm Audit & Finance Committee Meeting (Board Room CR) - Sandra Cacy	21	22	23
24	25	26	27	28 Thanksgiving Holiday	29 9:00am Governance Packet Review (Board Room CR) - Sandra Cacy	30

# December 2024

December 2024

Su	Mo	Tu	We	Th	Fr	Sa
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

January 2025

Su	Mo	Tu	We	Th	Fr	Sa
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

SUNDAY	MONDAY	TUESDAY	WEDNESDAY	THURSDAY	FRIDAY	SATURDAY
Dec 1	2	3	4 4:00pm Governance Committee Meeting (Board Room CR) - Sandra Cacy	5	6 9:00am Board Packet Review (Board Room CR) - Sandra Cacy	7
8	9	10	11 4:00pm Regular Board of Directors' Meeting (Board Room CR) - Sandra Cacy	12	13 NRECA Winter School	14 NRECA Winter School (December 13-17, Nashv)
15 NRECA Winter School (December 13-17, Nashville TN)	16	17	18	19	20	21
22	23	24 Christmas Eve	25 Christmas Day	26	27	28
29	30	31 New Year's Eve	Jan 1, 25	2	3	4

#POWERXCHANGE24

## Co-ops Keep the Lights On

PowerXchange is the largest gathering of electric cooperative leaders, designed to embrace the challenges of our ever-changing industry and cultivate future-focused thinkers.

From the lamp that illuminates our children's homework and the oven that heats up our meals, to the medical equipment that safeguards our health and the smartphone that keeps us connected—America's electric cooperatives not only keep the lights on, they power our lives, sustain our communities and shape our future.

At 2024 NRECA PowerXchange, thousands of co-op executives, staff and members of co-op boards will come together to fortify their role as leaders of this critical industry through:

- Dynamic general sessions headlined by **nationally renowned speakers**.
- Inspiring and educational breakout sessions on the **latest issues impacting the industry**.
- Valuable opportunities to **share ideas, strategies and best practices** with fellow co-op leaders.
- The **latest technologies** from the industry's leading solution providers in the Expo.
- **Casting their votes** on future-focused issues as part of the annual member business meeting.

Join us in San Antonio for this unique opportunity to learn about and engage with your colleagues on the issues that power America's communities.

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

**January 24, 2024**  
**Wednesday**  
**4:00 p.m.**

**REGULAR BOARD OF DIRECTORS' MEETING**

Recording Secretary: Ky'yanna Hamilton

**I. CALL TO ORDER**

Chair Cason called the Regular Board of Directors' meeting to order at 4:04 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Pledge of Allegiance*

Chair Cason led the Board in the Pledge of Allegiance.

*B. Roll Call*

*Board Members Present:*

Sam Cason, Chair

Sisi Cooper, Vice Chair

Susanne Fleek-Green, Secretary *Arrived at 4:10 p.m.*

Rachel Morse, Treasurer

Mark Wiggin, Director

Bettina Chastain, Director

Jim Nordlund, Director (*Telephonic*)

*Staff and Guests in Attendance:*

*Present:*

Arthur Miller

Andrew Laughlin

Matt Clarkson

Allan Rudeck

Tiffany Wilson

Marty Freeman

Bernie Smith

Julie Hasquet

Todd McCarty

Chris Kohler

Russ Thornton

Karen Griffin

Crystal Enkvist, APA

Kate Ayers

Mike Miller

Eugene Ori

Curtis Sims

Sean Skaling

Josh Travis

Chantell Lewis-Boutte

Mark Henspeter

Scarlett Masten

Bill Herman

Mike Brodie

Tim Hevrin

Todd Lindley

Mackenzie Barberry,

Yuit

Alex Petkanas,

AK Center

Jim Torgerson,

Stoel Rives, LLP

*Via Teleconference:*

Sherri Highers

Sandra Cacy

Heather Slocum

Mitchell Roth, Member

Peyton Reid

Mel Langdon

George Donart, Member

Julian Ramirez, Member

Trish Baker

Paul Mclarnon

Nat Andrews

Emily Muller

Samantha Owen, McMillion    Shaina Kilcoyne, Member    Lila Hobs  
Todd Glass, McMillion        Aurora Roth, Member  
Matt Perkins                    Jenny Maine Stryker

- C. *Safety Minute*  
Marty Freeman, Senior Manager, HSE, discussed “*Avalanche Safety*” and *December’s Safety Statistics* and responded to questions from the Board.
  
- D. *Electric Power Factoid: Chugach APP*  
Chanel Lewis - Boutte, Member & Energy Program Specialist, presented an overview on the Chugach App and answered questions from the board.

**II. APPROVAL OF AGENDA**

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

**III. PERSONS TO BE HEARD**

- A. *Member Comments*  
George Donart, Member, made comments regarding utility coordination and Chugach Renewable Portfolio Standard.  
Nate Andrews, Member, made comments regarding a conflict of interest and the Chugach Renewable Portfolio Standard Legislation.  
Members Julian Ramirez and Aurora Roth made comments regarding the Eklutna Hydro Fish and Wildlife Plan.  
Donovan Russoniello, Member, made comments regarding Senate Bill 101, House Bill 121 and Chugach’s Renewable Portfolio Standard.  
Mitchell Roth, Member, Made comments regarding Chugach’ Renewable Portfolio Standard and Eklutna Mitigation Report.  
Members Todd Lindley, Alex Patkanas, Bill Herman, Bernie Smith, Jim Henderson, Dan Rodgers, made comments regarding the Renewable Portfolio Standard.

**IV. DIRECTOR REPORTS**

- A. *Alaska Power Association (APA) Report*  
Crystal Enkvist, Executive Director, APA, provided an update on APA activities, upcoming events, and responded to questions from the board.
  
- B. *Board Committee Reports (Audit and Finance, Operations & Governance)*  
Director Morse reported on the upcoming Audit & Finance Committee on April 3, 2024.  
  
Director Wiggin reported on January 10, 2024, Operations Committee Meeting.  
  
Director Fleek-Green reported on January 10, 2024, Governance Committee Meeting.
  
- C. *Other Meeting Reports*  
Director Morse gave a report on her attendance at the NRECA regional meeting.

## **V. CONSENT AGENDA**

- A. *Board Calendar*
- B. *Training and Conferences*
  - 1. *NRECA PowerXchange, March 3-8, 2024, San Antonio, TX*
- C. *Minutes*
  - 1. *December 06, 2023, Regular Board of Directors' Meeting (Slocum)*
- D. *Director Expenses*

Director Fleek-Green moved, and Director Cooper seconded the motion to approve the expense reports as amended. The motion passed unanimously.

Director Fleek-Green moved, and Director Wiggin seconded the motion to approve the consent agenda. The motion passed unanimously.

## **VI. CEO REPORTS AND CORRESPONDENCE**

- E. *October and November 2023 Variance Reports (Griffin)*

Karen Griffin, VP of Accounting, provided an overview to the October and November 2023 Variance Reports and answered questions from the board.
- F. *Eklutna Project Update\* (Hasquet/Brodie)*

Andrew Laughlin, Chief Operating Officer (CEO), and Mike Brodie, Manager of M&O Services & Transformer Shop, Julie Hasquet, Manager of Corporate Communication, provided a high-level update to the Eklutna Project and answered questions from the Board.
- G. *Board Policy Scheduled Tasks/Reports (Board/Staff)*

The Board Policy Scheduled Tasks were provided in the meeting packet.
- H. *Reliability Report – 2023 (Miller)*

Arthur Miller, Chief Operating Officer, (CEO), presented the 2023 Reliability Report, and responded to questions from the Board.

Arthur Miller, CEO, discussed the CEO Reports and Correspondence contents and responded to questions from the Board.

## **VII. UNFINISHED BUSINESS**

None.

## **VIII. NEW BUSINESS**

- A. *2024 Contract Renewals\*(Travis)*

Josh Travis, VP of Administrative Services, presented the 2024 Contract Renewals and responded to questions from the Board.

Director Morse moved, and Director Wiggin seconded the motion that the Board of Directors authorize the Chief Executive Officer to approve the 2024 RDI contract at a value not to exceed \$2,206,000, the 2024 Carlos Tree Services contract at a value not to exceed \$4,000,000, the 2024 CTG contract at a value not to exceed \$2,923,184, and the 2024 GE Packaged Power CSA contracts at values not to exceed \$2,600,000 and \$7,500,000 respectively. The motion passed unanimously.

*B. Strategic Plan\* (Ayers)*

Kate Ayers, Senior Manager of Key accounts, and sustainability, responded to questions from the Board.

Director Morse moved, and Director Cooper seconded the motion and move that the Board of Directors approve the Strategic Plan. The motion passed unanimously.

*C. 2024 Legislative Goals\* (Baker)*

Trish Baker, Manager of Government and Business Affairs, presented Chugach's legislative goals and responded to questions from the Board.

*Director Morse called for a recess at 6:25 p.m. The meeting commenced at 6:35 p.m.*

*Director Morse made a friendly amendment to the motion.*

Director Morse moved, and Director Fleek-Green seconded the motion to Move that the Board of Directors, in recognition of Chugach Electric Association, Inc's (Chugach) 2024 priorities, approve Chugach's State legislative priorities as: 1) State of Alaska funding of \$206.5 million to match the Round 1 Department of Energy's Grid Resilience and Innovation Partnership grant; 2) Increase the legislators and public's understanding of Chugach's gas supply options to meet future needs for dispatchable power; and 3) Advance clean energy legislation which includes renewable generation. The motion passed unanimously, as amended.

*D. Compensable Board Meetings\* (Board)*

The Chugach Board of Directors and Arthur Miller, CEO, discussed board compensation and answered questions amongst themselves.

Director Fleek-Green moved, and Director Cooper seconded the motion that the Board of Directors approve the attached proposed bylaw change that reduces the number of compensable Board, Board Committee, and other meetings, and that the proposed bylaw change be provided to the Chugach Bylaw Committee for consideration in the 2024 annual meeting election. The motion passed unanimously.

*E. Indian to Girdwood Transmission Line Rebuild\* (Laughlin/Miller)*

Andrew Laughlin, COO, Mike Miller, VP of Engineering, provided an update on the Indian to Girdwood transmission line rebuild and answered questions from the Board.

Director Morse moved, and Director Wiggin seconded the motion that the Chugach Board of Directors authorize the Chief Executive Officer to execute a contract with Northern Powerline Constructors, Inc. in the amount of \$17,822,062.70 for the construction and increase the Quartz Creek Transmission Line between the Girdwood Substation and the Indian Substation Project Authorization by \$9,800,000 to an estimated Total Installed Cost of \$31,000,000. The motion passed unanimously.

## **IX. EXECUTIVE SESSION**

- A. *Eklutna Project Negotiations Update*
- B. *Wholesale Power Sales Agreement Between Chugach & Golden Valley Electric Association inc.*

At 7:29 p.m., Director Cooper moved and Director Wiggin 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 matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and 2) discuss with its attorneys matters 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 9:15 p.m.*

## **X. NEW BUSINESS**

- A. *Conflict of Interest\*\**

Matthew Clarkson, Chief Legal Officer, and Jim Forgeron, Stoel Rives, LLP. advised the Board of their legal obligations as it pertains to a conflict of interest with Board members actively participating on what could be preserved as conflicting Boards.

- B. *Wholesale Power Sales Agreement Between Chugach & Golden Valley Electric Association inc.\*\**

Director Cooper moved, and Director Morse seconded the motion that the Board of Directors approve the attached resolution authorizing the Chief Executive Officer to move forward with the Wholesale Power Sales Agreement between Chugach Electric Association, Inc. (Chugach) and Golden Valley Electric Association, Inc. The motion passed unanimously.

- C. *Renewable Portfolio Standard\*\**

Director Wiggin moved, and Director Fleek-Green seconded the motion that the Board of Directors approve the attached resolution authorizing the Chief Executive Officer to move forward with the Renewable Portfolio Standard. Chair Cason called for a vote and the motion passed with a six to one vote.

## **XI. DIRECTOR COMMENTS**

Director comments were made at this time.

## **XII. ADJOURNMENT**

At 10:49 p.m., Director Morse moved, and Director Wiggin seconded the motion to adjourn. The motion passed unanimously.

---

Susanne Fleek-Green, Secretary  
Date Approved: February 28, 2024



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

**February 12, 2024**  
**Monday**  
**4:00 p.m.**

**SPECIAL BOARD OF DIRECTORS' MEETING**

Recording Secretary: Heather Slocum

**I. CALL TO ORDER**

Chair Cason called the meeting to order at 4:02 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

*A. Roll Call*

*Board Members Present:*

Sam Cason, Chair  
Sisi Cooper, Vice Chair (*via teleconference*)  
Rachel Morse, Treasurer  
Susanne Fleek-Green, Secretary  
Mark Wiggin, Director  
Bettina Chastain, Director  
Jim Nordlund, Director (*via teleconference*)

*Guests and Staff Attendance Present:*

Arthur Miller	Allan Rudeck	Trish Baker
Sherri Highers	Tiffany Wilson	Emily Mueller
Matthew Clarkson	Julie Hasquet	Heather Slocum
Andrew Laughlin	Mike Brodie	Scarlett Masten
Todd Glass, Wilson	Curtis McQueen, NVE	Patti Bogan
Sonsini	Steve Strait	Brian Tooley
Samantha Owens,	Todd Lindley	Dean Ratliff
McMillen	Alex Petkanas	Deborah Brollini

*Via teleconference:*

Sandra Cacy	Ky'yanna Hamilton	Josh Travis
Todd McCarty	Chennery Fife	Brian Kassof
Leslie Ridle	George Donart	Sean Skaling
Teresa Kurka	Alex Baker	

**II. APPROVAL OF THE AGENDA**

Director Wiggin moved, and Director Fleek-Green seconded the motion to approve the agenda. The motion passed unanimously.

### **III. PERSONS TO BE HEARD**

#### *A. Member Comments*

Todd Lindley, member, gave comments on the Eklutna Project.

Patti Bogan, member, gave comments on the Nominating Committee.

Curtis McQueen, Native Village of Eklutna, invited the Board to meet with NVE.

Steve Strait, member, made comments and recommendations on the Nominating Committee.

### **IV. DIRECTOR REPORTS**

None.

### **V. CONSENT AGENDA**

None.

### **VI. CEO REPORTS AND CORRESPONDENCE**

None.

### **VII. UNFINISHED BUSINESS**

None.

### **VIII. NEW BUSINESS**

#### *A. Nominating Committee*

Matthew Clarkson, Chief Legal Officer, gave an update on the nominating committee process and answered questions from the Board.

#### *B. Eklutna Project*

Andrew Laughlin, Chief Operating Officer, Julie Hasquet, Sr. Manager, Corporate Communications, Todd Glass, Wilson Sonsini, and Samantha Owen, McMillen updated the board on Eklutna Project.

### **IX. EXECUTIVE SESSION**

#### *A. Eklutna Project*

At 5:35 p.m., Director Wiggin moved, and Director Morse 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 matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and 2) discuss with its attorneys matters the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The motion passed unanimously.

*Director Chastain left the meeting during Executive Session. The time was not noted.  
The meeting reconvened in open session at 7:57 p.m.*

### **X. NEW BUSINESS**

None.

**XI. DIRECTOR COMMENTS**

Director comments were given at this time.

**XII. ADJOURNMENT**

At 8:08 p.m. Director Wiggen moved, and Director Morse seconded a motion to adjourn the meeting. The motion passed unanimously.

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Susanne Fleek-Green, Secretary  
Date Approved: February 28, 2024

CHUGACH ELECTRIC ASSOCIATION, INC.  
Anchorage, Alaska

**REGULAR BOARD OF DIRECTORS' MEETING**  
**AGENDA ITEM SUMMARY**

February 28, 2024

**ACTION REQUIRED**

AGENDA ITEM NO. V.D.

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

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**TOPIC**

Director Expenses

**DISCUSSION**

The Directors' expenses will be submitted for approval at the board meeting.

**MOTION**

*(Consent Agenda)*

# *Vegetation Management*

Regular Board of Directors' Meeting  
February 28, 2024



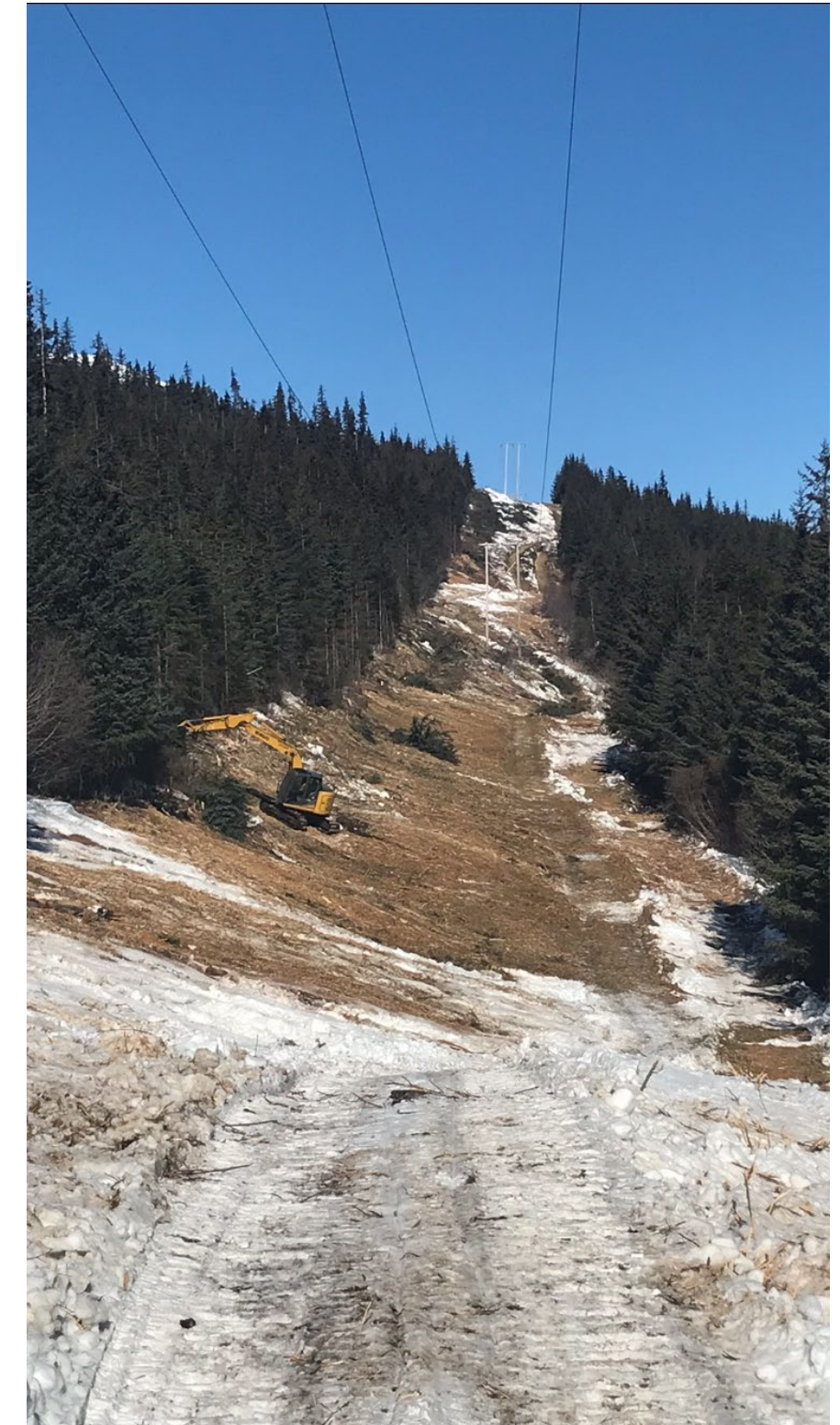
# Agenda

- ▶ Operations
- ▶ Plan Updates
- ▶ Clearing Schedules
- ▶ Member Notification

Quartz to Cooper BEFORE



Quartz to Cooper AFTER



# Operations

- Crews

- Chugach: 4-person crew
- Carlos Tree Service (CTS) – through 2025
  - 3 x 2- to 3-person hand crews in Anchorage with subcontractor Asplundh
  - 2 x 4-person hand crews in Cooper Landing
  - 1 x 4-person mechanical crew in Moose Pass
  - 2 x 3-person crew surge capacity from Kenai facility

- Equipment

- Chugach Crew is equipped for North District urban areas: also support call outs and South District danger trees
- CTS Crews are equipped for South District suburban, rural and remote areas



# Clearing Schedules & Costs

All clearing is ground to sky:

- Transmission
  - 10 Year Cycle
- Distribution
  - 3 Year Cycle
- Beetle-killed spruce
  - Concern across service area
  - Focused on Cooper Landing

## Average Annual Costs

Category	Distribution	Transmission	Total
Chugach Crews	\$1,091,656	\$18,536	<b>\$1,110,192</b>
Contract Crews	\$2,533,611	\$753,300	<b>\$3,286,911</b>
<b>Total</b>	<b>\$3,625,267</b>	<b>\$711,836</b>	<b>\$4,397,103</b>

## Costs Per Mile\*

Category	Distribution	Transmission
Chugach Crews	\$14,830**	
Contract Crews	\$8,500	\$10,000-39,000***

\* Per mile costs estimated based on typical schedule and ROW width.

\*\* Legacy MLP cleared by grid and includes transmission and distribution.

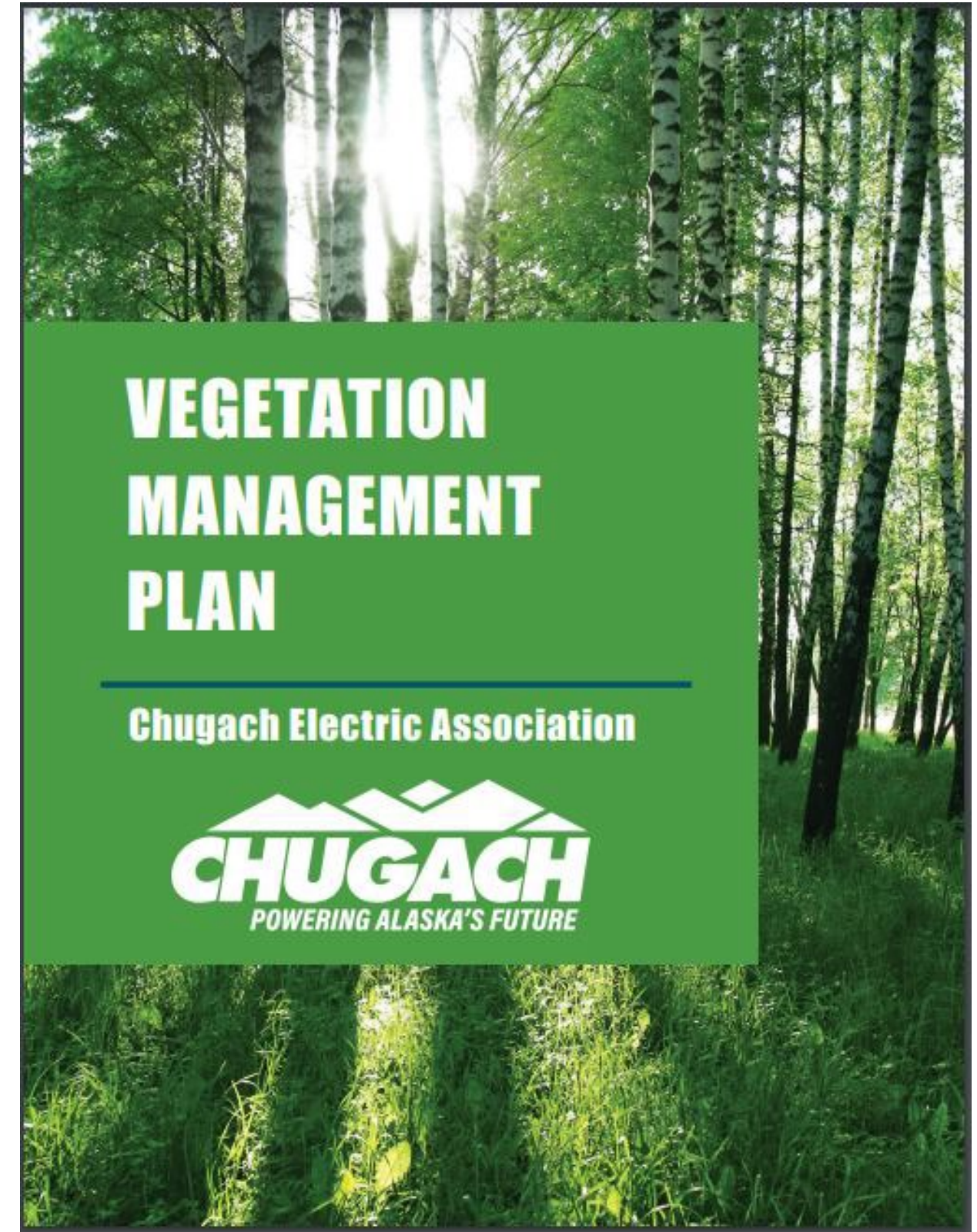
\*\*\* Transmission costs vary based on differences in terrain and remoteness.



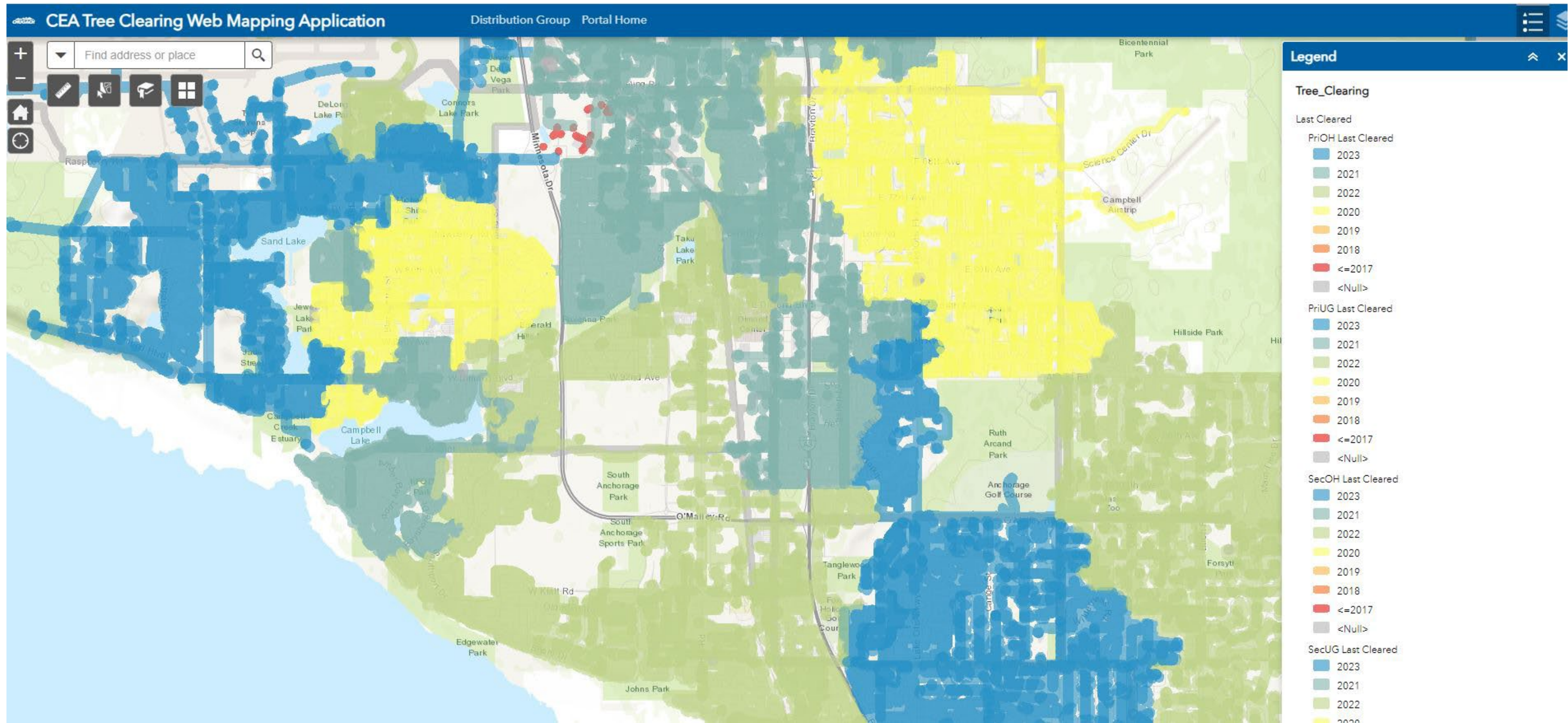


# Vegetation Mgmt. Plan Updates

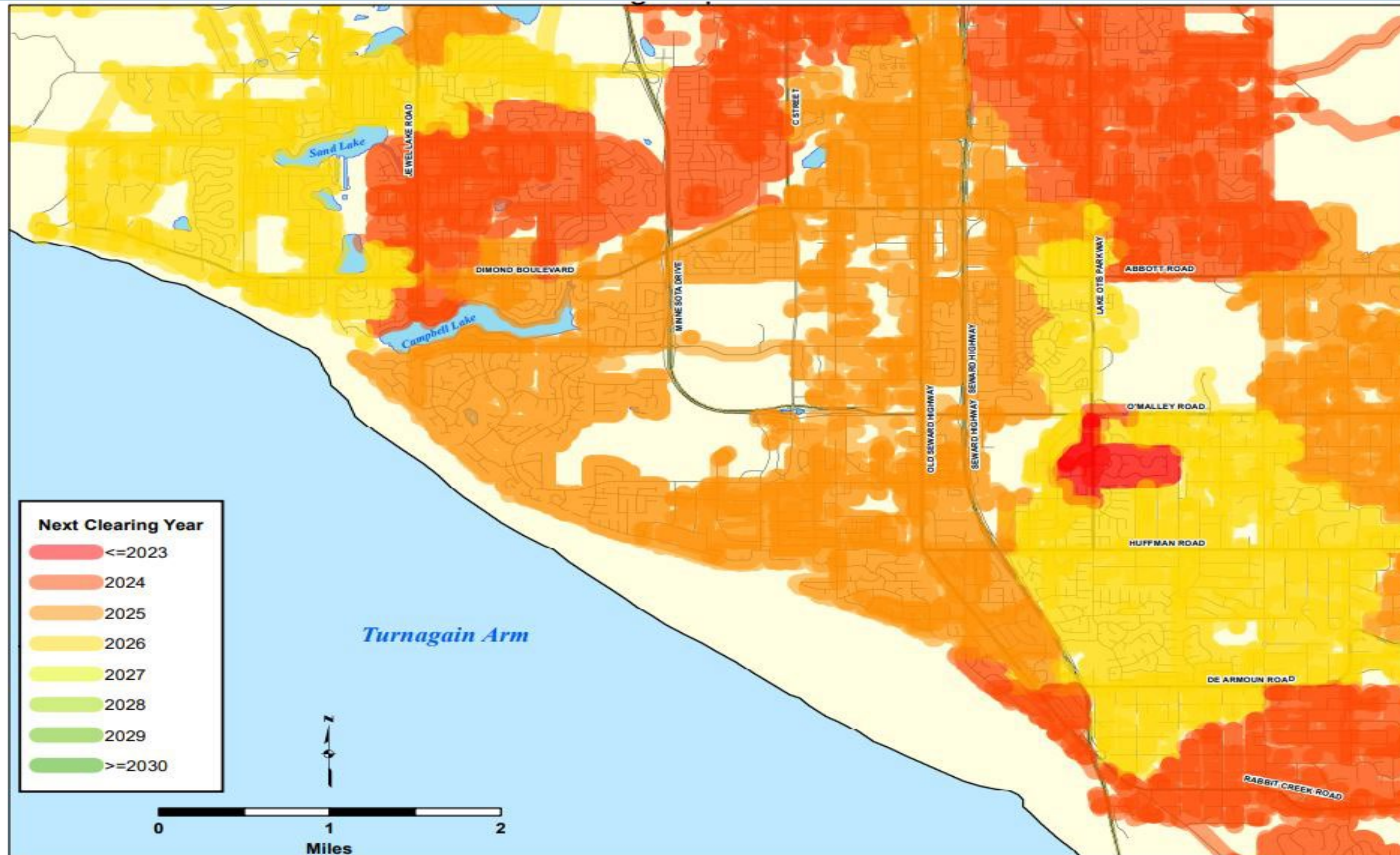
- The current Vegetation Management Plan is available on the website.
- Up coming updates:
  - Vegetation Management Plan will include color coded Clearing Schedules
  - Vegetation Management web page will include an electronic Danger Tree Request: scheduled implementation is scheduled for April 2024
- Formal Letter for Danger Tree Removal Approval
- Researching Advanced Technologies
  - Geospatial Survey and Analysis



# Clearing Map – Last Year Cleared



# Clearing Map – Next Year Cleared



# Member Engagement

- Mailers
- Face to face coordination
- Door hanger
- Formal letter
  - Danger trees



QUESTIONS



# 2024 Legislative Update

Regular Board of Directors Meeting  
February 28, 2024



# 2024 Strategic Priority #2



**STRATEGIC PRIORITY 2**

**Legislative & Policy Positions**

# Issues Chugach is Following

State match to Dept of Energy transmission funding

SB 101 and HB 121 - Renewable portfolio standard

SB 152 - Community energy facilities

HB 154 - Green bank

Funding for Dixon Diversion

Increased discretion for regulated utilities to advance clean energy projects

HB 50 - Carbon storage

Governor's expected legislation on Cook Inlet royalty relief

Renewal of Small Producer Tax Credit

Statutory clarity on wildfire liability

**Priority 6**  
Decarbon-  
ization

**Priority 7**  
Natural Gas  
Supply

**Priority 2**  
Legislative &  
Policy  
Positions

**Priority 1**  
Safety



# Status

State match to Dept of Energy transmission funding

SB 101 and HB 121 - Renewable portfolio standard (Tobin, Sumner)

SB 152 / HB 328 - Community energy facilities (Wielechowski/Tomaszewski)

HB 154 - Green bank (Governor)

Funding for Dixon Diversion

Increased discretion for regulated utilities to advance clean energy projects

HB 50 - Carbon storage (Governor)

Governor's expected legislation on Cook Inlet royalty relief

Renewal of Small Producer Tax Credit

Statutory clarity on wildfire liability (Rauscher)

**Wide support by both the Governor and Legislature.  
Unlikely to get full match in Year One.**

**Both bills still in first committee referrals.**

**Chugach submitted comments.**

**Chugach commented last year. No movement since.**

**Not being discussed at this time.**

**Could be added to an existing bill.**

**Currently in H. Finance.**

**Four bills introduced - Gov, Rauscher, Bjorkman**

**Could be added to an existing bill.**

**HB 227 introduced. Currently in H Judiciary.**

# Additional Bills Introduced

5

HB 256 - Electric utility plant/facility closures (McCabe)

SB 217 / HB 307 - Integrated transmission upgrades (Governor)

HB 313 - Regulatory cost charge (Governor)

SB 220 - Regulate natural gas storage facility (Giessel)

HB 223, SB 254 - Cook Inlet gas (Rauscher, Bjorkman)

HB 276, SB 194 - Cook Inlet gas (Governor)

HB 349 - Public land for renewable energy projects (Groh)

HB 368 - Clean energy standard (H. Energy)

SB 237, HB 333- Corp credit for qualifying expenditures (Governor)

SB 243 - Establish separate board of directors for AEA (S. Resources)

**Introduced. Has not been heard. (Priority 2)**

**Creates Transmission Org. (Priority 2)**

**Provides add'l resources to RCA. (Priority 2)**

**Regulates gas storage. (Priority 7)**

**Incentivizes gas production. (Priority 7)**

**Incentivizes gas production. (Priority 7)**

**Attract investors. (Priority 6)**

**Establishes standard. (Priority 6)**

**Incentivizes employee assistance. (Priority 2)**

**Establishes separate AEA board. (Priority 2)**

# Updated List of Bills Chugach is Following

## HOUSE BILLS

- HB 50 - carbon storage
- HB 121 - RPS
- HB 154 - green bank
- HB 217 - transmission system
- HB 223 - Cook Inlet tax/royalty
- HB 227 - utility right-of-way liability
- HB 256 - utility plant closure
- HB 276 - Cook Inlet tax/royalty
- HB 313 - regulatory cost charge
- HB 328 - community energy facilities
- HB 333 - corp tax deduction for reducing rates
- HB 349 - leasing state land for RE
- HB 368 - CES

## SENATE BILLS

- SB 101 - RPS
- SB 152 - community energy facilities
- SB 194 - temp reduced Cook Inlet royalty
- SB 220 - natural gas storage
- SB 307 - transmission system
- SB 237 - corp tax deduction for reducing rates
- SB 243 - establish separate board for AEA
- SB 254 - Cook Inlet tax/royalty

## OTHER

- Watching budget process for GRIP match.
- Watching high priority education bills.

# Cook Inlet Royalty Relief Bills

## SB 194 and HB 276

- For new oil & gas not previously produced for commercial sale
- 5% royalty
- 10 year limit

## SB 254 and HB 223

- Flexible royalty and leasing options
- Reduced royalty rates for specified leases in Cook Inlet
- tax cap for gas production
- 0% tax rate for gas exploration after June 5, 2023 for in-state prioritization

# RAILBELT RELIABILITY COUNCIL UPDATE



## CHUGACH BOARD OF DIRECTORS

FEBRUARY 28, 2024



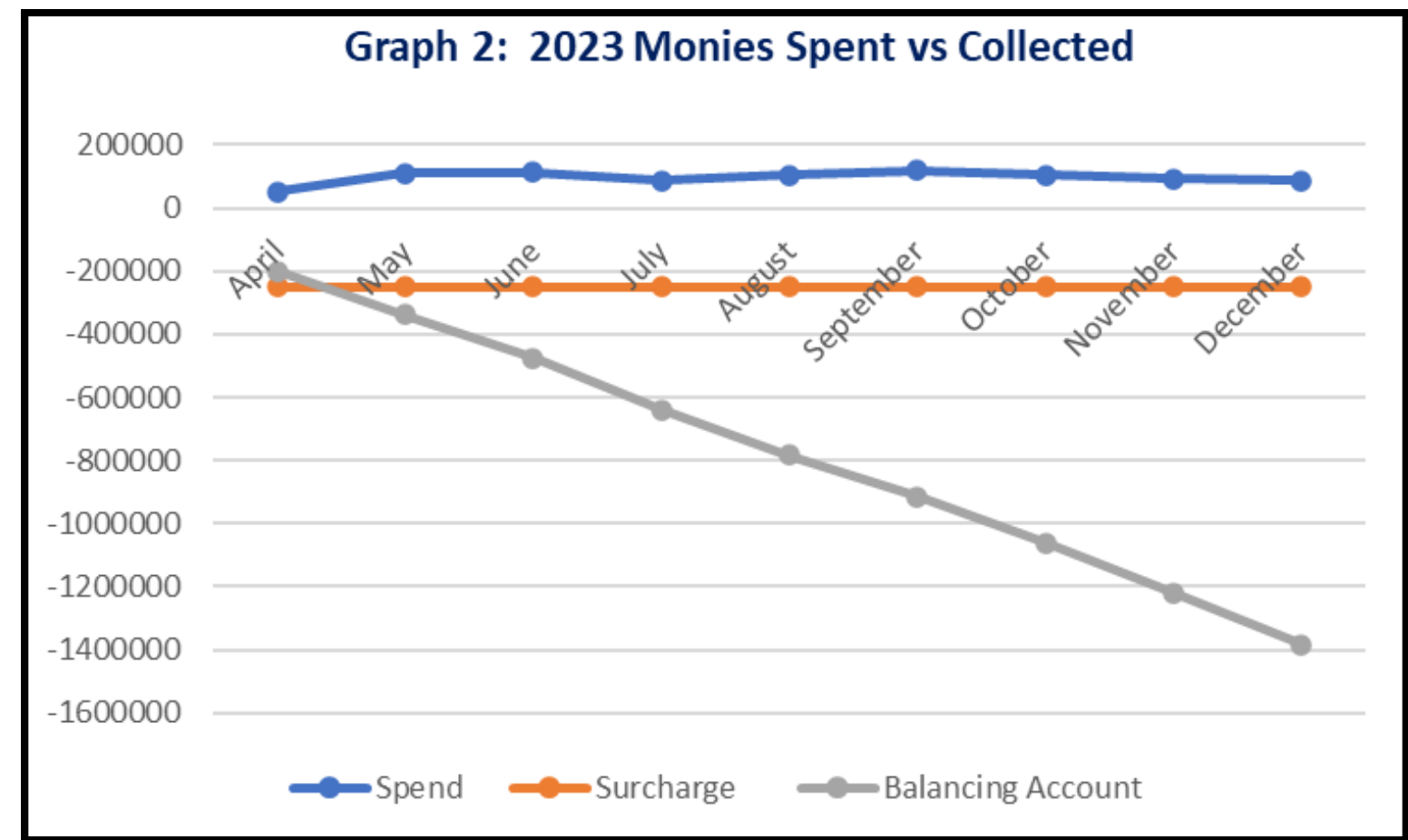
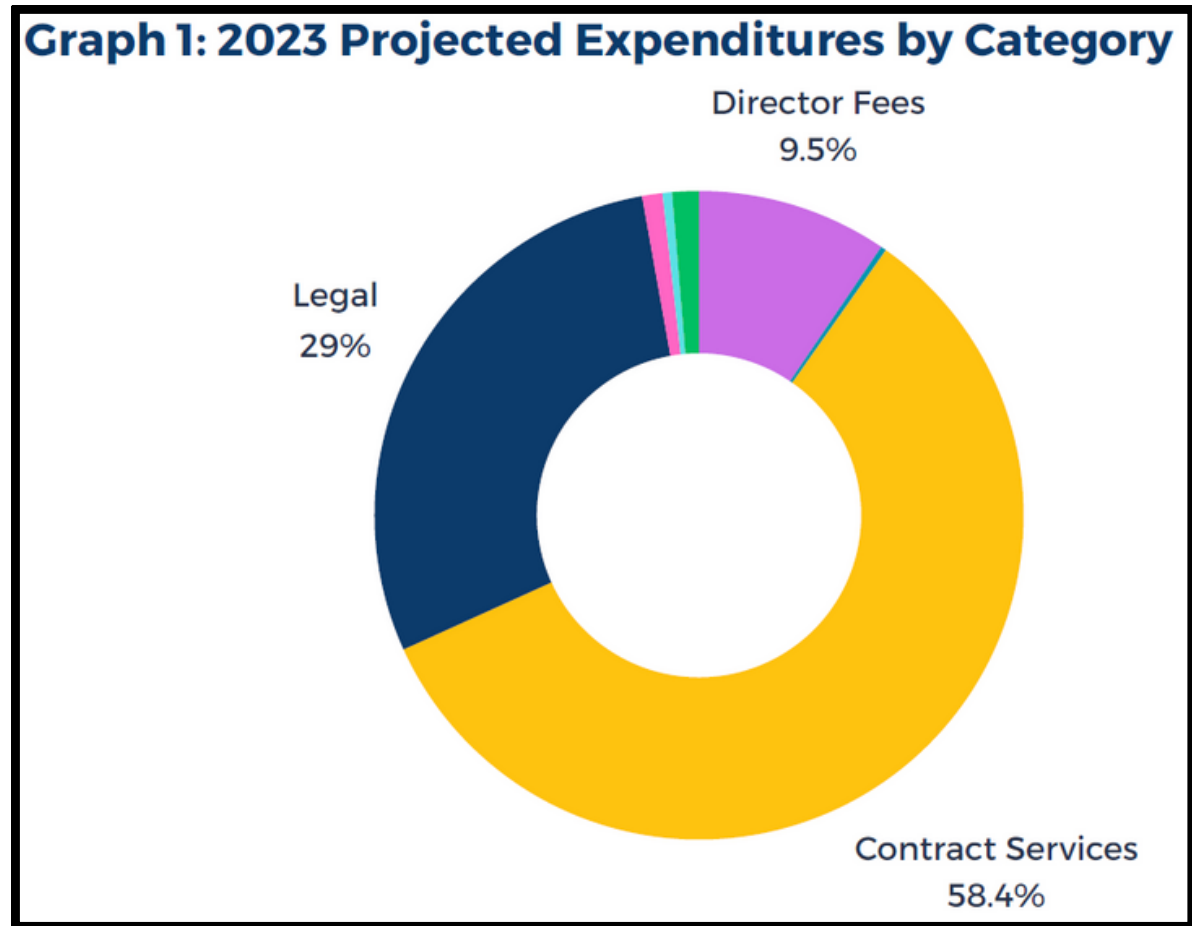


# PURPOSE:

**The Railbelt Reliability Council is an Electric Reliability Organization charged with establishing electric system reliability standards and resource planning across Southcentral Alaska.**

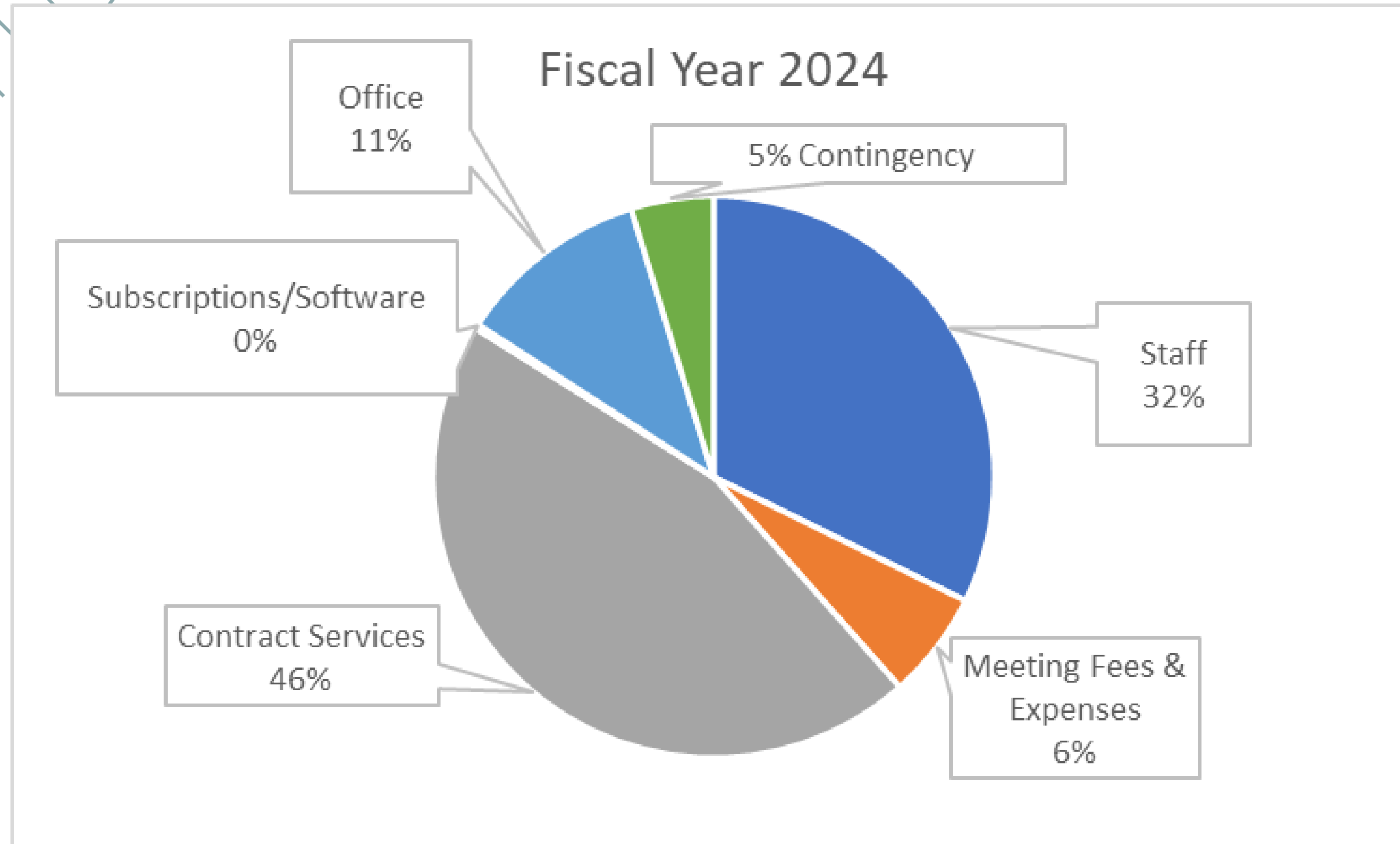


# 2023 EXPENDITURES



# 2024 BUDGET

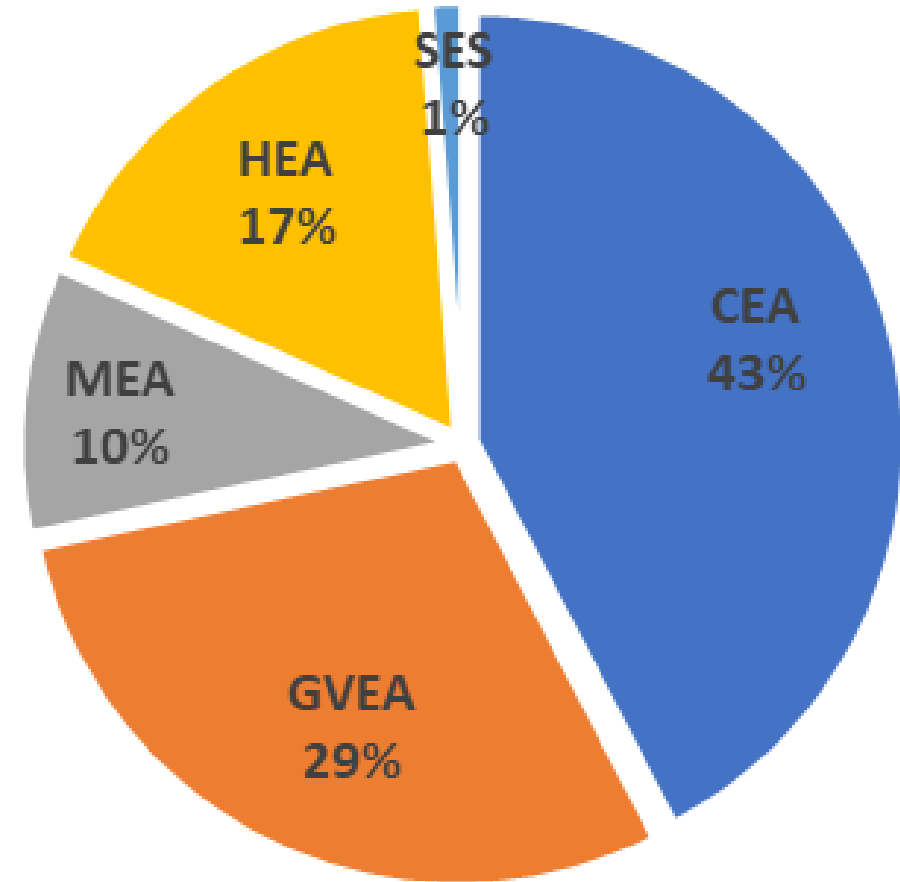
\$3,648,905





# SURCHARGE

2024 Allocation



■ CEA ■ GVEA ■ MEA ■ HEA ■ SES

## CHUGACH MONTHLY COST

2023 - \$109,278  
2024 - \$84,893

# NEAR TERM FOCUS

- **Staffing**
  - **Contract Chief Administrative Officer – in place**
  - **CEO search underway**
    - **April interviews**
    - **June hire target**
- **Standards Development**
  - **Contract Chief Technology Officer – under development**
  - **Goal to advance 1st wave of reliability standards in 2024**



# Eklutna Fish & Wildlife Program Chugach BOD Meeting

February 28, 2024



# Public Comments

Comment period: October 27, 2023 – February 19, 2024

Audio Recordings	3
Paper Comment Forms	19
Project Website / Emails	346
Form Letters	1,299
<b>Total</b>	<b>1,667</b>

*\*These counts are preliminary and are still being verified.*

*\*\*Duplicate comments from the same individual were only counted once.*

# Individual Comments (*not form letters*)

Support General River/Salmon Restoration – 12

Against General River/Salmon Restoration – 10

Support Draft Program – 35

Against Draft Program – 33

Support Dam Removal – 106

Against Dam Removal – 135

Questions/Other – 37

# Form Letters Supporting Dam Removal

Form Letters	From Service Area	From Other Parts of Alaska	From Out of State	Total
Trout Unlimited	222	21	115	358
The Alaska Center	155	37	44	236
Salmon State	52	34	619	705
<b>Total</b>	<b>429</b>	<b>92</b>	<b>778</b>	<b>1,299</b>

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

**REGULAR BOARD OF DIRECTORS' MEETING**  
**AGENDA ITEM SUMMARY**

**February 28, 2024**

**ACTION REQUIRED**

**AGENDA ITEM NO. VIII.B.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

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**TOPIC**

Proposed Bylaws Amendment – ARTICLE IV DIRECTORS, SECTION 9. Compensation.

**DISCUSSION**

The Chugach Electric Association, Inc. (Chugach) Board of Directors unanimously approved proposed amendments to the Bylaws that would reduce the number of meetings that directors are compensated during the Regular board meeting on January 24, 2024. The Chugach Board of Directors submitted proposed amendments to the Bylaws Committee reflecting the proposed reduction of compensable meetings. The Bylaws Committee met on February 5, 2024, and approved a motion recommending the attached amendments to the Association's Bylaws.

Approval of these changes by the Chugach Board of Directors will allow the proposed amendments to be placed on the ballot for a vote by the Chugach membership in the 2024 annual meeting election.

**MOTION**

Move that the Board of Directors approve the proposed Bylaw Committee's recommended amendments for placement on the ballot for a vote by the Chugach membership in the 2024 annual meeting election that would reduce the number of meetings that directors are compensated, and move that the Board of Directors join the Bylaws Committee's proposed comment in support of the recommended revisions.

## 2024 Proposed Amendment to the Bylaws

### Introduction

One proposed amendment to the Bylaws is presented in this section. The proposed changes are introduced with a title contained within a box. The titles are the same as those used on your ballot. The existing language proposed to be deleted is in ~~[brackets and struck through like this]~~. The proposed language to be added is in **bold typeface and underlined like this.**

Reduce the number of board meetings directors are compensated per year.

#### **Board of Directors and Bylaws Committee recommendation:**

The Chugach Board of Directors is submitting the following amendments to reduce the number of meetings to be compensated per year. The amendments were approved by the Board during the Regular Board meeting on January 24, 2024.

***Your Board of Directors and the Bylaws Committee recommend a “Yes” vote on this proposed Bylaw amendment.***

#### ARTICLE IV DIRECTORS

**SECTION 9. Compensation.** Directors shall not receive any salary for their services as directors and except in emergencies, may not receive salaries for their services in any other capacity without the approval of Association members. The Association may not provide health insurance for directors or insurance for risks except those incurred in their capacity as directors. By resolution of the board of directors, directors may be allowed a fixed fee and expenses of attendance, if any, for each day of attendance at each meeting of the board of directors, or a meeting of a committee thereof, or when a director is otherwise representing the Association in an official capacity and for each day of necessary travel in connection therewith. No attendance other than regular or special board or committee meetings shall be reimbursed unless authorized by a majority vote of the board. A director may not be compensated for more than **one (1)** ~~[two]~~ regular board meetings per month, **except in the month of the annual meeting of the members, in which a director may be compensated for one additional regular board meeting,** and an additional **six (6)** ~~[42]~~ special board meetings per year. The total compensated meetings shall not exceed **fifty-five (55)** ~~[70]~~ meetings per year for a director, and **sixty (60)** ~~[85]~~ meetings per year for the chair of the board. In addition, a director may be compensated for up to **twenty (20)** days of attendance per year at conferences or educational seminars where the director is representing the Association in an official capacity.

***Amend the Bylaws as follows:***



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

**REGULAR BOARD OF DIRECTORS' MEETING**  
**AGENDA ITEM SUMMARY**

**February 28, 2024**

**ACTION REQUIRED**

**AGENDA ITEM NO. VIII.B.**

Information Only  
 Motion  
 Resolution  
 Executive Session  
 Other

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**TOPIC**

Amendments to Chugach Electric Association, Inc. (Chugach) Bylaws: Grammatical and Formatting Changes.

**DISCUSSION**

The Bylaws Committee met on February 5, 2024, and approved a motion with recommendations to amend Chugach's Bylaws to reflect:

- A. Formatting changes, including alignment and spacing; and updating page and section numbers; and,
- B. Grammatical changes, including replacement or removal of pronouns for increased clarity and correction of grammatical corrections (example: change insure to ensure).

None of the amendments change the original intent or meaning of the Bylaws. Approval of these changes by the Chugach Board of Directors will allow the proposed amendments to be placed on the ballot for a vote by the Chugach membership in the 2024 annual meeting election.

**MOTION**

Move that the Board of Directors approve the proposed Bylaw Committee's recommended amendments for placement on the ballot for a vote by the Chugach membership in the 2024 annual meeting election to reflect formatting and grammatical changes, and move that the Board of Directors join the Bylaws Committee's proposed comment in support of the recommended revisions.

## 2024 Proposed Amendment to the Bylaws

### Introduction

One proposed amendment to the Bylaws is presented in this section. The proposed changes are introduced with a title contained within a box. The titles are the same as those used on your ballot. The existing language proposed to be deleted is in ~~[brackets and struck through like this]~~. The proposed language to be added is in **bold typeface and underlined like this.**

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Grammar, pronoun use, and other  
non-substantive edits

***Amend the Bylaws as follows:***

See notes in left column.

### **Board of Directors and Bylaws Committee recommendation:**

Chugach Electric Association, Inc. is proposing amendments to the Bylaws for improved clarity, focusing on grammar, pronoun use, and formatting changes.

The amendments include:

- a. Formatting changes, including alignment and spacing; and updating page and section numbers; and,
- b. Grammatical changes, including replacement or removal of pronouns for increased clarity and correction of grammatical corrections (example: change insure to ensure).

None of the amendments alter the original intent or meaning of the Bylaws.

***Your Board of Directors and the Bylaws Committee recommend a “Yes” vote on this proposed Bylaw amendment.***



**CHUGACH ELECTRIC ASSOCIATION, INC.**

**BYLAWS**

**(As Amended May 19, 2023)**

Chugach Electric Association, Inc. is a cooperative owned by more than 91,000 members. These bylaws are the framework of the organization.

As a member, you are entitled to vote for the directors who oversee Chugach. Directors are elected each spring in conjunction with the cooperative's annual meeting. At the same time, members vote on any proposed changes to these bylaws.

Proposed bylaw amendments may be submitted to:

**Bylaws Committee  
c/o Chugach General Counsel  
P. O. Box 196300  
5601 Electron Drive  
Anchorage, Alaska 99519-6300**

Visit Chugach Electric's home page on the Internet at [www.chugachelectric.com](http://www.chugachelectric.com)

(f) Withdrawal of either shall terminate the joint membership;

(g) Either, but not both, may be elected or appointed as an officer or director, provided that both meet the qualifications for such office.

**SECTION 4. Conversion of Membership.** (a) A membership may be converted to a joint membership upon the written request of the holder thereof, and the agreement by such holder and the joint applicant to comply with the articles of incorporation, bylaws, and rules and regulations adopted by the board of directors. The membership shall be reissued by the Association in such manner as shall indicate the changed membership status.

(b) Upon the death of any individual who is a party to the joint membership, such membership shall continue to be held solely by the surviving joint member. The membership shall be reissued in such manner as shall indicate the changed membership status; provided, however, that the estate of the deceased shall not be released from any debts due the Association.

**SECTION 5. Membership and Service Connection Fees.** The non-refundable membership fee shall be five dollars. Payment of the membership fee and completion of a membership application are conditions of service. The board of directors may also, as a condition of service, require the payment of a consumer deposit or the furnishing of other acceptable security.

**SECTION 6. Purchase of Electric Energy.** Each member may, as soon as electric energy shall be available, purchase from the Association all electric energy purchased for use on the premises specified in ~~the his~~ application for membership, unless the member is an electric public utility purchasing electric energy for resale. Each member shall pay monthly at rates which shall from time to time be fixed by the board of directors. The board of directors may limit the amount of electric energy which the Association shall be required to furnish to its member(s). Each member shall pay to the Association such minimum amount per month, regardless of the electric energy consumed, as shall be fixed by the board of directors from time to time. Each member shall also pay all amounts owed ~~by him~~ to the Association as and when the same shall become due and payable. Production or use of electric energy on such premises, regardless of the source thereof, by means of facilities which shall be interconnected with the Association's facilities, shall be subject to appropriate regulations as shall be fixed from time to time by the Association.

**SECTION 7. Termination of Membership.** (a) Any member of the Association may withdraw from membership with written notice. Additionally, the Association may expel any member who fails to comply with the Association's tariff and policies provided such policies are consistent with state law and applicable regulatory orders. Members subject to expulsion will be contacted in writing by the Association and will have ten (10) days to comply with the Association's tariff and policies. An expelled member may be reinstated by complying with the Association's tariff and policies. The Association may also cancel membership if the member:

1) has had a disconnect order active for thirty (30) days without signing a reconnect order; or

2) has been disconnected because of nonpayment of electric energy debts to the Association provided that this delinquency has continued for at least thirty (30) days after termination of service.

(b) Upon the withdrawal, death, cessation of existence or expulsion of a member, the membership of such member shall thereupon terminate, except as provided in Article 1, Section 4. Termination of membership in any manner shall not release a member or ~~the his~~ estate from any debts due the Association.

## **ARTICLE II RIGHTS AND LIABILITIES OF MEMBERS**

**SECTION 1. Property Interest of Members.** Upon dissolution, after paying, or discharging, or adequately providing for the payment or discharge of all its debts, obligations and liabilities, other than those to patrons arising by reason of their patronage, the Association shall distribute any remaining sums, first to patrons for the pro rata return of all amounts standing to their credit by reason of their patronage, and second, to members for the pro rata repayment of membership fees. Any sums then remaining shall be distributed among its members and former members in proportion to their patronage, except as participation in such distribution may have been legally waived. In the event of the lawful liquidation, through transfer or sale of all the property and assets of the Association, the proceeds of such liquidation, transfer or sale shall be distributed in the same manner as hereinabove provided for in the case of dissolution.

**SECTION 2. Non-liability for Debts of the Association.** The private property of the members shall be exempt from execution or other liability for the debts of the Association, and no members shall be liable or responsible for any debts or liabilities of the Association.

## **ARTICLE III MEMBERS, MEETINGS AND ELECTIONS**

**SECTION 1. Annual Meeting.** The annual meeting of the members shall be held, as designated by the board of directors in the notice of meeting, on such convenient date, on or after May 15 and not later than June 15 of each year, either (a) at such place or building in the Municipality of Anchorage, State of Alaska, or (b) by teleconference or other means of electronic communication that ensures all members participating can hear each other during the meeting. The purpose of the annual meeting shall be to elect directors, pass upon reports for the previous fiscal year, and transact such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

**SECTION 2. Special Meetings.** Special meetings of the members may be called by resolution of the board of directors, or upon a written request signed by a majority of the directors to the ~~chairman~~ of the board, or by a written request made to the ~~chairman~~ of the board and signed by not less than ten percent (10%) of the members. ~~The~~ resolution or request shall specify the purpose of the meeting. All signatures for a request of a special meeting by members shall be collected

within the single ninety (90) calendar day period immediately preceding the date on which signed requests are first presented to the Association, and the board of directors shall establish such policies as may be necessary and convenient to ensure compliance with this provision. It shall thereupon be the duty of the secretary of the board to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held, as designated by the board of directors in the notice of meeting, (a) at any place within the Municipality of Anchorage specified in the notice of the special meeting, or (b) by teleconference or other means of electronic communication that ensures all members participating can hear each other during the meeting. Only such business shall be conducted at a special meeting of members as shall have been specified in the notice of the special meeting.

**SECTION 3. Notice of Members' Meetings.** Written notice stating the place, day and hour and agenda of the annual meeting shall be delivered to each member not less than thirty (30) or more than sixty (60) days before the date of the meeting. Notice of a special meeting of the members, including but not limited to a meeting where a merger or dissolution of the Association, or sale, lease, or other disposition of more than fifteen percent (15%) of the Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, shall be delivered, together with notice of the purpose for which the meeting is called, not less than ninety (90) or more than one hundred twenty (120) days before the date of the meeting, with notice of a public hearing on the proposed action to be held not less than sixty (60) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the his address as it appears on the records of the Association, with postage thereon prepaid. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

**SECTION 4. Waiver of Notice.** Repealed April 23, 1986.

**SECTION 5. Quorum.** Seven and one-half percent (7 1/2%) of all members of the Association voting, including at least fifty (50) members attending either in person or electronically, shall constitute a quorum for a regular or special meeting of the members. No business shall be conducted at a regular or special meeting of the members lacking a quorum, except for counting marked ballots as specified in this Article III, Section 9(d) and announcing the results thereof. If a quorum is lacking with respect to any meeting of the members, a majority of those in attendance may adjourn the meeting to another date and time no later than forty five (45) days after the adjourned meeting, provided that the secretary of the board shall notify all members of the date, time and place of such meeting by delivering notice thereof no later than ten (10) days in advance of such meeting. At such meeting, the only business that may be conducted is business that could lawfully have been conducted at the originally scheduled meeting.

**SECTION 6. Voting.** (a) Only members who have purchased electric energy or received other services from the Association as of the record date of the election shall be entitled to vote. Each such member shall have only one vote upon each matter submitted to a vote at a meeting of the members.

(b) A non-natural member may designate an individual to vote on its behalf, in accordance with the member's own procedures. The election committee may require the designated individual to submit satisfactory written proof of ~~their~~ ~~his~~ designation, prior to ~~his~~ voting.

(c) Members may vote by official ballot on all matters on which a vote of the members is required or permitted under these bylaws. Voting may be by such means as allowed by law and established by the Association. For purposes of these bylaws, a ballot validly returned by the deadline for return of ballots shall be counted as a vote at the meeting to which it relates.

(d) Directors shall be elected at a meeting with respect to which a quorum is established by the plurality vote of the members voting thereon.

(e) Action to amend these bylaws or to remove a director pursuant to Article IV, Sections 7 and 8 of these bylaws may only be taken at a meeting with respect to which a quorum is established by the affirmative vote of a majority of those members voting thereon.

(f) Any sale, lease, or other disposition of more than fifteen percent (15%) of the Association's total assets, less depreciation, as reflected on the books of the Association at the time of the transaction, must be approved by the members pursuant to the provisions of Article IX, Section 1 of these bylaws.

(g) A merger of the Association with any other cooperative, or with any other entity to the extent permitted by applicable law, must be approved at a meeting with respect to which a quorum is established by the affirmative vote of members constituting two-thirds (2/3) of the members voting thereon.

(h) Except as otherwise required by law, the articles of incorporation, or these bylaws, all other questions to be submitted to a vote of the members shall be decided at a meeting with respect to which a quorum is established by a vote of a majority of the members voting thereon.

**SECTION 7. Record Date.** To determine the members entitled to notice of a meeting of the members or to vote on a matter that is to be submitted to a vote of the members, or for any other proper purpose, the board of directors may fix a date that occurs no more than thirty (30) days before the date of notice or distribution of ballots as the record date for the determination. If a record date is not fixed for the determination of members entitled to notice of a meeting or to vote on a matter, the date on which notice of the meeting is first transmitted shall be the record date. When a determination of members entitled to vote at a meeting is made, the determination applies until the meeting is adjourned *sine die* (without assigning a date for a future meeting). To determine whether a person is a member for purposes of deciding whether a sufficient number of members have signed a petition to hold a special meeting of members for any purpose, the board of directors may fix a record date that occurs no more than thirty (30) days before the date on which petitions are first received by the Association. The record date fixed for the original meeting shall be the record date for the adjourned meeting under Article III, Section 5.

**SECTION 8. Order of Business.** (a) The order of business at the annual meeting of the members and, insofar as possible, at all other meetings of the members, shall be essentially as follows:

- 1) Report on the number of members attending either in person or electronically in order to determine the existence of a quorum.
- 2) Reading of the notice of the meeting and proof of the due publication thereof.
- 3) Reading of unapproved minutes of previous meetings of the members, making technical changes only to the minutes, and approval thereof.
- 4) Presentation and consideration of reports of officers, directors and committees.
- 5) Election of directors.
- 6) Unfinished business.
- 7) New business.
- 8) Adjournment.

(b) Any proposed amendment to the bylaws upon which voting is being conducted by ballot may be discussed at the meeting, but may not be altered, amended or tabled.

**SECTION 9. Elections and Election Committee.** (a) The board of directors shall appoint members to an election committee as provided for in Article XV of these bylaws. The committee shall consist of not less than five nor more than thirteen members. One member shall be the master election judge, who shall chair the committee. The other members shall be election judges. This committee shall have the responsibility for conducting all voting by secret ballot during the calendar year. The election committee shall devise such procedures, and adopt such rules and regulations, subject to the approval of the board of directors, as may be reasonably necessary or convenient to the discharge of the election committee's responsibilities. These responsibilities shall include, but are not limited to (1) the registration of members at the annual or special meeting, and (2) the obligation of ~~insuring~~ ensuring the fairness, impartiality, confidentiality, and integrity of the voting process. The master election judge and election judges shall be selected from the Association membership, with consideration for geographical representation. In case of a vacancy, the board of directors shall appoint an Association member to complete the unexpired term of the committee member.

(b) The election committee shall cause the preparation of an official ballot containing the names of the candidates for the office of director and the proposed bylaw amendments. If a candidate is running as an authorized representative of a non-natural entity in accordance with Article IV, Section 3(b), the ballot shall indicate that the candidate is running as the authorized representative of a non-natural entity.



The ballot shall be designed with the position of names of the candidates changed as many times as there are candidates. As nearly as possible, an equal number of ballots shall be printed after each change. In making the changes of position, the name of the candidate shall be taken and placed at the bottom and the column moved up so that the name that before was second is first after the change. The election materials shall include a brief description concerning the number of offices to be filled at the election and the time, place, and method of voting. At least thirty (30) days prior to the meeting, an official ballot shall be made available by the secretary of the board to each member with (1) a statement of the number of directors' seats to be filled, (2) the candidates' names and election statements, (3) an explanation of any other matters to be voted on by ballot, the proposed changes to the bylaws, with the Bylaws Committee's comments and (4) a report covering the calendar year immediately preceding the annual meeting prepared by the Chief Executive Officer setting forth the attendance record of directors at regular and special board meetings, together with a summary setting forth the agenda business items voted and the vote of each director. The candidates' statements:

- 1) Shall specify whether the candidate was nominated by the Nominating Committee or by petition.
- 2) Shall specify whether the candidate is:
  - (i) A member, officer, director, or employee of any union local currently acting as a bargaining agent for Association employees.
  - (ii) A person who has within the last two years had a financial interest in a bid, proposal, project, or contract with Chugach.
  - (iii) A spouse, child, brother, sister, parent, stepparent, stepchild or stepsibling of: a) any person included in subparagraph (i) or (ii) above or b) an employee of the Association.
  - (iv) A person running as an authorized representative of a non-natural entity in accordance with Article IV, Section 3(b).
- 3) May include a photograph of the candidate, and a statement not to exceed 200 words.

The election committee shall procure a post office box where all mail ballots shall be received.

(c) A member may vote by such means as allowed by law and established by the Association. All mail ballots must be received by the Association or its designee by 12:00 Noon one (1) calendar day prior to the annual or special meeting.

(d) The election committee shall make proper arrangements to secure all ballots before, during, and following the election. Marked ballots shall be counted as soon after the close of balloting as may be reasonable under the circumstances. The results thereof will be announced as soon as the

count is completed. Marked ballots will be retained and secured for a period of ninety (90) days following the election, after which time they may be destroyed.

(e) The election committee may employ such additional election clerks as may be required to register members at the annual or special meeting, to assist in the counting of the ballots and otherwise to ensure the efficient management of the meeting and balloting. Each candidate for the office of director may have a representative present during all times that ballots are being counted. The decision of a majority of the election committee shall be conclusive with respect to the eligibility of any person to vote and the validity of any ballot cast.

(f) A recount of votes cast for a director's seat may only be requested by a candidate in that election. A request for a recount must be made in writing and received by the Election Committee within ten (10) days of the close of balloting. The recount will be done in the same manner as and by the same entity that performed the original vote count. If the recount indicates that the candidate requesting the recount has lost the election by more than one + percent (1%) of the total votes cast, then the cost of the recount shall be borne by the candidate. If the recount indicates that the candidate requesting the recount has either won a seat or lost by a margin of one + percent (1%) or less of the total votes cast for directors, then the cost of the recount shall be borne by the Association.

A group of ten (10) or more members who voted in that election may request a recount of the ballots for a bylaws change or ballot question. A request for a recount must be made in writing and received by the Election Committee within ten (10) days of the close of balloting. The same provision for payment of the costs as provided above shall prevail, with the voters who requested the recount paying for the recount if the margin is greater than one + percent (1%) of the total votes cast for directors, and the Association bearing the expense if the margin is one + percent (1%) or less of the total votes cast for directors.

(g) In the event of a tie for an election of a director, a bylaws change or a ballot question, a recount of the ballots shall be done. The Association shall bear the cost of recounts in the event of a tie. If the recount confirms the existence of a tie in the election of directors, then a run-off election shall be conducted by mail and by such other means as may be established by the Association within sixty (60) days of the date the results of the recount are certified. The form and content of the ballots shall comply with this Article III, Section 9(b). The run-off election shall be conducted by the Election Committee. The provisions of this Article III, Section 9(d), (e) and (f) shall apply. If the recount confirms the existence of a tie with respect to a bylaws change or ballot question, such change or question shall have failed.

## **ARTICLE IV DIRECTORS**

**SECTION 1. General Powers.** The management of the business and the affairs of the Association shall be vested in a board of seven (7) directors who shall exercise all of the powers of the Association, except such as are by law, the articles of incorporation, or by these bylaws conferred upon or reserved to the members.

**SECTION 2. Election and Tenure of Office.** Directors shall be elected by secret ballot either mailed, cast in person at annual or special meetings of the membership, by and from the members, or by such other means as allowed by law and as established by the Association. Directors shall serve for a four-year term, not to exceed three consecutive four-year terms, until their successors shall have been elected and qualify, provided that the terms of directors shall be staggered so that as nearly as possible, an equal number of terms expire each year. Directors shall be elected to fill vacancies as provided in Article IV, Section 8 of these bylaws. Where the remaining unexpired terms to be filled are of different lengths, the longest term shall be given to the director receiving the most votes. If the size of the board is subsequently increased, the initial terms of the directors to fill the newly created seat or seats shall be scheduled so that, as nearly as possible, an equal number of terms expire each year. At each annual or special meeting, members shall be elected to fill the seats on the board which become vacant as contemplated by Article IV, Section 8 of these bylaws.

**SECTION 3. Qualifications.** (a) A person shall be eligible to serve as a director, who:

- 1) Has been a member and bona fide resident in the area served by the Association for twelve (12) continuous months before appointment to the board, or the notice of the election;
- 2) Is not in any way employed by a competing enterprise;
- 3) Does not have a financial interest in a competing enterprise;
- 4) Is not a supplier, contractor, consultant, or other entity which does business with the Association or a person with more than a ten percent (10%) ownership interest in a supplier, contractor, consultant, or other entity which does business with the Association, except for providers whose annual business with the Association does not exceed \$25,000;
- 5) Is not an employee of the Association nor a member, officer, director, nor employee of any union local currently acting as a bargaining agent for Association employees;
- 6) Is not a person living in the same household with and financially interdependent upon any person included in paragraphs 2, 3, 4, and 5, above;
- 7) Maintains i) ~~his or her~~ membership and ii) bona fide residency in the area served by the Association throughout their ~~his or her~~ term of office; and
- 8) Has not exceeded, or would not exceed if elected to the applicable term, the limit on board service specified in Article IV, Section 2.

(b) An individual who is the authorized representative of a non-natural entity (corporation, association or partnership, for example) which itself is qualified under subsection (a) shall also be eligible to serve as a director. If the non-natural member changes its authorized representative, the director's position shall become vacant, without power of appointment by the non-natural member.

(c) Upon establishment of the fact that a director is holding office in violation of any of the foregoing provisions or violated the disclosure provisions of Article III, Section 9(b), subsection (2), the board of directors shall remove such director from office unless the basis for disqualification is remedied within thirty (30) days of notice of disqualification by the board of directors.

(d) Directors are ineligible for employment by the Association for a period of two (2) years after their term has expired.

(e) “Bona fide resident” is hereby defined to mean: 1) a person whose primary residence is in the area served by the Association, and who actually lives at this primary residence with the intention to remain there indefinitely and 2) a non-natural entity who chooses as their authorized representative a person who is a “bona fide resident” as defined in 1).

“Primary residence” shall mean the residence that is the chief or main residence of the person and where the person actually lives for the most substantial portion of the year. “Intention” shall be evidenced by that person’s acts and words and by the circumstances.

The failure of a director to meet the qualifications for service shall not affect the validity of any action taken at any meeting of the board of directors.

**SECTION 4. Nominations.** No person may be elected a director by the members unless nominated pursuant to this Article IV, Section 4.

(a) Nominating Committee. The board of directors shall appoint members to a committee on nominations as provided for in Article XV of these bylaws. The committee shall consist of not less than five nor more than seven members, who shall be selected from different sections of the service area of the Association as to ~~insure~~ ensure equitable representation. No member of the board of directors may serve on such committee. The committee shall seek qualified candidates, as well as screen potential nominees. Public notice for nominations shall be given one hundred days prior to the meeting. The committee, keeping in mind the principle of geographical representation, shall approve, prepare and post at the principal office of the Association, at least eighty (80) days before the meeting, a list of nominations for directors, which may include a greater number of candidates than are to be elected.

(b) Petition. Any fifty or more members, acting together, may make other nominations by petition not less than seventy days prior to the election, and the secretary of the board shall post such nominations at the same place where the list of nominations made by the committee is posted.

**SECTION 5. Appointment of Consultants and Chief Executive Officer.** The board of directors may engage the services of consultants to advise it from time to time as well as appoint a Chief Executive Officer. The Chief Executive Officer may be but shall not be required to be a member of the Association. The Chief Executive Officer shall, together with such other staff, agents and employees as ~~he may~~ selected, including such non-statutory officers as ~~he shall~~ appointed, perform such duties and exercise such authority as the board of directors may from time to time vest in ~~the Chief Executive Officer~~ him.

**SECTION 6. Policy, Rules and Regulations.** The board of directors shall have 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. Such policy statements, rules and regulations shall be in writing and shall be made available for review by the members.

**SECTION 7. Removal of Directors by Members.** Any member may bring charges against a director to remove such director for cause. "Cause" means that the director has committed an act or omission materially and adversely affecting the business of the Association, which amounts to criminal conduct, fraud, gross negligence, failure to perform prescribed duties, or gross misconduct in office. The charging member shall bring charges by filing with the secretary of the board such charges in writing, together with a petition signed by at least two percent (2%) of members which requests the removal of such director by reason of the charges. The charges set forth in the petition must specifically allege grounds which, if true, would constitute cause for removal. The signatures of members on the petition shall be acceptable only when affixed to a sheet on which the petition and the relevant charges are fully set forth; and, provided further, that the person who solicited the signatures affixed to such petition shall acknowledge thereon before a person authorized to take acknowledgments of deeds that ~~they~~ ~~he~~ had read the petition and the said charges against such director to each of the members prior to the latter subscribing their names thereto. All signatures on petitions to remove a director shall be collected within the single ninety (90) calendar day period immediately preceding the date on which petitions are first presented to the Association, and the board of directors shall establish such policies as may be necessary and convenient to ensure compliance with this provision. A director who is the subject of such charges shall be informed in writing of the charges promptly upon receipt of such petitions by the Association. The director shall have an opportunity at a special hearing on the proposed removal, to be heard in person, or by counsel, and to present evidence in respect to the charges, and the member or members bringing the charges against the director shall have the same opportunity. This special hearing to present evidence and testimony shall occur before ballots are transmitted to members for voting in connection with the special meeting at which the question of removal shall be considered and voted upon by the members. The question of the removal of such director shall be considered and voted upon at a meeting of the members conducted in accordance with procedures established for regular annual membership meetings. The question of removal shall be decided by the vote of a majority of the members voting thereon at a meeting with respect to which a quorum exists.

**SECTION 8. Vacancies.** Any vacancy occurring in the board shall initially be filled through appointment by the affirmative vote of the majority of the remaining directors. The duration of such appointment shall be until the next annual or special meeting following the vacancy, at which time a member shall be elected to serve as director for the unexpired portion of the term vacated, subject, however to provisions of Article IV, Section 2, 3 and 4 of these bylaws.

**SECTION 9. Compensation.** Directors shall not receive any salary for their services as directors and except in emergencies, may not receive salaries for their services in any other capacity without the approval of Association members. The Association may not provide health insurance for directors or insurance for risks except those incurred in their capacity as directors.

By resolution of the board of directors, directors may be allowed a fixed fee and expenses of attendance, if any, for each day of attendance at each meeting of the board of directors, or a meeting of a committee thereof, or when a director is otherwise representing the Association in an official capacity and for each day of necessary travel in connection therewith. No attendance other than regular or special board or committee meetings shall be reimbursed unless authorized by a majority vote of the board. A director may not be compensated for more than two regular board meetings per month, and an additional twelve (12) special board meetings per year. The total compensated meetings shall not exceed seventy (70) meetings per year for a director, and eighty-five (85) meetings per year for the chair of the board. In addition, a director may be compensated for up to twenty (20) days of attendance per year at conferences or educational seminars where the director is representing the Association in an official capacity. Directors' expense reimbursement requests shall be reviewed and approved by the majority vote of the board. Any change to the amount of compensation that the board receives shall be published in the annual meeting election materials.

## **ARTICLE V MEETINGS OF DIRECTORS**

**SECTION 1. Regular Meeting.** A regular meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the board of directors shall also be held monthly at such time and place in the Municipality of Anchorage, State of Alaska, as the board of directors may provide by resolution. The board shall provide notice of the selection of the time and place of the regular meetings to the members promptly after it is selected.

**SECTION 2. Special Meetings.** Special meetings of the board of directors may be called by the chair~~man~~ of the board, or by any three directors, and it shall thereupon be the duty of the secretary of the board to cause notice of such meetings to be given as hereinafter provided. The chair~~man~~ of the board or the directors calling the meeting shall fix the time and place, which shall be in the Municipality of Anchorage, State of Alaska, for the holding of the meeting.

Written notice of the time, place and purpose of any special meetings of the board of directors shall be delivered to each director not less than three (3) days previous thereto, by or at the direction of the secretary of the board, or upon default in duty by the secretary of the board, by the chair~~man~~ of the board or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at ~~the his~~-address as it appears on the records of the Association, with postage thereon prepaid.

**SECTION 3. Quorum.** A majority of the board of directors shall constitute a quorum; provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and provided further, that the secretary of the board shall notify any absent directors of the time and place of such adjourned meeting. The act of the majority of the directors present at the meeting at which a quorum is present shall be the act of the board of directors. Each director present shall vote or abstain on each motion. Each director shall disclose any financial interest of the director or of a member of the director's immediate family in a matter before the board.

**SECTION 4. Director Attendance.** (a) If a director is absent from three consecutive regular board meetings or four regular board meetings in any director year (from the date of the annual meeting to the day before the annual meeting in the following year) whether consecutive or not, the director shall be deemed to have resigned from the board of directors. Any vacancy thereby resulting will be filled as provided in Article IV, Section 8, of these bylaws.

(b) If a director is absent from three consecutive board committee meetings or four board committee meetings in any director year whether consecutive or not, the director shall be deemed to have resigned from the board committee and may not be reappointed to that same board committee until the following director year.

(c) A director who is absent on Association business, including reasonable travel time to and from such business, shall not be counted absent for any board or board committee meetings, provided such travel and absence is approved by the board.

(d) For purposes of this Section 4, an absence shall not be counted if it is excused by a vote of a majority of the members of the board not requesting the excuse at the next regular or special board meeting. However, no more than four **(4)** absences per director may be excused by the board in any director year.

**SECTION 5. Membership Attendance.** (a) Regular meetings, special meetings and work sessions shall be open to all Association members. The notice of such meeting and an agenda shall be posted in a conspicuous place in the public places of business of the Association not later than three **(3)** days prior to the meeting. The board of directors shall adopt a policy establishing additional means of providing public notice of meetings.

(b) No closed or executive sessions shall be held except to discuss:

- 1) Matters the immediate knowledge of which would clearly have an adverse effect on the Association's finances;
- 2) Subjects that tend to prejudice the reputation and character of a person; however, that person may request a public discussion;
- 3) Matters discussed with an attorney for the Association, the immediate knowledge of which could have an adverse effect on the Association's legal position;
- 4) Personnel matters.

**SECTION 6. Minutes.** Minutes will be kept for all regular and special meetings and shall include how each individual director voted on each matter voted upon by the board of directors. Unanimous votes may be recorded as such without listing individual director votes. Copies of the minutes shall promptly be given to Association members upon request. The board of directors may prescribe a reasonable fee for such copies provided such fee shall not exceed the actual labor and material costs of reproduction. An electronic recording of all regular and special meetings shall also be made and kept for at least one year; Association members may request a transcription of the recording upon payment of the cost of transcription by a court reporter service; members shall also be permitted to listen to such recording at the headquarters building.

**SECTION 7. Attendance At Board Meetings Via Electronic Communications.** Directors can participate in meetings by means of teleconference or similar communications equipment subject to the following limitations:

(a) Electronic attendance for any regular meeting shall be limited to three **(3)** consecutive meetings or four **(4)** meetings in any director year (from the date of the annual meeting to the day before the annual meeting in the following year).

(b) Electronic attendance by directors at any regular meeting shall be permitted without limitation if the board has declared an emergency exists dictating that in-person attendance should not be required or the director is unable to attend in person due to board-approved Association business.

(c) Electronic attendance for board committee meetings and special board meetings shall be permitted without limitation.

## **ARTICLE VI OFFICERS**

**SECTION 1. Number.** The officers of the Association shall be a chair~~man~~ of the board, vice-chair~~man~~ of the board, secretary of the board and treasurer of the board, and such other officers as may be determined by the board of directors from time to time. The offices of secretary of the board and treasurer of the board may be held by the same person.

**SECTION 2. Election and Term of Office.** The officers shall be elected annually by and from the board of directors at the board meeting held immediately after the annual meeting of the members. The election shall be conducted by open vote in such a manner that the members may know the vote of each director. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first meeting of the board of directors following the next succeeding annual meeting of the members, or until ~~his~~ successor shall have been elected and shall have qualified. A vacancy in any office shall be filled by the board of directors for the unexpired portion of the term.

**SECTION 3. Removal of Officers and Agents by Directors.** Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the Association will be served thereby.

**SECTION 4. Chair~~man~~ of the Board.** The chair~~man~~ of the board shall:

(a) Be the principal executive officer of the Association and, unless otherwise determined by the members or the board of directors, shall preside at all meetings of the members and the board of directors;



- (b) Sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the board of directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the board of directors or these bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and
- (c) In general, perform all duties incident to the office of chair~~man~~ of the board and such other duties as may be prescribed by the board of directors from time to time.

**SECTION 5. Vice-Chairman of the Board.** In the absence of the chair~~man~~ of the board, or in the event of ~~his~~ an inability or refusal to act, the vice-chair~~man~~ of the board shall perform the duties of the chair~~man~~ of the board, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the chair~~man~~ of the board. The vice-chair~~man~~ of the board shall also perform such duties as from time to time may be assigned ~~to him~~ by the board of directors.

**SECTION 6. Secretary of the Board.** The secretary of the board shall be responsible for:

- (a) Keeping the minutes of the meetings of the members and of the board of directors;
- (b) Seeing that all notices are given in accordance with these bylaws, or as required by law;
- (c) The safekeeping of the corporate records and seal of the Association, and affixing the seal of the Association to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws;
- (d) Keeping a register of the names and post office addresses of all members;
- (e) Keeping on file at all times a complete copy of the articles of incorporation and bylaws of the Association containing all amendments thereto, which copy shall always be open to the inspection of any members, and at the expense of the Association, forwarding a copy of the bylaws and of all amendments thereto to each member on request; and
- (f) In general, performing all duties incident to the office of secretary of the board, and such other duties as from time to time may be assigned by the board of directors.

The board of directors may provide for the delegation of one or more of the duties of the secretary of the board.

**SECTION 7. Treasurer of the Board.** The treasurer of the board shall be responsible for:

- (a) Custody of all funds and securities of the Association;
- (b) The receipt of, and the issuance of receipts for, all moneys due and payable to the Association, and for the deposit of all such moneys in the name of the Association in such bank or banks as shall be selected in accordance with the provisions of these bylaws; and

(c) In general, performing all the duties incident to the office of treasurer of the board and such other duties as from time to time may be assigned by the board of directors.

The board of directors may provide for the delegation of one or more of the duties of the treasurer of the board.

**SECTION 8. Delegation of Duties.** In the absence of an officer, or in the event of ~~an~~ ~~his~~ inability or refusal to act, the board of directors will appoint one of their number to perform the duties of ~~the~~ ~~his~~ office; provided that the offices of chair~~man~~ of the board and vice-chair~~man~~ of the board may not be combined with any other office; and, provided further, nothing herein shall limit the right and duty of the vice-chair~~man~~ of the board to perform the duties of the chair~~man~~ of the board in the event that the chair~~man~~ of the board is absent, is unable to act, or refuses to act. The board of directors may provide for the delegation of one or more of the duties of the secretary of the board and treasurer of the board.

**SECTION 9. Bonds of Officers.** The treasurer of the board, and any other officer or agent of the Association charged with responsibility for the custody of any of its funds or property, shall give bond or be covered by insurance procured by the Association in such sum, and with such surety, as the board of directors shall determine. The board of directors, in its discretion, may also require any other officer, agent or employee of the Association to give bond or be covered by insurance procured by the Association in such amount and with such surety as it shall determine.

**SECTION 10. Budget.** The Board of Directors shall review, revise and approve an annual operating budget prior to each fiscal year.

**SECTION 11. Reports.** The officers of the Association shall submit, at each annual meeting of the members, reports covering the business of the Association for the previous fiscal year. Such reports shall set forth the condition of the Association at the close of such fiscal year.

## **ARTICLE VII PATRONAGE CAPITAL**

**SECTION 1. Patronage Capital.** The Association shall at all times be operated on a cooperative, nonprofit basis for the mutual benefit of its patrons. The Association's operations shall be so conducted that all patrons, members and non-members alike, will through their patronage furnish capital for the Association, subject to the provisions for sinking funds and reserves as provided by Article VIII of these bylaws.

In order to induce patronage and to assure that the Association will operate on a nonprofit basis, the Association is obliged to account on a patronage basis to all its patrons, members and non-members alike, for all amounts received from the furnishing of electric energy in excess of operating costs and expenses properly chargeable against the furnishing of electric energy. All such amounts in excess of operating costs and expenses are received with the understanding that they are furnished by the patrons, members and non-members alike, as capital. The Association is obligated to pay all such amounts in excess of operating costs and expenses to the patrons by credits to a capital account for each patron. The books and records of the Association shall be set

up and kept in such a manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron, is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Association shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to ~~his~~ their account. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so, and the patron had then furnished the Association corresponding amounts for capital. In the event of dissolution or liquidation of the Association, after all outstanding indebtedness of the Association shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If, at any time prior to dissolution or liquidation, the board of directors shall determine that the financial condition of the Association will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part, according to policies adopted by the board. Capital credited to the account of each patron shall be assignable only on the books of the Association pursuant to written instructions from the assignor, and only to successors in interest or successors in occupancy in all or a part of such patron's premises served by the Association, unless the board of directors, acting under policies of general application, shall determine otherwise. All other amounts received by the Association from its operations in excess of costs and expenses shall, insofar as permitted by law, be:

- (a) Used to offset any losses incurred during the current or any prior fiscal year; and
- (b) To the extent not needed for that purpose, allocated to its patrons on a patronage basis, and any amount so allocated shall be included as part of the capital credited to the accounts of patrons, as herein provided. However, after retiring, and before paying capital credits allocated to a patron or former patron, the Association, unless otherwise provided for by law, may recoup or offset any amount owed to the Association by the patron or former patron by reducing the amount of retired capital credits due to the patron or former patron by the amount owed until it is paid in full or all available capital credits have been credited to the amount owed.

Notwithstanding any other provisions of these bylaws, the board of directors, at its discretion, shall have the power at any time, upon the death of any patron, if the legal representative of ~~the~~ his estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provisions of these bylaws, to retire capital credited to any such patron immediately upon such terms and conditions as the board of directors, acting under policies of general application, and the legal representative of such patron's estate shall agree upon, provided, however, that the financial condition of the Association will not be impaired thereby.

## **ARTICLE VIII FISCAL MANAGEMENT AND ACCOUNTING**

**SECTION 1. Revenues and Expenditures.** The board of directors shall adopt and maintain a system of accounting for receipts and expenditures in conformance with the laws of the United States and of the State of Alaska applicable to cooperative associations and corporations, which

**SECTION 1. Contracts.** Except as otherwise provided in these bylaws, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument, in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

**SECTION 2. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, employee or employees of the Association, and in such manner, as shall from time to time be determined by resolution of the board of directors.

**SECTION 3. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such bank or banks as the board of directors may select.

**SECTION 4. Fiscal Year.** The fiscal year of the Association shall begin on the first (1st) day of January of each year and shall end on the thirty-first (31st) day of December of the same year.

**SECTION 5. Full and Open Competitive Bidding.** It is deemed to be in the best interest of the Association: to encourage and require full and open competitive bidding of contracts; to take affirmative steps to ~~ensure~~ ~~insure~~ that the Association selects the lowest responsible bidder for its requirements from among the broadest range of suppliers qualified by expertise and resources; and to ~~ensure~~ ~~insure~~ that responsible bidders are not excluded. These requirements shall not apply in emergency matters, to professional service contracts, or (in the discretion of the Association) to contracts reasonably expected to be less than \$50,000. The Directors shall require a review of the Association's bidding procedures and qualifications and shall take such actions as may be in the best interests of the Association as determined herein.

Within thirty (30) months of the passage of this Section 5, the Board of Directors shall have fully implemented the provisions of this Section 5.

## ARTICLE XII MISCELLANEOUS

**SECTION 1. Membership in Other Organizations.** The Association may, with the approval of the Board of Directors, become a partner, member, shareholder or holder of any other interest in any entity engaging in any lawful business.

**SECTION 2. Waiver of Notice.** Any member or director may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a member or director at any meeting shall constitute a waiver of notice of the meeting, unless the person participates in the meeting solely for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

~~SECTION 3. Interpretation. Wherever the masculine gender is used in these bylaws it shall be construed also to refer to the feminine.~~

**SECTION (3) 4. Utility Bill Round Up Program.** The Association may establish a program to permit members to round up their bills to the nearest dollar. The monies collected shall be used for 501(c)(3) charitable purposes in the Association's service area. Members may be automatically included in this program, but may choose not to participate in the program by notice to the Association.

### **ARTICLE XIII AMENDMENTS**

**SECTION 1. Notice.** These bylaws may be altered, amended or repealed by ballot as provided for in Article III, Section 9, provided the election materials include a description of the proposed alteration, amendment or repeal. Notice to the membership that proposed bylaw changes may be submitted to the Bylaws Committee shall be given at least ninety (90) days prior to the annual meeting election.

**SECTION 2. Bylaws Committee.** The board of directors shall appoint members to a committee on bylaws as provided in Article XV of these bylaws. The committee shall consist of not less than five (5) nor more than seven (7) members, who shall be selected from different sections of the service area of the Association so as to ensure insure equitable representation. No member of the board of directors may serve on such a committee. The committee shall review the bylaws of the Association, consider any recommendations for revisions thereof which may be made by the board of directors or any member, and report their recommendations concerning the bylaws to the annual membership meeting. Nothing herein shall be interpreted to limit the authority of the board of directors to propose changes in the bylaws, or the right of the members to call a special meeting for any proper purpose pursuant to Article III, Section 2, herein.

### **ARTICLE XIV ADVISORY COUNCIL**

**SECTION 1. Member Advisory Council.** The board of directors may create and establish a Member Advisory Council to advise the board as an ad hoc committee.

**SECTION 2. General Duties.** It shall be the duty of the board of directors to appoint members to the advisory council, as provided in Article XV. Members shall be selected from different sections of the service area of the Association so as to ensure insure equitable representation.

### **ARTICLE XV STANDING AND AD HOC MEMBER COMMITTEES**

**SECTION 1. General.** This Article XV shall apply to member committees which may from time to time be appointed by the board. Standing member committees include: the Election Committee, as provided for in Article III, Section 9; the Nominating Committee, as provided for in Article IV, Section 4; and the Bylaws Committee, as provided for in Article XIII, Section 2. Ad hoc committees include the Member Advisory Council, as provided for in Article XIV, and others as determined by the board of directors.

**SECTION 2. Compensation.** Members of standing and ad hoc committees may receive a meeting fee as set by the board of directors.

**SECTION 3. Terms.** The terms of standing committee members shall be for no more than three (3) years and be staggered so that, as nearly as possible, one-third (1/3) shall expire each year. Committee members serve at the pleasure of the board and unless otherwise specified their terms shall begin on January 1 and end on December 31.

**SECTION 4. Membership.** In order to be fairly representative of the Association's diverse membership, it is preferable that member committees be comprised of members who reflect that diversity. Toward that end, the selection process shall include consideration of the member's occupation, education, experience, geographical area in which service is provided by the Association, and type of service provided by the Association. A person is eligible to serve on such committees provided that such person is not:

- (a) an employee or director of the Association;
- (b) a director, officer or employee of any union local currently acting as a bargaining agent for Association employees;
- (c) a person employed by a competing enterprise;
- (d) a person having a financial interest in a competing enterprise;
- (e) a supplier, contractor, consultant or other entity which does business with the Association or a person with more than a twenty percent (20%) ownership interest in a supplier, contractor, consultant or other entity which does business with the Association except for providers whose actual business with the Association does not exceed \$50,000; or
- (f) a person living in the same household with and financially interdependent upon any of the persons listed in (a) through (e), above.

**SECTION 5. Vacancy.** In the case of a vacancy, the board of directors shall appoint an Association member in accordance with the provisions of this Article to complete the unexpired term of a committee member.

## **ARTICLE XVI INDEMNIFICATION**

The Association shall indemnify and defend directors, officers, employees or agents of the Association who are, or are threatened to be made, parties to civil, criminal or administrative proceedings, for expenses (including attorneys' fees), judgments, fines and settlements, actually and reasonably incurred, if the acts complained of were performed within the scope of the director's, officer's, employee's or agent's duties, and the director, officer, employee or agent acted in good faith and in a manner ~~they~~ ~~he~~ reasonably believed should be in, or not opposed to, the best interests of the Association, and, with respect to a criminal action or proceeding, had no reasonable cause to believe ~~their~~ ~~his~~ conduct was unlawful. The Association may purchase and maintain insurance to provide for such indemnification and defense.

## **ARTICLE XVII MEMBER ACCESS TO INFORMATION**

**SECTION 1. Access Rights.** The rights of the members to examine and make copies of the books and records of the Association at a reasonable time and for a proper purpose in accordance with Alaska Statutes shall not be infringed. The following information is deemed to be requested for a proper purpose without any showing whatsoever and shall be made available to members on request of a member:

- (a) Names and mailing addresses of Association members when requested by a candidate running for election to the Association Board;
- (b) Salary, title, job classification and position description, benefits, leave accrued and cashed-in, and hours worked, but not employee name, for each employee position in the Association;
- (c) Collective bargaining agreements of any kind to which the Association is a party;
- (d) Published information which shall include:
  - 1) Documents provided to any regulatory authority including, but not limited to the Regulatory Commission of Alaska (RCA), Federal Energy Regulatory Commission (FERC) and Securities and Exchange Commission (SEC) filings;
  - 2) Documents provided in open session to the Board of Directors or Association committees, including but not limited to budget documents, feasibility studies, audits or cost effectiveness studies, correspondence between the Association and third parties and minutes of Board of Directors or Association committee meetings.

**SECTION 2. Charges.** The Association may charge no more than the actual incremental cost of producing the above information.

**SECTION 3. Policies and Procedures.** Nothing in this Article XVII prevents the Association from allowing for additional disclosure of Association information or from developing other rules

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

**REGULAR BOARD OF DIRECTORS' MEETING**  
**AGENDA ITEM SUMMARY**

**February 28, 2024**

**ACTION REQUIRED**

**AGENDA ITEM NO.VIII.C.**

<u>      </u>	<b>Information Only</b>
<u>  <b>X</b>  </u>	<b>Motion</b>
<u>  <b>X</b>  </u>	<b>Resolution</b>
<u>      </u>	<b>Executive Session</b>
<u>      </u>	<b>Other</b>

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**TOPIC**

KeyBank Commercial Banking Services

**DISCUSSION**

Chugach Electric Association, Inc. (Chugach) has a commercial paper (CP) borrowing program used to bridge financing for capital expenditures and general working capital that is supported by a “backstop credit facility” with a group of lending institutions who will provide funding in the event there is a downturn in the institutional CP market and for other general corporate purposes. On July 26, 2023, the Board of Directors approved the Amended and Restated Credit Agreement (Credit Agreement).

Relationships with the lending institutions that backstop Chugach’s CP borrowing program have been and continue to be a critical part of Chugach’s short-term financing abilities. Consequently, in early 2022, existing commercial banking parties to the Credit Agreement were contacted regarding commercial banking services.

After an evaluation considering multiple factors, it was determined to be in the best interest of Chugach to select KeyBank to provide Chugach with commercial banking services.

**MOTION**

Move that the Board of Directors approve the attached resolution establishing commercial banking services with KeyBank and designating certain officers to act on behalf of Chugach in establishing commercial banking services.





## RESOLUTION

### KeyBank Commercial Banking Services

WHEREAS, the Board of Directors of Chugach Electric Association, Inc. (Chugach) has determined it to be in the best interest of Chugach to select KeyBank to provide Chugach with commercial banking services;

NOW, THEREFORE, BE IT RESOLVED, that the following officers and/or representatives of Chugach are authorized to execute the necessary documents to establish commercial banking accounts and services with KeyBank:

Samual W. Cason	Board Chair
Rachel Morse	Board Treasurer
Arthur W. Miller	Chief Executive Officer
Sherri L. Highers	Chief Financial Officer
Karen Griffin	Vice President, Finance and Accounting

BE IT FURTHER RESOLVED, that the following officers and/or representatives of Chugach shall be authorized signatories to KeyBank accounts:

Rachel Morse	Board Treasurer
Arthur W. Miller	Chief Executive Officer
Sherri L. Highers	Chief Financial Officer
Karen Griffin	VP, Finance and Accounting
Nathan Golab	Manager, Cost and Capital
Curtis Sims	Manager, Budget and Finance

## CERTIFICATION

I, Susanne Fleck-Green, do hereby certify that I am the Secretary of Chugach Electric Association, Inc., an electric not for 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 28<sup>th</sup> day of February, 2024; 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 28<sup>th</sup> day of February 2024.

Secretary

Chugach Electric Association, Inc.  
Anchorage, Alaska

Summary of Executive Session Topics for  
Regular Board of Directors' Meeting on February 28, 2024  
Agenda Item IX.

Discussion of confidential and sensitive information concerning an update of the Eklutna project, public disclosure of which could have an adverse effect on the finances and legal position of the Association. (AS 10.25.175(c)(1) and (3))