

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 28, 2024
Wednesday

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Heather Slocum

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

B. Roll Call

Board Members Present:

Sam Cason, Chair

Sisi Cooper, Vice Chair (*In-person, Telephonic*)

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

Rachel Morse, Treasurer

Mark Wiggin, Director (*In person, Telephonic*)

Bettina Chastain, Director

Jim Nordlund, Director

Guests and Staff Attendance

Present:

Arthur Miller

Sherri Highers

Matt Clarkson

Andrew Laughlin

Allan Rudeck

Tiffany Wilson

Karen Griffin

Marty Freeman

Kevin Skiba

Steve Stangl

Mike Brodie

Scarlett Masten

Kate Ayers

Susan Imlach

Deborah Brollini, Member

Steve Strait, Member

Dean Ratliff

Bernie Smith, Member

Crystal Enkvist, APA

Alex Petkanas, Member

Jim Strandberg, Member

Dan Rogers, Member

Matt Perkins, Alaska

Renewables

Louise Lazure, Member

Via Teleconference:

Sandra Cacy

Teresa Kurka

Brett Pherson

Dustin Highers

Todd McCarty

Sean Skaling

Faith Tyson, Member

Mitchell Roth, Member

Brad Authier, Member

Mel Langdon, Member

Aurora Roth, Member

Todd Glass, Wilson Sonsini

Samantha Owen, McMillen

- C. *Safety Minute*
Marty Freeman, Senior Manager of Safety and Security presented on eye strain and the year-to-date safety information and responded to questions from the Board.

- D. *Electric Power Factoid: Cold Weather Event*
Kevin Skiba, Manager, Fuel Supply and Operations presented on the January cold weather event and answered questions from the board.

II. APPROVAL OF AGENDA

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

III. PERSONS TO BE HEARD

A. *Member Comments*

Bill Herman, a member, gave comments on planning for the energy future. Mitchell Roth, member, gave comments on Susitna Wind Farm

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 & Finance, Operations & Governance)*

Director Morse reported on the upcoming Audit & Finance Committee meeting April 3, 2024.

Director Fleek-Green reported that there was a MAC meeting on, another on April 11 and there will be a Governance Committee Meeting on March 18, 2024.

Director Morse reported on the NWPPA Board meeting in Vancouver, Washington.

Director Cooper gave a report on the election committee. They will be meeting in March.

C. *Other Meeting Reports*

Cason reported on APA government affairs committee.

Cason presented Director Chastain with the NRECA Director Gold certificate.

V. CONSENT AGENDA

A. *Board Calendar*

B. *Training and Conferences*

1. *NERCA 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

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

VI. CEO REPORTS AND CORRESPONDENCE

A. Vegetation Management (Stangl/Laughlin)

Steve Stangl, Manager, Special Support Services and Andrew Laughlin, Chief Operating Officer presented on vegetation management and responded to questions from the Board.

B. Legislative Update

Trish Baker, Sr. Manager, Government Affairs, presented a legislative update and responded to questions from the Board.

C. General Rate Case Update

Matthew Clarkson, Chief Legal Officer, gave an update on the rate case, and responded to questions from the Board.

D. Gas Supply Update

Allan Rudeck, Chief Strategic Officer presented an update on gas supply and answered questions from the Board.

E. Railbelt Reliability Council

Allan Rudeck, Chief Strategic Officer, presented on the Railbelt Reliability Council and answered questions from the Board.

F. Eklutna Update

Andrew Laughlin, Chief Operating Officer, and Samantha Owen, McMillen, presented on the Eklutna project and answered questions from the Board.

G. Board Policy Scheduled Tasks/Reports

The Board Policy Scheduled Tasks were provided in the meeting packets.

Arthur Miller, Chief Executive Officer, discussed CEO Reports and responded to questions from the Board.

Director Cooper left the meeting at 5:44 p.m.

VII. UNFINISHED BUSINESS

NONE.

VIII. NEW BUSINESS

A. Nominating Committee Report

Steve Strait, member, and Nominating Committee Vice-Chair, and Scarlett Masten, Sustainability, Key Accounts and Document Control Specialist, and employee liaison to the Nominating Committee reported to the Board and answered questions.

B. Amendments to Bylaws

Jim Strandberg, member, and Bylaw Committee Secretary, and Scarlett Masten, Sustainability, Key Accounts and Document Control Specialist, and employee liaison to the Bylaw Committee reported recommended changes to the Bylaws and answered questions from the Board.

Director Fleek-Green moved, and director Wiggin seconded 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. The motion passed unanimously.

Director Cooper was not present at the time of the vote.

Director Wiggin moved, and Director Chastain seconded 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. The motion passed unanimously.

Director Cooper was not present at the time of the vote.

C. KeyBank Commercial Banking Services

Director Wiggin moved and Director Fleek-Green seconded 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. The motion passed unanimously.

Director Cooper was not present at the time of the vote.

IX. EXECUTIVE SESSION

A. Eklutna Project Update

At 7:05 p.m. Director Wiggin moved, and Director Nordlund 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 Cooper was not present at the time of the vote.

Directors Chastain, Nordlund, and Wiggin left the meeting during Executive Session. The time was not noted.

The meeting reconvened in open session at 8:39

X. NEW BUSINESS
NONE.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

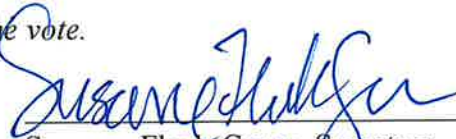
Director Wiggin rejoined the meeting telephonically at 8:32 p.m.

Director Cooper rejoined the meeting telephonically at 8:43 p.m.

XII. ADJOURNMENT

At 8:50 p.m., Director Fleek-Green moved, and Director Morse seconded the motion to adjourn. The motion passed unanimously.

Director Chastain was not present at the time of the vote.



Susanne Fleek-Green, Secretary

Date Approved: March 27, 2024