

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

Wednesday, March 27, 2024

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 4:00 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
Susanne Fleek-Green, Secretary
Rachel Morse, Treasurer
Mark Wiggin, Director
Bettina Chastain, Director
Jim Nordlund, Director

Guests and Staff Attendance

Present:

Arthur Miller	Marty Freeman	Bernie Smith, Member
Sherri Highers	Peyton Reid	Crystal Enkvist, APA
Matt Clarkson	Steve Stangl	Chantell Lewis – Boutte
Andrew Laughlin	Mike Brodie	Nelli Williams, Member
Allan Rudeck	Brett Pherson	Emily Muller
Julie Hasquet	Kate Ayers	Josh Travis
Eugene Ori	Teresa Kurka	Stephanie Huddell
Mike Miller	Bill Herman, Member	Sean Skaling
Trish Baker	Chennery Fife, Member	Amanda Menkel
Mark Henspeter	Darvin Thornton	

Via Teleconference:

Sandra Cacy	Samantha Owen, McMillen	Nathan Golab
Dustin Highers	Todd Glass, Wilson Sonsini	
Todd McCarty	Curtis Sims	
Jean Kornmuller	Heather Slocum	

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

- D. *Electric Power Factoid: Cold Weather Event*
Peyton Reid, Manager of Transmission Engineering, presented on the Railbelt Transmission System and answered questions from the Board.

II. APPROVAL OF AGENDA

Director Morse moved, and Director Wiggin seconded the motion to approve the agenda with a proposed amendment to add appointment of sub-committee members for the Chief Executive Officer Evaluation. The amended motion passed unanimously.

III. PERSONS TO BE HEARD

- A. *Member Comments*
Nelli Williams, member, gave comments on the Eklutna Project.
Bill Herman, member, gave comments on Strategic Planning.
Mitchell Roth, member, gave comments on NREL Renewable Portfolio Study.

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 Wiggin reported on the upcoming Operations Committee meeting April 10, 2024.

Director Fleek- Green reported on the upcoming Governance meeting June 5, 2024.

- C. *Other Meeting Reports*
Director Cooper reported on the March 12, 2024, Election Committee meeting.

Director Chastain reported on the March 1-March 6 NRECA PowerXchange conference.

V. CONSENT AGENDA

- A. *Board Calendar*
- B. *Training and Conferences*
 1. *NWPPA Annual Conference, May 12 - 15, 2024, Salt Lake City, UT*
 2. *Alaska Sustainable Energy Conference, May 21 – 23, 2024, Anchorage, Ak*
- C. *Minutes*
February 28, 2024, Regular Board of Directors' Meeting (Slocum)

D. Board Policy Updates (BP 101, BP 102, BP 103, BP 104, BP 105, BP 106, BP 107, BP 108, BP 306, BP 506, & BP 605)

E. Director Expenses

Director Cooper moved, and Director Chastain seconded the motion to approve the consent agenda. The motion passed unanimously.

VI. CEO REPORTS AND CORRESPONDENCE

A. Overview of 2024 Election, Member Appreciation Event, and Annual Meeting (Pherson/Kurka/Ayers/Hasquet)

Brett Pherson, Manager, Member Services, Kate Ayers, Senior Manager of Key Accounts and sustainability, and Julie Hasquet, Senior Manager of Corporate Communications presented on 2024 Election, Member Appreciation Event, Annual Meeting and responded to questions from the Board.

B. 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.

VII. UNFINISHED BUSINESS

NONE.

VIII. NEW BUSINESS

*A. Annual Election: Approval of Date of Record, Master Election Judge, and Election Procedures**

Director Cooper moved, and Director Chastain seconded the motion that the Board of Directors set April 4, 2024, as the Date of Record, that Dawn Bundick be appointed Master Election Judge with Lawrence Camp as the alternate, and that the 2024 Election Procedures be approved as recommended for Chugach's 2024 election. The motion passed unanimously.

B. Southcentral Power Project & Sullivan Solar (Ori)

Eugene Ori, Vice President of Power Production, presented the SPP and Sullivan Solar Project Authorization and answered questions from the Board.

C. Outside Electrical Line Construction Contract Authorization (M. Miller)*

Michael Miller, Vice President of Engineering, presented the 2024/2025 Bid award, unit price, time & materials Outside Electrical Line Construction Contract and answered questions from the Board.

Director Wiggin moved, and Director Fleek-Green seconded the motion that the Board of Directors authorize the Chief Executive Officer to execute a contract with LineWorks for the 2024/2025 OELCC Unit Price and Time & Materials OELCC in an amount not to exceed \$6,000,000. The motion passed unanimously.

D. Legislative Position (Baker)

Trish Baker, Manager of Government and Business Affairs, presented on the report and answered any questions from the Board.

E. CEO Evaluation

Chair Cason appointed Director Wiggin, Director Chastain, and Director Nordland to the CEO Evaluation Sub-Committee to provide a recommendation to the next meeting of the Board of Directors or a Special Meeting, as needed.

IX. EXECUTIVE SESSION

A. Eklutna Project Update

B. Financial Matters

At 6:35 p.m. Director Morse moved, and Director Cooper 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.

X. NEW BUSINESS

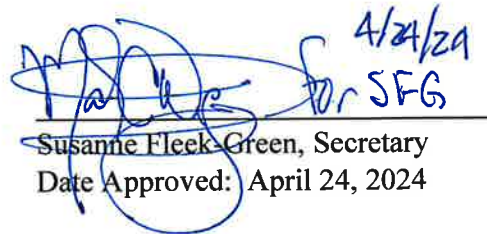
NONE.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

XII. ADJOURNMENT

At 8:18 p.m., Chair Cason moved, and Director Cooper seconded the motion to adjourn. The motion passed unanimously.


4/24/24
for SFG

Susanne Fleek-Green, Secretary
Date Approved: April 24, 2024