

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 1, 2000
Noon

BOARD OF DIRECTORS'
SPECIAL BOARD MEETING

(Executive Session)

I. Proposed Bylaws Amendments *

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 1, 2000

BOARD OF DIRECTORS' MEETING

MINUTES

President Birch convened the special Board meeting of the Board of Directors of Chugach Electric Association, Inc., at noon on Tuesday, February 1, 2000, in the Board Room of Chugach Electric Association, Inc., located at 5601 Minnesota Drive, Anchorage, Alaska, 99518-1081.

The following directors were present:

Chris Birch - President
Pat Jasper - Vice President (via telephone)
Bruce Davison - Secretary
Mary Minder - Treasurer
Ray Kreig - Director
Red Boucher - Director (via telephone)

Director Kennedy was absent.

The following employees were present:

Dianne Hillemeier

Don Edwards

Carol Johnson

I. PROPOSED BYLAWS AMENDMENTS

Director Jasper moved and Director Minder seconded the motion to go into executive session pursuant to the Alaska Cooperative Statute to discuss matters with its legal counsel, the immediate knowledge of which could have an adverse affect on the legal position of the cooperative. The motion passed unanimously (Director Kreig was absent at time of vote.)

The meeting was reconvened at 1:20 p.m. Director Jasper moved and Director Minder seconded the motion to advance the proposed Bylaws Amendments (attached) to the Bylaws Committee. The motion passed unanimously. The meeting was adjourned at 1:25 p.m.



Bruce Davison, Secretary

Date Approved: 2.16.00

CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

February 16, 2000
Wednesday
4:00 p.m.

BOARD OF DIRECTORS'
REGULAR BOARD MEETING

- REVISED -

- I. PLEDGE OF ALLEGIANCE
- II. EXECUTIVE SESSION - scheduled
- III. APPROVAL OF AGENDA *
- III. CONSENT AGENDA *
 - A. Calendar of Events
 - B. Minutes: 1/19/00, 2/1/00
- IV. PERSONS TO BE HEARD
 - A. Wholesale Customer Comments
 - B. Member Comments
- V. GENERAL MANAGER'S REPORT - verbal
- VI. CORRESPONDENCE
- VII. DIRECTORS' REPORTS - verbal
 - A. President's Report
 - B. MAC Report
 - C. Committee Reports
 - D. ARECA Report
 - E. Meeting Reports
- VIII. UNFINISHED BUSINESS
- IX. NEW BUSINESS
 - A. Campbell to Klatt: Decisional Document Approval and Eminent Domain Authorization *
 - B. Appointment of 2000 Master Election Judge *
 - C. Approval of 2000 Election Procedures *
 - D. 2000 Record Date *
 - E. Appointment of NRECA and CFC Voting Delegates *
 - F. Directors' Expenses *
 - G. **Proposed bylaw amendments and Board comments ***
- X. DIRECTORS' COMMENTS
- XI. EXECUTIVE SESSION - scheduled
- XII. ADJOURNMENT

* Denotes Action Items

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

February 16, 2000

BOARD OF DIRECTORS' MEETING

MINUTES

President Birch convened the regular meeting of the Board of Directors at 4:00 p.m. on Wednesday, February 16, 2000 in the boardroom of Chugach Electric Association, Inc. located at 5601 Minnesota Drive, Anchorage, Alaska.

The following directors presided:

Chris Birch – President
Patricia Jasper – Vice President
Bruce Davison – Secretary
Mary Minder – Treasurer
Red Boucher – Director
Pat Kennedy – Director
Ray Kreig – Director (via phone)

The following employees, members, and guests were present:

Bill Bernier	Carol Johnson
Gene Bjornstad	Lori Kirkendall
Patti Bogan	Gayle Knepper
Jim Borden	Mike Massin
John Cooley	Bill Stewart
Mike Cunningham	Phil Steyer
Bill Folsom	Mary Tesch
Ann Hayes	Lee Thibert
Brian Hickey	Ken Thomas
Dianne Hillemeier	Ron Vecera
Brent Johnson	Bob Stewart
Bill Bennett	

President Birch led the Board and audience in the Pledge of Allegiance.

I. EXECUTIVE SESSION

At 4:02 p.m., Director Jasper moved and Director Kennedy seconded the motion to adjourn to Executive Session.

At 4:17 p.m. the board meeting reconvened.

II. AGENDA

Director Jasper moved and Director Kennedy seconded the motion to approve the agenda with an Executive Session conducted at the end of the meeting.

The motion passed unanimously.

III. CONSENT AGENDA

Director Jasper moved and Director Kennedy seconded the motion to approve the Consent Agenda as modified.

A. Calendar of Events: February – May 2000

Add: GM, Gene Bjornstad out 3/3/00 - 3/7/00.

Director Minder out 4/20/00 - 6/15/00

B. Minutes: January 19, 2000 and February 1, 2000 – No changes.

The motion passed unanimously.

IV. PERSONS TO BE HEARD

A. Wholesale Customer Comments

None.

B. Member Comments

None.

V. GENERAL MANAGER'S REPORT

General Manager, Gene Bjornstad, reported to the Board on the following topics:

- Winter Storm Presentation
- Expanded Customer Service Hours
- Soldotna 1 O&M Activity
- Cooper Lake Project
- USPS Fuel Cell
- Annual Audit
- Alaska Seafood International Contract
- MEA Filing on 2/3/00
- Tree Line USA

VI. CORRESPONDENCE

Mail was placed in each director's folder. No issues at this time.

VII. DIRECTORS' REPORTS

A. President's Report

None.

B. Member Advisory Council (MAC) Report

None.

- C. **Committee Reports**
President Birch gave a brief report on the Operations Committee meeting held 2/16/00.
- D. **ARECA Report**
None.
- E. **Meeting Reports**
Director Jasper gave a brief report on the MEA board meeting held 2/14/00.

VIII. UNFINISHED BUSINESS

None.

IX. NEW BUSINESS

A. Campbell to Klatt: Decisional Document Approval and Eminent Domain Authorization

Director Kennedy moved and Director Minder seconded the motion to approve the resolution approving the decisional document and authorizing the General Manager to commence actions to condemn, under the power of eminent domain, the easements described in the decisional document.

The motion passed unanimously.

B. Appointment of 2000 Master Election Judge

Director Kennedy moved and Director Boucher seconded the motion to appoint Sally Lehnhardt as the 2000 Master Election judge.

The motion passed unanimously.

C. Approval of 2000 Election Procedures

Director Jasper moved and Director Kennedy seconded the motion that the Board of Directors approve the 2000 election procedures.

The motion passed unanimously.

D. 2000 Record Date

Director Jasper moved and Director Kennedy seconded the motion to set March 15, 2000 as the record date for the 2000 Chugach annual meeting and election.

The motion passed unanimously.

E. Appointment of NRECA and CFC Voting Delegates

Director Kennedy moved and Director Minder seconded the motion to maintain the current NRECA delegate and alternate (Pat Kennedy, Delegate; Pat Jasper, Alternate) and to maintain the current CFC delegate and alternate (Mary Minder, Delegate; Pat Jasper, Alternate).

The motion passed unanimously.

F. Directors' Expenses

Director Boucher moved and Director Jasper seconded the motion to approve directors' expenses as submitted.

The motion passed with six "yes" and one abstention by Director Kreig.

G. Proposed Bylaw Amendments and Board Comments

Director Kennedy moved and Director Boucher seconded the motion to waive the seven-day rule on the bylaws amendments.

The motion passed unanimously.

Director Kennedy moved and Director Boucher seconded the motion to approve the proposed bylaw amendments, board comments, and Bylaws Committee comments approved by the Board Operations Committee for placement on the ballot for the 2000 annual meeting

The motion passed unanimously.

X. Directors' Comments

- President Birch – Thanked the Bylaws Committee for their hard work and commended Chugach employees for pulling together and working as a team to get power restored quickly during the storm.
- Director Minder – Commented that Chugach employees went "above and beyond" in responding to the power outages caused by the windstorm and avalanches. Also wished board members good luck in Juneau.
- Director Kreig – Expressed his appreciation for Chugach employees' hard work in dangerous and difficult storm situation. He also congratulated and thanked management for a fantastic job of deploying emergency help and updating the public.
- Director Jasper - Commended the Bylaws Committee for the thought and effort that went into the decision-making process.

Director Kennedy - Requested that board meetings not be scheduled before 4:00 p.m. for the next six months while she attends school.

- Director Boucher - Also commended the efforts of all Chugach employees involved in getting the power back on safely and quickly during the windstorm.
- Director Davison – Commended Chugach’s public relations efforts during the avalanches. He was pleased about the conservative estimates to get power back on in Girdwood. It made Chugach look good when power was resumed sooner than anticipated.

XI. Executive Session

At 5:20 p.m., Director Jasper moved and Director Kennedy seconded the motion to go into Executive Session pursuant to the Alaska Cooperative Statute to discuss matters with its legal counsel, the immediate knowledge of which could have an adverse affect on the legal position of the cooperative.

The motion passed unanimously.

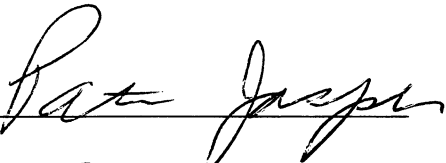
The board took a ten-minute recess then reconvened at 5:30 p.m. for an Executive Session.

XII. Adjournment

The meeting reconvened at 6:40 p.m. and the Board unanimously agreed to adjourn at 6:40 p.m.

Bruce Davison, Secretary

Date Approved: _____


3-15-2000