

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

January 7, 2009

SPECIAL BOARD OF DIRECTORS
MEETING MINUTES

The following board members were present:

Rebecca Logan – Chairman
Alex Gimarc – Secretary
Jeff Lipscomb – Director
Janet Riser - Director
Elizabeth Vazquez – Director (*arrived during Agenda Item III*)

Board members not present:

Jim Nordlund – Vice Chairman
PJ Hill – Treasurer

The following employees, members, and guests attended:

Brad Evans	Mike Cunningham	Ed Jenkin
Mark Fouts	Dave Smith	Connie Owens
Lee Thibert	Tyler Andrews	Paul Risse

Jennifer McDonald, Legal Secretary, recorded the meeting proceedings.

I. CONVENE MEETING

The special meeting of the Board of Directors was convened at 4:05 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

II. PLEDGE OF ALLEGIANCE

III. EXECUTIVE SESSION

Director Gimarc moved and Director Reiser seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1) the Board go into executive session to discuss matters the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative as it relates to Strategic Planning for 2009. The matter to be discussed is Chugach's Strategic Plan. The motion passed unanimously.

Director Vazquez arrived at some time during executive session. The recording secretary was not in the board room during this session.

The Board went into executive session at 4:07 p.m. and resumed in open session at 6:03 p.m.

IV. APPROVAL OF THE AGENDA

Director Gimarc moved and Director Lipscomb seconded the motion to approve the agenda. The motion passed unanimously.

V. PERSONS TO BE HEARD

A. *Wholesale Customer Comments* - None.

B. *Member Comments* - None.

VI. NEW BUSINESS

None.

VII. EXECUTIVE SESSION

None.

VIII. DIRECTOR COMMENTS

Director Lipscomb: “No comments other than thank you for keeping the lights on during the cold spell.” *Director Vazquez:* “Really impressive.” “Very important and congratulations on the – what did I see in the paper – a peak day on Monday?” *Chair Logan:* “Yeah, gosh, that was interesting. A new record of 48....” *Brad Evans:* “485.” *Janet Reiser:* “What was the old record?” *Chair Logan:* “478.” *Brad Evans:* “Well, yeah, but that was set at the end of December – the one before that was 467 so both of those records came within a week of each other.”

Director Reiser: “I appreciate the format of the Strategic Plan. I appreciate the discussion – I think it’s – we have a few comments that very few really are substantive so good job. Thank you.”

Director Vazquez: “I share Director Reiser’s comment on Mr. Evans’ job well done. This is really easy to follow – I mean *unintelligible* about some details here and there but overall very good job. Very good job – continue the good work. I know there’s a lot – you know – you can’t possibly write everything and I know there’s a lot more work than what is even set forth here. Going on it had to be done so thank you.” *Brad Evans:* “I’ll mention to the Chair, she wasn’t here – you weren’t here when we first started out. This is the executive part of a larger document. This middle body will be all the supporting work in some of these areas and then the last section will be the history so that Board members can understand what prior boards did and what the externalities and dynamics that played in why they made the decision they did.” “Thank you – it’s very good. It’s organizing. It’s also providing a focus for the Board and will enable future boards to focus on what’s important. Thank you very much.”

Director Gimarc: “2008 almost set a record. The second most days without sunspots measured since 1900. 266 days of quiet sun. Why is that important? It correlates very nicely with the cold weather.” *Chair Logan:* “I wish that was a better – different statistic.”

Chair Logan: “My only comment is Director Vazquez – do we – we have this very well written thoughtful memo from the Bylaws Committee. So do we take official action on this at all or is it just – I mean they obviously won’t forward any kind of bylaw recommendation on this. Do we just put this as part of correspondence or something?”
Director Gimarc: “*Depends entirely on how quickly we want to get the Board on that project.*” “Well I had a discussion with Louann about that today as far as do we do it right away – do we wait until after this election cycle so...”
Director Vazquez: “*This might be a subject we ought to put on the Agenda and discuss for Operations but I have to tell you – we were there until about 9:15 last night but there was four members attending and there was Louann, myself and Tom and the Committee was very focused. It was unusually effective. I thought they were very efficient. They went through – it wasn’t one of those committees where people are going off in whole different directions. They seemed to be very conservative in that if something is going to be characterized as clean-up its got to be clean-up. Now they’re not rejecting other suggested changes but they’re just saying just better have it identified. But we ought to discuss that again for the record. I can make the same comments at the next Operations Committee meeting.*”

IX. ADJOURNMENT

Director Lipscomb moved and Director Gimarc seconded the motion to adjourn. The meeting adjourned at 6:09 p.m.

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Alex Gimarc, Secretary

Date Approved: January 28, 2009