

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

April 26, 2017
Wednesday
3:00 p.m.

REGULAR BOARD OF DIRECTORS' MEETING

Recording Secretary: Divina Portades

I. CALL TO ORDER

Chair Reiser called the Regular Meeting of the Board of Directors to order at 3:01 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. *Pledge of Allegiance*
Chair Reiser led the Board in the Pledge of Allegiance.

B. *Roll Call*
Board Members Present:
Janet Reiser, Chair
Susan Reeves, Vice Chair
Sisi Cooper, Treasurer
Bettina Chastain, Secretary (*via teleconference at 3:16 p.m.*)
Jim Henderson, Director
Harry Crawford, Director (*via teleconference at 3:24 p.m.*)
Stuart Parks, Director

Guests and Staff in Attendance:

Lee Thibert	Connie Owens	Julie Hasquet
Brian Hickey	Paul Risse	James Mullican
Tyler Andrews	Mark Fouts	Jody Wolfe
Sherri Highers	Renee Curran	Teresa Kurka
Arthur Miller	Marty Freeman	Todd McCarty
Mark Johnson	Ron Vecera	Kathy Harris

C. *Safety Minute*
Marty Freeman, Manager, Safety and Security discussed “*Electrical Safety*” and responded to questions from the Board.

Lee Thibert, Chief Executive Officer (CEO) presented Chair Reiser the NRECA Director Gold Program Certificate.

Chair Reiser presented Director Cooper the NRECA Board Leadership Program Certificate.

II. APPROVAL OF THE AGENDA

Chair Reiser deferred the “Approval of the Agenda” when Directors Chastain and Crawford joined via teleconference. No action was taken.

III. PERSONS TO BE HEARD

- A. *Member Comments*
None

IV. CONSENT AGENDA

- A. *Board Calendar*
- B. *Training and Conferences*
 - i. *Gettysburg Leadership Experience for Co-Op Leaders, September 12-14, 2017, Gettysburg, PA (Deadline for conference and hotel registration is August 10, 2017)*
- C. *Minutes*
 - i. *March 22, 2017, Regular Board of Directors' Meeting (Quezon-Vicente)*
 - ii. *April 10-12, 2017, Special Board of Directors' Meeting (Quezon-Vicente)*
 - iii. *April 20, 2017, Special Board of Directors' Meeting (Portades)*
- D. *Director Expenses*

Chair Reiser requested to add the CFC Conference in San Antonio, TX on June 11-14, 2017, under training and conferences.

Chair Reiser stated that Director Henderson will be attending the Gettysburg Leadership Experience for Co-Op Leaders in Gettysburg, PA on September 12-14, 2017.

Director Chastain joined via teleconference at 3:16 p.m.

Director Reeves moved and Director Parks seconded the motion to approve the consent agenda as amended. The motion passed unanimously as amended.

Director Crawford was not present at the time of vote.

Director Chastain designated Director Reeves to sign for her expense report.

Chair Reiser designated Director Henderson as Acting Secretary. No objections were made.

V. CEO REPORTS AND CORRESPONDENCE

- A. *1st Quarter 2017 Safety Report (Freemen/Andrews)*
Tyler Andrews, Vice President, Member and Employee Services, Brian Hickey, Sr. Vice President, System Operations and Lee Thibert, CEO discussed the 1st Quarter 2017 Safety Report and responded to questions from the Board.
- B. *1st Quarter 2017 Communications Report (Hasquet/Andrews)*
Julie Hasquet, Manager, Corporate Communication and Arthur Miller, Executive Manager, Regulatory and External Affairs, discussed the 1st Quarter 2017 Communications Report and responded to questions from the Board.

- C. *Election Committee Status Report (Kurka/Andrews)*
Teresa Kurka, Director, Member Services and Scott Sanner, Manager, Information Services Operations discussed the Election Committee Status Report and responded to questions from the Board.

Director Crawford joined via teleconference at 3:24 p.m.

- D. *January 2017 Financial Statements and Variance Report (Harris/Curran)*
The January 2017 Financial Statements and Variance Report were provided in the meeting packet.
- E. *February 2017 Financial Statements and Variance Report (Harris/Curran)*
The February 2017 Financial Statements and Variance Report were provided in the meeting packet.

VI. DIRECTOR REPORTS

- A. *Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*
Chair Reiser reported on the ARCTEC meeting and that is a Strategic Planning and requested to defer further discussion in the Executive Session.

- B. *Board Committee Reports (Audit and Finance, Operations & Governance)*
Director Reeves stated that there were no Governance Committee meetings to report.

Director Crawford designated Director Henderson to sign for his expense report.

- C. *Other Meeting Reports*
Director Crawford reported on attending “Earth Day” a REAP event and informed the Board that it had a huge turnout and that it was a good learning experience.

Director Reeves inquired about the Governance Bylaws review.

Lee Thibert, CEO, stated that NRECA has been contacted and willing to do an on-site training at Chugach Electric.

Director Cooper reported on the April REAP meetings and requested to defer further discussion in the Executive Session.

Chair Reiser stated that she asked Crystal Enkvist, Alaska Power Association (APA) to come in and speak to Chugach about re-joining APA at the next Board Meeting. Lee Thibert, CEO stated that Crystal Enkvist has agreed to speak at the June 2017 Board meeting.

VII. UNFINISHED BUSINESS

None

VIII. NEW BUSINESS

None

IX. EXECUTIVE SESSION

- A. *Strategic Planning*
 - i. *Economy Energy Gas Supply*
 - ii. *Review Current and Identify New Key Priorities as Applicable with Consideration of Resource Capacity*
 - iii. *Establish Strategic Planning Working Groups*
 - iv. *2017 CEO Performance Parameters and Project Specific Objectives*
 - v. *New Issues/Ideas*

At 3:49 p.m., Director Cooper moved and Director Reeves 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 financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and, 2) to discuss personnel matters that may tend to prejudice the reputation or character of a person; however, the person may request a public discussion. The motion passed unanimously.

The meeting reconvened in open session at 6:39 p.m.

X. NEW BUSINESS

- A. *2017 CEO Performance Parameters and Project Specific Objectives* (Board)*

Director Reeves moved and Director Parks seconded the motion that the Board of Directors' direct Director Chastain to work with the CEO to refine and finalize the 2017 CEO Performance Parameters and Project Specifics Objectives for discussion and approval at the next Board meeting. The motion passed unanimously.
- B. *Economy Energy Gas Supply* (Fouts)*

Director Reeves moved and Director Cooper seconded the motion that the Board of Directors' authorize the Chief Executive Officer to finalize the terms and conditions of the economy energy gas supply essentially the same as discussed in Executive Session. The motion passed unanimously.

Director Henderson was not present at the time of vote.

- C. *Credit Card Payments* (Andrews)*

Director Reeves moved and Director Parks seconded the motion that the Board of Directors' accept the resolution titled Retail Payment Processing Fees. The motion passed unanimously.

Director Henderson was not present at the time of vote.

XI. DIRECTOR COMMENTS

Director comments were made at this time.

Director Crawford departed the meeting at 6:46 p.m.

XII. ADJOURNMENT

At 6:49 p.m., Director Cooper moved and Director Reeves seconded the motion to adjourn. The motion passed unanimously.

Directors Crawford and Henderson were not present at the time of vote.

James Henderson, Secretary
Date Approved: May 24, 2017