

**CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA**

SPECIAL BOARD OF DIRECTORS' MEETING

AGENDA

Bettina Chastain, Vice Chair
Sisi Cooper, Treasurer
Jim Henderson, Secretary

Susan Reeves, Director
Harry Crawford, Director
Stuart Parks, Director

January 22, 2018

4:00 p.m.

Chugach Boardroom

- I. CALL TO ORDER
 - A. *Roll Call*
- II. APPROVAL OF THE AGENDA*
- III. PERSONS TO BE HEARD
 - A. *Member Comments*
- IV. CEO REPORTS AND CORRESPONDENCE (*none*)
- V. DIRECTORS REPORTS (*none*)
- VI. UNFINISHED BUSINESS* (*scheduled*)
 - A. *Administer Oath of Office to Newly Appointed Board Member* (Board)*
- VII. EXECUTIVE SESSION* (*scheduled*)
 - A. *Strategic Planning*
- VIII. NEW BUSINESS** (*scheduled*)
 - A. *Transition Agreement Resolution** (Andrews/Thibert)*
- IX. DIRECTOR COMMENTS
- X. ADJOURNMENT*

* *Denotes Action Items*

** *Denotes Possible Action Items*

CHUGACH ELECTRIC ASSOCIATION, INC.
ANCHORAGE, ALASKA

SPECIAL BOARD OF DIRECTORS' MEETING

AGENDA

Bettina Chastain, Vice Chair
Sisi Cooper, Treasurer
Jim Henderson, Secretary

Susan Reeves, Director
Harry Crawford, Director
Stuart Parks, Director

January 22, 2018

4:00 p.m.

Chugach Boardroom

- I. CALL TO ORDER
 - A. *Roll Call*
- II. APPROVAL OF THE AGENDA*
- III. PERSONS TO BE HEARD
 - A. *Member Comments*
- IV. CEO REPORTS AND CORRESPONDENCE (*none*)
- V. DIRECTORS REPORTS (*none*)
- VI. UNFINISHED BUSINESS* (*scheduled*)
 - A. *Administer Oath of Office to Newly Appointed Board Member* (Board)*
- VII. EXECUTIVE SESSION* (*scheduled*)
 - A. *Strategic Planning*
- VIII. NEW BUSINESS** (*scheduled*)
 - A. *Transition Agreement Resolution** (Andrews/Thibert)*
- IX. DIRECTOR COMMENTS
- X. ADJOURNMENT*

* *Denotes Action Items*

** *Denotes Possible Action Items*

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

SPECIAL BOARD OF DIRECTORS' MEETING
AGENDA ITEM SUMMARY

January 22, 2018

ACTION REQUIRED

AGENDA ITEM NO. VIII.A.

- Information Only
 Motion
 Resolution
 Executive Session
 Other
-

TOPIC

Transition Agreement

DISCUSSION

As discussed in Executive Session.

MOTION

Move that the Board of Directors approve the attached Resolution authorizing the Chief Executive Officer to execute the Transition Agreement as discussed in Executive Session.

RESOLUTION

Authorizing the Chief Executive Officer to Negotiate and Tentatively Approve an Agreement regarding the Future Status of Represented Employees

WHEREAS, Chugach Electric Association, Inc. (Chugach) has existing collective bargaining agreements (Agreements) with the International Brotherhood of Electrical Workers (IBEW); and

WHEREAS, current business opportunities may require in the future, that those Agreements address the status of employees that may become subject to those Agreements; and

WHEREAS, those business opportunities present the opportunity to save hundreds of millions of dollars for Chugach customers and residents of the Municipality of Anchorage; and

WHEREAS, successful realization of those opportunities will require the full support of both Chugach employees and employees of entities subject to the current business opportunities; and

WHEREAS, the Board of Directors has discussed in executive session the principles and conditions under which possible future employees would become Chugach employees under the Association's existing collective bargaining agreements; and

WHEREAS, the Board of Directors has reviewed and discussed an initial version of a written cost-benefit analysis of these changes in executive session; and

WHEREAS, the Board of Directors has also discussed in executive session the circumstances under which the best potential exists for approval of this business opportunity; and

WHEREAS, the Board of Directors is committed to the principle that new business opportunities should not result in the layoff of employees; and

WHEREAS, the Board of Directors acknowledges that this business opportunity is subject to approval by the voters of the Municipality of Anchorage, and

WHEREAS, the Board of Directors has communicated those principles and conditions to the Chief Executive Officer; and

WHEREAS, the current circumstances create a situation not contemplated by Board Policy 404; and

WHEREAS, the Board of Directors desires to maximize the potential for approval of the business opportunity while honoring the transparency requirements of Board Policy 404; and

WHEREAS, the Board of Directors will authorize the Chief Executive Officer to negotiate terms and conditions of Agreements covering all employees subject to IBEW collective bargaining agreements; and

WHEREAS, the Chief Executive Officer has engaged in discussions with representatives of the IBEW regarding draft terms and conditions of a proposed transition Agreement and discussed that draft Agreement with the Board of Directors in Executive Session;

THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS, that the Chief Executive Officer is, consistent with the principles and conditions regarding possible future employees discussed in executive session, authorized to negotiate and tentatively agree to a transition Agreement relating to IBEW collective bargaining agreements; and

BE IT FURTHER RESOLVED, that the Board of Directors will post any transition Agreement and any associated cost-benefit analyses within ten days of the approval of this Resolution; and

BE IT FURTHER RESOLVED, that when such Agreements are reached and no other contingencies exist, they will be presented to the Board for final review and approval pursuant to Board Policy 404.

CERTIFICATION

I, James Henderson, do hereby certify that I am the Secretary of Chugach Electric Association, Inc., an electric non-profit cooperative membership corporation organized and existing under the laws of the State of Alaska: that the foregoing is a complete and correct copy of a resolution adopted at a meeting of the Board of Directors of this corporation, duly and properly called and held on the 22nd day of January, 2018; that a quorum was present at the meeting; that the resolution is set forth in the minutes of the meeting and has not been rescinded or modified.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation the 22nd day of January, 2018.

Secretary