

**CHUGACH ELECTRIC ASSOCIATION, INC.**  
**Anchorage, Alaska**

**October 25, 2017**  
**Wednesday**  
**4:00 p.m.**

**REGULAR BOARD OF DIRECTORS' MEETING**

Recording Secretary: Arden Quezon-Vicente

**I. CALL TO ORDER**

Chair Reiser called the Regular Meeting of the Board of Directors to order at 4:00 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  
Bettina Chastain, Vice Chair (*via teleconference*)  
Jim Henderson, Secretary  
Sisi Cooper, Treasurer  
Susan Reeves, Director (*via teleconference*)  
Harry Crawford, Director  
Stuart Parks, Director

*Guests and Staff in Attendance:*

Lee Thibert	Mark Fouts	Todd McCarty
Paul Risse	Sean Skaling	Mike Brodie
Sherry Highers	Jody Wolfe	James Mullican
Brian Hickey	Renee Curran	Nate Schlimgen
Mark Johnson	Phil Steyer	Glenn Klinkhart,
Julie Hasquet	Josh Travis	Klinkhart
Connie Owens	Marty Freeman	Brad Meiklejohn,
Arthur Miller	Teresa Kurka	The Conservation Fund

C. *Safety Minute*  
Marty Freeman, Manager, Safety discussed "*Dangers of Dehydration*" and responded to questions from the Board.

**II. APPROVAL OF THE AGENDA**

Director Cooper moved and Director Crawford seconded the motion to approve the agenda. The motion passed unanimously.

### **III. PERSONS TO BE HEARD**

- A. *Member Comments*  
None

### **IV. CONSENT AGENDA**

- A. *Board Calendar*
- B. *Training and Conferences*
  - 1. *Director Winter School, December 1-6, 2017, Nashville, TN (Deadline for conference and hotel registration is November 29, 2017)*
- C. *Minutes*
  - 1. *September 27, 2017, Regular Board of Directors' Meeting (Portades)*
- D. *Director Expenses*

Director Parks moved and Director Henderson seconded the motion to approve the consent agenda. The motion passed unanimously.

### **V. CEO REPORTS AND CORRESPONDENCE**

- A. *August 2017 Financial Statements and Variance Report (Harris/Curran)*  
The July 2017 Financial Statements and Variance Report was provided in the meeting packet.
- B. *3<sup>rd</sup> Quarter 2017 Safety Report (Freeman)*  
Lee Thibert, Chief Executive Officer (CEO) discussed the 3<sup>rd</sup> Quarter 2017 safety report and responded to questions from the Board.
- C. *Credit Card Payment Update (Kurka)*  
Teresa Kurka, Director, Member Services, Lee Thibert, CEO and Todd McCarty, Sr. Manager, Information Services discussed the Credit Card Payment Update and responded to questions from the Board.
- D. *AMI Update (Risse)*  
Paul Risse, Sr. VP. Production, Todd McCarty, Sr. Manager, Information Services, Lee Thibert, CEO and Arthur Miller, Executive Manager, Regulatory & External Affairs discussed the AMI Update and responded to questions from the Board.

### **VI. DIRECTOR REPORTS**

- A. *Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*  
Lee Thibert, CEO reported and Chair Reiser reported on the status of the ARCTEC RFP and the ARCTEC meeting on October 10, 2017.
- B. *Board Committee Reports (Audit and Finance, Operations & Governance)*  
Director Cooper stated that there were no Audit and Finance Committee Meeting to report. And in November, two Audit and Finance Committee meetings are scheduled on a Monday and Tuesday and informed the board to check the revised calendar.

Vice Chair Chastain informed the Board that there is an Operations Committee meeting to discuss the O&M plan scheduled on November 28, 2017.

Director Reeves stated that a possible Governance Committee Meeting might be scheduled in November.

*C. Other Meeting Reports*

Director Cooper stated no report on REAP this month due the meeting being rescheduled to November 3, 2017.

Chair Reiser, Vice Chair Chastain, Directors Reeves, Henderson, Crawford, and Parks reported on the 2017 NRECA Region 9 meeting.

**VII. UNFINISHED BUSINESS**

**VIII. NEW BUSINESS**

*A. Eklutna Dam Presentation (Brad Meiklejohn, The Conservation Fund)*

Mr. Brad Meiklejohn presented on the Eklutna Dam. Mr. Meiklejohn and Lee Thibert, CEO responded to questions from the Board.

**IX. EXECUTIVE SESSION**

*A. Financial and Legal Matters*

*B. CEO Goals and Parameters and Project Specific Objectives*

At 5:38 p.m., Director Parks moved and Director Cooper seconded the motion that pursuant to Alaska Statute 10.25.175 (c)(1), (2) 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; 2) receive reports upon legal matters that are attorney/client privileged, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative; and, 3) 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 8:00 p.m.*

**X. NEW BUSINESS**

*A. Approval of Gas Contract\* (Fouts)*

Director Cooper moved and Director Crawford seconded the motion that the Board of Directors authorize the Chief Executive Officer to negotiate and finalize the terms and conditions of a gas contract essentially the same as discussed in Executive Session. The motion passed unanimously.

*B. Strategic Planning: Update to Vision, Mission and Value Statements\*\* (Miller)*

This agenda item was removed and deferred to the November 29, 2017, Regular Board of Directors' Meeting.

C. *Community Solar Project\*\* (Miller/Risse/Skaling/Wolfe)*

1. *Community Solar Project Authorization*

Director Reeves moved and Director Parks seconded the motion that the Board of Directors approve the resolution authorizing the Chief Executive Officer to approve project expenditures for the Chugach Community Solar Project at a cost not to exceed \$2,000,000 and with an estimated completion date of second quarter 2018.

Sean Skaling, Manager, Business and Sustainability Program Development discussed the Community Solar project. Mr. Skaling and Jody Wolfe, Controller responded to questions from the Board.

After discussion, Chair Reiser called for a vote. The motion passed unanimously.

2. *Community Solar Project Financing*

Director Cooper moved and Director Crawford seconded the motion that the Board of Directors authorize the Chief Executive Officer to 1) Seek approval of a \$2 million NCREBs allocation with the IRS; and 2) Finalize the terms and conditions and enter into a long-term debt financing arrangement not to exceed \$2 million with CFC or CoBank, conditioned on the project meeting final board approval. The motion passed unanimously.

**XI. DIRECTOR COMMENTS**

Director comments were made at this time.

**XII. ADJOURNMENT**

At 8:22 p.m., Director Cooper moved and Director Parks seconded the motion to adjourn. The motion passed unanimously.

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James Henderson, Secretary

Date Approved: November 29, 2017