

CHUGACH ELECTRIC ASSOCIATION, INC.
Anchorage, Alaska

January 22, 2018
Monday
4:00 p.m.

SPECIAL BOARD OF DIRECTORS' MEETING

Recording Secretary: Arden Quezon-Vicente

I. CALL TO ORDER

Vice Chair Chastain called the Special Board of Directors Meeting to order at 4:04 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. *Roll Call*

Board Members Present:

Bettina Chastain, Vice Chair

Jim Henderson, Secretary

Sisi Cooper, Treasurer (*via teleconference and in-person*)

Susan Reeves, Director (*via teleconference*)

Harry Crawford, Director

Stuart Parks, Director

Guests and Staff in Attendance:

Lee Thibert

Renee Curran

Divina Portades

Paul Risse

Tom Schulman

Mark Johnson

Brian Hickey

Connie Owens

Mark Begich, Northern

Tyler Andrews

Arthur Miller

Compass Group

Julie Hasquet

Mark Fouts

Rachel Barinbaum, Northern

Rachel Morse

Compass Group

II. APPROVAL OF THE AGENDA

Director Parks 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. CEO REPORTS AND CORRESPONDENCE

None

V. DIRECTORS REPORTS

None

VI. UNFINISHED BUSINESS

- A. *Administer Oath of Office to Newly Appointed Board Member* (Board)*
Mark Johnson, Legal Counsel, administered the Oath of Office to Rachel Morse, newly appointed Board Member.

VII. EXECUTIVE SESSION

- A. *Strategic Planning*
1. *Board Policy 404*
 2. *Overview of Current Collective Bargaining Agreements*
 3. *Transition Agreement*
 - i. *Board Q&A on Draft Transition Agreement*
 - ii. *Chugach/ML&P Term Sheet – 12/18/17*
- B. *CEO Goals and Parameters and Project Specific Objectives*

At 4:08 p.m., Director Crawford moved and Director Parks 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 and receive reports regarding financial matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative; and, 2) discuss attorney-client privileged information, the immediate knowledge of which could have an adverse effect on the legal position of the cooperative. The motion passed unanimously.

The meeting reconvened in open session at 8:59 p.m.

Director Cooper arrived during the Executive Session.

VIII. NEW BUSINESS

- A. *Transition Agreement Resolution** (Board)*
Director Cooper moved and Director Crawford seconded the motion that the Board of Directors' approve the attached Resolution authorizing the Chief Executive Officer to execute the Transition Agreement as discussed in Executive Session. The motion passed unanimously.

IX. DIRECTOR COMMENTS

Director comments were made at this time.

X. ADJOURNMENT

At 9:03 p.m., Director Cooper moved and Director Morse seconded the motion to adjourn. The motion passed unanimously.

/ss/
James Henderson, Secretary
Date Approved: February 20, 2018