

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

**March 28, 2018**  
**Monday**  
**4:00 p.m.**

**REGULAR BOARD OF DIRECTORS' MEETING**

Recording Secretary: Divina Portades

**I. CALL TO ORDER**

Chair Chastain called the Regular Board of Directors' Meeting to order at 4:01 p.m. in the boardroom of Chugach Electric Association, Inc., 5601 Electron Drive, Anchorage, Alaska.

A. *Pledge of Allegiance*

Chair Chastain led the Board in the Pledge of Allegiance.

B. *Roll Call*

*Board Members Present:*

Bettina Chastain, Chair  
Susan Reeves, Vice Chair  
Jim Henderson, Secretary  
Sisi Cooper, Treasurer  
Harry Crawford, Director  
Stuart Parks, Director  
Rachel Morse, Director (*via teleconference at 4:18 p.m. and arrived during Executive Session*)

*Guests and Staff in Attendance:*

Lee Thibert	Arthur Miller	Paul Risse
Connie Owens	Tyler Andrews	Josh Travis
Brian Hickey	Julie Hasquet	Teresa Kurka
Sherri Highers	Tom Schulman	Jean Kornmuller
Mark Fouts	Sean Skaling	Taylor Crocker
Matthew Clarkson		

C. *Safety Minute*

Taylor Crocker, Sr. Safety Specialist discussed "*Carbon Monoxide Safety*" and responded to questions from the Board.

**II. APPROVAL OF THE AGENDA**

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

*Director Morse was not present at the time of vote.*

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

- A. *Member Comments*

### **IV. CONSENT AGENDA**

- A. *Board Calendar*
- B. *Training and Conferences*
1. *NRECA Summer Schools, June 22-27, 2018, Coeur D’Alene, ID (Deadline for conference and hotel registration is May 3, 2018)*
  2. *NRECA Summer School for Directors, July 27, 2018 – August 1, 2018, Savannah, GA (Deadline for conference and hotel registration is June 4, 2018)*
  3. *2018 NRECA Region 9 Meeting, September 25-27, 2018, Anchorage, AK (Deadline for conference registration is August 1, 2018)*
- C. *Minutes*
1. *February 20, 2018, Regular Board of Directors’ Meeting (Quezon-Vicente)*
  2. *March 19, 2018, Special Board of Directors’ Meeting (Quezon-Vicente)*
- D. *Director Expenses*

Director Cooper moved and Director Henderson seconded the motion to approve the consent agenda.

*Director Henderson requested to add the “2018 NACD Global Board Leaders’ Summit, scheduled from September 29, 2018 – October 2, 2018” to the Board calendar. No objections were made.*

After discussion, Chair Chastain called for a vote. The motion passed unanimously, as amended.

*Director Morse was not present at the time of vote.*

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

- A. *1<sup>st</sup> Quarter 2018 Railbelt Bill Comparison (Skaling/Miller)*
- The 1<sup>st</sup> Quarter 2018 Railbelt Bill Comparison was provided in the meeting packet. Lee Thibert, Chief Executive Officer (CEO), Arthur Miller, VP Regulatory & External Affairs, and Sean Skaling, Manager, Business & Sustainable Program Development responded to questions from the Board.

### **VI. DIRECTOR REPORTS**

- A. *Alaska Railbelt Cooperative Transmission & Electric Company (ARCTEC) Report*
- Directors Crawford and Henderson and Lee Thibert, CEO, reported on the following ARCTEC meetings:
- March 22, 2018, ARCTEC Board
  - March 16, 2018, ARCTEC-RCA

- March 7 & 13, 2018, ARCTEC-GDS

*Director Morse joined via teleconference at 4:18 p.m.*

**B. Board Committee Reports (Audit and Finance, Operations & Governance)**

Directors Cooper and Parks reported on March 19, 2018, Audit and Finance Committee Meeting and deferred further discussion in the Executive Session.

Director Parks stated that there has been no Operations Committee meeting.

Director Reeves stated that there has been no Governance Committee Meeting.

Director Reeves reported that the Bylaws were received, reviewed and accepted at the February 22, 2018, Bylaws Committee and that outside Counsel recommended a couple of changes which will be discussed under New Business.

Director Morse agreed to be a member of Governance Committee.

**C. Other Meeting Reports**

Directors Cooper and Parks reported on the March 6 & 16, 2018, REAP Public Policy Committee meetings and March 12, 2018, REAP Board Meeting. Further discussion has been deferred in the Executive Session.

Chair Chastain reported on March 26, 2018, Evaluation Committee Meeting and deferred further discussion in the Executive Session.

**VII. UNFINISHED BUSINESS**

None

**VIII. NEW BUSINESS**

**A. Bylaws Committee Ballot Proposals\* (Schulman)**

Director Reeves gave a briefed overview Tom Schulman, Legal Project Administrator, discussed the Bylaws Committee Ballot Proposals.

**1. Eligible Voters (Article III, Section 6)**

Tom Schulman, Legal Project Administrator, discussed the Eligible Voters, Article III, Section 6 and responded to questions from the Board.

Director Reeves moved and Director Crawford seconded the motion that the Board of Directors place the attached Bylaw proposal, *Eligible Voters*, on the ballot for the 2018 annual membership meeting for a vote by the membership and that the Board of Directors join with the attached Bylaws Committee comment recommending the proposed amendment be adopted by the membership. The motion passed unanimously.

*Director Morse disconnected at 4:35 p.m.*

2. *Board Meeting Notices (Article V, Section 1)*

Tom Schulman, Legal Project Administrator, discussed the Board Meeting Notices, Article V, Section 1 and responded to questions from the Board.

Director Reeves moved and Director Parks seconded the motion that the Board of Directors place the Bylaw proposal, *Board Meeting Notices*, on the ballot for the 2018 annual membership meeting for a vote by the membership and that the Board of Directors join with the attached Bylaws Committee comment recommending the proposed amendment be adopted by the membership. The motion passed unanimously.

*Director Morse was not present at the time of vote.*

**IX. EXECUTIVE SESSION**

A. *Strategic Planning*

At 4:41 p.m., Director Cooper moved and Director Parks seconded the motion pursuant to Alaska Statute 10.25.175 (c)(1), (2) 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; 2) discuss personnel matters that may tend to prejudice the reputation or character of a person; however, the person may request a public discussion; and, 3) 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. The motion passed unanimously.

*Director Morse was not present at the time of vote.*

*Director Morse arrived during Executive Session.*

*The meeting reconvened in open session at 10:31 p.m.*

**X. DIRECTOR COMMENTS**

Director comments were made at this time.

**XI. ADJOURNMENT**

At 10:38 p.m., Director Cooper moved and Director Henderson seconded the motion to adjourn. The motion passed unanimously.

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/ss/

James Henderson, Secretary

Date Approved: April 25, 2018