

RESOLUTION

05.01.18

Board Qualification Review

WHEREAS, in accordance with the Bylaws, the Board has evaluated whether Director Cooper is holding office in violation of Article IV, Section 3; and

WHEREAS, the Board has reviewed communication from Alex Gimarc asserting that Director Cooper is not qualified under Article IV, Section 3 of the Bylaws; and

WHEREAS, the Board has engaged and met with counsel to interpret the applicable sections; and

WHEREAS, to assist it in that process the Board asked Director Cooper the following questions and considered her responses and other information:

1. When were you first appointed or elected to the Board?
2. What was your "primary residence(s)," as that term is used in the bylaws, for the 12 continuous months before you were first appointed or elected to the Board and what has it been at all times since then?
3. Why in your view was/is the residence(s) you have identified in response to question 2 your primary residence(s)? In answering this question, please explain why you conclude the referenced residence is your chief or main residence.
4. Where do you live for the most substantial portion of the year? On what do you base that conclusion?
5. Do you intend to remain at the current residence identified in your response to question 2 permanently or indefinitely?
6. If so, what acts, words, or circumstances evidence your intention?

WHEREAS, the Board held a full and candid discussion of the relevant issues on May 21, 2018.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors find Director Cooper is not qualified to serve on the Chugach Electric Association Board of Directors under Article IV, Section 3(a)(1) and (3)(a)(7) of the Association Bylaws because she has not expressed an unequivocal intention to remain permanently or indefinitely in her primary residence in the Chugach service territory. Director Cooper was given notice of the stated disqualification at the May 21, 2018, Special Board of Directors meeting. Pursuant to Article IV, Section 3(c) of the Bylaws, Director Cooper has 30 days from the date of that notice to remedy the identified disqualification.

CERTIFICATION

I, Stuart Parks, 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 23rd day of May, 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 23rd day of May, 2018.



Secretary