CALL TO ORDER

PROOF OF QUORUM

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3. Safety and Regulatory Compliance Report .............................. 8
4. Community Foundation ....................................................... 10

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1. Agenda Approval Memo ..................................................... 11

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RECOGNITION OF GUESTS

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   b. Chief Operating Officer ................................................ 19
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3. Broker Recommendation ................................................ 65
4. Director Training/Travel .................................................. 67
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DIRECTOR/CEO COMMENTS

ADJOURNMENT

CVEA COMMUNITY FOUNDATION BUSINESS (if necessary)
A. CALL TO ORDER

B. PROOF OF QUORUM

C. CONSENT AGENDA
   1. Changes to Consent Agenda ...................................................... 1
   2. Minutes of Board Meeting – May 18, 2023 ................................. 2
   3. Engineering Report ................................................................. 8
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D. APPROVAL OF AGENDA
   1. Agenda Approval Memo ........................................................ 17

E. WORK SESSION – EXECUTIVE SESSION
   1. Personnel.................................................................................. 19
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F. SAFETY MINUTE

G. RECOGNITION OF GUESTS

H. MEMBERS’ COMMENTS

I. REPORTS
   1. Management Reports
      a. Director of Communications ................................................... 20
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J. OTHER BUSINESS
   1. Work Session Report ............................................................... 48
   2. Director Training/Travel .......................................................... 49
   3. Agenda Item Request ............................................................. 51
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K. DIRECTOR/CEO COMMENTS

L. ADJOURNMENT

M. CVEA COMMUNITY FOUNDATION BUSINESS
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   2. Conflict of Interest Statement .................................................. 53
   3. Election of Officers ................................................................... 59
   4. Financial Statements ............................................................... 68
   5. Draft Resolution – Bank Account Signers ................................. 71
   6. Other Business
      a. Monthly Report .................................................................... 71
      b. Program Discussion .............................................................. 72
      c. Foundation Committees Discussion ........................................ 74
A. **CALL TO ORDER**

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 11:03 a.m. in the Glennallen board room.

B. **PROOF OF QUORUM**

Secretary Stowe reported a quorum with Vice President Delaquito absent, all other directors present.

C. **CONSENT AGENDA**

President Rake asked if any member wished to remove any item from the Consent Agenda. Hearing no request President Rake declared the Consent Agenda approved as presented by general consent.

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – May 18, 2023
3. Engineering Report
4. Safety and Regulatory Compliance Report

D. **APPROVAL OF AGENDA**

**MOTION**  
Treasurer Stark moved to approve the agenda as presented.

Director Saxe seconded.

Motion passed.
E. WORK SESSION – EXECUTIVE SESSION

MOTION  Treasurer Stark moved that the Board go into executive session to discuss personnel and CEO replacement, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Hess seconded.

Motion passed.

Into executive session at 11:04 a.m.
Vice President Delaquito joined the meeting.
Treasurer Stark left the meeting.
Out of executive session at 3:07 p.m.

F. SAFETY MINUTE

Mr. McKinzy reminded everyone of the importance of being extra cautious and patient when driving in the summer. There are tourists sightseeing and not paying attention which can add extra risk with tourists that are unfamiliar with driving in Alaska.

G. RECOGNITION OF GUESTS

There were no guests.

H. MEMBERS’ COMMENTS

There were no member or guest comments.

I. REPORTS

1. Management Reports

All managers referred to their written report included in the board packet for questions.

a.  Director of Communications – Mrs. Scheidt did not have any updates to her report.

b.  Chief Operating Officer – Mr. McKinzy updated the Board on being 100-percent hydro this month. The Chief Plant Operator for the diesel plants interviews took place yesterday and the job was offered to and accepted by Jason Shiell today. Mr. McKinzy responded to an inquiry regarding the anchor issue with Moose Creek flooding/erosion in the Copper Basin.

c.  Chief Financial Officer – Mrs. Matthews reported that CVEA is 100-percent hydro this month so there were no fuel costs. There was only one bid received back for the Valdez fuel contract, which was North Pacific Fuel. Crowley, who CVEA currently holds the contract, did not bid. CEO Million and Mrs. Matthews have
been meeting with insurance brokers to bid out insurance brokerage services. Recommendations will be brought back to the Board for approval in July.

Mrs. Matthews responded to a question regarding janitorial contract bids.

d. Chief Executive Officer – CEO Million reported the State legislature sent the budget to the governor yesterday. The Cogen Debt Reimbursement remains in the budget unless the governor line-item vetoes it.

CEO Million updated the Board on the DNR Reclamation Fund for the Four Dam Pool. The new contract to dissolve the Reclamation Fund with SEAPA and Kodiak Electric Association will be executed June 22. CVEA was contacted by DNR regarding a land use agreement for Solomon Gulch, which the co-op did not know existed. The land use agreement fee has not been paid since 2009 as DNR did not send any invoices. DNR will not charge late fees but is requesting backpay.

Directors commented on the importance of contacting legislators regarding the issue of never being invoiced or contacted in regard to paying the land use agreement fee.

2. Financial Statements

Mrs. Matthews referred to the April Financial Statements included in the board packet and pointed out key elements.

J. OTHER BUSINESS

1. Work Session Report

No action was needed as a result of the executive session.

2. Director Training/Travel

In preparation for the upcoming APA Annual Meeting in Valdez August 22 – 25, Ms. Horvath requested a motion to approve expenses for directors that wished to attend. Directors attending the Alaska Power Association Annual Meeting were asked to notify Ms. Horvath whether their spouse/companion would participate in the meeting events, it is $175 registration fee plus a platform fee. The additional fee would be the responsibility of each director attending. Ms. Horvath asked that each attending director notify her by August 1 to allow sufficient time for completion of the registrations.

MOTION Director Kildal moved to approve the expense for 6 directors to attend the 984.10 – The Road to Resilience director training on August 23 in Valdez, Alaska during the APA Annual Meeting.

Director Saxe seconded.

Motion passed.
MOTION  Vice President Delaquito moved to approve the expenses for four Glennallen directors to

Director Saxe seconded.

3. Agenda Item Requests

No items were requested at the May board meeting.

A tour of Solomon Gulch and Allison Creek was requested prior to the July board meeting.
Director Kildal requested Policy 114 be discussed at the July board meeting.

K. DIRECTOR/CEO COMMENTS

Secretary Stowe said it was a good meeting, long but a very productive meeting.

Director Maslen said it was a great meeting and it is good to be back.

Director Hess said it was a great meeting.

Director Kildal said congratulations to Jaime and looks forward to working with her. He thanked
everyone for a good meeting.

Vice President Delaquito said it was a great meeting and feels great to be a part of the Board and
making important decisions for the co-op. It was a long meeting, but time well spent. She extended
her thanks to the great staff for everything they do and continue to do. She thanked CEO Million
for his great leadership over the last few years.

Director Saxe said it was a great long meeting and it was very productive. He thanked everyone for
their time.

President Rake said it was a great meeting today. The meeting will help the Board move forward
in a positive direction. It is summertime so get out there and enjoy it, have fun, and be safe.

CEO Million said he appreciates the Board and the process they have been going through. He has
received the information the Board requested for review. He thanked the Board for their support
and looks forward to the APA Annual Meeting. Get out and play this summer.

L. ADJOURNMENT

President Rake adjourned the meeting at 3:52 p.m.

President Rake called the regular meeting of the Copper Valley Electric Association Board of
Directors back to order at 4:45 p.m. in the Glennallen board room.

Secretary Stowe reported a quorum with Treasurer Stark absent, all other directors present.

CEO Million informed staff the Board tendered an offer to a candidate for the CEO position,
pending legal review of the contract.
President Rake adjourned the meeting at 4:47 p.m.

N. **CVEA COMMUNITY FOUNDATION BUSINESS**

In accordance with the Copper Valley Electric Association, Inc. Community Foundation Bylaws, Section 5, Meetings: *All regular meetings of the Board of Directors will coincide with scheduled meetings of the CVEA Board of Directors. CVEACF action items will be presented on the CVEA Board of Director agenda as CVEACF Business.*

Vice President Rake called the CVEA Community Foundation Regular Meeting to order at 3:53 p.m. in the Glennallen Board Room. Secretary/Treasurer Delaquito established a quorum.

1. **Annual Meeting**

   Mrs. Scheidt referred to the agenda included in the board packet.

2. **Conflict of Interest Statement**

   Conflict of Interest Statements were distributed to the Board for signatures.

3. **Election of Officers**

   Elections were conducted via the nomination process and the results were as follows: Director Delaquito, President; Director Maslen, Vice President; Director Stark, Secretary/Treasurer.

   CEO Million turned the meeting over to President Delaquito.

4. **Financial Statements**

   Mrs. Matthews reviewed key points of the financial statements included in the board packet and reviewed the foundation balance.

5. **Draft Resolution – Bank Account Signers**

   Resolution 23-01 was required due to the change in officers for the Foundation.
MOTION

Director Kildal moved to approve Resolution 23-01, *First National Bank Alaska Account*.

Vice President Rake seconded.

Motion passed.

6. **Other Business**

   a. **Monthly Report**

      Mrs. Scheidt reported the foundation will be looking for volunteers for the Contributions Committee soon. If any directors are interested let Sharon know.

   b. **Program Discussion**

      Mrs. Scheidt informed the Board that there are only a few nonprofit organizations requesting money from the Foundation and a lack of students applying for scholarships in recent years.

      The Senior Giving Program is currently funded by the CVEA Community Support fund, which leaves little funds left to support other community needs. It is an option to move the Senior Giving Program to become a core element of the Foundation rather than keeping it under the CVEA Community Support. If there are any other additional programs/events that the Board would like to see as part of the Foundation as it grows, it will be brought back for discussion at the November board meeting.

      Directors commented on how great the Senior Giving Program is. Mrs. Scheidt responded to inquiries regarding the application process.

   c. **Foundation Committees Discussion**

      Mrs. Scheidt referred the Board to her written report which provided an overview and historical information on the program structure and how committees are formed. After discussion, staff was directed to revise policy on how the committees are structured and bring back to the Board for approval in November.

Vice President Rake adjourned the meeting at 4:42 p.m.
COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
11:00 a.m. – May 18, 2023 – Valdez, Alaska
A G E N D A

A. CALL TO ORDER

B. PROOF OF QUORUM

C. CONSENT AGENDA
   1. Changes to Consent Agenda ................................................. 1
   2. Minutes of Board Meeting – April 20, 2023 ............................... 2
   3. Engineering Report .......................................................... 8
   4. Safety and Regulatory Compliance Report ................................. 10
   5. Community Foundation ..................................................... 12

D. APPROVAL OF AGENDA
   1. Agenda Approval Memo ..................................................... 14

E. WORK SESSION - EXECUTIVE SESSION ................................. 15
   1. CEO Replacement ............................................................ 16

F. ORGANIZATION OF BOARD ............................................... 17
   1. Ratification of Elections
   2. Oath of Office Signatures
   3. Designate Temporary Chair
   4. Election of Officers

G. SAFETY MINUTE

H. RECOGNITION OF GUESTS

I. MEMBERS’ COMMENTS

J. REPORTS
   1. Management Reports
      a. Director of Communications .............................................. 21
      b. Chief Operating Officer .................................................. 24
      c. Chief Financial Officer .................................................. 28
      d. Chief Executive Officer .................................................. 32
   2. Financial Statements ....................................................... 36

K. OTHER BUSINESS
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   2. Tariff ............................................................................. 50
   3. Director Committee Appointments ......................................... 52
   4. Director Training/Travel ..................................................... 53
   5. Agenda Item Request ....................................................... 59
   6. .................................................................

L. DIRECTOR/CEO COMMENTS

M. ADJOURNMENT

N. CVEA COMMUNITY FOUNDATION BUSINESS (if necessary)
A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 11:01 a.m. in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established with Vice President Delaquito, Director Kildal and Director Maslen absent, all other Directors present.

C. CONSENT AGENDA

President Rake asked if any member wished to remove any item from the Consent Agenda. Hearing no request President Rake declared the Consent Agenda approved as presented by general consent.

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – April 20, 2023
3. Engineering Report
4. Safety and Loss Regulatory Compliance Report
5. Community Foundation

D. APPROVAL OF AGENDA

MOTION Treasurer Stark moved to approve the agenda as presented.

Director Hess seconded.

Motion passed.
E. WORK SESSION - EXECUTIVE SESSION

MOTION Treasurer Stark moved that the Board go into executive session to discuss the CEO replacement, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Saxe seconded.

Motion passed.

Into executive session at 11:02 a.m.

Director Kildal joined the meeting from the Glennallen board room.

Recess taken at 11:52
Back in executive session at 12:02 p.m.
Out of executive session at 1:10 p.m.

Recess taken at 1:10 p.m.
Back in session at 1:16 p.m.

F. ORGANIZATION OF THE BOARD

1. President Rake turned the meeting over to CEO Million.

CEO Million reported that in the Valdez District 1,559 ballot packages were mailed to active members. There were 242 envelopes returned; 220 were validated and counted. The results were as follows:

Jeff Saxe 220

The Valdez District membership re-elected Mr. Saxe to a three-year term.

CEO Million reported that for the Copper Basin District, 1,213 ballot packages were mailed to active members. There were 257 envelopes returned; 250 were validated and counted. The results were as follows:

Jan Maslen 242

The Copper Basin District membership elected Mrs. Maslen to a three-year term.

MOTION Treasurer Stark moved to ratify the election results as presented. Furthermore, upon ratification, elected Directors will be appointed to the CVEA Community Foundation Board of Directors for the duration of their term.

Director Hess seconded.

The motion passed.
2. **Oath of Office**

   The Director’s Oath of Office was distributed to and signed by all directors present.

3. **Designation of Temporary Chair**

   In accordance with Policy 114, CEO Million presided as temporary chair for the purpose of electing the Board President.

4. **Election of Officers**

   Through the written ballot process, Director Rake was elected President. At President Rake’s request, CEO Million facilitated the remaining officer elections. Written ballots were taken for the offices of Vice President, Secretary, and Treasurer. The election results were as follows: Director Delaquito, Vice President, Director Stowe, Secretary; Director Stark, Treasurer.

   The meeting was turned over to President Rake.

G. **SAFETY MINUTE**

   CEO Million reminded everyone that construction season is in full force. It is important to slow down and pay attention to construction zones and utility workers in the right of way.

H. **RECOGNITION OF GUESTS**

   There were no members present.

I. **MEMBERS’ COMMENTS**

   There were no member or guest comments.

J. **REPORTS**

   1. **Management Reports**

      All managers referred to their written report included in the board packet for questions.

      a. Director of Communications – Mrs. Scheidt was absent and had no updates for the Board. There were no questions.

      b. Chief Operating Officer – Mr. McKinzy reported Allison Creek came online on May 18 and CVEA’s generation is now 100-percent hydro. He updated the Board on the Valdez Chief Plant Operator submitting his resignation and May 18 is his last day. Mr. McKinzy also reported that the Glennallen Lineman Foreman, Craig Knobel, submitted his resignation and his last day is June 1.

      Mr. McKinzy responded to inquiries on the significance of colder water temperatures at Solomon Gulch, which ultimately resulted in a slower melt rate
delaying hydrogeneration by approximately a week. He also responded to inquiries regarding the replacement of glycol and broken conduit.

c. Chief Financial Officer – Mrs. Matthews reviewed the change of rates with the Board in May and anticipates shifting to 100-percent hydro by June. Mrs. Matthews and Mr. Stahley met with CRNA and Ahtna, per their request, to discuss grants available to tribes to increase grid stability and resiliency.

Mrs. Matthews met with several brokerage agencies regarding risk management which CVEA will be bidding out. She will get proposals from brokers and bring them back to the Board in July, for renewal in October. Mrs. Matthews responded to inquiries on potential savings for insurance costs.

Mrs. Matthews updated the Board on the online auction for the digger derrick. The top bidder backed out and it was sold to the next highest bidder, Richard Allaire.

Secretary Stowe extended a thank you to Mrs. Matthews for working with Glennallen students on job applications and interviews. President Rake inquired what it would cost to extend power to Tiekel River Lodge.

d. Chief Executive Officer – CEO Million updated the Board on current legislation. He summarized that the legislature went into special session to review the budget, which needs to be finalized by July 1. He reviewed electric utility bills that passed through the Senate and House this year, noting that the Cogen debt reimbursement has not been vetoed from the budget at this time.

CEO Million briefed the Board on the APA membership withdrawing from REAP membership. Several utilities, including Chugach Electric, withdrew membership as well. CEO Million reported Chugach Electric is currently having their Board of Director’s election. REAP is funding candidates to run for their Board which is against Chugach Electric’s policies, as Chugach Electric was providing funding to REAP through it’s membership.

CEO Million updated the Board that they will hear back the week of May 22 regarding the current arbitration hearing.

CEO Million provided the Board with an update on a current OSHA investigation. The investigation was for a referral inspection for unsafe conditions at the substations with improper labeling in the Copper Basin. However, this is something CVEA has been working on and has been in the process of fixing.

CEO Million summarized the DNR Reclamation, which is the last item connecting Solomon Gulch to the Four Damn Pool. Since 2009, CVEA has tried to separate from the Four Dam Pool reclamation fund to do their own reclamation fund with DNR. DNR has opened the door to having a contract for single reclamation funds. It requires the utilities to get a quote from a contractor on what it would cost to return the dam to its natural state; this would be the amount required to have in an individual reclamation fund.
MOTION Treasurer Stark moved to approve CEO Million to execute DNR 2nd amendment for the Solomon Gulch Reclamation.

Secretary Stowe seconded.

Motion passed.

2. Financial Statements

Mrs. Matthews referred to the March 31, 2023, Financial Statements included in the board packet. She updated the Board that CVEA borrowed money on May 5 and was able to get a good interest rate, which saved about $30,000. Mrs. Matthews responded to an inquiry in regard to switching from autopay with a credit card to ACH.

K. OTHER BUSINESS

1. Work Session Report

An executive session work session was held earlier in the meeting to discuss the CEO replacement. No motions were needed as a result of the executive work session.

2. Tariff

Mrs. Matthews provided an update on the tariff, which has been reviewed by the lawyer. There was one complimentary member comment after the public comment deadline.

MOTION Treasurer Stark moved to approve tariff changes as noticed on March 1, 2023.

Secretary Stowe seconded.

Motion passed.

3. Director Committee Appointments

As discussed during the CEO Evaluation executive session at the January Board Meeting, in lieu of having a separate CEO Evaluation Committee meeting, the Committee will comprise of the entire Board of Directors and the CEO Evaluation will be held and discussed at the January board meeting, during executive session. Appointments are not necessary for the CEO Evaluation Committee. The Committee will be conducted by the current Board of Directors Chairperson.

MOTION Director Hess moved to waive Policy 205.

Director Saxe seconded.

Motion passed.
4. **Director Training/Travel**

There are no new updates for any upcoming training or travel. The Board was provided a list of NRECA Director Education courses for the Board’s reference. Mrs. Horvath reminded the Board of the APA Annual Meeting in August in Valdez.

3. **Agenda Item Requests**

No topics were requested for future discussion.

L. **DIRECTOR/CEO COMMENTS**

Secretary Stowe said it was a good executive session and a long meeting. He appreciated the reports.

Treasurer Stark thanked the staff for all the work going into the meetings and for keeping the lights on.

Director Hess said it was a productive meeting. The team discussed a lot of good topics and believes the co-op is heading in the right direction with upcoming transitions.

Director Kildal had no comment.

Director Saxe said it was a good meeting and there was a lot to be discussed today. He thanked everyone for their work and information.

President Rake said great meeting, great topics, and the executive session was great. Summer is finally here so get out and enjoy it and be safe.

CEO Million said he is grateful for the staff and all the work they do to make things happen. He gave a shout out to Mrs. Scheidt and Mrs. Jorgenson-Owen for their hard work on the annual meeting. CEO Million thanked the Board for the great executive session and the support in going in the right direction with upcoming changes.

M. **ADJOURNMENT**

President Rake adjourned the meeting at 2:43 p.m.
A. CALL TO ORDER

B. PROOF OF QUORUM

C. CONSENT AGENDA
   1. Changes to Consent Agenda ................................................... 1
   2. Minutes of Board Meeting – March 16, 2023 .............................. 2
   3. Engineering Report .............................................................. 7
   4. Safety and Regulatory Compliance Report ..................................... 11

D. APPROVAL OF AGENDA
   1. Agenda Approval Memo ......................................................... 17

E. WORK SESSION – EXECUTIVE SESSION ........................................ 18
   1. Native Allotment .................................................................. 19
   2. Personnel Matters .................................................................. 20

F. SAFETY MINUTE

G. RECOGNITION OF GUESTS

H. MEMBERS’ COMMENTS

I. REPORTS
   1. Management Reports
      a. Director of Communications.................................................. 21
      b. Chief Operating Officer ...................................................... 24
      c. Chief Financial Officer ...................................................... 27
      d. Chief Executive Officer ...................................................... 34
   2. Financial Statements ............................................................. 38
   3. Annual Meeting Update ......................................................... 51

J. OTHER BUSINESS
   1. Work Session Report .............................................................. 54
   2. Safety Program Update .......................................................... 55
   3. Director Training/Travel .......................................................... 56
   4. Agenda Item Request – *Down To Earth* ..................................... 59
   5.

K. EXECUTIVE SESSION ............................................................... 60

L. DIRECTOR/CEO COMMENTS

M. ADJOURNMENT

N. CVEA COMMUNITY FOUNDATION BUSINESS (if necessary)
A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 12:03 p.m. in the Glennallen board room.

B. PROOF OF QUORUM

Secretary Stowe established a quorum with all Directors present.

C. CONSENT AGENDA

President Rake asked if any member wished to remove any item from the Consent Agenda; hearing no request President Rake declared the Consent Agenda approved as presented by general consent.

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – March 16, 2023
3. Engineering Report
4. Safety and Regulatory Compliance Report

D. APPROVAL OF AGENDA

MOTION Treasurer Stark moved to approve the agenda as presented.

Director Saxe seconded.

Motion passed.

E. WORK SESSION

MOTION Secretary Stowe moved that the Board go into executive session to discuss the native allotment and personnel matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Shorten seconded.

Motion passed.
Into executive session at 12:05 p.m.
Out of executive session at 12:52 p.m.

Recess taken at 12:52 p.m.
Back in session at 12:55 p.m.

F. SAFETY MINUTE

Mrs. Horvath reminded everyone of the importance of summer preparedness. It is always a good idea to have a plan for flooding and wildfires as summer approaches. Make sure you are aware of animals while out hiking or camping. Bring whistles, an air horn, or bear spray for protection. This is also a great time to check your first aid kit. Make sure medications are not expired and all supplies are replenished. If traveling, bring extra water on trips. It is also pothole season, so it is a good time to check your spare tire.

G. RECOGNITION OF GUESTS

President Rake welcomed Copper Basin Member Shannon Saavedra to the board meeting.

H. MEMBERS’ COMMENTS

Copper Basin Member Shannon Saavedra wanted to learn more information regarding the rate increase and how CVEA directors are handling their fiscal responsibility. She inquired about what measures can be made to capital expenditures and operational costs to help offset high maintenance costs.

I. REPORTS

1. Management Reports

All managers referred to their written report included in the board packet for questions.

   a. Director of Communications – Mrs. Scheidt said there was a small error in her report regarding Ruralite. The May issue will highlight electrical safety month and the June issue will focus on the annual meeting. The communications department trailer has arrived and will be getting it all geared up before the annual meeting. She encouraged everyone to fill out the Co-op Connections survey, as they are re-evaluating the program. The deadline for the survey is May 18 and there are prizes. Director Saxe commented on Co-op Connections.

CVEA’s Pumpkin Patch won second place for Best Event at the NRECA Spotlight on Excellence award. It will also be a featured event at the NWPPA NIC Conference. CVEA’s annual Pumpkin Patch will occur October 14 in Copper Basin and October 21 in Valdez.
Adjustments have been made to cvea.org. Tariff and MMR have both moved to the About Us section on the webpage. The construction calculator has launched on the website, under Member Services section for residential members to calculate a guestimate for construction projects. Sharon responded to questions regarding the construction calculator.

b. Chief Operating Officer – Mr. McKinzeey updated the Board on the switchgear for the Solomon Gulch substation relocation project. Linemen and Operators have been working together on the installation of materials and it is going very well.

Mr. McKinzeey responded to inquiries regarding purchasing transformers from South Korea and the relicensing of Solomon Gulch. Vice President Delaquito commented on the successful promotion of Nathaniel Severs to Lineman Apprentice.

c. Chief Financial Officer – Mrs. Matthews updated the Board that April rates look similar to March rates. It is hopeful CVEA will transition back to hydro soon with spring melting.

Mrs. Matthews referred to her written report regarding CVEA receiving a fraudulent direct deposit change request. The employee was paid right away and CVEA is working with the bank to recover the money. Additional protocols have been implemented to eliminate this risk in the future.

Mrs. Matthews reviewed commercial members paying bills with credit cards via auto pay, which has no cap. In a year, it could potentially cost at least $45,000 in credit card fees to the membership. The accounting team has added an auto pay via ACH option to pull from bank accounts. If credit card fees become too burdensome to the membership, CVEA can consider charging a fee to offset credit card fees. Vice President Delaquito commented on how credit card fees can add up to be a substantial cost to a business.

Mrs. Matthews reviewed her trip to the NRECA PowerXchange. She attended various sessions on grant funds, tax credits, simplifying rates, and communications. It was a great opportunity and was glad she attended.

Mrs. Matthews reviewed how CVEA is working with members regarding the rate change. CVEA is offering impact statements to show members how their bills will change. There will be a booth at the annual meeting, and we will provide a sign-up sheet for impact statements.

Mrs. Matthews responded to inquiries regarding budget billing and tax credits.

d. Chief Executive Officer – CEO Million referred to his written report for a legislative update on several bills geared toward the electric utility industry. CEO Million traveled to Juneau in March to testify with AVEC and Inside Passage regarding issues that rural electrical utilities are currently facing. Several utilities testified that their co-op does not collect enough in rates to replace and maintain projects in place. CEO Million further testified on the importance of preventative
work and maintenance on projects to continue to enhance CVEA’s reliability rather than relying on grants.

CEO Million updated the Board on the DNR permit status for Allison Creek. It is starting to make progress so CVEA can move forward with surveying to get a land lease for Allison Creek. CEO Million responded to inquiries regarding the roadbelt and a carbon tax.

Recess taken at 2:20 p.m.
Back in session at 2:30 p.m.

2. Financial Statements

Mrs. Matthews referred to the February 2023 Financial Statements for questions and pointed out some key points. Mrs. Matthews reviewed grants CVEA will be applying for this year but is not reflected in the financial statements. Mrs. Matthews responded to an inquiry regarding grant opportunities to raise the Solomon Gulch Spillway.

Mr. McKinzie responded to an inquiry regarding the frequency of seismic studies required by FERC.

3. Annual Meeting Update

Mrs. Scheidt reviewed the status of annual meeting preparation activities. Ballots were due April 25, 2023, and the C&E Committees final meeting would be April 26, 2023. The annual meeting is Tuesday, May 2 in Valdez and Thursday, May 4 in the Copper Basin. Mrs. Scheidt reported CVEA received 10 percent of ballots in each district, so it should be a valid election.

J. OTHER BUSINESS

1. Work Session Report

President Rake reported no action was required from the executive session.

1. CEO Million referred to his presentation of CVEA’s safety program. He summarized goals and how it has impacted CVEA’s safety culture and that there is a consistent decreasing trend in injuries reported.

2. Director Training/Travel

Mrs. Horvath provided information and update agenda for the NWPPA Annual Meeting that is hosted in Anchorage. No directors expressed interest in attending.

4. Agenda Item Request

At the March board meeting, Director Rake requested a clip of Down to Earth featuring geothermal heat in Iceland be shown at the April board meeting.
Recess taken at 3:35 p.m.
Back in session at 3:50 p.m.

K. **EXECUTIVE SESSION**

**MOTION** Treasurer Stark moved that the Board go into executive session to discuss personnel matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

    Director Stowe seconded.

Motion passed.

Into executive session at 3:51 p.m.
Out of executive session at 4:07 p.m.

L. **DIRECTOR/CEO COMMENTS**

Director Kildal said it was a good meeting. He thanked CEO Million for all his work and said it was good to get to know Director Shorten during his term. Director Kildal thanked Mrs. Scheidt and gave her kudos for all her hard work on the annual meeting.

Director Shorten said it was a very good meeting and appreciates everything he’s learned being on the Board. It has been good to see how a good operation runs. Director Shorten stated he would like to rerun when he is able to dedicate more time to being on the Board.

Director Hess said he echoed what everyone else said. It was a great meeting, and it is good to be able to discuss ideas and bounce them off each other. He reported he is having a great time on the Board and appreciates everyone’s patience.

Vice President Delaquito said as always, it was a great meeting. She thanked Mrs. Scheidt for always providing co-op updates. Vice President Delaquito thanked Mrs. Matthews for fiscal responsibility and updates on grants. She Appreciates CEO Million’s legislative updates and all the money CVEA is saving the members with the excellent safety program.

Treasurer Stark said it was a great meeting and it was great to get to know and serve with Director Shorten. He thanked the staff for keeping the lights on.

Director Saxe said it was a great meeting and was glad to attend in person. He enjoys being on the Board and it was great serving with Director Shorten. Director Saxe thanked CEO Million, Mrs. Matthews, Mr. McKinzey and Mrs. Scheidt for all their work.

Secretary Stowe thanked all the staff for providing updates on the co-op as well as the legislative updates. He wanted to say a big thank you to the office staff, field workers, and management for all the do. Secretary Stowe echoed what President Rake said, it has been pleasure to serve with Director Shorten and good luck on his future.
President Rake said it has been a pleasure to serve with Director Shorten and he was a great choice to be on the Board. He thanked all staff, field staff, and management for all they do. He hopes the board can continue to work with management cohesively to keep being productive.

CEO Million said thank you for working together well during the executive session. He appreciated the comment from the member who said it was enjoyable to see how great staff, management, and Board work together during a Board meeting. CEO Million thanked Director Shorten for his work on the Board. It is sad to see him go, but it has been great to work with him. Thank you.

M. ADJOURNMENT

President Rake adjourned the meeting at 4:18 p.m.

[Signature]
Secretary
COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
12 p.m. – March 16, 2023 – Valdez, Alaska 
AGENDA

A. CALL TO ORDER

B. PROOF OF QUORUM

C. CONSENT AGENDA

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F. SAFETY MINUTE

G. RECOGNITION OF GUESTS

H. MEMBERS’ COMMENTS

I. REPORTS

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K. EXECUTIVE SESSION (if necessary)

L. DIRECTOR/CEO COMMENTS

M. ADJOURNMENT

N. CVEA COMMUNITY FOUNDATION BUSINESS (if necessary)
A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 12:02 p.m. in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe established a quorum with Director Shorten absent and all other Directors present.

C. CONSENT AGENDA

President Rake asked if any member wished to remove any item from the Consent Agenda; hearing no request President Rake declared the Consent Agenda approved as presented by general consent.

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – February 16, 2023
3. Engineering Report
4. Safety and Regulatory Compliance Report
5. Community Foundation Report

D. APPROVAL OF AGENDA

MOTION Director Kildal moved to approve the agenda as amended, moving item E.1 Board Policy Review to item E.2, moving item E.2 2022 Audit Report to E.1, and adding item E.3 arbitration.

Secretary Stowe seconded.

Motion passed.
E. WORK SESSION – EXECUTIVE SESSION

MOTION Secretary Stowe moved that the Board go into executive session to discuss the Board Policy Review, 2022 Audit Report, and arbitration, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Hess seconded.

Motion passed.

Into executive session at 12:05 p.m.
Out of executive session at 1:18 p.m.

Recess taken at 1:18 p.m.
Back in session at 1:25 p.m.

F. SAFETY MINUTE

CEO Million reminded everyone to be aware of the spring thaw and freeze cycles. Be mindful of slick surfaces and unpredictable animals/people in the roadway as we transition to spring. It is important to be cautious this time of year when it snows, as it covers the ice causing slipping hazard.

G. RECOGNITION OF GUESTS

H. MEMBERS’ COMMENTS

There were no member comments.

I. REPORTS

1. Management Reports

All managers referred to their written report included in the board packet for questions.

a. Director of Communications – Mrs. Scheidt did not have any updates. The Board inquired about the annual meeting and the importance of voting even when there is only one person running for the position.

b. Chief Operating Officer – Mr. McKinsey updated the Board on the FERC license amendment and that the T-Line public comment period had close and had one comment submitted that was in support of removing the t-line from the license. The line replacement on the Duck Flats and Dayville Road project is behind schedule due to engineering delays. The surge arrestors in the transmission substations are at end of life, costing $200,000 to replace, which was not budgeted for. However, CVEA will not be completing the feeder line upgrade, can utilize that budget for surge arrestors and will move forward with getting them replaced this year. Mr. McKinsey responded to inquiries about delaying feeder line upgrade.
c. Chief Financial Officer – Mrs. Matthews referred to her written report. She provided an update regarding fluctuating rates due to Solomon Gulch Lake being lower than normal and higher fuel costs. However, CVEA received a carbon tax refund from Petro Star for about $80,000 as the co-op was charged a tax that was not applicable to CVEA.

d. Chief Executive Officer – CEO Million provided updates on numerous legislative matters. He reported that the MMR public meetings were held in both districts, which had a decent turnout. USNC will draft a PPA agreement with CVEA if they decide to move forward with the MMR. CEO Million interviewed with Alaska Business Magazine regarding the nuclear feasibility study and will provide the board with a draft when it is available. There will be public meetings on Monday, March 20, in both board rooms at 5:30 p.m. to update the community of the rate study process.

CEO Million responded to inquiries concerning the replacement of Alyeska’s engineer, who was working on the VMT tie, and the timeframe for licensing nuclear power plants.

2. Financial Statements

Mrs. Matthews referred to the December 2022 and January 2023 Financial Statements for questions and pointed out key points.

3. Annual Meeting Update

Mrs. Scheidt reminded the Board of the dates for the annual meeting in each district. Nominations have closed and Jeff Saxe is running in Valdez and Jan Maslen in the Copper Basin. She said ballot packets will be compiled on March 28, mailed March 30, and the deadline for ballots to be returned is April 25.

J. OTHER BUSINESS

1. Work Session Report

CEO Million said he appreciated everyone’s attention and participation in the work session discussions. Mrs. Matthews said she was appreciative for the Board’s attention during the 2022 Audit Report work session.

MOTION Treasurer Stark moved to accept the 2022 Audit Report as presented.

Director Kildal seconded.

Motion passed.

MOTION Treasurer Stark moved to approve Board Policy 112 as modified in executive session.

Vice President Delaquito seconded.
Motion passed.

2. **Director Training/Travel**

Ms. Horvath reminded the Board that President Rake attended the NRECA PowerXchange Conference in Nashville at the beginning of March and would present a verbal report. President Rake summarized the pre-conference workshops he took prior to attending PowerXchange. He stated it was an eventful and busy few days and excellent information was provided. President Rake thanked the Board for the opportunity to attend.

Ms. Horvath referred to her written report if any Directors were interested in attending various conferences. No Directors indicated they were interested at this time.

3. **Agenda Item Requests**

At the February Board Meeting, it was requested by the Board to discuss electric vehicles and EV charging stations. CEO Million provided information on how EV charging stations determine rates to charge customers. CEO Million responded to Director Saxe’s inquiry about changing tariff language for reselling electricity.

President Rake requested a clip of *Down to Earth*, which explores geothermal heat in Iceland, be shown at the April Board Meeting.

K. **EXECUTIVE SESSION**

No executive session as necessary.

L. **DIRECTOR/CEO COMMENTS**

Vice President Delaquito said it was a great meeting as always and stated the great audit results are reflective of a wonderful team with great management and oversight. She said it was a great meeting with lots of information.

Director Kildal said it was a good meeting. He thanked Mrs. Matthews for her work on the audit and keeping the co-op on track.

Director Hess said this was his first meeting with an audit and the auditors made him feel the co-op is on the right track. He said he has faith things are being done right and thanked everyone for all the work and information.

Director Saxe congratulated Mrs. Matthews and the accounting department on the good audit results. He thanked everyone for a good meeting and will hopefully see everyone in person for the April meeting.

Treasurer Stark thanked staff for everything that went into the meeting and thanked Mrs. Matthews for her work on the audit update.

Secretary Stowe thanked everyone and said we have a good team. He congratulated Mrs. Matthews on the great audit and thanked everyone for what they do.
President Rake said it was great to see CEO Million and Mrs. Matthews network with others in the industry at the NRECA PowerXchange. He thanked the Board for approving his attendance and thanked staff for all they do for the co-op.

CEO Million thanked Wayne for covering while he and Mrs. Matthews were in Nashville for the NRECA PowerXchange. He congratulated Mrs. Matthews and her team for another successful audit. CEO Million thanked everyone for all they do and reminded them it is time to start preparing for the annual meeting.

M. **ADJOURNMENT**

President Rake adjourned the meeting at 2:39 p.m.
COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
12 p.m. – February 16, 2023 – Glennallen, Alaska
AGENDA

A. CALL TO ORDER

B. PROOF OF QUORUM

C. CONSENT AGENDA

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L. EXECUTIVE SESSION (if necessary)

M. DIRECTOR/CEO COMMENTS

N. ADJOURNMENT

O. CVEA COMMUNITY FOUNDATION BUSINESS

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REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
February 16, 2023

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A. **CALL TO ORDER**

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 12:04 p.m. on February 16, 2023, in the Glennallen board room.

B. **PROOF OF QUORUM**

Secretary Stowe established a quorum with Directors Saxe and Kildal participating via videoconference, Director Shorten via teleconference, and all other Directors present.

C. **CONSENT AGENDA**

President Rake asked if any member wished to remove any item from the Consent Agenda; hearing no request President Rake declared the Consent Agenda approved as presented by general consent.

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – January 19, 2023
3. Engineering Report
4. Safety and Regulatory Compliance Report

D. **APPROVAL OF AGENDA**

**MOTION** Treasurer Stark moved to approve the agenda as modified, adding NWPPA Board vacancy as item K.6 to the agenda.

Director Saxe seconded.

Motion passed.
MOTION  Vice President Delaquito moved to go into executive session to discuss CEO Succession Planning, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Treasurer Stark seconded.

Motion passed.

Into executive session at 12:07 p.m.
Out of executive session at 12:36 p.m.

E.  WORK SESSION – EXECUTIVE SESSION

An Executive session was held to discuss CEO Succession planning. No action was taken as a result of the executive session.

F.  WORK SESSION

A work session was held to discuss tariff changes. No action was made as a result of the work session.

G.  SAFETY MINUTE

Mrs. Matthews presented about the importance of the balance of safety. She recalls being in in the Cayman Islands and seeing a utility truck driving down the road with a person in the bucket. Mrs. Matthews covered the importance of OSHA regarding safety requirements to reduce the number of accidents and lives lost.

H.  RECOGNITION OF GUESTS

There were no guests.

I.  MEMBERS’ COMMENTS

Ruth McHenry of Copper River Alliance submitted a packet of information to include in the board packet regarding the Nuclear Feasibility Study.

J.  REPORTS

1.  Management Reports

All managers referred to their written report included in the board packet for questions.

   a.  Director of Communications – Mrs. Scheidt provided an update regarding the annual meeting. Copper Basin district member Jan Maslen is running and has been approved to be on the ballot. Wade Sampson did not meet qualifications to run for the board as he is related to an employee. Incumbent Director Jeff Saxe is running in the Valdez district. She reminded staff of the importance of following the proper
protocol to get a nomination packet for members who would like to run for the Board.

Mrs. Scheidt responded to inquiries regarding director nominations.

b. Chief Operating Officer – Mr. McKinsey provided an update on outage reports and how CVEA can reduce outages. He reported that surge arresters have failed in the substations, even though they were tested last year. Thirty surge arresters will need to be replaced, which was unexpected and not budgeted for.

Mr. McKinsey reported that Solomon Gulch Lake is lower than normal due to using more hydro in December and January to keep rates low during high usage months. He provided an update to the Board that Steve Williams was promoted to Power Generation Manager and two Power Generation Trainee candidates were offered positions and verbally accepted.

Mr. McKinsey responded to inquiries in regards to obtaining surge arresters.

c. Chief Financial Officer – Mrs. Matthews provided an update that auditors will not be onsite this year as planned but is going well so far. She reminded the Board that there are no financials in the board packet this month as they are closing up 2022 financials. The auditors will present at the March board meeting once the audit is wrapped up. Mrs. Matthews responded to inquiries regarding auditor’s responsibilities for CVEA.

Mrs. Matthews provided an update on rate increases and how CVEA will offset the 5-cent increase per kWh to level costs for members during the winter months.

d. Chief Executive Officer – CEO Million provided an update on the CEO Close-up he attended in January. A key point that was focused on is how rapidly the electric industry is changing and how to adapt and stay ahead of the changes. He talked about the challenges of changes in regulation regarding the type of steel used in transformers, which has led to prolonged lead time for materials.

CEO Million reported on his trip with Director Shorten to the APA State Legislative Conference in Juneau. During the breakout sessions, a common theme was the importance of working together and collaborating between the political parties as well as the House and the Senate.

CEO Million reported he was appointed by the Governor’s staff to sit on the Alaska Broadband Advisory Board as the Rural Utility Representative.

CEO Million provided an update to the Board regarding Railbelt utility contracts with Hilcorp which will expire in the next five years. These contracts will not look like they have in the past as they are unsure about the having the supply of natural gas that is needed. CEO Million responded to inquiries regarding the Roadbelt intertie and grant funding.
K. OTHER BUSINESS

1. Work Session Report

No work session report was needed as a result of the work session.

2. Credentials & Election Committee Appointments

Names of members who volunteered to serve on their respective C&E Committees were provided to the Board.

MOTION Vice President Delaquito moved to appoint Karen Hoeft, Shannon Saavedra, Charlene Nollner, Jenna Buck, and Ann Crow to the Copper Basin District Credentials and Election Committee, and to appoint Anna Bell Hand as an alternate in case a committee member is unable to serve their commitment.

Treasurer Stark seconded.

Motion passed.

MOTION Treasurer Stark moved to appoint Myrna Dahl, Kate Goudreau, Jennie Sodergren, Karen Feero, and Kelly Brown to the Valdez District Credentials and Election Committee, and to appoint Bobby Gibbs as an alternate in case a committee member is unable to serve their commitment.

Secretary Stowe seconded.

Motion passed.

3. Solomon Gulch Spillway Raise

At the January board meeting, information was requested on the Solomon Gulch Spillway raise. CEO Million referred to the 2020 Solomon Gulch Pool Raise Evaluation – Project Status and Design Development Update presentation provided to the Board.

4. Director Training/Travel

Director Shorten provided a verbal report of the Alaska Power Association Legislative Conference which he attended in Juneau on January 31 – February 2. He provided a summary of key points he found interesting and encouraged any director to participate to gain broad knowledge of what is required on the legislative front. He thanked the Board for allowing him to participate. Director Shorten attended Consumer Centric Utility course which focused on how the electric utility is changing over time, from coal to hydro.
Ms. Horvath referred to the Director Training/Travel memo regarding any requests to attend Director education or conferences. No action was taken.

5. **Agenda Item Requests**

It was requested that electric vehicles be added to the agenda for the March board meeting.

6. **NWPPA Board Seat**

NWPPA is looking to fill a Board Member seat on their Board. The seat is for a Board Member of a NWPPA utility. There are approximately 20 – 25 individuals on the Board and they meet 3 times a year. Director Hess reported he would be interested in being nominated for the NWPPA Board Member seat.

L. **EXECUTIVE SESSION**

No executive session was necessary.

M. **DIRECTOR/CEO COMMENTS**

Director Shorten said it was a pretty good meeting and appreciated all the information. He wished he could attend in person but was glad to be able to call in.

Director Hess said it was a great meeting. He enjoyed all the input, and we have right Director of Communications to communicate the information to the public and said he is thankful for Mrs. Matthew’s hard work. He said he believes the co-op is going in the right direction.

Director Kildal said it was a good meeting and he was glad to be able to videoconference in. Thanked CEO Million for the information regarding the Solomon Gulch spillway raise.

Vice President Delaquito said it was a great meeting. She reported she recently had some homeschool students come over and rave about the electricity tour and presentation for the homeschool program. Vice President Delaquito thanked Mrs. Matthews and her team for their hard work on the audit. She thanked Mr. McKinzey for the visuals in his board report to help her understand as a visual learner. She reported she is glad to be a part of a such a great co-op.

Director Saxe said it was a good meeting and appreciated the information the Solomon Gulch spillway raise. He wished staff luck with presenting the tariff change and rate change information at the annual meeting.

Secretary Stowe said it was a good meeting and said that staff has done great work to keep the Board informed. He said he speaks for the Board when he says he appreciates all the good hard work they put in for the co-op.

Treasurer Stark thanked everyone for all that is done to keep the lights on, and he is glad to be back.

President Rake echoed the other board member comments. He wished Mrs. Matthews luck with the audit and Mrs. Scheidt luck with annual meeting. President Rake thanked CEO Million, Mr. McKinzey, and Ms. Horvath for all the do for the co-op.
CEO Million said the Board covered it all. We are all working 100 percent and moving at a rapid pace at all times. Construction season is about to begin soon. He reported he is looking forward to attending NRECA PowerXchange with Mrs. Matthews and President Rake in a few weeks.

N. ADJOURNMENT

President Rake adjourned the meeting at 3:15 p.m.

[Signature]
Secretary
O. CVEA COMMUNITY FOUNDATION BUSINESS

In accordance with the Copper Valley Electric Association, Inc. Community Foundation Bylaws, Section 5, Meetings: All regular meetings of the Board of Directors will coincide with scheduled meetings of the CVEA Board of Directors. CVEACF action items will be presented on the CVEA Board of Director agenda as CVEACF Business.

Vice President Rake called the CVEA Community Foundation Regular Meeting to order at 3:16 p.m. in the Glennallen board room. Secretary/Treasurer Delaquito established a quorum.

1. Scholarship Committee Appointments

MOTION Secretary/Treasurer Delaquito moved to appoint Ramona Henspeter, Wendy Caldwell, and Sharron Ables to the Copper Basin District Scholarship Committee, and to appoint Gina Hoke to serve as an alternate in case a committee member is unable to serve their commitment.

    Director Stark seconded.

    Motion passed.

MOTION Director Stark moved to appoint Stephanie Morgan, Ben Rush, and Rebecca Jeffries to the Valdez District Scholarship Committee, and to appoint Angela Reese to serve as an alternate in case a committee member is unable to serve their commitment.

    Secretary/Treasurer Delaquito seconded.

    Motion passed.

Vice President Rake adjourned the meeting at 3:18 p.m.

[Signature]
Secretary
COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
10 a.m. – January 19, 2023 – Valdez, Alaska
AGENDA

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B. PROOF OF QUORUM

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   6. 

K. EXECUTIVE SESSION (if necessary)

L. DIRECTOR/CEO COMMENTS

M. ADJOURNMENT
A. **CALL TO ORDER**

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 10:09 a.m. in the Valdez board room.

B. **PROOF OF QUORUM**

Secretary Stowe reported a quorum was established with Director Saxe and Secretary Stowe participating via teleconference, Treasurer Stark absent, and all other Directors present.

C. **CONSENT AGENDA**

President Rake asked if any member wished to remove any item from the Consent Agenda; hearing no request President Rake declared the Consent Agenda approved as presented by general consent.

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – December 15, 2022
3. Safety and Regulatory Compliance Report

D. **APPROVAL OF AGENDA**

MOTION Vice President Delaquito moved to approve the agenda as presented.

Director Kildal seconded.

Motion passed.
E. **WORK SESSION**

**MOTION**  
Vice President Delaquito moved to go into executive session to conduct the CEO Performance Evaluation, to discuss the USNC Feasibility update, and other matters, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Shorten seconded.

Motion passed.

Into executive session at 10:12 a.m.
Recess taken at 11:06 a.m.
Back in executive session at 11:10 a.m.
Recess taken at 12:10 p.m.
Back in executive session at 12:25 p.m.
Out of executive session at 1:01 p.m.

F. **SAFETY MINUTE**

Mr. McKinsey encouraged everyone to think about the times they have successfully drove on slick roads or avoided hitting unexpected wildlife and to focus on the positive outcomes rather than only the failures. He shared the importance of being present, in the here and now, and focusing on the task at hand to avoid accidents.

G. **RECOGNITION OF GUESTS**

There were no guests.

H. **MEMBERS’ COMMENTS**

There were no member comments.

I. **REPORTS**

1. **Management Reports**

All managers referred to their written report included in the board packet for questions.

a. Director of Communications – Mrs. Scheidt updated the Board on upcoming deadlines for the annual meeting. She reported director nominations are coming up and incumbent Director Saxe has turned in his nomination packet. Director nomination packets are due February 9. Mrs. Scheidt reported the *Behind the Switch: An Office Story* is ready and will be played for the Board at the conclusion of the meeting.

President Rake and Vice President Delaquito thanked Sharon for the senior citizen event and commented on how enjoyable and successful it was for both districts.
Mrs. Scheidt responded to President Rake’s suggestion regarding a public perception that CVEA is not utilizing hydro during winter months.

b. Chief Operating Officer – Mr. McKinze announced that Steve Williams was promoted to Power Generation Manager and will begin his new position on February 1. Mr. McKinze reported there were 42 applications received for the Power Generation Trainee position and CVEA is moving forward with interviewing the top six candidates.

Mr. McKinze responded to inquiries regarding outages.

c. Chief Financial Officer – Mrs. Matthews provided an update on grant applications and interest rates. She reported staff are finalizing 2022 financials and preparing for auditors to be on site in February.

Mrs. Matthews responded to an inquiry regarding temperature readings on the SmartHub. She reported SmartHub locations are pulled from the closest NOA weather station to your meter, which are currently located in Eureka, Gulkana airport, Valdez airport, Valdez City Central within the CVEA service area.

Mrs. Matthews provided information on rates and how they are stabilized with the overcollection over the winter months with fluctuating fuel rates. Mrs. Matthews referred to the board packet regarding capital credit retirements.

d. Chief Executive Officer – CEO Million provided an update on the economics of the nuclear feasibility study. He reported that the podcast he participated in with NRECA was the most downloaded podcast they had in 2022. CEO Million provided an update on APA membership dues, which have increased, pushing CVEA slightly over budget.

CEO Million reported the senior citizen event went well in both districts and he received great feedback. He also provided an update on CVEA donating the award for the Copper Basin 300 Sportsmanship Award.

CEO Million will be in Juneau on January 30 through February 3 with Director Shorten to meet with Legislators to provide information on various topics related to CVEA.

2. Financial Statements

Mrs. Matthews referred to the November 2022 Financial Statements included in the board packet for questions and updated the Board. She responded to inquiries regarding CVEA assets and the longevity of the R&R fund.

J. OTHER BUSINESS

1. Work Session Reports

An executive session work session was conducted earlier in the agenda.
MOTION

Vice President Delaquito moved to approve the CEO compensation changes as was discussed in the executive session work session on January 19, 2023.

Director Shorten seconded.

Motion passed.

2. **Tariff Changes**

Mrs. Matthews referred to the memo regarding tariff changes. At the February Board Meeting, Mrs. Matthews will provide a redline version of the tariff changes and draft presentation for the public meetings.

3. **ACRE/CARE Contribution**

CEO Million provided a review of what the Political Action Committees (PAC), Alaska CARE and ACRE, and how contributed funds are distributed. He provided an update that ACRE will be changing the name to The America’s Electric Cooperative PAC. Directors submitted their contribution forms.

4. **Director Training/Travel**

Ms. Horvath referred the Board to information included in the board packet of upcoming training opportunities.

MOTION

Vice President Delaquito moved to approve expenses for two directors to participate in the January – May, 2023 online director education courses.

Director Shorten seconded.

Motion passed.

4. **Agenda Item Requests**

President Rake requested CEO Succession Planning be added to the agenda for the February board meeting.

Director Saxe requested Solomon Gulch Spillway raise be added to the agenda for the February board meeting.

K. **EXECUTIVE SESSION**

No executive session was necessary.
L. DIRECTOR/CEO COMMENTS

Vice President Delaquito said it was a great meeting. She thanked Travis for being a strong leader and keeping the co-op going in the right direction. She thanked staff for being amazing and all the hard work they do. She is thankful to be here.

Director Hess said it was a good meeting but disappointed in the results of nuclear study. He appreciates working together as a Board and being candid with each other to be a great Board of Directors.

Director Saxe thanked everyone for a good meeting and the input. He apologized for not being on videoconference but was glad to join via teleconference.

Director Kildal said he was disappointed in the results of the economic aspects of the nuclear study. But appreciates the hard work put toward it; it was a good meeting.

Secretary Stowe reported it was a good meeting and wished Jaime good luck with the audit next month.

Director Shorten said it was great to be back in person to a meeting again. He was thanked everyone for the preparation for the meeting. He was hopeful for economic portion of the nuclear study but stated the financial aspects do not calculate out for the membership.

President Rake congratulated Andy on obtaining his CCD. He agreed with the many good comments already stated and thanked staff for everything they do because it is noticed every single day. He congratulated Mr. McKinsey on the new title, as Chief Operating Officer.

CEO Million, thanked the Board for their support. He pointed out staff for their hard work behind the scenes and the good work culture to be a great team. He thanked the Board’s continued support in helping CVEA to move forward.

M. ADJOURNMENT

President Rake adjourned the meeting at 2:06 p.m.

Secretary