

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
11:30 a.m. – March 21, 2024 – Valdez, Alaska  
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L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
1 p.m. – February 15, 2024 – Glennallen, Alaska  
A G E N D A

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J.	EXECUTIVE SESSION (if necessary)	
K.	DIRECTOR/CEO COMMENTS	
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REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
February 15, 2024

Directors Present

Lon Rake  
Paul Kildal  
Andy Hess  
Will Stark  
Jan Maslen  
Yvette Delaquito  
Dan Stowe

Directors Absent

Jeff Saxe

Others Present

Jaime Matthews – CVEA  
Sharon Scheidt – CVEA  
Wayne McKinzey – CVEA  
Sara Horvath – CVEA  
Lindsay Malone - CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 1:01 p.m. on February 15, 2024, in the Glennallen board room.

B. PROOF OF QUORUM

President Rake appointed Director Hess Secretary Pro Tem due to Secretary Stowe's absence. Secretary Pro Tem Hess established a quorum, with Secretary Stowe and Director Kildal expected to join momentarily, Director Saxe 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 – January 18, 2024
3. Community Foundation Monthly Report

D. APPROVAL OF AGENDA

MOTION            Director Maslen moved to approve the agenda as presented.

Treasurer Stark seconded.

Motion passed.

E. SAFETY MINUTE

Mr. McKinzey reminded the Board to be cautious of basements that have been converted into bedrooms, even if they have Egress windows. The winter snow load could be deep and heavy, easily blocking the ability for someone to safely exit the window in case of an emergency. Make sure to clear the snow and keep emergency exits free of any obstructions.

F. RECOGNITION OF GUESTS

There were no guests.

G. MEMBERS' COMMENTS

There were no member comments.

H. REPORTS

1. Management Reports

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

- a. Finance Manager – Ms. Malone provided an update on personnel. She informed the Board of new hires and open positions at the co-op.

Ms. Malone provided the Board with an update on 2023 financials which would be presented with the audit presentation at the March board meeting. Ms. Malone updated the board on budget billing.

Secretary Stowe and Director Kildal joined the meeting.

- b. Director of Communications – CEO Matthews provided a verbal update to the Board due to Mrs. Scheidt's absence. She updated the Board on member communications and information in regard to the e-newsletter, *Behind the Switch: A Newsletter Edition*.

CEO Matthews provided an update on board nominations and the annual meeting.

- c. Chief Operating Officer – Mr. McKinzey provided an update on winter outages and plans for mitigation. He provided an update on the Valdez Marine Terminal (VMT) Intertie, which completion had been delayed until late spring.

Mr. McKinney reported on the status of Alaska Occupational Safety and Health (AKOSH) consultation, which was delayed until March due to weather.

Mr. McKinzey and CEO Matthews provided the Board with information on transfer switches.

Mr. McKinzey responded to inquiries on vegetation management, contract bids, equipment, and personnel.

- d. Chief Executive Officer – CEO Matthews provided the Board with legislative updates and referenced Mrs. Scheidt’s attendance at the APA Legislative Fly-In in Juneau. She informed the Board of her planned trip to Juneau later in February with CVEA Lobbyist, Mr. Markley.

CEO Matthews referred to the NRECA Delegate Certification attached to her board report, which requires signatory of the Board of Directors president and secretary.

## I. OTHER BUSINESS

### 1. Dissolution of Trans-Alaska

MOTION Treasurer Stark moved to authorize the CEO to sign the dissolution paperwork for the Trans-Alaska organization formed in 1972.

Director Maslen seconded.

Motion passed.

### 2. AKCARE and PAC Contributions

CEO Matthews provided a review of AKCARE and the Political Action Committees (PAC), and how contributions are distributed. Directors submitted their contribution forms.

### 3. Director Education

Updates for director education were provided by CEO Matthews and Ms. Horvath. Vice President Delaquito expressed her interest in enrolling in an NRECA director training.

CEO Matthews updated the Board on President Rake’s nomination to be on the NWPPA Board of Trustees.

MOTION Treasurer Stark moved to approve expenses for Vice President Delaquito to enroll in NRECA course 930.1 Ethics and Governance: Implementing the New Accountability.

Director Maslen seconded.

Motion passed.

### 4. Agenda Item Requests

It was requested that the cost of fuel be added to the agenda for the April board meeting.

## J. EXECUTIVE SESSION

No executive session was necessary.

K. DIRECTOR/CEO COMMENTS

Secretary Stowe said it was a good meeting and a lot of information.

Vice President Delaquito said it was a great meeting and she is looking forward to the March board meeting and substation tour. She appreciated the personnel updates for the Board.

Director Maslen said it was a great meeting and appreciated all the hard work, information, and follow-up for the Board.

Director Hess said it was a great meeting and he is glad to see the co-op on the right track.

Director Kildal said it was a good meeting and he was glad to be able to teleconference in.

Treasurer Stark thanked everyone for all that is done to keep the lights on. He appreciates being part of a good team.

President Rake stated it was a great meeting and thanked staff and board members for all that they do.

N. ADJOURNMENT

President Rake adjourned the meeting at 2:02 p.m.

  
Secretary



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3.	Director Training/Travel .....	69
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REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
January 18, 2024

Directors Present

Lon Rake  
Yvette Delaquito  
Jan Maslen  
Jeff Saxe  
Andy Hess  
Paul Kildal  
Dan Stowe

Directors Absent

Will Stark

Others Present

Jaime Matthews – CVEA  
Sharon Scheidt – CVEA  
Wayne McKinzey – CVEA  
Lindsay Malone – CVEA  
Sara Horvath – CVEA

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

Due to Secretary Stowe's absence, Director Delaquito was appointed Pro Tem until Secretary Stowe joined the meeting. Secretary Pro Tem Delaquito reported a quorum was established with Treasurer Stark and Secretary Stowe 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.

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D. APPROVAL OF AGENDA

MOTION      Director Maslen moved to approve the agenda as presented.

Vice President Delaquito seconded.

Motion passed.



E. WORK SESSION

MOTION Vice President Delaquito moved to go into executive session to discuss union negotiations and to conduct the 2023 CEO performance evaluation, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Maslen seconded.

Motion passed.

Into executive session at 11:05 a.m.

Out of executive session at 12:04 p.m.

Recess taken at 12:04 p.m.

Back in session at 12:25 p.m.

F. SAFETY MINUTE

CEO Matthews referred to the ARECA Insurance Exchange handout and the *CVEA Health and Safety Newsletter* included in the board packet.

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. Finance Manager – Mrs. Malone provided the board with personnel updates in including open positions and new hires. She referred to the board packet for a preview of the new customized bill. Mrs. Malone updated the board on a decrease in rates for January.

Mrs. Malone and CEO Matthews responded to inquiries on budget billing and personnel.

- b. Director of Communications – Mrs. Scheidt updated the board on the launch of the newsletter, *Behind the Switch: A Newsletter Edition*. She informed the board of an error printed in the January newsletter regarding the Dayville Road Project.

Mrs. Scheidt provided updates on due dates for scholarships and the annual meeting. She reported that Mrs. Jorgenson-Owen had been working in the schools to present scholarship opportunities.

Ms. Horvath provided an update on board nominations.

Vice President Delaquito thanked Mrs. Scheidt for her polite and informative responses to complaints of outages on social media.

Mrs. Scheidt responded to an inquiry regarding advertisements for vacant positions.

- c. Chief Operating Officer – Mr. McKinzey updated the board on the delay of the Valdez Marine Terminal (VMT) Intertie until spring 2024. He provided an update on internal promotions and new hires in the operations department.

Mr. McKinzey responded to inquiries regarding the VMT Intertie and outages.

- d. Chief Executive Officer – CEO Matthews updated the board on the legislative session, which began January 16. She reported that Mrs. Scheidt and CVEA Lobbyist, Mr. Markley, would attend the APA Legislative Conference at the end of January. She updated the board on a request from GVEA to sign a dissolution of Tran-Alaska G&T, which was organized between CVEA and Railbelt utilities in 1972, but was not developed any further.

CEO Matthews provided a summary of her experience at the NRECA CEO Close-Up. She informed the board she will be hosting an informal meeting in February, in each district, to provide members the opportunity to meet, ask questions, and share concerns with CEO Matthews.

## 2. Financial Statements

CEO Matthews referred to the November 2023 Financial Statements included in the board packet. She reminded the board that there will be no financial statements for the February board meeting.

## J. OTHER BUSINESS

### 1. Work Session Reports

An executive session work session was conducted earlier in the agenda to discuss union negotiations and to conduct the CEO performance evaluation.

MOTION Director Maslen moved to ratify the Outside/Plant Collective Bargaining Agreement effective January 1, 2024.

Vice President Delaquito seconded.

Motion passed.

MOTION Director Hess moved to approve the CEO compensation changes as was discussed in the executive session work session on January 18, 2024.

Director Saxe seconded.

Motion passed.

2. December Outages

CEO Matthews and Mr. McKinzey referred to the outage report and press releases included in the board packet and responded to inquiries. They assured the board that system reliability is of high priority. Staff has worked to make improvements to the system as the co-op adapts to changes in weather patterns.

CEO Matthews responded to inquiries regarding the expenses of outages.

3. Director Training/Travel

Ms. Horvath referred the board to the NRECA Director Training Catalog for training opportunities in 2024.

Recess taken at 1:47 p.m.

Back in session at 1:54 p.m.

4. Agenda Item Requests

Director Hess requests information regarding transfer switches be brought to the February board meeting.

Due to weather conditions prohibiting travel, the Solomon Gulch Substation director tour was postponed and will be available for directors to attend prior to the March board meeting.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Director Hess stated it was a great meeting and he appreciated all the information.

Director Maslen commented on how great the legislative brochure turned out and it would be a great tool to have while networking. She thanked staff for their hard work during the recent outages.

Vice President Delaquito said it was a great meeting and commented how great the legislative brochure turned out. She stated she appreciated CEO Matthews' leadership and thanked staff for all their hard work.

Director Saxe thanked everyone for a good meeting and stated it was very informative. He stated though outages are rough, he appreciated ongoing efforts to mitigate future outages.


Secretary Stowe reported it was a good meeting and quite informative. He reported that he appreciated Mrs. Scheidt's outage communications.

President Rake thanked Mrs. Scheidt for a great job with outage communications during the recent outages. He thanked Mr. McKinzey for the great work and information. He congratulated CEO Matthews on a smooth transition.

CEO Matthews thanked the board for their support in helping CVEA move forward. She thanked staff for their hard work behind the scenes.

M. ADJOURNMENT

President Rake adjourned the meeting at 2:09 p.m.

  
Secretary

