

COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
1 p.m. – December 19, 2024 – Glennallen, Alaska
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REGULAR MEETING
CVEA BOARD OF DIRECTORS
December 19, 2024

Directors Present

Yvette Delaquito
Catherine Vereline
Andy Hess
Lon Rake
Jeff Saxe
Will Stark
Dan Stowe
Jan Maslen

Directors Absent

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 1:03 p.m.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established 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 – November 21, 2024
3. CVEA Community Foundation Monthly Report

D. APPROVAL OF AGENDA

MOTION Director Saxe moved to approve the agenda as presented.

Treasurer Stark seconded.

Motion passed.

E. SAFETY MINUTE

Mr. McKinzey reminded everyone to prepare for potential car troubles during winter driving conditions and cold temperatures. He advised ensuring that spare tires were accessible and suggested considering the purchase of a portable air compressor.

Mr. McKinzey shared a quote with everyone, emphasizing the importance of safety: “Working safely can get old, but so do the people that do it.”

G. RECOGNITION OF GUESTS

There were no guests.

H. MEMBER COMMENTS

There were no comments.

I. REPORTS

1. Management Reports

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

- a. Finance Manager – Ms. Malone provided updates on personnel matters for the Customer Service, Operations, and Power Generation departments. She also presented the Board with additional information regarding rates, Section 242: Hydroelectric Incentive Program funding, and the Cogeneration Debt Reimbursement.

- b. Director of Communications – Mrs. Scheidt updated the Board on the Senior Holiday Giving Program. She provided details about the *CVEA Behind the Switch: A Newsletter Edition* photo contest and shared updates on the CVEA recruitment video, which would be presented to the Board in January 2025.

She informed the Board that preparations for the CVEA Annual Meeting of Members were in progress, including updates on Bylaws changes and the 2025 Board of Directors election process. Additionally, Mrs. Scheidt provided information on CVEA scholarships and the Electricity in Schools Program.

Mrs. Horvath presented details on the 2025 Board of Directors election process.

Mrs. Scheidt addressed an inquiry regarding the scholarship program.

- c. Chief Operating Officer – Mr. McKinzey provided updates on the Valdez Marine Terminal (VMT) Intertie and the Department of Natural Resources (DNR) permitting process for the Allison Creek Hydro Project.

He reported that all unfused taps identified in the Copper Basin had been addressed and resolved. Mr. McKinzey also provided information on a recent outage.

Mr. McKinzey responded to inquiries regarding right-of-way (ROW) clearing, the Allison Creek tunnel, and outages.

CEO Matthews addressed an inquiry regarding general liability.

- d. Chief Executive Officer – CEO Matthews provided updates on legislative matters and a meeting she attended with the Alaska Energy Authority. She reminded the Board that she would be traveling to Juneau in February 2025 with Director Hess for the APA State Legislative Conference.

CEO Matthews informed the Board that CVEA did not receive the grant for which it had applied in collaboration with the Copper Valley Development Association (CVDA).

CEO Matthews responded to an inquiry on CVEA's life support list.

2. Financial Statements

Ms. Malone noted key points in October Financial Statements included in the board packet. She responded to inquiries on grant funding and the cost of power.

3. Safety and Regulatory Compliance Report

Mr. McKinzey referred to the Safety and Regulatory Compliance Report and noted key points. There were no questions.

4. APA Report

CEO Matthews summarized the key points discussed during the APA December Series Meetings in Anchorage, which she attended alongside President Rake.

President Rake shared notable highlights from the meetings.

J. OTHER BUSINESS

1. Board Policy Review

The Board of Directors reviewed *Director Handbook Policy 108 – Insurance for Directors*. Any revisions would be brought to the Board for approval at the January Board Meeting.

Director Hess inquired about directors and officer's insurance.

2. 2025 Board Meeting Dates

CEO Matthews reviewed the 2025 calendar with the Board of Directors. She indicated that there were two schedule conflicts on the calendar, which resulted in the need to change the February and October Board Meeting dates to the second Thursday of the month.

MOTION Director Saxe moved to approve the 2025 board meeting dates as presented.
Director Maslen seconded.

Motion passed.

3. Director Education

Vice President Delaquito provided a summary of her key highlights of her virtual attendance at the NRECA courses *919.1 – Cooperative Structure: A Strategic Advantage* and *951.1 – Developing Effective Boardroom Decision-Making*.

4. Agenda Item Requests

There were no requests.

Recess was taken at 2:23 p.m.

Back into session at 2:30 p.m.

K. EXECUTIVE SESSION

MOTION Director Saxe moved to go into executive session to discuss personnel, the immediate knowledge of which would have an adverse effect on the legal position of the Cooperative. There would be no action needed as a result of this work session.

Vice President Delaquito seconded.

Motion passes.

Into executive session at 2:31 p.m.

Out of executive session at 3:18 p.m.

Recess taken at 3:18 p.m.

Back into session at 3:24 p.m.

L. DIRECTOR/CEO COMMENTS

Director Hess thanked everyone for a productive meeting with good discussions. He expressed gratitude to the staff for their openness, willingness to provide information, and transparency in answering questions. He asked that the staff convey to the entire CVEA team the Board's appreciation for their hard work and dedication, noting that the Board prioritizes their safety above all else.

Treasurer Stark thanked staff for keeping the lights on and commented that it was a productive meeting.

Vice President Delaquito expressed her appreciation for the meeting and the personnel updates provided by Ms. Malone. She also thanked Mrs. Scheidt and her team for their efforts on the Senior Holiday Giving Program and expressed her gratitude to all the staff members who participated. She further thanked Mr. McKinzey for the Safety and Regulatory Compliance Report and his updates on the VMT Intertie. She expressed gratitude to all staff for their continuous dedication to the Co-op.

Director Maslen thanked the staff for their thorough reports. She thanked Mrs. Scheidt for her work on the recruitment video and appreciated Mr. McKinzey for the Safety and Regulatory Compliance Report, as well as CEO Matthews for her APA Report.

Director Vereline expressed her gratitude for the meeting and thanked the Board for sending her to the NRECA CCD School in Nashville. She reported that she gained valuable knowledge from the training and was grateful for the support. She also thanked the staff for their hard work and the valuable information they brought to the meetings.

Director Saxe said thanked everyone for a great meeting and wished everyone a Merry Christmas.

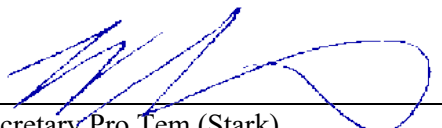
Secretary Stowe expressed his appreciation for a productive meeting and noted his gratitude for the efficient and forward-thinking staff and Board of Directors. He thanked the staff for making their roles easier.

President Rake thanked Mrs. Scheidt and her team for their work on the Senior Holiday Giving Program, recognizing the positive impact it has on the senior community. He also thanked Mr. McKinzey and his staff for their efforts to keep the lights on and wished everyone a Merry Christmas.

CEO Matthews shared her gratitude for the success of the staff Christmas party. She expressed her appreciation to the Employee Engagement Committee and Mrs. Horvath for their efforts in organizing the event. CEO Matthews emphasized that the event aligns with the strategic goal of being the Employer of Choice and thanked the Board for their support in fostering a positive company culture. She wished everyone a Merry Christmas and noted that a thank-you gift for each Board member was available for pick up after the meeting.

M. ADJOURNMENT

President Rake adjourned the meeting at 3:31 p.m.


Secretary Pro Tem (Stark)



COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
10 a.m. – November 21, 2024 – Valdez, Alaska
A G E N D A

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REGULAR MEETING
CVEA BOARD OF DIRECTORS
November 21, 2024

Directors Present

Lon Rake – President
Yvette Delaquito – Vice President
Dan Stowe – Secretary
Will Stark – Treasurer
Andy Hess
Jeff Saxe

Directors Absent

Catherine Vereline
Jan Maslen

Others Present

Jaime Matthews – CVEA
Wayne McKinzey – CVEA
Sharon Scheidt – 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 10:00 a.m. on November 21, 2024, in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established with Director Vereline 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 – October 10, 2024

D. APPROVAL OF AGENDA

MOTION Treasurer Stark moved to approve the agenda as presented.

Director Hess seconded.

Motion passed.

E. WORK SESSION

MOTION Treasurer Stark moved to go into executive session to discuss personnel, the immediate knowledge of which would clearly have an adverse effect on the legal position of the Cooperative, and the 2025 Budget, the immediate knowledge of which would clearly have an adverse effect on the finances of the Cooperative.

Secretary Stowe seconded.

Motion passed.

Into executive session at 10:03 a.m.
Recess was taken at 11:52 a.m.
Back into executive session at 12:03 p.m.
Out of executive session at 1:05 p.m.
Vice President Delaquito left the meeting.
Recess taken at 1:05 p.m.
Back into session at 1:14 p.m.

F. SAFETY MINUTE

CEO Matthews presented a safety minute on slips, trips, and falls.

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 – Ms. Malone provided a personnel update for the Customer Service Department. She highlighted the adjustment in rates for October due to the start of winter generation. Ms. Malone also outlined the plan for levelized rates from November through January. Additionally, she shared insights from recent leadership training with Peak Solutions.

Ms. Malone responded to an inquiry about grant funding.

- b. Director of Communications – Mrs. Scheidt updated the Board on the CVEA holiday calendars, which would be available after the Thanksgiving holiday. She provided an update on the Senior Giving Holiday Program, which would occur in early December.

Mrs. Scheidt and Mrs. Horvath responded to an inquiry on director nominations.

- c. Chief Operating Officer – Mr. McKinzey provided an update on the status of the VMT Intertie as well as the progress of the Solomon Gulch Substation demolition. He also referenced his written report detailing voltage readings and the system's capability to monitor CVEA's meters.

In response to an inquiry, Mr. McKinzey addressed work being conducted near Solomon Gulch.

- d. Chief Executive Officer – CEO Matthews referred to her written report for updates and provided additional information on the Community Change Grant, which had been submitted by the Copper Valley Development Association. She also shared updates on technical grant assistance initiatives for 2025, Renewable Energy Credits (RECs), and ongoing legislative matters.

CEO Matthews informed the Board about the Trustee position on the Board of the ARECA Insurance Exchange and announced she would submit her name for the position. Additionally, she shared details with the Board regarding the Leadership Training conducted by Peak Solutions

2. Financial Statements

Ms. Malone referred to the September 2024 Financial Statements included in the board packet for questions.

Ms. Malone responded to an inquiry on the debt collection ratio.

3. NWPPA Report

President Rake provided a verbal report on the NWPPA Board of Trustees meeting he attended in October. He provided information on committees and opportunities he learned about while in attendance.

4. Safety and Regulatory Compliance Report

Mr. McKinzey responded to an inquiry on a de-energized line with residual voltage on it.

- J. OTHER BUSINESS

1. Work Session Report

An executive session work session was conducted earlier in the agenda. Personnel updates were provided to the Board. No action was needed as a result.

The draft 2025 Budget was reviewed in detail. Ms. Malone reviewed the revisions to the Capital Work Plan noted in the board packet.

MOTION Treasurer Stark moved to approve the 2025 Budget as presented on November 21, 2024.

Secretary Stowe seconded.

Motion passed.

2. Board Policy Review

The Board reviewed *Policy 113 – Board of Director Meeting Documentation*.

MOTION Treasurer Stark moved to approve the revisions to Policy 113 as presented.

Secretary Stowe seconded.

Motion passed.

3. 2023 Capital Credit Policy Review and Retirement

Ms. Malone reviewed the criteria for estate retirements and the limit of \$20,000 annually as established in Policy 305. Ms. Malone referred to Policy 305 and the suggested revisions, which would be brought back in December for approval.

MOTION Treasurer Stark moved to approve a capital credit retirement in the amount of \$797,302 and an additional \$21,001 in estate retirements for 2024.

Secretary Stowe seconded.

Motion passed.

4. Write Offs

Ms. Malone referred to her written memo. She reviewed the write off amounts with the Board, which entails the amount members over in the 60+ day past due category who have left the system or have been disconnected.

MOTION Treasurer Stark moved to approve that staff be directed to write off \$4,839.93 for uncollectable sale of electricity; that staff be director to pursue collection of written amounts; and further, that amounts written off be offset against capital credits.

Director Hess seconded.

Motion passed.

5. Director Training/Travel

Ms. Horvath referred to the board packet for information regarding the APA December Series Meetings in Anchorage, Alaska.

MOTION Treasurer Stark moved to approve expenses for President Rake to attend the APA December Series Meetings in Anchorage, Alaska in December.

Director Saxe seconded.

Motion passed.

Ms. Horvath referred to the board packet for information regarding the APA State Legislative Conference in Juneau, Alaska in February 2025.

MOTION Treasurer Stark moved to approve expenses for Director Hess to attend the APA State Legislative Conference in Juneau, Alaska in February 2025.

Secretary Stowe seconded.

Motion passed.

Ms. Horvath referred to the board packet for information regarding the NRECA PowerXchange in March 2025.

MOTION Treasurer Stark moved to approve expenses for Director Hess to attend the 2025 NRECA PowerXchange and pre-conference director education in Atlanta, Georgia in March 2025.

Secretary Stowe seconded

Motion passed.

6. Agenda Item Request

There were no agenda item requests.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Director Saxe said he appreciated all the work and dedication to bring the budget together for the Board. He thanked Ms. Malone for her presentation. He wished everyone a happy Thanksgiving.

Director Hess said it was a good meeting and he thanked everyone for coming together to put together a reasonable budget. He is grateful for a Board and co-op that worked together well.

Treasurer Stark thanked staff for the hard work on the budget. He thanked the team for keeping the lights on.

Secretary Stowe thanked Ms. Malone and staff for all the work on the budget and breaking it down the way they do for the Board. He stated that it was obvious a lot of work went into the budget and he appreciated getting the information prior to the meeting.

President Rake thanked staff for their time and effort in all they do. He appreciated all the work that went into putting the budget together. He wished everyone a Happy Thanksgiving.

CEO Matthews thanked the Board for their input and support today. She thanked Ms. Malone for all her work on the budget. She wished everyone a happy Thanksgiving.

M. ADJOURNMENT

President Rake adjourned the meeting at 2:11 p.m.




Secretary

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.*

Secretary Stark called the CVEA Community Foundation Regular Meeting to order at 2:11 p.m. in the Glennallen board room. Secretary Stark appointed Director Hess as Secretary Pro Tem.

Secretary Pro Tem Hess established a quorum, with President Delaquito, Vice President Maslen, and Director Vereline absent.

1. Monthly Report

Mrs. Scheidt updated the Board of the Contribution Season award recipients were notified and checks will be distributed in December. She provided the Board with compliments received from the nonprofits regarding the contribution season donations.

2. 2025 Program

Mrs. Scheidt referred to her written report which included the recommended funding for the 2025 program. She reviewed the amounts allotted for each program.

MOTION Treasurer Stark moved to approve the 2025 CVEA Community Foundation Budget of \$60,753 and the program recommendations as presented.

Director Rake seconded.

Motion passed.

3. Policy F101 Amendment

Mrs. Scheidt referred to her written memo, which included adding a Continuing Education Scholarship to the Community Foundation Program.

MOTION Director Rake moved to approve the Foundation Policy F101as amended.

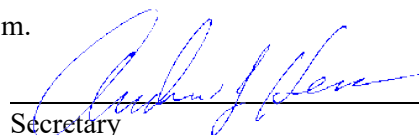
Director Stowe seconded.

Motion passed.

3. Financial Statements

Ms. Malone referred to the financial statements included in the board packet. She noted the 2024 scholarships have been dispersed and the nonprofit grants continued to be paid out.

Secretary Stark adjourned the meeting at 2:43 p.m.


Secretary



COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
10 a.m. – October 10, 2024 – Glennallen, Alaska
A G E N D A

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REGULAR MEETING
CVEA BOARD OF DIRECTORS
October 10, 2024

Directors Present

Lon Rake
Yvette Delaquito
Dan Stowe
Will Stark
Jeff Saxe
Jan Maslen
Andy Hess
Catherine Vereline

Directors Absent

Others Present

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

A. CALL TO ORDER

Vice President Delaquito called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 10:00 a.m. in the Glennallen board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established with President Rake and Treasurer Stark absent, but expected to join at a later time, and all other Directors present.

C. CONSENT AGENDA

Vice President Delaquito asked if any member wished to remove any item from the Consent Agenda; hearing no request Vice President Delaquito 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 – August 15, 2024

D. APPROVAL OF AGENDA

MOTION Director Maslen moved to approve the agenda as presented.

Director Vereline seconded.

Motion passed.

E. WORK SESSION

MOTION Director Vereline moved to go into executive session to discuss the 2025 Capital Work Plan, 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 10:01 a.m.

Treasurer Stark joined the meeting at 10:08 a.m.

Recess taken at 11:24 a.m.

Back into executive session at 11:35 a.m.

Out of executive session at 12:08 a.m.

Recess taken at 12:08 p.m.

Back into session at 12:28 p.m.

President Rake joined the meeting at 12:28 p.m.

An executive session work session was conducted earlier in the agenda to discuss the 2025 Capital Work Plan. Staff presented the 2025 Capital Work Plan to the Board and reviewed priorities of the ten-year projected forecast of projects for the Co-op. No action was required as a result of the work session.

F. SAFETY MINUTE

Ms. Malone provided safety tips on winter driving. She provided a video presentation of various winter driving tips.

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 – Ms. Malone provided a personnel update to include information regarding the operations department, communications department, engineering department, and customer service department.

Ms. Malone reminded the Board that winter rates would approach as CVEA moved into the winter generation season.

Ms. Malone updated the Board on the 2024 budget status. She reminded the Board that staff was working on the 2025 budget, which would be brought back to the Board for approval at the November Board Meeting. She provided an update on the Cogen Debt Reimbursement and 242 Hydro Incentive Funding Grant. Ms. Malone informed the Board of an issue with PDF bill viewer, which has been resolved.

Director Saxe provided comments on CVEA's bill, highlighting the clear presentation of the winter rates. CEO Matthews addressed a question regarding rate structures. Ms. Malone responded to an inquiry regarding medevac insurance.

- b. Director of Communications – Mrs. Scheidt updated the Board on hiring a new Marketing and Communications Specialist. She provided an update on the Pumpkin Patch, which would occur in Valdez on October 12, and in the Copper Basin on October 19.

Mrs. Scheidt informed the Board that CVEA received multiple NWPPA Communications Awards for its submissions at the 2024 Northwest Innovations in Communications Conference.

Director Maslen and Vice President Delaquito volunteered for the Copper Basin Pumpkin Patch.

- c. Chief Operating Officer – Mr. McKinzey provided an update on the outage report. He informed the Board of projects that the operations and power generation department have been working on. Mr. McKinzey provided updates on the T-Line inspections and status of the Alyeska Valdez Marine Terminal Intertie.

Mr. McKinzey responded to inquiries regarding outages and meters.

- d. Chief Executive Officer – CEO Matthews provided the Board with an update on legislative matters related to CVEA's lobbyist. She updated the Board on grants, energy credits, wind studies, and EV charging. Additionally, CEO Matthews discussed regulations and permitting with the Board.

CEO Matthews also updated the Board on insurance renewal rates, including challenges associated with non-owned aviation insurance.

Vice President Delaquito commented on her appreciation and importance of the Co-op being adequately insured. CEO Matthews responded to an inquiry on CVEA's legislative brochure.

2. Other Reports

- a. APA Annual Meeting Report – CEO Matthews referred to her written report and noted highlights from the conference, which she attended alongside four CVEA board members. CEO Matthews noted that she was elected as treasurer for the APA Board of Directors, as the current treasurer would retire January 1.

CEO Matthews updated the Board on APA's development of Alaska utility focused accredited training for directors, which they intended to offer at the 2025 APA Annual Meeting in Cordova.

Vice President Delaquito, Director Hess, Director Maslen, and Secretary Stowe provided verbal reports on their highlights of attending the APA Annual Meeting in Fairbanks. Key points included the importance of leadership maintaining a safety culture.

- b. Safety Report – CEO Matthews referred to her safety report, which included CVEA's Safety Resume and recent safety events. She emphasized the importance of avoiding complacency and consistently prioritizing safety.

Director Maslen commented on the APA Safety Trailer demonstration; she noted it would be an excellent opportunity to bring to CVEA and provide a demonstration to the membership at an annual meeting.

3. Financial Statements

Ms. Malone referred to key components of the July and August financial statements in the board packet. There were no questions.

J. OTHER BUSINESS

1. Board Policy Review

The Board reviewed *Director Handbook Policy 113 - Board of Director Meeting Documentation* for comment and any recommendation changes. Any changes would be brought forward for approval at the November board meeting.

2. Standard Offering

CEO Matthews referenced her written memo concerning the standard offering. She presented data from other Alaska utilities to the Board, providing various options from different cooperatives. A recommendation will be brought back at a later date with other tariff changes to simplify and standardize the standard offering for all new meter installations.

3. Director Education

Mrs. Horvath referred to the memo included in the Board packet and invited Director Hess to provide a verbal report on his attendance at the NHA Alaska Regional Meeting. Director Hess presented a summary of his participation in the NHA Alaska Regional Meeting in Juneau.

CEO Matthews reviewed key training opportunities and discussed 2025 events of interest in preparation of the Board's budget in 2025. Formal authorization for approval of expenses would be requested closer to each event.

4. Agenda Item Recommendations

Vice President Delaquito requested that smart meters be brought back for discussion at a future board meeting.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Director Hess stated it was a good meeting. He thanked everyone for the information and work for the Co-op. He shared an article released in the NWPPA *Bulletin* magazine, where a lineman he knew saved a dog while working out in the field.

Vice President Delaquito said it was a great meeting and thanked staff for their hard work. She thanked CEO Matthews for her leadership. She commented that she was excited for the Copper Basin Pumpkin Patch.

Treasurer Stark thanked everyone for their work and information at the meeting and for keeping the lights on.

Director Maslen said it was a good meeting and she appreciated all the work that went into the Capital Work Plan. She thanked Mr. McKinzey, CEO Matthews, and staff for all their hard work. Director Maslen noted her appreciation of safety having been a priority at the Co-op.

Director Vereline thanked everyone for their time and information today. She was appreciative of all the work that went into the meeting and commented that she was proud to be a part of a great co-op and board.

Secretary Stowe thanked staff for their time and the explanations of the projects, he commented it was straightforward and easy for the Board to understand.

Director Saxe reported it was a great meeting with a lot of valuable information provided. He appreciated the candid information on the Capital Work Plan. Director Saxe commented that he is proud to be on CVEA's Board of Directors and is thankful for CVEA's focus on safety.

President Rake thanked Vice President Delaquito for taking lead of the meeting today. He thanked CEO Matthews for her leadership, Mr. McKinzey for his work with operations, and the entire team for all they do.

CEO Matthews expressed her gratitude to everyone for their efforts and time today. She acknowledged the staff's hard work on the Capital Work Plan and Budget as they enter budget season, noting how impressive it was to see everyone collaborate so effectively. CEO Matthews also thanked the Board for their support.

M. ADJOURNMENT

Vice President Delaquito adjourned the meeting at 2:10 p.m.




Secretary

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.*

President Delaquito called the CVEA Community Foundation Regular Meeting to order at 2:18 p.m. in the Glennallen board room.

Secretary/Treasurer Stark established a quorum.

Mrs. Scheidt summarized work conducted by the Contribution Season Committee and referred to the Board to the scoring summary and funding recommendation included in the board packet. Overall, there was \$53,057 in eligible requests and the Committee recommended \$27,108 to distribute amongst the nonprofits.

Mrs. Scheidt responded to questions about the contribution recommendations.

MOTION Director Hess moved to approve the Contribution Committee's contribution recommendation as submitted.

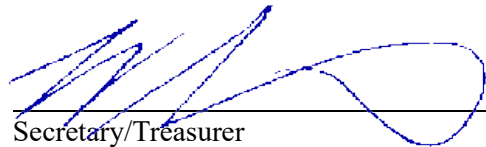
Director Rake seconded.

Motion passed.

ADJOURNMENT

President Delaquito adjourned the meeting at 2:28 p.m.




Secretary/Treasurer

COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
10 a.m. – August 15, 2024 – Glennallen, Alaska
A G E N D A

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L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
August 15, 2024

Directors Present

Lon Rake – President
Yvette Delaquito – Vice President
Will Stark – Treasurer
Jeff Saxe
Jan Maslen
Andy Hess

Directors Absent

Dan Stowe – Secretary
Catherine Vereline

Others Present

Jaime Matthews – 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 10:11 a.m. in the Glennallen board room.

B. PROOF OF QUORUM

Due to Secretary Stowe's absence, Director Maslen was appointed Secretary Pro Tem and reported a quorum was established with Secretary Stowe and Director Vereline 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 – July 18, 2024
3. Community Foundation Monthly Report

D. APPROVAL OF AGENDA

MOTION Treasurer Stark moved to approve the agenda as presented.

Director Maslen seconded.

Motion passed.

E. WORK SESSION – EXECUTIVE SESSION

MOTION Director Maslen moved to that the Board go into executive session to discuss the CEO performance evaluation, the immediate knowledge of which could have an adverse impact on the finances of the Cooperative.

Treasurer Stark seconded.

Motion passed.

Into executive session at 10:13 a.m.
Out of executive session at 2:35 p.m.

Recess was taken at 2:35 p.m.
Back into session at 2:45 p.m.

Director Hess left the meeting at 2:00 p.m.

F. SAFETY MINUTE

CEO Matthews provided information on the success of CVEA's Safety Week. Fire blankets were distributed to the Board and CEO Matthews showed a video demonstration on how to use them.

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 – Ms. Malone provided an update on personnel to include new hires and open positions. Updates on the engineering department and communications department were provided.

Ms. Malone provided an update on rates and the Hydroelectric Production Incentive Program. She updated the Board on annual health insurance and pension plan renewal rates and provided information on prepaid metering.

Staff responded to inquiries regarding personnel.

- b. Director of Communications – Due to Mrs. Scheidt's absence, CEO Matthews provided a verbal update. She informed the Board of the success of the 2024 Member Tour, provided information on CVEA's Pick-Your-Own Pumpkin Patch events, and discussed the upcoming Contribution Season.

Director Maslen and Vice President Delaquito volunteered for the Copper Basin Pumpkin Patch.

- c. Chief Operating Officer – Mr. McKinzey updated the Board on the Department of Natural Resources (DNR) permitting for the Allison Creek Project. He provided information regarding vegetation management, FERC regulations, and budgeted projects. Mr. McKinzey summarized the success of recent line inspections, and the testing of a new monitoring system used for CVEA's diesel plants.

Mr. McKinzey responded to inquiries on the demobilization of the old Solomon Gulch substation and recent outages.

- d. Chief Executive Officer – CEO Matthews provided information on regulatory expenses and the DNR permitting process. She provided a legislative update to include information on meetings with legislators. CEO Matthews briefed the Board on risk management and insurance renewals updates.

2. Financial Statements

Ms. Malone referred to key components of the June financial statements. She noted the construction budget was added to the financial statements. She updated the Board on lower revenue due to seafood processing and indicated it would be closely monitored.

J. OTHER BUSINESS

1. Work Session Report

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

MOTION Vice President Delaquito moved to approve the CEO contract and compensation changes as were discussed during the executive session work session conducted on August 15, 2024.

Treasurer Stark seconded.

Motion passed.

2. Board Policy Review

The Board reviewed *Director Handbook Policy 103 – Delegation of Authority from the Board to the Chief Executive Officer*. No changes were recommended.

3. Standard Offering

CEO Matthews reviewed the standard offering process and qualifications with the Board. No changes were recommended.

CEO Matthews responded to inquiries on permanency qualifications.

4. Director Education

Ms. Horvath provided updated information for the APA Annual Meeting in Fairbanks. She also reviewed the updated NRECA and NWPPA director education list.

MOTION Treasurer Stark moved to approve the expenses for President Rake to enroll in 988.1 – The Board's Role in Safety on August 20, 2024.

Vice President Delaquito seconded.

Motion passed.

5. Agenda Item Request

Additional information regarding the standard offering was requested to be added to the October agenda.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Director Saxe said it was a good meeting and he would see everyone in October.

Director Maslen reported she appreciated all the information in the meeting and continued to appreciate the honesty and transparency of staff.

Treasurer Stark thanked staff for keeping the lights on and appreciated staff working hard within the Co-op's communities to achieve goals.

Vice President Delaquito stated it was a great meeting as always and appreciated CEO Matthews' leadership and the transparency of the Co-op. She appreciated the detailed updates from Mr. McKinzey.

President Rake stated it had been a pleasure to work with CEO Matthews in her role as CEO over the last year and was looking forward to many more. He thanked CEO Matthews for her leadership and for all that staff does.

CEO Matthews thanked the Board for their time and candidness during the discussions at the August board meeting. She reminded them October will be a long day focused on the Capital Work Plan and she looked forward to seeing everyone then.

M. ADJOURNMENT

President Rake adjourned the meeting at 4:05 p.m.


Secretary



COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
10 a.m. – July 18, 2024 – Valdez, Alaska
A G E N D A

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K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
July 20, 2024

Directors Present

Lon Rake – President
Dan Stowe – Secretary
Will Stark – Treasurer
Jeff Saxe
Andy Hess

Directors Absent

Yvette Delaquito – Vice President
Catherine Vereline
Jan Maslen

Others Present

Jaime Matthews – CVEA
Wayne McKinzey – CVEA
Sharon Scheidt – 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 10:02 a.m. in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established Vice President Delaquito, Director Vereline, 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 – June 20, 2024
3. Community Foundation Monthly Report

D. APPROVAL OF AGENDA

MOTION Director Saxe moved to approve the agenda as amended, adding a personnel update to agenda item E. Work Session – Executive Session.

Director Hess seconded.

Motion passed.

E. WORK SESSION – EXECUTIVE SESSION

MOTION Treasurer Stark moved that the Board go into executive session to discuss a personnel update and reliability and outages, the immediate knowledge of which would clearly have an adverse effect on the legal position of the Cooperative.

Director Saxe seconded.

Motion passed.

Into executive session at 10:04 a.m.

Recess was taken at 11:42 a.m.

Back into executive session at 12:01 p.m.

Out of executive session at 1:35 p.m.

During the executive session, a personnel update was discussed and a presentation on reliability and outages was presented to the Board. There was no action as a result of the work session.

Recess was taken at 1:35 p.m.

Back in session at 1:42 p.m.

F. SAFETY MINUTE

CEO Matthews provided a safety minute on ATV safety and life jacket safety.

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 – Ms. Malone provided an update on personnel to include new employees and scheduled interviews for the operations and power generation departments. She provided an update on rates for July billing.

Ms. Malone responded to an inquiry on open positions.

- b. Director of Communications – Mrs. Scheidt provided an update on the 2024 Member Tour scheduled for August 13. She informed the Board of Pumpkin Patch dates: October 12 in Valdez and October 19 in the Copper Basin.
- c. Chief Operating Officer – Mr. McKinzey provided a status update on the VMT Intertie and Cogen overhaul projects. He informed the Board of the Comprehensive T-Line Inspection, and provided an update on personnel.

Mr. McKinzey responded to an inquiry on the decommissioned Solomon Gulch substation.

- d. Chief Executive Officer – CEO Matthews provided an update on the Cogen Debt Reimbursement, which was part of the approved State budget signed by the Governor. She provided an update on legislative affairs and changes in regulations.

CEO Matthews provided an update on personnel to include a summary of the one-on-one meetings and an update to the organization chart.

CEO Matthews responded to an inquiry on hiring practices and safety meetings.

2. Financial Statements

Ms. Malone referred to the May Financial Statements included in the board packet and noted key points.

J. OTHER BUSINESS

1. Resolution 24-02 APA Designate and Alternate

Copper Valley Electric Association's representation on the Alaska Power Association Board of Directors would be due to expire at the annual meeting in Fairbanks, Alaska on September 12.

MOTION Treasurer Stark moved to approve *Resolution 24-02 – APA Designate and Alternate*, with CEO Matthews as designate and President Rake as alternate.

Director Saxe seconded.

Motion passed.

2. CEO Performance Evaluation

CEO Matthews' performance evaluation is scheduled to occur at the August board meeting. The evaluation would be emailed to directors on July 18 and would be due August 1.

3. Board Policy Review

Director Handbook Policy 201 – Committees of the Board of Directors was reviewed at the June board meeting. The Board reviewed for comment and proposed revisions.

MOTION Treasurer Stark moved to approve the revisions to *Director Handbook Policy 201* as presented.

Director Saxe seconded.

Motion passed.

Director Handbook Policy 104 – Board – CEO Relationship was reviewed at the July board meeting; no changes were recommended.

4. Director Education

Ms. Horvath provided updated information for the APA Annual Meeting in Fairbanks.

Information was presented by Ms. Horvath on the NWPPA Board of Trustees meetings for President Rake.

MOTION Treasurer Stark moved to approve expenses for President Rake to attend the NWPPA Board of Trustees meeting in Missoula, Montana in October 2024.

Director Saxe seconded.

Motion passed.

Information was provided on the NRECA Director CCD School in Nashville, Tennessee in December.

MOTION Treasurer Stark moved to approve expenses for Director Vereline to attend the NRECA CCD Winter School in Nashville, Tennessee in December 2024.

Director Saxe seconded.

Motion passed.

Ms. Horvath distributed the NHA travel packet to Director Hess.

5. Agenda Item Requests

It was requested that the standard offering be added to the August agenda.

K. DIRECTOR/CEO COMMENTS

Director Hess thanked everyone for a good meeting and for working together to achieve CVEA related goals.

Treasurer Stark thanked everyone for their hard work and for keeping the lights on.

Director Saxe reported it was a good meeting and commented on the great work and mentorship within the operations department.

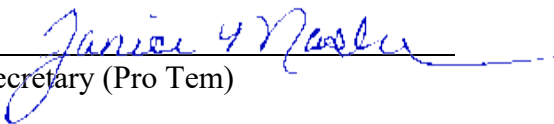
Secretary Stowe said it was a great meeting. He noted the importance of safety and member communications and appreciated the CVEA's attentiveness to both.

President Rake thanked everyone for a great meeting. He commented on the great work of CVEA staff and contractors. He encouraged everyone to get out and enjoy the summer.

CEO Matthews thanked the Board for their time and attentiveness during the meeting. She looked forward to the August board meeting and reviewing the CEO and organizational goals.

L. ADJOURNMENT

President Rake adjourned the meeting at 2:40 p.m.


Secretary (Pro Tem)



COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
11 a.m. – June 20, 2024 – Glennallen, Alaska
A G E N D A

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REGULAR MEETING
CVEA BOARD OF DIRECTORS
June 20, 2024

Directors Present

Lon Rake – President
Yvette Delaquito – Vice President
Dan Stowe – Secretary
Jeff Saxe
Andy Hess
Jan Maslen
Catherine Vereline

Directors Absent

Will Stark – Treasurer

Others Present

Jaime Matthews – CVEA
Wayne McKinzey – CVEA
Sharon Scheidt – 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 11:03 a.m. in the Glennallen board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum with Treasurer Stark absent, Vice President Delaquito absent but expected to join at a later time, 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 – May 16, 2024

D. APPROVAL OF AGENDA

MOTION Director Saxe moved to approve the agenda as presented.

Director Maslen seconded.

Motion passed.

E. WORK SESSION – EXECUTIVE SESSION

MOTION Secretary Stowe moved to go into executive session to discuss project updates, the immediate knowledge of which would have adverse effect on the legal position of the Cooperative, and to discuss Financial 101, the immediate knowledge of which would have an adverse effect on the finances of the Cooperative.

Director Vereline seconded.

Motion passed.

Into executive session at 11:05 a.m.

Recess taken at 12:15 p.m.

Back into executive session at 12:25 p.m.

Vice President Delaquito joined at 12:25 p.m.

Out of executive session at 1:42 p.m.

Recess taken at 1:42 p.m.

Back into session at 1:55 p.m.

CEO Matthews updated the Board on **CVEA** projects to include the Stuart Creek Substation noise complaints, Heidenvue Substation flooding, and the Dayville Road Project right-of-way issue.

CEO Matthews and Finance Manager Lindsay Malone provided the Board with a presentation on CVEA financial statements, to include how to read them, what they mean, and the Board's role in CVEA's finances.

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

F. SAFETY MINUTE

Ms. Horvath presented a safety minute on grill safety in preparation for the Fourth of July holiday.

G. RECOGNITION OF GUESTS

There were no guests.

H. MEMBERS' COMMENTS p.m.

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. Finance Manager – Ms. Malone provided an update on personnel to include open positions and new hires. She updated the Board on corrections to capital credit allocation notices on the June bill.

- b. Director of Communications – Mrs. Scheidt updated the Board on the CVEA e-newsletter statistics. She provided the Board with information on social media and website communications in regard to implementation of year two of the rate study.

Vice President Delaquito commented on the CVEA service territory map; she appreciated the hard work and details that went into the map.

- c. Chief Operating Officer – Mr. McKinzey provided an update to the Board on Allison Creek permitting. He provided update on the operations and power generation departments.

Mr. McKinzey responded to inquiries on the recent auction, reliability, and CVEA's safety policies and protocols.

- d. Chief Executive Officer – CEO Matthews provided updates on legislative affairs, relicensing and regulations, and regional energy planning. She provided a brief update on the on the AKOSHA Consultation that occurred earlier in the year.

CEO Matthews discussed gas supply and demand issues and the impacts on Alaska electric utilities. She provided an update on risk management, to include scheduled renewals and inspections, as well as internal staff meetings.

Director Saxe provided comments on the impact of regulations on CVEA members.

CEO Matthews responded to inquiries on the Lowe River Project and fuel contracts.

2. Financial Statements

Ms. Malone referred to the April Financial Statements included in the board packet and asked for any questions. There were none.

Recess was taken at 2:56 p.m.

Back into session at 3:05 p.m.

J. OTHER BUSINESS

1. Resolution 24-01 – FNBA Accounts

Resolution 24-01 was presented to the Board with the intent to add the Admin & HR Manager as a bank signatory.

MOTION Director Maslen moved to approve *Resolution 24-01, First National Bank Alaska Accounts*.

Vice President Delaquito seconded.

Motion passed.

2. Fuel Contracts

CVEA's diesel fuel contract would expire on June 30, 2024. A Request for Proposal was emailed out on May 28 to eight vendors and uploaded on CVEA's website; bids were due June 12.

MOTION Secretary Stowe moved to approve the diesel fuel contract to Crowley for the Glennallen Power Plant and to Petro Star for the Valdez Power Plant.

Vice President Delaquito seconded.

Motion passed.

3. October Board Meeting

Due to schedule conflicts, it was recommended to move the October board meeting date from October 17 to October 10, 2024.

MOTION Director Saxe moved to approve moving the October board meeting from October 17 to October 10, 2024.

Director Vereline seconded.

Motion passed.

4. Board Policy Review

The Board reviewed *Policy 201 – Committees of the Board of Directors*, *Policy 202 – Functions of the Finance Committee*, *Policy 203 – Functions of the Policy Committee*, *Policy 204 – Functions of the Bylaws Committee*, *Policy 205 – Functions of the CEO Evaluation Committee*, and *Policy 206 – Functions of the Governance Committee*. The Board recommended changes to *Policy 201 – Committees of the Board of Directors*. Staff will bring back the recommended changes for approval at the July board meeting.

5. Director Training/Travel

Ms. Horvath informed the Board of the NHA Alaska Regional Meeting which will be held in Juneau, August 28-29, if any director wished to attend.

MOTION Director Vereline moved to approve the expenses for Director Hess to attend the 2024 NHA Alaska Regional Meeting in Juneau in August.

Vice President Delaquito seconded.

6. Agenda Item Requests

Director Saxe requested standard offering for businesses be added to a future agenda.

K. DIRECTOR/CEO COMMENTS

Secretary Stowe said it was a good meeting and thanked staff for their work and information presented at the meeting.

Director Maslen said it was a great meeting and thanked Ms. Malone and CEO Matthews for the financial presentation. She also appreciated the ongoing updates from Mrs. Scheidt for the communications department.

Director Hess said it was a great meeting and appreciated all the information. He thanked staff for great management and their work toward keeping the best interest of the Co-op a priority.

Director Vereline said it was a great meeting and appreciated the educational information provided in the presentation. She thanked Mrs. Scheidt for the work on the monthly newsletters.

Vice President Delaquito said it was a great meeting. She appreciated Mr. McKinzey's dialogue on safety and appreciated the staff's response to the Board's requests.

Director Saxe said it was a great meeting and looked forward to achieving goals and making a difference in regulations for small co-ops.

President Rake said it was a great meeting and thanked staff for all they do to keep track the finances of CVEA on track. He encouraged everyone to get out and enjoy the summer and reminded them to be safe.

CEO Matthews thanked staff and the Board for their time and dedication to learning about the finances of CVEA. She appreciated everyone's time and commitment to the organization.

L. ADJOURNMENT

President Rake adjourned the meeting at 3:51 p.m.


Secretary



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.*

President Delaquito called the CVEA Community Foundation Annual Meeting to order at 3:52 p.m. in the Glennallen Board Room. Due to Secretary Stark's absence, she appointed Director Maslen Secretary Pro Tem.

Secretary Pro Tem Maslen established a quorum with Secretary/Treasurer Stark absent, and all other directors present.

1. Annual Meeting Agenda

Mrs. Scheidt referred to the agenda included in the board packet. She reminded the Board that the purpose of the meeting would be for the seating of directors, election of officers, and transacting other business.

2. Conflict of Interest Statement

Conflict of Interest Statements were distributed to the Board for signatures. The Board signed and returned the statements to Ms. Horvath

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 Matthews turned the meeting over to President Delaquito.

4. Financial Statements

Ms. Malone reviewed key points of the financial statements included in the board packet and reviewed the foundation balance.

CEO Matthews reminded the Board of their previous decision to adopt an investment policy for the Foundation.

Ms. Malone responded to an inquiry on expenses for the Foundation.

5. Draft Resolution – Bank Account Signers

Resolution 24-01 was required for the addition of the Admin & HR Manager as a signatory.

MOTION Director Vereline moved to approve Resolution 24-01, *First National Bank Alaska Account*.

Vice President Maslen seconded.

Motion passed.

6. Other Business

a. Monthly Report

Mrs. Scheidt reported the Foundation would be seeking volunteers for the Contributions Committee. The season began on June 17 and would be actively promoted throughout June and July. Mrs. Scheidt requested a director volunteer in each district for the Contributions Committee; Vice President Maslen volunteered in the Copper Basin and Director Rake volunteered in the Valdez district.

b. Program Discussion

Mrs. Scheidt updated the Board on the financial growth of the Foundation. If the Board would like to consider any changes, additions, or specific programs that they would like to direct these funds to, it would be brought back for approval at a later time.

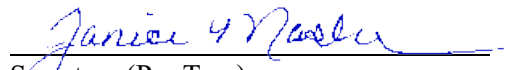
Information on continuing education scholarships was requested for consideration as an addition to the Foundation.

c. CREMS Request

CEO Matthews referred the Board to the written community request included in the Board packet.

President Delaquito adjourned the meeting at 4:30 p.m.




Secretary (Pro Tem)

COPPER VALLEY ELECTRIC ASSOCIATION

Board of Directors Regular Meeting

1 p.m. – May 16, 2024 – Valdez, Alaska

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	3. Designate Temporary Chair	
	4. Election of Officers	
F.	SAFETY MINUTE	
G.	RECOGNITION OF GUESTS	
H.	MEMBERS’ COMMENTS	
I.	REPORTS	
	1. Management Reports	
	a. Finance Manager	21
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	1. Board Self-Assessment	89
L.	DIRECTOR/CEO COMMENTS	
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REGULAR MEETING
CVEA BOARD OF DIRECTORS
May 16, 2024

Directors Present

Lon Rake – President
Yvette Delaquito – Vice President
Dan Stowe – Secretary
Will Stark – Treasurer
Jeff Saxe
Will Stark
Andy Hess
Catherine Vereline

Directors Absent

Others Present

Jaime Matthews – CVEA
Wayne McKinzey – CVEA
Sharon Scheidt – 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 1:00 p.m. in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established with all directors present.

C. CONSENT AGENDA

President Rake asked if any member wished to remove an 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 18, 2024
3. Community Foundation Monthly Report

D. APPROVAL OF AGENDA

MOTION Treasurer Stark moved to approve the agenda as presented.

Director Maslen seconded.

Motion passed.

E. ORGANIZATION OF THE BOARD

1. Ratification of Elections

President Rake turned the meeting over to CEO Matthews.

CEO Matthews reported that in the Valdez District 1,551 ballot packages were mailed to active members. There were 241 envelopes returned; 225 were validated and counted. The results were as follows:

Lon Rake	214
Will Stark	224

The Valdez District membership re-elected Mr. Rake and Mr. Stark each to a three-year term.

CEO Matthews reported that for the Copper Basin District, 1,217 ballot packages were mailed to active members. There were 243 envelopes returned; 234 were validated and counted. The results were as follows:

Catherine Vereline	234
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The Copper Basin District membership elected Ms. Vereline to a three-year term.

MOTION Director Maslen 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 Matthews 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 Matthews 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.

F. SAFETY MINUTE

Mr. McKinzey reminded everyone that the risks of taking shortcuts that could result in accidents and injury. Take the time to exercise caution; there are no shortcuts in safety.

G. RECOGNITION OF GUESTS

There were no members present.

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. Finance Manager – Ms. Malone reported the Board on hiring updates. She provided a summary on her experience at the NRECA/CFC New CFO Orientation in Virginia in April. Ms. Malone provided an update on May bills and allocation notices.

At the April board meeting, Director Saxe requested information about members on auto pay; she followed up with an update.

Ms. Malone responded to an inquiry on the IBEW audit.

- b. Director of Communications – Mrs. Scheidt provided an update on the E-Newsletter. She informed the Board of social media updates pertaining to the reduction in rates due to overcollection. Mrs. Scheidt thanked the Board for their continued support of leadership training.

Mrs. Scheidt responded to an inquiry on the E-Newsletter and the CVEA auction.

- c. Chief Operating Officer – Mr. McKinzey reported that there was construction occurring at the Valdez office. He reported he met with Alyeska on the Valdez Marine Terminal Intertie. Mr. McKinzey informed the Board of a small oil spill by a contractor, which was remediated.

Mr. McKinzey provided an update on the status of CVEA's hydro plants. He reported Allison Creek came online May 2. He provided a summary of his experience at the Alaska Regional Decarbonization Workshop he attended in Anchorage in early May.

Mr. McKinzey responding to inquiries on the oil spill and new services. CEO Matthews responded to an inquiry on personnel.

- d. Chief Executive Officer – CEO Matthews provided an update on the legislative session, which ended on May 15. She summarized legislative matters that would have an impact on CVEA.

She updated the Board on the Copper River Regional Energy Team and what goals they are working on. She reported Senator Sullivan's office would be sending a staffer that would meet with the team in the Glennallen office, on May 20.

CEO Matthews provided information on Board Policy Review, with the intent to review Board of Director policies each month. She provided a summary of the leadership training with Peak Solutions.

CEO Matthews responded to an inquiry on drug testing.

2. Financial Statements

Ms. Malone referred to the March Financial Statements included in the board packet and noted key components.

Ms. Malone responded to an inquiry about Form 7.

2. Annual Meeting Report

Mrs. Scheidt summarized the annual meeting successes and thanked the Board and staff for all of their work towards the annual meeting. She noted that attendance in each district had been lower in attendance this year.

The Board provided feedback and thanked staff for all their hard work on the annual meeting.

Mrs. Scheidt responded to an inquiry on catering services for the annual meeting.

- J. OTHER BUSINESS

1. Director Education

Ms. Horvath provided information on the APA Annual Meeting in Fairbanks in September.

MOTION Vice President Delaquito moved to approve expenses for Vice President Delaquito, Secretary Stowe, Director Maslen, Director Hess, and Director Vereline to attend the APA Annual Meeting in Fairbanks in September.

Secretary Stowe Seconded.

Motion passed.

Ms. Horvath asked if any director wished to register for NRECA or NWPPA training for 2024. Approval for expenses would occur at this agenda item. No director requested approval.

CEO Matthews congratulated Director Maslen on obtaining her NRECA Credentialed Cooperative Director Certificate (CCD) and presented her with her certificate. She also congratulated President Rake on obtaining his NRECA Board Leadership Certificate (BLC) and provided him with his certificate.

3. Agenda Item Request

No topics were requested for future discussion.

Recess was taken at 2:40 p.m.

Back into session at 2:57 p.m.

K. WORK SESSION – EXECUTIVE SESSION

1. Board Self-Assessment

MOTION Treasurer Stark moved to go into executive session to discuss the Board Self-Assessment, the immediate knowledge of which could have an adverse effect on the legal status of the Cooperative.

Vice President Delaquito seconded.

Motion passed.

The Board met to discuss the Board Self-Assessment as described in the Director Handbook. No action was required as a result of the work session.

Into executive session at 2:57 p.m.

Out of executive session at 4:05 p.m.

Recess taken at 4:05 p.m.

Back into session at 4:10 p.m.

L. DIRECTOR/CEO COMMENTS

Secretary Stowe said it was a good informative meeting and that he believed the Co-op is doing great thanks to the hard work of the staff.

Treasurer Stark thanked staff for keeping the lights on and welcomed Director Vereline to the Board.

Director Hess said he appreciated the information on the Board Self-Assessment and stated that he believed it was important for the Co-op to maintain focus.

Director Vereline said she enjoyed the meeting and she was happy to be here and be part of a great board.

Director Saxe said it was a good meeting and thanked staff for their hard work. He commented on the successful annual meeting in both districts; he noted it was great to see everyone working so well together.

President Rake said it was good meeting with great topics. He congratulated Mrs. Scheidt on the successful annual meeting. He thanked staff for all they do and encouraged everyone to stay safe as summer festivities approach. He thanked staff for keeping the lights on.

Director Maslen stated she appreciated all the work that goes into the annual meeting; she apologized for not being in attendance. She stated that she appreciated all the information and open discussions today.

Vice President Delaquito welcomed Director Vereline to the Board. She commented on how great the annual meeting was in both districts. She stated it was great to see staff working happily and diligently together.

CEO Matthews welcomed Director Vereline to the Board and thanked everyone for their time, support, and dedication to the Co-op. She was looking forward to presenting Financial 101 at the June meeting.

M. ADJOURNMENT

President Rake adjourned the meeting at 4:17 p.m.




Secretary

COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
12 p.m. – April 18, 2024 – Glennallen, Alaska
A G E N D A

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
C.	CONSENT AGENDA	<u>Page No.</u>
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D.	APPROVAL OF AGENDA	
1.	Agenda Approval Memo	10
E.	WORK SESSION	
1.	Cost of Power	11
F.	SAFETY MINUTE	
G.	RECOGNITION OF GUESTS	
H.	MEMBERS' COMMENTS	
I.	REPORTS	
1.	Management Reports	
a.	Finance Manager	12
b.	Director of Communications	15
c.	Chief Operating Officer	18
d.	Chief Executive Officer	26
2.	Financial Statements	31
3.	Annual Meeting Update	45
J.	OTHER BUSINESS	
1.	Work Session Report	48
2.	Director Qualifications	49
3.	Director Education	52
4.	Agenda Item Request	53
5.		
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
April 18, 2024

Directors Present

Lon Rake – President
Yvette Delaquito – Vice President
Dan Stowe – Secretary
Will Stark – Treasurer
Jeff Saxe
Andy Hess
Paul Kildal

Directors Absent

Jan Maslen

Others Present

Jaime Matthews – CVEA
Sharon Scheidt – CVEA
Wayne McKinzey – 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 12:02 p.m. in the Glennallen board room.

B. PROOF OF QUORUM

Secretary Stowe established a quorum with 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 – March 21, 2024
3. Community Foundation Monthly Report

D. APPROVAL OF AGENDA

MOTION Treasurer Stark moved to approve the agenda as presented.

Director Saxe seconded.

Motion passed.

E. WORK SESSION – COST OF POWER

CEO Matthews provided a detailed presentation of the Cost of Power. She reviewed the history of the Cost of Power, the current process on how it is calculated, Tariff requirements, and future changes and discussions.

CEO Matthews responded to various inquiries regarding the Cost of Power.

Recess was taken at 1:22 p.m.

Back into session at 1:31 p.m.

F. SAFETY MINUTE

CEO Matthews informed the Board that April was Distracted Driver Awareness Month, and April 15-19 was Work Zone Awareness Week. She minded the Board to stay alert, be aware of roadside work zones, and to be patient in construction zones.

President Rake reminded everyone to be prepared for summer travel delays.

G. RECOGNITION OF GUESTS

President Rake welcomed Valdez member, Trish Stowe, to the meeting.

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 – Due to Ms. Malone's absence, CEO Matthews provided a verbal update. She provided updates on financials, grant applications, and budget billing.

CEO Matthews reported that all open positions, with the exception of the Senior Engineer position, had been filled. She summarized start dates for new hires.

CEO Matthews responded to a question in regard to the Cogen Debt Reimbursement.

- b. Director of Communications – Mrs. Scheidt did not have any verbal updates. She asked for any questions regarding CVEA communications. There were none.
- c. Chief Operating Officer – Mr. McKinzey updated the Board on the Valdez Marine Terminal (VMT) Intertie and the Alaska Occupational Safety and Health (AKOSH) Consultation that occurred in March.

Mr. McKinzey provided information on the plan to replace sectionalizers for outage improvements and informed the Board of an upcoming drone inspection of the T-Line.

Mr. McKinzey responded to inquiries in regard to the plan to clear trees between Mile 6-7 of the Richardson Highway (Swan Pond). He responded to additional questions about safety training, outages, and contracts.

- d. Chief Executive Officer – CEO Matthews provided legislative updates to the Board, which included a summary of meetings in Washington D.C. with State

legislators in early April. She briefed the Board on the Regional Energy Meeting that occurred earlier in the month.

CEO Matthews informed the Board that she will be attending the Sustainable Energy Conference in Anchorage in May. She provided the Board with an update about the submission of a letter to the City of Valdez in regard to implications on CVEA's territory due to Thompson Pass closures.

CEO Matthews informed the Board of the next Coffee and Tea with the CEO, which would occur in July.

CEO Matthews responded to an inquiry on contract work.

2. Financial Statements

CEO Matthews referred to the February 2024 Financial Statements for questions and noted key points.

CEO Matthews and Mr. McKinzey responded to an inquiry on the Dayville Road Project in Valdez.

3. Annual Meeting Update

Mrs. Scheidt reviewed the status of annual meeting preparation activities. Ballots would be due April 23, 2024, and the C&E Committees' final meetings would be April 24. The annual meeting would be Tuesday, April 30 in Valdez and Thursday, May 2 in the Copper Basin.

Recess was taken at 2:47 p.m.
Back into session at 2:51 p.m.

J. OTHER BUSINESS

1. Work Session Report

A work session was held to review the Cost of Power. CEO Matthews reported no action was required as a result of the work session.

2. Director Qualifications

CEO Matthews referred to her written memo. She provided the Board with the research staff has prepared on how to simplify the process for what determines a "member in good standing." A recommendation to move forward was provided and further research would be conducted to ensure any Tariff changes are in compliance.

CEO Matthews responded to inquiries on timelines and definitions related to director qualifications.

3. Director Education

CEO Matthews reviewed dates for the Alaska Power Association annual meeting in September, which would be held in Fairbanks.

Vice President Delaquito provided a summary of what she learned while attending the virtual training, 930.1 Ethics & Governance: Implementing the New Accountability through NRECA.

Ms. Horvath referred to the board packet for training opportunities through NRECA and NWPPA.

Treasurer Stark moved to approve expenses for Vice President Delaquito to attend 951.1 Developing Effective Boardroom Decision Making, and 919.1 Cooperative Structure: A Strategic Advantage, in November and December.

Director Saxe seconded.

Motion passed.

4. Agenda Item Request

Treasurer Stark requested CEO Matthews' updated summary of Tiekel River Project be provided to the Board once completed.

Recess taken at 3:35 p.m.
Back in session at 3:50 p.m.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Director Kildal said it has been a pleasure to serve on the Board. He thanked staff and the Board for all their time and work throughout his tenure on the Board.

Director Hess said it was a good meeting with great discussions. He believed the Co-op is headed in the right direction. He stated it has been great working with Director Kildal over the last few years.

Vice President Delaquito said as always, it was a great meeting and thanked CEO Matthews for the Cost of Power presentation. She thanked the Board for their continued support as she worked on her Board Leadership Certificate. Said she would miss working with Director Kildal and thanked him for his years of dedication to the Board.

Treasurer Stark said it was a great meeting and thanked staff and the Board for everything they have done, and for keeping the lights on. He stated he would miss working with Director Kildal after all his years on the Board.

Director Saxe said it was a great meeting and it had been a great time serving on the Board with Director Kildal for so many years; he would be missed.

Secretary Stowe staff for all the information Cost of Power presentation and continued informative updates. He appreciated all the contributions Director Kildal had provided over the years.

President Rake said it was an amazing Cost of Power presentation. He thanked CEO Matthews for providing such great information. He said it had been a pleasure and honor to work alongside a mentor such as Director Kildal, for so many years. He wished him the best in his future endeavors.

CEO Matthews said she appreciated the Board's time and patience throughout the Cost of Power presentation. She reminded the Board that she will be presenting to Copper Valley Chamber of Commerce in April, and then it would be time for the CVEA Annual Meeting soon after. CEO Matthews took a moment to thank Director Kildal for his 21 years of dedication to the CVEA Board of Directors.

M. ADJOURNMENT

President Rake adjourned the meeting at 3:39 p.m.


Secretary



COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
11:30 a.m. – March 21, 2024 – Valdez, Alaska
A G E N D A

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
C.	CONSENT AGENDA	<u>Page No.</u>
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D.	APPROVAL OF AGENDA	
1.	Agenda Approval Memo	8
E.	WORK SESSION – Executive Session	9
1.	2023 Audit Report	10
2.	Personnel – Contractual Matters	33
F.	SAFETY MINUTE	
G.	RECOGNITION OF GUESTS	
H.	MEMBERS’ COMMENTS	
I.	REPORTS	
1.	Management Reports	
a.	Finance Manager	34
b.	Director of Communications	37
c.	Chief Operating Officer	51
d.	Chief Executive Officer	56
2.	Financial Statements	60
a.	December 2023	62
b.	January 2024	76
3.	Annual Meeting Update	90
J.	OTHER BUSINESS	
1.	Work Session Report	92
2.	Credentials & Elections Committee Appointments	93
3.	Director Qualifications.....	94
4.	Director Education	104
5.	Agenda Item Request	105
6.		
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
March 21, 2024

Directors Present

Lon Rake – President
Yvette Delaquito – Vice President
Dan Stowe – Secretary
Will Stark – Treasurer
Jeff Saxe
Jan Maslen
Andy Hess
Paul Kildal

Directors Absent

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 11:44 a.m. in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe established a quorum with Director Kildal 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 – February 15, 2024

D. APPROVAL OF AGENDA

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

Secretary Stowe seconded.

Motion passed.

E. WORK SESSION – EXECUTIVE SESSION

MOTION Treasurer Stark moved that the Board go into executive session to discuss the 2023 Audit Report, the immediate knowledge of which would clearly have an adverse effect on the finances of the Cooperative, and to discuss personnel matters concerning employee contractual issues, the immediate knowledge of which would clearly have an adverse effect on the legal position of the Cooperative.

Director Maslen seconded.

Motion passed.

Into executive session at 11:45 a.m.
Director Kildal joined the meeting at 12:07 p.m.
Recess taken at 12:51 p.m.
Back in session at 12:58 p.m.
Out of executive session at 1:51 p.m.
Recess taken at 1:51 p.m.
Back in session at 1:58 p.m.

F. SAFETY MINUTE

CEO Matthews reminded everyone to be aware of ladder related incidents, whether you are at home or at work. Make sure to always have a spotter when working on a ladder.

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 – Ms. Malone updated the Board on rates for March and April. She provided an update on personnel to include new hires, open positions, and scheduled interviews.

Ms. Malone and CEO Matthews responded to an inquiry on the audit.

- b. Director of Communications – Mrs. Scheidt provided the Board with an update on the school presentations and tours. The team did great and there was a lot of positive feedback.

Mrs. Scheidt updated the Board on the e-Newsletter. CVEA will continue to advertise *Behind the Switch: A Newsletter Edition* to encourage a higher read rate.

Mrs. Scheidt responded to an inquiry regarding the customer complaints and comments process.

- c. Chief Operating Officer – Mr. McKinzey referred to key components of his written report. He updated the Board on the status of Cogen and Valdez Diesel Plant. Mr. McKinzey provided an update on the voluntary Alaska Occupational Safety and Health Division (AKOSH) visit that occurred in March.

Mr. McKinzey responded to inquiries regarding right of way (ROW) clearing and the Outage Management System (OMS).

- d. Chief Executive Officer – CEO Matthews referred to her written report. She provided an update on the Coffee/Tea with the CEO as well as information on current legislative matters.

CEO Matthews summarized her trip to the NRECA PowerXchange in San Antonio, Texas. She informed the Board of an upcoming energy planning session that will be hosted in CVEA's Copper Basin board room in April.

CEO Matthews informed the Board of the status of the Allison Creek licensing process. She provided an update on grant applications and the intent to work with a grant writer in the future.

CEO Matthews responded to a question regarding increased regulations.

2. Financial Statements

CEO Matthews referred to the December 2023 and January 2024 Financial Statements for questions and noted key points.

3. Annual Meeting Update

Mrs. Scheidt reminded the Board of the dates for the annual meeting in each district; April 29 in Valdez, and May 2 in the Copper Basin.

Board of Director nominations have closed, with incumbents Lon Rake and Will Stark would run in Valdez, and Catherine Vereline would run in the Copper Basin. Ballot packets would be compiled on March 26 and mailed by March 28. The deadline for ballots to be returned is April 23.

Mrs. Scheidt provided an update on scholarship applications.

- J. OTHER BUSINESS

1. Work Session Report

An executive session was held earlier in the meeting to discuss the 2023 Audit Report and personnel matters. CEO Matthews appreciated everyone's attention and participation in the work session discussions.

As a result of the work session, a motion was needed to approve the 2023 Audit Report.

MOTION Treasurer Stark moved to accept the 2023 Audit Report as presented.

Director Maslen seconded.

Motion passed.

2. Credentials & Election Committee Appointments

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

MOTION Director Maslen moved to appoint Shannon Saavedra, Barb Eaton, Mary Ellen Bedrick, Shilah Butler, and Glenna DuFresne to the Copper Basin District Credentials and Election Committee, and to appoint Sue Roscovius to serve as an alternate in case a committee member is unable to serve their commitment.

Vice President Delaquito seconded.

Motion passed.

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

Secretary Stowe seconded.

Motion passed.

3. Director Qualifications

CEO Matthews provided the Board with information regarding CVEA Board of Directors qualifications and eligibility requirements. She reviewed with the Board the current process to determine what it means to be a member in good standing. The Board expressed the importance of the current qualifications. Staff would continue to explore what other utilities are doing to simplify the process.

4. Director Training/Travel

President Rake summarized the pre-conference courses he attended at the PowerXchange. He stated it was an eventful, busy few days full of excellent information. President Rake thanked the Board for the opportunity to attend.

NWPPA has two vacancies on their Board of Trustees. President Rake was nominated by a current NWPPA board member and would be on the ballot in May.

Ms. Horvath referred to her written report to ask if any directors would be interested in enrolling in any NRECA Director Education courses. No Directors indicated they were interested at that time.

5. Agenda Item Requests

As requested at the February board meeting, the cost of power would be discussed at the April board meeting.

At the March board meeting, it was request that the Financials 101 presentation be added to a future agenda.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Vice President Delaquito said it was a great meeting and that the audit results were reflective of a wonderful team. She was grateful for the transparency of the Co-op.

Director Maslen thanked staff for coordinating the Solomon Gulch Substation tour, keeping the lights on, and for all the work behind the scenes.

Director Hess said he knew that CVEA was in good hands with CEO Matthews and her team. He stated he looked forward to the future of the Co-op. He thanked everyone for everything they do.

Director Kildal said it was a good meeting. He thanked CEO Matthews and Ms. Malone for their work on the audit and keeping the Co-op on track.

Director Saxe congratulated CEO Matthews and the Accounting department on the audit results. He thanked everyone for a good meeting and stated he would see everyone in person for the April board meeting.

Treasurer Stark thanked staff for everything that went into the meeting, and thanked CEO Matthews and Ms. Malone for their work on the audit. He thanked staff for keeping the lights on.

Secretary Stowe said he is grateful to be a part of a good team and Co-op. He congratulated CEO Matthews and Ms. Malone on the great audit and thanked everyone for what they do.

President Rake reiterated the previous comments. He thanked staff for their transparency, open communication, and clarity with the members.

CEO Matthews thanked the Board for their comments on the staff's efforts. She stated she appreciated having a great board that communicates well, even when the team disagrees.

M. ADJOURNMENT

President Rake adjourned the meeting at 3:49 p.m.


Secretary



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

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
C.	CONSENT AGENDA	<u>Page No.</u>
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2.	Minutes of Regular Board Meeting – January 18, 2024	4
3.	Community Foundation Monthly Report	9
D.	APPROVAL OF AGENDA	
1.	Agenda Approval Memo	11
E.	SAFETY MINUTE	
F.	RECOGNITION OF GUESTS	
G.	MEMBERS’ COMMENTS	
H.	REPORTS	
1.	Management Reports	
a.	Finance Manager	12
b.	Director of Communications	15
c.	Chief Operating Officer.....	23
d.	Chief Executive Officer	28
I.	OTHER BUSINESS	
1.	Dissolution of Trans-Alaska	31
2.	AK CARE Contributions	32
3.	Director Education	54
4.	Agenda Item Requests	57
5.		
J.	EXECUTIVE SESSION (if necessary)	
K.	DIRECTOR/CEO COMMENTS	
L.	ADJOURNMENT	

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



COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
11 a.m. – January 18, 2024 – Valdez, Alaska
A G E N D A

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5.		
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

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.

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – December 21, 2023
3. Community Foundation Monthly Report

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

