

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
12 p.m. – December 16, 2021 – Glennallen, Alaska  
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REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
December 16, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Jan Maslen  
Lon Rake  
Jeff Saxe  
Will Stark  
Dan Stowe

Directors Absent

Mark Shorten

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Sharon Scheidt – CVEA  
Wayne McKinzey – CVEA  
Todd Stahley – CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 12:08 p.m. in the Glennallen board room.

B. PROOF OF QUORUM

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

C. CONSENT AGENDA

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

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – November 18, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report
5. Community Foundation Monthly Report

D. APPROVAL OF AGENDA

MOTION      Director Kildal moved to approve the agenda as presented.

Vice President Stark seconded.

Motion passed.

E. WORK SESSION

MOTION Vice President Stark moved to go into executive session to discuss the salary plan development, the strategic plan, power supply, and legal counsel, 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 12:11 p.m.

Recess taken at 1:20 p.m.

Back in executive session at 1:25 p.m.

Out of executive session at 1:55 p.m.

F. SAFETY MINUTE

CEO Million said with temperature fluctuations extra attention should be paid when driving, leave plenty of time and space between vehicles, watch out for other drivers, and always travel with winter gear.

G. RECOGNITION OF GUESTS

There were no guests.

H. MEMBERS' COMMENTS

There were no member comments.

I. REPORTS

1. Management Reports

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

- a. Director of Power Supply – Mr. McKinzey reported the Solomon Lake level had returned to almost normal for this time of year. He said the Cogen unit was offline a few days for Petro Star to conduct the required five-year stack emissions test. Diesel generation was necessary to meet the demand. Mrs. Matthews said that due to the additional diesel generation rates would be approximately 5.8 cents higher for the December bills. She said the Membership would be notified immediately via social media, the CVEA website, and direct contact for the prepaid accounts.
- b. Director of Communications – Mrs. Scheidt reminded the Board of dates for the 2022 Annual Meeting and reviewed activities already underway. She said director petition packets would be available prior to the end of the year.

- c. Chief Financial Officer – Mrs. Matthews said capital credits would be applied to the December bills and checks would be mailed around December 20. She referred the Board to a chart that itemized some of the larger capital credit checks for inactive members.
- d. Chief Executive Officer – CEO Million said the HAARP power export was completed December 14 and the import to CVEA saved the members approximately \$10,000 in fuel costs. He responded to questions from President Rake regarding whether there was any possibility of HAARP exporting additional power to CVEA for fuel savings. CEO Million summarized the relationship with HAARP which allowed them to meet requirements as well as the benefit to CVEA members. He reviewed the current arrangement and explained changes to the contract which would allow for more export of power to CVEA.

CEO Million reported the contract for the line extension to the Valdez Marine Terminal was currently under review by Alyeska corporate personnel. All parties expect to execute the contract in early 2022. He responded to questions from the Board regarding equipment procurement.

CEO Million said CVEA would host the 2023 Alaska Power Association Annual Meeting in Valdez.

2. Financial Statements

Mrs. Matthews referred to the October 2021 Financial Statements included in the board packet for questions; there were none.

J. OTHER BUSINESS

1. Work Session Reports

An executive session work session was conducted earlier in the agenda. No action was required as a result of the work session.

2. 2021 Member Satisfaction Survey

CEO Million provided a summary of information gathered from the satisfaction survey and how staff would utilize the information. He provided details of specific sections of the survey and identified key points that provided a high rating for CVEA and those that need additional work from staff, and shared negative and positive comments.

Mrs. Scheidt pointed out surveys that included matters which were evidently related to individual service, those members would be contacted directly to find solutions. She pointed out how information gathered would assist her in knowing what type of communications the Membership needs but is not currently being provided. Staff would develop a plan on how to present the survey results to the Membership. CEO Million said creating the survey and compiling the results required a substantial amount of work but it was a worthwhile effort to help the cooperative know how to better serve the members.

3. CEO Performance Evaluation

CEO Evaluation forms were distributed to the Board. The electronic evaluations are due by January 3, 2022. CEO Million said the CEO Evaluation Committee was scheduled to meet on January 6, 2022, to prepare for the evaluation which would be conducted in an executive session work session on January 20, 2022.

4. Bylaws Amendments

Mrs. Scheidt asked if the Board had any recommended revisions to the Bylaws for the 2022 Annual Meeting. Staff had no recommended revisions and none were provided by the Board. Mrs. Scheidt said amendments by petition from the Membership were due January 13, 2022. If any proposed amendments are received from the Membership, they would be presented to the Board at the February 17, 2022, Board Meeting.

5. Director Training/Travel

Mrs. Heidelberg referred the Board to information included in the board packet of upcoming NWPPA online training. There were no requests by the directors for approval to participate.

6. Agenda Item Recommendations

No topics were requested for the December board meeting. No topics were requested for the January board meeting.

K. EXECUTIVE SESSION

No executive session as necessary.

L. DIRECTOR/CEO COMMENTS

Treasurer Delaquito thanked Mrs. Matthews for the salary plan development presentation and said she felt the detail to the plan ensured growth and retention of personnel. She said the power supply information is exciting and it was a great meeting.

Director Kildal said it was a good meeting and he was glad the finances are under control.

Director Maslen thanked Mrs. Scheidt and everyone involved in the *Behind the Switch* video. She thanked Mrs. Matthews for the presentation on the salary plan development. She said the way staff expanded on the information to create the Strategic Plan was great.

Director Saxe said it was a good meeting and shared information from a visit with a utility commissioner in Arizona. He said it was interesting how the larger utility deals with some of the same issues CVEA does.

Secretary Stowe said a lot of information was presented and he appreciated it. He said he was very glad to see the salary plan development and feels it is very detailed and fair for CVEA and the Employees.

Vice President Stark said he appreciated all the work that goes into the meeting.

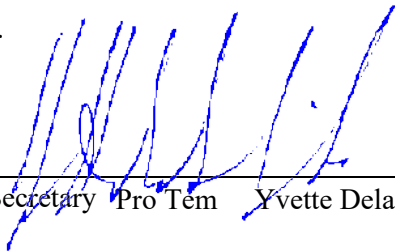
President Rake said the information presented and the video were great, as always it is evident how much hard work goes into daily activities of the co-op and wished everyone a Merry Christmas.

CEO Million thanked the Board for the continued support and for granting trust in the Team to get the work done. He wished a Merry Christmas to all.

M. ADJOURNMENT

President Rake adjourned the meeting at 2:52 p.m.



  
Secretary Pro Tem Yvette Delaquito

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
9 a.m. – November 18, 2021 – Valdez, Alaska  
A G E N D A

A.	CALL TO ORDER	
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F.	SAFETY MINUTE	
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M.	ADJOURNMENT	
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REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
November 18, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Jan Maslen  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Will Stark  
Dan Stowe

Directors Absent

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Wayne McKinzey – CVEA  
Todd Stahley – CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 9:06 a.m. in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established with Director Saxe participating via videoconference, Director Maslen absent but expected to arrive, 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 – October 21, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report

D. APPROVAL OF AGENDA

President Rake said it was necessary to add Agenda Item E.3, Personnel, to the executive session discussion.

MOTION Vice President Stark moved to approve the agenda as amended.

Treasurer Delaquito seconded.

Motion passed.

Director Maslen joined the meeting.



E. WORK SESSION

MOTION Vice President Stark moved to go into executive session to discuss the 2022 Budget, power supply, and a personnel matter, 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 9:09 a.m.

Recess taken at 10:23 a.m.

Back in executive session at 10:30 a.m.

Out of executive session at 11:22 p.m.

Recess taken at 11:22 p.m.

Back in session at 11:30 p.m.

F. SAFETY MINUTE

CEO Million reminded everyone to be careful if deep frying a turkey over the holidays. Numerous people are injured yearly by not paying attention to the level of the hot oil. Another area to heed safety is when putting up holiday lighting, particularly when using a ladder on frozen and/or slippery surfaces.

G. RECOGNITION OF GUESTS

There were no guests.

H. MEMBERS' COMMENTS

There were no member comments.

I. REPORTS

1. Management Reports

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

- a. Director of Power Supply – Mr. McKinzey reported the Solomon Lake level had returned to almost normal for this time of year. He said Allison Creek was taken offline on November 16 and annual fire inspections had been conducted.
- b. Director of Communications – In Mrs. Scheidt's absence, CEO Million referred the Board to her written report for questions and provided the following updates on Mrs. Scheidt's behalf. The 2022 Wildlife Calendars have arrived and would be distributed soon. CEO Million displayed the winners of the Ruralite photo contest.

He said the Kid's Holiday Activity Program would be launched on Monday, November 22 and run through December 30, 2021, with winners announced on January 6, 2022. Recruitment for the Part-Time Marketing & Communications Specialist would open on November 22. The *Behind the Switch* video featuring CVEA linemen will be presented at the December 16 Board Meeting. CEO Million reported the Copper Basin Pumpkin Patch was regarded as a great success by many.

- c. Chief Financial Officer – Mrs. Matthews reviewed key points in her written report, and said a meeting was held with the auditors to determine the schedule for the 2021 annual audit. Mrs. Matthews referred to a graph which reflected historical fuel cost and said the November bills would include a three-cent per kilowatt hour fuel charge. In response to Treasurer Delaquito's question in October, Mrs. Matthews said the insurance carrier confirmed relocation of the Solomon Substation would reduce insurance cost but could not confirm how much. If the substation was not relocated, the facility would reach a point that insurance coverage would be denied.
- d. Chief Executive Officer – CEO Million said the APA Government Affairs Committee, to which he was elected Chair, met and confirmed committee support for various state and federal policies that directly affect CVEA as well as other policies. He reviewed the REAP Renewal portfolio standard which does not affect CVEA at this time but would be monitored for any future items which would impact the cooperative.

President Rake asked whether the President's infrastructure plan would benefit CVEA in any way. CEO Million reviewed the section of the plan which may contain potential benefit to CVEA. CEO Million summarized his attendance and presentation at the Western Governors Association conference on November 2.

CEO Million reported that the new line extension was complete to one of the members who experienced a delay due to waiting on the permit from the Department of Transportation to cross the Glenn Highway. As soon as the permit was received, the extension was completed. CEO Million reported that Ahtna, Inc. received the grant for a wind study, and with the Board's approval earlier in the year, CVEA's Met tower was sold to them, and would be installed on Willow Mountain.

## 2. Financial Statements

Mrs. Matthews referred to the September 2021 Financial Statements included in the board packet for questions; there were none. Secretary Stowe thanked Mrs. Matthews for the budget presentation.

J. OTHER BUSINESS

1. Work Session Reports

An executive session work session was conducted earlier in the agenda. The draft 2022 Budget was reviewed in detail.

MOTION Secretary Stowe moved to approve the 2022 Budget as presented on November 18, 2021.

Vice President Stark seconded.

Motion passed.

Recess taken at 12 p.m.

Back in session at 12:20 p.m.

2. 2021 Capital Credits

a. Additional Estate Retirements

Mrs. Matthews reviewed the criteria for estate retirements and the limit of \$20,000 annually as established in Policy 305. She reviewed a scenario which led to staff's recommendation for a higher limit for disbursement for 2021 only.

MOTION Vice President Stark moved that staff be allowed to retire up to \$30,000 in estates for 2021.

Director Maslen seconded.

Motion passed.

b. Retirement

Mrs. Matthews reviewed a suggested revision to Policy 305, *Capital Credits*, and a recommendation for a capital credit retirement in 2021.

MOTION Director Kildal moved to approve Policy 305, *Capital Credits*, as discussed.

Treasurer Delaquito seconded.

Motion passed.

MOTION Director Kildal moved to approve a capital credit retirement in the amount of \$690,000.

Treasurer Delaquito seconded.

Motion passed.

3. 2021 Write Offs

Mrs. Matthews reviewed the write offs with the Board. President Rake extended appreciation for the Staff's work to keep the amount of write-offs to a minimum.

MOTION Vice President Stark moved that Staff be directed to write off \$3,115.19 for uncollectible sale of electricity; that Staff be directed to pursue collection of written off amounts; and further, that amounts written off be offset against capital credits.

Secretary Stowe seconded.

Motion passed.

4. Director Training/Travel

For the information of those directors who planned to attend the 2022 Alaska Power Association Annual Meeting, Mrs. Heidelberg said the meeting had been moved to the week of August 16, 2022, from the originally announced week of August 23. More information would be provided in the coming months.

Mrs. Heidelberg said arrangements were complete for Directors Kildal and Shorten to attend the APA State Legislative Conference in Juneau in January. The director training course had not been announced to date but those attending directors would be contacted once the information was available.

5. Agenda Item Recommendations

No topics were requested for the November board meeting. No topics were requested for the December board meeting.

K. EXECUTIVE SESSION

No executive session as necessary.

L. DIRECTOR/CEO COMMENTS

Director Shorten said it was an excellent meeting and staff presented extremely good information. He said the budget layout and work plan is good, helps him better understand the processes, and he appreciated that the Staff gave the Board specific numbers on projects.

Treasurer Delaquito said it was a great meeting. She thanked Mrs. Matthews for breaking down the budget, thanked CEO Million for his efforts to find generation options and for the updates on other projects. She said she was glad to be a part of the group.

Director Kildal said it was a great meeting. He thanked Mrs. Matthews for the budget information and CEO Million for the update from the legislative trip. Director Kildal said there are challenges ahead but CVEA has a good board.

Director Maslen said the budget presentation was awesome and there was evidence of great teamwork. She congratulated CVEA on the safety record.

Director Saxe said it was a great meeting. He thanked CEO Million, Mrs. Matthews, and the whole team for their hard work. He said no one likes to see rate increases but it is unfortunately a requirement when doing business.

Secretary Stowe agreed it was a very good meeting. He extended appreciation to Mrs. Matthews and the Team for the presentation in October and this month.

Vice President Stark thanked everyone for all the work that goes into the budget and the meetings. He said the system must be operated reliability and safely but continue to make sure it is done efficiently but correctly.

President Rake supported the director comments, and said he realized sacrifices were made by all. He thanked CEO Million for the update on the recent trip to DC.

CEO Million thanked the Board for the extra time for the meeting and for approval of the budget. He thanked Mrs. Matthews and the entire staff for the numerous hours required to create a successful budget. He extended congratulations to Mrs. Matthews' department on the collections efforts and the incredibly low amount of write offs.

M. ADJOURNMENT

President Rake adjourned the meeting at 12:40 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 Stowe called the CVEA Community Foundation Regular Meeting to order at 12:41 p.m. in the Glennallen Board Room. Secretary/Treasurer Delaquito established a quorum.

1. Monthly Report

There were no updates to the written report included in the board packet.

2. Financial Statements

Mrs. Matthews referred to the financial statements included in the board packet. There were no questions. She noted that the Foundation investments had earned \$15,000 in 2021. Scholarships continued to be paid as received.

3. 2022 Program

CEO Million referred to Mrs. Scheidt's written report which included the recommended funding for the 2022 Program.

MOTION Director Rake moved to fund the budget of the CVEA Community Foundation at \$35,666 for the 2022 program year.

Director Saxe Seconded.

Motion passed.

MOTION Director Rake moved to award the following scholarships in the 2022 CVEA Community Foundation Scholarship Program: One (1) \$1,000 General Scholarship in each district, Two (2) \$500 General Scholarships in each district, One (1) 2022 Youth Rally Leadership Camp scholarship in each district and one (1) additional Youth Rally Leadership Camp in the Valdez District, Three (3) \$500 Future Education Scholarships, AND to fund the 2022 Contribution Season at \$23,666.

Director Delaquito seconded.

Motion passed.

President Stowe adjourned the meeting at 12:48 p.m.



Secretary

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
9 a.m. – October 21, 2021 – Glennallen, Alaska  
A G E N D A

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
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G.	RECOGNITION OF GUESTS	
H.	MEMBERS’ COMMENTS	
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L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	
N.	CVEA COMMUNITY FOUNDATION BUSINESS	
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REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
October 21, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Jan Maslen  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Will Stark  
Dan Stowe

Directors Absent

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Wayne McKinzey – CVEA  
Sharon Scheidt - CVEA  
Todd Stahley – CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 9:06 a.m. in the Glennallen board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established with Director Maslen absent but expected to join the meeting shortly, Director Saxe participating via videoconference 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 – August 26, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report

D. APPROVAL OF AGENDA

President Rake said it was necessary to add J4, AMI Disconnects.

MOTION Secretary Stowe moved to approve the agenda as amended.

Treasurer Delaquito seconded.

Motion passed.



E. WORK SESSION

MOTION Vice President Stark moved to go into executive session to discuss the 2022 Construction Work Plan, power supply, and a personnel matter involving recent employee discipline, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Shorten seconded.

Motion passed.

Into executive session at 9:08 a.m.

Recess taken at 10:23 a.m.

Back in executive session at 10:30 a.m.

Recess taken at 11:36 a.m.

Back in executive session at 11:45 p.m.

Director Maslen joined the meeting.

Recess taken at 12:36 p.m.

Back in executive session at 1 p.m.

Out of executive session at 2:40 p.m.

Recess taken at 2:40 p.m.

Back in session at 2:45 p.m.

F. SAFETY MINUTE

CEO Million shared a photo provided by Director Saxe of a bucket truck from another utility where the bolts broke off and a lineman was killed. Director Saxe mentioned another incident where faulty equipment led to a death. CEO Million noted the importance of checking personal equipment as well to ensure nuts, bolts, blades, and other parts and pieces are secure prior to use.

G. RECOGNITION OF GUESTS

CEO Million welcomed and introduced Copper Basin Member Andy Hess to the meeting, and recognized Mr. Todd Stahley, Line Superintendent, who would attend future board meetings.

H. MEMBERS' COMMENTS

Mr. Hess said after seven years in retirement he wanted to catch up with the Cooperative's activities.

I. REPORTS

1. Management Reports

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

- a. Director of Power Supply – Mr. McKinzey reported the lake level was at 674 feet and stopped spilling on September 20. He said the Cogen Plant was started earlier in the month in conjunction with equipment testing. Solomon Lake was approximately five feet lower than normal this time of year. Mr. McKinzey reported that the contract for the 2022 Part 12D inspection was awarded to Hatch.
- b. Director of Communications – Mrs. Scheidt reported that The Greater Copper Valley Chamber of Commerce graciously accepted responsibility for coordinating Spooktacular in the Copper Basin for 2021. CVEA would provide support during the transition.

Mrs. Scheidt reported the Pumpkin Patch event was canceled in the Valdez District due to the recent COVID-19 surge. The event would continue as scheduled in the Copper Basin District. CEO Million and Mrs. Scheidt responded to comments from Secretary Stowe regarding canceling in one district while continuing the event in the other district.

On October 18, CEO Million and Mrs. Scheidt provided a science education demonstration to the eighth-grade class in the Glennallen School. A tour of the Solomon Gulch Hydro was scheduled for October 19 for the same class but was cancelled due to COVID. Instead, the class toured the Glennallen Diesel Plant. Mrs. Scheidt said the classroom demonstration and tour were very well received, and the students were engaged with great questions.

There were 566 Member Surveys received. Mrs. Scheidt would provide a summary at the December board meeting. Mrs. Scheidt reported that at the recent NWPPA Northwest Innovations in Communications Conference CVEA won three awards: second place for the Co-op Connections Program, and first place in two categories for the Solomon Gulch video and for CVEA's COVID-19 communications efforts.

- c. Chief Financial Officer – Mrs. Matthews said the phone replacement project was complete with minor issues being worked out. The recommendations had been received from the NISC Business Review and it was reported that CVEA is utilizing the software more than most utilities. Mrs. Matthews said a revenue update was provided during the work session and definitive numbers would be provided in November. October bills included a six-cent fuel charge along with a Cogen fuel credit. Mrs. Matthews reported the insurance renewal had been finalized with a \$56,000 increase to CVEA's premiums. Overall, most coverages decreased for an approximate \$30,000 reduction from 2021 premiums.

- e. Chief Executive Officer – CEO Million announced that CVEA had exceeded 1,000 days since the last lost time accident/injury. He said a definite shift had occurred in how the employees view reporting unsafe situations. As a result of everyone's efforts, CEO Million noted the continued reduction in worker's compensation claims due to an improved safety environment.

CEO Million reported on numerous inhouse and industry meetings he attended and participated in since the August Board Meeting. He said that he was invited to attend the Western Governors' Association meeting in November and would provide a presentation on overcoming barriers to cross-boundary project planning.

CEO Million said he was pleased to announce the petition was filed with the Regulatory Commission of Alaska for a declaratory ruling on the interconnection with the Alyeska Valdez Marine Terminal. Contract language was currently under development. Once the ruling is received from the RCA, a joint press release would be generated.

CEO Million asked if the Board had any desire for a work session to review how CVEA's salary plan is developed. The Board consensus was yes, and the work session would be scheduled for the December board meeting.

CEO Million reviewed details of three current member construction matters, two of which were delayed due to agencies outside of CVEA's control. One of the line extensions was moved to the 2022 construction season with the other to be completed as soon as permits are issued.

2. Financial Statements

Mrs. Matthews referred to the July and August 2021 Financial Statements included in the board packet for questions, there were none.

- J. OTHER BUSINESS

1. Work Session Reports

An executive session work session was conducted earlier in the agenda. No action was required.

2. Director Training/Travel

Information was included in the board packet for the 2022 APA State Legislative Conference scheduled for January 25-27 in Juneau.

MOTION Vice President Stark moved to approve expenses for Directors Kildal and Shorten to participate in the 2022 APA State Legislative Conference in Juneau, Alaska on January 25-27, 2022.

Treasurer Delaquito seconded.

Motion passed.

A list of 2022 industry events was included in the board packet for the Board's consideration in development of the 2022 Board Budget. Directors expressed interest in 2022 events they would like to attend. Formal authorization for approval of expenses would be requested closer to the event.

3. Agenda Item Recommendations

No topics were requested for the October board meeting. At the August meeting, Directors Delaquito, Maslen, and Shorten expressed interest to learn more regarding specific generation sources CVEA had previously considered. President Rake directed CEO Million and those Directors to meet to discuss the various projects. Due to CEO Million's schedule, the meeting had not been conducted but would be scheduled prior to yearend.

There were no topics request for November.

4. AMI Disconnects

Staff responded to Director Kildal's inquiry of a recent lineman callout for an outage which was not an outage but a member whose prepaid account was disconnected due to lack of funds. Staff explained the situation and procedures are under development to prevent a recurrence of unnecessary callouts.

K. EXECUTIVE SESSION

No executive session as necessary.

L. DIRECTOR/CEO COMMENTS

Secretary Stowe said he was grateful for the work session, for learning more about the budget process, and the work session was very beneficial.

Director Kildal said it was a good meeting and there is a lot of hard work ahead. He thanked staff for putting together the information.

Treasurer Delaquito said it was an informative meeting and she looked forward to next month. She thanked staff for the hard work to narrow down information for the Board. She thanked Mrs. Scheidt for coordinating the Pumpkin Patch, and for reaching out to the middle school for the opportunity for the eighth grade. She said it was a great meeting, lots to ponder, and she appreciated working with everyone.

Director Maslen said she wished she could have participated in the full presentation, and thanked staff for the information provided. She extended congratulations on the awards received and thanked CEO Million and Mrs. Scheidt for being conscientious regarding COVID. She thanked Mrs. Matthews for the information regarding the increase in the fuel charge on the bills.

Director Shorten said it was a really good meeting, and he definitely appreciated all the information in the work session. Lots to learn and to consider over the next month. Keep up the good work and the good reports.

Director Saxe said it was a very good meeting, pretty informative, and there are tough decisions to make ahead. He said as long as the lights stay on all will be in good shape.

Vice President Stark thanked everyone for their hard work put into meeting. He said it is a balancing act to keep reliability and to determine needs to do so.

President Rake echoed the other comments and said lots of things go on behind the scenes and the Board gets a snapshot of the work staff does. He said he appreciated the Staff's work and congratulations on the awards.

CEO Million said the Staff performed a lot of work for the work session information and he appreciated them for it and appreciated the Board for their engagement during the work session.

M. ADJOURNMENT

President Rake adjourned the meeting at 3:43 p.m.



Lon D. Rake  
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 Stowe called the CVEA Community Foundation Regular Meeting to order at 3:43 p.m. in the Glennallen Board Room. Secretary/Treasurer Delaquito established a quorum.

1. Monthly Report

Mrs. Scheidt summarized work conducted by the Contribution Season Committee and referred the Board to the scoring summary and funding recommendation included in the board packet.

MOTION Director Stark moved to approve the committee's contributions recommendation as submitted.

Director Rake seconded.

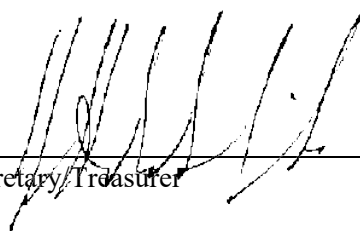
Motion passed.

2. Financial Statements

Mrs. Matthews referred to the financial statements included in the board packet. There were no questions.

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



  
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Secretary/Treasurer

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
11 a.m. – August 26, 2021 – Glennallen, Alaska  
A G E N D A

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
C.	CONSENT AGENDA	<u>Page No.</u>
	1. Changes to Consent Agenda .....	1
	2. Minutes of Board Meeting – July 15, 2021 .....	2
	3. Staff Monthly Reports .....	9
	4. Safety and Loss Control Report .....	24
	5. CF Monthly Report .....	26
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo .....	27
E.	EXECUTIVE SESSION WORK SESSION .....	28
	1. Rates .....	29
	2. Member Survey .....	36
	3. Insurance Renewal .....	42
	4. Draft Strategic Plan .....	43
	5. Personnel .....	58
F.	SAFETY MINUTE	
G.	RECOGNITION OF GUESTS	
H.	MEMBERS' COMMENTS	
I.	REPORTS	
	1. Management Reports	
	a. Director of Power Supply .....	59
	b. Director of Communications .....	63
	c. Chief Financial Officer .....	66
	d. Chief Executive Officer .....	70
	2. Financial Statements .....	72
J.	OTHER BUSINESS	
	1. Work Session Reports .....	85
	2. APA Designate & Alternate .....	86
	3. Director Training/Travel .....	89
	4. Agenda Item Recommendations .....	91
	5.	
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	
N.	CVEA COMMUNITY FOUNDATION BUSINESS (if necessary)	

REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
August 26, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Jan Maslen  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Will Stark

Directors Absent

Dan Stowe

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Wayne McKinze – CVEA  
Sharon Scheidt - CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 11:05 a.m. in the Glennallen board room.

B. PROOF OF QUORUM

Director Saxe was appointed Secretary Pro Tem and reported a quorum was established with Director Stowe 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 15, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report
5. Community Foundation Monthly Report

D. APPROVAL OF AGENDA

President Rake said it was necessary to add Agenda Item E6, Power Supply, to the executive session work session. And J1.5, Clerical Collective Bargaining Agreement, to the agenda.

MOTION      Director Kildal moved to approve the agenda as amended.

Director Maslen seconded.

Motion passed.



E. WORK SESSION

MOTION Director Saxe moved to go into executive session to discuss rates, the member survey, the annual insurance renewal, the draft strategic plan, personnel matters, and power supply, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Kildal seconded.

Motion passed.

Into executive session at 11:07 a.m.

Recess taken at 12:43 p.m.

Back in executive session at 1:05 p.m.

Recess taken at 1:58 p.m.

Back in executive session at 2:05 p.m.

Out of executive session at 2:48 p.m.

F. SAFETY MINUTE

CEO Million emphasized the importance of gun safety especially since hunting season had arrived and reminded all to beware at river crossings because rain raises water levels unexpectedly and sometimes shallow streams become impassable quickly. Director Maslen shared a fatal occurrence by an experienced hunter who attempted to cross a swollen river.

G. RECOGNITION OF GUESTS

There were no guests.

H. MEMBERS' COMMENTS

There were no member comments.

I. REPORTS

1. Management Reports

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

- a. Director of Power Supply – Mr. McKinzey reported generation was 100 percent hydro with diesels supplementing when necessary to meet requirements. CVEA received a good report from the recent insurance inspection with the exception of the Solomon Gulch roof substation. Relocation of the substation would be included in future budgets. Mr. McKinzey said the Solomon Gulch Hydro relicensing project was moving forward. He said the Solomon Gulch seismic study reported the dam is in superb condition. Penstock inspections would occur in 2022.

Mr. McKinzey provided a status update on the Petro Star dirt contamination clean-up project and reviewed issues which resulted in the project being shut down for the foreseeable future.

- b. Director of Communications – Mrs. Scheidt said the member tour, which was conducted on August 24, was a success with ten participants. She said those members expressed genuine interest and appreciation for the tour opportunity. Mrs. Scheidt reminded everyone that October is Co-op Month and provided the Board with details of a planned Pumpkin Patch on October 23 as a joint event with Copper Valley Telcom. She said a list would be distributed for volunteers to sign up. Efforts are underway to locate a sponsor to facilitate Spooktacular in the Copper Basin. Mrs. Scheidt said a professional photographer had been commissioned to document CVEA's assets for various uses. She said photographs of the Board and the Staff were tentatively scheduled for September 23 and 24. A survey would be distributed so that individual directors and staff could provide their availability for those dates.
- c. Chief Financial Officer – Mrs. Matthews reported that the phone replacement project remained on schedule for September implementation barring delays in equipment deliveries. The NISC Business Review was a success, and the reports will provide tools to enable CVEA to become more efficient by utilizing more options of the software. Mrs. Matthews said staff continued to tweak the Construction Work Plan which would be presented in a work session at the October 21 Board Meeting. She provided an update on cash vs budget.
- d. Chief Executive Officer – CEO Million provided an update on the Lowe River pole encroachment and said to date, erosion had ceased. A pole diversion dike would be included in the 2022 Budget to prevent future erosion. CEO Million announced CVEA won the Alaska Power Association Safety Award and thanked the Board and employees for support of CVEA's efforts in safety improvements.

2. Financial Statements

Mrs. Matthews referred to the June 30, 2021, Financial Statements included in the board packet for questions, there were none.

J. OTHER BUSINESS

1. Work Session Reports

An executive session work session was conducted earlier in the agenda. Action was required on one topic, which is addressed at Agenda Item J.5.

2. Alaska Power Association Designate and Alternate

Information was included in the board packet regarding CVEA's designate and alternate representatives to the Alaska Power Association Board of Directors. Resolution 21-03 appointed CEO Travis Million as designate and Board President Lon Rake as alternate.

MOTION Director Kildal moved to Resolution 21-03, *Alaska Power Association Designate and Alternate*.

Treasurer Delaquito seconded.

Motion passed.

3. Director Training/Travel

Director Rake provided a verbal report on the 2021 Alaska Power Association Annual Meeting in Homer, Alaska on August 17-20, 2021. He reviewed the director training and meeting sessions he attended. President Rake complimented CEO Million for his participation on the hydro panel during the meeting.

Information was provided in the board packet for NRECA online director training through November. No director requested authorization to attend any sessions.

4. Agenda Item Recommendations

At the July 15 Board Meeting, a discussion on rates was requested. The topic was discussed in the work session.

Director Shorten requested an update on possible tidal energy and the proposed Tiekell River hydro project. At President Rake's recommendation Directors Shorten, Maslen, and Delaquito agreed to meet with CEO Million for a summary of those projects. Mrs. Scheidt reminded the Board of the projects page on [cvea.org](http://cvea.org), which provides a wealth of information on proposed projects CVEA had considered.

No topics were requested for the October 21 Board Meeting.

5. Clerical Collective Bargaining Agreement

Information was provided to the Board in an executive session work session.

MOTION Director Saxe moved to ratify the Inside Clerical Collective Bargaining Agreement as was presented in executive session.

Director Stark seconded.

Motion passed.

K. EXECUTIVE SESSION

No executive session as necessary.

L. DIRECTOR/CEO COMMENTS

Director Saxe said it was a good meeting and interesting topics were discussed. He said he enjoyed sitting on the Board.

Director Kildal said it was a very good meeting.

Treasurer Delaquito said it was a great meeting with lots of amazing information and she continues to learn at every meeting.

Director Maslen said there was lots of information presented during the meeting, the rate study overview was good and the member survey and strategic plan both looked good. She extended congratulations on the clerical negotiations and said there seemed to be great opportunities ahead.

Director Shorten said it was a good meeting with lots of educational information.

Director Stark thanked all for their hard work for the meeting and for keeping the lights on.


President Rake said it was interesting to see the effects of the 2019 wildfire on the drive to Homer. He agreed it had been an excellent meeting with lots of work ahead, and the survey was a great idea. He asked CEO Million to review the ACRE/CARE legislative funding support program. CEO Million provided a summary of the opportunity to contribute and said it occurs annually at the January board meeting, and he would provide a detailed overview of the program at that time.

CEO Million thanked the Board for the time necessary to review and discuss the multiple topics during the executive session. October will be a full meeting as well and staff would be busy in September preparing information for the Board in October. CEO Million said he looked forward to the results of the member survey. He reminded everyone to be safe and enjoy fall and hunting season.

M. ADJOURNMENT

President Rake adjourned the meeting at 3:43 p.m.



  
Secretary

COPPER VALLEY ELECTRIC ASSOCIATION

Board of Directors Regular Meeting

1 p.m. – July 17, 2021 – Valdez, Alaska

A G E N D A

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
C.	CONSENT AGENDA	<u>Page No.</u>
1.	Changes to Consent Agenda .....	1
2.	Minutes of Board Meeting – June 17, 2021 .....	2
3.	Staff Monthly Reports .....	10
4.	Safety and Loss Control Report .....	25
5.	FNBA Signatory Resolution .....	33
D.	APPROVAL OF AGENDA	
1.	Agenda Approval Memo .....	35
E.	WORK SESSION (if necessary)	
F.	SAFETY MINUTE	
G.	RECOGNITION OF GUESTS	
H.	MEMBERS' COMMENTS	
I.	REPORTS	
1.	Management Reports	
a.	Director of Power Supply .....	36
b.	Director of Communications .....	41
c.	Chief Financial Officer .....	44
d.	Chief Executive Officer .....	47
2.	Financial Statements .....	51
3.	Strategic Planning Workshop .....	64
J.	OTHER BUSINESS	
1.	Stuart Creek Budget Amendment .....	65
2.	Director Training/Travel .....	66
3.	Agenda Item Recommendations	
a.	Risk Management .....	68
b.	Homer Electric 2019 Wildfire Ramifications .....	111
c.	Valdez Marine Terminal Line Extension .....	112
4.		
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	
N.	CVEA COMMUNITY FOUNDATION BUSINESS	
1.	Monthly Update .....	113
2.	FNBA Signatory Resolution .....	114

REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
July 15, 2021

Directors Present

Yvette Delaquito  
Jan Maslen  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Will Stark  
Dan Stowe

Directors Absent

Paul Kildal

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Wayne McKinzey – CVEA  
Sharon Scheidt - CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 1 p.m. in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established with Director Kildal absent, Directors Delaquito, Maslen, and Shorten participating from the Glennallen board room 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 – June 17, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report
5. FNBA Signatory Resolution

D. APPROVAL OF AGENDA

CEO Million said it was necessary to add Agenda Item J4, New Service Estimates, and to move Agenda Item J3c, Valdez Marine Terminal Line Extension, to Agenda Item K, Executive Session.

MOTION Vice President Stark moved to approve the agenda as amended.

Director Saxe seconded.

Motion passed.

E. WORK SESSION

There was no work session.

F. SAFETY MINUTE

Mrs. Matthews said that when weed eating always have eye protection as well as ear protection.

G. RECOGNITION OF GUESTS

Valdez Member Mrs. Trish Stowe was welcomed to the meeting.

H. MEMBERS' COMMENTS

Mrs. Stowe invited everyone to the Copper Valley Telecom Valdez District Annual Meeting at 7 p.m.

I. REPORTS

1. Management Reports

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

- a. Director of Power Supply – Mr. McKinzey reported the Solomon Lake began spilling on July 2. He responded to questions from the Board regarding information included in his written report on recent outages caused by the Allison Creek plant tripping offline. Mr. McKinzey said that after much troubleshooting, two issues were identified. One issue was an intermittent fault on the fiber communications link between the intake structure and the powerhouse. The second issue was errors in the plant software program. Mr. McKinzey summarized the efforts undertaken to identify the problem(s) and how they were resolved. Mr. McKinzey responded to Secretary Stowe's question of battery life on the backup diesel generator at Allison Creek and said the battery life is three to five years.

Mr. McKinzey responded to Director Saxe's questions regarding the FERC relicensing kickoff meeting and confirmed the 2021 Budget included funding for the process. Mr. McKinzey said the project scope for 2021 was reduced to align with the budget and future years' budgets would include funding to complete the relicensing process.

Secretary Stowe inquired about the ground water monitoring wells as was reported on in Mr. McKinzey's report. Mr. McKinzey summarized the requirements for current well monitoring, past work, and future plans to resolve the matter. He explained a potential solution under consideration to eliminate the annual testing requirements. In response to Treasurer Delaquito's request, CEO Million provided a brief history of issues at the Glennallen Diesel Plant that caused ground contamination which led to the testing requirement. He said over the years, some

wells had been decommissioned and reviewed factors that had contributed to the continued monitoring requirement of certain wells.

- b. Director of Communications – Mrs. Scheidt reminded the Board the Member Tour was scheduled for August 24 in Valdez. Registration is required so anyone interested in participating should contact Mrs. Scheidt prior to the August 10 registration deadline.

Mrs. Scheidt reminded the Board that the member satisfaction survey is under development. The Leadership Team reviewed the initial draft on July 13 and a draft would be provided to the Board for review at the August 26 Board Meeting, with anticipated member distribution in early September. Mrs. Scheidt said a meeting with the Valdez City Council was scheduled for September 21. The purpose of the meeting is to update the City on CVEA's activities and projects.

- c. Chief Financial Officer – Mrs. Matthews reported that a small number of damage claims were filed from outages which occurred in June. She reminded the Board that the majority of claims are denied by the third-party insurer when no negligence by CVEA is found. She said the claims filed were during outages caused by windstorms.
- e. Chief Executive Officer – CEO Million reported a Copper Basin member was dissatisfied with an estimate to move the electric line to his home due to relocation of the home as a result of river bank erosion. CEO Million spoke with the member directly and due to extenuating circumstances agreement was reached to split the cost between CVEA and the member. The member was satisfied, and the relocation was scheduled to move forward.

CEO Million reported the status of the two remaining block point bores on the Stuart Creek line extension. One bore had been completed and the second bore was moving forward. He reviewed the current status of the project and responded to questions from the Board.

The draft report had been received from the consultant on the recent Strategic Planning Workshop the Board and key staff attended on June 22-23. CEO Million said staff had begun review of the draft.

CEO Million provided a verbal report on bank erosion along the Lowe River which is impeding on CVEA's structures. A full report would be provided in August once a site visit evaluation had occurred. CEO Million responded to questions from the Board on the issue and how similar erosion in the area was addressed in previous years.

## 2. Financial Statements

Mrs. Matthews referred to the May 31, 2021, Financial Statements included in the board packet. She noted the reimbursement had been received for the recent insurance claim and the fish processors had experienced a good harvest which increased cash on the books.



3. Strategic Planning Workshop

CEO Million referred to a summary memorandum which recapped the Strategic Planning Workshop conducted on June 22-23, 2021. A draft Strategic Plan would be presented to the Board at the August 26 Board Meeting.

J. OTHER BUSINESS

1. Stuart Creek Line Extension Budget Amendment

CEO Million reviewed work supporting the amended costs of the project and said Alyeska, Copper Valley Telecom, and CVEA agreed on the distribution of those additional costs. He reviewed the details of the increase and responded to questions from the Board.

MOTION Vice President Stark moved to approve an out-of-budget request in the amount of \$400,000 for CVEA's portion of the Stuart Creek line extension project.

Treasurer Delaquito seconded.

Motion passed.

2. Director Training/Travel

Information was provided in the board packet for NRECA online director training through November. No director requested authorization to attend any sessions.

3. Agenda Item Recommendations

A director requested that rates would be discussed at the next board meeting.

a. Risk Management

Mrs. Matthews referred to information included in the board packet and provided a summary of the process for insurance renewals. Direction from the Board was required for the amount of coverage and the concept of self-insurance for specific coverages. CEO Million and Mrs. Matthews responded to questions from the Board. Mrs. Matthews said that she anticipated having draft renewal costs for the Board's consideration at the August 26 Board Meeting. During that discussion, direction would be required from the Board on those topics earlier noted.

Recess taken at 2:06 p.m.  
Back in session at 2:15 p.m.

b. Homer Electric 2019 Wildfire Ramifications

As was requested by the Board at the June 17 Board Meeting, CEO Million reported on recommendations from Homer Electric General Manager Brad Janorschke regarding wildfire ramifications from the 2019 fire in their service territory. Mr. Janorschke's two key recommendations were to maintain rights of way to the farthest extent possible allowed by permits and legal options and to develop relationships, prior to any event, with any state and/or federal agencies that would potentially be involved if a fire occurred in the service territory. Mr. Janorschke also stressed the importance of documentation of every detail throughout any event. CEO Million and Mrs. Matthews responded to questions from the Board regarding insurance, liabilities, and equipment.

c. Valdez Marine Terminal Line Extension

This item as moved to executive session.

4. New Service Estimates

CEO Million said a director requested a review of the process of creating estimates for new line extensions. Mrs. Matthews provided a detailed review of the steps involved and explained the various line items on an estimate. Staff responded to questions from the Board.

K. EXECUTIVE SESSION

J3c. Valdez Marine Terminal Line Extension

MOTION Vice President Stark moved that the Board go into executive session to discuss the Valdez Marine Terminal Line Extension, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Saxe seconded.

Motion passed.

Into executive session at 2:53 p.m.

Out of executive session at 3:05 p.m.

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

L. DIRECTOR/CEO COMMENTS

Director Shorten said it was a good meeting once again, he enjoyed the topics for discussion, and lots of good information was provided. He said he had learned information to be able to discuss with members when someone complains about construction costs.

Treasurer Delaquito said it was a great meeting and requested the construction estimate memo loaded to the iPad for reference. She said to continue to move forward gently with the VMT line extension to keep moving forward. She said she was excited to see the insurance renewals next month. Treasurer Delaquito said it was great to be part of this group.

Director Maslen said she always enjoyed the meetings and the good information. She appreciated Mr. McKinzey's explanation as she continues to try to understand the technical aspects. She said it was great that CVEA scheduled the member tour this year. Director Maslen said it was good to know how CVEA develops relationships with various vendors and how construction costs are determined.

Director Saxe said it was a great meeting and thanked Mrs. Matthews for the information on line extension estimates costs.

Secretary Stowe said it was a good meeting and he was looking forward to the agenda in August.

Vice President Stark thanked everyone for all the hard work and said he appreciated it. He said the strategic plan should have some positive results.

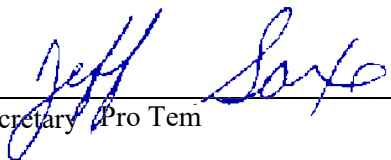
President Rake echoed everything said and wished everyone time to enjoy summer.

CEO Million said it was good to have some personal time to take care of family business. He thanked Mrs. Matthews and said she did a great job keeping everything running smoothly while he was out. He said both August and October would be busy board meetings and thanked the Board for their support.

M. ADJOURNMENT

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



  
Secretary Pro Tem

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 Stowe called the CVEA Community Foundation Regular Meeting to order at 3:15 p.m. in the Valdez Board Room. Secretary/Treasurer Delaquito established a quorum.

1. Monthly Report

A written report was included in the board packet which highlighted the 2021 Contribution Season. Mrs. Scheidt said applications are online with a deadline of August 19. She said volunteers were needed for the Contributions Committee. Director Rake volunteered to serve on the committee.

2. FNBA Signatory Resolution

Mrs. Matthews said the resolution was required due to the election of new officers at last month's meeting.

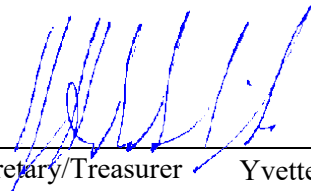
MOTION Director Rake moved to approve Community Foundation Resolution 21-01, *First National Bank Alaska Account*.

Director Saxe seconded.

Motion passed.

President Stowe adjourned the meeting at 3:19 p.m.



  
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Secretary/Treasurer Yvette Delaquito

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
1 p.m. – June 17, 2021 – Glennallen, Alaska  
A G E N D A

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
C.	CONSENT AGENDA	<u>Page No.</u>
	1. Changes to Consent Agenda .....	1
	2. Minutes of Board Meeting – May 20, 2021 .....	2
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	4. Safety and Loss Control Report .....	24
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo .....	28
E.	ORGANIZATION OF BOARD .....	29
	1. Oath of Office	
	2. Designate Temporary Chair	
	3. Election of Officers	
F.	WORK SESSION (if necessary)	
G.	SAFETY MINUTE	
H.	RECOGNITION OF GUESTS	
I.	MEMBERS' COMMENTS	
J.	REPORTS	
	1. Management Reports	
	a. Director of Power Supply .....	31
	b. Director of Communications .....	36
	c. Chief Financial Officer .....	39
	d. Chief Executive Officer .....	43
	2. Financial Statements .....	47
K.	OTHER BUSINESS	
	1. Stuart Creek Line Extension Budget Amendment .....	60
	2. Director Committee Appointments .....	61
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	2. Annual Meeting .....	74
	a. Conflict of Interest .....	75
	b. Election of Officers .....	81
	c. Financial Statements .....	82
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REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
June 17, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Will Stark  
Dan Stowe

Directors Absent

Jan Maslen

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Wayne McKinzey – CVEA  
Sharon Scheidt - CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 1:02 p.m. in the Glennallen board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established with Director Maslen absent, Directors Rake and Stowe participating from the Valdez Board Room 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 20, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report

D. APPROVAL OF AGENDA

MOTION      Treasurer Stark moved to approve the agenda as presented.

Director Saxe seconded.

Motion passed.

E. ORGANIZATION OF THE BOARD

1. Oath of Office

The Director's Oath of Office was distributed to and signed by those directors absent from the May 20, 2021, Regular Board Meeting.

2. Designation of Temporary Chair

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

3. Election of Officers

Due to the anticipated arrival of two directors, the election of officers was postponed. The meeting proceeded with the next agenda items with intent to conduct elections later in the agenda.

F. WORK SESSION

There was no work session.

G. SAFETY MINUTE

CEO Million reminded everyone to be mindful of road construction and to pay attention to the speed zones. He said that in general, clear roads and daylight sometimes entices folks to speed. In construction zones the loose gravel could be detrimental if speeding. President Rake said several brown bears had been seen around Valdez so beware when outside.

H. RECOGNITION OF GUESTS

CEO Million welcomed Valdez Member Mrs. Trish Stowe to the meeting.

I. MEMBERS' COMMENTS

Mrs. Stowe invited everyone to Copper Valley Telecom's Annual Meeting on June 22, 2021, in Glennallen and July 15, 2021, in Valdez.

J. REPORTS

1. Management Reports

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

- a. Director of Power Supply – Mr. McKinzey reported the Solomon Lake level was 671 feet and had increased an average of 1.5 feet per day. He said the Cogen generator cleaning was going well and the new coating would be applied to the rotor by the end of the week.

Director Kildal joined the meeting.

In response to Director Saxe's questions, Mr. McKinzey reviewed the process of coordination between Allison Creek and Solomon Gulch for the most efficient use of the water for generation.

E. ORGANIZATION OF THE BOARD, *continued*

3. Election of Officers

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

Executive Staff from the Alaska Power Association joined the meeting.

The remaining election of officers were as follows: Director Stowe, Secretary; Director Delaquito, Treasurer.

The meeting was turned over to President Rake.

J. REPORTS, *continued*

1. Management Reports

b. Director of Communications – Mrs. Scheidt said Fall Member Tours would be conducted August 24 for a full day in Valdez. Promotion of the tours would begin soon. CEO Million congratulated Mrs. Scheidt for being selected for the NWPPA Public Power People spotlight.

c. Chief Financial Officer – Mrs. Matthews reported the capital credits notice would be on the June bills as was on the May bills.

Mrs. Matthews reported that the decision was made to delay implementation of the outage management system due to a number of reasons, and training was scheduled to occur in February 2022 prior to implementation.

There were 88 employees and family members who attended the Stan Stephens cruise, and many thanks were received from the group. Mrs. Matthews thanked the Board for supporting the opportunity for the employees. Director Saxe said it was great to hear the success of the cruise. Treasurer Delaquito thanked Mrs. Matthews and Ms. Malone for their presentation at the school for interviewing tips to the students. She said positive feedback was received throughout the school from students and parents.

e. Chief Executive Officer – CEO Million reported on a complaint from a CB member who requested relocation of the meter base on his house but did not feel he should pay for the relocation. The member said the meter base had been relocated before and he was never charged. CEO Million said detailed research failed to confirm any work performed by the co-op at that location. He said staff would proceed in accordance with CVEA's Tariff granting no exceptions. Director Kildal said he received a second call from the member. CEO Million would contact the member.



CEO Million reported the State Legislature concluded regular session May 19, 2021, without substantial bill movement. He reviewed the current status of legislative action and said a second special session was scheduled for August 2, 2021.

A representative from The Alaska-Alberta Railway Development Corporation (A2A Rail) provided a project update at the May 27 Copper Valley Chamber of Commerce meeting. CEO Million reminded the Board that CVEA and A2A have a confidentiality agreement for details of the potential project. General information was shared on status of the project at the Chamber meeting.

CEO Million reminded the Board of the Strategic Planning Workshop scheduled for Jun 22-23, 2021, in Valdez. He referred the Board to a document which was loaded to the iPad and would be referenced at the workshop.

CEO Million extended compliments to Mr. Todd Stahley for outstanding work while performing the duties of his position, coving for the vacant Director of Operations position, and training recent hire, Mr. Jeff Dolena as CVEA's Staking Technician all while a busy construction season is in full swing.

2. Financial Statements

Mrs. Matthews referred to the April 30, 2021, Financial Statements included in the board packet. There were no questions or updates.

K. OTHER BUSINESS

1. Stuart Creek Line Extension Budget Amendment

CEO Million said no action was required on this agenda item at this time. He updated the Board on the status of communications between CVEA, Copper Valley Telecom, and Alyeska on the best option to complete the project. CEO Million said he anticipated a final budget amount would be presented to the Board in July. CEO Million and Mrs. Matthews responded to various questions from the Board regarding the projects effect on the 2021 Budget. Director Kildal shared appreciative comments from a resident of Serendipity Subdivision regarding his pleasure to have electric service provided.

2. Director Committee Appointments

President Rake said that any request for appointment to a specific committee was to be submitted prior to the meeting. Directors Stowe and Shorten volunteered and were appointed to the CEO Evaluation Committee, with Director Shorten serving as Chair.

3. Introduction to Alaska Power Association

CEO Million introduced Mrs. Crystal Enkvist, APA Executive Director, and Mr. Michael Rovito, APA Deputy Director. Mrs. Enkvist provided historical bios of her industry involvement and summarized APA's commitment and support for Alaskan electric cooperatives. Mr. Rovito provided a short bio and provided a summary of the recent legislative session. Mrs. Enkvist thanked the Board for permitting participation of CVEA Staff in many supportive roles at APA.

Recess taken at 2:37 p.m.  
Back in session at 2:45 p.m.

4. Director Training/Travel

Information was provided in the board packet on the director training scheduled during the upcoming 2021 APA Annual Meeting, NRECA Online Director Training, and an NWPPA online training series on board meetings. Directors interested in participating in upcoming training opportunities requested approval.

MOTION Vice President Stark moved to approve expenses for President Rake to attend the APA Annual Meeting in Homer, Alaska on August 17-20, 2021.

Treasurer Delaquito seconded.

Motion passed.

MOTION Director Kildal moved to approve expenses for Treasurer Delaquito to participate in the NWPPA How-To Series on Board Meetings – Introduction to Robert's Rules.

Director Saxe seconded.

Motion passed.

5. Agenda Item Recommendations

Mrs. Matthews and CEO Million provided information on the following topics requested at the May 20 Board Meeting.

a. Cyber Security

Mrs. Matthews referred to information included in the board packet and reviewed processes and steps CVEA has implemented to protect the cooperative's assets against cyber-attacks. She responded to various questions from the Board.

b. Roadbelt Intertie Update

CEO Million provided a presentation of the Roadbelt Intertie status and work conducted to date. He responded to various questions from the Board. He said if the project moves forward there would likely be community meetings to inform local residents.

The following topics were requested for the July 15 Board Meeting agenda: a background on the wildfire liabilities and ramifications experienced by Homer Electric from the 2019 wildfire and an update on the Valdez Marine Terminal line extension.

L. EXECUTIVE SESSION

No executive session was necessary.

M. DIRECTOR/CEO COMMENTS

Director Shorten said it was a really good meeting and thanked Mrs. Matthews for the cyber security info and overview and CEO Million for the Roadbelt Intertie update. He thanked everyone for their work.

Treasurer Delaquito said Mrs. Scheidt's recognition was well deserved. She said it could not be reiterated enough the value of working with schools as Mrs. Matthews recently did and how the effort extends beyond the students. She said she looked forward to Mrs. Scheidt connecting with the middle schoolers and a possible workshop this fall. Treasurer Delaquito said it was a great meeting, it was good to meet Mrs. Enkvist and Mr. Rovito, and the legislative updates were good.

Director Kildal thanked Mrs. Enkvist and Mr. Rovito for coming out.

Vice President Stark said he was glad to be back in the same room, he appreciated the work going into the meeting, and thanked Mrs. Enkvist and Mr. Rovito for attending.

Director Saxe said it was a good meeting, thanked Mrs. Enkvist and Mr. Rovito for coming to Glennallen, and it was good to see everyone in person.

Secretary Stowe said it was an informative meeting, but he is still somewhat confused about the Roadbelt but would learn more as the process goes along. He thanked Mrs. Enkvist and Mr. Rovito for coming to the meeting.


President Rake extended congratulations to the new officers and thanked Mrs. Enkvist and Mr. Rovito for making the trip to Glennallen. He congratulated Mrs. Scheidt on the recognition and thanked the Staff for all they do.

CEO Million said summer was moving along, the crews are extremely busy as are office personnel. He thanked everyone for their work to keep things moving smoothly. He said he looked forward to the Strategic Planning Workshop next week. CEO Million said he appreciated the Board for their support of the entire organization.

N. ADJOURNMENT

President Rake adjourned the meeting at 3:35 p.m.



  
Secretary

O. CVEA COMMUNITY FOUNDATION BUSINESS

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

President Rake called the CVEA Community Foundation Regular Meeting to order at 3:36 p.m. in the Glennallen Board Room. Secretary/Treasurer Delaquito established a quorum.

1. Monthly Report

A written report was included in the board packet which highlighted the 2021 Contribution Season. Mrs. Scheidt reviewed the timeline for member organizations to submit applications.

2. Annual Meeting

A written report was included in the board packet; there were no updates.

a. Conflict of Interest

Each director was provided and signed the Conflict of Interest Statement.

b. Election of Officers

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

c. Financial Statements

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

d. Other Business

There was no other business.

President Stowe adjourned the meeting at 3:50 p.m.



  
Secretary/Treasurer

COPPER VALLEY ELECTRIC ASSOCIATION

Board of Directors Regular Meeting

1 p.m. – May 20, 2021 – Valdez, Alaska

A G E N D A

A.	CALL TO ORDER	
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1.	Ratification of Elections	
2.	Oath of Office Signatures	
3.	Designate Temporary Chair	
4.	Election of Officers	
G.	WORK SESSION (if necessary)	
H.	SAFETY MINUTE	
I.	RECOGNITION OF GUESTS	
J.	MEMBERS' COMMENTS	
K.	REPORTS	
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a.	Director of Power Supply .....	37
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4.		
M.	DIRECTOR/CEO COMMENTS	
N.	ADJOURNMENT	
O.	CVEA COMMUNITY FOUNDATION BUSINESS (if necessary)	

REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
May 20, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Dan Stowe

Directors Absent

Janice Maslen  
Will Stark

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Wayne McKinzey – CVEA  
Sharon Scheidt - CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 1:09 p.m. in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe reported a quorum was established with Directors Maslen and Stark absent, Vice President Delaquito participating via video from the Glennallen Board Room, 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 – April 15, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report

D. APPROVAL OF AGENDA

MOTION        Director Kildal moved to approve the agenda as presented.

Vice President Delaquito seconded.

Motion passed.

E. EXECUTIVE SESSION

MOTION Director Kildal moved that the Board go into executive session to discuss a personnel matter involving staff topics.

Secretary Stowe seconded.

Motion passed.

Into executive session at 1:10 p.m.

Out of executive session at 1:18 p.m.

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

F. ORGANIZATION OF THE BOARD

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

CEO Million reported that in the Valdez District 1,562 ballot packages were mailed to active members. There were 246 envelopes returned; 225 were validated and counted. The results were as follows:

Lon Rake	215	Will Stark	217
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The Valdez District membership re-elected Mr. Rake and Mr. Stark each to a three-year term.

CEO Million reported that for the Copper Basin District, 1,196 ballot packages were mailed to active members. There were 300 envelopes returned; 290 were validated and counted. The results were as follows:

Paul Kildal	253	Jan Maslen	235
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The Copper Basin District membership re-elected Mr. Kildal to a three-year term and elected Mrs. Maslen to a one-year term.

There were 2,758 ballot packages mailed to active members for Bylaws Amendments. There were 546 ballots returned and of those received, 498 were validated and counted. The results are as follows:

357	Yes	141	No
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The Bylaws amendments passed by a vote of the Cooperative Membership.



MOTION Director Shorten moved to ratify the election results as presented. Furthermore, upon ratification, elected Directors will be appointed to the CVEA Community Foundation Board of Directors.

Director Saxe seconded.

The motion passed.

2. Oath of Office

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

3. Designation of Temporary Chair

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

4. Election of Officers

Director Kildal requested the election of officers be postponed until the June Regular Board Meeting to allow for more directors present. After discussion, the Board agreed to postpone the election.

MOTION Director Kildal moved to wave Section 114.2 of Policy 114, *Election of Officers*, and to postpone the officer election until the June 17, 2021, Regular Board Meeting.

Director Shorten seconded.

Motion passed.

The meeting was turned over to President Rake.

G. WORK SESSION

There was no work session.

H. SAFETY MINUTE

CEO Million relayed a recent bear mauling that occurred near Gakona and reminded everyone that bears are out of hibernation and to take all precautions when outside to beware and be prepared in the event of an encounter with a bear, or other animals in the wild.

I. RECOGNITION OF GUESTS

President Rake welcomed Valdez Member Trish Stowe to the meeting.

J. MEMBERS' COMMENTS

There were no member or guest comments.

K. REPORTS

1. Management Reports

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

- a. Director of Power Supply – Mr. McKinzey reported that as of May 1, 2021, generation was 100 percent hydro. Allison Creek came online May 8. He said at this time Solomon Lake is rising approximately a foot per day. Mr. McKinzey said following review of all proposals, the contract for relicensing the Solomon Gulch Hydro Project was awarded to Kleinschmidt. Director Saxe requested that the Board is updated regularly as the relicensing process moves forward.
- b. Director of Operations – CEO Million said the Gakona underground project is under review to confirm all required member documents had been received and to evaluate whether the project is ready to move forward. A decision would be made soon whether to continue or to postpone the project for another year.

CEO Million shared a presentation on the status of the Stuart Creek line extension project. He reviewed options under consideration to complete the remaining bores and how the additional work would affect CVEA's annual budget. CEO Million and Mrs. Matthews responded to various questions from the Board. The consensus of the Board was to proceed with the underground boring route as presented. CEO Million said a final budget amendment would be presented to the Board for consideration at the June 17 Board Meeting.

Director Shorten noted the pictures included in the report, which appeared to be trees trimmed with the SkyTrim but still fell onto the line, should be shared with the Members to highlight how trees outside the rights of way cause outages. CEO Million confirmed the trees had been trimmed and were outside CVEA's right of way and did cause an outage. Vice President Delaquito asked if there had been any follow-up to the member's complaint expressed at the annual meeting regarding leftover brush on the rights of way after clearing, and whether CVEA had any liability if someone was injured in such right of way. CEO Million said the member had not contacted CVEA to clarify the location referred to and information would be provided to the Board regarding liability issues that would apply to CVEA for brush or vegetation left behind after right-of-way clearing. In response to Vice President Delaquito's question on pole stability, CEO Million reviewed new ideas implemented in an effort to stabilize poles rather than driving piling. He said it would be several years until it could be determined if the ideas worked.

- c. Director of Communications – Mrs. Scheidt provided an update on the Co-op Connections Program and reminded all that many savings and benefits are available in the communities. She reviewed annual meeting registrations, attendance, voting and other participation, and a wrap up of the event. Mrs. Scheidt thanked Mrs. Matthews and Vice President Delaquito for representing CVEA at the Copper Basin School District graduation ceremonies and said she attended in Valdez. She thanked CEO Million for his support and flexibility with the numerous changes throughout development of the virtual annual meeting and thanked the Board for their support of the event.
- d. Chief Financial Officer – Mrs. Matthews reported the May bills would be processed at full hydro generation with no fuel charge. She said she appreciated the opportunity to virtually participate in the EntreLeadership Summit earlier in the week and she looked forward to attending in person in 2022. Mrs. Matthews thanked the Board and CEO Million for their support of training and professional development for all employees. Capital credit allocation notices are on the May and June bills. Mrs. Matthews said the Employee Engagement Committee organized a Stan Stephens cruise for employees and their families on May 25 and an employee summer wellness program activity was underway.
- e. Chief Executive Officer – CEO Million provided a detailed update on legislative matters that affect the electric industry. He provided specific updates on House Bill 29 and Senate Bill 110 which addresses wildfire liability for electric utilities. Efforts continue to respond to questions and to educate Legislators on the facts. CEO Million reported on the recent trip to DC and summarized the meetings on the Roadbelt Intertie, FERC land use fees, and other topics discussed with the Alaska Delegation staff.

CEO Million reminded the Board of the upcoming Strategic Planning Workshop scheduled for June 22-23, 2021, in Valdez. He said the Allison Creek permitting from the Alaska Department of Natural Resources was moving forward.

A request was received from Mrs. Crystal Enkvist, Alaska Power Association Executive Director, to attend a CVEA board meeting to meet new directors and provide an update on APA. With the Board's full approval, CEO Million said he would notify Mrs. Enkvist and schedule which meeting would be attended.

Recess taken at 2:33 p.m.  
Back in session at 2:40 p.m.

## 2. Financial Statements

Mrs. Matthews referred to the March 31, 2021, Financial Statements included in the board packet. There were no questions or updates.

L. OTHER BUSINESS

1. Director Committee Appointments

As with officer appointments, committee appointments were postponed to the June 17, 2021, Regular Board Meeting.

2. Director Training/Travel

Information was provided in the board packet on the upcoming 2021 APA Annual Meeting and NRECA Online Director Training. CEO Million noted the conflict with the CVEA Regular Board Meeting date which was the same week as the APA Annual Meeting.

MOTION Director Shorten moved to approve expenses for Directors Delaquito, Kildal, and Stowe to attend the APA Annual Meeting in Homer, Alaska on August 17-20, 2021.

Director Saxe seconded.

Motion passed.

There was discussion to reschedule the August 19 CVEA Regular Board Meeting to allow director and staff attendance at the APA Annual Meeting.

MOTION Director Kildal moved to reschedule the CVEA Regular Board Meeting to August 26, 2021.

Director Shorten seconded.

Motion passed.

3. Agenda Item Recommendations

No topics were submitted for discussion at this meeting. Topics requested for discussion at the June Board Meeting were cyber security and risk management.

M. DIRECTOR/CEO COMMENTS

Vice President Delaquito said it was a great meeting, the wellness bingo calendar is a great idea, and she was looking forward to the strategic planning session.

Director Saxe said it was a good meeting and it was good to attend in person.

Director Kildal extended compliments to Mrs. Scheidt on an excellent annual meeting.

Director Shorten said it was a good meeting, the virtual annual meeting went very well, and it was good to be together in person.

Secretary Stowe said good information was provided and thanked everyone for keeping the lights on. He said CVEA had a good team.

President Rake said he appreciated the comments today, also appreciated the opportunity to meet in person, and thanked Mrs. Scheidt for her work on the annual meeting.

CEO Million Travis said he looked forward to the strategic planning workshop. He said the annual meeting would not have been the success it was without Mrs. Scheidt's vision and guidance. A virtual event of that magnitude was new ground to break. He said he was amazed with the Team and how everyone pulled together to move forward when there are personnel challenges.

N. ADJOURNMENT

President Rake adjourned the meeting at 3:05 p.m.



  
Secretary

O. CVEA COMMUNITY FOUNDATION BUSINESS

No Community Foundation meeting was required.

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
1 p.m. – April 15, 2021 – Valdez, Alaska  
A G E N D A

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
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E.	WORK SESSION (if necessary)	
F.	SAFETY MINUTE	
G.	RECOGNITION OF GUESTS	
H.	MEMBERS' COMMENTS	
I.	REPORTS	
1.	Management Reports	
a.	Director of Power Supply .....	26
b.	Director of Operations .....	28
c.	Director of Communications .....	32
d.	Chief Financial Officer .....	35
e.	Chief Executive Officer .....	40
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L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	
N.	CVEA COMMUNITY FOUNDATION BUSINESS (if necessary)	

REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
April 15, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Janice Maslen  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Will Stark  
Dan Stowe

Directors Absent

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Wayne McKinzey – CVEA  
Bob Armstrong – CVEA  
Sharon Scheidt - CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 1:02 p.m. via video between the Glennallen and Valdez board rooms. The meeting was held via video to adhere to social distancing mandates related to the COVID-19 pandemic.

B. QUORUM

Secretary Stowe reported a quorum was established with all Directors present in their respective district board rooms.

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 18, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report

D. APPROVAL OF AGENDA

MOTION      Treasurer Stark moved to approve the agenda as presented.

Vice President Delaquito seconded.

Motion passed.

E. WORK SESSION

No work session was necessary.

F. SAFETY MINUTE

Vice President Delaquito relayed a terrible experience her family encountered after providing assistance to someone who had vehicle problems and was stranded on the roadside. She reminded everyone to be cautious and to beware of unexpected actions when providing assistance to stranded motorists. As we often think of helping others, Vice President Delaquito said to remember that self and family come first.

G. RECOGNITION OF GUESTS

Valdez member Trish Stowe was welcomed to the meeting via videoconference.

H. MEMBERS' COMMENTS

There were no member or guest comments.

I. REPORTS

1. Management Reports

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

- a. Director of Power Supply – Mr. McKinzey said the lake level was normal for this time of year at 640 feet. Mr. Steve Williams was hired for the Plant Operator Trainee position and was scheduled to start on April 26. Mr. McKinzey said that the Valdez area currently has 31 inches more snow than the same time last year, which could indicate plenty of water for the upcoming hydro season.
- b. Director of Operations – Mr. Armstrong said vegetation management continues on west line. Updates to the switching procedures continue and once the document is finalized training would be provided to the linemen and operators. Updating the MapWise software is moving forward to support implementation of the outage management system this fall. Mr. Armstrong provided details of recent outages caused by equipment failure.

Mr. Jeffrey Dolena was scheduled to begin work as the Staking Technician on April 19 and would be based in the Copper Basin. Applications for the Valdez Apprentice would be accepted until April 26. Mr. Armstrong said Copper Basin Lineman Walt Lynch was promoted to the Copper Basin Line Foreman, which opened a Journeyman Lineman position in the Copper Basin. President Rake extended congratulations to Mr. Lynch.



CEO Million responded to Secretary Stowe's question regarding the status of the boring on the last section of the Alyeska line extension at Stuart Creek. CEO Million reviewed issues encountered by the previous boring contractor and noted potential solutions.

- c. Director of Communications – Mrs. Scheidt had no updates and there were no questions on her written report.
- d. Chief Financial Officer – Mrs. Matthews referred to the audit report Letter to the Board included in the board packet. She reported that the April bills would reflect a 1.2-cent increase in the fuel cost. In response to Director Kildal's inquiry at the March board meeting, Mrs. Matthews reported the statistics of the number of members who pay by credit card.
- e. Chief Executive Officer – CEO Million reported that a number of members commented on the proposed Bylaws changes to district lines, the change of pronoun references to a gender-neutral term, and the matter of one-vote versus separate votes for each change. If proposed changes fail, staff will provide the Board with options to present the revisions in a different format to provide voting on separate sections later in the year.

CEO Million reminded the Board to complete the survey from CFC. He noted the purpose of the survey was to provide details for the strategic planning session in June. The survey was also sent to all employees for completion.

CEO Million provided an update on legislative matters what could affect the utility industry. Specifically, he relayed legislative activities regarding House Bill 29/Senate Bill 110, which protects utilities from wildfire liability. CEO Million said the status changes often as the process moves forward.

For the 2021 invoice, land use fees from the Federal Energy Regulatory Commission increased 21 percent. CEO Million reviewed the process FERC uses to calculate land value, identified problems with the one-size-fits-all concept, and summarized efforts by CVEA and others to dispute the continued increases. CEO Million said FERC's calculation method would once again be discussed with the delegation in May when he is in Washington, DC. He responded to questions from the Board regarding which other utilities or entities are involved in the efforts.

2. Financial Statements

Mrs. Matthews referred to the February 28, 2021, Financial Statements included in the board packet. There were no questions or updates.

3. Annual Meeting Update

Mrs. Scheidt provided a detailed review of the status of all matters related to the virtual annual meeting. She reminded the Board that each director must register online to receive the login information to join the meeting.

Vice President Delaquito requested that Mrs. Scheidt expand efforts with the Copper Basin schools to make various programs available to the students districtwide. Mrs. Scheidt said at this time opportunities for students include science fairs and tours of CVEA facilities, but she would follow up with district personnel.

Recess taken at 2:04 p.m.  
Back in session at 2:15 p.m.  
Mrs. Stowe left the meeting.

J. OTHER BUSINESS

1. Director Training/Travel

Directors Rake and Kildal provided verbal reports of the 2021 NRECA Directors' Conference they attended virtually on March 23-24. President Rake submitted copies of presentations used during the training and encouraged the Board to review the presentations as interesting information is provided on a number of topics.

2. Agenda Item Recommendations

No topics were requested at the March 18 Board Meeting and none were requested for any future meeting.

K. EXECUTIVE SESSION

MOTION Vice President Delaquito moved that the Board go into executive session to discuss the 2019 vehicle accident and potential future load, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Director Saxe seconded.

Motion passed.

Into executive session at 2:25 p.m.  
Out of executive session at 3:10 p.m.

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

L. DIRECTOR/CEO COMMENTS

Director Kildal said it was a good meeting.

Vice President Delaquito extended congratulations to Mr. Lynch and the new operator trainee. She extended appreciation to Mrs. Scheidt for reaching out to the schools as the kids need the extra programs and said she would do all she could to support the activities from within the school. Vice President Delaquito said it was a great meeting and expressed her pleasure in the opportunity to serve on the Board.

Director Maslen said she definitely appreciated being part of the Board and appreciated the Staff. She said a lot of information is provided and she appreciates the opportunity to ask questions and learn.

Director Shorten said it was a good meeting, he appreciated staff anticipating the Board's questions and the information provided to the Board. He thanked President Rake for the conference presentations.

Director Saxe said it was a good, short meeting, and it was good to be back in person.

Treasurer Stark thanked the Staff for all the work going into the meeting and for keeping the co-op going. He extended appreciation to Mrs. Matthews for her work on the audit. CEO Million responded to Treasurer Stark's inquiry regarding a grant awarded to the HAARP project, and explained what led to the funds being awarded to HAARP which would provide funding for five years of operation.

Secretary Stowe said the work staff does is appreciated.

President Rake agreed with the other comments and thanked all staff for their work.

CEO Million said it is gratifying that the Board is pleased with the Staff. He said an amazing amount of work goes on behind the scenes for the annual meeting and thanked Mrs. Scheidt and all the employees who assist her. CEO Million said that at this time, plans are for the May 20 Board Meeting to be conducted in person in Valdez.

M. ADJOURNMENT

President Rake adjourned the meeting at 3:17 p.m.



Secretary

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
12 p.m. – March 18, 2021 – Glennallen, Alaska  
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REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
March 18, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Janice Maslen  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Will Stark  
Dan Stowe

Directors Absent

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Wayne McKinzey – CVEA  
Bob Armstrong – CVEA  
Sharon Scheidt - CVEA  
Nancy Heidelberg – 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. via video between the Glennallen and Valdez board rooms. The meeting was held via video to adhere to the State's social distancing mandates related to the COVID-19 pandemic.

B. QUORUM

Secretary Stowe reported a quorum was established with Director Saxe participating via videoconference from outside the service territory and all other Directors participating via video from their respective districts.

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 18, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report

D. APPROVAL OF AGENDA

MOTION      Director Kildal moved to approve the agenda as presented.

Treasurer Stark seconded.

Motion passed.

E. WORK SESSION

1. 2020 Financial Statements Review

Mrs. Matthews welcomed and introduced Mrs. Elizabeth Stuart and Ms. Anya Shcheglyuk, of KPMG, and Ms. Lindsay Malone, CVEA Office Manager, to the meeting for the work session.

Mrs. Matthews reviewed the 2020 yearend financial statements and pointed out key information. There were no questions from the Board.

2. 2020 Audit Report

Ms. Elizabeth Stuart presented the audit report and said the report would be finalized and distributed the following week. She identified significant points and they were discussed as necessary. Mrs. Stuart and Mrs. Matthews responded to questions from the Board. Mrs. Stuart extended compliments to Mrs. Matthews and the accounting department for their thoroughness and cooperation throughout the audit.

Mrs. Stuart, Ms. Shcheglyuk, and Ms. Malone left the meeting.

Recess taken at 12:50 p.m.

Back in session at 1 p.m.

F. SAFETY MINUTE

CEO Million reported that icicles had begun to form as temperatures fluctuate so beware of walking under roof hangovers and near buildings. President Rake said a coworker backed a truck from inside a garage, ice fell off, and broke the windshield.

G. RECOGNITION OF GUESTS

There were no guests 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. Director of Power Supply – Mr. McKinzey said the lake level continued to fall as normal for this time of year. March was projected to be approximately 15 percent hydro with the remaining generation provided by the diesel units.

Mr. McKinzey said the inspection of Allison Creek was successful. Mr. Jared Van Putten, CVEA Instrumentation and Controls Technician, was trained by Canyon Hydro and would perform the required inspection going forward, which would save the cooperative approximately \$10,000 annually.

Initial Operator Trainee interviews were conducted, and the final three applicants would be interviewed onsite the week of March 29. Mr. McKinzey responded to questions from the Board on various topics included in his written report.

- b. Director of Operations – Mr. Armstrong said CVEA’s Vegetation Management Plan was under development. He reported that Sky Trim work continued on the west line and once break-up occurs, the Fecon would be utilized for additional right-of-way maintenance. Clearing would be conducted in other areas of CVEA’s system as the season progressed to establish a rotation for vegetation management.

Mr. Armstrong responded to questions from the Board regarding the AMI meters. He confirmed the projected date of implementation for the outage management system is fall 2021.

There was discussion regarding options under consideration to address the repeated pole jacking on the distribution system.

- c. Director of Communications – Mrs. Scheidt reported that CVEA was recognized by the National Rural Electric Cooperative Association for the work performed to promote the Co-op Connections program. Mrs. Scheidt complimented Mrs. Cindy Unger for her efforts in working with local businesses to involve them in the program. Director Kildal thanked Mrs. Scheidt for the Ruralite articles.
- d. Chief Financial Officer – Mrs. Matthews reported the March bills would have a one-cent increase to fuel. She referred to a communication included in the board packet from a Copper Basin member and explained the member’s comments regarding the customer charge.

Mrs. Matthews responded to questions regarding CVEA’s financial outlook and the requirements of the cooperative’s lender, the possibility of scheduling bill dates to coincide with payments being received prior to yearend, and the number of customers who pay by credit card, prepaid, or budget billing.

- e. Chief Executive Officer – CEO Million provided updates on various legislative matters. He reported specifically on House Bill 29, the wildfire liability bill which provides protection for utilities, and said the bill was moving forward. He said he was pleased to submit CVEA’s draft Vegetation Management Plan at Representative Rauscher’s request for a reference document to support the bill. CEO Million said he was invited to provide testimony in support of the bill once a date was established.

The Senate Resources Committee would consider legislation for the Roadbelt Intertie later in the month and CEO Million was asked to provide a presentation on how the intertie would impact CVEA's system. He said the presentation would also provide information on the potential of a Tiekell River hydro project.

CEO Million reported that earmarks had been returned on the federal level but renamed as community project funding requests. Funding had been approved for services outside of transportation infrastructure. CEO Million said if there were no objections from the Board, he would submit requests for a study and for funding towards the Roadbelt Intertie. The Board had no objections to CEO Million submitting funding requests as identified.

CEO Million responded to general questions from his written report.

2. Financial Statements

Mrs. Matthews referred to the January 31, 2021, Financial Statements included in the board packet. There were no questions or updates.

3. Annual Meeting Update

Mrs. Scheidt provided an update on work conducted to support the Virtual 2021 Annual Meeting which was scheduled for May 4 for the Valdez District and May 5 for the Copper Basin District. She reported on the numerous aspects necessary to ensure the virtual meeting would meet CVEA Bylaws and State of Alaska requirements. Annual meeting packets would be mailed to the Membership no later than April 1, 2021. Mrs. Scheidt reviewed the Board's responsibilities for the annual meeting. She explained the meeting would consist of some live sessions and others would be prerecorded. The Board was requested to attend virtually. Mrs. Scheidt said the prerecorded sessions would be recorded following the April 15 Board Meeting.

Recess at 1:50 p.m.

Back in session at 1:55 p.m.

J. OTHER BUSINESS

1. Work Session Report

The 2020 Audit Report was presented in a work session earlier in the meeting. The Board thanked Mrs. Matthews and those involved for their work to ensure a clean audit.

MOTION Director Kildal moved to accept the 2020 Audit Report as presented.

Director Saxe seconded.

Motion passed.



2. Director Training/Travel

There was no new information and no requests submitted.

3. Agenda Item Recommendations

a. Texas Power Grid Failure

CEO Million provided a presentation identifying situations that led to the failure of the Texas electrical grid during recent winter storms. The presentation recognized how CVEA's system is structured to prevent similar failures. He identified potential issues for certain scenarios which could be problematic for CVEA. He reiterated that the Staff was aware of those scenarios and have had multiple discussions of the feasibility of adding more generation in Valdez, which would be a topic further considered at a later date.

b. Parliamentary Procedures Guidelines

Per the Board's request at the February meeting, a guidelines document was provided for each director to review at their option. It was the consensus of the Board that the guidelines are included on the iPad for a reference tool.

There were no additional topics requested for the next meeting.

K. EXECUTIVE SESSION

MOTION Secretary Stowe moved that the Board go into executive session to discuss the 2019 vehicle accident, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Vice President Delaquito seconded.

Motion passed.

Into executive session at 2:24 p.m.

Out of executive session at 2:45 p.m.

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

L. DIRECTOR/CEO COMMENTS

Director Saxe said it was a good and interesting meeting, good job on the audit, and he would attend in-person next month.

Director Kildal said it was a great meeting, and he appreciated all the work going on especially on the finances, and he appreciated everyone for their work. Great job by all in the organization.

Vice President Delaquito said it was a great meeting as always and she appreciated Mrs. Matthews and staff for the work on the audit. She said the *Ruralite* articles were very well done, and the organization represents well in both communities. She thanked CEO Million for his presentation and said it would be great if presentations were loaded to the iPads to ensure everyone could see even when technology failed.

Director Maslen thanked Mrs. Matthews for the audit and for arranging the auditors to be online for the meeting. She thanked Mrs. Scheidt for her work in planning the annual meeting. Director Maslen thanked CEO Million for the presentation and Mrs. Heidelberg for the Parliamentary Procedures Guidelines.

Director Shorten said it was a good meeting and thanked CEO Million for the information and Mrs. Matthews for the financial review. He said there was much to think about for the strategic planning session coming up. Director Shorten said he had the privilege of talking to an employee who said CVEA is entirely different than a year ago with the current leadership, and the employees are happy with where CVEA is going.

Treasurer Stark thanked everyone for their work on the meeting, said he missed being in person, and looked forward to next month.

Secretary Stowe said it takes all the staff and everyone does such a good job, it may appear that the Board does not appreciate the work, but everyone is appreciated.

President Rake said it was an excellent meeting, acknowledged the enormous load on Mrs. Scheidt's plate, thanked Mr. Armstrong and Mr. McKinzey for keeping the lights on, and Mrs. Matthews and her team for keeping finances straight. He thanked CEO Million for everything he does.

CEO Million said hats off to everyone in the entire company for the financial success. He acknowledged Mrs. Matthews for her oversight to ensure everyone follows procedures. He praised Ms. Lindsay Malone for maintaining the financial department over the past months which took some extra effort with a key player out in addition to taking on new duties. CEO Million said the annual meeting would be conducted in the best possible manner.

M. ADJOURNMENT

President Rake adjourned the meeting at 2:51 p.m.



  
Secretary

N. COMMUNITY FOUNDATION BOARD MEETING

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 Rake called the CVEA Community Foundation Regular Meeting to order at 2:53 p.m. via videoconference. Secretary/Treasurer Delaquito established a quorum.

1. Scholarship Program Adjustments

Mrs. Scheidt referred to information included in the board packet which explained the necessity to adjust the scholarship program as was approved by the Board in 2020. Due to the COVID-19 pandemic, cancellations for 2020 and 2021 events require re-evaluation of the Foundation's Scholarship Program.

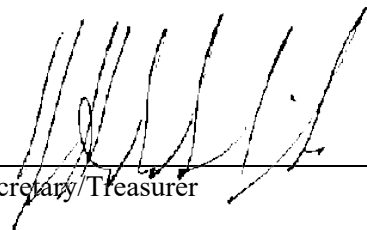
MOTION Vice President Stark moved to amend the 2021 Community Foundation Scholarship program to include: a \$500 Youth Rally educational scholarship to be awarded to both 2020 Youth Rally award winners and up to two 2021 Youth Rally award winners with all scholarships available upon their high school graduation, approval to offer eligible 2021 award winners the opportunity to attend the Youth Rally in 2022, and up to \$2,000 additional in General Scholarships to be awarded by the Community Foundation Scholarship Selection Committees in 2021.

Director Saxe seconded.

Motion passed.

President Rake adjourned the meeting at 2:58 p.m.



  
Secretary/Treasurer

COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
1 p.m. – February 18, 2021 – Glennallen, Alaska  
A G E N D A

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N.	CVEA COMMUNITY FOUNDATION BUSINESS	
1.	Scholarship Committee Appointments .....	51

REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
February 18, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Janice Maslen  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Will Stark  
Dan Stowe

Directors Absent

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Wayne McKinzey – CVEA  
Bob Armstrong – CVEA  
Sharon Scheidt - CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 1 p.m. via video between the Glennallen and Valdez board rooms. The meeting was held via video to adhere to the State's social distancing mandates related to the COVID-19 pandemic.

B. QUORUM

Secretary Stowe reported a quorum was established with Director Saxe participating via videoconference from outside the service territory and all other Directors participating from their respective district. Director Maslen was expected to join the meeting shortly via videoconference.

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 21, 2021
3. Staff Monthly Reports
4. Safety and Loss Control Report

D. APPROVAL OF AGENDA

MOTION      Treasurer Stark moved to approve the agenda as presented.

Secretary Stowe seconded.

Motion passed.

E. WORK SESSION

No work session was necessary.

F. SAFETY MINUTE

CEO Million reminded everyone there is never a wrong time to focus on health by eating healthy and participating in exercise. He noted that it is often the small changes to one's lifestyle that provides the most impact and becomes a part of one's way of life.

G. RECOGNITION OF GUESTS

There were no guests 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. Director of Power Supply – Mr. McKinzey reported that hydro generation would be minimal for February, March, and April. He said that recent issues with the Cogen unit were due to a dirty control valve. Settings were changed to accommodate for the impurities in the fuel and the valve would be replaced in March. Mr. McKinzey said Unit 4 at the Valdez Diesel Plant was place back in service on February 11, 2021 following the overhaul.

Annual opacity testing was conducted on Units 8 and 9 at the Glennallen Diesel Plant. Due to COVID-19, recertification for the operators was rescheduled and the date was missed resulting in the operators' certifications going into lapse status. The lapse resulted in a deviation in the permit requirements. A contractor came from Anchorage and performed the required testing.

Director Maslen joined the meeting via video.

Mr. McKinzey reported 57 applications were received for the plant operator trainee vacancy at the Valdez plants. Applications were under review and interviews would be scheduled soon.

Mr. McKinzey reported on Petro Star's plans to install an electric incinerator in June which will run 24/7 for four months and will add approximately 2.1 megawatts of load to CVEA's system. No problems are anticipated in meeting the increased load.

In response to Secretary Stowe's question, Mr. McKinzey explained the Cogen ride-through-unit installation and the benefit of the backup.

- b. Director of Operations – Mr. Armstrong said it had been an interesting first month at CVEA, he continued to learn daily, and was glad to be a part of CVEA. Mr. Armstrong reported the line crews are performing clean up around the facilities and on equipment. The Operations Department worked with Mr. Sauls on the recent outage to determine the cause and solution to prevent a recurrence. Monday morning safety meetings continue, and avalanche training was recently conducted.

Mr. Armstrong said the vacant Valdez journeyman lineman position received no qualified applications after multiple recruitment efforts. Staff determined to move forward to open an apprenticeship opportunity to fill the vacancy. Mr. Armstrong reported that Mrs. Kathryn Peltier, Field Planning Specialist, submitted her resignation effective February 18. Recruitment for that position would be initiated soon.

Director Shorten relayed message from a Copper Basin member who expressed appreciation for work by the crew during a recent outage. Mr. Armstrong thanked Director Shorten and said he would inform the crew of the member's comment.

Mr. Armstrong responded to Secretary Stowe's questions regarding what the term equipment failure covered in the outage reports. The term is broad and covers various equipment not any specific equipment.

- c. Director of Communications – Mrs. Scheidt said that following up on the *Behind the Switch* video, CVEA would provide a video series that focuses on the people of CVEA. She said that the series would include all departments to reflect the entire scope of CVEA, and presented the first of the series, *Behind the Switch – An Operator Story*.
- d. Chief Financial Officer – Mrs. Matthews said the 2020 audit is underway virtually with staff responding to inquiries as required. Much work was done in advance for preparation of the virtual audit. Closing out the 2020 financial statements was ongoing. Mrs. Matthews said 2020 ended with the cooperative meeting all financial targets, ratios, and margins. She said yearend cash was lower than projected and summarized the balance. She noted that 2021 was currently ahead of the budget in kilowatt hour sales for January. She reviewed additional unplanned revenue for 2021 and said a full review of the 2020 financials would be provided prior to the audit report in March.

Mrs. Matthews reported that any employees who choose to get the COVID-19 vaccination were scheduled as vaccines became available. Employees were notified of the Governor's removal of the travel testing requirement when returning to the state.

Mrs. Matthews said the leadership training was much appreciated by all attendees and a follow-up onsite session would be conducted in August. She thanked the Board and CVEA for allowing the funds for employee training.

- d. Chief Executive Officer – CEO Million reported the Alaska Legislature had elected a House speaker thereby establishing all leadership and committee seats. He provided details of the structure of the various committees. CEO Million said House Bill 29 regarding wildfire liability was on the docket. He reported on a conversation with Senator Click Bishop who said Senator Micciche would sponsor the bill. Senator Bishop indicated he expected to advance the bill through the committee to the floor for a vote.

Referring to extreme weather events in the southern states, specifically in Texas, where blame was focused on the utilities for unprecedented power outages, Director Shorten said he wondered what he, as a director, could do to ensure CVEA does not encounter a similar problem as weather changes occur. The other Directors agreed that it is a matter of concern and asked CEO Million whether he could provide more reliable details than what is provided in the media. CEO Million said he would provide a detailed summary of the matter at the next board meeting as he receives communications from within the industry that are more reliable and bypass the media spin.

#### J. OTHER BUSINESS

##### 1. Annual Meeting Update

Mrs. Scheidt reminded the Board that the 2020 Annual Meeting was canceled as was allowed by legislative action due to the COVID-19 pandemic. Regarding large gatherings, she reviewed and summarized numerous meetings and research conducted within the state and through national efforts on how to meet Bylaws requirements due to restrictions imposed because of COVID. She summarized details of topics covered in the meetings which was facilitated by industry counsel. Mrs. Scheidt said substantial effort had occurred throughout the year to determine a proper course forward. She responded to Secretary Stowe's question on why one CVEA virtual meeting was not allowed per counsel. The number that would be required to establish a quorum would be substantial if the Copper Basin and Valdez Districts annual meetings were combined into one meeting. To eliminate the risk of not meeting that number, counsel directed CVEA to continue with the meeting in each district, as occurs when the meeting is in person.

CEO Million reviewed counsel's recommendation that the Board approve Resolution 20-01, *2021 Virtual Annual Meeting*, to solidify any state statutes and CVEA Bylaws to address any questions regarding conducting a virtual annual meeting.

Mrs. Scheidt reviewed details of how the virtual meeting would be conducted and all the requirements that must be met to ensure members have the ability to communicate. All information would be released to the Membership in March to provide registration and participation information. Mrs. Scheidt said ballot packages would be distributed by April 5 and would include voting ballots for Director elections and Bylaws Amendments.



MOTION Director Kildal moved to approve Resolution 21-01, *2021 Virtual Annual Meeting*, as presented.

Treasurer Stark seconded.

Motion passed.

Recess taken at 2:08 p.m.  
Back in session at 2:15 p.m.

2. Credentials & Elections Committee Appointments

MOTION Director Kildal moved to appoint Sue Roscovius, Jason Williams, Anna Bell Hand, Shannon Saavedra and Karen Hoeft to the Copper Basin District Credentials and Election Committee, and to appoint Jamie Cooley as an alternate.

Vice President Delaquito seconded.

Motion passed.

MOTION Treasurer Stark moved to appoint Lori Saylor, Bobby Gibbs, Anita Fannin, Lorisa MacDonald, and Myrna Dahl to the Valdez District Credentials and Election Committee, and to appoint Katre Goudreau to serve as an alternate. Motion passed.

Secretary Stowe seconded.

Motion passed.

3. Director Training/Travel

Directors Delaquito, Kildal, and Rake provided verbal reports on recent training they attended through online sessions. Mrs. Heidelberg referred to a list of NRECA online courses available to directors in March, April, and May. No approval was requested.

CEO Million reminded the Board that interest had been expressed for Parliamentary Procedures training for the Board. He asked whether the Board had interest in having training for the entire board or individually. The consensus was that Directors should notify Mrs. Heidelberg of their interests. In the meantime, Mrs. Heidelberg would provide a guideline for the Board's consideration.

4. Agenda Item Recommendations

President Rake said this new agenda item would be on future agendas to allow Directors the opportunity to request topics for board discussion. Items for the March agenda are the Texas power grid failure and Parliamentary Procedures Guidelines.

K. EXECUTIVE SESSION

An executive session was required for discussion of two topics.

MOTION Director Kildal moved that the Board go into executive session to discuss the 2019 vehicle accident and a communication to the Regulatory Commission of Alaska, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Treasurer Will seconded.

Motion passed

Into executive session at 2:38 p.m.

Out of executive session at 2:58 p.m.

No action was required as a result of the executive session discussion.

L. DIRECTOR/CEO COMMENTS

Director Saxe said it was a good, fast, and interesting meeting and he feels confident Mrs. Scheidt will coordinate the virtual annual meeting and it will be a success.

Director Maslen said she is always amazed at the level of detail and the transparency in everyone's reports. The next rendition of the *Behind the Switch* video is excellent and kudos to Mrs. Scheidt and everyone involved. Director Maslen suggested that perhaps a future series would be to create one that features members of the Co-op, *In Front of the Switch*. Director Maslen expressed appreciation of CEO Million's time outside a board meeting to explain the Railbelt Intertie project. She said the member that asked her about it appreciated the information she was able to relay to them. Congratulations to Mr. McKinzey on receiving so many applicants for the position vacancy, which says a lot about him and the organization on the whole.

Director Kildal said it was a good meeting with lots of good information. The executive session was very good. He said the organization is very well managed and moving along great.

Vice President Delaquito said it was a great meeting, thanked Mrs. Scheidt for video and said she looks forward to seeing the video posted for everyone to view. She said she looks forward to seeing the audit results. Vice President Delaquito said CEO Million's leadership is second to none, it was nice to hear Mr. Armstrong's report, great to hear Mr. McKinzey received so many applicants and he has a huge job to sort through them. Vice President Delaquito said she was proud to be part of the organization. CEO Million presented Vice President Delaquito with the certificate for completing the NRECA CCD training.

Director Shorten said it was a good meeting with continued good information and he appreciated everyone's work and enthusiasm.

Secretary Stowe said it was a good meeting, thanked CEO Million, Mr. Armstrong, and Mr. McKinzey for keeping the lights on and Mrs. Scheidt for keeping the members informed.

Treasurer Stark thanked everyone for all the work that goes into the meetings and keeping the lights on.


President Rake said the number of applicants for the trainee position tells the story for itself. He has complete faith in Mrs. Scheidt to arrange and facilitate the annual meeting.

CEO Million thanked the Board for their support of the entire organization. He said he was looking forward to the virtual annual meeting and completion of the audit. CEO Million said he appreciated everyone's efforts and thanked all for their support.

M. ADJOURNMENT

President Rake adjourned the meeting at 3:07 p.m.



  
Secretary

N. COMMUNITY FOUNDATION BOARD MEETING

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 Rake called the CVEA Community Foundation Regular Meeting to order at 3:07 p.m. via videoconference. Secretary/Treasurer Delaquito established a quorum.

1. Scholarship Committee Appointments

Mrs. Scheidt referred to the list of members who were interested in serving on the Community Foundation Scholarship Committee.

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

Director Kildal seconded.

Motion passed.

MOTION Vice President Stark moved to appoint Stephanie Morgan, Colette Loftin, and Angela Reese to the Valdez District Scholarship Committee, and to appoint Anne Branshaw to serve as an alternate in case a committee member is unable to serve their commitment.

Director Stowe seconded.

Motion passed.

President Rake adjourned the meeting at 3:10 p.m.



  
Secretary/Treasurer



COPPER VALLEY ELECTRIC ASSOCIATION  
Board of Directors Regular Meeting  
10 a.m. – January 21, 2021 – Glennallen, Alaska  
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REGULAR MEETING  
CVEA BOARD OF DIRECTORS  
January 21, 2021

Directors Present

Yvette Delaquito  
Paul Kildal  
Janice Maslen  
Lon Rake  
Jeff Saxe  
Mark Shorten  
Dan Stowe

Directors Absent

Will Stark

Others Present

Travis Million – CVEA  
Jaime Matthews – CVEA  
Sharon Scheidt – CVEA  
Wayne McKinzey – CVEA  
Bob Armstrong – CVEA  
Nancy Heidelberg – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 10:03 a.m. via video with Directors and Staff participating from their respective homes or offices for compliance with the State's social distancing mandates related to the COVID-19 pandemic.

B. SAFETY MINUTE

CEO Million noted that the winter had experienced unusual weather patterns with extreme temperature and precipitation fluctuations which sometimes resulted in unanticipated slick walking and driving surfaces. He reminded everyone of the importance of allowing extra distance for stopping when driving. President Rake said ice buildup was a common hazard in Valdez.

C. QUORUM

Secretary Stowe reported a quorum was established with Director Stark absent and all other Directors participating via video.

D. WORK SESSION – Executive Session

MOTION      Director Kildal moved that the Board go into executive session to discuss personnel matters involving the 2020 CEO Performance Evaluation and the 2019 Vehicle Accident, the immediate knowledge of which would clearly have an adverse effect on the finances of the cooperative.

Vice President Delaquito seconded.

Motion passed.

Into executive session at 10:05 a.m.

Recess taken at 11 a.m.

Back in session at 11:05 a.m.

Out of executive session and recess taken at 12:05 p.m.  
Back in session at 1:01 p.m.

E. RECOGNITION OF GUESTS

CEO Million introduced Mr. Bob Armstrong and welcomed him to CVEA as the Director of Operations.

F. MEMBERS' COMMENTS

There were no member or guest comments.

G. 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 17, 2020
3. Staff Monthly Reports
4. Safety and Loss Control Report
5. Community Foundation Monthly Report

H. APPROVAL OF AGENDA

MOTION Director Kildal moved to approve the agenda as presented.

Director Shorten seconded.

Motion passed.

I. REPORTS

1. Management Reports

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

- a. Director of Power Supply – Mr. McKinzy reported that contractors arrived onsite on January 11 and began the overhaul on Unit 4 at the Valdez Diesel Plant with the projected date for completion in mid-February. The slip ring was installed on Solomon Gulch Hydro Unit 1 and the unit was back in service on January 14. Mr. McKinzy said the failed pump at the Cogen project was under evaluation by CVEA's Instrumentation & Controls Technician.

CEO Million and Mr. McKinzey responded to Director Saxe's inquiry regarding outage reporting through the AMI system and explained that completion of the outage reporting feature was planned for 2021. Mr. McKinzey said there had been numerous occasions when members called in to report an issue and the AMI system was able to determine whether the problem was on the member's side of the meter or on CVEA's side.

- b. Director of Communications – Mrs. Scheidt reported on preparation activities for the CVEA 2021 Annual Meeting, which included plans for a virtual event due to COVID-19 restrictions of large group gatherings. She reported on a meeting hosted by the Alaska Power Association which was to share virtual annual meeting plans for utilities throughout the state. As of this date, the CVEA 2021 Annual Meeting is scheduled for May 4 in Valdez and May 6 in Glennallen. Mrs. Scheidt said research is underway to determine whether, since the event would be virtual, the two district meetings could be combined into one meeting, and if that is allowed the date would be provided to the Board. She said more information would be provided as details are finalized. Mrs. Scheidt reminded the Board that February 11 was the deadline for director nomination packets. CEO Million said another APA group meeting was scheduled and additional information would be provided in February as received from legal counsel.
- c. Chief Financial Officer – Mrs. Matthews reported the cyber security policy was finalized with the multi-factor security and authentication features to be completed. The accounting department was closing out 2020 and preparations were underway for the virtual audit, which would be conducted virtually beginning February 15.

Mrs. Matthews summarized updates distributed to employees regarding COVID-19 regulations, travel rules, and the availability of vaccines in Glennallen and Valdez. She reported on COVID tax credits finalized with KPMG, which amounted to approximately \$25,000 applied to CVEA's payroll taxes. Mrs. Matthews responded to questions from Vice President Delaquito regarding the percentage of employees getting vaccinated and explained the process for employees utilizing COVID leave.

Mrs. Matthews reported Community Foundation funds of \$325,000 were transferred from Wells Fargo into an investment account established with First National Bank Alaska per the Board's direction.

The January bills reflected an increase of approximately one cent over the same billing cycle in 2020 (January), which was approximately a two-cent increase over the previous month (December). Mrs. Matthews responded to Director Saxe's question of whether there was any indication of members paying late due to COVID; there was not.



- d. Chief Executive Officer – CEO Million reported on the Alaska Legislature’s establishment of leadership for the session and reported on changes occurring on the Federal legislative front. In response to Director Saxe’s inquiry regarding the recurrence of the carbon tax regulations, CEO Million stated that the new administration was expected to reinstate numerous regulations. He said via the Alaska Power Association, the industry would expend efforts to gain exemption from the carbon tax for all state utilities. At Director Maslen’s request, CEO Million provided a summary of the carbon tax and reviewed the financial hardship the tax would impose on CVEA and other small utilities.

CEO Million provided a brief summary of recent webinars he attended on small scale nuclear power. The conclusion was that the technology is too new and continues in the research and development phase with many of the major items not yet determined which would impact any decision to invest in the technology for power generation. CEO Million said the technology would be monitored as it progresses.

Two strategic planning sessions were conducted by the Alaska Railbelt Cooperative Transmission and Electric Company. CEO Million reported that he participated in each session since CVEA is an associate member. He said the group decided to continue under a cooperative structure and focus on studies and projects related to the Railbelt transmission line. The ARCTEC would become more involved in the electric vehicle initiative to provide a unified voice for all state utilities. There was discussion on how the ARCTEC would support the Roadbelt project if it moved forward. CEO Million inquired of the Board’s interest in an update on the status of the Roadbelt Intertie, and the consensus of the Board was for a detailed update following the annual meeting and director elections.

CEO Million referred the Board to a communication to Senator Lisa Murkowski in response to a letter she submitted to the Federal Energy Regulatory Commission regarding the Commission’s recent Notice of Proposed Rulemaking. Comments were also provided by the Alaska Power Association and a number of Alaskan licensees, individually and through the National Hydropower Association. The change to the rulemaking would adversely affect small hydroelectric facilities by adding excessive regulation guidelines to all facilities, regardless of size or scope. The Commission’s determination was that no modifications would be forthcoming to reduce any of the newly imposed burden on smaller hydroelectric facilities.

## 2. Financial Statements

Mrs. Matthews referred to the financial statements included in the board packet for questions and pointed out specific points. She said 2020 yearend numbers would be available for discussion at the February 18 Board Meeting.

J. OTHER BUSINESS

1. Work Session Reports

D.1. CEO Performance Evaluation

CEO Million thanked the Board for the feedback during the performance evaluation conducted earlier in the meeting.

MOTION Vice President Delaquito moved to approve the CEO compensation changes as was discussed in the executive session work session 2020 Performance Evaluation conducted on January 21, 2021.

Director Kildal seconded.

Motion passed.

D.2. 2019 Vehicle Accident

No action was necessary as a result of the executive session work session discussion.

2. Proposed Bylaws Amendments

Mrs. Scheidt reported that no recommended revisions to the Bylaws were received by the Membership prior to the January 7, 2021 deadline. CEO Million reported that one Copper Basin member participated in the Public Bylaws Meeting on January 20, 2021 and he shared the member's comments for the Board's consideration. CEO Million said since there are a substantial number of proposed changes to the Bylaws, he conferred with corporate counsel regarding the best option for presenting to the Membership on the ballot. Counsel recommended one vote for all revisions. The consensus of the Board was to follow counsel's recommendation and to include an explanation of the determination of one vote rather than multiple individual votes.

MOTION Director Kildal moved to add the proposed CVEA Bylaws amendments, as submitted, to the official 2021 Annual Meeting ballot.

Vice President Delaquito seconded.

Motion passed.

3. ACRE/CARE Contribution

Information was provided in the board packet recapping the annual contribution opportunity. Due to the meeting being conducted virtually, any director who wished to contribute was requested to email their contribution information to Mrs. Heidelberg for processing.

4. Director Training/Travel

As a result of their requests and approval in December, Directors Delaquito, Kildal, and Rake were registered for upcoming director training course 977.1 *Equity Management and Boardroom Decision Making*, which would be conducted online January 25-26, 2021.

Information was included in the board packet on the upcoming 2021 NRECA Directors' Conference which would be held virtually on March 23-24, 2021.

MOTION Vice President Delaquito moved to approve expenses for Directors Kildal and Rake to participate in the 2021 NRECA Virtual Directors' Conference.

Director Maslen seconded.

Motion passed.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Director Maslen said she appreciated the good meeting with good information and appreciated the opportunity to go through the executive session for the performance evaluation.

Vice President Delaquito asked what platform would be used for the virtual annual meeting and Mrs. Scheidt responded that several options were under review, but a decision would be made by March. Vice President Delaquito said it was a very good meeting and she remained appreciative of the professionalism at CVEA and was grateful for a great group of directors to work with. She said it was very nice to be a part of the CEO evaluation. She said she appreciated and continued to advocate transparency to the Membership and looked forward to being back in the board room for meetings in person. Vice President Delaquito thanked the Staff for their support in various areas and for the assistance which allowed online participation in various training events.

Director Kildal welcomed Mr. Armstrong to CVEA. He thanked CEO Million for his leadership and said he was excited about where CVEA is going. Director Kildal said it was great working with all of the board members.

Director Saxe said it was a very good meeting. He said he hoped the annual meeting could be held for both districts as one meeting since it would be virtually. He said it was fun working with everyone.

Director Shorten said it was a good meeting and echoed the other comments about the Board's professionalism even when they agree to disagree. He thanked CVEA for the gift bag at Christmas and appreciated the extra with the encouragement to pay it forward. He encouraged all to keep up the good work as CVEA is headed in the right direction.

Director Stowe agreed with the other Director comments and welcomed Mr. Armstrong to CVEA.

President Rake said it was a good meeting, congratulated CEO Million, said he was looking forward to the road ahead, and welcomed Mr. Armstrong to CVEA.

CEO Million thanked the Board for the feedback during the performance evaluation process. He said he appreciated the confidence the Board has in the Staff and him. It appeared to be a consensus, by the Board and the Employees, that the Employee Engagement Committee was a great success.

He felt the pay-it-forward aspect of the holiday gifts carried on the Board's direction, from earlier in the year related to COVID, of concern for the community. CEO Million said that at this time, plans are to conduct the February board meeting in person by district.

M. ADJOURNMENT

President Rake adjourned the meeting at 2:07 p.m.



  
Secretary

N. COMMUNITY FOUNDATION BOARD MEETING

No Foundation board meeting was necessary.