

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

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
C.	CONSENT AGENDA	<u>Page No.</u>
	1. Changes to Consent Agenda	3
	2. Minutes of Board Meeting – March 21, 2024	4
	3. Community Foundation Monthly Report	9
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo	10
E.	WORK SESSION	
	1. Cost of Power	11
F.	SAFETY MINUTE	
G.	RECOGNITION OF GUESTS	
H.	MEMBERS’ COMMENTS	
I.	REPORTS	
	1. Management Reports	
	a. Finance Manager	12
	b. Director of Communications	15
	c. Chief Operating Officer	18
	d. Chief Executive Officer	26
	2. Financial Statements	31
	3. Annual Meeting Update	45
J.	OTHER BUSINESS	
	1. Work Session Report	48
	2. Director Qualifications	49
	3. Director Education	52
	4. Agenda Item Request	53
	5.	
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

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

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
C.	CONSENT AGENDA	<u>Page No.</u>
	1. Changes to Consent Agenda	3
	2. Minutes of Board Meeting – February 15, 2024	4
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo	8
E.	WORK SESSION – Executive Session	9
	1. 2023 Audit Report	10
	2. Personnel – Contractual Matters	33
F.	SAFETY MINUTE	
G.	RECOGNITION OF GUESTS	
H.	MEMBERS’ COMMENTS	
I.	REPORTS	
	1. Management Reports	
	a. Finance Manager	34
	b. Director of Communications	37
	c. Chief Operating Officer	51
	d. Chief Executive Officer	56
	2. Financial Statements	60
	a. December 2023	62
	b. January 2024	76
	3. Annual Meeting Update	90
J.	OTHER BUSINESS	
	1. Work Session Report	92
	2. Credentials & Elections Committee Appointments	93
	3. Director Qualifications.....	94
	4. Director Education	104
	5. Agenda Item Request	105
	6.	
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
March 21, 2024

Directors Present

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

Directors Absent

Others Present

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

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 11:44 a.m. in the Valdez board room.

B. PROOF OF QUORUM

Secretary Stowe established a quorum with Director Kildal absent, all other directors present.

C. CONSENT AGENDA

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

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – February 15, 2024

D. APPROVAL OF AGENDA

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

Secretary Stowe seconded.

Motion passed.

E. WORK SESSION – EXECUTIVE SESSION

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

Director Maslen seconded.

Motion passed.

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

F. SAFETY MINUTE

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

G. RECOGNITION OF GUESTS

There were no guests.

H. MEMBERS' COMMENTS

There were no member comments.

I. REPORTS

1. Management Reports

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

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

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

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

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

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

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

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

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

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

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

CEO Matthews responded to a question regarding increased regulations.

2. Financial Statements

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

3. Annual Meeting Update

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

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

Mrs. Scheidt provided an update on scholarship applications.

- J. OTHER BUSINESS

1. Work Session Report

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

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

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

Director Maslen seconded.

Motion passed.

2. Credentials & Election Committee Appointments

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

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

Vice President Delaquito seconded.

Motion passed.

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

Secretary Stowe seconded.

Motion passed.

3. Director Qualifications

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

4. Director Training/Travel

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

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

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

5. Agenda Item Requests

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

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

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

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

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

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

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

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

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

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

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

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

M. ADJOURNMENT

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


Secretary



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

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

REGULAR MEETING
CVEA BOARD OF DIRECTORS
February 15, 2024

Directors Present

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

Directors Absent

Jeff Saxe

Others Present

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

A. CALL TO ORDER

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

B. PROOF OF QUORUM

President Rake appointed Director Hess Secretary Pro Tem due to Secretary Stowe's absence. Secretary Pro Tem Hess established a quorum, with Secretary Stowe and Director Kildal expected to join momentarily, Director Saxe absent, and all other directors present.

C. CONSENT AGENDA

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

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – January 18, 2024
3. Community Foundation Monthly Report

D. APPROVAL OF AGENDA

MOTION Director Maslen moved to approve the agenda as presented.

Treasurer Stark seconded.

Motion passed.

E. SAFETY MINUTE

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

F. RECOGNITION OF GUESTS

There were no guests.

G. MEMBERS' COMMENTS

There were no member comments.

H. REPORTS

1. Management Reports

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

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

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

Secretary Stowe and Director Kildal joined the meeting.

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

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

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

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

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

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

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

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

I. OTHER BUSINESS

1. Dissolution of Trans-Alaska

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

Director Maslen seconded.

Motion passed.

2. AKCARE and PAC Contributions

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

3. Director Education

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

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

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

Director Maslen seconded.

Motion passed.

4. Agenda Item Requests

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

J. EXECUTIVE SESSION

No executive session was necessary.

K. DIRECTOR/CEO COMMENTS

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

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

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

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

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

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

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

N. ADJOURNMENT

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


Secretary



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

A.	CALL TO ORDER	
B.	PROOF OF QUORUM	
C.	CONSENT AGENDA	<u>Page #</u>
	1. Changes to Consent Agenda	3
	2. Minutes of Regular Board Meeting – December 21, 2023	4
	3. Community Foundation Monthly Report	8
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo	13
E.	WORK SESSION – EXECUTIVE SESSION.....	14
	1. CEO Performance Evaluation.....	15
	2. Union Negotiations	16
F.	SAFETY MINUTE.....	20
G.	RECOGNITION OF GUESTS	
H.	MEMBERS’ COMMENTS	
I.	REPORTS	
	1. Management Reports	
	a. Financial Manager	25
	b. Director of Communications	30
	c. Chief Operating Officer.....	37
	d. Chief Executive Officer	41
	2. Financial Statements	43
J.	OTHER BUSINESS	
	1. Work Session Report	60
	2. December Outages	61
	3. Director Training/Travel	69
	4. Agenda Item Requests	70
	5.	
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
January 18, 2024

Directors Present

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

Directors Absent

Will Stark

Others Present

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

A. CALL TO ORDER

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

B. PROOF OF QUORUM

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

C. CONSENT AGENDA

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

The items in the Consent Agenda are as follows:

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

D. APPROVAL OF AGENDA

MOTION Director Maslen moved to approve the agenda as presented.

Vice President Delaquito seconded.

Motion passed.

E. WORK SESSION

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

Director Maslen seconded.

Motion passed.

Into executive session at 11:05 a.m.

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

Recess taken at 12:04 p.m.

Back in session at 12:25 p.m.

F. SAFETY MINUTE

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

G. RECOGNITION OF GUESTS

There were no guests.

H. MEMBERS' COMMENTS

There were no member comments.

I. REPORTS

1. Management Reports

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

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

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

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

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

Ms. Horvath provided an update on board nominations.

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

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

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

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

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

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

2. Financial Statements

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

J. OTHER BUSINESS

1. Work Session Reports

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

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

Vice President Delaquito seconded.

Motion passed.

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

Director Saxe seconded.

Motion passed.

2. December Outages

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

CEO Matthews responded to inquiries regarding the expenses of outages.

3. Director Training/Travel

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

Recess taken at 1:47 p.m.
Back in session at 1:54 p.m.

4. Agenda Item Requests

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

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

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

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

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

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

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


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

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

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

M. ADJOURNMENT

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


Secretary

