

COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
10 a.m. – June 18, 2026 – Glennallen, 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 Board Meeting – April 16, 2026.....	4
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo.....	9
E.	RECOGNITION OF GUESTS	
F.	MEMBERS’ COMMENTS	
G.	ORGANIZATION OF BOARD.....	10
	1. Ratification of Election	
	2. Oath of Office Signatures	
	3. Designate Temporary Chair	
	4. Election of Officers	
H.	WORK SESSION.....	20
	1. System Reliability	
I.	SAFETY MINUTE	
	1. Safety and Regulatory Compliance Report.....	77
J.	REPORTS	
	1. Management Reports	
	a. Finance Manager.....	84
	b. Chief Communications Officer.....	90
	c. Chief Operating Officer.....	95
	d. Chief Executive Officer.....	105
	2. Financial Statements.....	109
	3. Annual Meeting Report.....	139
	4. APA Legislative Report.....	145
	5. NWPPA Report.....	158
K.	OTHER BUSINESS	
	1. Tariff Changes.....	159
	2. Employee Handbook.....	165
	3. Director Education.....	231
	4. Agenda Item Request.....	232
	5.	
L.	EXECUTIVE SESSION (if necessary)	
M.	DIRECTOR/CEO COMMENTS	
N.	ADJOURNMENT	
O.	CVEA COMMUNITY FOUNDATION BUSINESS	
	1. Annual Meeting Agenda.....	233
	2. Conflict of Interest Statement.....	234
	3. Election of Officers.....	240
	4. Financial Statements.....	241
	5. Other Business	
	a. Monthly Report.....	249
	b. Program Discussion.....	256

COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
11 a.m. – April 16, 2026 – Glennallen, 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 Board Meeting – March 19, 2026.....	4
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo.....	10
E.	RECOGNITION OF GUESTS	
F.	MEMBER COMMENTS	
G.	WORK SESSION – EMPLOYEE HANDBOOK REVIEW.....	11
	1. Employee Handbook Revisions Summary.....	12
	2. Red-Line Version (Track Changes).....	16
	3. Clean Version.....	101
H.	SAFETY MINUTE	
	1. Safety and Regulatory Compliance Report.....	163
I.	REPORTS	
	1. Management Reports	
	a. Finance Manager.....	170
	b. Chief Communications Officer.....	175
	c. Chief Operating Officer.....	179
	d. Chief Executive Officer.....	185
	2. Financial Statements.....	194
	3. Annual Meeting Update.....	209
J.	OTHER BUSINESS	
	1. Board Meeting Access.....	212
	2. Board Policy Approval.....	213
	3. Board Policy Review.....	217
	4. July Strategic Planning.....	220
	5. Director Education.....	221
	6. Agenda Item Request.....	222
	7.	
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
April 16, 2026

Directors Present

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

Directors Absent

Others Present

Jaime Matthews – CVEA
Morgan Melton – CVEA
Barry Jackman – CVEA
Lindsay Malone – CVEA
Sara Horvath – CVEA
Trish Stowe – Member
Shanna Conway – Member

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 boardroom.

B. PROOF OF QUORUM

Secretary Stowe established a quorum with all directors present.

C. CONSENT AGENDA

President Rake inquired if any member wished to remove an item from the Consent Agenda. The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – March 19, 2026

D. APPROVAL OF AGENDA

MOTION Director Stark moved to approve the agenda as presented.

Treasurer Maslen seconded.

The motion passed with no opposition.

E. RECOGNITION OF GUESTS

CEO Matthews welcomed Valdez member Trish Stowe and Copper Basin member Shanna Conway to the meeting.

F. MEMBER COMMENTS

Copper Basin Member Shanna Conway discussed term limits and encouraged CVEA to watch the results of the Copper Valley Telcom vote and evaluate term limits for Board members.

Valdez Member Trish Stowe commented on the beautiful day.

G. WORK SESSION – EMPLOYEE HANDBOOK REVIEW

CEO Matthews presented proposed Employee Handbook updates, including section reorganization and revisions to policies related to leave, benefits, workplace conduct, and employment practices.

Staff addressed Board questions regarding the review process, serious illness definitions, leave without pay, probationary periods, employee termination, and personal appearance.

H. SAFETY MINUTE

Mrs. Horvath provided a safety tip on back safety, emphasizing proper lifting techniques, planning ahead, and recognizing personal limits.

Mr. Jackman presented the Safety and Regulatory Compliance Report, noting attendance at the APA Safety Summit and commending staff for their leadership in safety.

Vice President Delaquito emphasized the importance of conducting 360-degree walk-arounds prior to driving to identify potential hazards and avoid accidents.

Recess taken at 12:00 p.m.
Back into session at 12:24 p.m.

I. REPORTS

1. Management Reports

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

- a. Finance Manager – Ms. Malone provided an update on Operations Department personnel and shared updated information on rates based on generation needs and fuel costs. She also provided an update on the Cogen Debt Reimbursement.

Ms. Malone responded to an inquiry regarding the nonprofit tax-exempt status of the CVEA Community Foundation.

- b. Chief Communications Officer – Mrs. Melton reported that Youth Rally Scholarship recipient Tobyn Dolge attended NRECA PowerXchange as Alaska's Youth Leadership Council delegate. She shared information on the PWSC Millwright Tour of Solomon Gulch Hydroelectric Project. Mrs. Melton provided updates on the City of Valdez Birthday Party and the proposed CVEA Tariff changes and public meeting scheduled for April 21.

Mrs. Melton responded to questions regarding the website rebuild.

CEO Matthews responded to an inquiry regarding the public meeting on proposed Tariff changes.

- c. Chief Operating Officer – Mr. Jackman provided an update on the Valdez Marine Terminal (VMT) Intertie testing and commissioning, noting that work was ongoing. He also reported on Battery Energy Storage System (BESS) and microgrid studies in progress with several members and provided updates on current operations.

Mr. Jackman provided an update on power generation, including recent issues with units at the diesel and cogeneration plants. CEO Matthews approved an out of budget expense for repairs to GD9 and a draw from the R&R Fund due to associated costs. He also reported on the Solomon Gulch Lake level and provided an update on the HAARP export.

Mr. Jackman responded to an inquiry regarding a potential ribbon cutting for the VMT Intertie. Staff also responded to questions regarding physical requirements for linemen.

- d. Chief Executive Officer – CEO Matthews provided legislative updates and reported on her attendance at the Copper Valley Chamber of Commerce Meeting and the Regional Energy Planning Meeting. She also provided an update on the MET towers being taken down by Ahtna, which had been borrowed from CVEA.

CEO Matthews further reported on recent inquiries from several electric utilities filing licenses for potential hydroelectric projects at Caribou Creek, which bordered CVEA’s service territory. She also provided an update on proposed tariff changes and recent information regarding heat pump rebates, noting that additional information was being gathered due to the potential impact on kWh usage.

2. Financial Statements

Ms. Malone referred to the February 2026 Financial Statements for questions and noted key points. She pointed out updates to her revenue charts as requested from the prior month.

3. Annual Meeting Update

Mrs. Melton reviewed the status of Annual Meeting preparation activities and provided an update on the CVEA Community Foundation Scholarship Program, noting there were 23 applicants this year.

Mrs. Melton reported that ballots are due April 28, 2026, with the C&E Committee final meetings scheduled for April 29, and that the Annual Meeting will be held Tuesday, May 5 in Valdez and Thursday, May 7 in the Copper Basin.

Mrs. Melton reported that caterers for the CVEA Annual Meeting have been selected, with The Potato serving Valdez and The Roadside Grill serving the Copper Basin. She also provided an overview of logistics for the Annual Meeting.

Mrs. Melton and CEO Matthews responded to an inquiry regarding the increase in scholarship applications in 2026.

CEO Matthews reminded the Board that the May Board Meeting had been cancelled and that the ratification of the election and the election of officers would take place at the June Board Meeting.

J. OTHER BUSINESS

1. Board Meeting Access

CEO Matthews provided information regarding electronic access to Board meetings for members, with implementation anticipated to begin in June 2026.

2. Board Policy Approval

The Board of Directors reviewed *Policy 307 – Annual Meeting Procedures* at the March Board Meeting. The proposed changes were presented and reviewed for formal approval.

MOTION Director Stark moved to approve the revisions to *Policy 307 – Annual Meeting Procedures* as presented.

Treasurer Maslen seconded.

The motion passed with no opposition

3. Board Policy Review

The Board reviewed *Policy 400 – Personnel Policies*. No changes were recommended.

4. July Strategic Planning

CEO Matthews referred to her written memo and presented information regarding strategic planning with CFC, who would be in Valdez for the CVEA Strategic Planning Session on July 15, with review to follow at the July 16 Board Meeting.

5. Director Education

Mrs. Horvath informed the Board of the upcoming Alaska Power Association's 75th Annual Meeting, to be held September 29 through October 2 in Anchorage, Alaska, including attendance planning for up to five Board members. The Board also reviewed NRECA certification updates, recognizing Vice President Delaquito for earning her Director Gold Credential Certificate and Director Hess for earning his Board Leadership Certificate.

6. Agenda Item Request

It was requested that term limits for the Board of Directors be added to a future agenda item.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Director Hess thanked staff for their work on the *Employee Handbook* review and expressed appreciation for their efforts, noting it was a great meeting.

Vice President Delaquito thanked staff for their work on the *Employee Handbook* review, expressed appreciation for staff updates, inquired about the City of Valdez Birthday Party, and noted it was a good meeting.

Secretary Stowe commented that it was an informative meeting and expressed appreciation for the *Employee Handbook* review, noting it was good to see it being updated and thanking staff for their time and information.

Director Vereline thanked staff for their hard work on the *Employee Handbook*, Annual Meeting preparations, and ongoing efforts to keep the Board informed.

Treasurer Maslen thanked staff for their work on the *Employee Handbook* and Annual Meeting preparations. She noted it was a great meeting.

Director Saxe commented that it was a good meeting and noted a positive outlook on legislative matters.

Director Stark thanked staff for all they do and for keeping the lights on.

President Rake echoed the previous comments, thanked staff for their time and efforts, and noted he looked forward to seeing everyone at the Annual Meeting. He also congratulated Vice President Delaquito and Director Hess on their respective achievements.

CEO Matthews thanked the Board, staff, and members for their attendance, expressed appreciation for their time and comments, and noted she would provide updates between the Annual Meeting and the June Board Meeting. She also congratulated President Rake on his upcoming retirement and encouraged everyone to enjoy the weather.

M. ADJOURNMENT

President Rake adjourned the meeting at 1:35 pm




Secretary

COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
12 p.m. – March 19, 2026 – 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 Board Meeting – February 26, 2026.....	4
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo.....	9
E.	RECOGNITION OF GUESTS	
F.	MEMBERS’ COMMENTS	
G.	WORK SESSION – EXECUTIVE SESSION.....	10
	1. 2025 Audit.....	11
	2. Audit Report.....	12
	3. December Financials.....	34
H.	SAFETY MINUTE	
	1. Safety and Regulatory Compliance Report.....	48
I.	REPORTS	
	1. Management Reports	
	a. Finance Manager.....	52
	b. Chief Communications Officer.....	56
	c. Chief Operating Officer.....	60
	d. Chief Executive Officer.....	65
	2. Financial Statements.....	68
	3. Annual Meeting Update.....	82
	4. NWPPA Report.....	85
	5. NRECA Report.....	94
J.	OTHER BUSINESS	
	1. Work Session Report	107
	2. Credentials & Election Committee Appointments.....	108
	3. Tariff Update.....	109
	4. Board Policy Review.....	111
	5. Director Education.....	115
	6. Agenda Item Request.....	116
	7.	
K.	EXECUTIVE SESSION (if necessary)	
L.	DIRECTOR/CEO COMMENTS	
M.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
March 19, 2026

Directors Present

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

Directors Absent

Others Present

Jaime Matthews – CVEA
Lindsay Malone – CVEA
Morgan Melton – CVEA
Barry Jackman – CVEA
Sara Horvath – CVEA
Trish Stowe – Member
Anya Shcheglyuk – KPMG
Melissa Beedle – KPMG

A. CALL TO ORDER

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

B. PROOF OF QUORUM

Secretary Stowe confirmed the presence of a quorum, noting that Vice President Delaquito was absent but expected to join later; all other directors were in attendance.

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 26, 2026

D. APPROVAL OF AGENDA

MOTION Director Stark moved to approve the agenda as presented.

Treasurer Maslen seconded.

The motion passed with no opposition.

E. RECOGNITION OF GUESTS

President Rake welcomed Anya Shcheglyuk and Melissa Beedle of KPMG, who were present to deliver the 2025 Audit Report. He also welcomed Valdez member Trish Stowe to the meeting.

F. MEMBER COMMENTS

There were no member comments.

G. WORK SESSION – EXECUTIVE SESSION

MOTION Treasurer Stark moved the Board go into executive session to review the 2025 Audit Report, the immediate knowledge of which would clearly have an adverse effect on the finances of the Cooperative.

Director Vereline seconded.

The motion passed with no opposition.

Into executive session at 12:05 p.m.

Vice President Delaquito joined the meeting at 12:27 p.m.

Anya Shcheglyuk and Melissa Beedle of KPMG left the meeting at 12:28 p.m.

Out of executive session at 1:26 p.m.

Recess taken at 1:26 p.m.

Back into session at 1:36 p.m.

H. SAFETY MINUTE

CEO Matthews provided a safety minute on safe driving, emphasizing caution due to spring road conditions, including plow debris that may cause tire damage.

Mr. Jackman presented the Safety and Regulatory Compliance Report and responded to Board inquiries, including a question regarding theft of power. The Board expressed appreciation for the report.

I. REPORTS

1. Management Reports

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

- a. Finance Manager – Ms. Malone provided personnel updates for the Operations Department. She also provided information about Loss Time Incident, as requested by the Board. Ms. Malone provided information regarding the recent Member Satisfaction Survey and the Community Foundation tax-exempt status. She provided an update on the increase in rate, which had been noticed to the Membership.
- b. Chief Communications Officer – Mrs. Melton provided an update on the Electricity in Schools Program. She also reported on the status of the CVEA.org website rebuild.
- c. Chief Operating Officer – Mr. Jackman provided an update on the commissioning of the Valdez Marine Terminal (VMT) Intertie, noting the anticipated ribbon-cutting ceremony. He also reported on a member request to explore a Battery Energy Storage System (BESS) project, provided an update on replacement generation planning in Valdez, and reviewed the status of right-of-way (ROW) clearing.

CEO Matthews and Mr. Jackman responded to Board inquiries regarding ROW clearing, the Solomon Gulch Lake level, and a recent outage.

- d. Chief Executive Officer – CEO Matthews referred to her written report and provided updates on legislative affairs. She also addressed an inquiry from the City of Valdez regarding a proposed 5-megawatt project and reported on her attendance at NRECA PowerXchange alongside CVEA Youth Rally Scholarship recipient and Alaska Youth Council Delegate, Tobyn Dolge, who presented his essay at the conference.

CEO Matthews responded to Board inquiries regarding Power Cost Equalization (PCE) and BESS.

2. Financial Statements

Ms. Malone referred to the January 2026 Financial Statements, addressing any questions and highlighting key points.

3. Annual Meeting Update

Mrs. Melton reminded the Board of the upcoming Annual Meeting dates for each district, scheduled for May 5 in Valdez and May 7 in the Copper Basin. She reported that ballot packets were scheduled to be mailed by March 28, with a return deadline of April 28. She noted that a minimum of 10% participation, or 280 votes, is required for the election to be considered valid.

Mrs. Melton also provided an update on scholarship applications and noted that CEO Matthews had appointed the Scholarship Committees. Scholarship recipients would be notified and later announced at the Annual Meetings and on social media.

CEO Matthews and Mrs. Melton responded to Board inquiries regarding the minimum participation requirement for a valid election.

4. NWPPA Report

President Rake provided key highlights from his trip to Vancouver for the NWPPA Board of Trustees meeting. He expressed his gratitude to the Board for their support in his role on the Board of Trustees.

5. NRECA Report

CEO Matthews provided a summary of highlights from her attendance at the NRECA Annual Meeting (PowerXchange). She also noted that Tobyn Dolge, CVEA Youth Rally Scholarship recipient and Alaska Youth Council Delegate, attended the conference and delivered his speech, representing Alaska and CVEA with distinction.

J. OTHER BUSINESS

1. Work Session Report

An executive session was held earlier in the meeting to discuss the 2025 Audit Report. As a result of the work session, a motion was made to approve the 2025 Audit Report.

CEO Matthews and Melissa Beedle of KPMG addressed an inquiry regarding the justification for reviewing the 2025 Audit Report in executive session.

MOTION Director Stark moved to accept the 2025 Audit Report as presented.

Director Vereline seconded.

The motion passed with no opposition.

2. Credentials & Election Committee Appointments

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

MOTION Director Vereline moved to appoint Shannon Saavedra, Mary Ellen Bedrick, Jenna Buck, Shanna Pete, and Anna Bell Hand to the Copper Basin District Credentials and Election Committee, and to appoint Melanie McGinnis to serve as an alternate in case a Committee member is unable to serve their commitment.

Director Stark seconded.

The motion passed with no opposition.

MOTION Director Stark move to appoint Kelly Brown, Myrna Dahl, Sarah Jorgenson-Owen, Sheila Jordan and Whitney Olmsted to the Valdez District Credentials and Election Committee, and to appoint Hannah Metroka to serve as an alternate in case a Committee member is unable to serve their commitment.

Director Vereline seconded.

The motion passed with no opposition.

3. Tariff Update

CEO Matthews reviewed the proposed Tariff changes, highlighting key components including Section 7.10 – Financing Assistance, the draft Electric Vehicle (EV) rate schedule, and proposed adjustments to office hours.

CEO Matthews and Ms. Malone responded to inquiries regarding proposed Tariff changes.

4. Board Policy Review

The Board reviewed *Policy 307 – Annual Meeting Election Procedures*. Recommended changes would be brought back at a subsequent meeting for formal approval.

5. Director Education

Treasurer Jan Maslen attended the NRECA online training 943.1 – Conversation Skills Outside the Boardroom on February 10–11 and presented a summary and key highlights of the training to the Board.

6. Agenda Item Requests

There were no requests.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Secretary Stowe congratulated Ms. Malone on a clean audit, noting it reinforced the Board's confidence in management. He also echoed the appreciation expressed to staff by fellow directors.

Vice President Delaquito expressed appreciation to staff for their hard work on the audit and for the auditors' presence at the meeting. She also acknowledged the rate update and commended CEO Matthews for her industry engagement and financial stewardship, noting that incremental progress is reflected in the financial results. She concluded by expressing her anticipation for the upcoming Annual Meeting.

Treasurer Maslen expressed appreciation to Ms. Malone and her team for their work on the audit and the reformatting of the financial statements. She acknowledged the effort involved and thanked staff for their continued work, noting her appreciation and looking forward to the upcoming Annual Meeting.

Director Hess expressed appreciation for the meeting, the audit, and the rate information, noting it was a productive and well-conducted meeting.

Director Saxe congratulated Ms. Malone and the accounting team on the successful completion of a clean audit and expressed that he looked forward to the next meeting.

Director Vereline expressed appreciation to staff for a well-conducted meeting and a successful audit. She also thanked staff for the informative reports and updates, and commended CEO Matthews for her leadership.

Director Stark expressed appreciation to staff for their preparation for the meeting and commended Ms. Malone for a clean audit. He thanked staff for keeping the lights on.

President Rake echoed the comments of the Board and congratulated Ms. Malone and her team on a successful audit. He expressed appreciation to staff for their continued efforts.

CEO Matthews expressed appreciation to Ms. Malone and the accounting team for a clean and successful audit. She also thanked Mrs. Melton for her work on the Annual Meeting and Mr. Jackman for his efforts in power generation and operations. CEO Matthews further recognized Mrs. Horvath for her contributions, noting she would be out for the next few weeks.

M. ADJOURNMENT

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


Secretary



COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
10 a.m. – February 26, 2026
Glennallen, 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 – January 22, 2026.....	4
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo.....	8
E.	RECOGNITION OF GUESTS	
F.	MEMBER COMMENTS	
G.	WORK SESSION	
	1. Tariff Changes.....	9
H.	EXECUTIVE SESSION	
	1. Board Self-Assessment.....	12
I.	SAFETY MINUTE	
	1. Safety and Regulatory Compliance Report.....	13
	2. APA Safety Newsletter.....	15
J.	REPORTS	
	1. Management Reports	
	a. Finance Manager.....	17
	b. Chief Communications Officer.....	21
	c. Chief Operating Officer.....	27
	d. Chief Executive Officer.....	32
	2. R&R Fund Transfer.....	35
	3. Annual Meeting Update.....	36
	4. APA Report.....	38
	5. NWPPA Report.....	42
K.	OTHER BUSINESS	
	1. Board Policy Review.....	43
	2. Director Education.....	57
	3. Agenda Item Request.....	58
	4.	
L.	EXECUTIVE SESSION (if necessary)	
M.	DIRECTOR/CEO COMMENTS	
N.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
February 26, 2026

Directors Present

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

Directors Absent

Jan Maslen

Others Present

Jaime Matthews – CVEA
Morgan Melton – CVEA
Barry Jackman – CVEA
Lindsay Malone – CVEA
Sara Horvath – CVEA
Trish Stowe – Member

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 10:05 a.m. on February 26, 2026, in the Glennallen boardroom.

B. PROOF OF QUORUM

Secretary Stowe established a quorum, with Treasurer Maslen 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 22, 2026

D. APPROVAL OF AGENDA

MOTION Director Stark moved to approve the agenda as presented.

Director Vereline seconded.

Motion passed.

E. RECOGNITION OF GUESTS

President Rake welcomed Valdez member Trish Stowe to the meeting.

F. MEMBER COMMENTS

There were no member comments.

G. WORK SESSION – TARIFF CHANGES

CEO Matthews and Ms. Malone presented proposed Tariff revisions to the Board, including amendments to *Section 7.10 – Financial Assistance* (requiring a member to maintain an active bill for all 12 months), implementation of a new EV rate schedule, and modifications to office hours.

Ms. Malone and CEO Matthews responded to inquiries regarding the modification of office hours.

There was no action needed as a result of this work session. Staff noted that the next step will be to move the matter into the public process, with notice expected to be issued by the end of March.

Recess taken at 10:41 a.m.
Back into session at 10:46 a.m.

H. EXECUTIVE SESSION – BOARD SELF-ASSESSMENT

Effective governance is critical to cooperative success. Per the *Director Handbook*, the Board is required to conduct an annual evaluation to assess performance in key areas of responsibility and the processes used to fulfill those duties.

MOTION Secretary Stowe moved that the Board go into executive session to discuss the Board Self-Assessment, the immediate knowledge of which would clearly have an adverse effect on the legal position of the Cooperative.

Director Stark seconded.

Motion passed.

Into executive session at 10:46 a.m.
Out of executive session at 1:01 p.m.

There was no action needed as a result of this work session.

Recess taken at 1:01 p.m.
Back into session at 1:07 p.m.

I. SAFETY MINUTE

Mr. Jackman provided a safety minute on winter driving, reminding everyone to be prepared for travel, wear appropriate cold-weather gear, and ensure vehicles are properly equipped for winter conditions.

Mr. Jackman referred to the Regulatory and Safety Report and responded to inquiries from the Board.

J. 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 matters within the Operations Department. She presented updates on quarterly rates and the status of the audit.

Ms. Malone responded to inquiries regarding retirements.

- b. Chief Communications Officer – Mrs. Melton provided an update on the Electricity in Schools Program, which was conducted in collaboration with local schools in February. She also shared information regarding CVEA scholarships.

CEO Matthews and Mrs. Melton responded to Board inquiries regarding the Member Tour and Community Foundation programs.

- c. Chief Operating Officer – Mr. Jackman provided an update on the VMT Intertie and CVEA’s Right-of-Way Clearing Program. He also reported on Operations Department projects and personnel. He further provided an update on activities within the Power Generation Department, including planning for a future generator replacement.

Mr. Jackman responded to an inquiry regarding pile driving.

- d. Chief Executive Officer – CEO Matthews referred to her written report and provided a legislative affairs update. She also reported on the Coffee with the CEO events and recent meetings with members. CEO Matthews provided information on the Right-of-Way Clearing Program and related member communications. Additionally, she provided an update for the March Board Meeting.

CEO Matthews responded to Board inquiries regarding the Tiekel River, data centers, and water rights.

2. R&R Fund Transfer

Ms. Malone reported that CVEA concluded the year with higher-than-anticipated margins due to additional grant revenue, higher kWh sales and lower expenses. She confirmed that all Equity Management Plan goals were achieved and recommended a \$500,000 transfer to the R&R Fund.

MOTION Director Stark moved to ratify the poll vote conducted via email on February 17, 2026, in which the Board approved the transfer of CVEA funds to the R&R Fund in the amount of \$500,000 for 2025.

Director Vereline seconded.

Motion passed.

Ms. Malone responded to an inquiry regarding margins, R&R Fund balance, and grant funding.

3. Annual Meeting Update

Mrs. Melton provided information regarding the director elections and the Community Foundation Scholarship Program. She also provided an update on the Annual Report and noted that a Catering RFP would be forthcoming.

Mrs. Melton responded to Board inquiries regarding ballot completion, advertising efforts, and the Community Foundation Scholarship Program.

4. Alaska Power Association Update

CEO Matthews provided an update on her attendance at the Alaska Power Association (APA) State Legislative Conference in Juneau. She briefed the Board on meetings with legislators and discussed legislative issues impacting CVEA.

Vice President Delaquito, Director Vereline, and Mr. Jackman shared key takeaways from the conference, which they attended with CEO Matthews.

CEO Matthews responded to a Board inquiry regarding wildfire legislation and utility protections.

5. Northwest Public Power Association Report

President Rake provided an update on his attendance at the Northwest Public Power Association (NWPPA) Board of Trustees meeting and shared highlights from his experience.

President Rake responded to Board inquiries regarding NWPPA's Membership benefits.

J. OTHER BUSINESS

1. Board Policy Review

The Board reviewed *Policy 207 – Director Code of Conduct*. No revisions were recommended.

2. Director Education

Mrs. Horvath congratulated Vice President Yvette Delaquito on obtaining her National Rural Electric Cooperative Association (NRECA) Director Gold Certificate and Director Andy Hess on earning his Board Leadership Certificate.

4. Agenda Item Requests

At a future meeting, staff will provide the Board with a reference summary outlining CVEA's rate schedule.

K. EXECUTIVE SESSION

No executive session was necessary.

L. DIRECTOR/CEO COMMENTS

Vice President Delaquito stated that it was a productive meeting and thanked staff for facilitating participation via Teams. She expressed appreciation for the updates provided and noted that she is looking forward to the CVEA Annual Meeting of Members in May.

Director Saxe stated that it was a productive meeting with valuable information provided. He expressed appreciation for the Board self-assessment process.

Director Vereline stated that it was a productive meeting and expressed appreciation to staff and the Board for the opportunity to attend the APA Legislative Conference in Juneau.

Director Stark thanked everyone for their efforts to keep the lights on and expressed appreciation for the entire team for their continuous efforts.

Director Hess remarked that it was a productive meeting and commended both the Board and staff for their continued strong leadership and dedicated service to the Cooperative and its membership.

Secretary Stowe concurred with the remarks shared and noted that he found the Board self-assessment process to be valuable.

President Rake stated that it was a productive meeting and expressed his appreciation for the executive session and the Board self-assessment. He also thanked staff for their continued dedication and efforts to keep the lights on.

CEO Matthews expressed appreciation to staff for their hard work and to the Board for their continued support. She noted that the work at CVEA remains steady and ongoing, recognizing Mrs. Horvath for her organization of Board meetings, Mrs. Melton for her preparation efforts for the Annual Meeting, Ms. Malone for her work on the audit, and Mr. Jackman for his continued efforts to ensure reliable service.

M. ADJOURNMENT

President Rake adjourned the meeting at 2:37 p.m.


Secretary



COPPER VALLEY ELECTRIC ASSOCIATION
Board of Directors Regular Meeting
1 p.m. – January 22, 2026 – Valdez/Glennallen, 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 18, 2025.....	4
D.	APPROVAL OF AGENDA	
	1. Agenda Approval Memo.....	8
E.	RECOGNITION OF GUESTS	
F.	MEMBERS’ COMMENTS	
G.	SAFETY MINUTE	
	1. Safety and Regulatory Compliance Report.....	9
	2. APA Safety Newsletter.....	16
H.	REPORTS	
	1. Management Reports	
	a. Finance Manager.....	23
	b. Chief Communications Officer.....	28
	c. Chief Operating Officer.....	33
	d. Chief Executive Officer.....	38
	2. Financial Statements.....	41
	3. Annual Meeting Update.....	55
I.	OTHER BUSINESS	
	1. Board Meeting Access and Times.....	57
	2. Director Education.....	58
	3. Agenda Item Request.....	59
	4.	
J.	EXECUTIVE SESSION (if necessary)	
K.	DIRECTOR/CEO COMMENTS	
L.	ADJOURNMENT	

REGULAR MEETING
CVEA BOARD OF DIRECTORS
January 22, 2026

Directors Present

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

Directors Absent

Will Stark

Others Present

Jaime Matthews – CVEA
Morgan Melton – CVEA
Barry Jackman – CVEA
Lindsay Malone – CVEA
Sara Horvath – CVEA

A. CALL TO ORDER

President Rake called the regular meeting of the Copper Valley Electric Association Board of Directors to order at 1:03 p.m. in the Valdez boardroom.

B. PROOF OF QUORUM

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

C. CONSENT AGENDA

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

The items in the Consent Agenda are as follows:

1. Changes to Consent Agenda
2. Minutes of Regular Board Meeting – December 18, 2025

D. APPROVAL OF AGENDA

MOTION Treasurer Maslen moved to approve the agenda as presented.

Director Vereline seconded.

Motion passed.

E. RECOGNITION OF GUESTS

There were no guests.

F. MEMBERS' COMMENTS

CEO Matthews provided an update during member comments regarding a Bylaws Amendments petition and noted that she met with members to discuss their concerns.

G. SAFETY MINUTE

Ms. Malone shared safety tips related to winter driving conditions.

Mr. Jackman referred to the Safety and Regulatory Compliance report and provided updates. There were no questions.

Secretary Stowe joined the meeting at 1:07 p.m.

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 matters. She presented a summary of the capital credit retirement. In addition, she informed the Board that the Accounting Department had been preparing for the 2025 audit.

Ms. Malone responded to an inquiring on the Cogen Debt Reimbursement, inventory, and capital credits.

- b. Chief Communications Officer – Mrs. Melton provided an update on the *Behind the Switch* video and the *RE Magazine* feature related to stream gaging in Valdez. She also updated the Board on the Electricity in Schools Program. Mrs. Melton informed the Board of the new Marketing and Communications Specialist.

- c. Chief Operating Officer – Mr. Jackman provided updates on the Valdez Marine Terminal (VMT) Intertie and the status of CVEA's power generation. He also updated the Board on recent outages and referred the Board to the outage report included in the COO report. Mr. Jackman provided an update on personnel within the Operations Department.

Mr. Jackman responded to inquiries regarding underground and overhead lines on the system.

- d. Chief Executive Officer – CEO Matthews provided an update on the Alternative Generation Update article released by CVEA. She also provided updates on legislative affairs and organizational matters. CEO Matthews summarized her attendance at the NRECA CEO Close-Up in January and provided an update on future proposed Tariff changes.

CEO Matthews responded to inquiries regarding inactive meters and insurance claims.

2. Financial Statements

Ms. Malone referred to the November 2025 Financial Statements included in the board packet.

She responded to an inquiry regarding the audit.

3. Annual Meeting Update

Mrs. Melton provided an update on the Scholarship Program and Board of Director nominations, noting that the deadline for both was February 12. She also provided an update on Bylaws amendments.

CEO Matthews responded to Board inquiries regarding the Round Up Program, contractor processes, rate classes, the standard offering, and outages.

Recess was taken at 2:18 p.m.
Back into session at 2:25 p.m.

I. OTHER BUSINESS

1. Board Meeting Access and Times

CEO Matthews referred the Board to her written memorandum and shared thoughts and feedback regarding member access to board meetings and meeting start times. She also presented information from other utilities regarding board meeting access and meeting times.

The Board of Directors discussed meeting start times and member access and reached consensus to maintain a 1:00 p.m. meeting start time and to allow electronic member access with prior approval.

2. Director Education

Mrs. Horvath informed the Board of upcoming travel for Vice President Delaquito, Treasurer Maslen, and Director Vereline to Juneau to attend the APA Legislative Conference in February.

She also informed the Board that President Rake would be traveling to Vancouver, Washington, in February to attend the NWPPA Board of Trustees Meeting.

4. Agenda Item Requests

There were no requests.

J. EXECUTIVE SESSION (if necessary)

No executive session was necessary.

K. DIRECTOR/CEO COMMENTS

Director Saxe expressed appreciation for the information presented and thanked CEO Matthews and staff for their work.

Secretary Stowe thanked staff for their work during recent outages and expressed appreciation for the information CVEA provided regarding Bylaws amendments.

Director Maslen expressed appreciation for the information and reports and provided compliments regarding the *RE Magazine* article.

Vice President Delaquito expressed appreciation for the information and thanked staff and the Board for the discussions. She further thanked Mr. Jackman and Mrs. Melton for their engagement in both districts since joining the team.

Director Vereline stated that it was an excellent meeting and thanked staff for their hard work. She also thanked Board members for their time and efforts.

Director Hess encouraged directors in their participation at the APA State Legislative Conference in Juneau. He thanked staff for a great meeting.

President Rake thanked CEO Matthews for the information regarding the Bylaws amendments and thanked staff for a great meeting and the information provided.

CEO Matthews thanked the Board and staff for their time, effort, and participation in the discussion.

L. ADJOURNMENT

President Rake adjourned the meeting at 3:00 p.m.



A handwritten signature in blue ink, appearing to read "Stowe", is written over a horizontal line. Below the line, the word "Secretary" is printed in a black, sans-serif font.